

(Expressed in Hong Kong dollars)

(以港元列值)

1. SIGNIFICANT ACCOUNTING POLICIES**(a) Statement of compliance**

These accounts have been prepared in accordance with all applicable Statements of Standard Accounting Practice and Interpretations issued by the Hong Kong Society of Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These accounts also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited. A summary of the significant accounting policies adopted by the Group is set out below.

(b) Basis of preparation of the accounts

The measurement basis used in the preparation of the accounts is historical cost modified by the revaluation of investment properties and the marking to market of certain investments in securities as explained in the accounting policies set out below.

(c) Basis of consolidation

(i) The consolidated accounts include the accounts of the Company and all its subsidiaries made up to 31 December each year. The results of subsidiaries acquired or disposed of during the year are included in the consolidated profit and loss account from or to the date of their acquisition or disposal, as appropriate. All material intercompany transactions and balances are eliminated on consolidation.

(ii) Capital reserve or goodwill arising on consolidation representing the excess or deficit respectively of the Group's share of the fair value of the separable net assets of subsidiaries and associates at the respective acquisition dates over the cost of investments in these companies, is taken to capital reserve in the year in which it arises. On disposal of a subsidiary or an associate during the year, the attributable amount of capital reserve or goodwill is included in the calculation of the profit or loss on disposal.

1. 主要會計政策**(a) 遵例聲明**

本賬項已按照香港會計師公會頒佈所有適用的會計實務準則及詮釋、香港公認會計原則及香港公司條例之披露規定而編製。此等賬項亦遵守香港聯交所制定的上市規則中適用的披露規定。本集團所採納之主要會計政策概要載於下文。

(b) 賬項編製基準

除投資物業按重估值入賬及若干投資證券按市價計算（見下文會計政策）外，本賬項是以歷史成本作為編製基準。

(c) 綜合基準

(i) 綜合賬項包括本公司及其所有附屬公司每年截至十二月三十一日止之賬項。本年度內所收購或出售之附屬公司之業績，由收購日期起列入綜合損益表計算，或在綜合損益表計算至出售日期止（視乎情況而定）。集團內公司間一切重大交易及結餘均於綜合賬目時予以抵銷。

(ii) 在綜合賬項時產生之資本儲備或商譽，分別指本集團所佔附屬公司及聯營公司於各自收購日期時可分開資產淨值之公平價值超出或低於該等公司的投資成本之差額，並於產生年度內撥入資本儲備處理。在計算於年度內出售附屬公司或聯營公司之溢利或虧損時，包括應佔資本儲備或商譽在內。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Investments in subsidiaries

A subsidiary is a company in which the Group, directly or indirectly, holds more than half of the issued share capital, or controls more than half of the voting power, or controls the composition of the board of directors.

Investments in subsidiaries in the Company's balance sheet are stated at cost less any provisions for diminution in value which is other than temporary as determined by the directors for each subsidiary individually. Any such provisions are recognised as an expense in the profit and loss account.

(e) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

Unless the interest in the associate is acquired and held exclusively with a view to subsequent disposal in the near future, an investment in an associate is accounted for in the consolidated accounts under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the associate's net assets. The consolidated profit and loss account reflects the Group's share of the post-acquisition results of the associates for the year.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in the profit and loss account.

1. 主要會計政策 (續)

(d) 於附屬公司之投資

附屬公司為本集團直接或間接持有其一半以上已發行股本，或操控一半以上投票權，或控制組成董事會之人選之公司。

於附屬公司之投資乃按成本值減除董事會因應個別附屬公司之情況而釐定非暫時性之減值準備入於本公司資產負債表內。任何該等準備均會在損益表上確認為支出。

(e) 聯營公司

聯營公司是指本集團或本公司可以對該公司的管理層產生相當大的影響力，包括參與財務及經營政策之決定，但並不控制或共同控制其管理層之公司。

除非所佔聯營公司權益乃專為於不久將來出售而購入及持有，否則於聯營公司之投資乃根據權益法記入綜合賬項，首先按成本入賬，其後須按本集團應佔聯營公司資產淨值於收購後的變動作出調整。綜合損益表反映本集團應佔聯營公司本年度之收購日後之業績。

因本集團與其聯營公司進行交易而產生之未變現損益乃因應本集團所佔聯營公司權益比率抵銷，惟倘未變現虧損是由轉讓已耗蝕資產而產生，則須立即在損益表上確認。

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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

1. 主要會計政策 (續)

(e) Associates (continued)

(e) 聯營公司 (續)

The results of the associates are included in the Company's profit and loss account to the extent of dividends received and receivable, providing the dividend is in respect of a period ending on or before that of the Company and the Company's right to receive the dividend is established before the accounts of the Company are approved by the directors. In the Company's balance sheet, its investments in associates are stated at cost less any provisions for diminution in value which is other than temporary as determined by the directors for each associate individually. Any such provisions are recognised as an expense in the profit and loss account.

包括在本公司損益表中之聯營公司之業績，為已收及應收之股息。該等股息之相關期間須於本公司財政期間當日或以前結束，而本公司收取股息之權利在董事會批准公司賬項前已經確立。在本公司資產負債表中，於聯營公司之投資是按成本值減除董事會因應個別聯營公司之情況而釐定非暫時性之減值準備入賬。任何該等準備乃在損益表上確認為支出。

(f) Other investments in securities

(f) 其他證券投資

The Group's and the Company's policies for investments in securities other than investments in subsidiaries and associates are as follows:

本集團及本公司於附屬公司及聯營公司投資以外之證券投資之會計政策如下：

Securities held for trading are stated in the balance sheet at fair value. Changes in fair value are recognised in the profit and loss account as they arise. Securities are presented as trading securities when they were acquired principally for the purpose of generating a profit from short term fluctuations in price or dealer's margin.

持作買賣之證券按公平價值記入資產負債表內，公平價值之變動於產生時在損益表中確認。購入時主要旨在從短期價格變動或證券商差價中獲取溢利之證券乃列作買賣證券入賬。

(g) Fixed assets

(g) 固定資產

(i) Fixed assets are carried in the balance sheets on the following bases:

(i) 固定資產乃按下列基準記入資產負債表內：

- Investment properties with an unexpired lease term of more than 20 years are stated in the balance sheet at their open market value which is assessed annually by external qualified valuers.
- Other fixed assets are stated in the balance sheet at cost less accumulated depreciation.

- 租賃年期尚餘二十年以上之投資物業，乃按專業及獨立測量師每年所評估之公開市值入賬。
- 其他固定資產乃按成本減累積折舊入賬。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

1. 主要會計政策 (續)

(g) Fixed assets (continued)

(g) 固定資產 (續)

(ii) Changes arising on the revaluation of investment properties are generally dealt with in reserves. The only exceptions are as follows:

(ii) 重估投資物業價值所產生之變動一般是撥入儲備。但下列情況則除外：

- when a deficit arises on revaluation, it will be charged to the profit and loss account, if and to the extent that it exceeds the amount held in the reserve in respect of the portfolio of investment properties, immediately prior to the revaluation; and

— 如果重估產生虧絀，而有關虧損額又超過該投資物業組合在這次重估前撥入儲備的金額，則超額部分虧絀便會撥入損益表；及

- when a surplus arises on revaluation, it will be credited to the profit and loss account, if and to the extent that a deficit on revaluation in respect of the portfolio of investment properties, had previously been charged to the profit and loss account.

— 如果重估產生盈餘，而該投資物業組合曾經有重估虧絀撥入損益表，則會按所轉撥虧絀額將盈餘撥入損益賬。

(iii) The carrying amount of fixed assets (other than investment properties with an unexpired lease term of more than 20 years) is reviewed periodically in order to assess whether the recoverable amount has declined below the carrying amount. When such a decline has occurred, the carrying amount is reduced to the recoverable amount. The amount of the reduction is recognised as an expense in the profit and loss account. In determining the recoverable amount, expected future cash flows generated by the fixed assets are not discounted to their present values.

(iii) 固定資產（租賃年期尚餘二十年以上之投資物業除外）之賬面值將定期重新審閱，以評估可收回金額是否已跌至低於其賬面值。當出現此情況時，賬面值會調低至可收回金額。所調低之數額將於損益表內確認為支出。於釐定可收回金額時，預期固定資產所產生的現金流量將不會被折現至其現值。

When the circumstances and events that led to write-down or write-off cease to exist, any subsequent increase in the recoverable amount of an asset is written back to the profit and loss account. The amount written back is reduced by the amount that would have been recognised as depreciation had the write-down or write-off not occurred.

倘導致沖減或沖銷之情況及事件不再存在時，資產之可收回金額往後之增加將撥回損益表內。撥回之數額須先減去在不出現沖減或沖銷的情況下應確認之折舊額。

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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

1. 主要會計政策 (續)

(g) Fixed assets (continued)

(g) 固定資產 (續)

(iv) Subsequent expenditure relating to a fixed asset that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the enterprise. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

(iv) 若固定資產之後期已確認支出能對企業帶來未來經濟利益（超逾最初評定現有資產之性能標準），則加入該項資產之賬面值。其他一切後期支出乃於產生之期間內確認為支出。

(v) Gains or losses arising from the retirement or disposal of a fixed asset are determined as the difference between the estimated net disposal proceeds and the carrying amount of the asset and are recognised in the profit and loss account on the date of retirement or disposal. On disposal of an investment property, the related portion of surpluses or deficits previously taken to the investment properties revaluation reserve is also transferred to the profit and loss account for the year.

(v) 退廢或出售固定資產之收益或虧損為估計出售所得款項淨額和資產賬面值之差額，並在退廢或出售之日於損益表確認。於出售投資物業時，早前撥入投資物業重估儲備之有關盈餘或虧損部分亦轉入本年度損益表內。

(h) Amortisation and depreciation

(h) 攤銷及折舊

(i) No depreciation is provided on investment properties with an unexpired lease term of over 20 years.

