



# SHENYANG PUBLIC UTILITY HOLDINGS COMPANY LIMITED

Stock code: 747

ANNUAL REPORT  
2005



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# Company Profile

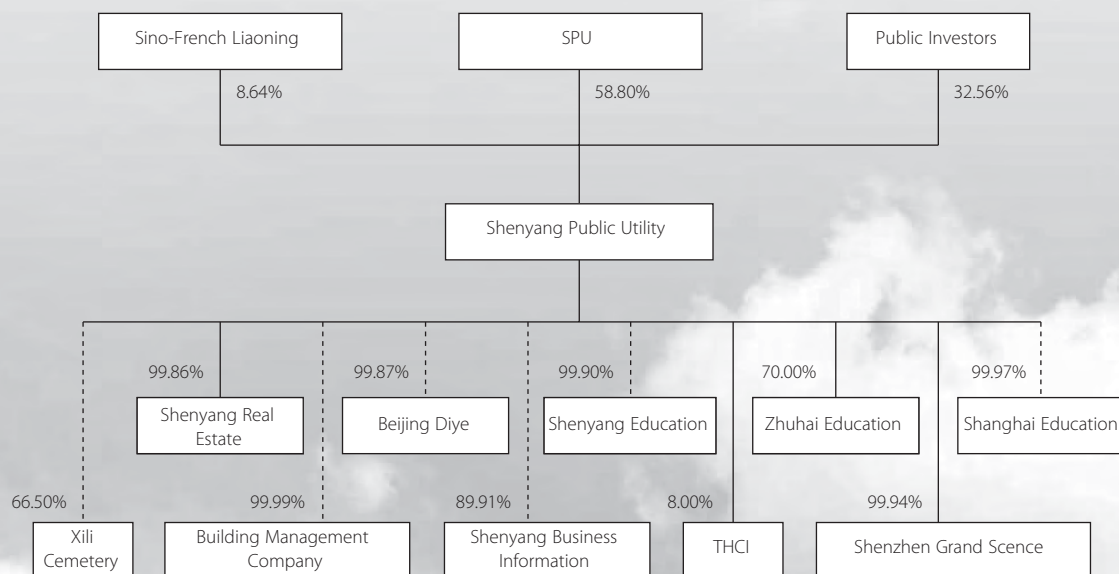
## 1. THE FORMATION AND PRINCIPAL BUSINESSES OF THE COMPANY

Shenyang Public Utility Holdings Company Limited ("Shenyang Public Utility" or the "Company") was established in Shenyang, the People's Republic of China (the "PRC") on 2nd July 1999 as a joint stock limited company by the promoter method of establishment, with Shenyang Public Utility Group Company Limited ("SPU") acting as the sole promoter.

In December 1999, the Company issued 420,400,000 H shares of par value of RMB1.00 each at an issue price of HK\$1.70, to international investors by way of a placing and an offer to the public. On 16th December 1999, the Company's H shares were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). At present, the registered capital of the Company is RMB1,020,400,000.

The Company and its subsidiaries (together "the Group") is a real estate developer, education business investor and cemetery developer. It is principally engaged in the development, sale and leasing of real estate, investment in and management of education and development and sale of cemetery.

## 2. SHAREHOLDING STRUCTURE



Note 1: — represents the interests directly held by the Company,  
 --- represents the total interests directly and indirectly held by the Company;

Note 2:

**Sino-French Liaoning:** Sino-French Water Development (Liaoning) Company Limited, a strategic investor of the Company;

**Shenyang Real Estate:** Shenyang Development Real Estate Company Limited, in which the Company directly holds 99.86% equity interests, is a real estate developer in Shenyang;

## Company Profile

<b>Shenyang Education:</b>	Shenyang Development Beida Education Science Park Company Limited, in which the Company directly holds 30.00% equity interests and Shenyang Real Estate directly holds 70.00% equity interests. It is an education investor in Shenyang in which the Company holds 99.90% equity interests in total;
<b>Zhuhai Education:</b>	Zhuhai Beida Education Science Park Company Limited, in which the Company directly holds 70.00% equity interests, is an education investor in Zhuhai;
<b>Shanghai Education:</b>	Shanghai Beida Jade Bird Education Investment Company Limited, in which the Company directly holds 80.00% equity interests and Shenyang Real Estate directly holds 20.00% equity interests. It is an education investor in Shanghai in which the Company holds 99.97% equity interests in total;
<b>Beijing Diye:</b>	Beijing Diye Real Estate Development Company Limited, in which Shenyang Real Estate directly holds 80.00% equity interests and Shenyang Education directly holds 20.00% equity interests. It is a real estate developer in Beijing in which the Company holds 99.87% equity interests in total;
<b>Building Management Company:</b>	Shenyang Pollon Finance Building Management Company Limited, in which the Company directly holds 92.50% equity interests and Shenyang Real Estate directly holds 7.50% equity interests. It is a real estate developer in Shenyang in which the Company holds 99.99% equity interests in total;
<b>Shenyang Business Information:</b>	Shenyang Beida Jade Bird Business Information System Company Limited, in which Shenyang Education directly holds 90.00% equity interests and the Company indirectly holds 89.91% equity interests, is an application software developer;
<b>Xili Cemetery:</b>	Shenzhen Xili Baoen Fu Di Cemetery Company Limited, in which the Company indirectly holds 66.50% equity interests through its 95.00% direct equity interests in Shenzhen Jingmei Industrial Development Company Limited ("Jingmei Industrial"). Jingmei Industrial directly holds 70.00% equity interests in Xili Cemetery. Jingmei Industrial is an industrial investor in Shenzhen;
<b>Shenzhen Grand Science:</b>	Shenzhen Grand Science Investment Development Company Limited, in which the Company directly holds 50.00% equity interests, Shenyang Real Estate holds 25.00% equity interests and Shenyang Education holds 25.00% equity interests respectively, is an industrial investor in Shenzhen in which the Company holds 99.94% equity interests in total;
<b>THCI:</b>	Tsinghua Unisplendour Hi-Tech Venture Capital Inc., an investment company in which the Company directly holds 8.00% equity interests.
Note 3:	
<b>Other assets:</b>	The Company has the following assets with a lower investment value, which include:
<b>Shenyang School:</b>	Shenyang Beida Jade Bird school, in which Shenyang Education directly holds 100% equity interests and the Company indirectly holds 99.90% equity interests, is a compulsory school in Shenyang;
<b>Shenyang Property:</b>	Shenyang Development Property Management Company Limited, in which the Company directly holds 1.00% equity interests and Shenyang Real Estate holds 99.00% equity interests. It is a property management company in Shenyang in which the Company holds 99.86% equity interests in total.

# Financial Highlights

## 1. RESULTS

For the period from 1st January to 31st December 2005 (the "Year"), the Group recorded revenue from principal activities of RMB91,221,000 and loss after taxation and minority interests of RMB1,229,130,000, representing an increase of approximately 55,909,000 and an increase of approximately 1,034,571,000 respectively when compared with the results for 2004 (the "Previous Year"). Main reasons for the deteriorated results are set out in the section headed "Directors' Statement" and "Management Discussion and Analysis".

## 2. SUMMARY OF CONSOLIDATED INCOME STATEMENT

The financial highlights of the Group for the five years ended 31st December 2005 are set out as follows:

	<b>2005</b>	2004	2003	2002	2001
	<b>RMB'000</b>	RMB'000	RMB'000	RMB'000	RMB'000
Turnover	<b>91,221</b>	35,312	169,116	451,620	667,435
Other income	<b>245</b>	5,160	4,351	11,304	122,872
Total income	<b>91,466</b>	40,472	173,467	462,924	790,307
(Loss) profit from operations	<b>(1,245,607)</b>	(180,668)	13,569	158,560	295,358
Finance costs	<b>(42,995)</b>	(40,471)	(6,023)	(2,286)	(10,996)
Share of results of a jointly controlled entity	-	17,487	24,288	20,388	18,447
Profit (loss) on disposal of a subsidiary	-	2,821	-	(20,382)	-
(Loss) profit before taxation	<b>(1,288,602)</b>	(200,831)	31,834	156,280	302,809
Taxation	<b>39,090</b>	785	(14,380)	(63,087)	(111,031)
(Loss) profit after taxation	<b>(1,249,512)</b>	(200,046)	17,454	93,193	191,778
Minority interests	<b>(20,382)</b>	(2,487)	379	(402)	(1,162)
(Loss) profit attributable to shareholders	<b>(1,229,130)</b>	(197,559)	17,833	92,791	190,616
(Losses) earning per share	<b>RMB (1.20)</b>	RMB (0.19)	RMB 0.02	RMB 0.09	RMB0.19

**3. SUMMARY OF CONSOLIDATED BALANCE SHEET**

	<b>As at 31st December 2005</b>	As at 31st December 2004	As at 31st December 2003	As at 31st December 2002	RMB'000 As at 31st December 2001
Property and equipment and investment properties and prepaid lease payments on land use right	<b>643,673</b>	931,372	547,243	10,478	734,239
Interests in a jointly controlled entity	–	–	103,380	100,265	140,638
Goodwill	–	609,372	62,638	–	–
Deposits paid for acquisitions of subsidiaries	–	–	391,100	360,994	–
Available-for-sale financial assets	<b>20,000</b>	–	–	–	–
Investment securities	–	20,000	20,000	20,000	20,000
Long-term receivables	–	–	58,234	–	–
Current assets	<b>918,489</b>	1,463,318	1,558,573	1,580,690	1,060,477
Current liabilities	<b>1,074,881</b>	1,070,379	660,223	(224,499)	(199,532)
Net current (liabilities) assets	<b>(156,392)</b>	392,939	898,350	1,356,191	860,945
	<b>507,281</b>	1,953,683	2,080,945	1,847,928	1,755,822
Capital resources:					
Share capital	<b>1,020,400</b>	1,020,400	1,020,400	1,020,400	1,020,400
Reserves	<b>(589,937)</b>	639,193	837,180	819,347	726,556
Minority interests	<b>39,837</b>	60,219	110,709	8,181	8,866
Non-current liabilities	<b>36,981</b>	233,871	112,656	–	–
	<b>507,281</b>	1,953,683	2,080,945	1,847,928	1,755,822

# Directors' Statement

## **Dear shareholders,**

I hereby present the audited operating results of the Group for the Year.

Since 2004, due to the macro-economic control policy of the PRC central government, adjustment to the policies of land administration and real estate credit loan, the Group's real estate development and education investment business were affected considerably, some of the real estate projects and education investment projects proceeded slowly or reported unsatisfactory profits.

Progress of the Group's property development and education investment projects was delayed for the Year. Escalating cost of property development, mounting difficulty in obtaining project finance and slowdown in sales collection rate were causes of suspension of projects and fund shortage for the property development projects, thus resulting in a significant decrease in economic benefits and incurring a significant loss for the Year.

As banks had tightened up their policy on credit loans to the property sector and the Group's liquidity position for the Year was relatively tense, the Group's financing ability were affected significantly. Since the loan litigation with Shenzhen Development Bank Dalian branch in 2004, the Group's financing activities has been under great pressure. The liquidity problem in turn affected the Group's business operation. As a result, the real estate projects under development were unable to carry out the last stage improvement of construction and completion and inspection due to the fund shortage; the land development projects that were already contracted were unable to develop within the designated period due to the fund shortage and relevant authorities of local government decided to take back the land of some projects.

Facing such difficulties, the Group will strive to settle the litigations and maximize the use of existing assets as soon as possible, so as to provide a normal operating environment for the Company.

**Shenyang Public Utility Holdings Company Limited**  
**An Mu Zong**  
*Executive directors*

Shenyang, the PRC, 24th October 2008

# Profiles of the Management Team

## THE SECOND BOARD AND SUPERVISORY COMMITTEE

### Executive Directors:

Mr. Xu Er Hui (Please refer to brief biography of the third Board).

Mr. Zhang Jian Bo (Please refer to previous annual reports for brief biography; appointment effective until 28th November 2005).

Mr. Zhang Ying Jian (Please refer to previous annual reports for brief biography; appointment effective until 28th November 2005).

Mr. Wang Se (Please refer to brief biography of the third Board).

Mr. Geng Jian Wei (Please refer to previous annual reports for brief biography; appointment effective until 28th November 2005).

Mr. Chen Shu Xin (Please refer to previous annual reports for brief biography; appointment effective until 28th November 2005).

### Non-executive Directors:

Mr. Chan Kam Ling (Please refer to previous annual reports for brief biography; appointment effective until 27th April 2005).

Mr. Lin Wen Bin (Please refer to previous annual reports for brief biography; appointment effective until 1st March 2005).

Dr. Michel P. Detay (Please refer to brief biography of the third Board).

Mr. Zhang Wan Zhong (Please refer to previous annual reports for brief biography; appointment effective until 28th November 2005).

Mr. Shi Jian Ming (Please refer to brief biography of the third Board).

### Independent Non-executive Directors:

Mr. Cheng Wei (Please refer to previous annual reports for brief biography; appointment effective until 28th November 2005).

Mr. Choy Shu Kwan, Wilson (Please refer to brief biography of the third Board).

Mr. Cui Yan (Please refer to brief biography of the third Board).

### Supervisors:

Mr. Wang Hong Yu (Please refer to previous annual reports for brief biography; appointment effective until 27th February 2005).

Ms. Li Shu Lian (Please refer to previous annual reports for brief biography; appointment effective until 28th November 2005).

Mr. Zhao Xue Zhi (Please refer to previous annual reports for brief biography; appointment effective until 28th November 2005).

Mr. Lin Dong Hui (Please refer to brief biography of the third Board).

Ms. Gao Jing Juan (Please refer to previous annual reports for brief biography; appointment effective until 12th October 2004).

Mr. Yang Zhi An (Please refer to brief biography of the third Supervisory Committee).

## THE THIRD BOARD AND SUPERVISORY COMMITTEE

### Executive Directors:

**Mr. Xu Er Hui**, born in February 1966, is the chairman of the Company. Mr. Xu is also the chairman of Beijing Beida Education Investment Company Limited. Mr. Xu graduated from University of Marketing and Distribution Sciences (Japan). Mr. Xu has been an executive director of the Company since 11th October 2002, with a term expiring on 28th November 2008.

**Mr. An Mu Zong**, born in April 1964. Mr. An graduated from Beihang University (北京航空學院) in June 1987. He is the vice-president of the Company. Mr. An has extensive experience in the development of real estate project and corporate management. Mr. An has been an executive director of the Company since 28th November 2005, with a term expiring on 28th November 2008.

**Mr. Liu Chang Lin**, born in May 1953. Mr. Liu graduated from Department of Chinese Language and Literature, Liaoning University (遼寧大學) in 1984. In 2002, He graduated from Northeastern University with master's degree, and obtained a master's degree in Business Administration of Honolulu University, USA in the same year. From May 1997 onwards, Mr. Liu has worked as the deputy head of the Shenyang Municipal Chamber of Commerce (瀋陽市經貿委), the deputy head of the Shenyang Municipal State-owned Assets Supervision and Administration Bureau (瀋陽市國有資產管理局), the deputy head of Shenyang Finance Bureau (瀋陽市財政局) and the deputy head of State-Owned Assets Supervision and Administration Commission (瀋陽市國資委). Mr. Liu has extensive experience in capital operations and finance management. Mr. Liu has been an executive director of the Company since 28th November 2005, with a term expiring on 28th November 2008.



## Profiles of the Management Team

**Mr. Wang Se**, born in February 1960, is a senior economist and secretary to the board of directors of the Company. Mr. Wang graduated from Northeast Heavy Machinery Institute (中國東北重型機械學院) in the PRC in 1982 with a bachelor's degree in science and also obtained a master's degree in economics in 1992 from Liaoning University. From that date to the establishment of the Company, he served as the section head in Shenyang Construction Investment Company (瀋陽市建設投資公司). Mr. Wang has extensive experience in corporate reorganisation, assets management and investment. Mr. Wang has been an executive director of the Company since 2nd July 1999, with a term expiring on 28th November 2008.

**Mr. Wang Zai Xing**, born in November 1970. Mr. Wang graduated from Beijing Forestry University (北京林業大學) in June 1993 with a bachelor's degree in statistics. Since March 1999, he has been a financial director and financial manager of Beijing Beida Jade Bird Company Limited ("Beida Jade Bird"). Mr. Wang has extensive experience in corporate reorganisation, asset appraisal and auditing. Mr. Wang has been an executive director of the Company since 28th November 2005, with a term expiring on 28th November 2008.

**Non-executive Directors:**

**Mr. Shi Jian Ming**, born in September 1965. He has been appointed as the chief financial officer in Sino-French Holdings (Hong Kong) Limited since 2001. Mr. Shi Jian Ming was the senior auditor of PricewaterhouseCoopers, the chief accountant of 怡和安安全護衛有限公司 and the assistant to chief financial officer of Jardine OneSolution (HK) Limited. Mr. Shi Jian Ming graduated from the University of Hong Kong with a bachelor's degree in Social Sciences and Queensland University of Technology, Australia, with Master of Commerce. He is also a member of the Hong Kong Institute of Certified Public Accountants. Mr. Shi has extensive experience in finance, investment management and financial business. Mr. Shi has been a non-executive director of the Company since 20th September 2005, with a term expiring on 28th November 2008.

**Mr. Deng Yan Bin**, born in August 1970, is an accountant. Mr. Deng graduated with a bachelor's degree in economics from Renmin University of China (中國人民大學) in March 1996, majoring in accounting. Mr. Deng works in the Company. He has extensive experience in finance management and investment management. Mr. Deng has been a non-executive director of the Company since 28th November 2005, with a term expiring on 28th November 2008.

**Mr. Lin Dong Hui**, born in December 1967, is an economist. Mr. Lin graduated from the China Academy of Social Science (中國社會科學院) in September 1998 with a master's degree in investment management. During the period from 1995 to July 1999, he worked as deputy division head of Shenyang Construction Investment Company. During the period from 1999 to 2002, he worked as the head of the office for the board of directors of the Company. He is the head of the office for the president of the Company. Mr. Lin has been a non-executive director of the Company since 28th November 2005, with a term expiring on 28th November 2008.

**Mr. Wang Hui**, born in May 1975. Mr. Wang graduated from Peking University (北京大學) in June 2001 with a master's degree in economics. Mr. Wang works in the Company currently. Mr. Wang has a certain experience in corporate operation, reorganization, and mergers and acquisitions. Mr. Wang has been a non-executive director of the Company since 28th November 2005, with a term expiring on 28th November 2008.

**Dr. Michel P. Detay**, born in June 1956. He has worked in the Suez Group since 1980. During the period from 1993 to 1996, he served as general manager for the headquarters of Lyonnaise des Eaux in western France. From 1996 to 1999 he was president and chief executive officer of Maynilad Water Services (a subsidiary of Suez Group in the Philippines). From 1999 to 2002 he was senior vice president, and managed the project development department of Ondeo Services (water services subsidiary of Suez Group). He is currently the executive vice president of Group in the Asia-Pacific Region. Dr. Detay has been a non-executive director of the Company since 11th October 2002, with a term expiring on 28th November 2008.

## Profiles of the Management Team

**INDEPENDENT NON-EXECUTIVE DIRECTORS:**

**Mr. Choy Shu Kwan, Wilson**, born in February 1955, is the managing director of the asset management department of CITIC Capital Markets Limited and the executive director of the CITIC Capital Active Partner Fund Limited. Mr. Choy graduated from the University of Western Ontario of Canada with a bachelor's degree (honours) in business administration in 1979. Mr. Choy also obtained an executive master's degree in business administration from the University of Western Ontario of Canada in 2001. From 1980 onwards, he had worked with Barclays Bank PLC of the UK, Bank of Boston of the US, Royal Bank of Canada, First Chicago Bank of the US and CITIC Ka Wah Bank. Mr. Choy has more than 20 years of extensive experience in financial business and investment management. Mr. Choy has been an independent non-executive director and a member of audit committee of the Company since 11th May 2001, with a term expiring on 28th November 2008.

**Mr. Cui Yan**, born in February 1965, is currently the general manager and deputy party secretary of Chang Bai Calculator Group Company. Mr. Cui graduated from Nanjing Aviation Institute in the PRC with a bachelor's degree in engineering in 1987. Since 1987, Mr. Cui had worked in Shenyang Aviation Engine Institute, Chang Bai Group Hong Kong Office, Chang Bai Group Import and Export Company, Chang Bai Calculator Company Limited and Chang Bai Calculator Group Company. Mr. Cui has extensive experience in aviation engine design and foreign economy and trade business as well as enterprise management. Mr. Cui has been an independent non-executive director and a member of audit committee of the Company since 15th November 2004, with a term expiring on 28th November 2008.

**Mr. Cai Lian Jun**, born in December 1950, is a senior accountant. Since 1992, Mr. Cai had worked in the Management Committee of Beijing DaXing Industrial Development Zone (北京市大興工業開發區管理委員會) and served as the party secretary, the head of management committee and general manager in Beijing DaXing Industrial Development Zone Operation General Corporation (北京市大興工業開發區經營總公司). He was the secretary of Industry Committee of Beijing Daxing District Committee (北京市大興區委工業工委書記) during the period from November 2001 to July 2004. Mr. Cai is currently on retirement. Mr. Cai has been a non-executive director of the Company since 28th November 2005, with a term expiring on 28th November 2008.

**Supervisors:**

**Mr. Yang Zhi An**, born in January 1963, is a professor and tutor of doctoral students. Mr. Yang graduated from Liaoning University in 1986 with a bachelor's degree in economics. In July 1991, he obtained a master's degree of public finance from Liaoning University and in 1998 he obtained a doctor's degree of economics in corporate management from Liaoning University. In August 2002, he completed the post-doctoral research work in applied economics of Dongbei University of Finance and Economics. Mr. Yang has been working as deputy faculty head of the economic faculty of Liaoning University since November 1998. He has extensive experience in teaching and research of finance, taxation and corporate management. Mr. Yang has been the supervisor of the Company since 11th October 2002, with a term expiring on 28th November 2008.

**Ms. Wan Li Na**, born in February 1975, is an economist. Ms. Wan graduated from Nanjing University of Science and Technology (南京理工大學) with a bachelor's degree in engineering in 1997. Ms. Wan works in the Company. She has a certain experience in the board of directors of companies listing overseas and capital operations. Ms. Wan has been the supervisor of the Company since 28th November 2005, with a term expiring on 28th November 2008.

**Mr. Wang Xing Ye**, born in June 1977. Mr. Wang graduated from Xi'an University of Technology (西安理工大學) with a bachelor's degree in economics in 1999. Mr. Wang is currently the manager of Listing Rules Compliance in Beijing Beida Jade Bird Universal Sci-Tech Company Limited. He has a certain experience in investment and financing, asset reorganization and business reorganization. Mr. Wang has been the supervisor of the Company since 28th November 2005, with a term expiring on 28th November 2008.

# Management Discussion and Analysis

## 1. SUMMARY OF THE RESULTS

### (1) Summary of income statement

#### The Group's (loss) profits

	2005	2004	2003	2002	RMB'000 2001
Turnover	<b>91,221</b>	35,312	169,116	451,620	667,435
(Loss) profit after taxation	<b>(1,249,512)</b>	(200,046)	17,454	93,193	191,778
(Loss) profit attributable to shareholders	<b>(1,229,130)</b>	(197,559)	17,833	92,791	190,616
(Loss) earnings per share (RMB)	<b>(1.20)</b>	(0.19)	0.02	0.09	0.19

### (2) Analysis of segment results

	2005 Amount	2004 Amount	2003 Amount	2002 Amount	RMB'000 2001 Amount
Consolidated (loss) profit before Taxation	<b>(1,288,602)</b>	(200,831)	31,834	156,280	302,809
Of which:					
Property development	<b>(301,109)</b>	(76,040)	28,434	12,865	16,780
Education Investment	<b>(307,451)</b>	(14,148)	(2,711)	–	–
Cemetery development and lease	<b>(35,047)</b>	(38,546)	–	–	–
Shenhai Electricity and Heat	–	–	24,288	20,388	18,447
Shenyang Water	–	–	–	158,816	267,167

### (3) Analysis of segment turnover

	2005 Turnover	% on total turnover	2004 Turnover	% on total turnover	2003 Turnover	% on total turnover	2002 Turnover	% on total turnover	2001 Turnover	% on total turnover
Total turnover	<b>91,221</b>	<b>100</b>	35,312	100	169,116	100	451,620	100	667,435	100
Of which:										
Property development	<b>77,040</b>	<b>84.45</b>	21,128	59.83	165,762	98.02	125,820	27.90	90,073	13.50
Education Investment	<b>6,472</b>	<b>7.09</b>	10,658	30.18	2,500	1.48	–	–	–	–
Cemetery development and lease	<b>926</b>	<b>1.02</b>	494	1.40	–	–	–	–	–	–
Other operations	<b>6,783</b>	<b>7.44</b>	3,032	8.59	854	0.50	400	0.05	–	–
Shenyang Water	–	–	–	–	–	–	325,400	72.05	577,362	86.50

## 2. ANALYSIS OF REAL ESTATE DEVELOPMENT BUSINESS

### Summary of operating results

	2005	2004	2003
Turnover (RMB'000)	77,040	21,128	165,762
Profit before taxation (RMB'000)	(301,109)	(76,040)	28,434

Phase one of the project "Water-Flowers City" in Shenyang has been completed for residence and pre-sale of phase two has completed. During the Year, the last stage improvement of construction and completion and inspection was the Group's main focus.