(i) 租賃年期尚餘二十年以上之投資物業毋須計提折舊。

(ii) Depreciation is calculated to write off the cost of other fixed assets over their estimated useful lives as follows:

(ii) 其他固定資產之折舊乃於其估計可用年內按下列方式撇銷成本：

- All land held on long leases is depreciated, to write off the cost less estimated residual value, over its remaining useful life to the extent that depreciation would be material. Land held on medium and short leases is depreciated on a straight-line basis over the remaining term of the relevant lease.

- 所有長期租賃土地之折舊乃於其剩餘可用年內按撇銷成本（減估計剩餘價值），以將會出現重大折舊之情況為限。中期及短期租賃土地乃於有關租約之剩餘年期按直線法計提折舊。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

1. 主要會計政策 (續)

(h) Amortisation and depreciation (continued)

(h) 攤銷及折舊 (續)

- Buildings are depreciated on a straight line basis over the shorter of their estimated useful lives, being 50 years from the date of completion, and the unexpired terms of the leases; and
- Other fixed assets are depreciated on a straight-line basis over their estimated useful lives as follows:

- 樓宇乃於其估計可用年期（即由落成日期起計五十年）或尚餘租賃年期兩者中之較短期間按直線法計提折舊；及
- 其他固定資產乃以直線法於其估計可使用年期內按下列年率計提折舊：

| | | |
|---|-------------------|---|
| Leasehold improvements | 租賃物業裝修 | 10 years or over the remaining lease term (if shorter) 十年或尚餘租賃年期 (倘屬較短期間) |
| Plant and machinery | 廠房及機器 | 20% - 25% |
| Moulds | 模具 | 20% - 25% |
| Furniture, fixtures and office equipment | 傢具、固定裝置 及辦公室設備 | 20% - 25% |
| Motor vehicles | 汽車 | 20% - 25% |

(i) Revenue recognition

(i) 收入確認

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in the profit and loss account as follows:

當經濟效益可能流入本集團，及在收入及成本（如適用）能可靠計算之情況下，以下各項收入方會於損益表中確認：

(i) Sale of goods

(i) 貨品銷售

Revenue is recognised when goods are delivered at the customers' premises which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added or other sales taxes and is after deduction of any trade discounts.

收入在貨物送達客戶，並經客戶接納貨物及有關風險和所有權後確認。收入不包括增值稅或其他銷售稅，並已扣減任何貿易折扣。

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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Revenue recognition (continued)

(ii) Rental income from operating leases

Rental income receivable under operating leases is recognised on a straight-line basis over the term of the lease.

(iii) Dividends

- dividend income from unlisted investments other than associates is recognised when the shareholder's right to receive payment is established.

- dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

(iv) Interest income from bank deposits is accrued on a time-apportioned basis on the principal outstanding and at the rate applicable.

(v) Commission income is recognised on an accrual basis.

(j) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

1. 主要會計政策 (續)

(i) 收入確認 (續)

(ii) 經營租賃物業之租金收入

應收經營租賃物業之租金收入乃按有關租賃年期以直線法確認。

(iii) 股息

- 聯營公司以外之非上市投資之股息收入於股東收取款項之權利確立時確認。

- 上市投資之股息在投資之股價除淨後確認。

(iv) 銀行存款之利息收入之確認乃按時間比例基準，根據結餘之本金額及適用利率計算。

(v) 佣金收入以權責發生制確認。

(j) 存貨

存貨乃按成本值或可變現淨值兩者中之較低值入賬。

成本值以加權平均成本法計算，包括所有採購成本、加工成本及其他將存貨運至現時地點及達至現時狀況所產生之費用。

可變現淨值為日常業務進行中，售出項目之估計售價減估計完成之成本及估計銷售所需之費用。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

1. 主要會計政策 (續)

(j) Inventories (continued)

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(j) 存貨 (續)

存貨出售時，該等存貨之賬面值會於有關收入確認之期間，確認為支出。任何就可變現淨值而撇減之數額及存貨之所有虧損，均在撇減或虧損出現之期間確認為支出。因可變現淨值增加而撥回之任何撇減存貨數額，將用以沖減於撥回期間的存貨支出。

(k) Deferred taxation

Deferred taxation is provided using the liability method in respect of the taxation effect arising, from all material timing differences between the accounting and tax treatment of income and expenditure, which are expected with reasonable probability to crystallise in the foreseeable future.

(k) 遞延稅項

遞延稅項採用負債法計算，乃就因收入及開支在會計及稅務處理上存在重大時差而引致且預期將於可見將來出現之稅務效益提撥準備。

Future deferred tax benefits are not recognised unless their realisation is assured beyond reasonable doubt.

未來之遞延稅項收益僅會在可確定變現時確認。

(l) Translation of foreign currencies

Foreign currency transactions during the year are translated into Hong Kong dollars at the exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies and the accounts of those subsidiaries and associates whose books and records are maintained in currencies other than Hong Kong dollars are translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. Exchange gains and losses are dealt with in the profit and loss account, except for those arising from the translation at closing rates of net investments in subsidiaries and associates, which are taken directly to reserve.

(l) 外幣之換算

年內以外幣進行之交易按交易當日之匯率換算為港元。以外幣計算之貨幣資產及負債，以及以港元以外的貨幣編列之附屬公司及聯營公司之賬項均按結算日之市場匯率換算為港元。外匯換算而產生之匯兌損益均撥入損益表內處理，惟因採用年終匯率換算於附屬公司及聯營公司投資權益而產生之差異，則直接撥入儲備處理。

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1. SIGNIFICANT ACCOUNTING POLICIES (continued)**1. 主要會計政策 (續)****(m) Retirement costs****(m) 退休金成本**

The Group operates a defined contribution scheme for all local eligible employees and participates in the retirement schemes operated by local authorities for the employees of the subsidiaries in the PRC and the cost of these schemes is charged to the profit and loss account.

本集團為全體本地合資格僱員設立一項定額供款計劃，並參加由中國當局為當地附屬公司之僱員而設之退休金計劃，而這些計劃之成本均撥入損益表內。

(n) Borrowing costs**(n) 借貸成本**

Borrowing costs are expensed in the profit and loss account in the period in which they are incurred.

借貸成本於產生期間在損益表中列作開支入賬。

(o) Related parties**(o) 有關連人士**

For the purposes of these accounts, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

就本賬項而言，凡本集團可直接或間接控制，或於作出財務及經營決策時對其行使重大影響力，或相反而言，或本集團與其均受他人控制或行使共同影響力之人士，均被視為本集團之有關連人士。有關連人士可為個別人士或其他機構。

(p) Cash equivalents**(p) 現金等價物**

Cash equivalents are short-term, highly liquid investments which are readily convertible into known amounts of cash without notice and which were within three months of maturity when acquired. For the purposes of the cash flow statement, cash equivalents would also include advances from banks repayable within three months from the date of the advance.

現金等價物為可不需通知而隨時兌換為已知金額現金之短期及高流通性投資，並在購入起計三個月內到期。在編製現金流量表時，現金等價物亦將包括須於貸款日起三個月內償還的銀行貸款。



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2. TURNOVER

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are set out in note 28 on the accounts.

Turnover represents the sales value of goods supplied to customers and rental income. The amount of each significant category of revenue recognised in turnover during the year is as follows:

2. 營業額

本公司的主要業務為投資控股。其附屬公司之主要業務載於賬項附註28。

營業額乃指出售予客戶之貨品銷售額及租金收入。於年內，營業額內各主要項目之已確認收入如下：

| | | 2000 二零零零年 | 1999 一九九九年 |
|---------------------------------------|--------------------|--------------------|--------------------|
| Continuing operations: | 持續經營業務： | | |
| Sales of watches and timepieces | 銷售鐘錶及時計產品 | 57,100,900 | 64,595,456 |
| Property investments | 物業投資收入 | 4,659,774 | 8,364,426 |
| | | <u>61,760,674</u> | <u>72,959,882</u> |
| Discontinued operations: | 已終止業務： | | |
| Sales of goods | 銷售貨品 | | |
| - computer keyboards (note (i)) | — 電腦鍵盤 (附註(i)) | 155,578,577 | 311,166,806 |
| - communication equipment (note (ii)) | — 通訊設備 (附註(ii)) | 26,771,977 | 260,150,555 |
| - data storage media (note (iii)) | — 數據儲存媒體 (附註(iii)) | - | 44,048,875 |
| | | <u>182,350,554</u> | <u>615,366,236</u> |
| Commission income (note (iv)) | 佣金收入 (附註(iv)) | - | 2,413,950 |
| | | <u>182,350,554</u> | <u>617,780,186</u> |
| | | <u>244,111,228</u> | <u>690,740,068</u> |

(Expressed in Hong Kong dollars)

(以港元列值)

2. TURNOVER (continued)

Notes:

(i) Sale of computer keyboards manufacturing business

In July 2000, the Group sold its 100% equity interest in Goodnice International Limited (“Goodnice”) at a total consideration of approximately \$195,000,000. The consideration will be settled by equal quarterly instalments and paid in full by the end of 2002. Goodnice is engaged in the manufacturing and sale of computer keyboards.

The revenue and operating loss from Goodnice up to the date of disposal and the amounts reported in last year were as follows:

| | | Period from 1 January 2000 to date of disposal 由二零零零年 一月一日至 出售日期間 | Year ended 31 December 1999 截至一九九九年 十二月三十一日 止年度 |
|-------------------------|-----------|--|---|
| Turnover | 營業額 | 155,578,577 | 311,166,806 |
| Operating (loss)/profit | 經營(虧損)/溢利 | <u>(6,674,142)</u> | <u>15,255,490</u> |

The gain on disposal amounted to \$12,658,357, representing the surplus of consideration over net assets disposed of.