The project "Cosmo International Mansion" in Shenyang is the reconstruction of an incomplete project, with gross floor area of approximately 30,000 square metres. The decoration and ornament works for the mansion and its podium have basically been completed. During the Year, the improvement of construction like fire system, and completion and inspection was the Group's main focus.

Affected by the policy adjustments regarding suspension of the application, approval and construction of all real estate development projects in Beijing, the project of "Scenic Bay" in Beijing has not yet officially commenced construction during the Year, but has obtained approval for land requisition from the relevant government authorities, and the subsequent work is under planning.

## 3. ANALYSIS OF EDUCATION INVESTMENT BUSINESS

The phase one of Shenyang Education Park, a project invested by Shenyang Education with a site area of 128,600 square metres, has basically been completed in August 2004 and the teacher dormitory has been put into use. In 2005, Shenyang School carried out lots of last stage improvement of construction. No. 2 student dormitory and education center have been put into use. In 2005, students at school amounted to approximately 300.

The third batch of students admitted by Zhuhai School commenced school smoothly on 1st September 2005, constituting a total of 770 students at present. During the Year, Zhuhai School was assessed as a District Level School by Education Bureau of Xiangzhou District, Zhuhai. Under the Lease Contract entered into between Zhuhai Education and Zhuhai School, Zhuhai School has paid Zhuhai Education a rental fee amounting to RMB4,000,000 during the Year.

During the Year, Shanghai Municipal Government has made adjustment to the land use of substantial projects and the land proposed for use by Shanghai Education is within the adjustment plan. As such, there is no actual progress for the project construction of Shanghai Education Park. Shanghai Education is currently under negotiation with Shanghai Municipal Government with a view to resolve such issue.

## 4. ANALYSIS OF SYSTEM INTEGRATION BUSINESS

Shenyang Business Information's operating income and loss for the Year amounted to RMB6,783,000 and RMB5,185,000 respectively.

## Management Discussion and Analysis

**5. ANALYSIS OF CEMETERY DEVELOPMENT BUSINESS**

During the Year, Xili Cemetery realized a rental income of RMB829,000.

**6. ANALYSIS OF THE GROUP'S ASSETS AND FINANCIAL POSITION****(1) Financial statistics of the Group**

Items	Basis	As at 31st December 2005	As at 31st December 2004
Gearing ratio	Total liabilities/total assets x 100%	<b>70.27%</b>	43.13%
Current ratio	Current assets/current liabilities	<b>0.85</b>	1.37
Quick ratio	(Current assets – inventories – properties held for sale)/current liabilities	<b>0.61</b>	1.06
Earnings/net assets ratio	Net profit/net assets x 100%	<b>(261.35%)</b>	(11.49%)
Sales profit margin	Net profit/sales x 100%	<b>(1,347.42%)</b>	(559.47%)
Debt equity ratio	Total liabilities/shareholders' equity x 100%	<b>236.42%</b>	75.84%

**(2) Overall position of the Group's assets**

During the Year, there was a decrease in the total assets of the Group when compared with that of the Previous Year. The total assets of the Group decreased to approximately RMB1,582,162,000 from approximately RMB3,024,062,000, representing a decrease of approximately RMB1,442,000 or 47.68%.

Items	As at 31st December 2005	As at 31st December 2004	RMB'000 Change in amounts
Total assets	<b>1,582,162</b>	3,024,062	(1,441,900)
Of which:			
Property and equipment	<b>160,863</b>	380,774	(219,911)
Investment properties	<b>390,930</b>	456,154	(65,224)
Prepaid lease payments on land use rights	<b>91,880</b>	94,444	(2,564)
Goodwill	–	609,372	(609,372)
Available for sale financial assets	<b>20,000</b>	–	20,000
Investment securities	–	20,000	(20,000)
Current assets	<b>918,489</b>	1,463,318	(544,829)

## Management Discussion and Analysis

**(3) Current assets of the Group**

During the Year, the current assets of the Group decreased by approximately RMB544,829,000 to RMB918,489,000 as compared with RMB1,463,318,000 in the Previous Year, representing a decrease of approximately 37.23%.

Items	As at 31st December 2005	As at 31st December 2004	RMB'000 Change in amounts
Current assets	<b>918,489</b>	1,463,318	(544,829)
Of which:			
Properties held for sale	<b>266,768</b>	321,863	(55,095)
Inventories	<b>361</b>	2,099	(1,738)
Accounts receivable	<b>674</b>	12,465	(11,791)
Other receivables and prepaid expenses	<b>299,782</b>	820,384	(520,602)
Amount due from parent company	<b>268,194</b>	–	268,194
Tax prepaid	<b>2,059</b>	2,044	15
Pledged bank deposits	<b>71,598</b>	180,399	(108,801)
Bank balances and cash	<b>9,053</b>	124,064	(115,011)

**(4) Bank borrowings of the Group**

As at 31st December 2005, the Group's bank borrowings totalled RMB351,490,000 (2004: RMB708,858,000). The abovementioned borrowings, borrowings bear interest at 4.70% to 7.97% per annum.

	As at 31st December 2005 (RMB'000)	As at 31st December 2004 (RMB'000)
Bank borrowings repayable in the following periods		
Overdue	<b>29,000</b>	199,638
Within one year	<b>309,290</b>	338,220
Within one to two years	<b>13,200</b>	171,000
	<b>351,490</b>	708,858

As at 31st December 2005, the Group's overdue bank borrowings were RMB29,000,000.

## Management Discussion and Analysis

**(5) Currency risks**

According to the "Quotations of the Exchange Rates for Converting Renminbi to Foreign Currencies by the Head Office of Designated Banks" periodically promulgated by the State Administration of Foreign Exchange of the PRC in 2005, the exchange rates of Renminbi to US dollar and to Hong Kong dollar were stable as a whole, and the exchange rate of the Hong Kong dollar to Renminbi experienced slight fluctuations during the Year. In addition, the translation of the Company's deposits denominated in Hong Kong dollar was completed. Accordingly, the Company has minimum currency risk.

**(6) Land reserves**

During the year, the Group has two parcels of land in its reserves with a total area of 613,000 square metres as follows:

1. Portion of land at 10th Road in Shenyang Economic and Technological Development Zone with an area of approximately 484,000 square metres already paid up, in which the Group holds 99.90% interests.
2. A parcel of land in Guan Zhuang Xin Cun, Chaoyang District, Beijing with an area of approximately 129,000 square metres already paid up, in which the Group holds 99.89% interests.

The Group intends to use the aforementioned land reserves for real estate development and education investment.

**(7) Contingent liabilities**

Save as disclosed in note 42 and 43 to the financial statements, as at the balance sheet date, the Group did not have any other contingent liabilities.

**(8) Analysis of equity and profits**

	<b>31st December 2005</b>	31st December 2004	RMB'000 Change in amounts
Share capital	<b>1,020,400</b>	1,020,400	–
Share premium	<b>323,258</b>	323,258	–
Statutory surplus reserve	<b>69,054</b>	69,054	–
Statutory public welfare reserve	<b>34,528</b>	34,528	–
Retained profits	<b>(1,016,777)</b>	212,353	(1,229,130)

**7. EMPLOYEES**

As at 31st December 2005, the Group had 153 employees.

During the Year, the aggregate salaries and allowances and termination compensation paid to the employees amounted to RMB12,245,000 (2004: RMB15,563,000) and RMB198,000. The Group has not established any share option scheme for any of its senior management or employees.

# Report of the Directors

The board of directors of the Company is pleased to present its report together with the audited financial statements of the Group for the Year.

## 1. PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Company is principally engaged in development, sales and leasing of real estate, investment and management of education projects, and development and leasing of cemetery through its subsidiaries.

The analysis of the Group's results by business segment for the Year is set out in note 8 to the Financial Statement on pages 52 to 56.

## 2. SUBSIDIARIES AND JOINT VENTURES

**Shenyang Real Estate**, a limited liability company with registered capital of RMB250,000,000, was incorporated at Mo Chou Hu Street, Shenyang Economic and Technological Development Zone, the PRC in June 2000. Its principal operations are located in the PRC. The Company holds 99.86% equity interests in it. During the Year, no debt securities were issued by it.

**Beijing Diye**, a limited liability company with registered capital of RMB30,000,000, was incorporated at No.6 Guan Zhuang, Jianguo Road, Chaoyang District, Beijing, the PRC in July 2001. Its principal operations are located in the PRC. Shenyang Real Estate holds 80.00% equity interests in it and Shenyang Education holds 20.00% equity interests in it. During the Year, no debt securities were issued by it.

**Building Management Company**, a limited liability company with registered capital of RMB50,000,000, was incorporated at No.1, Xiaodong Road, Dadong District, Shenyang, the PRC in July 2002. Its principal operations are located in the PRC. The Company holds 92.50% equity interests in it and Shenyang Real Estate holds 7.50% equity interests in it. During the Year, no debt securities were issued by it.

**Shenyang Education**, a limited liability company with registered capital of RMB50,000,000, was incorporated at No.31 Canghai Road, Shenyang Economic and Technological Development Zone, Shenyang, the PRC in September 2002. Its principal operations are located in the PRC. The Company holds 30.00% equity interests in it and Shenyang Real Estate holds the remaining 70.00% equity interests in it. During the Year, no debt securities were issued by it.

**Zhuhai Education**, a limited liability company with registered capital of RMB20,000,000, was incorporated at Zhuhai Beida Education Science Park, Qi'ao Island, Zhuhai, the PRC in May 2001. Its principal operations are located in the PRC. The Company holds 70.00% equity interests in it. During the Year, no debt securities were issued by it.

**Shanghai Education**, a limited liability company with registered capital of RMB100,000,000, was incorporated at No.48, Xinxi Road, Zhu Jia Jiao Town, Qingpu District, Shanghai, the PRC in October 2002. Its principal operations are located in the PRC. The Company holds 80.00% equity interests in it and Shenyang Real Estate holds 20.00% equity interests in it. During the Year, no debt securities were issued by it.

**Shenyang Business Information**, a limited liability company with registered capital of RMB10,000,000, was incorporated in No.9, 6A, Wencui Road, Heping District, Shenyang, the PRC in July 2000. Its principal operations are located in the PRC. Shenyang Education holds 90.00% equity interests in it. During the Year, no debt securities were issued by it.

**Jingmei Industrial**, a limited liability company with registered capital of RMB10,000,000, was incorporated at No. 3, First Floor, Building No. 2, Jingmei New Village, Futian District, Shenzhen, the PRC on 30th August 1994. Its principal operations are located in the PRC. The Company holds 95.00% equity interests in it. During the Year, no debt securities were issued by THCI.

**Xili Cemetery**, a limited liability company with registered capital of RMB5,000,000, was incorporated at First Floor, Building No. 2, Jingmei New Village, Futian District, Shenzhen, the PRC on 29th April 2001. Its principal operations are located in the PRC. Jingmei Industrial holds 70.00% equity interests in it. During the Year, no debt securities were issued by it.



## Report of the Directors

**Shenzhen Grand Science**, a limited liability company with registered capital of RMB100,000,000 (actual capital: RMB50,000,000), was incorporated at First Floor, Building No. 2, Jingmei New Village, No. 6003, Bei Huan Avenue, Futian District, Shenzhen, the PRC in May 2004. Its principal operations are located in the PRC. The Company holds 50.00% equity interests in it, Shenyang Real Estate holds 25.00% equity interests in it and Shenyang Education holds 25.00% equity interests in it. During the Year, no debt securities were issued by it.

### 3. OTHER INVESTMENTS

The Company made an investment in THCI in May 2000. Its registered capital is RMB250,000,000. The Company invested RMB20,000,000 and holds 8.00% equity interests in THCI. During the Year, no debt securities were issued by THCI.

### 4. HOLDING COMPANY

The controlling shareholder of the Company is SPU, which was established on 26th November 1998. Currently, its registered capital is RMB2,113,060,000. Through its direct controlled companies, namely, Shenyang Urban Infrastructure Facility Construction Investment Development Company Limited ("Shenyang Urban Construction") and Shenyang State-owned Assets Management Company Limited ("Shenyang Asset"), Shenyang Municipal Government held 50.00% equity interests in SPU (Shenyang Urban Construction and Shenyang Asset held 42.23% and 7.77% equity interests respectively). Beijing Beida Hi-Tech Industry Investment Company Limited ("Beida Hi-Tech") held the remaining 50.00% equity interests.

As at 31st December 2005, the shareholding structure of Beida Hi-Tech is as follows: 57.69% equity interests are held by Weifang Beida Jade Bird Huaguang Technology Company Limited ("Jade Bird Huaguang"), 19.23% equity interests are held by Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited, 19.23% equity interests are held by Macat Optics & Electronics Co., Ltd and 3.85% equity interests are held by Beida Boya.

### 5. RESULTS, FINANCIAL POSITION AND ANALYSIS OF RESULTS

The Group's results for the Year are set out in the consolidated income statement on page 29.

The Group's financial position for the Year is set out in the consolidated balance sheet on page 30.

The Group's cash flow for the Year is set out in the consolidated cash flow statement on pages 35 to 36.

Analysis of the results of the Group for the Year is set out in the Management Discussion and Analysis section on pages 10 to 14.

### 6. INTERIM DIVIDEND

At the board meeting of the Company held on 25th August 2008, it was resolved that no interim dividend was declared for the year 2005.

### 7. FINAL DIVIDEND

The Board resolved not to declare any final dividend in 2005. Such resolution is subject to approval at the 2005 Annual General Meeting of the Company.

### 8. RESERVES

Details of the reserves of the Group and the movements therein during the Year are set out in the consolidated statement of changes in equity on page 35.

## Report of the Directors

**9. PROPERTIES UNDER DEVELOPMENT AND PROPERTIES HELD FOR SALE**

As at 31st December 2005, the Group held the following properties under development and properties held for sale:

<b>Name of Plots/Properties</b>	<b>Address of Land/ Properties</b>	<b>Area of Land/ Properties (‘000 sq.m.)</b>	<b>Intended Usage</b>	<b>Current Position</b>	<b>Group’s Interests</b>
<b>Properties under construction</b>					
Shenyang Education Park	Portion of Land at 10th Road, Shenyang Economic and Technological Development Zone	/84	School project and real estate development	Under construction	99.90%
Undeveloped portion in Xili cemetery	Liu Xian Dong, Xili, Nanshan District, Shenzhen	280/	Cemetery	Held for construction	66.50%
Shanghai Education Park	Zhu Jia Jiao Town, Qingpu District, Shanghai	200/	School project	Held for construction	99.97%
<b>Properties held for sale</b>					
Phase two project of “Water-Flowers City” in Shenyang	No. 36, Huaihe Street, Huanggu District, Shenyang	/29.6	Commercial and residential	On pre-sale	99.86%
6th-25th Floor of “Cosmo International Mansion” in Shenyang	No.1, Xiaodong Road, Dadong District, Shenyang	/7.5 /12.4	Hotel apartments	On pre-sale Held for sale	99.99%
“Scenic Bay” in Beijing	Hui Village, Guang Zhuang, Chaoyang District, Beijing	129/	Commercial and residential	Held for construction	99.87%

**10. DONATION**

During the Year, the Group did not make any donations to charities or other purposes.

**11. PROPERTY AND EQUIPMENT**

Details of the movements in property and equipment of the Group and the Company during the Year are set out in note 16 to the Financial Statements on pages 63 to 65.

## Report of the Directors

**12. SHARE CAPITAL**

During the Year, the share capital structure of the Company was as follows:

<b>Types of shares</b>	<b>Number of shares</b>	<b>Percentage</b>
State shares	600,000,000	58.80%
H shares	420,400,000	41.20%
Total	1,020,400,000	100%

There was no change in the share capital structure of the Company during the Year.

**13. TAXATION**

Details of taxation of the Group are set out in note 13 to the Financial Statements on page 62.

- (1) The Group was subject to an enterprise income tax rates from 15% to 33% during the Year.
- (2) No tax reduction and exemption was enjoyed by holders of the listed securities of the Company for their holding of such securities.

**14. STAFF QUARTERS**

Pursuant to the "Housing Reserves Management Ordinance" stipulated by the PRC government and the document (Shenfangweihiifa 2000 No. 3) issued by Shenyang Municipal Government on 28th December 2000, the basis of contribution for the housing reserves was the monthly income of the staff, of which the ratio of contribution by the Company was 8% from 1st June 2005 onwards.

**15. MEDICAL INSURANCE**

Pursuant to "the Decision of Establishing the Basic Medical Insurance System for Urban Staff and Workers" promulgated by State Council of the PRC and the document (Shen Zheng Fa (2001) No.5) issued by Shenyang Municipal Government on 30th July 2001, the basis of contribution for the basic medical insurance was the last monthly income of the staff, of which the ratio of contribution by the company was 8% from 1st October 2002 onwards.

**16. DISTRIBUTABLE RESERVES**

As at 31st December 2005, accumulated losses after appropriation available to be carried forward for distribution to shareholders in future years amounted to RMB1,016,777,000 (2004: profit: RMB212,353,000).

## 17. FIVE-YEAR FINANCIAL HIGHLIGHTS

Highlights of the results and assets and liabilities of the Group during the Year and the past years are set out on pages 04 to 05.

## 18. MAJOR CUSTOMERS AND SUPPLIERS

Among the operation results in the Year, the Group's sales to its five largest customers accounted for approximately 13.30% of the Group's total sales, of which sales to the largest customer accounted for approximately 4.38% of the Group's total sales for the Year. Purchases from the five largest suppliers accounted for approximately 36.16% of the Group's total purchases for the Year, of which purchases from the largest supplier accounted for approximately 16.51% of the Group's total purchases of the Year.

Save as the connected transactions disclosed, none of the directors, their associates or any shareholder (who to the knowledge of the directors, owns 5.00% or more of the share capital of the Company) had an interest in the above-mentioned five largest customers or five largest suppliers.

## 19. DIRECTORS AND SUPERVISORS

Directors and supervisors of the Company during the Year were as follows:

### The Second Board

Directors: Mr. Xu Er Hui, Mr. Zhang Jian Bo, Mr. Zhang Ying Jian, Mr. Wang Se, Mr. Geng Jian Wei, Mr. Chen Shu Xin, Mr. Chan Kam Ling, Mr. Lin Wen Bin (resigned in March 2005), Mr. Zhang Wan Zhong, Dr. Michel P. Detay, Mr. Cheng Wei, Mr. Choy Shu Kwan, Wilson and Mr. Cui Yan. Mr. Choy Shu Kwan, Wilson, Mr. Cheng Wei and Mr. Cui Yan are independent non-executive directors.

Supervisors: Mr. Wang Hong Yu (resigned in February 2005), Mr. Lin Dong Hui, Ms. Li Shu Lian, Mr. Zhao Xue Zhi, Ms. Gao Jing Juan (resigned in October 2004) and Mr. Yang Zhi An.

### The Third Board

Directors: Mr. Xu Er Hui, Mr. An Mu Zong, Mr. Liu Chang Lin, Mr. Wang Se, Mr. Wang Zai Xing, Mr. Shi Jian Ming, Mr. Deng Yan Bin, Mr. Lin Dong Hui, Mr. Wang Hui, Dr. Michel P. Detay, Mr. Cai Lian Jun, Mr. Choy Shu Kwan, Wilson, and Mr. Cui Yan. Mr. Choy Shu Kwan, Wilson, Mr. Cui Yan and Mr. Cai Lian Jun are independent non-executive directors.

Supervisors: Mr. Yang Zhi An, Ms. Wan Li Na and Mr. Wang Xing Ye.

## 20. DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

The Company entered into service contracts with the 3rd directors and supervisors on 28th November 2005. Each existing director and supervisor shall act in accordance with his duty as required by the service contract. In the event of a breach of any provision of the service contract, the Company may immediately terminate the appointment of the director or supervisor by way of written notice.

Except for the director and the supervisors who have resigned, all service contracts for the existing directors and supervisors will expire on 28th November 2008.

None of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

## **21. DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S HOLDING OF SHARES IN THE COMPANY**

As at 31st December 2004, none of the Company's directors or supervisors or chief executives had any interests and/or short position in any shares, underlying shares or debentures in the Company or any of its associated corporations (within the meaning of Part XV in the Securities and Futures Ordinance ("SFO"), Chapter 571 of the Laws of Hong Kong) or entered into any transaction thereof which are: (1) required to be recorded in the register kept by the Company pursuant to Section 352 of the SFO; or (2) required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, nor was any interest generated from sales of such shares, underlying shares or debentures in the Company or any of its associated corporations.

## **22. DIRECTORS' AND SUPERVISORS' RIGHT TO PURCHASE SHARES**

During the Year, neither the Company nor its fellow subsidiaries or holding company made any arrangements for directors, supervisors, chief executive officer or their spouses or their children under 18 years old, to acquire benefits by means of the acquisition of the shares, securities or equity interests of the Company or associated corporations.

## **23. REMUNERATION OF DIRECTORS AND SUPERVISORS**

Each of the directors of the Company received an annual salary of RMB30,000. The service contracts with the directors have not mentioned any adjustment to the annual salary of the directors. The executive directors may be entitled to certain cash bonuses according to the profitability of the Company upon the board of directors' approval (in which case the interested directors will abstain from voting) and are entitled to the welfare benefits provided under the relevant PRC laws and regulations. Each supervisor of the supervisory committee received an annual salary of RMB15,000.

During the Year, the total emoluments paid or payable to the directors and supervisors amounted to RMB1,213,000 (2004: RMB1,899,000). None of the directors received any cash bonuses on the basis of the profits of the Company or other additional benefits.

## **24. DIRECTORS' AND SUPERVISORS' INTERESTS IN BUSINESS CONTRACTS**

During the Year or as at the end of the Year, the directors Mr. Zhang Jian Bo, Mr. Chen Shu Xin and Mr. Zhang Ying Jian are also the directors of SPU. The directors Mr. Xu Er Hui, Mr. Zhang Jian Bo, Mr. Chen Shu Xin and Mr. Zhang Wang Zhong are also the vice presidents of Beida Jade Bird, which is the ultimate controlling shareholder of Beida High-Tech. Except for the above, no other contracts of significance in relation to the Company's business to which the Company, any of its fellow subsidiaries or its holding company was a party and in which any director or supervisor had a material interest, whether directly or indirectly, were entered into.

## 25. CHANGE IN SHARE CAPITAL AND SHAREHOLDINGS OF SUBSTANTIAL SHAREHOLDERS

As at 31st December 2005, save as the Company's directors, supervisors and chief executive, the register of holders maintained by the Company pursuant to section 336 of the SFO showed that the following bodies and persons had interests and/or short positions in the Company's shares, underlying shares, securities, equity derivatives and/or debentures:

	<b>Beneficial Owners</b>	<b>Shares</b>	<b>Percentage to Total Issued Share Capital</b>
1	SPU	600,000,000 state shares (unlisted shares)	58.80%
2	Shenyang Urban Construction (note 1)	600,000,000 state shares	58.80%
3	Beida Hi-Tech (note 2)	600,000,000 state shares	58.80%
4	Jade Bird Huaguang (note 3)	600,000,000 state shares	58.80%
5	HKSCC Nominees Limited (note 4)	418,749,990 H shares (listed shares)	41.04%

Notes:

1. Shenyang Urban Construction is a limited company established in the PRC. It holds 42.23% equity interest in SPU. Pursuant to section 316 of the SFO, Shenyang Urban Construction is regarded as holding interests in the underlying shares of the Company held by SPU.
2. Beida Hi-Tech is a limited company established in the PRC. It holds 50.00% equity interest in SPU. Pursuant to section 316 of the SFO, Beida Hi-Tech is regarded as holding interests in the underlying shares of the Company held by SPU.
3. Jade Bird Huaguang is a joint stock limited company established in the PRC. It holds 57.69% equity interest in Beida Hi-Tech. Through Beida Hi-Tech, it holds 50% equity interest in SPU. Pursuant to section 316 of the Securities and Futures Ordinance, Jade Bird Huaguang is regarded as holding interests in the underlying shares of the Company held by SPU.
4. As notified by HKSCC Nominees Limited, as at 31st December 2005, the following participants in the central clearance system had interests amounting to 5.00% or more of the total issued H shares of the Company as shown in the securities accounts in the central clearance system:
  - (1) Tai Fook Securities Company Limited as nominee holds 103,964,000 H shares, representing 24.73% of the issued H shares of the Company, of which Sino-French Water Development (Liaoning) Company Limited beneficially owned 88,146,000 H shares, representing 20.97% of the issued H shares of the Company.
  - (2) The Hongkong and Shanghai Banking Corporation Limited as nominee holds 50,955,000 H shares, representing 12.12% of the issued H shares of the Company.
  - (3) Shenyin Wanguo Securities (H.K.) Limited as nominee holds 28,346,000 H shares, representing 6.74% of the issued H shares of the Company.