出售所得溢利為12,658,357元，為代價超出已出售淨資產的盈餘。

(ii) Sale of communication equipment business

On 15 January 2000, the Group entered into a sale and purchase agreement with an independent party. The total consideration paid by the vendor of RMB30 million (\$28 million equivalent) was satisfied by the issue of 168,104 shares at market value of US\$21.6 (\$167.8 equivalent) for the 65% of interest in China Everbright Telecom-Land Network Limited (“Telecom-Land Network”). Upon the completion of this transaction, the Group’s interest in the communication equipment business was reduced from 75% to 35%. The attributable amount of such consideration to the Group is approximately \$17 million.

(ii) 出售通訊設備業務

本集團於二零零零年一月十五日與一獨立第三者訂立買賣協議。賣方支付中國光大通訊天地網絡系統有限公司(「通訊天地網絡」)之65%權益之總代價人民幣30,000,000元(相當於28,000,000元)，乃透過按市值21.6美元(相當於167.8元)發行168,104股股份而償付。於交易完成時，本集團於通訊設備業務之權益由75%減至35%。本集團應佔該項代價之金額為約17,000,000元。



(Expressed in Hong Kong dollars)

(以港元列值)

2. TURNOVER (continued)

Notes: (continued)

(ii) Sale of communication equipment business (continued)

The revenue and operating loss from the communication equipment distribution business prior to it becoming an associate for the year, and the amounts reported in last year were as follows:

| | | Period from 1 January 2000 to date of disposal 二零零零年 一月一日至 出售日期間 | Year ended 31 December 1999 截至一九九九年 十二月三十一日 止年度 |
|----------------|------|---|---|
| Turnover | 營業額 | 26,771,977 | 260,150,555 |
| Operating loss | 經營虧損 | (4,054,166) | (74,719,070) |

The gain on disposal amounted to \$32,118,191, representing the surplus of consideration over net liabilities disposed of.

出售收益為32,118,191元，乃有關代價超出出售淨負債之盈餘。

(iii) Sale of data media business

On 21 July 1999, the Group sold its entire interest in Transan Limited and two PRC subsidiaries ("the Transan Group") in return for a 38% interest in a property development company established in the PRC. The Transan Group operated solely in the PRC and engaged in the manufacturing and sale of data storage media.

(iii) 出售數據媒體業務

於一九九九年七月二十一日，本集團出售其於創順有限公司及兩間中國附屬公司（「創順集團」）之全部權益，以換取一間於中國成立之物業發展公司38%權益。創順集團只於中國從事數據儲存媒體製造及銷售業務。

(iv) Sale of Yeona Limited ("Yeona")

On 11 November 1999, the Group sold its 100% equity interest in Yeona for a consideration of \$1. Yeona was engaged in the provision of marketing services.

(iv) 出售利安來貿易有限公司（「利安來」）

本集團於一九九九年十一月十一日以1元之代價出售其於利安來全部股本權益。利安來專門提供市場推廣服務。

(Expressed in Hong Kong dollars)

(以港元列值)

3. SEGMENTAL INFORMATION

The analysis of the principal activities and geographical locations of the operations of the Company and its subsidiaries during the financial year are as follows:

3. 分類資料

本公司及其附屬公司於本財政年度內按主要業務及地區劃分之業務分析如下：

| | | Group turnover | | Profit/(loss) from ordinary activities before taxation | |
|---|---------------|----------------|---------------|--|---------------|
| | | 本集團營業額 | | 一般業務除稅前溢利／(虧損) | |
| | | 2000 二零零零年 | 1999 一九九九年 | 2000 二零零零年 | 1999 一九九九年 |
| Principal activities | 主要業務 | | | | |
| Continuing operations: | 持續業務： | | | | |
| Sale of watches and timepieces | 銷售鐘錶及時計產品 | 57,100,900 | 64,595,456 | 12,622,327 | 6,177,838 |
| Property investments | 物業投資 | 4,659,774 | 8,364,426 | (3,297,867) | 1,731,282 |
| Other group expenses | 其他集團費用 | - | - | (17,921,535) | (19,383,393) |
| Provision for diminution in value of investment in an associate | 一間聯營公司投資之減值撥備 | - | - | - | (84,881,960) |
| | | 61,760,674 | 72,959,882 | (8,597,075) | (96,356,233) |
| Share of profit less losses of associates | 應佔聯營公司溢利減虧損 | - | - | 1,861,092 | 3,582,085 |
| | | 61,760,674 | 72,959,882 | (6,735,983) | (92,774,148) |
| Discontinued operations: | 已終止業務： | | | | |
| Sale of goods | 貨品銷售 | | | | |
| - computer keyboards | - 電腦鍵盤 | 155,578,577 | 311,166,806 | (6,674,142) | 14,832,498 |
| - communication equipment | - 通訊設備 | 26,771,977 | 260,150,555 | (4,515,161) | (79,222,213) |
| - data storage media | - 數據儲存媒體 | - | 44,048,875 | - | 8,393,560 |
| | | 182,350,554 | 615,366,236 | (11,189,303) | (55,996,155) |
| Commission income | 佣金收益 | - | 2,413,950 | - | (680,755) |
| | | 182,350,554 | 617,780,186 | (11,189,303) | (56,676,910) |
| Gains on disposal of subsidiaries | 出售附屬公司收益 | - | - | 44,776,548 | - |
| Provision for long term receivable | 長期應收款撥備 | - | - | (11,000,000) | - |
| | | 182,350,554 | 617,780,186 | 22,587,245 | (56,676,910) |
| | | 244,111,228 | 690,740,068 | 15,851,262 | (149,451,058) |



(Expressed in Hong Kong dollars)

(以港元列值)

3. SEGMENTAL INFORMATION (continued)

3. 分類資料 (續)

| | | Group turnover | |
|---|---------------|-----------------------|--------------------|
| | | 本集團營業額 | |
| | | 2000 | 1999 |
| | | 二零零零年 | 一九九九年 |
| Geographical locations of operations | 業務地區 | | |
| Continuing operations: | 持續業務： | | |
| People's Republic of China ("PRC") | 中華人民共和國（「中國」） | | |
| - Hong Kong | - 香港 | 6,106,231 | 10,138,915 |
| - Other parts of the PRC | - 中國內地其他地區 | 55,654,443 | 62,820,967 |
| | | <u>61,760,674</u> | <u>72,959,882</u> |
| Discontinued operations: | 已終止業務： | | |
| - Hong Kong | - 香港 | - | 2,413,950 |
| - Other parts of the PRC | - 中國內地其他地區 | 182,350,554 | 615,366,236 |
| | | <u>182,350,554</u> | <u>617,780,186</u> |
| | | <u>244,111,228</u> | <u>690,740,068</u> |

(Expressed in Hong Kong dollars)

(以港元列值)

4. OTHER REVENUE AND OTHER NET LOSS

4. 其他收入及其他虧損淨額

| | | 2000 二零零零年 | 1999 一九九九年 |
|--|-----------------------------|-------------------|-------------------|
| Other revenue | 其他收入 | | |
| Interest income | 利息收入 | 21,031,463 | 2,704,467 |
| PRC valued added tax exempted | 中國增值稅豁免 | 4,886,115 | 3,708,647 |
| Income from minimum income undertakings (Note) | 最低承諾之收入 (附註) | - | 9,828,401 |
| Miscellaneous income | 雜項收入 | 1,655,529 | 6,126,105 |
| | | <u>27,573,107</u> | <u>22,367,620</u> |
| Other net loss | 其他虧損淨額 | | |
| Net realised and unrealised losses on trading and other securities carried at fair value | 以公平價值列賬之買賣及其他證券之已變現及未變現虧損淨額 | 15,584,603 | - |
| Net loss on disposal of fixed assets | 出售固定資產之虧損淨額 | 18,571 | 6,576,240 |
| Provision for impairment of other fixed assets | 其他固定資產耗損撥備 | - | 7,700,000 |
| | | <u>15,603,174</u> | <u>14,276,240</u> |

Note: The amount represented the minimum income undertakings in respect of the data storage media business guaranteed by the previous shareholder for the period from 1 January 1999 up to the date of disposal.

附註：此款項代表舊有股東就數據儲存媒體業務由一九九九年一月一日起至出售日期止期間所作出之最低收入承諾。

5. WRITE OFF OF INTERBRANCH RECEIVABLES

5. 撇銷分行間之應收賬款

The 1999 amount represented unreconciled differences of interbranch current accounts of the communication equipment distribution business. The directors are of the opinion that the recoverable amount of these receivables is nil. Accordingly, full provision has been made in the accounts.

一九九九年之款項代表從事通訊設備分銷業務之各分公司間往來賬項之未調節差額。董事認為此等應收賬款之可收回金額為零。因此，已在賬項上作出全面準備。



(Expressed in Hong Kong dollars)

(以港元列值)

6. PROFIT/(LOSS) FROM ORDINARY ACTIVITIES BEFORE TAXATION

6. 一般業務除稅前溢利／（虧損）

Profit/(loss) from ordinary activities before taxation is arrived at after charging/(crediting):

一般業務除稅前溢利／（虧損）已扣除／（計入）下列各項：

| | | 2000 二零零零年 | 1999 一九九九年 |
|---|---|--------------------|--------------------|
| (a) Finance costs: | (a) 財務費用： | | |
| Interest on bank loans and overdrafts | 銀行貸款及透支之利息 | 3,698,225 | 4,837,513 |
| Interest on other loans | 其他貸款之利息 | - | 88,900 |
| Other borrowing costs | 其他借貸成本 | 490,461 | 245,281 |
| | | <u>4,188,686</u> | <u>5,171,694</u> |
| (b) Other items: | (b) 其他項目： | | |
| Cost of inventories* | 存貨成本* | 206,593,848 | 578,567,470 |
| Staff costs (including retirement costs of \$1,100,000 (1999: \$2,100,000)) | 僱員成本（包括退休金成本1,100,000元（一九九九年：2,100,000元）） | 15,348,239 | 35,995,126 |
| Auditors' remuneration | 核數師酬金 | 1,050,000 | 1,050,000 |
| Depreciation | 折舊 | 14,723,891 | 31,361,070 |
| Operating lease charges for land and buildings | 土地及樓宇之經營租賃支出 | 673,284 | 15,769,777 |
| Rental income from investment properties less outgoings | 投資物業租金收入減開支 | | |
| - from China Everbright Holdings Company Limited | —來自中國光大集團有限公司 | (2,180,000) | (3,024,726) |
| - from others | —來自其他方面 | (2,479,774) | (5,163,156) |
| | | <u>(2,479,774)</u> | <u>(5,163,156)</u> |

* Cost of inventories included \$16,068,396 (1999: \$41,818,413) relating to staff costs, depreciation expenses and operating lease charges, which amount is also included in respective total amounts disclosed separately above for each of these types of expenses.

* 存貨成本包括僱員成本、折舊費用及經營租賃支出之16,068,396元（一九九九年：41,818,413元），上文披露各項開支各自之總金額亦包括此金額。

(Expressed in Hong Kong dollars)

(以港元列值)

7. GAINS ON DISPOSAL OF SUBSIDIARIES

7. 出售附屬公司收益

| | | 2000 二零零零年 | 1999 一九九九年 |
|--|-----------------------|-------------------|---------------|
| Disposal of Goodnice (Note 2(i)) | 出售德麗公司 (附註2(i)) | 12,658,357 | - |
| Disposal of Telecom-Land Network (Note 2(ii)) | 出售通訊天地網絡 (附註2(ii)) | 32,118,191 | - |
| | | <u>44,776,548</u> | <u>-</u> |

8. TAXATION

8. 稅項

(a) Taxation in the consolidated profit and loss account represents:

(a) 綜合損益表之稅項包括：

| | | 2000 二零零零年 | 1999 一九九九年 |
|--|------------------|------------------|------------------|
| Provision for Hong Kong profits tax for the year | 本年度香港利得稅撥備 | 122,768 | - |
| Provision for income tax outside Hong Kong in the PRC for the year | 本年度中國(香港除外)所得稅撥備 | 699,630 | 886,141 |
| Underprovision in respect of prior years | 補提以往年度準備不足 | 482,382 | - |
| | | <u>1,304,780</u> | <u>886,141</u> |
| Share of associates' taxation | 所佔聯營公司稅項 | 839,135 | 353,385 |
| | | <u>2,143,915</u> | <u>1,239,526</u> |

The provision for Hong Kong profits tax is calculated at 16% (1999: 16%) of the estimated assessable profits for the year ended 31 December 2000. Taxation for PRC subsidiaries is similarly charged at the appropriate current rates of taxation ruling in the PRC.

香港利得稅撥備以截至二零零零年十二月三十一日止年度的估計應課稅溢利按16%(一九九九年:16%)稅率計算。中國附屬公司之稅項以中國現行適用稅率按有關規定計算。



(Expressed in Hong Kong dollars)

(以港元列值)

8. TAXATION (continued)

8. 稅項 (續)

(b) Taxation in the consolidated balance sheet represents:

(b) 綜合資產負債表之稅項包括：

| | | 2000 二零零零年 | 1999 一九九九年 |
|--|---------------|------------------|------------------|
| Provision for Hong Kong profits tax for the year | 本年度香港利得稅撥備 | 122,768 | - |
| Balance of provision for Hong Kong profits tax relating to prior years | 以往年度香港利得稅撥備結餘 | - | 224,000 |
| | | <u>122,768</u> | <u>224,000</u> |
| Provision for PRC income tax | 中國所得稅撥備 | 699,630 | 886,141 |
| Balance of provision for PRC income tax related to prior years | 以往年度中國所得稅撥備結餘 | 1,106,359 | 766,716 |
| | | <u>1,805,989</u> | <u>1,652,857</u> |
| | | <u>1,928,757</u> | <u>1,876,857</u> |

None of the taxation payable in the consolidated balance sheet is expected to be settled after more than 1 year.

預期綜合資產負債表內之應繳稅項均將於一年內清繳。

(c) At the balance sheet date, the Group had an unrecognised deferred tax asset of \$1,177,000 (1999: \$20,976,000) which represents the tax effect of timing differences arising as a result of tax losses available to set off against future assessable profits. These deferred tax assets have not been recognised in the accounts as it is not certain that the benefit will be realised in the foreseeable future.

(c) 於結算日，本集團有為數1,177,000元（一九九九年：20,976,000元）之未確認遞延稅項資產，為以稅務虧損抵銷未來應課稅溢利而產生之時差稅務效益。由於未能確定此等遞延稅項資產會否於可見將來變現，故並未在賬項上確認此項利益。

(Expressed in Hong Kong dollars)

(以港元列值)

8. TAXATION (continued)

8. 稅項 (續)

(c) (continued)

(c) (續)

In the opinion of the directors, the deficit arising on revaluation of investment properties situated in Hong Kong does not constitute a timing difference for tax purposes. In addition, the directors are of the opinion that the Group has no intention to dispose of its investment properties situated in the PRC in the foreseeable future. Accordingly, no deferred taxation has been provided on the revaluation deficit of these property interests.

董事認為，重估位於香港之投資物業價值所產生之虧絀在稅務上並不構成時差。此外，董事認為本集團無意於可見將來出售名下位於中國之投資物業。因此，並無就此等物業權益之重估虧絀提撥遞延稅項。

The Group had no significant unprovided deferred taxation for the year or at the balance sheet date.

於本年度內或於結算日，本集團並無任何未撥備之重大遞延稅項。

9. DIRECTORS' REMUNERATION

9. 董事酬金

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

根據香港公司條例第161條披露之董事酬金如下：

| | | 2000 二零零零年 | 1999 一九九九年 |
|---------------------------------|---------|------------------|------------------|
| Fees | 袍金 | 100,000 | 100,000 |
| Salaries and other emoluments | 薪金及其他酬金 | 5,254,244 | 4,157,810 |
| Retirement scheme contributions | 退休金計劃供款 | 3,727 | 50,000 |
| | | <u>5,357,971</u> | <u>4,307,810</u> |

Included in the directors' remuneration were fees of \$100,000 (1999: \$100,000) paid to the independent non-executive directors during the year.

董事酬金中包括於本年度支付予獨立非執行董事之袍金共100,000元（一九九九年：100,000元）。



(Expressed in Hong Kong dollars)

(以港元列值)

9. DIRECTORS' REMUNERATION (continued)

The remuneration of the directors is within the following bands:

| | | Number of directors 董事人數 | |
|---------------------------|-----------------------|-----------------------------|---------------|
| | | 2000 二零零零年 | 1999 一九九九年 |
| \$Nil - \$1,000,000 | 零至1,000,000元 | 9 | 8 |
| \$1,000,001 - \$1,500,000 | 1,000,001元至1,500,000元 | 1 | 1 |
| \$1,500,001 - \$2,000,000 | 1,500,001元至2,000,000元 | <u>1</u> | <u>1</u> |

10. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, four (1999: three) are directors whose emoluments are disclosed in note 9. The aggregate of the emolument in respect of the other one (1999: two) individual is as follows:

| | | 2000 二零零零年 | 1999 一九九九年 |
|---------------------------------|---------|----------------|------------------|
| Salaries and other emoluments | 薪金及其他酬金 | 644,800 | 1,559,568 |
| Retirement scheme contributions | 退休金計劃供款 | <u>-</u> | <u>72,000</u> |
| | | <u>644,800</u> | <u>1,631,568</u> |

The emolument of the individual (1999: two) with the highest emolument is within the following band:

| | | Number of individuals 僱員人數 | |
|---------------------|--------------|-------------------------------|---------------|
| | | 2000 二零零零年 | 1999 一九九九年 |
| \$Nil - \$1,000,000 | 零至1,000,000元 | <u>1</u> | <u>2</u> |

9. 董事酬金 (續)

董事酬金介乎下列範圍：

10. 最高薪酬人士

五位最高薪酬人士中，其中四位為本公司董事（一九九九年：三位），其酬金已在附註9披露。其餘一位人士（一九九九年：兩位）之酬金總額如下：

該位最高薪酬人士（一九九九年：兩位）之酬金介乎下列範圍：

(Expressed in Hong Kong dollars)

(以港元列值)

11. PROFIT/(LOSS) FOR THE YEAR

The profit/(loss) for the year includes a profit of \$120,515,617 (1999: a loss of \$143,872,343) which has been dealt with in the accounts of the Company.

12. EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

The calculation of basic earnings per share is based on the profit for the year of \$13,696,074 (1999: a loss of \$149,720,573) and the weighted average of 1,552,313,820 ordinary shares (1999: 1,486,220,669 ordinary shares) in issue during the year.

(b) Diluted earnings per share

Diluted earnings per share is not shown as the potential ordinary shares are anti-dilutive.