Save as disclosed above, during the Year, the Company has not been notified of any interests and/or short positions in shares, underlying shares, securities, equity derivatives and/or debentures of the Company which are required to be recorded in the register maintained in accordance with section 336 of the SFO.

## 26. MATERIAL CONTRACTS

- (1) During the Year, no material contracts had been entered into between the Group and SPU, the controlling shareholder of the Company and SPU's subsidiaries apart from the Company.

## 27. CONNECTED TRANSACTIONS

During the Year, the connected transactions of the Group were as follows:

Pursuant to the Lease Contract entered into between Zhuhai Education and Zhuhai School, Zhuhai Education leased the properties of Zhuhai Education Park to Zhuhai School. During the Year, Zhuhai Education received rent amounting to RMB4,000,000.

Approval of independent shareholders has been obtained and a waiver has been granted by the Stock Exchange in respect of the connected transaction mentioned above. Independent non-executive directors of the Company have reviewed the above connected transaction.

## 28. PURCHASE, SALE OR REDEMPTION OF SHARES

During the Year, the Group did not purchase, sell or redeem any of the Company's shares.

## 29. SHARE OPTIONS

During the Year, the Group did not issue or grant any convertible securities, options, warrants or other similar rights.

## 30. SIGNIFICANT EVENTS

### (1) Suspension of Trading

On 15th December 2004, the Company applied to the Stock Exchange for suspension of trade in accordance with the Listing Rules due to overdue of large-cap loans. Currently, the Company is actively submitting an application for listing resumption and the relevant information to the Stock Exchange (Details are set out in "Report of the Directors – Material Litigations").

### (2) Litigation with Shenzhen Development Bank Dalian branch

Details please refer to the section headed "Material Litigation".

### (3) Litigation with Liao Ning Hua Jin Hua Gong Group Company Limited

Details please refer to the section headed "Material Litigation".

### (4) Litigation with Guangdong Development Bank Shenyang Branch

Details please refer to the section headed "Material Litigation".

**(5) The Management Committee of Shenyang Economic and Technological Development Zone took back the state-owned land use rights from Shenyang Education**

Due to the liquidity problem, the Group failed to develop the residential project of Shenyang Education within the designated period. On 12th October 2005, the Management Committee ("Management Committee") of Shenyang Economic and Technological Development Zone issued The Decision of Taking Back the State-Owned Land Use Rights (Shen Kai Wei Fa2005 No.271) 《關於收回國有土地使用權的決定》(瀋開委發2005271號) and proposed to cancel Contract for Assignment of the Right to the Use of State-Owned Land entered between the Economic Technology Branch Office Of The Bureau of Planning and Land Resources of Shenyang (瀋陽市規劃和國土資源局經濟技術分局) and Shenyang Education and take back the state-owned land use rights freely (excluding the area occupied by Shenyang School) The Group strived to protect the Group's interest and actively negotiate with the Management Committee to seek a resolution.

**(6) Extraordinary General Meeting**

On 28th November 2005, the Company held extraordinary general meeting, in which the resolution in respect of the nomination of the third board and the third supervisor committee were reviewed and approved.

**31. BANK BORROWINGS**

As at 31st December 2005, the total amount of the Group's bank borrowings was RMB351,490,000 (2004: RMB708,858,000). The bank borrowings were used as the Group's working capital. As at the balance sheet date of this year, the Group had an overdue bank loan of RMB35,240,000 (2004: RMB199,638,000).

**32. TRUST DEPOSITS**

There were no deposits managed by trustees for the Year.

**33. PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the Company's Articles of Association and the laws of the PRC which would require the Company to offer new shares to its existing shareholders on a pro rata basis.

**34. LOANS TO SENIOR MANAGEMENT**

During the Year, the Group did not give any loan or other kinds of financial assistance to its senior management.

**35. WORK OF THE AUDIT COMMITTEE**

Pursuant to the Code of Best Practice as set out in Appendix 14 to the Listing Rules, the Company established an Audit Committee at the fifth meeting of the first Board. The Company held a board meeting to make adjustment to the Audit Committee on 28th November 2005 and finally gained approval of the Shareholders' General Meeting on 15th November 2004. As such, the Audit Committee is now in compliance with the newly revised Rule 3.21 of Chapter 3 of the Listing Rules which came into effect on 31st March 2004. The main function of the Audit Committee, which is a special committee under the board of directors, is to review and supervise the financial reporting procedures and methods of the Group. The Audit Committee comprises three independent non-executive directors of the Company, namely Messrs. Choy Shu Kwan, Wilson, Cheng Wei and Cui Yan. The Audit Committee is chaired by Mr. Choy Shu Kwan, Wilson.

As at October 2008, the Audit Committee only comprises of an independent non-executive director, namely Mr. Cai Lian Jun. Mr. Cai Lian Jun has reviewed the financial statements and the connected transactions of the Company.



## 36. CODE OF BEST PRACTICE

The Board are pleased to confirm that the Company has complied with the Code of Best Practice as set out in the Listing Rules during the Year.

## 37. MATERIAL LITIGATION

### (1) Litigation with Shenzhen Development Bank Dalian branch

In December 2004, Shenzhen Development Bank Dalian Branch and the Company had disputes on the loan of RMB200,000,000. Shenzhen Development Bank Dalian Branch sued the Company at the Higher People's Court of Liaoning Province. The parties of the litigation reached settlement on 22nd January 2005. The Higher People's Court of Liaoning Province issued the Civil Mediation (2004) (Liao Min San He Chu Zi No.59) and the Release Notification of Bank Accounts. On 28th April 2005, the Higher People's Court of Liaoning Province sequestered an amount of RMB155,000,000 from Liao Ning Hua Jin Hua Gong Group Company Limited ("Hua Jin"), one of the guarantors. From then on, Shenzhen Development Bank Dalian Branch has already received the outstanding amount due under the loan and interest thereof from the Company and its guarantors for the loan. (Details please refer to the Company's announcement dated 12th July 2005)

### (2) Litigation with Liao Ning Hua Jin Hua Gong Group Company Limited

In the litigation in respect of the loan dispute between the Company and Shenzhen Development Bank Dalian branch, Hua Jin discharged the liability of guarantee and repaid the loan of RMB161,380,000 to Shenzhen Development Bank Dalian branch for the Company (details please refer to the Company's announcement dated 12th July 2005). Meanwhile, Beida Jade Bird, Building Management Company, Beijing Diye provided another guarantee to Hua Jin. On 17th May 2005, Hua Jin commenced legal action against the Company, Building Management Company, Beijing Diye and Beida Jade Bird for a total sum of RMB161,380,000 and the interest accrued.

On 12th December 2005, the Higher People's Court of Liaoning Province issued the initial Judgement, pursuant to which the Company, Building Management Company, Beijing Diye and Beida Jade Bird were liable to repay the sum of RMB161,380,000 it had paid for the Company together with interest thereof.

In December 2006, the Higher People's Court of Liaoning Province held an auction in which the equity interest and property assets of Beida Jade Bird and shops in 1-5F and 95 apartments of Cosmo International Mansion held by Building Management Company were disposed of.

On 16 July 2007, the Higher People's Court of Liaoning Province issued the Civil Execution Order (2006) Liao Zhi Er Zi No.53 民事裁定書(2006)遼執二字第53號, pursuant to which RMB55,000 from the Company, RMB195,000 from Beijing Diye and the sale proceeds of Beida Jade Bird's assets after those payment to preferred creditors and part of the sale proceeds of Building Management Company's real property from an auction after those payment to preferred creditors were applied to settle the arrearage of RMB161,380,000. The amount received by Hua Jin covered the claim of RMB161,380,000, the interest in the sum of RMB22,000,000 and other fees arising from litigation and execution of RMB3,389,000. (Details please refer to the Company's announcement dated 26th September 2008)

### (3) Litigation with Guangdong Development Bank Shenyang Branch

On 27th December 2005, Guangdong Development Bank Shenyang branch ("Guangdong Development Bank") commenced legal action for the RMB29,000,000 loan dispute in the Intermediate People's Court of Shenyang against the Company and SPU, Hua Jin, Beida Jade Bird and Liaoning Huajin Tongda Chemicals Co. Ltd. ("Huajin Tongda"), as the guarantors of the RMB29,000,000 loan. Guangdong Development Bank then commenced legal action for the RMB171,000,000 loan dispute in the Higher People's Court of Liaoning Province against the Company and Hua Jin, SPU, Beida Jade Bird and Huajin Tongda, as the guarantors of the RMB171,000,000 loan.

On 18th February 2007, the Intermediate People's Court of Shenyang issued the Civil Judgement 2006Shen Zhong Min (3) He Chu Zi No.34 《判決書》(2006)瀋中民三合初字第34號, pursuant to which the Company and the guarantors were liable to repay the loan and interest thereof of RMB29,000,000.

On 6th April 2006, RMB70,000,000 and RMB80,000,000 were sequestered from the accounts of the Company and Hua Jin respectively by Guangdong Development Bank. As such, the unpaid balances of the RMB29,000,000 loan and the RMB171,000,000 loan were RMB19,000,000 and RMB30,895,700 respectively.

During the litigation, Guangdong Development Bank applied to the Higher People's Court of Liaoning to withdraw the claim for the RMB171,000,000 loan. In May 2006, the Higher People's Court of Liaoning issued the 2006 Liao Min San Chu Zi No.31, Civil Execution Order, (2006)遼民三初字第31號 《民事裁定書》 to approve the withdrawal of the claim from Guangdong Development Bank.

On 12th May 2006, Guangdong Development Bank commenced legal action against the Company, Hua Jin, SPU, Beida Jade Bird and Huajin Tongda for the unpaid balance of RMB30,895,700 of the RMB171,000,000 loan in Intermediate People's Court of Shenyang.

On 31st January 2007, the Intermediate People's Court of Shenyang issued the Civil Judgement 2006Shen Zhong Min (3) He Chu Zi No.234 《判決書》(2006)瀋中民三合初字第234號, pursuant to which the Company and the guarantors were liable to repay the unpaid balance at RMB30,895,700 and the interest thereof to Guangdong Development Bank.

In August 2007, RMB56,462,000 was sequestered from the account of Hua Jin by the Intermediate People's Court of Shenyang in settlement of the unpaid balance of RMB19,000,000 of the RMB29,000,000 loan, and RMB30,896,000 of the RMB171,000,000 loan respectively, and the interest thereof. As a result, Guangdong Development Bank has fully recovered the loans from the Company and the guarantors. (Details please refer to the Company' announcement dated 26th September, 2008)

## 38. AUDITORS

A proposal was considered and approved at the 2004 annual general meeting convened on 20th September 2005 to re-appoint Ho and Ho & Company, Certified Public Accountants ("Ho and Ho") and Liaoning Pan-China as the international and the PRC auditors of the Group with a term up to the conclusion of the 2005 annual general meeting of the Company. The resolution of the Board in respect of change of auditors was published by the Company in a newspaper in Hong Kong on 2nd September 2005.

Ho and Ho have resigned as auditor of the Company and its subsidiaries with effect from 25th August 2008. On 30th August 2008, the Board of the Company held a Board meeting and decided to appoint Lo & Kwong C.P.A. Co. Ltd. ("Lo & Kwong C.P.A.") as auditor of the Company and its subsidiaries with effect from 1 September 2008 to fill the casual vacancy following the resignation of Ho and Ho as auditor of the Company, and to hold office until the conclusion of the next annual general meeting of the Company. The Company will propose a resolution at the forthcoming annual general meeting to re-appoint Lo & Kwong C.P.A. as the international auditor of the Company and its subsidiaries.

## Report of the Directors

The Group's accounts for the year 2005, 2006, 2007 and 2008 prepared in accordance with HKGAAP and accounting standards issued by the Hong Kong Institute of Certified Public Accountants will be audited by Lo & Kwong C.P.A.. At the forthcoming annual general meeting, a resolution will be proposed to reappoint Lo & Kwong C.P.A. as the Group's international auditors. (Details please refer to the Company' announcement dated 3rd September, 2008)

### **39. PUBLICATION OF INFORMATION ON THE WEB-SITE OF THE STOCK EXCHANGE**

Financial and other relevant information of the Company in accordance with the paragraph 45(1)-45(3) of Appendix 16 to Listing Rules will be available for publication on the web-site of the Stock Exchange in due course.

### **40. MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS**

During the Year, the Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Code") in Appendix 10 of the Listing Rules to govern the purchase and sales of the Company's securities by the directors and supervisors of the Company. The Company has also issued enquiry in writing with each director and supervisor as to whether he has fully observed or has been in breach of the Code. Each director or supervisor replied to the Company in writing and confirmed that he has fully observed the Code and no violation of the Code has occurred.

### **41. INDEPENDENT NON-EXECUTIVE DIRECTORS**

In the extraordinary general meeting held on 28th November 2005, Mr. Choy Shu Kwan, Wilson, Mr. Cui Yan and Mr. Cai Lian Jun were elected as the independent non-executive director of the Company. Each independent non-executive director of the Company has, on or before the agreed date, confirmed to the Company and the Stock Exchange that he has no connection with the Company or any of its connected persons with reference to the matters set out in Rule 3.13 of the Listing Rules.

Since Mr. Choy Shu Kwan, Wilson and Mr. Cui Yan have resigned in 2007, the number of independent non-executive directors is less than the minimum required by the Listing Rules. After the trading of the Company's shares is resumed, the Board will try its best to nominate new director to meet the requirements of Listing Rules and the Articles of Association of the Company. (Details please refer to the Company' announcement dated 6th October 2008)

### **42. PUBLIC FLOAT**

As far as the public information available to the Company is concerned and to the best of knowledge of the directors and supervisors, at least 25.00% of the Company's issued share capital were held by members of the public as at 24th October 2008 (being the latest practicable date prior to the printing of this annual report for the purpose of ascertaining the relevant information contained).

By order of the Board  
**An Mu Zong**  
*Executive directors*

# Independent Auditor's Report

TO THE SHAREHOLDERS OF

**Shenyang Public Utility Holdings Company Limited**

*(incorporated in the People's Republic of China with limited liability)*

We were engaged to audit the consolidated financial statements of Shenyang Public Utility Holdings Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 29 to 97, which comprise the consolidated balance sheet as at 31st December 2005, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory notes.

## **DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The Company's directors are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making reasonable accounting estimates in different circumstances.

## **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Except for the limitation in the scope of our work as explained below, we conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

However, because of the matters described in the paragraph described in the basis for disclaimer of opinion, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

## **BASIS FOR DISCLAIMER OF OPINION**

1. As disclosed in Note 23(b) to the consolidated financial statements, the Group's subsidiary, Beijing Diye Real Estate Development Company Limited ("Beijing Diye"), had a held-for-sale property under development project in Beijing with a carrying value of RMB136,295,000 as at 31st December 2005. The land use right of the land used for such property development project must be obtained by way of public tender as a result of the change in the related land policy. If the Group ultimately succeeded in winning the tender of the land and completing the development, the recoverable amount of such project shall depend on the realisable value of the completed property in the future. If the Group did not participate in the public tender or it failed to obtain the land use right of the land in the tender, the recoverable amount of such project shall depend on the amount invested by the Group and such amount should be confirmed by the relevant authorities of the People's Republic of China ("PRC"). Based on our on-site investigation, no buildings were erected on the land nor had it been put on a public tender up to the date of this report. Due to insufficient evidence, we were not able to confirm whether the Group could successfully recover the development cost invested in such project in full, and whether impairment provision should be made in respect of the development cost of RMB136,295,000 paid.
2. As disclosed in Note 16(d) and 18 to the consolidated financial statements, the Group had a building and its corresponding leasehold land with carrying value of RMB143,057,000 and RMB94,444,000 respectively as of 31st December 2005. We were unable to obtain the corresponding real estate title certificates and the land use right certificate of a portion of the land with carrying value of RMB76,624,000 to ensure the ownership of the abovementioned assets at the balance sheet date.

## Independent Auditor's Report

3. As disclosed in Note 45 to the consolidated financial statements, the Group had contingent liabilities in respect of the involvement in a number of litigations in the PRC. Since we were unable to carry out the necessary audit procedures to assure the completeness of the litigation claims and other liabilities, we were unable to satisfy ourselves as to whether or not the litigations and total liabilities up to the date of this report were fairly stated.

Any adjustment to the abovementioned figures could have a consequential and significant effect on the Group's net asset value as at 31st December 2005 and its loss for the year then ended.

### **MATERIAL FUNDAMENTAL UNCERTAINTY RELATING TO THE GOING CONCERN BASIS**

In forming our opinion, we have considered the adequacy of the disclosures made in the consolidated financial statements concerning the adoption of the going concern basis in preparing such consolidated financial statements. As set out in note 2 to the consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the successful implementation of certain financing and share capital restructuring plans and the debt restructuring result reached with the creditors including, among other things, the successful recovery in full of the development cost invested in the property development project in Beijing. We consider that appropriate disclosures have been made in such consolidated financial statements concerning the relevant material uncertainty, but the inherent uncertainties surrounding the circumstances under which the Group might successfully continue to adopt the going concern basis are so extreme, we have disclaimed our opinion on material uncertainty relating to the going concern basis.

The consolidated financial statements of the Group do not include any adjustment that would be necessary if the Group failed to operate as a going concern. Had the going concern basis not been used, adjustments would have to be made to reduce the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively.

### **DISCLAIMER OF OPINION: DISCLAIMER ON VIEW GIVEN BY CONSOLIDATED FINANCIAL STATEMENTS**

Because of the significance of the matters described in the basis for disclaimer of opinion paragraph and the material uncertainty relating to going concern basis paragraph, we do not express an opinion on the consolidated financial statements as to whether they give a true and fair view of the financial position of the Group as at 31st December 2005 and of its loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

#### **Lo and Kwong C.P.A. Company Limited**

*Certified Public Accountants*

#### **Lo Wah Wai**

Practising Certificate Number: P02693

Hong Kong

24th October 2008

# Consolidated Income Statement

For the year ended 31st December 2005

	Note	2005 RMB'000	2004 RMB'000 (restated)
Turnover	7	<b>91,221</b>	35,312
Bank interest received		<b>245</b>	5,160
Cost of properties sold		<b>(119,995)</b>	(13,029)
Taxes on sales of properties		<b>(4,265)</b>	(1,617)
Staff costs		<b>(12,442)</b>	(15,563)
Depreciation and amortisation		<b>(27,817)</b>	(49,930)
Impairment loss on properties held for sale		<b>(26,675)</b>	(58,913)
Impairment loss on investment properties		<b>(53,293)</b>	–
Impairment loss on property and equipment		<b>(114,429)</b>	–
Impairment loss on goodwill		<b>(609,372)</b>	–
Loss on disposal of property and equipment		<b>(100,001)</b>	(1,459)
Allowance for amount due from a former customer		<b>(96,656)</b>	–
Allowance for bad and doubtful debt		<b>(136,398)</b>	(3,636)
Other operating expenses		<b>(35,730)</b>	(76,993)
Share of results of a jointly controlled entity		–	17,487
Profit on disposal of a jointly controlled entity		–	2,821
Finance costs	9	<b>(42,995)</b>	(40,471)
Loss before taxation	10	<b>(1,288,602)</b>	(200,831)
Taxation	13	<b>39,090</b>	785
Loss for the year		<b>(1,249,512)</b>	(200,046)
Attributable to:			
Loss attributable to shareholders of the Company		<b>(1,229,130)</b>	(197,559)
Minority interests		<b>(20,382)</b>	(2,487)
		<b>(1,249,512)</b>	(200,046)
Loss per share	15		
– Basic		<b>RMB1.20</b>	RMB0.19
– Diluted		<b>N/A</b>	N/A

# Consolidated Balance Sheet

As at 31st December 2005

	Note	2005 RMB'000	2004 RMB'000 (restated)
<b>Non-current assets</b>			
Property and equipment	16	160,863	380,774
Investment properties	17	390,930	456,154
Prepaid lease payments on land use rights	18	91,880	94,444
Goodwill	20	–	609,372
Available-for-sale financial assets	21	20,000	–
Investment securities	22	–	20,000
		<b>663,673</b>	1,560,744
<b>Current assets</b>			
Properties held for sale	23	266,768	321,863
Inventories	24	361	2,099
Accounts receivable	25	674	12,465
Amount due from a former customer	26	–	97,056
Amount due from parent company	27	268,194	–
Prepaid lease payments on land use rights	19	2,564	2,564
Prepayments	28	102,561	108,250
Other receivables	29	188,937	611,894
Tax prepaid		2,059	2,044
Other current assets	30	5,720	620
Pledged bank deposits	31	71,598	180,399
Bank balances and cash	31	9,053	124,064
		<b>918,489</b>	1,463,318
<b>Current liabilities</b>			
Accounts payable	32	58,744	14,772
Bills payable		–	31,000
Investment cost payable	33	39,512	39,512
Other payables and accrued charges		350,502	143,756
Receipts in advance	34	232,048	285,850
Deferred income		33,895	15,401
Provision for potential liabilities	35	21,890	2,230
Bank loans – repayable within one year	36	338,290	537,858
		<b>1,074,881</b>	1,070,379
<b>Net current (liabilities) assets</b>		<b>(156,392)</b>	392,939
		<b>507,281</b>	1,953,683

## Consolidated Balance Sheet

	Note	2005 RMB'000	2004 RMB'000 (restated)
<b>Capital and reserves</b>			
Share capital	37	<b>1,020,400</b>	1,020,400
Reserves		<b>(589,937)</b>	639,193
Equity attributable to shareholders of the Company		<b>430,463</b>	1,659,593
Minority interests		<b>39,837</b>	60,219
Total equity		<b>470,300</b>	1,719,812
<b>Non-current liabilities</b>			
Bank loans – repayable after one year	36	<b>13,200</b>	171,000
Deferred taxation	39	<b>23,781</b>	62,871
		<b>36,981</b>	233,871
		<b>507,281</b>	1,953,683

The consolidated financial statements on pages 29 to 97 were approved and authorized for issuing by the Board of Directors on 24th October 2008 and are signed on its behalf by:

**An Mu Zong**  
DIRECTOR

**Wang Zai Xing**  
DIRECTOR



# Balance Sheet

As at 31st December 2005

	Note	2005 RMB'000	2004 RMB'000
<b>Non-current assets</b>			
Property and equipment	16	2,605	5,155
Investments in subsidiaries	19	626,646	1,228,019
Available-for-sale financial assets	21	20,000	–
Investments in securities	22	–	20,000
		<b>649,251</b>	1,253,174
<b>Current assets</b>			
Amount due from a former customer	26	–	97,056
Amount due from parent Company	27	330,373	–
Amounts due from subsidiaries		487,378	723,611
Other receivables	29	156,639	249,774
Other current assets	30	1,000	1,000
Pledged bank deposits	31	71,053	166,448
Bank balances and cash	31	438	111,657
		<b>1,046,881</b>	1,349,546
<b>Current liabilities</b>			
Bills payable		–	31,000
Investment cost payable	33	39,512	39,512
Other payables and accrued charges		260,017	27,168
Receipts in advance	34	–	62,386
Amounts due to subsidiaries		94,229	132,544
Bank loans – repayable within one year	36	200,000	376,720
		<b>593,758</b>	669,330
<b>Net current assets</b>			
		<b>453,123</b>	680,216
		<b>1,102,374</b>	1,933,390
<b>Capital and reserves</b>			
Share capital	37	1,020,400	1,020,400
Reserves	38	81,974	741,990
		<b>1,102,374</b>	1,762,390
<b>Non-current liabilities</b>			
Bank loans – repayable after one year	35	–	171,000
		<b>1,102,374</b>	1,933,390

An Mu Zong  
DIRECTOR

Wang Zai Xing  
DIRECTOR

# Consolidated Statement of Changes in Equity

For the year ended 31st December 2005

	Equity attributable to shareholders of the Company							Total equity RMB'000
	Share capital RMB'000	Share premium RMB'000	Statutory surplus reserve RMB'000	Statutory public welfare reserve RMB'000	Retained profits (losses) RMB'000	Total RMB'000	Minority interests RMB'000	
At 1st January 2004, as previously reported	1,020,400	323,258	69,054	34,528	410,340	1,857,580	–	1,857,580
Effect of change in accounting policy (Note 3)	–	–	–	–	(428)	(428)	110,709	110,281
At 1st January 2004, restated	1,020,400	323,258	69,054	34,528	409,912	1,857,152	110,709	1,967,861
Acquisition of subsidiaries	–	–	–	–	–	–	353	353
Capital contributions from minority shareholders	–	–	–	–	–	–	2,000	2,000
Disposal/deconsolidation of a subsidiary	–	–	–	–	–	–	(50,356)	(50,356)
Loss for the year, restated	–	–	–	–	(197,559)	(197,559)	(2,487)	(200,046)
At 31st December 2004 and 1st January 2005, restated	1,020,400	323,258	69,054	34,528	212,353	1,659,593	60,219	1,719,812
Loss for the year	–	–	–	–	(1,229,130)	(1,229,130)	(20,382)	(1,249,512)
At 31st December 2005	1,020,400	323,258	69,054	34,528	(1,016,777)	430,463	39,837	470,300

## SHARE PREMIUM

Share premium comprises surplus between the value of net assets acquired and the nominal value of State shares issued as a result of the incorporation of the Company as a joint stock limited company and the share premium from the issue of H shares.

## STATUTORY SURPLUS RESERVE

The Group is required to set aside 10% of their profit after taxation prepared in accordance with the PRC accounting regulations to the statutory surplus reserve until the balance reaches 50% of their respective paid-up capital or registered capital, where further appropriation will be at the Directors' recommendation. Such reserve can be used to reduce any losses incurred or to increase the capital. As the Group recorded a loss for the year, no appropriation was made.

## STATUTORY PUBLIC WELFARE RESERVE

The Group is required to transfer 5% to 10% of their profit after taxation prepared in accordance with the PRC accounting regulations to the statutory public welfare reserve. The use of this reserve is restricted to capital expenditure for staff collective welfare facilities which are owned by the Group. The statutory public welfare reserve is not available for distribution to the shareholders (except upon liquidation of the Company). Once the capital expenditure on staff welfare facilities has been made, an equivalent amount must be transferred from the statutory public welfare reserve to a discretionary surplus reserve. No such capital expenditure was incurred for both years. As the Group recorded a loss for the year, no appropriation was made.

## Consolidated Statement of Changes in Equity

### **DISTRIBUTABLE RESERVES**

Pursuant to the relevant PRC regulations, distributable reserve shall be the lower of the accumulated distributable profits determined in accordance with PRC accounting standards and regulations as stated in the PRC statutory audited financial statements and the accumulated distributable profits determined in accordance with accounting principles generally accepted in Hong Kong. The Company did not have reserve available for distribution as at 31st December 2005. The Company's reserve available for distribution as at 31st December 2004 was RMB103,825,000 which is the amount determined in accordance with PRC accounting standards and regulations.

Pursuant to the relevant PRC regulations, the retained profits of school operations are non-distributable. As such, the retained profits of the Group's subsidiaries, Shenyang Beida Jade Bird School ("Jade Bird School") and Shenyang Beida Jade Bird Foreign Language Training School ("Shenyang Training School") shall not be used for dividend distribution. As at 31st December 2005, Jade Bird School and Shenyang Training School did not have any retained profits.

# Consolidated Cash Flow Statement

For the year ended 31st December 2005

Note	2005 RMB'000	2004 RMB'000
<b>Operating activities</b>		
Loss before taxation	<b>(1,288,602)</b>	(200,831)
Adjustments for:		
Share of results of a jointly controlled entity	–	(17,487)
Profit on disposal of a jointly controlled entity	–	(2,821)
Bank interest received	<b>(245)</b>	(5,160)
Depreciation on property and equipment	<b>13,322</b>	7,008
Depreciation on investment properties	<b>11,931</b>	8,149
Amortisation of prepaid lease payments on land use rights	<b>2,564</b>	2,564
Amortisation of goodwill	–	32,209
Impairment loss on properties held for sale	<b>26,675</b>	58,913
Impairment loss on investment properties	<b>53,293</b>	–
Impairment loss on property and equipment	<b>114,429</b>	–
Impairment loss on goodwill	<b>609,372</b>	–
Finance costs	<b>42,995</b>	40,471
Loss on disposal of property and equipment	<b>100,001</b>	1,459
Allowance for amount due from a former customer	<b>96,656</b>	–
Allowance for bad and doubtful debt	<b>136,398</b>	3,636
Operating cash flows before movements in working capital	<b>(81,211)</b>	(71,890)
Decrease (increase) in properties held for sale	<b>28,420</b>	(10,444)
Decrease (increase) in inventories	<b>1,738</b>	(1,630)
Increase in accounts receivable	<b>(119)</b>	(5,142)
Decrease in amount due from a former customer	<b>400</b>	–
Decrease in prepayments	<b>5,689</b>	9,124
Increase in accounts payable	<b>43,972</b>	11,440
Decrease in bills payable	<b>(31,000)</b>	(52,792)
Increase (decrease) in other payables and accrued charges	<b>45,366</b>	(22,101)
Loss on provision for potential liabilities	<b>19,660</b>	2,230
(Decrease) increase in receipts in advance	<b>(68,802)</b>	139,948
Increase in deferred income	<b>18,494</b>	15,401
Cash (used in) generated from operations	<b>(17,393)</b>	14,144
PRC Enterprise Income Tax paid	<b>(15)</b>	(4,030)
<b>Net cash (used in) generated from operating activities</b>	<b>(17,408)</b>	10,114

## Consolidated Cash Flow Statement

	Note	2005 RMB'000	2004 RMB'000
<b>Investing activities</b>			
Proceeds from disposal of a jointly controlled entity		-	90,251
Bank interest received		245	5,160
Increase in other current assets		(5,100)	-
Dividend received from a jointly controlled entity		-	33,437
Acquisition of subsidiaries	40	-	(139,042)
Advanced receipt for disposals of subsidiaries and transfer of land deposit		15,000	120,214
Purchase of property and equipment		(8,333)	(226,406)
Purchase of investment properties		-	(60,413)
Increase in amount due from parent company		(268,194)	-
Decrease (increase) in other receivables		298,469	(549,580)
Decrease (increase) in pledged bank deposits		108,801	(134,327)
Proceeds from disposal of property and equipment		2,017	1,789
Cash inflow from disposal of subsidiaries		-	(4,444)
<b>Net cash generated from (used in) investing activities</b>		<b>142,905</b>	<b>(863,361)</b>
<b>Financing activities</b>			
New bank loans raised		180,490	986,930
Repayment of bank loans borrowed		(537,858)	(751,572)
Interests payment		(44,520)	(44,032)
Increase in other payables		161,380	-
Capital contributions from minority shareholders of subsidiaries		-	2,000
<b>Net cash (used in) generated from financing activities</b>		<b>(240,508)</b>	<b>193,326</b>
<b>Decrease in cash and cash equivalents</b>		<b>(115,011)</b>	<b>(659,921)</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>124,064</b>	<b>783,985</b>
<b>Cash and cash equivalents at the end of the year, analysis of Bank balances and cash</b>		<b>9,053</b>	<b>124,064</b>

# Notes to the Consolidated Financial Statements

For the year ended 31st December 2005

## 1. GENERAL INFORMATION

Shenyang Public Utility Holdings Company Limited (the "Company") is a joint stock limited company incorporated in the People's Republic of China (the "PRC"). The addresses of the registered office and principal place of business of the Company are disclosed in the section headed "Corporate Information" in this annual report.

The Company is an investment holding company. Its ultimate holding company is Shenyang Public Utility Group Company Limited ("SPU"), a limited company incorporated in the PRC.

These consolidated financial statements are presented in Renminbi ("RMB"). RMB is the functional currency of the Company and all of its subsidiaries.

The Company and its subsidiaries are collectively referred to as the Group.

The Group is presently engaged in the development, sale and rental of properties, investment and management of education projects and cemetery development business.

The Company's H shares are listed on The Stock Exchange of Hong Kong Limited. As requested by the Company, trading in the shares of the Company in the Stock Exchange of Hong Kong Limited was suspended since 15th December 2004 until further notice.

## 2. ADOPTION OF GOING CONCERN BASIS

The Group recorded loss attributable to shareholders of the Company of RMB1,229,130,000 for the year and had overdue bank loans totaling RMB29,000,000 as at 31st December 2005. In addition, some creditors have filed a claim to the Court demanding the Group for repayment of amounts due to them. All these legal claims against the Group have been properly provided for and disclosed in Note 36 and 45.

The management of the Company has taken the following measures:

- (i) Carry out debt restructuring with its creditors. Up to the date of approval of these consolidated financial statements, the Group has reached agreements with its creditors in respect of debt restructuring and the court litigations have been discharged. Therefore, these consolidated financial statements have been prepared on the assumption that the Group will continue to operate as a going concern;
- (ii) The management of the Company is considering to strengthen the capital base of the Company and provide immediate cash flow through various financing activities and capital restructuring, including, but not limited to, private placement of the Company's shares;
- (iii) The management of the Company continues to take action to strengthen cost control in respect of various administrative and other operating expenses, and is actively seeking new investment and business opportunities to pursue profitable businesses that would bring positive cash flow.

The management of the Company believes that, in the light of the measures taken to date, together with the expected results of other measures in progress, the Group will have sufficient working capital to finance its operations and remain as a going concern in the foreseeable future. Accordingly, notwithstanding that the Group had recorded a significant amount of loss for the year and had overdue debts as at 31st December 2005, the management of the Company is of the opinion that it is appropriate to prepare these consolidated financial statements on a going concern basis.

### **3. ADOPTION OF HONG KONG FINANCIAL REPORT STANDARD/CHANGES IN ACCOUNTING POLICIES**

In the current year, the Group has applied, for the first time, a number of new Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as "new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are effective for accounting periods beginning on or after 1st January 2005. The application of the new HKFRSs has resulted in a change in the presentation of the consolidated income statement, consolidated balance sheet and consolidated statement of changes in equity. In particular, the presentation of minority interests has been changed. The changes in presentation have been applied retrospectively. The adoption of the new HKFRSs has also resulted in changes to the Group's accounting policies in the following areas that have an effect on how the results for the current or prior accounting periods are prepared and presented.

#### **Business Combinations**

In the current year, the Group has applied HKFRS 3, "Business combinations", which is effective for business combinations for which the agreements date is on or after 1st January 2005.

#### **Goodwill**

In prior years, goodwill arising on acquisition was capitalized and amortized over its estimated useful life. The Group has applied the relevant transitional provisions of HKFRS 3. On 1st January 2005, the Group eliminated the related accumulated amortization of RMB34,786,000 as at 1st January 2005 with the cost of goodwill (Note 20). The Group has discontinued amortizing such goodwill from 1st January 2005 and such goodwill will be tested for impairment at least annually. Goodwill arising on acquisition after 1st January 2005 is measured at cost less accumulated impairment losses (if any) after initial recognition. As a result of this change in accounting policy, no amortization of goodwill has been charged in the current year. Comparative figures for 2004 have not been stated (see Note 3 for the financial impact).

#### **Financial Instruments**

In the current year, the Group has applied HKAS 32 Financial instruments – disclosures and presentation" and HKAS 39 "Financial instruments: recognition and measurement". HKAS 32 requires retrospective application. HKAS 39, which is effective for annual periods beginning on or after 1st January 2005, generally does not permit the recognition, derecognition or measurement of financial assets and liabilities on a retrospective basis. The application of HKAS 32 does not have material effect on the Group's presentation of financial instruments in current and prior accounting period. The principal effects resulting from the adoption of HKAS 39 are summarized below:

#### **Classification and Measurement of Financial Assets and Financial Liabilities**

The Group has applied the relevant transitional provisions in HKAS 39 with respect to the classification and measurement of financial assets and financial liabilities that are within the scope of HKAS 39.

### 3. **ADOPTION OF HONG KONG FINANCIAL REPORT STANDARD/CHANGES IN ACCOUNTING POLICIES** *(Continued)*

#### **Financial Instruments** *(Continued)*

##### **Classification and Measurement of Financial Assets and Financial Liabilities** *(Continued)*

As at 31st December 2004, the Group classified and measured its investments in debt and equity securities in accordance with the benchmark treatment of Statement of Standard Accounting Practice 24 ("SSAP 24"). Under SSAP 24, investments in debt or equity securities are classified as "investment securities", "other investments" or "held-to-maturity investments" as appropriate. "Investment securities" are carried at cost less impairment losses (if any) while "other investments" are measured at fair value, with unrealized gains or losses included in profit or loss. "Held-to-maturity" investments are carried at amortized cost less impairment losses (if any). From 1st January 2005 onwards, the Group has classified and measured its debt and equity securities in accordance with HKAS 39. Under HKAS 39, financial assets are classified as "financial assets at fair value through profit or loss", "available-for-sale financial assets", "loans and receivables", or "held-to-maturity financial assets". "Financial assets at fair value through profit or loss" and "available-for-sale financial assets" are carried at fair value, with changes in fair values recognised in profit or loss and equity respectively. Available-for-sale equity investments that do not have quoted market prices in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments are measured at cost less impairment after initial recognition. "Loans and receivables" and "held-to-maturity financial assets" are measured at amortized cost using the effective interest method after initial recognition.

On 1st January 2005, the Group classified and measured its debt in accordance with the transitional provisions of HKAS 39. Accordingly, the Group's investments in securities as at 1st January 2005 amounting to approximately RMB20,000,000 has been reclassified to available-for-sale investments.

##### **Financial assets and financial liabilities other than debt and equity securities**

From 1st January 2005 onwards, the Group has classified and measured its financial assets and financial liabilities other than debt and equity securities (which were previously outside the scope of SSAP 24) in accordance with the requirements of HKAS 39. As mentioned above, financial assets under HKAS 39 are classified as "financial assets at fair value through profit or loss", "available-for-sale financial assets", "loans and receivables" or "held-to-maturity financial assets". Financial liabilities are generally classified as "financial liabilities at fair value through profit or loss" or "other financial liabilities". Financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value being recognised in profit or loss directly. "Other financial liabilities" are carried at amortized cost using the effective interest method after initial recognition. The Group has applied the relevant transitional provisions of HKAS 39 and the change does not have material effect on the Group's preparation and presentation of the results for the current year.

##### **Owner-occupied Leasehold Interest in Land**

In previous years, owner-occupied leasehold land and buildings were included in property and equipment and measured using the cost model. In the current year, the Group has applied HKAS 17 "Leases". Under HKAS 17, the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification, unless the lease payments cannot be allocated reliably between the land and buildings elements, in which case, the entire lease is generally treated as a finance lease. To the extent that the allocation of the lease payments between the land and buildings elements can be made reliably, the leasehold interests in land are reclassified to prepaid lease payments under operating leases, which are carried at cost and amortized over the lease term on a straight-line basis. This change in accounting policies has been applied retrospectively.



## Notes to the Consolidated Financial Statements

**3. ADOPTION OF HONG KONG FINANCIAL REPORT STANDARD/CHANGES IN ACCOUNTING POLICIES** (Continued)**Investment Properties**

In the current year, the Group has, for the first time, applied HKAS 40 "Investment Property". The Group has elected to use the cost model to account for its investment properties. In previous years, properties for rental were classified as land and buildings and stated at cost less accumulated depreciation and impairment loss, under properties and equipment. This change in accounting policies has been applied retrospectively.

The effect of the change in the accounting policies described above on the results for the current and prior years are as follows:

	<b>2005</b> <b>RMB'000</b>	2004 RMB'000
Non-amortization of goodwill	<b>(32,209)</b>	–
Amortization of land use rights	<b>2,564</b>	2,564
(Decrease) Increase in loss for the year	<b>(29,645)</b>	2,564

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

	<b>As at 31st</b> <b>December</b> <b>2004</b>	<b>Retrospective Changes</b>			<b>As at 31st</b> <b>December</b> <b>2004</b>	<b>Prospective</b> <b>Application</b> <b>of Changes</b>	<b>As at 1st</b> <b>January</b> <b>2005</b>
	RMB'000 (as originally stated)	RMB'000 HKAS 1	RMB'000 HKAS 17	RMB'000 HKAS 40	RMB'000 (restated)	RMB'000 HKAS 39	RMB'000 (restated)
Balance sheet items							
Property and equipment	936,928	–	(100,000)	(456,154)	380,774	–	380,774
Investment properties	–	–	–	456,154	456,154	–	456,154
Prepaid lease payments of land use rights	–	–	97,008	–	97,008	–	97,008
Available-for-sale financial assets	–	–	–	–	–	20,000	20,000
Investment in securities	20,000	–	–	–	20,000	(20,000)	–
Total effect on assets	956,928	–	(2,992)	–	953,936	–	953,936
Retained profit	215,345	–	(2,992)	–	212,353	–	212,353
Minority interests	–	60,219	–	–	60,219	–	60,219
Total effect on equity	215,345	60,219	(2,992)	–	272,572	–	272,572
Minority interests	60,219	(60,219)	–	–	–	–	–

## Notes to the Consolidated Financial Statements

**3. ADOPTION OF HONG KONG FINANCIAL REPORT STANDARD/CHANGES IN ACCOUNTING POLICIES** (Continued)

The financial effects on the Group's equity of the application of the new HKFRSs on 1st January 2004 are summarized below:

	<b>As originally stated</b>	<b>Retrospective Changes</b>		<b>Restated</b>
	RMB'000	RMB'000 HKAS 1	RMB'000 HKAS 17	RMB'000
Retained profit	410,340	–	(428)	409,912
Minority interests	–	110,709	–	110,709
<b>Total effect on equity</b>	<b>410,340</b>	<b>110,709</b>	<b>(428)</b>	<b>520,621</b>
Minority interests	110,709	(110,709)	–	–

The Group has not early applied the following new standards, amendments or interpretations that have been issued but are not yet effective for the year. The directors of the Company anticipate the application of these new standards or interpretations will have no impact or any material impact on the Group's financial statements:

HKAS 1 (Amendment)	Capital disclosure <sup>1</sup>
HKAS 1 (Revised)	Presentation of financial statements <sup>2</sup>
HKAS 19 (Amendment)	Actuarial gains and losses, group plans and disclosures <sup>3</sup>
HKAS 21 (Amendment)	Net investment in a foreign operation <sup>3</sup>
HKAS 23 (Revised)	Borrowing costs <sup>2</sup>
HKAS 27 (Revised)	Consolidated and separate financial statements <sup>4</sup>
HKAS 32 & 1 (Amendment)	Puttable financial instruments and obligations arising on liquidation <sup>2</sup>
HKAS 39 (Amendment)	Cash flow hedge accounting of forecast intragroup transactions <sup>3</sup>
HKAS 39 (Amendment)	Fair value option <sup>3</sup>
HKAS 39 & HKFRS 4 (Amendment)	Financial guarantee contracts <sup>3</sup>
HKFRS 2 (Amendment)	Share-based Payment – vesting conditions and cancellations <sup>2</sup>
HKFRS 3 (Revised)	Business combinations <sup>4</sup>
HKFRS 6	Exploration for and evaluation of mineral resources <sup>3</sup>
HKFRS 7	Financial instruments – Disclosures <sup>1</sup>
HKFRS 8	Operating segments <sup>2</sup>
HK(IFRIC)-Int 4	Determining whether an arrangement contains a lease <sup>3</sup>
HK(IFRIC)-Int 5	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds <sup>3</sup>
HK(IFRIC)-Int 6	Liabilities arising from participating in a specific market – waste electrical and electronic equipment <sup>5</sup>
HK(IFRIC)-Int 7	Applying the restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies <sup>6</sup>
HK(IFRIC)-Int 8	Scope of HKFRS 2 <sup>7</sup>
HK(IFRIC)-Int 9	Reassessments of embedded derivatives <sup>8</sup>
HK(IFRIC)-Int 10	Interim financial reporting and impairment <sup>9</sup>
HK(IFRIC)-Int 11	HKFRS 2 – Group and treasury share transactions <sup>10</sup>
HK(IFRIC)-Int 12	Service concession arrangements <sup>11</sup>
HK(IFRIC)-Int 13	Customer loyalty programmes <sup>12</sup>
HK(IFRIC)-Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction <sup>11</sup>

### 3. ADOPTION OF HONG KONG FINANCIAL REPORT STANDARD/CHANGES IN ACCOUNTING POLICIES *(Continued)*

- <sup>1</sup> Effective for annual periods beginning on or after 1st January 2007.
- <sup>2</sup> Effective for annual periods beginning on or after 1st January 2009.
- <sup>3</sup> Effective for annual periods beginning on or after 1st January 2006.
- <sup>4</sup> Effective for annual periods beginning on or after 1st July 2009.
- <sup>5</sup> Effective for annual periods beginning on or after 1st December 2005.
- <sup>6</sup> Effective for annual periods beginning on or after 1st March 2006.
- <sup>7</sup> Effective for annual periods beginning on or after 1st May 2006.
- <sup>8</sup> Effective for annual periods beginning on or after 1st June 2006.
- <sup>9</sup> Effective for annual periods beginning on or after 1st November 2006.
- <sup>10</sup> Effective for annual periods beginning on or after 1st March 2007.
- <sup>11</sup> Effective for annual periods beginning on or after 1st January 2008.
- <sup>12</sup> Effective for annual periods beginning on or after 1st July 2008.

### 4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values.

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

The principal accounting policies adopted are as follows:

#### **Basis of Consolidation**

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

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

Where necessary, adjustment will be made to the financial statements of the subsidiaries to bring their accounting policies in line with those used by other members of the Group.

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

#### **4. SIGNIFICANT ACCOUNTING POLICIES** *(Continued)*

##### **Business Combinations**

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 "Business Combinations" are recognised at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", which are recognized and measured at fair value less costs to sell.

Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognized. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognized immediately in profit or loss.

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognized.

##### **Goodwill**

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

With respect to goodwill previously capitalized, the Group has discontinued amortizing such goodwill from 1st January 2005 onwards. A cash-generating unit to which goodwill is tested for impairment annually, and whenever there is an indication that the unit may be impaired (see the accounting policies below).

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

Capitalized goodwill arising on an acquisition of a subsidiary is presented separately in the balance sheet.

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

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

#### **4. SIGNIFICANT ACCOUNTING POLICIES** *(Continued)*

##### **Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods provided in the normal course of business. The bases are as follows:

Sales of properties are recognized on execution of legally binding, unconditional and irrevocable sale contracts.

Sales of other goods are recognized when goods are delivered and title has passed.

Rental income for leasing of tomb sets and niches for cremation urns is received when the legally binding contract is signed with the lessees. Rental income is recognized in the consolidated income statement on a straight-line basis over the relevant lease terms. The unrecognized portion is classified as deferred income in the consolidated balance sheet.

Rental income under operating leases is recognized in the consolidated income statement in equal installments over the accounting periods covered by the lease terms. Lease incentives granted are recognized in the consolidated income statement as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognized as income in the consolidated income statement in the accounting period in which they are earned.

Income from provision of property management services is recognized when the services are rendered.

Tuition fee is recognized over the tuition period in the consolidated income statement on a straight-line basis.

Interest income from financial assets is accrued on a time 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.

##### **Property and Equipment**

Property and equipment including buildings held for use in the production or supply of goods and services or for administrative purposes, other than construction in progress, are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is provided to write off the cost of items of properties and equipment other than construction in progress over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

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

Construction in progress represents property and equipment under development or installment is stated at cost less any identified impairment losses. Upon completion of construction, the relevant costs are transferred to appropriate category of property and equipment when they are ready for use.

No depreciation or amortization is provided on construction in progress until the asset is completed and put into use.

#### **4. SIGNIFICANT ACCOUNTING POLICIES** *(Continued)*

##### **Investment Properties**

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses.

Depreciation is provided on investment properties over their estimated useful lives and residual value, using the straight-line method at the rate of 2-10% per annum.

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

##### **Land Use Rights**

Land use rights are stated at cost less accumulated amortization and accumulated impairment losses. The cost of land use rights is amortized on a straight-line basis over the period of the land use rights or the term of the respective enterprise to which the land use rights are granted, whichever is shorter.

##### **Properties under Development for Sale**

Properties under development for sale are stated at cost less any identified impairment loss. Cost comprises the land cost with development expenditure, which includes construction costs, capitalized interest and direct costs attributable to the development of the properties.

##### **Completed Properties Held for Sale**

Completed properties held for sale are classified under current assets and stated at the lower of cost and net realizable value. Cost comprises land cost, direct purchase cost or expenditure incurred for the construction and, where applicable, other incidental expenses that has been incurred in bringing the properties to their present location and condition, is calculated using the weighted average method. Net realizable value represents the actual or estimated selling price in the ordinary course of business less all related selling and marketing costs.

##### **Inventories**

Inventories comprise consumable supplies and spare parts held for consumption and usage and are stated at the lower of cost and net realizable value. Cost is determined on the weighted average basis.