11. 本年度溢利／（虧損）

本年度溢利／（虧損）中包括120,515,617元（一九九九年：虧損143,872,343元）之溢利已於本公司賬項中處理。

12. 每股盈利／（虧損）

(a) 每股基本盈利／（虧損）

每股基本盈利乃根據本年度溢利13,696,074元（一九九九年：虧損149,720,573元）及於本年內已發行普通股之加權平均數1,552,313,820股（一九九九年：1,486,220,669股普通股）計算。

(b) 每股攤薄盈利

由於潛在普通股未受攤薄影響，故並無呈列每股攤薄盈利。



(Expressed in Hong Kong dollars)

(以港元列值)

13. FIXED ASSETS

13. 固定資產

(a) The Group

(a) 本集團

| | | Land and buildings 土地及樓宇 | Leasehold improvements 租賃改善 | Plant and machinery 廠房及機器 | Moulds 模具 | Furniture, fixtures and office equipment 傢具、 固定裝置及 辦公室設備 | Motor vehicles 汽車 | Sub-total 小計 | Investment properties 投資物業 | Total 總額 |
|----------------------------------|-------------------|--------------------------------|-----------------------------------|---------------------------------|--------------|--|-------------------------|-----------------|----------------------------------|---------------|
| Cost or valuation: | 成本值或估值： | | | | | | | | | |
| At 1 January 2000 | 於二零零零年 一月一日 | 98,036,673 | 18,347,532 | 18,702,546 | 64,846,097 | 23,669,576 | 4,422,824 | 228,025,248 | 79,000,000 | 307,025,248 |
| Exchange adjustments | 匯兌調整 | 21,910 | - | 12,943 | - | 29,051 | 6,262 | 70,166 | - | 70,166 |
| Additions | 添置 | 558,820 | 73,630 | - | - | 1,658,426 | 842,393 | 3,133,269 | - | 3,133,269 |
| Disposals | 出售 | | | | | | | | | |
| - on disposal of subsidiaries | 一出售附屬 公司 | (15,837,287) | (17,675,572) | (14,362,377) | (64,846,097) | (11,383,806) | (1,762,537) | (125,867,676) | - | (125,867,676) |
| - others | 一其他 | - | - | - | - | (3,680) | (30,861) | (34,541) | - | (34,541) |
| Deficit on revaluation | 重估虧絀 | - | - | - | - | - | - | - | (5,000,000) | (5,000,000) |
| At 31 December 2000 | 於二零零零年 十二月三十一日 | 82,780,116 | 745,590 | 4,353,112 | - | 13,969,567 | 3,478,081 | 105,326,466 | 74,000,000 | 179,326,466 |
| Representing: | 代表： | | | | | | | | | |
| At cost | 成本值 | 82,780,116 | 745,590 | 4,353,112 | - | 13,969,567 | 3,478,081 | 105,326,466 | - | 105,326,466 |
| At valuation - 2000 | 估值 - 二零零零年 | - | - | - | - | - | - | - | 74,000,000 | 74,000,000 |
| | | 82,780,116 | 745,590 | 4,353,112 | - | 13,969,567 | 3,478,081 | 105,326,466 | 74,000,000 | 179,326,466 |
| Aggregate depreciation: | 累積折舊： | | | | | | | | | |
| At 1 January 2000 | 於二零零零年 一月一日 | 45,881,002 | 2,999,558 | 12,442,655 | 44,130,469 | 9,610,219 | 1,957,782 | 117,021,685 | - | 117,021,685 |
| Exchange adjustments | 匯兌調整 | 5,842 | - | 2,100 | - | 11,984 | 4,678 | 24,604 | - | 24,604 |
| Charge for the year | 本年度折舊 | 1,923,996 | 482,841 | 1,103,263 | 7,748,835 | 3,004,695 | 460,261 | 14,723,891 | - | 14,723,891 |
| Written back on disposals | 出售時撥回 | | | | | | | | | |
| - on disposal of subsidiaries | 一出售附屬 公司 | (625,603) | (2,996,831) | (12,441,536) | (51,879,304) | (5,094,571) | (443,192) | (73,481,037) | - | (73,481,037) |
| - others | 一其他 | - | - | - | - | (2,269) | (3,600) | (5,869) | - | (5,869) |
| At 31 December 2000 | 於二零零零年 十二月三十一日 | 47,185,237 | 485,568 | 1,106,482 | - | 7,530,058 | 1,975,929 | 58,283,274 | - | 58,283,274 |
| Net book value: | 賬面淨值： | | | | | | | | | |
| At 31 December 2000 | 於二零零零年 十二月三十一日 | 35,594,879 | 260,022 | 3,246,630 | - | 6,439,509 | 1,502,152 | 47,043,192 | 74,000,000 | 121,043,192 |
| At 31 December 1999 | 於一九九九年 十二月三十一日 | 52,155,671 | 15,347,974 | 6,259,891 | 20,715,628 | 14,059,357 | 2,465,042 | 111,003,563 | 79,000,000 | 190,003,563 |

(Expressed in Hong Kong dollars)

(以港元列值)

13. FIXED ASSETS (continued)

13. 固定資產(續)

(b) The Company

(b) 本公司

| | | Furniture, fixtures and office equipment 傢具、 固定裝置及 辦公室設備 | Leasehold improve- ments 租賃 物業裝修 | Motor vehicles 汽車 | Total 總額 |
|--------------------------------|-------------------|--|--|-------------------------|------------------|
| Cost: | 成本值： | | | | |
| At 1 January 2000 | 於二零零零年一月一日 | 2,277,470 | 486,940 | 560,478 | 3,324,888 |
| Additions | 添置 | 87,736 | 73,630 | 275,893 | 437,259 |
| Disposals | 出售 | (3,680) | - | (30,861) | (34,541) |
| | | <u>2,361,526</u> | <u>560,570</u> | <u>805,510</u> | <u>3,727,606</u> |
| At 31 December 2000 | 於二零零零年 十二月三十一日 | <u>2,361,526</u> | <u>560,570</u> | <u>805,510</u> | <u>3,727,606</u> |
| Aggregate depreciation: | 累積折舊： | | | | |
| At 1 January 2000 | 於二零零零年一月一日 | 941,666 | 193,398 | - | 1,135,064 |
| Charge for the year | 本年度折舊 | 451,238 | 112,114 | 161,469 | 724,821 |
| Disposals | 出售 | (2,269) | - | (3,600) | (5,869) |
| | | <u>1,390,635</u> | <u>305,512</u> | <u>157,869</u> | <u>1,854,016</u> |
| At 31 December 2000 | 於二零零零年 十二月三十一日 | <u>1,390,635</u> | <u>305,512</u> | <u>157,869</u> | <u>1,854,016</u> |
| Net book value: | 賬面淨值： | | | | |
| At 31 December 2000 | 於二零零零年 十二月三十一日 | <u>970,891</u> | <u>255,058</u> | <u>647,641</u> | <u>1,873,590</u> |
| At 31 December 1999 | 於一九九九年 十二月三十一日 | <u>1,335,804</u> | <u>293,542</u> | <u>560,478</u> | <u>2,189,824</u> |



(Expressed in Hong Kong dollars)

(以港元列值)

13. FIXED ASSETS (continued)

- (c) The analysis of net book value of properties is as follows:

| | | The Group 本集團 | |
|------------------------|--------|--------------------|--------------------|
| | | 2000 二零零零年 | 1999 一九九九年 |
| PRC Hong Kong | 中國香港 | | |
| - long term leases | - 長期租賃 | 85,005,908 | 89,502,954 |
| Other parts in the PRC | 中國其他地區 | | |
| - long term lease | - 長期租賃 | - | 15,264,474 |
| - medium term lease | - 中期租賃 | 24,588,971 | 26,388,243 |
| | | <u>109,594,879</u> | <u>131,155,671</u> |

- (d) Investment properties of the Group were revalued at 31 December 2000 by AA Property Services Limited, which has among its staff, associates of the Hong Kong Institute of Surveyors, on an open market value basis calculated on net rental income allowing for reversionary potential. The deficit of \$5,000,000 (1999: \$230,000) arising on revaluation has been charged to the profit and loss account.

An option has been granted under the lease agreement which will allow Hensal Electronic Limited, a company controlled by Mr Yiu Kin Wai (a former director of the company who resigned on 31 December 1999) to acquire the Group's interest in certain properties in the PRC, with a net book value of \$19,000,000 at 31 December 2000 (1999: \$21,000,000), at any time prior to the expiry of the current five-year lease on 5 July 1996 subject to certain conditions, for a cash consideration of \$29,000,000. The option will expire on 4 July 2001.

13. 固定資產(續)

- (c) 物業賬面淨值分析如下：

| | | The Group 本集團 | |
|------------------------|--------|--------------------|--------------------|
| | | 2000 二零零零年 | 1999 一九九九年 |
| PRC Hong Kong | 中國香港 | | |
| - long term leases | - 長期租賃 | 85,005,908 | 89,502,954 |
| Other parts in the PRC | 中國其他地區 | | |
| - long term lease | - 長期租賃 | - | 15,264,474 |
| - medium term lease | - 中期租賃 | 24,588,971 | 26,388,243 |
| | | <u>109,594,879</u> | <u>131,155,671</u> |

- (d) 本集團之投資物業已由環亞物業顧問有限公司(其職員包括屬香港測量師學會會員之人士)於二零零零年十二月三十一日,按公開市值基準並計入可收回之潛在租金收入淨額進行重估。重估虧絀5,000,000元(一九九九年:230,000元)已計入損益表。

根據租約協議,本公司向由姚建偉先生(已於一九九九年十二月三十一日辭任之本公司前董事)控制之恆信電子有限公司授出認購權,可在若干條件規限下,以現金代價29,000,000元,於一九九六年七月五日起計之五年租約期屆滿前任何時間,購入本集團所佔位於中國之若干物業之權益。該等物業於二零零零年十二月三十一日之賬面淨值為19,000,000元(一九九九年:21,000,000)。認購權期限將於二零零一年七月四日屆滿。

(Expressed in Hong Kong dollars)

(以港元列值)

14. INTEREST IN SUBSIDIARIES

14. 所佔附屬公司權益

| | | The Company | |
|-------------------------------|-----------|--------------------|--------------------|
| | | 本公司 | |
| | | 2000 | 1999 |
| | | 二零零零年 | 一九九九年 |
| Unlisted shares, at cost | 非上市股份，成本值 | 21,373,686 | 163,630,653 |
| Amounts due from subsidiaries | 應收附屬公司欠款 | 483,526,586 | 567,048,672 |
| Amounts due to subsidiaries | 應付附屬公司欠款 | (12,117,323) | - |
| | | 492,782,949 | 730,679,325 |
| <i>Less: Provision</i> | 減：撥備 | (276,800,000) | (515,000,000) |
| | | <u>215,982,949</u> | <u>215,679,325</u> |

Details of the Company's principal subsidiaries as at 31 December 2000 are set out in note 28.