##### **Financial Instruments**

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

##### **Financial Assets**

The Group's financial assets are classified into one of the following four categories, including financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

##### **Financial Instruments** *(Continued)*

##### **Financial Assets** *(Continued)*

###### *Financial Assets at fair value through profit or loss*

There are two categories of financial assets at fair value through profit or loss, including the financial assets held for trading and financial assets designated at fair value through profit or loss on initial recognition. At each balance sheet date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

###### *Loans and Receivables*

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

###### *Available-for-sale financial assets*

Available-for-sale financial assets are investments in unlisted equity securities which are intended to be held for a continuing strategic or long term purpose and are stated at fair value, except for those equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any accumulated identified losses.

In respect of available-for-sale financial assets carried at fair value, the gains or losses arising from changes in the fair value of an investment are dealt with as movements in the investment revaluation reserve, until the investment is sold, collected, or otherwise disposed of, or until the investment is determined to be impaired. Under this circumstance, when the cumulative gain or loss derived from the investment recognised in the investment revaluation reserve, together with the amount of any further impairment, is charged to the consolidated income statement in the year in which the impairment arises.

In respect of available-for-sale financial assets carried at cost less any accumulated impairment losses, when there is objective evidence that an impairment loss has been incurred on an investment, the carrying amount of the investment should be reduced to the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset and the amount of the impairment is charged to the consolidated income statement in the year in which it arises. Any impairment losses recognised shall not be reversed in the subsequent periods.

###### *Financial liabilities and equity*

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

An equity investment instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The Group's financial liabilities are generally classified into financial liabilities at fair value through profit or loss and other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

#### **4. SIGNIFICANT ACCOUNTING POLICIES** (Continued)

##### **Financial Instruments** (Continued)

##### **Financial Assets** (Continued)

##### *Other financial liabilities*

Other financial liabilities including accounts payable, bills payable, investment cost payable, other payables, receipts in advance, estimated liabilities and bank loans are subsequently measured at amortised cost, using the effective interest rate method.

##### *Equity investments*

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

##### *Derecognition*

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

Financial liabilities are derecognised from the Group's balance sheet when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in consolidated income statement.

##### **Impairment (other than goodwill (see the accounting policies in respect to goodwill above))**

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another accounting standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

When reverses an impairment loss, the carrying amount of the asset can be increased to its revised recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under other standard, in which case the reversal of the impairment loss is treated as a revaluation increase.

##### **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised as expenses in the period in which they are incurred.



#### **4. SIGNIFICANT ACCOUNTING POLICIES** *(Continued)*

##### **Foreign currencies**

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

Exchange differences arising in the settlement of monetary items, and in the translation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising in a monetary item that forms part of the Group's net investment in a foreign operation, in which case, such exchange differences are recognised in equity in the consolidated financial statements. Exchange differences arising in the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising in the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

##### **Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profits, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that entire taxable profits will offset against deductible temporary differences. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

#### **4. SIGNIFICANT ACCOUNTING POLICIES** *(Continued)*

##### **Leasing**

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

##### **The Group as lessor**

Rental income from operating leases is recognised in the income statement on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

##### **The Group as lessee**

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

##### **Retirement benefit costs**

Payments to defined contribution retirement benefit schemes, state-managed retirement benefit schemes and mandatory provident fund are charged from profit or loss as an expense as they fall due.

##### **Provision**

Provision are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material.

#### **5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Group's accounting policies, which are described in Note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

## 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

### **Depreciation of property and equipment**

Property and equipment are depreciated on a straightline basis over their estimated useful lives, after taking into account of their estimated residual value. The determination of the useful lives and residual value involve management's estimation. The Group assesses annually the residual value and useful life of the property and equipment and if the expectation differs from the original estimate, such a difference may impact the depreciation in the year and the estimate will be changed in the future period. The Group intends to derive future economic benefits from the use of it.

### **Impairment of property and equipment**

The impairment loss for property and equipment are recognised for the amounts by which the carrying amounts exceeds its recoverable amount, in accordance with the Group's accounting policy. The recoverable amounts have been determined based on fair value less costs to sell, which is based on the best information available to reflect the amount that obtainable at each of the balance sheet date, from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs to disposal.

### **Estimated impairment of goodwill**

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value.

### **Impairment of held-for-sell properties**

Impairment loss of held-for-sell properties are recognised for the amounts by which the carrying amounts exceeds its realisable value, in accordance with the Group's accounting policy. The realisable value are determined based primarily on the latest invoice prices and current market conditions.

### **Allowances for bad and doubtful debts**

The Group performs ongoing credit evaluations of its customers and adjust credit limits based on payment history and the customer's current credit-worthiness, as determined by the review of their current credit information. The Group continuously monitors collections and payments from its customers and maintains a provision for estimated credit losses based upon its historical experience and any specific customer collection issues that it has been identified. Credit losses have historically been within the Group's expectations and the Group will continue to monitor the collections from customers and maintain an appropriate level of estimated credit losses.

## 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include accounts receivable, amount due from a former customer, amount due from parent company, other receivables, pledged bank deposits, bank balances, accounts payable, bills payable, investment cost payables, other payables, receipts in advance, estimated liabilities and bank loans. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** *(Continued)***Currency risk**

Certain deposits of the Group are denominated in foreign currencies. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

**Interest rate risk**

The Group's exposure to risk for changes in interest rate relates primarily to the interest bearing bank loans. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

**Credit risk**

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 31st December 2005 in relation to each class of recognised financial assets is the carrying amount of the respective recognised financial assets as stated in the consolidated balance sheet. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual accounts receivable at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

**Liquidity risk**

The Group records a loss attributable to the shareholders of the Company of RMB1,229,130,000, and as at 31st December 2005, there are RMB35,240,000 of bank loans overdue and not yet settled. In addition, some of the creditors have filed claims to the Court for the Group's settlement on the outstanding amounts, all of these legal claims against the Group are duly provided and disclosed in note 36 and 45.

The company's management has carefully considered the policies adopted in respect to the Group's liquidity. As mentioned in note 2, the management believes the Group is able to discharge financial obligations in the future.

## Notes to the Consolidated Financial Statements

**7. TURNOVER**

Turnover represents the amounts received and receivable for development, sale, rental and management of properties less sale returns and discounts; revenue from education projects and cemetery development businesses for the year, and is analysed as follows:

	<b>THE GROUP</b>	
	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000
Development, sale, rental and management of properties	<b>77,040</b>	21,128
Education projects	<b>6,472</b>	10,658
Cemetery development (note)	<b>926</b>	494
Others	<b>6,783</b>	3,032
	<b>91,221</b>	35,312

Note: The subsidiary of the Group, 深圳市西麗報恩福地墓園有限公司 Shenzhen Xili Baoen Fu Di Cemetery Company Limited ("Xili Cemetery") operates cemetery business in Shenzhen of Guangdong Province, the PRC. The land on which the business is situated is a leasehold land with a medium lease terms expiry until 10th May 2048. Xili Cemetery develops tomb sets and niches for cremation urns on the land and conveys to the lessees for the period as same as the lease terms of the land. The rental income is wholly received from the lessees when the legally binding contract is signed. Such rental income is recognised on a straight-line basis in the income statement over the relevant lease terms. The rental income received but not yet recognised to consolidated balance sheet is classified as deferred income in the balance sheet.

**8. SEGMENT INFORMATION****Business Segments**

For management purposes, the Group is currently organised into three (2004: three) operating divisions: property development, education projects and cemetery development. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

Property development	–	development, sale, rental and management of properties
Education projects	–	leasing of campus and equipment, investment and management of education projects
Cemetery development	–	development and lease of tomb sets and niches for cremation urns

There was no significant business and other transactions between the segments for both years.

## Notes to the Consolidated Financial Statements

**8. SEGMENT INFORMATION** *(Continued)***Business Segments** *(Continued)*

Segment information about these businesses is presented below:

**(a) For the year ended 31st December 2005/as at 31st December 2005:**

	Property development RMB'000	Education projects RMB'000	Cemetery development RMB'000	Other business RMB'000	Total RMB'000
<b>Consolidated Income Statement</b>					
Turnover	77,040	6,472	926	6,783	91,221
Segment results	(301,109)	(307,451)	(35,047)	(5,190)	(648,797)
Interest income					245
Unallocated corporate expenses					(597,055)
Finance costs					(42,995)
Loss before taxation					(1,288,602)
Taxation					39,090
Loss for the year					(1,249,512)
<b>Consolidated Balance Sheet</b>					
Segment assets	586,538	423,703	82,912	3,349	1,096,502
Amount due from parent company					268,194
Unallocated corporate assets					217,466
Total assets					1,582,162
Segment liabilities	223,785	96,403	75,416	2,630	398,234
Unallocated corporate liabilities					713,628
Total liabilities					1,111,862

**8. SEGMENT INFORMATION** *(Continued)***Business Segments** *(Continued)***(a) For the year ended 31st December 2005/as at 31st December 2005:** *(Continued)*

	Property development RMB'000	Education projects RMB'000	Cemetery development RMB'000	Other business RMB'000	Total RMB'000
<b>Other Information</b>					
Additions to property and equipment, and investment properties					
– segment	48	8,924	630	–	9,602
– corporate					–
Depreciation and amortisation					
– segment	2,247	19,873	3,149	11	25,280
– corporate					2,537
(Profit) loss on disposal of property and equipment, and investment properties					
– segment	(107)	100,074	–	–	99,967
– corporate					34
Impairment loss					
– segment	–	–	114,429	–	114,429
– corporate					–
Allowances for bad and doubtful debts					
– segment	110,968	12,888	124	13,556	137,536
– corporate					95,518

**8. SEGMENT INFORMATION** *(Continued)***Business Segments** *(Continued)***(b) For the year ended 31st December 2004/as at 31st December 2004:**

	<b>Property development</b>	<b>Education projects</b>	<b>Cemetery development</b>	<b>Other business</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>Consolidation Income Statement</b>					
Turnover	21,128	10,658	494	3,032	35,312
Segment results	(76,040)	(14,148)	(38,546)	(4,061)	(132,795)
Interests income					5,160
Unallocated corporate expenses					(53,033)
Finance costs					(40,471)
Share of results of jointly controlled entity					17,487
Profit on disposal of a jointly controlled entity					2,821
Loss before taxation					(200,831)
Taxation					785
Loss for the year					(200,046)
<b>Consolidated Balance Sheet</b>					
Segment assets	831,652	1,036,505	626,883	21,289	2,516,329
Unallocated corporate assets					507,733
Total assets					3,024,062
Segment liabilities	268,129	267,636	51,285	9,927	596,977
Unallocated corporate liabilities					707,273
Total liabilities					1,304,250



## Notes to the Consolidated Financial Statements

**8. SEGMENT INFORMATION** (Continued)**Business Segments** (Continued)

(b) For the year ended 31st December 2004/as at 31st December 2004: (Continued)

	Property development	Education projects	Cemetery development	Other business	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>Other Information</b>					
Additions to property and equipment, and investment properties					
– segment	75,971	261,895	7,790	42	345,698
– corporate					551
Depreciation and amortisation					
– segment	2,859	14,471	30,371	425	48,126
– corporate					1,804
Loss on disposal of properties and equipment, and investment properties					
– segment	98	48	–	1,094	1,240
– corporate					219
Impairment loss					
– segment	58,913	–	–	–	58,913
– corporate					–
Allowances (reversal) for bad and doubtful debts					
– segment	372	8	127	(114)	393
– corporate					3,243

For the year ended 31st December 2005 and 2004, all of the Group's businesses were taken place in the PRC. All of the Group's turnover and operating results were originated in the PRC. In addition, all of the Group's assets were located in the PRC, accordingly no geographical segment information is presented.

**9. FINANCE COSTS**

	<b>THE GROUP</b>	
	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000
Interest on bank borrowings wholly repayable within five years	<b>44,520</b>	44,032
Less: amount capitalized in construction in progress	<b>(1,525)</b>	(3,561)
	<b>42,995</b>	40,471

The borrowing costs capitalized for the year was calculated by applying a capitalisation rate of 6.138% (2004: 5.31%) per annum on bank loans borrowed and used for the construction in progress for education projects.

## Notes to the Consolidated Financial Statements

**10. LOSS BEFORE TAXATION**

	<b>THE GROUP</b>	
	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000
Loss before taxation is arrived at after charging:		
Directors', Supervisors' and Senior Managements' remuneration (Note 11)	<b>1,213</b>	1,899
Staff salaries, allowances and bonuses	<b>9,269</b>	11,573
Contributions to retirement and other benefits schemes	<b>1,960</b>	2,091
	<b>12,442</b>	15,563
Inventory cost recognised as expense	<b>5,899</b>	2,835
Auditor's remuneration	<b>1,260</b>	900
Depreciation of property and equipment	<b>13,322</b>	7,008
Depreciation of investment properties	<b>11,931</b>	8,149
Amortisation for prepaid lease payment for land use right	<b>2,564</b>	2,564
Amortisation for goodwill	-	32,209
Share of taxation of a jointly controlled entity	-	3,801
Minimum lease payments made in respect of rented premises	<b>670</b>	615

**11. DIRECTORS', SUPERVISORS' AND SENIOR MANagements' REMUNERATION****(a) Directors' and Supervisors' Remuneration**

The remuneration paid or payable to directors and supervisors were as follows:

	<b>THE GROUP</b>	
	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000
Fees:		
Executive Directors	<b>178</b>	180
Non-executive Directors	<b>89</b>	120
Independent non-executive Directors	<b>90</b>	60
Supervisors	<b>61</b>	87
	<b>418</b>	447
Other remunerations:		
Salary allowances and benefits in kind	<b>795</b>	1,410
Contributions to retirement benefits schemes	-	42
	<b>795</b>	1,452
	<b>1,213</b>	1,899

## 11. DIRECTORS', SUPERVISORS' AND SENIOR MANagements' REMUNERATION

(Continued)

### (a) Directors' and Supervisors' Remuneration (Continued)

The remuneration of each of the Directors and supervisors were disclosed as below:

For the year ended 31st December 2005

Name	Fees RMB'000	Other remunerations		Total remuneration RMB'000	Note
		Salary allowances and benefits in kind RMB'000	Contributions to retirement benefits schemes RMB'000		
<b>Executive Directors:</b>					
Xu Er Hui	30	-	-	30	Resigned on 5th May 2007
Wang Se	30	190	-	220	Resigned on 5th May 2007
An Mu Zong	2	-	-	2	Appointed on 28th November 2005
Liu Chang Lin	2	-	-	2	Appointed on 28th November 2005 and resigned on 1st March 2007
Wang Zai Xing	2	-	-	2	Appointed on 28th November 2005
Zhang Jian Bo	28	33	-	61	Retired on 28th November 2005
Zhang Ying Jian	28	184	-	212	Retired on 28th November 2005
Geng Jian Wei	28	124	-	152	Retired on 28th November 2005
Chen Shu Xin	28	-	-	28	Retired on 28th November 2005
	<b>178</b>	<b>531</b>	<b>-</b>	<b>709</b>	
<b>Non-executive Directors:</b>					
Dr. Michel P. Detay	30	-	-	30	Resigned on 22nd January 2007
Deng Yan Bin	2	-	-	2	Appointed on 28th November 2005
Lin Dong Hui	2	-	-	2	Appointed on 28th November 2005
Wang Hui	2	67	-	69	Appointed on 28th November 2005
Chan Kam Ling	10	-	-	10	Retired on 28th November 2005
Lin Wen Bin	5	-	-	5	Retired on 28th November 2005
Zhang Wan Zhong	28	-	-	28	Retired on 28th November 2005
Shi Jian Ming	10	-	-	10	Appointed on 28th November 2005, passed away in January 2007
	<b>89</b>	<b>67</b>	<b>-</b>	<b>136</b>	

**11. DIRECTORS', SUPERVISORS' AND SENIOR MANagements' REMUNERATION***(Continued)***(a) Directors' and Supervisors' Remuneration** *(Continued)***For the year ended 31st December 2005** *(Continued)*

Name	Fees RMB'000	Other remunerations		Total remuneration RMB'000	Note
		Salary allowances and benefits in kind RMB'000	Contributions to retirement benefits schemes RMB'000		
<b>Independent Non-executive</b>					
<b>Director:</b>					
Choy Shu Kwan	30	-	-	30	Resigned on 8th June 2007
Cui Yan	30	-	-	30	Resigned on 1st February 2007
Cai Lian Jun	2	-	-	2	Appointed on 28th November 2005
Cheng Wei	28	-	-	28	
	<b>90</b>	<b>-</b>	<b>-</b>	<b>90</b>	
<b>Supervisors:</b>					
Yang Zhi An	15	-	-	15	Resigned on 6th March 2007
Wang Xing Ye	1	-	-	1	Appointed on 28th November 2005
Wan Li Na	1	42	-	43	Appointed on 28th November 2005 and resigned on 3rd December 2006
Wang Hong Yu	2	-	-	2	Retired on 28th November 2005
Lin Dong Hui	14	62	-	76	Retired on 28th November 2005
Li Shu Lian	14	47	-	61	Retired on 28th November 2005
Zhao Xue Zhi	14	46	-	60	Retired on 28th November 2005
	<b>61</b>	<b>197</b>	<b>-</b>	<b>258</b>	
Total in 2005	<b>418</b>	<b>795</b>	<b>-</b>	<b>1,213</b>	

**11. DIRECTORS', SUPERVISORS' AND SENIOR MANagements' REMUNERATION***(Continued)***(a) Directors' and Supervisors' Remuneration** *(Continued)***For the year ended 31st December 2004**

Name	Other remunerations			Total remuneration	Note
	Fees	Salary allowances and benefits in kind	Contributions to retirement benefits schemes		
	RMB'000	RMB'000	RMB'000	RMB'000	
<b>Executive Directors:</b>					
Xu Er Hui	30	–	–	30	
Zhang Jian Bo	30	395	–	425	
Zhang Ying Jian	30	298	7	335	
Wang Se	30	250	7	287	
Geng Jian Wei	30	250	7	287	
Chen Shu Xin	30	–	–	30	
	180	1,193	21	1,394	
<b>Non-executive Directors:</b>					
Chan Kam Ling	30	–	–	30	
Lin Wen Bin	30	–	–	30	
Zhang Wan Zhong	30	–	–	30	
Dr. Michel P. Detay	30	–	–	30	
	120	–	–	120	

**11. DIRECTORS', SUPERVISORS' AND SENIOR MANAGERMENTS' REMUNERATION***(Continued)***(a) Directors' and Supervisors' Remuneration** *(Continued)***For the year ended 31st December 2004** *(Continued)*

Name	Fees RMB'000	Other remunerations		Total remuneration RMB'000	Note
		Salary Contributions to allowances and benefits in kind RMB'000	retirement benefits schemes RMB'000		
<b>Independent Non-executive</b>					
<b>Director:</b>					
Choy Shu Kwan	30	–	–	30	
Cheng Wei	30	–	–	30	
Cui Yan	–	–	–	–	
	60	–	–	60	
<b>Supervisors:</b>					
Wang Hong Yu	15	–	–	15	
Lin Dong Hui	15	79	7	101	
Li Shu Lian	15	80	7	102	
Zhao Xue Zhi	15	58	7	80	
Gao Jing Juan	12	–	–	12	
Yang Zhi An	15	–	–	15	
	87	217	21	325	
Total in 2004	447	1,410	42	1,899	

No directors and supervisors waived or agreed to waive any remunerations for the years ended 31st December 2005 and 2004. No remuneration has been paid by the Group to the directors or supervisors as an inducement to join the Group or as compensation for loss of office.

**(b) Senior Managements' Remuneration**

For each of the two years ended 31st December 2005 and 2004, all of the five highest paid individuals of the Group were directors and their remuneration had been include in above. The emoluments of each of the directors and supervisors who received emoluments were below RMB1,060,000 (equivalent to HK\$1,000,000).

## Notes to the Consolidated Financial Statements

**12. RETIREMENT BENEFITS SCHEMES**

The employees of the Group are members of state-managed retirement benefits schemes operated by the PRC Government. The Group is required to contribute at a certain percentage on the total compensation paid to the Group's employees for the year to fund the retirement benefits. The rate of contributions for the current year is 25.5% (2004: 25.5%). The only obligation of the Group with respect to the retirement benefits schemes is to make such specified contributions.

**13. TAXATION**

	<b>THE GROUP</b>	
	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000
The taxation comprises of:		
The Company and subsidiaries		
– PRC enterprise income tax	–	–
– Deferred taxation (Note 39)	<b>39,090</b>	785
	<b>39,090</b>	785

No provision for Hong Kong profits tax has been made as the Group's income neither arises in, nor is derived from Hong Kong for each of the two years ended 31st December 2005 and 2004.

The taxation rates applicable to the Group in the PRC is 15% – 33% (2004: 15% – 33%).

During the 5th Session of the 10th National People's Congress, which was concluded on 16th March 2007, the PRC Corporate Income Tax Law (the "New Corporate Income Tax Law") was approved and has become effective on 1st January 2008. The New Corporate Income Tax Law introduces a wide range of changes which include, but are not limited to, the unification of the income tax rate for domestic-invested and foreign-invested enterprises at 25%. The income tax rate adopted by the Company and its subsidiaries has been changed from 15% – 33% to 15% – 25% with effect from 1st January 2008.

The taxation for the year can be reconciled to the loss per the consolidated income statement as follows:

	<b>THE GROUP</b>	
	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000
Loss before taxation	<b>(1,288,602)</b>	(200,831)
Income tax at the applicable tax rates	<b>(413,485)</b>	(74,276)
Tax effect of expenses not deductible for tax purpose	<b>205,097</b>	29,349
Tax effect of unrecognized tax losses	<b>169,298</b>	44,142
Tax credit for the year	<b>(39,090)</b>	(785)

## Notes to the Consolidated Financial Statements

**14. DIVIDENDS**

No dividend was paid or proposed during the year ended 31st December 2005, nor has any dividend been proposed since the balance sheet date (2004: Nil).

**15. LOSS PER SHARE**

The calculation of loss per share for the year is based on the loss attributable to shareholders of the Company for the year of RMB1,229,130,000 (2004: RMB197,559,000) and the number of 1,020,400,000 shares (2004: 1,020,400,000 shares) in issue during the year.

No diluted Loss per share are presented as the Company has no dilutive potential shares outstanding in both years.

**16. PROPERTY AND EQUIPMENT**

	Buildings	Leasehold improvement	Furniture, Fixtures and office equipment	Motor vehicles	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
<b>THE GROUP</b>						
<b>Cost</b>						
At 1st January 2004, as originally stated	303,123	5,962	15,568	10,022	220,653	555,328
Reclassified to investment properties	(303,123)	–	–	–	–	(303,123)
Reclassified to prepaid lease payments on land use rights	–	–	–	–	(100,000)	(100,000)
At 1st January 2004, as restated	–	5,962	15,568	10,022	120,653	152,205
Transferred from acquisition of subsidiaries	–	–	1,147	–	18,670	19,817
Transferred from construction in progress	37,115	–	2,655	–	(39,770)	–
Transferred to investment properties	–	–	–	–	(4,319)	(4,319)
Additions	14,066	–	3,011	1,184	211,706	229,967
Disposals/write-off	–	–	(544)	(2,603)	(905)	(4,052)
At 31st December 2004, as restated	51,181	5,962	21,837	8,603	306,035	393,618
Transferred from construction in progress	207,669	–	–	–	(207,669)	–
Additions	6,840	–	314	49	2,655	9,858
Disposals/write-off	–	–	(3)	(3,278)	(100,025)	(103,306)
At 31st December 2005	265,690	5,962	22,148	5,374	996	300,170



## Notes to the Consolidated Financial Statements

**16. PROPERTY AND EQUIPMENT** (Continued)

	Buildings RMB'000	Leasehold improvement RMB'000	Furniture, fixtures and office equipment RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
<b>Accumulated depreciation</b>						
At 1st January 2004, as originally stated	1,849	2,186	1,951	2,099	–	8,085
Reclassified to investment properties	(1,849)	–	–	–	–	(1,849)
At 1st January 2004, as restated	–	2,186	1,951	2,099	–	6,236
Transferred from acquisition of subsidiaries	–	–	404	–	–	404
Provided for the year	1,192	1,192	3,806	818	–	7,008
Eliminated on disposals/write off	–	–	(201)	(603)	–	(804)
At 31st December 2004, as restated	1,192	3,378	5,960	2,314	–	12,844
Provided for the year	6,999	1,192	3,878	1,253	–	13,322
Eliminated on disposals/write off	–	–	(2)	(1,286)	–	(1,288)
At 31st December 2005	8,191	4,570	9,836	2,281	–	24,878
<b>Impairment Loss</b>						
At 1st January 2004 and 1st January 2005	–	–	–	–	–	–
Provided for the year	114,429	–	–	–	–	114,429
At 31st December 2005	114,429	–	–	–	–	114,429
<b>Net book value</b>						
At 31st December 2005	143,070	1,392	12,312	3,093	996	160,863
At 31st December 2004, as restated	49,989	2,584	15,877	6,289	306,035	380,774

## Notes to the Consolidated Financial Statements

**16. PROPERTY AND EQUIPMENT** (Continued)

	Leasehold improvements RMB'000	Furniture, fixtures and office equipment RMB'000	Motor vehicles RMB'000	Total RMB'000
<b>THE COMPANY</b>				
<b>Cost</b>				
At 1st January 2004	5,962	1,650	3,886	11,498
Additions	–	104	447	551
Disposals	–	(51)	(1,325)	(1,376)
At 31st December 2004	5,962	1,703	3,008	10,673
Additions	–	256	–	256
Disposals	–	–	(1,638)	(1,638)
At 31st December 2005	5,962	1,959	1,370	9,291
<b>Accumulated depreciation</b>				
At 1st January 2004	2,186	703	1,229	4,118
Provided for the year	1,192	269	343	1,804
Eliminated on disposals	–	(15)	(389)	(404)
At 31st December 2004	3,378	957	1,183	5,518
Provided for the year	1,192	490	156	1,838
Eliminated on disposals	–	–	(670)	(670)
At 31st December 2005	4,570	1,447	669	6,686
<b>Net book values</b>				
At 31st December 2005	1,392	512	701	2,605
At 31st December 2004	2,584	746	1,825	5,155

- (a) The depreciation of the property and equipment is provided for based on the estimated useful lives and residual value, using the straight-line method and the following annual discount rates:
- |   |         |
|---|---------|
| Buildings                               | 2 – 10% |
| Leasehold improvement                   | 20%     |
| Furniture, fixture and office equipment | 8 – 16% |
| Motor Vehicles                          | 8 – 16% |
- (b) As at the balance sheet date, all of the Group's buildings were located in the PRC. The land on which the Group's buildings were erected had been granted lease periods ranging from 25 to 50 years.
- (c) Included in construction in progress of the Group was a piece of land located in Shanghai, for education project purpose. The land was acquired by the Group at its existing appraisal value through the acquisition of a subsidiary in 2003. At the time of acquisition, the Group had obtained the construction land planning permit which was issued by Shanghai Planning Bureau of Qingpu District and began to plan the education project. The Group was informed that the land was recovered by the PRC Government in 2005 due to failure to develop the land in the term. Accordingly, the land (the amount involved in it was RMB 97,396,000) was derecognised during the year.
- (d) As at 31st December 2005, the Group failed to obtain the Real Estate Title Certificates of the building, and the book value was approximately RMB143,057,000 (2004: RMB49,989,000). The management does not believe the value of the buildings will be impaired for being lack of the Real Estate Title Certificates.

**17. INVESTMENT PROPERTIES**

	<b>THE GROUP</b>
	RMB'000
<b>Cost</b>	
At 1st January 2004, as originally stated	–
Reclassified from property and equipment on application of HKAS 40	303,123
At 1st January 2004, as restated	303,123
Transferred from acquisition of subsidiaries	43,270
Transferred from construction in progress	4,319
Additions	116,282
At 31st December 2004 and 1st January 2005	466,994
<b>Accumulated depreciation</b>	
At 1st January 2004, as originally stated	–
Reclassified from property and equipment on application of HKAS 40	1,849
At 1st January 2004, as restated	1,849
Transferred from acquisition of subsidiaries	842
Provided for the year	8,149
At 31st December 2004, as restated	10,840
Provided for the year	11,931
At 31st December 2005	22,771
<b>Impairment losses</b>	
At 1st January 2004 and 1st January 2005	–
Provided for the year	53,293
At 31st December 2005	53,293
<b>Net book value</b>	
At 31st December 2005	390,930
At 31st December 2004, as restated	456,154

Investment properties represent land and buildings located in the PRC under medium terms and held for leasing.

## Notes to the Consolidated Financial Statements

**17. INVESTMENT PROPERTIES** (Continued)

At the balance sheet date, investment properties classified by their nature were as follows:

	THE GROUP	
	2005 RMB'000	2004 RMB'000
Properties	<b>66,272</b>	73,875
Campus	<b>270,004</b>	326,415
Cemetery (Note 17(a))	<b>54,654</b>	55,864
	<b>390,930</b>	456,154

The investment properties were valued by an independent professional valuer, Dudley Surveyors Limited, on 31st December 2005 based on open market basis. The management recognised assets impairment losses of RMB53,293,000 in the consolidated income statement based on the lower of their book value and net realizable value.

The fair value of investment properties at 31st December 2005 was RMB512,887,000.

- (a) The investment property represents the land and building which was using for cemetery business carried out by the Group's subsidiary, Xili Cemetery. The land was acquired and paid by the Group's another subsidiary, Shenzhen Jingmei Industrial Development Company Limited ("Jingmei Industrial"). The land cost was reimbursed by Xili Cemetery to Jingmei Industrial sequentially.

As at 31st December 2005, the Court sequestered the book value of the investment property amounting to RMB54,654,000 (2004: RMB55,864,000).

The investment property was transferred upon the disposal of Shenzhen Jingmei in 2007 (Note 45(g)).

**18. PREPAID LEASE PAYMENTS ON LAND USE RIGHTS**

	THE GROUP	
	2005 RMB'000	2004 RMB'000
Prepaid lease payments on land use rights of leasehold land in the PRC held under medium terms	<b>94,444</b>	97,008
Analysed for reporting purposes as:		
Non-current assets	<b>91,880</b>	94,444
Current assets	<b>2,564</b>	2,564
	<b>94,444</b>	97,008

Above amount was the prepaid lease payment for a piece of land located in Shenyang PRC used for education project purpose. In respect of a portion of the land with book value of RMB76,624,000, the land use right certificate hasn't been obtained as at the balance sheet date.

All of the prepaid lease payments for the land use right were transferred upon the disposal of Shenyang Development Beida Education Science Park Company Limited in 2008.

## Notes to the Consolidated Financial Statements

**19. INVESTMENTS IN SUBSIDIARIES**

	<b>THE COMPANY</b>	
	<b>2005</b> <b>RMB'000</b>	2004 RMB'000
Unlisted investments, at cost less accumulated impairment losses	<b>626,646</b>	1,228,019

Particulars of the Company's subsidiaries, as at 31st December 2005 are as follows:

<b>Name of subsidiary</b>	<b>Paid-up registered capital</b> RMB'000	<b>Percentage of effective equity interests held by the Company</b>		<b>Principal activities</b>
		<b>Directly</b>	<b>Indirectly</b>	
瀋陽發展房產開發有限公司 Shenyang Development Real Estate Company Limited	250,000	99.86%	–	Development and sale of properties
瀋陽江勝金融大廈管理有限公司 Shenyang Pollon Finance Building Management Company Limited ("Building Management Company")	50,000	92.5%	7.5%	Development and sale of properties
北京地業房地產開發有限公司 Beijing Diye Real Estate Development Company Limited ("Beijing Diye")	30,000	–	100%	Development and sale of properties
瀋陽發展物業管理有限公司 Shenyang Development Property Management Company Limited	500	1%	99%	Provision of property management services
瀋陽發展北大教育科學園有限公司 Shenyang Development Beida Education Science Park Company Limited	50,000	30%	70%	Development and sale of properties, investment and management of education projects
上海北大青鳥教育投資有限公司 Shanghai Beida Jade Bird Education Investment Company Limited	100,000	80%	20%	Investment and management of education projects
珠海北大教育科學園有限公司 Zhuhai Beida Education Science Park Company Limited	20,000	70%	–	Investment and management of education projects
瀋陽北大青鳥學校 Shenyang Beida Jade Bird School ("Shenyang School")	–	–	100%	Operation of school

## Notes to the Consolidated Financial Statements

**19. INVESTMENTS IN SUBSIDIARIES** (Continued)

Name of subsidiary	Paid-up registered capital RMB'000	Percentage of effective equity interests held by the Company		Principal activities
		Directly	Indirectly	
瀋陽北大青鳥外國語培訓學校 Shenyang Beida Jade Bird Foreign Language Training School ("Shenyang Training School")	30	–	100%	Operation of school
瀋陽北大青鳥商用信息系統有限公司 Shenyang Beida Jade Bird Business Information System Company Limited	10,000	–	90%	Development of business information system and provision of consultation services
景梅實業 Jingmei Industrial	10,000	95%	–	Investment holding and management of cemetery business
西麗墓園 Xili Cemetery business	5,000	–	70%	Operation of cemetery
深圳市盛景投資發展有限公司 (Shenzhen Grand Scene Investment Development Company Limited) ("Shenzhen Grand Scene")	50,000	50%	50%	Not yet commence business

19(a) Apart from Shenyang School and Shenyang Training School which are unincorporated entities in the PRC, all the Group's subsidiaries are companies with limited liabilities established in the PRC. All the subsidiaries are operating in the PRC.

19(b) In May 2004, the Group established Shenyang School.

19(c) In June 2004, the Group invested RMB30,000 to establish Shenyang Training School.

19(d) In 2003, the Company entered into an agreement to acquire 95% equity interests in Jingmei Industrial and its subsidiary, Xili Cemetery at a consideration of RMB570,000,000. With effect from 1st January 2004, the Company obtained the control over Jingmei Industrial and Xili Cemetery and they became the subsidiaries of the Group.

19(e) In May 2004, the Group invested RMB50,000,000 to establish Shenzhen Grand Scene.

19(f) During the year, one of the Group's subsidiary, 瀋陽發展旅遊開發有限公司 Shenyang Development Tourism Industrial Company Limited ("Shenyang Tourism") was undergone deregistration.

## Notes to the Consolidated Financial Statements

**20. GOODWILL**

	<b>THE GROUP</b>
	RMB'000
<b>Cost</b>	
At 1st January 2004	65,215
Arising from acquisition of subsidiaries	578,943
At 31st December 2004 and 1st January 2005	644,158
Elimination of accumulated amortization upon the application of HKFRS 3	(34,786)
At 31st December 2005	609,372
<b>Accumulated amortisation</b>	
At 1st January 2004	2,577
Amortised for the year	32,209
At 31st December 2004 and 1st January 2005	34,786
Eliminated of accumulated amortization upon the application of HKFRS 3	(34,786)
At 31st December 2005	-
<b>Impairment losses</b>	
At 1st January 2004, 31st December 2004 and 1st January 2005	-
Impairment loss recognized for the year	609,372
At 31st December 2005	609,372
<b>Net book value</b>	
At 31st December 2005	-
At 31st December 2004	609,372

Until 31st December 2004, goodwill had been amortized on a straight-line basis over its estimated useful life of 20 years.

Book value of the goodwill acquired through acquisitions has been allocated to the relevant business units of the following individual business operations of the Group for impairment testing:

	<b>2005</b>	2004
	RMB'000	RMB'000
Property development (a)	-	6,420
Education projects (b)	-	49,402
Cemetery development (c)	-	549,996
Others (d)	-	3,554
	-	609,372

## Notes to the Consolidated Financial Statements

**20. GOODWILL** *(Continued)*

- (a) The recoverable amount of the business unit of the property development has been determined by reference to the realizable value assessed by an independent professional valuer, Dudley Surveyors Limited. The valuation was based on the open market basis.
- (b) As disclosed in note 16, the Group was informed that the development rights of the land of the Group situated at Shanghai, which was intended to be used for education project, was repossessed by the local government. Accordingly, the management revised the forecast cash flow and recognized impairment loss of RMB28,163,000.

The recoverable amount of the cash generating unit of other education project has been determined by reference to the realizable value assessed by an independent professional valuer, Dudley Surveyors Limited. The valuation was based on the open market basis. Accordingly, impairment loss of RMB21,239,000 was recognized.

- (c) The cemetery development business was ordered to be auctioned by the Court to settle the external debts of the Group, so after considering proceeds from the auction, the management recognized full impairment loss of RMB549,996,000.
- (d) The recoverable amount of the relevant business unit of the other business has been determined by realizable value assessed by the management based on the existing market condition of the business.

**21. AVAILABLE-FOR-SALE FINANCIAL ASSETS**

	THE GROUP		THE COMPANY	
	2005 RMB'000	2004 RMB'000	2005 RMB'000	2004 RMB'000
Unlisted equity securities, at cost	20,000	–	–	–

The amount represents investment in Tsinghua Unisplendour Hi-Tech Venture Capital, Inc. ("Tsinghua Unisplendour"). The Group had 8% (2004: 8%) equity interests in Tsinghua Unisplendour. Tsinghua Unisplendour is an unlisted company established in the PRC and is engaged in investment in technology projects. The above investment is an unlisted equity securities issued by private companies. They are measured at cost less impairment at each balance sheet date because the range of reasonable fair value estimate is so significant that the directors of the Group are of the opinion that their fair values cannot be measured reliably.

**22. INVESTMENT SECURITIES**

	THE GROUP		THE COMPANY	
	2005 RMB'000	2004 RMB'000	2005 RMB'000	2004 RMB'000
Unlisted equity securities, at cost	–	20,000	–	20,000

Upon the application of HKAS 39 on 1st January 2005, the investment securities was reclassified as available-for-sale financial assets (note 21).



**23. PROPERTIES HELD FOR SALE**

	THE GROUP	
	2005 RMB'000	2004 RMB'000
Properties under development		
At cost	<b>136,295</b>	378,465
Less: Impairment loss	-	(58,913)
At net realizable value	<b>136,295</b>	319,552
Completed properties		
At cost	<b>216,061</b>	2,311
Less: Impairment loss	<b>(85,588)</b>	-
At net realizable value	<b>130,473</b>	2,311
	<b>266,768</b>	321,863

- (a) The Group's properties held for sale were all located in PRC and under medium-term leases (lease periods of 20 years or more but less than 50 years).
- (b) Included in properties under development was development cost of a property development project in Beijing of RMB136,295,000 (2004: RMB131,230,000). The development right for the land was acquired from the Municipal Government of Chaoyang District of Beijing in previous years. Subsequent to the balance sheet date, the Group further paid the development cost of RMB268,150,000 to RMB404,445,000.

Relevant land policies in the PRC have been revised in recent years, so the land use right of the land must be obtained through open bidding procedures. Having not obtained the land use right of the land, the Group must participate in the open bidding no matter whether the Group plans to continue developing or transfer the land. The Group has registered in the bidding for the use right of the land. Pursuant to the opinion of the Group's lawyer, if the highest price in the bidding is offered by the Group, the Group will obtain the land use right after paying the land premium. On the other hand, if the land is obtained by others, the Group can recover the paid land development costs, related expenses and a certain proportion of the profits in accordance with relevant regulations. The amount the Group can recover depends on the price of bidding and the final cost confirmed by relevant authorities.

- (c) Included in the completed properties was a project of "Jinmao Tower" located in Shenyang, the PRC with the book value of RMB77,113,000 (2004: Nil). The properties have been started to pre-sales in 2003. Due to the delay in the construction, the properties were unable to hand-over to the customers on schedule. Consequently, some of the customers demanded for refund of deposits paid.

During the year, some customers have occupied the units they purchased. But since the Group hasn't completed the procedures of building ownership certificate for purchasers as of the approving date of the financial statements, the sales amount of RMB32,152,000 (2004: RMB40,535,000) received was not recognized as income but stated as receipts in advance under current liabilities (note 34).

By reference to the realized proceed of the units not pre-sold after the balance sheet date and the realizable current value assessed based on open market value by an independent valuer, Dudley Surveyors Limited, the management further made provision for impairment loss of RMB35,355,000. As at 31st December 2005, the Group made provision for impairment loss in respect of the project amounting to RMB71,552,000 in aggregate.

## Notes to the Consolidated Financial Statements

**23. PROPERTIES HELD FOR SALE** (Continued)

- (d) Included in the completed properties was a project of Water Flower located in Shenyang, the PRC with the book value of RMB53,360,000 (2004: RMB2,311,000). The properties have been started to pre-sales in 2003. Up to 31st December 2005, all the units were subscribed. Due to the delay in the construction, the properties were unable to hand-over to the customers on schedule. Consequently, some of the customers demanded for refund of deposits paid.

During the year, some customers have occupied the units they purchased. But since the Group hasn't completed the procedures of building ownership certificate for purchasers as of the approving date of the financial statements, the sales amount of RMB45,424,000 (2004: RMB109,833,000) received was not recognized as income but stated as receipts in advance under current liabilities (Note 34).

**24. INVENTORIES**

	<b>THE GROUP</b>	
	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000
Consumables and spare parts, at cost	<b>361</b>	2,099

**25. ACCOUNTS RECEIVABLE**

The sale was recognized by the Group on accrual basis. The Group allows an average credit period of 30 days to the customers and the management will examine the credit period on a regular basis.

An aged analysis of accounts receivable at the balance sheet date is set out as follows:

	<b>THE GROUP</b>	
	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000
0 – 30 days	<b>551</b>	3,651
31 – 60 days	<b>228</b>	–
61 – 365 days	<b>1,134</b>	7,194
1 – 2 years	<b>10,161</b>	836
Over 2 years	<b>1,133</b>	1,407
	<b>13,207</b>	13,088
Allowances for bad and doubtful debts	<b>(12,533)</b>	(623)
Net amount of accounts receivable	<b>674</b>	12,465

The management considered the book value of the accounts receivable approximates to their fair value.

**26. AMOUNT DUE FROM A FORMER CUSTOMER**

	THE GROUP		THE COMPANY	
	2005 RMB'000	2004 RMB'000	2005 RMB'000	2004 RMB'000
Shenyang Water General Corporation ("SWG")	<b>96,656</b>	97,056	<b>96,656</b>	97,056
Less: impairment loss	<b>(96,656)</b>	–	<b>(96,656)</b>	–
	–	97,056	–	97,056

SWG was a sole customer of water and was a subsidiary of SPU when the Group was engaged in production and sale of urban purified water business before July 2002. The amount due from SWG was the remaining balance of the purchase of water. According to the agreement entered with SWG, the amount is required to be settled fully by the end of 2005. However, up to the date of approval of these financial statements, SWG settled RMB400,000 only. The Directors consider that the aforesaid debts should rarely be recovered in full, therefore, an full amount bad debt provision was made in respect of the balance.

The amount is unsecured and interest free.

The directors considered the book value of the amount due from a former customer approximates to its fair value.

**27. AMOUNT DUE FROM PARENT COMPANY**

	THE GROUP		THE COMPANY	
	2005 RMB'000	2004 RMB'000	2005 RMB'000	2004 RMB'000
SPU	<b>268,194</b>	–	<b>330,373</b>	–

Maximum amounts outstanding during the year are RMB268,194,000 and RMB330,373,000 for the Group and the Company respectively.

The amount is unsecured, non-interest bearing and repayable on demand.

The directors considered the book value of the amount due from parent company approximates to its fair value.

## Notes to the Consolidated Financial Statements

**28. PREPAYMENTS**

	<b>THE GROUP</b>	
	<b>2005</b> RMB'000	2004 RMB'000
Prepayments for purchase of land (Note)	<b>100,000</b>	100,000
Other prepayments	<b>2,561</b>	8,250
	<b>102,561</b>	108,250

Note: In December 2003, the Group acquired the land use rights of a parcel of land (the "Land") from the Planning and National Land Resources Bureau of Shenyang (the "Shenyang Land Bureau") by way of auction at a consideration of approximately RMB366,000,000. The Land was acquired originally for development purposes. It is located in Shenyang, the PRC, with a site area of approximately 203,000 square meters. A deposit of RMB100,000,000 was paid by the Group.

According to the auction confirmation signed between Shenyang Land Bureau and the Group, the Group should pay further deposit of RMB200,000,000 by 28th February 2004 and pay the remaining balance when the land use rights of the Land was handed-over to the Group which was scheduled on or before 1st May 2004.

The directors confirm that such transfer of land use rights to the Group shall take place upon fulfillment of certain conditions, including demolition of structures currently erected on the Land by the Shenyang Land Bureau and settlement of the outstanding balance of the purchase consideration by the Group. Up to the date of approval of this report, the demolition of the structures currently erected on the Land had not been completed. Shenyang Land Bureau had not requested the Group to make further payment and no demand had been made to the Group.

The Group decided to terminate these property development projects in 2004, and dispose of the land together with the subsidiaries (Note 33) which were established to be engaged in the relevant projects. The transfer procedures of the land and subsidiaries were completed in 2006.

**29. OTHER RECEIVABLES****THE GROUP AND THE COMPANY**

Other receivables are amounts unsecured, interest free and payable on demand.

The management believes that book value of other receivables approximates to their fair value.

**30. OTHER CURRENT ASSETS**

	<b>THE GROUP</b>		<b>THE COMPANY</b>	
	<b>2005</b> RMB'000	2004 RMB'000	<b>2005</b> RMB'000	2004 RMB'000
Shares of non-listed companies in PRC				
Shenyang Shinning Festival Real Estate Development Company Limited ("Shinning Festival Real Estate")	<b>8,618</b>	8,618	<b>8,000</b>	8,000
Shenyang Jia Yuan Feng Hua Real Estate Development Company Limited ("Jia Yuan Feng Hua")	<b>6,002</b>	6,002	-	-
Shenyang Xiang Hua Real Estate Development Company Limited ("Shenyang Xiang Hua")	<b>5,100</b>	-	-	-
	<b>19,720</b>	14,620	<b>8,000</b>	8,000
Less: payables	<b>(14,000)</b>	(14,000)	<b>(7,000)</b>	(7,000)
	<b>5,720</b>	620	<b>1,000</b>	1,000

## Notes to the Consolidated Financial Statements

**30. OTHER CURRENT ASSETS** (Continued)

They are PRC subsidiaries established by the Group in 2004 for a specific property development project. Due to commercial reasons, the Group decided to terminate the abovesaid project and transferred all equity interests in Shinning Festival Real Estate and Jia Yuan Feng Hua together with the interest in land deposit of the abovesaid project (Note 28) to unrelated parties at an aggregate consideration of RMB135,214,000 in July 2004 and December 2004 respectively. The said transactions are considered to be completed when the land use rights of the land has been transferred. At the date of signing the agreements, the control and management of Shinning Festival Real Estate and Jia Yuan Feng Hua have been transferred to the purchasers. Accordingly, effective from that date, Shinning Festival Real Estate and Jia Yuan Feng Hua were not included in the consolidation of the Group, and their net asset values at that date were stated as other current assets.

At the date of the agreements, the net asset values of Shinning Festival Real Estate and Jia Yuan Feng Hua are as follows:

	RMB'000
Cash and bank deposits	4,444
Other receivables	14,178
Minority interests	(4,002)
	14,620

In 2005 the Group acquired 51% equity interests of Shenyang Xiang Hua at a consideration of RMB5,100,000 as the instrument for advances of land transfer (Note 28) in future. Accordingly, Shenyang Xiang Hua was stated as other current assets in the consolidated financial statements.

Subsequently Shinning Festival Real Estate and the contractual party cancelled the contract and terminated related transactions, so the Group cancelled Shinning Festival Real Estate in 2006. Relevant land transfer was completed in 2006 and the Group would derecognize Jia Yuan Feng Hua and Shenyang Xiang Hua in the consolidated balance sheet at the same time.

**31. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH****THE GROUP AND THE COMPANY**

Pledged bank deposits represent the bank deposits pledged to banks as securities for granting of bank loans and issuance of bills payable.

Deposits are interest-bearing at a fixed interest rate of 0.72%. Pledged bank deposits will be released when related bank borrowing is settled. The management believes that book value of bank deposits approximates to their fair value.

## Notes to the Consolidated Financial Statements

**32. ACCOUNTS PAYABLE**

An age analysis of accounts payable at the balance sheet date is set out as follows:

	<b>THE GROUP</b>	
	<b>2005</b> <b>RMB'000</b>	2004 RMB'000
0 – 90 days	–	7,908
91 – 180 days	–	1,020
181 – 365 days	<b>43,972</b>	1,338
1 – 2 years	<b>10,266</b>	4,099
Over 2 years	<b>4,506</b>	407
	<b>58,744</b>	14,772

The management believes that book value of accounts payable approximates to their fair value.

**33. INVESTMENT COST PAYABLE****THE GROUP AND THE COMPANY**

The amount represents the outstanding balance of investment cost for the acquisitions of Shenzhen Jingmei and Xili Cemetery.

The amount is unpledged, non-interest bearing and payable on demand.

The management believes that book value of investment cost payable approximates to its fair value.