本公司於二零零零年十二月三十一日之主要附屬公司詳情載於附註28。

15. INTEREST IN SUBSIDIARY NOT CONSOLIDATED

15. 所佔未綜合之附屬公司權益

| | | The Group | |
|--------------------------------|-----------|------------------|--------------|
| | | 本集團 | |
| | | 2000 | 1999 |
| | | 二零零零年 | 一九九九年 |
| Unlisted investment, at cost | 非上市投資，成本值 | 55,856,560 | 55,856,560 |
| Amount due from the subsidiary | 應收附屬公司欠款 | 4,689,579 | 4,689,579 |
| | | 60,546,139 | 60,546,139 |
| <i>Less: Provision</i> | 減：撥備 | (60,546,139) | (60,546,139) |
| | | <u>-</u> | <u>-</u> |



(Expressed in Hong Kong dollars)

(以港元列值)

15. INTEREST IN SUBSIDIARY NOT CONSOLIDATED (continued)

The Group holds a 51% equity interest in Shunde Everbright Sunto Computer Co. Ltd., a company which is established in the PRC through which the Group had intended to participate in the manufacturing and the sale of computer casing products with third parties. Due to the non-disclosure of certain material transactions by the subsidiary's management and its minority shareholder, the Group has reasonable doubt as to the reliability of the financial information provided by the subsidiary. The directors of the Company are of the opinion that the subsidiary is practically in a management dead-lock, and the value of the Group's investment in this subsidiary, and the collectibility of the amount due from it, are doubtful. Accordingly, the Group's interest in this unconsolidated subsidiary has been fully provided as from the year ended 31 December 1998. The Group will not make any further investment in this subsidiary.

15. 所佔未綜合之附屬公司權益 (續)

本集團持有於中國成立之順德市光大順通電腦有限公司51%股本權益。本集團原擬透過該公司聯同第三方參與製造及銷售電腦機箱產品。由於該附屬公司之管理層及其少數權益股東對若干重大交易未有披露，本集團對該附屬公司提供之財務資料可靠性存有疑問。本公司董事會認為該附屬公司於管理上實際已陷入僵局，所以本集團於該附屬公司之投資及能否收回附屬公司之欠款均成疑問。因此，本集團所佔該未綜合之附屬公司權益已由截至一九九八年十二月三十一日止年度起作出全面準備。本集團亦不會再對該附屬公司作出任何投資。

(Expressed in Hong Kong dollars)

(以港元列值)

16. INTEREST IN ASSOCIATES

16. 所佔聯營公司權益

| | | The Group | | The Company | |
|---------------------------|-------------|-------------------|-------------------|-------------------|-------------------|
| | | 本集團 | | 本公司 | |
| | | 2000 | 1999 | 2000 | 1999 |
| | | 二零零零年 | 一九九九年 | 二零零零年 | 一九九九年 |
| Unlisted shares, at cost | 非上市股份 (成本值) | - | - | 93,124,094 | 53,822,591 |
| Share of net assets | 應佔資產淨值 | 40,422,256 | 42,819,611 | - | - |
| Amount due from associate | 應付聯營公司欠款 | - | - | 814,743 | 785,114 |
| Amount due to associate | 應付聯營公司欠款 | (3,649,085) | - | (3,649,085) | - |
| Less: provision | 減:撥備 | - | - | (49,850,000) | - |
| | | <u>36,773,171</u> | <u>42,819,611</u> | <u>40,439,752</u> | <u>54,607,705</u> |

(a) The following list contains only the particulars of associates which principally affected the results or assets of the Group:

(a) 以下僅列出對本集團業績或資產構成主要影響之聯營公司資料:

| Name of associate 聯營公司名稱 | Particulars of issued and paid up capital 已發行及繳足股本詳情 | Percentage of equity 股份百分比 | | Principal activity 主要業務 |
|---|--|-------------------------------|------------------------------------|---|
| | | held by the Company 由本公司持有 | attributable to the Group 本集團應佔 | |
| Cokin Limited | 1,658,680 shares of US\$0.01 each 1,658,680股每股面值0.01美元之股份 | 49.4% | 49.4% | Investment holding 投資控股 |
| Telecom-Land Network 通訊天地網絡 | US\$100 100美元 | 35.0% | 35.0% | Investment holding 投資控股 |
| Everbright Telecom-Land Communications Network (Shanghai) Co. Limited | US\$7,700,000 7,700,000美元 | - | 35.0% | Sale of communication equipment 銷售通訊設備 |



(Expressed in Hong Kong dollars)

(以港元列值)

16. INTEREST IN ASSOCIATES (continued)

16. 所佔聯營公司權益 (續)

| Name of associate 聯營公司名稱 | Particulars of issued and paid up capital 已發行 及繳足 股本詳情 | Percentage of equity 股份百分比 | | Principal activity 主要業務 |
|--|---|--------------------------------------|---|---|
| | | held by the Company 由本公司 持有 | attributable to the Group 本集團 應佔 | |
| Shanghai Everbright Hite Communication Chain Co. Limited 上海光大海的通信連鎖有限公司 | RMB30,000,000 人民幣30,000,000元 | - | 35.0% | Sale of communication equipment 銷售通訊設備 |

Cokin Limited, a company incorporated in the British Virgin Islands, holds approximately 20% interest in Chevalier iTech Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited which is engaged in the supply, installation and servicing of computer equipment, telecommunication systems and office automation system.

Cokin Limited為一間於英屬處女群島註冊成立之公司，持有其士科技控股有限公司約20%權益。該公司為香港聯合交易所有限公司上市公司，從事電腦設備、電訊系統及辦公室自動化系統之供應、安裝及維修服務。

(b) Associate - not equity accounted for

(b) 未按權益會計法入賬之聯營公司

In July 1999, the Group acquired a 38% equity interest in Wuxi Taide I.T.-Land Development Company Limited ("Wuxi Taide"). The principal activity of Wuxi Taide is property development in Wuxi, Jiangsu Province of the PRC.

本集團於一九九九年七月購入無錫泰德科教發展有限公司（「無錫泰德」）38%股本權益。無錫泰德之主要業務為在中國江蘇省無錫從事物業發展。

The equity method of accounting for the results of the associate, Wuxi Taide, is not adopted as no audited accounts of Wuxi Taide are available and the Group is unable to exercise significant influence on it. The operations of Wuxi Taide have ceased as the company faced severe financial difficulties and litigations were made by a number of creditors against the company for repayment of debts.

由於無錫泰德並無任何經審核賬項，且本集團未能對其行使重大影響力，故不採用權益會計法處理聯營公司無錫泰德之業績。無錫泰德現正面臨嚴重財政困難，且遭多名債權人興訟追討債項，導致該公司業務停頓。

(Expressed in Hong Kong dollars)

(以港元列值)

16. INTEREST IN ASSOCIATES (continued)

(b) Associate - not equity accounted for (continued)

The directors consider that it is more appropriate to fully write off the Group's interest in Wuxi Taide of approximately \$85 million in the accounts for the year ended 31 December 1999 in view of the uncertainties on the recoverable amount of the investment. The Group does not have further commitments in this associate other than the investment cost already made.

17. LONG TERM RECEIVABLE

16. 所佔聯營公司權益 (續)

(b) 未按權益會計法入賬之聯營公司 (續)

鑑於未能確定能否收回投資金額，故董事認為撇棄本集團截至一九九九年十二月三十一日止年度於無錫泰德之全部權益約85,000,000元乃較為恰當之處理方法。除已付投資成本外，本集團對該聯營公司並無作出任何承擔。

17. 長期應收賬款

| | | The Group and the Company | |
|--|-----------------------------------|----------------------------------|----------|
| | | 本集團及本公司 | |
| | | 2000 | 1999 |
| | | 二零零零年 | 一九九九年 |
| Amount receivable in respect of the sale of Goodnice | 有關出售德麗公司應收款 | 139,718,449 | - |
| Less: Amount receivable within one year and include in other receivables (note 20) | 減：於一年內應收之款項及已包括在應收賬款及其他應收款 (附註20) | (75,692,539) | - |
| Amount receivable after one year | 一年後應收之款項 | 64,025,910 | - |
| Less: Provision | 減：撥備 | (11,000,000) | - |
| | | <u>53,025,910</u> | <u>-</u> |

The amount is expected to be settled by the end of 2002.