**34. RECEIPTS IN ADVANCE**

	<b>THE GROUP</b>		<b>THE COMPANY</b>	
	<b>2005</b> <b>RMB'000</b>	2004 RMB'000	<b>2005</b> <b>RMB'000</b>	2004 RMB'000
Sales of properties (Note 23(c) and 23(d))	<b>77,577</b>	150,368	–	–
Deposits for leasing of tombs sets and niches	<b>15,274</b>	11,849	–	–
Disposal of equity interests in subsidiaries and deposit of land transfer	<b>135,214</b>	120,214	–	62,386
Others	<b>3,983</b>	3,419	–	–
	<b>232,048</b>	285,850	–	62,386

## Notes to the Consolidated Financial Statements

**35. PROVISION FOR A POTENTIAL LIABILITY**

	<b>THE GROUP</b>	
	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000
Default payments for sales of properties	<b>2,447</b>	2,230
Loss arising from litigation (Note)	<b>19,443</b>	–
	<b>21,890</b>	2,230

Note: The amount was payable by Shenzhen Jingmei which was involved in a dispute on construction contract before it was acquired by the Group. In 2002 the Court judged that Shenzhen Jingmei and another party shall make a compensation amounted to RMB16,054,000 jointly. Shenzhen Jingmei and the party had appealed to higher court in respect of the judgement, and the former had made full provision for the dispute. The provision was released in 2007 due to equity interest transfer of Shenzhen Jingmei.

In addition, the management withheld RMB3,389,000 of execution fee and lawyer fee in respect of the claim Shenzhen Development Bank filed to the Court for repayment of the debt (Note 45(a)).

**36. BANK LOANS**

	<b>THE GROUP</b>		<b>THE COMPANY</b>	
	<b>2005</b>	2004	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000	<b>RMB'000</b>	RMB'000
Short-term loans	<b>124,000</b>	488,858	<b>200,000</b>	376,720
Long-term loans	<b>227,490</b>	220,000	–	171,000
	<b>351,490</b>	708,858	<b>200,000</b>	547,720

The maturity profile of bank loans is as follows:

	<b>THE GROUP</b>		<b>THE COMPANY</b>	
	<b>2005</b>	2004	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000	<b>RMB'000</b>	RMB'000
Overdue	<b>35,240</b>	199,638	–	29,000
Within one year	<b>274,000</b>	338,220	<b>200,000</b>	347,720
The portion classified as current liabilities	<b>338,290</b>	537,858	<b>200,000</b>	347,720
Within one to two years (the portion classified as non-current liabilities)	<b>13,200</b>	171,000	–	171,000
	<b>351,490</b>	708,858	<b>200,000</b>	376,720

## Notes to the Consolidated Financial Statements

**36. BANK LOANS** (Continued)

- (a) On 15th November 2004, Dalian Branch of Shenzhen Development Bank made a claim to the Court against the Company for the outstanding loan of RMB200,000,000 and interest accrued as well as other fees ("Shenzhen Development Bank Loans"). Beijing Beida Hi-Tech Industry Investment Company Limited ("Beida Hi-Tech") and Liaoning Hua Jin Hua Gong Group Company Limited ("Huajin Company") were the guarantors of the Shenzhen Development Bank Loans. Huajin Company was a state-owned enterprise.

On 15th November 2004, outstanding balance of Shenzhen Development Bank Loans was RMB199,638,000.

On 28th April 2005, Shenzhen Development Bank Loans and interest accrued in a total of RMB201,380,000 were fully settled (effective interest rate was approximately equivalent to 1.65%), among which, the guarantor Huajin Company paid RMB161,380,000 on behalf of the Group (Note 45(a)).

- (b) On 31st December 2005, the outstanding due bank loan of the Group was RMB29,000,000. The creditor bank Shenyang Sub-Branch of Guangdong Development Bank made a claim to the court to recover due loans.

On 6 March 2006, Shenyang Sub-Branch of Guangdong Development Bank made a claim to the court to recover another outstanding loan due in 2006 amounting to RMB171,000,000. Two loans amount to RMB200,000,000 ("Guangdong Development Bank Loans"). Guangdong Development Bank Loans were pledged by time deposits of the Group amounting to RMB8,700,000, and were secured by Beijing Beida Jade Bird Company Limited ("Beida Jade Bird"), SPUG and Huajin Company and its group company Liaoning Huajin Tongda Chemicals Co. Ltd.

By August 2007, Guangdong Development Bank Loans and interest accrued in a total of RMB210,540,000 were fully settled (effective interest rate was approximately 9.87%), among which, the guarantor Huajin Company paid RMB136,460,000 on behalf of the Group (Note 45(b)).

- (c) All the bank loans are stated in RMB and subject to fixed interest rate. Fixed interest rate ranges from 4.698% to 7.965% per annum.

The management of the Group considers that book value of bank loans approximates to their fair value.

- (d) Details of bank loans as at balance sheet date are as follows:

	THE GROUP		THE COMPANY	
	2005 RMB'000	2004 RMB'000	2005 RMB'000	2004 RMB'000
Pledged	<b>47,700</b>	120,420	–	72,720
Secured	<b>276,300</b>	556,300	<b>200,000</b>	275,000
Unpledged and unsecured	<b>27,490</b>	32,138	–	2,900
	<b>351,490</b>	708,858	<b>200,000</b>	376,720



## Notes to the Consolidated Financial Statements

**36. BANK LOANS** (Continued)

(d) (Continued)

Details of above-mentioned secured loans are as follows:

	THE GROUP		THE COMPANY	
	2005 RMB'000	2004 RMB'000	2005 RMB'000	2004 RMB'000
SPUG	<b>50,000</b>	50,000	–	–
Beida Jade Bird, SPUG, Hua Jin Company and Liaoning Huajin Tongda Chemicals Co. Ltd.	<b>191,300</b>	191,300	–	–
Beida Jade Bird	<b>35,000</b>	140,000	<b>200,000</b>	100,000
Beida Jade Bird and Hua Jin Hua Gong	–	175,000	–	175,000
	<b>276,300</b>	556,300	<b>200,000</b>	275,000

**37. SHARE CAPITAL**

	THE COMPANY	
	2005 RMB'000	2004 RMB'000
Registered, issued and fully paid:		
600,000,000 A shares of RMB1.00 each	<b>600,000</b>	600,000
420,400,000 H shares of RMB1.00 each	<b>420,400</b>	420,400
	<b>1,020,400</b>	1,020,400

Except for the currency in which dividends are payable, State-owned shares and H shares issued by the Company rank pari passu in all respects with each other pursuant to the Company Constitution.

**38. RESERVES****THE COMPANY**

	<b>Share premium</b>	<b>Statutory surplus reserve</b>	<b>Statutory public welfare reserve</b>	<b>Retained profits</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1st January 2004	323,258	65,800	32,900	362,838	784,796
Loss for the year	–	–	–	(42,806)	(42,806)
At 31st December 2004 and at 1st January 2005	323,258	65,800	32,900	320,032	741,990
Loss for the year	–	–	–	(660,016)	(660,016)
At 31st December 2005	323,258	65,800	32,900	(339,984)	81,974

**(a) Share premium**

Share premium comprises surplus between the value of net assets acquired and the nominal value of State shares issued as a result of the incorporation of the Company as a joint stock limited company and the share premium from the issue of H shares.

**(b) Statutory surplus reserve**

The Group is required to set aside 10% of their profit after taxation prepared in accordance with the PRC accounting regulations to the statutory surplus reserve until the balance reaches 50% of their respective paid-up capital or registered capital, where further appropriation will be at the Directors' recommendation. Such reserve can be used to reduce any losses incurred or to increase the capital. As the Group recorded a loss for the year, no appropriation was made.

**(c) Statutory public welfare reserve**

The Group is required to transfer 5% to 10% of their profit after taxation prepared in accordance with the PRC accounting regulations to the statutory public welfare reserve. The use of this reserve is restricted to capital expenditure for staff collective welfare facilities which are owned by the Group. The statutory public welfare reserve is not available for distribution to the shareholders (except upon liquidation of the Company). Once the capital expenditure on staff welfare facilities has been made, an equivalent amount must be transferred from the statutory public welfare reserve to a discretionary surplus reserve. No such capital expenditure was incurred for both years. As the Group recorded a loss for the year, no appropriation was made.

## Notes to the Consolidated Financial Statements

**39. DEFERRED TAXATION**

The following are the major deferred tax liabilities recognized and the movements thereon during the current and previous years:

	<b>THE GROUP</b> RMB'000
At 1st January 2004	63,656
Written back to income statement for the year	(785)
As at 31st December 2004 and 1st January 2005	62,871
Written back to income statement for the year	(39,090)
As at 31st December 2005	23,781

As at 31st December 2005, the Group's deferred tax were related to the differences between the fair value of assets acquired and the corresponding tax bases arising from the acquisition of the subsidiaries.

As at 31st December 2005, the Group has estimated unused tax losses of RMB367,487,000 (2004: RMB199,225,000) available for offsetting future profits. No tax losses have been recognized as deferred tax assets due to the unpredictability of future profit streams. These unused tax losses will be expired by 2010.

**40. ACQUISITION OF SUBSIDIARIES**

The Group hasn't acquired any subsidiaries during the year.

The acquisition of subsidiaries by the Group in 2004 has been accounted for by purchase method of accounting. Goodwill arising from the acquisition was RMB578,943,000.

The net assets acquired in this transaction and goodwill generated from it were as follows:

	RMB'000
<b>Net assets acquired</b>	
Properties and equipments	61,841
Accounts receivable	97
Other receivables and prepaid fees	23,881
Bank balances and cash	346
Bank loans	(48,500)
Other payables and accrued charges	(46,255)
Minority interests	(353)
Net liabilities	(8,943)
Goodwill	578,943
Acquisition consideration	570,000
Satisfied by	
– Cash	570,000
	RMB'000
Net cash outflow from the acquisition of subsidiaries	
Cash consideration	570,000
Deposit paid	(391,100)
Investment cost payable	(39,512)
Cash acquired	(346)
	139,042

## Notes to the Consolidated Financial Statements

**41. PLEDGE OF ASSETS**

At the balance sheet date, the details of pledged assets are as follows:

	THE GROUP		THE COMPANY	
	2005 RMB'000	2004 RMB'000	2005 RMB'000	2004 RMB'000
Investment property	<b>66,272</b>	53,873	-	-
Bank deposits	<b>71,598</b>	180,399	<b>71,053</b>	-
	<b>137,870</b>	234,272	<b>71,053</b>	-

**42. CAPITAL COMMITMENTS**

As at the balance sheet date, the Group and the Company had capital commitments contracted but not provided for in the financial statements as follows:

	THE GROUP		THE COMPANY	
	2005 RMB'000	2004 RMB'000	2005 RMB'000	2004 RMB'000
Acquisition of properties and equipments/construction costs	<b>2,517</b>	53,846	-	-
Acquisition of a parcel of land	<b>59,397</b>	46,800	-	-
	<b>61,914</b>	100,646	-	-

**43. OPERATION LEASE COMMITMENTS****As a lessee**

As at the balance sheet date, the Group and the Company had entered into certain non-cancellable operation leases in respect of certain rented premises. The future minimum lease payments committed by the Group and the Company in respect of the leases fall due as below:

	THE GROUP		THE COMPANY	
	2005 RMB'000	2004 RMB'000	2005 RMB'000	2004 RMB'000
Within one year	<b>661</b>	661	-	-
Two to five years	<b>2,400</b>	2,400	-	-
Over five years	<b>100</b>	750	-	-
	<b>3,161</b>	3,811	-	-

Operating leases payments represent rentals payable by the Group and the Company for certain office premises. Leases are negotiated and rentals are fixed for terms ranging from one to nine years.

## Notes to the Consolidated Financial Statements

**43. OPERATION LEASE COMMITMENTS** (Continued)**As a lessor**

During the year, the rental income received by the Group from leasing schoolhouse and related equipments as follows:

	<b>THE GROUP</b>	
	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000
Schoolhouse and equipments (note)	<b>4,000</b>	4,000
	<b>4,000</b>	4,000

Note: Pursuant to the agreement in respect of leasing schoolhouse and related equipments between the Group and the lessee Zhuhai Beida Subsidiary Experiment School ("Zhuhai School"), Zhuhai School owed to the Group the rent amounting to RMB4,000,000 (2004; RMB4,000,000).

As at the balance sheet date, the Group has entered into agreements with tenants to lease schoolhouse and related equipments. The lease period was from January 2003 to December 2013. Rents have been determined, until December 2008, and the subsequent rents would be otherwise negotiated by the parties.

As at the balance sheet date, the contracted and irrevocable minimum rents for leasing schoolhouse and equipments are as follows:

	<b>THE GROUP</b>	
	<b>2005</b>	2004
	<b>RMB'000</b>	RMB'000
Within one year	<b>3,000</b>	4,000
Two to five years	<b>3,000</b>	10,000
Over five years	-	-
	<b>6,000</b>	14,000

#### 44. CONTINGENT LIABILITIES

	THE GROUP	
	2005 RMB'000	2004 RMB'000
Corporate guarantee given to subsidiaries for bank loans granted	-	7,500

- (a) Pursuant to the sales and purchase agreement for the acquisition of equity interests in Shenzhen Jingmei and Xili Cemetery (collectively refers as "Cemetery Companies" below) dated 31st December 2003, all assets and liabilities not relating to the operations of cemetery business would be transferred out of the Cemetery Companies and undertaken up by the former shareholder of Cemetery Companies (the "Former Shareholder"). During 2004, the Company entered into an agreement with the Former Shareholder that of the Cemetery Companies' other payables of approximately RMB24,771,000 and other receivables of approximately RMB8,785,000 would be offset against the outstanding balances of approximately RMB14,886,000 owed to the Cemetery Companies by the Former Shareholder and that the net balance of RMB1,100,000 owed to the Former Shareholder was waived.

As written confirmations from these creditors to signify their agreements to above arrangement had not yet been obtained, the Group was still primarily liable to these liabilities. In the opinion of the Directors, as the debts has been undertaken up by the Former Shareholder, they believe that there will not have material adverse impact on the Group's operating results and cash flows.

- (b) During the year, the Group provided a guarantee amounting to RMB9,000,000 to bank for 珠海科教開發有限公司 (「珠海科教」) to assist it to obtain bank loans. The management believed that fair value of this bank guarantee is negligible, therefore it hasn't been stated as financial liability at its fair value in the consolidated balance sheet.

#### 45. LITIGATIONS/SEQUESTRATION OF ASSETS/POST BALANCE SHEET EVENTS

##### (a) The RMB200,000,000 loan dispute between the Company and Shenzhen Development Bank

On 6th December 2004, the Company received a writ of summons from the Higher People's Court of Liaoning Province in relation to the RMB200,000,000 loan advanced by Dalian Branch of Shenzhen Development Bank to the Company. Liaoning Hua Jin Hua Gong Group Company Limited ("Hua Jin Hua Gong") was the guarantor of the RMB200,000,000 loan. In the course of the legal action, Beijing Beida Jade Bird Company Limited ("Beida Jade Bird"), being the associates of the Company's substantial shareholder, Beijing Diye Real Estate Development Company Limited ("Beijing Diye") and Shenyang Pollon Finance Building Management Company Limited ("Shenyang Pollon") provided another guarantee to Hua Jin Hua Gong. The Company has repaid RMB25,000,000 before the Civil Mediation Agreement issued by the Higher People's Court of Liaoning Province becoming effective.

After the Civil Mediation Agreement becoming effective on 16th February 2005, the Company has repaid an additional RMB20,000,000 to Shenzhen Development Bank. On 22nd February 2005, Hua Jin Hua Gong paid RMB8,000,000 to Shenzhen Development Bank for the Company. On 26th April 2005, the Higher People's Court of Liaoning Province sequestrated RMB153,380,000 from the account of Hua Jin Hua Gong in settlement of the loan.

As a result, the loan and interest due to Dalian Branch of Shenzhen Development Bank had been fully settled pursuant to the Civil Mediation Agreement.

## 45. LITIGATIONS/SEQUESTRATION OF ASSETS/POST BALANCE SHEET EVENTS

(Continued)

### (b) The subsequent claim from Hua Jin Hua Gong who acted as guarantor and paid the sum of RMB161,380,000 to Shenzhen Development Bank for the Company

Hua Jin Hua Gong then commenced legal action against the Company, Beida Jade Bird, Beijing Diye and Shenyang Pollon for a total sum of RMB161,380,000 it had paid for the Company as guarantor and the interest accrued.

On 12th December 2005, the Higher People's Court of Liaoning Province issued the Civil Judgement (2005) Liao Min San Chu Zi No.26 民事判決書(2005)遼民三初字第26號, pursuant to which SPU was liable to repay the sum of RMB161,380,000 together with interest and other fees arising from the legal action in the total sum of RMB1,624,000 to Hua Jin Hua Gong within 10 days from the effective date of the Judgement. Beijing Diye and Beida Jade Bird undertook to repay the above-mentioned amounts for SPU; Shenyang Pollon also undertook to repay the above-mentioned amounts for SPU, but they reserved the right to recover the loss from SPU after the assumption of liability as guarantors by Beijing Diye and Beida Jade Bird and compensation responsibility by Shenyang Pollon, respectively.

On 16th July 2007, the Higher People's Court of Liaoning Province issued the Civil Execution Order (2006) Liao Zhi Er Zi No.53 民事裁定書(2006)遼執二字第53號, pursuant to which RMB55,000 from SPU, RMB195,000 from Beijing Diye and the sale proceeds of Beida Jade Bird and Shenyang Pollon's property from appraisal and auction were enforcedly sequestered by the Court to settle Hua Jin Hua Gong's claim (after deduction of the preferred creditors). The amount received by Hua Jin Hua Gong covered the claim of RMB161,380,000, the interest in the sum of RMB22,000,000 and other fees arising from the legal action in the sum of RMB3,389,000.

As a result, the judgment debt payable to Hua Jin Hua Gong has been fully settled.

Pursuant to the Letter of Confirmation issued by Beijing Diye Real Estate Development Company Limited, the assistance of RMB195,000 due to Beijing Diye has been offset by its debt owed to the Company, whereby Beijing Diye has agreed not to claim against the Company for the above assistance.

Pursuant to a settlement agreement signed between the Company and Shenyang Pollon Finance Building Management Company Limited, the assistance of approximately RMB33,000,000 due to Shenyang Pollon, being the proceeds of assets from the said auction, will be offset by its debt owed to the Company, whereby Shenyang Pollon Finance Building Management Company Limited has agreed not to claim against the Company for the above assistance in judicial or other ways.

### (c) Further legal action from Beida Jade Bird against the Company, Shenyang Public Utility Group Company Limited ("SPUG") and Shenzhen Jingmei Industrial Development Limited ("Shenzhen Jingmei")

In the course of the legal action initiated by Hua Jin Hua Gong for the sum of RMB161,380,000, SPUG and Shenzhen Jingmei provided another guarantee of not more than RMB91,910,000 to Beida Jade Bird. As mentioned above, the sale proceeds of Beida Jade Bird's assets from an auction were applied to settle Hua Jin Hua Gong's claim. On 14th May 2007, Beida Jade Bird commenced legal action against SPUG and Shenzhen Jingmei for its payment to Hua Jin Hua Gong. On 13th June 2007, Beijing Intermediate People's Court issued the Civil Judgement (2007) Yi Zhong Min Chu Zi No.1843 民事判決書(2007)一中民初字第1843號 and handed down judgment, under which SPUG and Shenzhen Jingmei were liable to pay off the claim of Beida Jade Bird together with the relevant interest. Up to 31st August 2008, SPU has repaid approximately RMB101,340,000 to Beida Jade Bird. The unpaid balance of the claim of Beijing Jade Bird and the interest amount to approximately RMB82,000,000.

According to the letter of undertaking issued by Beida Jade Bird on 17th September 2008, Beida Jade Bird undertook that it would not require Shenyang Public Utility to make repayment in cash within 24 months from 17th September 2008.

According to the letter of undertaking issued by Shenyang Public Utility Group Company Limited on 18th September 2008, Shenyang Public Utility Group Company Limited undertook that it would not require SPU to make repayment in cash within 24 months from 18th September 2008 if Shenyang Public Utility Group Company Limited repaid corresponding debts on behalf of SPU.

**45. LITIGATIONS/SEQUESTRATION OF ASSETS/POST BALANCE SHEET EVENTS***(Continued)***(d) The two loan disputes between the Company and Shenyang Branch of Guangdong Development Bank (“Guangdong Development Bank”) and subsequent lawsuits with Hua Jin Hua Gong****(i) The dispute on the loan of RMB29,000,000 between the Company and Guangdong Development Bank**

On 26th December 2005, Guangdong Development Bank commenced a legal action in respect of the dispute on the loan of RMB29,000,000 against the Company (as the borrower) and Hua Jin Hua Gong, SPU, Beida Jade Bird and Liaoning Huajin Tongda Chemicals Co., Ltd. (“Huajin Tongda”) (as the guarantors).

On 18th February 2006, Shenyang Intermediate People’s Court issued the Civil Judgement 2006Shen Zhong Min (3) He Chu Zi No.34 《判決書》(2006)瀋中民三合初字第34號, pursuant to which, (1) the Company was liable to repay the principal of RMB29,000,000 within 10 days from the date of judgement; (2) the Company was liable to pay the interest of the loan amounting to RMB180,000; (3) Guangdong Development Bank lawfully enjoyed priority in compensation in respect of the two time deposits of the Company amounting to RMB10,303,000 which were the pledge of the pledge guarantee set by the Company for the allowance of RMB29,000,000; (4) SPUG, Hua Jin Hua Gong, Huajin Tongda and Beida Jade Bird were entitled to recover the amount from the Company after they jointly undertook joint responsibility and joint repayment responsibility for the repayment obligation mentioned in (1) and (2); and (5) the Company also undertook to pay the legal fee of RMB155,000 and a property custody fee of RMB146,000.

On 6th April 2006, Guangdong Development Bank sequestered RMB70,000,000 and RMB80,000,000 from the accounts of the Company and Hua Jin Hua Gong respectively. Among above-mentioned amount, RMB10,300,000 was used to repay the principal of the loan of RMB20,000,000, and the balance was used to repay another loan of RMB171,000,000. Thus the outstanding amount of the loan of RMB29,000,000 was RMB18,700,000.

In August 2007, Shenyang Intermediate People’s Court sequestered RMB56,462,000 from the account of Hua Jin Hua Gong to settle the outstanding principal and interest of the loan of RMB29,000,000.

As a result, the principal and interest of the loan of RMB29,000,000 has been fully recovered by Guangdong Development Bank.



## 45. LITIGATIONS/SEQUESTRATION OF ASSETS/POST BALANCE SHEET EVENTS

(Continued)

### (d) The two loan disputes between the Company and Shenyang Branch of Guangdong Development Bank ("Guangdong Development Bank") and subsequent lawsuits with Hua Jin Hua Gong (Continued)

#### (ii) The loan dispute of RMB171,000,000 between the Company and Guangdong Development Bank

In January 2006, Guangdong Development Bank commenced another legal action for the dispute on the loan of RMB171,000,000 in the Higher People's Court of Liaoning Province against the Company (as borrower) and Hua Jin Hua Gong, SPU, Beida Jade Bird and Liaoning Huajin Tongda Chemicals Co. Ltd. ("Huajin Tongda") (as guarantors).

During the litigation, Guangdong Development Bank applied to the Higher People's Court of Liaoning Province to withdraw the claim. The Higher People's Court of Liaoning Province issued the 2006 Liao Min San Chu Zi No.31, *Civil Execution Order* (2006)遼民三初字第31號《民事裁定書》 to approve the withdrawal of the claim from Guangdong Development Bank.

According to the (2006) Shen Zhong Min Er Fong Chu Zi No 190 Civil Judgement (瀋中民二房初字第190號《民事裁定書》) issued by the Intermediate People's Court in Shenyang, during the litigation Guangdong Development Bank sequestered pledged fixed deposit and interest income totaling RMB 63,389,000 owned by the Company on 6th April 2006 for repayment of bank loan and accrued interest, that is principal amount RMB60,192,000 and interest amount RMB3,197,000. Also, Guangzhou Development Bank sequestered the amount of saving account owned by Hua Jin Hua Gong totaling RMB80,000,000 for repayment of bank loan principal and accrued interest RMB60,729,000 and RMB88,000 respectively. On 12th April 2006, Guangzhou Development Bank sequestered the remaining position of the above mentioned saving account balance RMB19,183,000 for repayment of loan principal. As a result, the unpaid principal portion owned by the Company was RMB 30,806,000

On 12th May 2006, Guangdong Development Bank commenced legal action against the Company, Hua Jin Hua Gong, SPU, Beida Jade Bird and Huajin Tongda for the outstanding amount of RMB30,896,000 in Shenyang Intermediate People's Court.

On 31st January 2007, Shenyang Intermediate People's Court issued the Civil Judgement 2006Shen Zhong Min (3) He Chu Zi No.234 (2006)瀋中民三合初字第234號《民事判決書》, pursuant to which (1) the Company was liable to repay the outstanding amount of RMB30,896,000 and the interest of RMB2,221,000 to Guangdong Development Bank within 10 days from the date of judgment; (2) Beida Jade Bird and SPU were jointly liable to pay off the amount payable; (3) Huajin Tongda and Hua Jin Hua Gong jointly guaranteed the repayment of the outstanding amount mentioned in (1) but only limited to RMB50,000,000 and RMB51,300,000 respectively; and (4) the Company, Hua Jin Hua Gong, SPU, Beida Jade Bird and Huajin Tongda undertook to pay the legal expense of RMB164,000 and the custody fee of RMB161,000.

In August 2007, Shenyang Intermediate People's Court sequestered RMB56,462,000 from the account of Hua Jin Hua Gong to settle the outstanding amount of RMB30,896,000 and all the principal and interest of the loan.

As a result, Guangdong Development Bank has recovered all the principal and interest of the loan of RMB171,000,000.

**45. LITIGATIONS/SEQUESTRATION OF ASSETS/POST BALANCE SHEET EVENTS***(Continued)***(e) The claim for RMB80,000,000 from Hua Jin Hua Gong after the loan disputes between the Company and Guangdong Development Bank**

RMB80,000,000 was sequestered from the account of Hua Jin Hua Gong in settlement of the RMB171,000,000 loan for the Company. On 12th April 2006, Hua Jin Hua Gong made a claim against the Company, SPU and Beida Jade Bird to recover the sum of RMB80,000,000.

Higher People's Court of Liaoning Province issued the Civil Mediation Agreement (2006) Liao Min San Chu Zi No.43 民事調解書(2006)遼民三初字第43號 in respect of the settlement.

In June 2006, Hua Jin Hua Gong entered into a compromise agreement with the Company, SPU and Beida Jade Bird, pursuant to which (1) the Company was liable to pay off RMB80,000,000 and the interest incurred before 25th November 2006; (2) in the event that the Company was unable to pay off the sum, each of SPUG and Beida Jade Bird would pay one-third of the outstanding balance and the Company shall repay the remaining one-third; and the Company was liable to pay the legal expense of RMB410,000 and the custody fee of RMB401,000.

Owing to the fact that the Company, SPU and Beida Jade Bird did not implement the repayment voluntarily, the Railway Transport Intermediate Court of Shenyang (瀋陽鐵路運輸法院) held an judicial sale on 29th December 2007, through which the 95% equity interest in Shenzhen Jingmei held by the Company was disposed of. Subsequently the total sum of the principal, interest, legal expense and execution fee amounting to RMB83,540,000 was repaid to Hua Jin to fully settle the amount of RMB80,000,000 and the interest owed to Hua Jin.

On 10th March 2008, the Railway Transport Intermediate Court of Shenyang (瀋陽鐵路運輸法院) issued the Civil Execution Order (2007) Shen Tie Zhi Zi No.3-1 民事裁定書(2007)瀋鐵執指字第3-1號 and confirmed the completion of execution and the conclusion of the lawsuit.

RMB56,462,000 was sequestered from the account of Hua Jin respectively in settlement of the RMB29,000,000 loan and the RMB171,000,000 loan payable by the Company. In September 2007, Hua Jin commenced a legal action against the Company, SPU and Beida Jade Bird to recover the sum of RMB56,462,000.

On 17th October 2007, Hua Jin reached a settlement with the Company, SPU, Beida Jade Bird, Shenyang Pollon and Beijing Mingyude Business and Trade Company Limited ("Beijing Mingyude") in respect of the dispute about guarantee recourse. The Higher People's Court of Liaoning Province issued the Civil Mediation Agreement (2007) Liao Min San Chu Zi No.36 民事調解書(2007)遼民三初字第36號 relating to this settlement, pursuant to which (1) the sum of RMB56,462,000 as an assistant amount for fulfilling its guarantee responsibility and the remaining interest incurred from the date of making assistant payment to the date of actual repayment calculated at then prevailing loan interest rate for circulating fund issued by the People's Bank of China are payable by the Company to Hua Jin; (2) Hua Jin agrees the Company to repay the aggregate debt of RMB56,460,000. The Company was liable to repay RMB32,160,000 before 30th November 2007 and to repay RMB24,300,000 before 25th December 2007; (3) Beida Jade Bird and SPUG continue to jointly guaranteed the debt of RMB56,460,000 payable by the Company to Hua Jin, and in the event that Hua Jin was unable to recover the sum, each of the Beida Jade Bird and SPU would pay one-third of the outstanding amount; (4) Mingyude guaranteed the debt of RMB32,160,000 payable by the Company, and pledged the time deposit certificate of RMB32,000,000 as a guarantee; Shenyang Pollon guaranteed the debt of 24,300,000 payable by the Company; (5) If the Company did not implemented the repayment on time and Mingyude and Shenyang Pollon did not fulfilled the guarantee responsibility on the agreed term, the Company shall be liable to repay the plaintiff Hua Jin based on the aggregate debt of RMB56,462,000; (6) after above-mentioned guarantors fulfilled the guarantee responsibility, they are entitled to recover the debt from the Company at the amount they made repayment on behalf of the Company; (7) each of Hua Jin and the Company was liable to pay for the legal fee of RMB162,000 and a custody fee of RMB5,000.

In November 2007, Mingyude repaid RMB32,160,000 to Hua Jin Hua Gong for the Company.

In August 2008, the Company repaid RMB32,160,000 and the interest to Mingyude.

## 45. LITIGATIONS/SEQUESTRATION OF ASSETS/POST BALANCE SHEET EVENTS

(Continued)

### (f) **The claim for RMB56,462,000 by Hua Jin after the loan disputes between the Company and Guangdong Development Bank**

On 20th June 2008, Shenyang Pollon signed the Agreement of Settlement of Debts by Properties with Hua Jin Hua Gong, the Company, Beida Jade Bird and SPUG, pursuant to which RMB24,300,000 worth of 69 residential units of Cosmo International Mansion owned by Shenyang Pollon were sequestered to settle Hua Jin Hua Gong's claim. The transfer of ownership of Cosmo International Mansion to Hua Jin Hua Gong is still ongoing.

According to the Agreement signed by the Company and Shenyang Pollon, Shenyang Pollon and the Company agreed unanimously to settle the debts by eliminating debts by properties in respect of the situation that Shenyang Pollon repaid the debt of 24,300,000 to Hua Jin Hua Gong for the Company by settlement of debts by properties, and Shenyang Pollon guaranteed not to recover the above amounts through law or other ways compulsorily.

### (g) **According to the information provided by the Company, there are 2 cases of material lawsuits involved with a subsidiary of the Company, Shenyang Development Real Estate Development Company Limited ("Shenyang Development") occurred within PRC mainland from the suspension date to the date of issuing the legal opinion, which include:**

#### (i) **The dispute in relation to a construction contract amongst Shenyang Development, No.6 Construction Work Company of No.4 Works Bureau of China Construction ("China Construction) and the guarantor Shanghai Hanhua Property Management Company Limited ("Shanghai Hanhua")**

After the mediation of Shenyang Intermediate People's Court, all parties involved had voluntarily reached a mediation agreement pursuant to which, Shenyang Intermediate People's Court issued the Civil Mediation of (2006) Liao Zhong Min (2) Fang Chu Zi No.129 and the Civil Execution Order of (2006) Shen Zhong Min (2) Fang Chu Zi No.129 to confirm the main contents of the mediation agreement are as follows: (1) both parties have agreed that Shenyang Development shall pay the construction cost and interest totaling RMB5,831,000 by two instalments; (2) the legal fee and custody fee shall be borne by Shenyang Development and China Construction equally; and if the guarantor shall not implement the repayment on time, Shenyang Development shall pay all the litigation fees; (3) a sum of RMB2,000,000 shall be paid to China Construction before 14th February 2007; and a sum of RMB3,831,000 and litigation fee shall be paid to China Construction before 10th April 2007. If the guarantor failed to make the repayment on time, Shenyang Development shall pay half of the interest forgone by China Construction; (4) the guarantor Shanghai Hanhua guaranteed the payment of the above amount by Shenyang Development to China Construction. If Shenyang Development fails to make payment as per the term provided in Clause 2 of the agreement, the guarantor shall make the payment accordingly. If the guarantor fails to perform its responsibility after the due date, China Construction may apply for compulsory execution of the guarantee pursuant to a Civil Mediation Agreement delivered by the Court in accordance with the law; (5) the three parties of the agreement have agreed that, if the guarantor shall obtain all the title of debts requested by China Construction towards Shenyang Development in the litigation, and the right of custody over the assets of Shenyang Development involved in the litigation; (6) after performance of its responsibility, the guarantor shall have the right of recourse against Shenyang Development in accordance with Article 31 of the Law of Guarantee of the People's Republic of China and shall have the right to apply for compulsory execution of the Civil Mediation issued by the Court in accordance with the applicable law.

The guarantor Shanghai Hanhua shall perform its responsibility by making all payments on behalf of Shenyang Development.

**45. LITIGATIONS/SEQUESTRATION OF ASSETS/POST BALANCE SHEET EVENTS***(Continued)*

**(g) According to the information provided by the Company, there are 2 cases of material lawsuits involved with a subsidiary of the Company, Shenyang Development Real Estate Development Company Limited (“Shenyang Development”) occurred within PRC mainland from the suspension date to the date of issuing the legal opinion, which include:** *(Continued)*

**(i) The dispute in relation to a construction contract amongst Shenyang Development, No.6 Construction Work Company of No.4 Works Bureau of China Construction (“China Construction) and the guarantor Shanghai Hanhua Property Management Company Limited (“Shanghai Hanhua”) *(Continued)***

The litigation was handled and mediated by the Intermediate People’s Court of Shenyang and all parties involved had reached a reconciliation agreement voluntarily, pursuant to which, the Court issued a Civil Mediation Agreement 《民事調解書》(2006) Liao Zhong Min Er Fang Chu Zi No.190 as follows, inter alias: (1) both parties agreed that the Company shall pay to Shenyang Tianbei the construction fee and interest totaling RMB17,000,000 by two instalments. The legal fee, custody fee and audit fee totaling RMB281,000 shall be borne by Shenyang Development and Shenyang Tianbei equally in the amount of RMB140,000. Shenyang Development shall pay such amount to Shenyang Tianbei on or before 20th July 2007. Shenyang Tianbei and Shenyang Development have no other dispute over the petition by Shenyang Tianbei; (2) Shenyang Development shall pay RMB4,130,000 and RMB12,870,000 to Shenyang Tianbei on or before 28th June 2007 and 6th July 2007 respectively; (3) Shanghai Hanhua, the Guarantor, has agreed to assume the responsibility of Shenyang Development to pay RMB4,130,000 to Shenyang Tianbei pursuant to Article 2 of the agreement, and Beijing Mingyude, the Guarantor, has agreed to assume the responsibility of Shenyang Development to pay RMB12,870,000 to Shenyang Tianbei pursuant to Article 2 of the agreement. If Shenyang Development fails to make payment on or before the due dates as stated in Article 2 of the agreement, the Guarantors shall assume the payment responsibility from the due dates as stated in Article 2 of the agreement for two years;

**(ii) The dispute of a construction contract amongst Shenyang Development and Shenyang Tianbei Construction Installation Work Company (“Shenyang Tianbei”), Shanghai Hanhua (the Guarantor), Beijing Mingyude Business and Trade Company Limited (“Beijing Mingyude”)**

(4) Shenyang Tianbei has agreed to return all project files and relevant information for completion examination of the projects involved in the litigation, as well as to deliver vacant possession all 6 residential units and one shop in “Shui Xie Hua Du” (水榭花都) currently occupied by it to Shenyang Development within 3 days upon receipt of RMB4,130,000 as provided in Article 2 of the agreement; (5) Shenyang Tianbei has agreed to issue receipt and tax vouchers to Shenyang Development within 15 days upon receipt of RMB12,870,000 as required in Article 2 of the agreement. Shenyang Tianbei shall also assign a designated person to assist Shenyang Development to complete the registration and examination of the projects with the related authorities (the registrars). Shenyang Tianbei has agreed to submit its consent to the Court for the release of the confiscated and frozen assets of Shenyang Development and assist Shenyang Development to finish the relief of the assets; (6) if Shenyang Tianbei fails to perform its responsibilities as provided in Article 4 and 5 of the agreement in time, Shenyang Development may apply to the competent Court for compulsory performance of the responsibilities of Shenyang Tianbei as provided in Article 4 and 5 in the agreement; (7) the four parties to the agreement have agreed that, after the execution of the agreement, if the Guarantors have paid all of the debts as stated in Article 2 of the agreement on behalf of Shenyang Development, the Guarantors shall have the right of recourse against Shenyang Development in an amount equal to the debts repaid to Shenyang Tianbei and obtain the custodian rights of Shenyang Tianbei over the assets of Shenyang Development; and (8) after performance of their responsibilities, the Guarantors shall have the right of recourse against Shenyang Development in accordance with Article 31 of the Law of Guarantee of the People’s Republic of China and shall have the right to apply for compulsory execution of the Civil Mediation issued by the Court in respect to the litigation in accordance with the applicable law.

**45. LITIGATIONS/SEQUESTRATION OF ASSETS/POST BALANCE SHEET EVENTS***(Continued)*

**(g) According to the information provided by the Company, there are 2 cases of material lawsuits involved with a subsidiary of the Company, Shenyang Development Real Estate Development Company Limited (“Shenyang Development”) occurred within PRC mainland from the suspension date to the date of issuing the legal opinion, which include:** *(Continued)*

**(ii) The dispute of a construction contract amongst Shenyang Development and Shenyang Tianbei Construction Installation Work Company (“Shenyang Tianbei”), Shanghai Hanhua (the Guarantor), Beijing Mingyude Business and Trade Company Limited (“Beijing Mingyude”)** *(Continued)*

The Guarantors, Shanghai Hanhua and Beijing Mingyude, had performed their responsibilities as provided in the above civil mediation agreement by making payments of RMB4,130,000 and RMB12,870,000 respectively on behalf of Shenyang Development.

According to a Confirmation Letter《確認函》issued by Shanghai Hanhua, the RMB4,130,000 paid by Shanghai Hanhua for Shenyang Development has been settled. Shanghai Hanhua will not invoke a claim against Shenyang Development to pay the claim in cash.

According to the Engagement letter of Settlement Business by China Merchants Bank (招商銀行結算業務委託書) (NO0013645688) and the entrustment payment notice provided by the Company, the Company had paid RMB46,799,000 to Beijing Mingyude in July 2008 by way of entrustment payment, RMB13,567,000 of which was for the RMB12,870,000 that Beijing Mingyude had paid for the Company as a guarantor and the interest accrued.

**(iii) The petition for execution of right of recourse by Shanghai Hanhua, the execution applicant, against Shenyang Development, the enforcee**

As Shanghai Hanhua has performed its guarantee responsibility by repaying to Shenyang Development pursuant to Civil Mediation Agreement (2006) Liao Zhong Min (2) Fang Chu Zi No.129, Shanghai Hanhua applied to the Intermediate People’s Court of Shenyang for compulsory execution of Civil Mediation Agreement (2006) Liao Zhong Min (2) Fang Chu Zi No.129. Both parties had reached a settlement agreement to settle all the debts by transferring the entire equity interest in Shenyang Development Beida Education Science Park Company Limited held by Shenyang Development, the enforcee, at a value of RMB5,866,000. In this respect, the parties had executed a Share Settlement Agreement.

On 19th November 2007, Shanghai Hanhua, the execution applicant, applied to the Intermediate People’s Court of Shenyang for the closure of the litigation. The Intermediate People’s Court of Shenyang issued a Civil Order (Execution) (2007) Shen Fa Zhi Ji No.577 on 15th January 2008, which approved the Share Settlement Agreement between the parties allowed the transfer of equity interest. The execution of the Civil Mediation Agreement of Intermediate People’s Court of Shenyang (2006) Liao Zhong Min (2) Fang Chu Zi No.129 was completed.

**45. LITIGATIONS/SEQUESTRATION OF ASSETS/POST BALANCE SHEET EVENTS***(Continued)***(h) The following equity interests of the Group were closed of in 2008 respectively. Particulars of its assets and liabilities, as at 31st December 2007 are as follows:****(i) Property development business – Shengyang Development Property Management Company Limited**

	RMB'000
<b>Assets</b>	
Property and equipment	142
Other receivables	8
Internal amount due to the Group's companies	9,034
Bank balances and cash	2,291
	11,475
<b>Liabilities</b>	
Other payables and accrual expenses	1,464
Internal amount due to the Group's companies	11,748
	13,212

At March 2008, 60% equity interests of Shengyang Development Property Management Company Limited had been sold out. The purchase considering of Shenyang Education and Science Park was approximately RMB600,000

**(i) The following subsidiary of the Group was deregistered in 2008. Particulars of its assets and liabilities, as at 31st December 2007 are as follows: Education project business – Shengyang Beida Jade Bird Business Information System Company Limited**

	RMB'000
<b>Assets</b>	
Property and equipment	91
Inventories	100
Prepayment	1,500
Internal amount due to the Group's companies	1,498
Bank balances and cash	16
	3,205
<b>Liabilities</b>	
Accounts payable	2,315
Other payables and accrual expenses	580
Internal amount due to the Group's companies	310
	3,205

**45. LITIGATIONS/SEQUESTRATION OF ASSETS/POST BALANCE SHEET EVENTS***(Continued)***(j) The following equity interests of the Group were disposed of in 2008 and 2007, respectively. Particulars of its assets and liabilities, as at 31st December 2005 are as follows:****Education project business – Shenyang Education and Science Park (瀋陽教育科學園) (being disposed of in 2008)**

	RMB'000
<b>Assets</b>	
Properties and equipments	130,015
Prepaid lease payments for land use rights	94,444
Available-for-Sale financial assets	18,390
Accounts receivable	3
Prepaid fees	1,068
Other receivables	9,968
Bank balances and cash	483
	254,371
<b>Liabilities</b>	
Other payables	296,376
Payable intra-Group current account	800
Bank borrowings	50,000
	347,176

**Cemetery development business – Shenzhen Jingmei and Xili Cemetery (being disposed of in 2007)**

	RMB'000
<b>Assets</b>	
Properties and equipments	12,335
Investment properties	54,654
Accounts receivable	27
Other receivables	2,925
Bank balances and cash	1,316
	71,257
<b>Liabilities</b>	
Accounts payable	2,552
Other payables and accrued charges	29,338
Receipts in advance	15,274
Deferred income	33,895
Estimated liabilities	16,054
Bank borrowings	27,490
	124,603

## Notes to the Consolidated Financial Statements

**46. CONNECTED TRANSACTIONS**

Connected parties include the Group's subsidiaries, holding companies and its subsidiaries, other state-owned enterprise and its subsidiaries that directly or indirectly controlled by the PRC Government, other companies that our company may control or impose substantial influence on its financial and operational decisions, and entities and companies that are controlled and affected by the key management and family members of our company, our Group or its holding companies.

The identified connected parties of the Group are as follows:

<b>Name of company</b>	<b>Relationships with the Company</b>
SPU	The parent company of the Company
Beida Hi-Tech	A shareholder of SPU
Weifang Beida Jade Bird Huaguang Technology Company Limited ("Jade Bird Huaguang")	The holding company of Beida Hi-Tech
Beida Jade Bird	A shareholder of Jade Bird Huaguang
Beijing Tianqiao Beida Jade Bird Technology Company Limited ("Beijing Tianqiao")	A shareholder of Jade Bird Huaguang
Beijing Beida Education Investment Company Limited ("Beida Education Investment")	A subsidiary of Beida Jade Bird
Zhuhai School	A branch of Beida Education Investment
珠海科教	A subsidiary of Beida Education Investment
北京特利投資管理有限公司 (「北京特利」)	A subsidiary of Beida Jade Bird
深圳市桑夏計算機與人工智能開發有限公司(「深圳桑夏」)	A subsidiary of Beida Jade Bird
Shenhai Co-generation	A former jointly controlled entity of the Company
Huajin Company	Other state-owned enterprise
Beijing Peking University Resource Group Co., Ltd. ("Peking University Resource")	Other state-owned enterprise

Apart from the guarantees provided by certain connected parties for bank borrowings of the Group as stated in Note 39 and the guarantees provided by the Group for connected parties as disclosed in Note 44(b), principal connected party transactions in the ordinary course of business between the Group and connected parties are as follows:

- (a) During the year, the Group received rental income of RMB4,000,000 (2004: RMB3,000,000 from Zhuhai School for leasing of campus with related equipment. The lease period was from January 2003 to December 2013. Rents have been determined until December 2008 and the subsequent rents would be otherwise negotiated by the parties.



## Notes to the Consolidated Financial Statements

**46. CONNECTED TRANSACTIONS** (Continued)

(b) As at balance sheet date, the balances of connected parties are as follows:

Name of connected party	2005 RMB'000	2004 RMB'000
Amount due from the parent company SPU	<b>268,194</b>	–
Accounts receivable Zhuhai School	–	9,984
Other receivables		
Shenhai Co-generation	<b>60,000</b>	60,000
北京特利	<b>6,450</b>	850
深圳桑夏	<b>2,125</b>	2,125
Beida Jade Bird	<b>1,498</b>	–
Accounts payable and accrued charges		
Beida Jade Bird	<b>7,061</b>	3,920
SPUG	–	1,911
北京特利	<b>18,760</b>	–
Huajin Company	<b>161,380</b>	–
Beida Tianqiao	<b>5,400</b>	5,400
Zhuhai School	<b>16,546</b>	9,210

(c) Compensation for the key management

	2005 RMB'000	2004 RMB'000
Short term benefits	<b>1,225</b>	1,899
End-of-service benefits for employees	–	–
	<b>1,225</b>	1,899

Remuneration of directors and the key management is determined by the Administrative Resources and the Remuneration Committee based on personal performance and market trend.

**47. PRINCIPAL SUBSIDIARIES**

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

Name of subsidiary	Class of shares held	Paid-up registered capital RMB'000	Percentage of effective equity interest held by the Company		Principal activities
			Directly	Indirectly	
Shenyang Development Real Estate Company Limited	Ordinary share	250,000	99.86%	–	Development and sale of properties
Pollon Finance	Ordinary share	50,000	92.5%	7.5%	Development and sale of properties

## Notes to the Consolidated Financial Statements

**47. PRINCIPAL SUBSIDIARIES** (Continued)

Name of subsidiary	Class of shares held	Paid-up registered capital RMB'000	Percentage of effective equity interest held by the Company		Principal activities
			Directly	Indirectly	
Beijing Diye	Ordinary share	30,000	–	100%	Development and sale of properties
Shenyang Development Property Management Company Limited	Ordinary share	500	1%	99%	Provision of property management services
Shenyang Education Science Park	Ordinary share	50,000	30%	70%	Development and sale of properties, investment and management of education projects
Shanghai Beida Jade Bird Education Investment Company Limited	Ordinary share	100,000	80%	20%	Investment and management of education projects
Zhuhai Beida Education Science Park Company Limited	Ordinary share	20,000	70%	–	Investment and management of education projects
Jade Bird School	Paid-in capital	–	–	100%	Operation of school
Foreign Language School	Paid-in capital	30	–	100%	Operation of school
Shenyang Beida Jade Bird Business Information System Company Limited	Ordinary share	10,000	–	90%	Development of business information system and provision of consultation services
Shenzhen Jingmei	Ordinary share	10,000	95%	–	Investment and management of cemetery business
Xili Cemetery	Ordinary share	5,000	–	70%	Development of cemetery
Shenzhen Grand Scene Investment Development Company Limited	Ordinary share	50,000	50%	50%	Not yet commence business

- (a) The above list only includes the information about principal subsidiaries which are considered by the directors of the Company to be able to affect results or assets of the Group. In the opinion of the directors, to present the information about all the subsidiaries would be too redundant.
- (b) Except that Jade Bird School and Foreign Language School are non-incorporated subsidiaries in PRC, all of other subsidiaries of the Group are companies with limited liabilities incorporated in PRC. All the subsidiaries are operated in PRC.
- (c) None of the subsidiaries owned any debt securities that were intermittently effective as at balance sheet date or any time during the year.

**48. COMPARABLE FIGURES**

Certain comparable figures have been re-classified to conform to the current year's presentation.

## Company Information

<b>Legal address</b>	No.1-4, 20A, Central Street Shenyang Economic and Technological Development Zone the PRC
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<b>H share registrar and transfer office</b>	Hong Kong Registrars Limited Rooms 1901-5 19th Floor, Hopewell Centre 183 Queen's Road East Hong Kong
<b>PRC legal adviser</b>	Kaiwen Law Firm 19th Floor Winland International Conference Center No. 7 Financial street Xicheng District Beijing (Postal code: 110140)
<b>International auditor</b>	Lo & Kwong C.P.A. Co. Ltd. <i>Certified Public Accountants</i> Suite 1304, 13/F, Shanghai Industrial Investment Building 60 Hennessy Road Wanchai, Hong Kong