預期上述款項將於二零零二年年年底前收回。



(Expressed in Hong Kong dollars)

(以港元列值)

18. INVESTMENTS

18. 投資

| | | The Group | | The Company | |
|----------------------------------|---------|-------------------|----------|----------------|----------|
| | | 本集團 | | 本公司 | |
| | | 2000 | 1999 | 2000 | 1999 |
| | | 二零零零年 | 一九九九年 | 二零零零年 | 一九九九年 |
| At market value | 按市值 | | | | |
| Debt securities listed outside | 於香港以外地區 | | | | |
| Hong Kong | 上市之債務證券 | 92,563,829 | - | - | - |
| Equity securities listed outside | 於香港以外地區 | | | | |
| Hong Kong | 上市之股本證券 | 828,608 | - | 828,608 | - |
| | | <u>93,392,437</u> | <u>-</u> | <u>828,608</u> | <u>-</u> |

19. INVENTORIES

19. 存貨

| | | The Group | |
|------------------|-----|-------------------|-------------------|
| | | 本集團 | |
| | | 2000 | 1999 |
| | | 二零零零年 | 一九九九年 |
| Raw materials | 原材料 | 4,749,500 | 26,300,750 |
| Work in progress | 在製品 | 3,200,488 | 3,212,582 |
| Finished goods | 製成品 | 28,006,500 | 57,695,964 |
| | | <u>35,956,488</u> | <u>87,209,296</u> |

Included in raw materials and finished goods are inventories of \$4,749,500 and \$28,006,500 (1999: \$26,300,750 and \$57,695,964), stated net of a general provision, made in order to state those inventories at the lower of their cost and estimated net realisable value.

原材料及製成品包括價值分別為4,749,500元及28,006,500元（一九九九年：26,300,750元及57,695,964元）之存貨，因已扣除一般撥備，故存貨可按成本值或估計可變現淨值兩者中之較低者列賬。

(Expressed in Hong Kong dollars)

(以港元列值)

20. TRADE AND OTHER RECEIVABLES

20. 應收賬款及其他應收款

(a)

(a)

| | | The Group 本集團 | | The Company 本公司 | |
|--|------------------------|-------------------|--------------------|--------------------|------------------|
| | | 2000 二零零零年 | 1999 一九九九年 | 2000 二零零零年 | 1999 一九九九年 |
| Trade debtors | 應收賬款 | 5,537,628 | 163,016,920 | - | - |
| Amount receivable in respect of the sale of Goodnice (Note 17) | 有關出售德麗公司之應收款 (附註17) | 75,692,539 | - | 75,692,539 | - |
| Prepayments and deposits paid | 已付預付款項及按金 | 11,355,823 | 11,586,610 | 5,556,663 | 154,020 |
| Other receivables | 其他應收款 | 2,598,728 | 22,271,532 | 945,517 | 1,412,251 |
| | | <u>95,184,718</u> | <u>196,875,062</u> | <u>82,194,719</u> | <u>1,566,271</u> |

All of the trade and other receivables are expected to be recovered within one year.

預期所有應收賬款及其他應收款將於一年內收回。

(b) Ageing analysis of trade debtors are as follows:

(b) 應收賬款賬齡分析如下：

| | | The Group 本集團 | | The Company 本公司 | |
|--|----------------|------------------|--------------------|--------------------|---------------|
| | | 2000 二零零零年 | 1999 一九九九年 | 2000 二零零零年 | 1999 一九九九年 |
| Current | 現期 | 4,457,615 | 160,035,115 | - | - |
| 1 to 6 months overdue | 逾期1至6個月 | 137,968 | 177,045 | - | - |
| More than 6 months overdue but less than 12 months overdue | 逾期6個月以上但少於12個月 | 942,045 | 2,804,760 | - | - |
| | | <u>5,537,628</u> | <u>163,016,920</u> | <u>-</u> | <u>-</u> |

Debts are due after 1 month from the date of billings. Debtors with balances that are more than 3 months overdue are requested to settle all outstanding balances before any further credit is granted.

賬項於賬單日期一個月後到期。倘賬款結餘逾期三個月以上，須先償還欠款後才再給予任何進一步信貸。



(Expressed in Hong Kong dollars)

(以港元列值)

21. CASH AND CASH EQUIVALENTS

21. 現金及現金等價物

| | | The Group | | The Company | |
|--|---------------|--------------------|-------------------|--------------------|-------------------|
| | | 本集團 | | 本公司 | |
| | | 2000 | 1999 | 2000 | 1999 |
| | | 二零零零年 | 一九九九年 | 二零零零年 | 一九九九年 |
| Deposits with banks and other financial institutions | 在銀行及其他金融機構的存款 | 193,105,749 | 31,665,329 | 121,229,254 | - |
| Cash at bank and in hand | 銀行結存及現金 | 19,109,873 | 27,426,060 | 11,244,419 | 13,858,426 |
| | | <u>212,215,622</u> | <u>59,091,389</u> | <u>132,473,673</u> | <u>13,858,426</u> |

22. BANK LOANS

22. 銀行貸款

| | | The Group | |
|--------------------------------------|--------------|--------------------|-------------------|
| | | 本集團 | |
| | | 2000 | 1999 |
| | | 二零零零年 | 一九九九年 |
| Bank loans repayable within one year | 須於一年內償還之銀行貸款 | | |
| - Secured | - 有抵押 | - | 1,408,350 |
| - Unsecured | - 無抵押 | 103,587,000 | 59,149,700 |
| | | <u>103,587,000</u> | <u>60,558,050</u> |

23. TRADE AND OTHER PAYABLES

23. 應付賬款及其他應付款

| | | The Group | | The Company | |
|-------------------|--------|-------------------|--------------------|-------------------|------------------|
| | | 本集團 | | 本公司 | |
| | | 2000 | 1999 | 2000 | 1999 |
| | | 二零零零年 | 一九九九年 | 二零零零年 | 一九九九年 |
| Trade creditors | 應付賬款 | 6,194,491 | 157,166,772 | - | - |
| Accrued expenses | 應計費用 | 2,812,250 | 4,650,469 | 1,025,618 | 2,154,047 |
| Deposits received | 已收預付款 | 5,918,520 | 15,789,723 | - | - |
| Other payables | 其他應付賬款 | 10,845,438 | 33,673,500 | 10,845,438 | - |
| | | <u>25,770,699</u> | <u>211,280,464</u> | <u>11,871,056</u> | <u>2,154,047</u> |

All trade creditors are due within 6 months.

所有應付款將於六個月內到期。

(Expressed in Hong Kong dollars)

(以港元列值)

24. SHARE CAPITAL

24. 股本

| | | 2000 二零零零年 | | 1999 一九九九年 | |
|--------------------------------|-------------------|--------------------------|--------------|--------------------------|--------------|
| | | No. of shares 股份數目 | Amount 金額 | No. of shares 股份數目 | Amount 金額 |
| <i>Authorised:</i> | 法定： | | | | |
| Ordinary shares of \$0.10 each | 每股面值0.10元 之普通股 | 2,000,000,000 | 200,000,000 | 2,000,000,000 | 200,000,000 |
| <i>Issued and fully paid:</i> | 已發行及悉數 繳足： | | | | |
| At 1 January | 於一月一日 | 1,486,220,669 | 148,622,067 | 1,486,220,669 | 148,622,067 |
| New shares issued | 已發行新股 | 74,000,000 | 7,400,000 | - | - |
| At 31 December | 於十二月 三十一日 | 1,560,220,669 | 156,022,067 | 1,486,220,669 | 148,622,067 |

Pursuant to a subscription agreement dated 9 February 2000, 74,000,000 new shares of the Company were subscribed by Kenco Investments Limited, an indirectly wholly owned subsidiary of China Everbright Holdings Company Limited, at a price of \$1.51 per share. The new shares rank *pari passu* in all respects with the then existing issued shares of the Company.

根據一項於二零零零年二月九日訂立之認購協議，中國光大集團有限公司之間接全資附屬公司 Kenco Investments Limited 以每股價格 1.51 元認購本公司 74,000,000 股新股。新股於各方面均與本公司當時已發行股份享有同等權益。

25. SHARE OPTION SCHEME

25. 優先認購股份權計劃

The Company has a share option scheme in which the board of directors of the Company may grant options to employees of the Company and its subsidiaries, including directors, to subscribe for shares in the Company. The subscription price will be the higher of 80% of the average of the closing prices of the shares of the Company on The Stock Exchange of Hong Kong Limited on the five trading days immediately preceding the date of grant of the option and the nominal value of the shares. Each option gives the holder the right to subscribe for one share.

本公司設有一項優先認購股份權計劃。據此，本公司董事會可向本公司及其附屬公司之僱員（包括董事在內）授予以認購本公司股份之優先認購股份權。認購價為本公司股份於授出優先認購股份權日期前五個交易日，在香港聯合交易所有限公司之平均收市價 80% 或股份面值（以較高者為準）。每份優先認購股份權給予持有人權利認購 1 股股份。

During the year, no options were granted or exercised under the share option scheme.

於本年度內，並無任何優先認購股份權被授出或獲行使。



(Expressed in Hong Kong dollars)

(以港元列值)

25. SHARE OPTION SCHEME (continued)

At 31 December 2000, the outstanding options were:

25. 優先認購股份權計劃(續)

於二零零零年十二月三十一日，尚未行使之優先認購股份權如下：

| Date option granted 授出日期 | Period during which options exercisable 行使期 | Exercise price 行使價 | Number of options 優先認購股份權數目 | | Outstanding as at 31 December 2000 於二零零零年 十二月三十一日 尚未行使 |
|------------------------------|--|--------------------------|---|---|--|
| | | | Outstanding as at 1 January 2000 於二零零零年 一月一日 尚未行使 | Cancelled during the year 於本年度註銷 | |
| 11 August 1997 一九九七年八月十一日 | 11 February 1998 to 30 June 2001 一九九八年二月十一日 至二零零一年六月三十日 | \$2.796 | 59,000,000 | (41,000,000) | 18,000,000 |

(Expressed in Hong Kong dollars)

(以港元列值)

26. RESERVES

26. 儲備

| | | Share premium 股份溢價 | Goodwill arising on consolidation 綜合賬目時所產生之商譽 | Statutory reserves 法定儲備基金 | Exchange reserve 匯兌儲備 | Accumulated losses 累積虧損 | Total 總額 |
|---|----------------------|-----------------------|--|------------------------------|--------------------------|----------------------------|--------------------|
| The Group | 本集團 | | | | | | |
| 1999 | 一九九九年 | | | | | | |
| At 1 January 1999 | 於一九九九年一月一日 | 580,369,899 | (141,352,709) | 2,157,890 | (547,742) | (159,882,286) | 280,745,052 |
| Exchange differences on translation of accounts of PRC subsidiaries | 換算中國境內附屬公司賬項時產生之匯兌差額 | - | - | - | 298,799 | - | 298,799 |
| Share of exchange reserve of an associate | 應佔聯營公司匯兌儲備 | - | - | - | (36,000) | - | (36,000) |
| Written back on disposal of subsidiaries | 出售附屬公司時撥回 | - | 6,904,967 | (1,381,867) | (100,248) | - | 5,422,852 |
| Transfer to statutory reserve (note (i)) | 撥轉法定儲備基金(附註(i)) | - | - | 310,852 | - | (310,852) | - |
| Loss for the year | 該年度虧損 | - | - | - | - | (149,720,573) | (149,720,573) |
| At 31 December 1999 | 於一九九九年十二月三十一日 | <u>580,369,899</u> | <u>(134,447,742)</u> | <u>1,086,875</u> | <u>(385,191)</u> | <u>(309,913,711)</u> | <u>136,710,130</u> |
| 2000 | 二零零零年 | | | | | | |
| At 1 January 2000 | 於二零零零年一月一日 | 580,369,899 | (134,447,742) | 1,086,875 | (385,191) | (309,913,711) | 136,710,130 |
| Premium arising from issue of new shares, net of expenses | 發行新股時產生之溢價，(已扣除費用) | 101,273,308 | - | - | - | - | 101,273,308 |
| Exchange differences on translation of accounts of PRC subsidiaries | 換算中國境內附屬公司賬目之匯兌差額 | - | - | - | 125,522 | - | 125,522 |
| Share of exchange reserve of associates | 應佔聯營公司匯兌儲備 | - | - | - | (108,112) | - | (108,112) |
| Written back on disposal of subsidiaries | 出售附屬公司時撥回 | - | 106,906,918 | - | 99,638 | - | 107,006,556 |
| Transfer to statutory reserve (note (i)) | 撥轉法定儲備基金(附註(i)) | - | - | 698,123 | - | (698,123) | - |
| Profit for the year | 本年度溢利 | - | - | - | - | 13,696,074 | 13,696,074 |
| At 31 December 2000 | 於二零零零年十二月三十一日 | <u>681,643,207</u> | <u>(27,540,824)</u> | <u>1,784,998</u> | <u>(268,143)</u> | <u>(296,915,760)</u> | <u>358,703,478</u> |



(Expressed in Hong Kong dollars)

(以港元列值)

26. RESERVES (continued)

26. 儲備 (續)

| | | Share premium | Goodwill arising on consolidation | Statutory reserves | Exchange reserve | Accumulated losses | Total |
|---|--------------------|--------------------|-----------------------------------|--------------------|------------------|----------------------|--------------------|
| | | 股份溢價 | 綜合賬項 所產生之商譽 | 法定 儲備基金 | 匯兌儲備 | 累積虧損 | 總額 |
| The Company | 本公司 | | | | | | |
| 1999 | 一九九九年 | | | | | | |
| At 1 January 1999 | 於一九九九年 一月一日 | 580,369,899 | - | - | - | (299,867,805) | 280,502,094 |
| Loss for the year | 本年度虧損 | - | - | - | - | (143,872,343) | (143,872,343) |
| At 31 December 1999 | 於一九九九年 十二月三十一日 | <u>580,369,899</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(443,740,148)</u> | <u>136,629,751</u> |
| 2000 | 二零零零年 | | | | | | |
| At 1 January 2000 | 於二零零零年 一月一日 | 580,369,899 | - | - | - | (443,740,148) | 136,629,751 |
| Premium arising from issue of new shares, net of expenses | 發行新股產生之 溢價，扣除費用 | 101,273,308 | - | - | - | - | 101,273,308 |
| Profit for the year | 本年度溢利 | - | - | - | - | 120,515,617 | 120,515,617 |
| At 31 December 2000 | 於二零零零年 十二月三十一日 | <u>681,643,207</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(323,224,531)</u> | <u>358,418,676</u> |

(i) These are statutory reserves of PRC subsidiaries which are non-distributable.

(i) 此為中國附屬公司不可作分派之法定儲備基金。

(Expressed in Hong Kong dollars)

(以港元列值)

26. RESERVES (continued)

- (ii) Included in the figure for the accumulated losses is an accumulated loss of \$27,374,947 (1999: retained profits of \$7,593,400) attributable to associates.
- (iii) The application of the share premium account is governed by the Companies Law (1995 Revision) of Cayman Islands.
- (iv) The goodwill arising on consolidation and exchange reserves have been set up and will be dealt with in accordance with the accounting policies adopted for goodwill arising on subsidiaries and associates as well as foreign currency translation.

27. COMMITMENTS

At 31 December 2000, the Group had commitments under operating leases for land and buildings to make payments in the next year as follows:

26. 儲備 (續)

- (ii) 於累積虧損中包括一項應佔聯營公司累積虧損，為數27,374,947元（一九九九年：保留溢利7,593,000元）。
- (iii) 股份溢價賬之應用乃受開曼群島公司法（一九九五年修訂版）所規限。
- (iv) 在綜合時所產生的商譽及匯兌儲備經已設立，並將根據就附屬公司及聯營公司所產生之商譽及外幣換算所採用之會計政策處理。

27. 承擔

於二零零零年十二月三十一日，本集團就土地及樓宇之經營租賃而需於來年支付之承擔如下：

| | | 2000 | 1999 |
|--------------------------------------|---------|----------------|-------------------|
| | | 二零零零年 | 一九九九年 |
| Leases expiring: | 租賃屆滿期限： | | |
| Within one year | 一年內 | 204,145 | 2,540,147 |
| After one year but within five years | 一年後但五年內 | 204,630 | 10,199,412 |
| After five years | 五年後 | - | 157,352 |
| | | <u>408,775</u> | <u>12,896,911</u> |



(Expressed in Hong Kong dollars)

(以港元列值)

28. PARTICULARS OF SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results or assets of the Group. The class of shares held is ordinary shares unless otherwise stated.

28. 附屬公司詳情

以下僅列出對本集團之業績或資產構成主要影響之附屬公司資料。除另有註明外，所持股份之類別均為普通股。

| Name of subsidiary 附屬公司名稱 | Place of incorporation/ operation 註冊成立/ 營業地點 | Nominal value of issued and fully paid ordinary capital 已發行及 悉數繳足 普通股本面值 | Principal activities 主要業務 | Attributable interest 應佔權益 |
|--|---|--|--|----------------------------------|
| Qingapen Limited 晴嘉投資有限公司 | Hong Kong/PRC 香港／中國 | \$2 2元 | Property investment 物業投資 | 100% |
| Tinatics Limited 泰安物業有限公司 | Hong Kong 香港 | \$2 2元 | Property investment 物業投資 | 100% |
| Wisdom Power Property Limited 智力物業有限公司 | Hong Kong 香港 | \$2 2元 | Property investment 物業投資 | 100% |
| EB Watch and Clock (Shenzhen) Co., Limited 光大依波鐘錶(深圳)有限公司 | # PRC #中國 | \$30,000,000 30,000,000元 | Manufacture and sale of watches and clocks 鐘錶 製造及銷售 | 100% |
| Shenzhen Everbright Southern Trading Co., Limited 深圳市依波南方貿易有限公司 | @ PRC @中國 | RMB500,000 人民幣500,000元 | Sale of watches and clocks 鐘錶銷售 | 60% |

Registered as a foreign investment enterprise

註冊為外資企業

@ Registered as a limited liability company

@ 註冊為有限責任公司

(Expressed in Hong Kong dollars)

(以港元列值)

29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

29. 綜合現金流量表附註

(a) Reconciliation of operating loss to net cash inflow/
(outflow) from operating activities:(a) 經營虧損與經營業務所得現金
流入／(流出)淨額之調節

| | | 2000 二零零零年 | 1999 一九九九年 |
|--|--------------------------|-------------------|---------------------|
| Operating loss | 經營虧損 | (15,597,692) | (62,979,489) |
| Loss on disposal of fixed assets | 出售固定資產虧損 | 18,571 | 6,576,240 |
| Loss on disposal of subsidiaries | 出售附屬公司虧損 | - | 5,720,189 |
| Depreciation | 折舊 | 14,723,891 | 31,361,070 |
| Interest income | 利息收入 | (21,031,463) | (2,704,467) |
| Provision for impairment of fixed assets | 固定資產耗損撥備 | - | 7,700,000 |
| Deficit on revaluation of investment properties | 投資物業重估虧絀 | 5,000,000 | 230,000 |
| Net realised and unrealised gain on investment in securities | 投資證券已變現及未變現 收益淨額 | 15,584,603 | - |
| Increase in inventories | 存貨增加 | (3,296,950) | (12,640,804) |
| Increase in trade and other receivables | 應收賬款及其他應收款 增加 | (48,734,528) | (93,766,269) |
| Increase/(decrease) in amounts due to/(from) associates | 應付／(應收)聯營公司 欠款增加／(減少) | 3,649,085 | 1,465,500 |
| Decrease in amounts due from related companies | 應付有關連公司 欠款減少 | - | 4,867,561 |
| (Increase)/decrease in amount due from a shareholder | 應收一位股東欠款 (增加)／減少 | (2,896,354) | 4,205,691 |
| Increase in amount due to a shareholder | 應付一位股東欠款增加 | - | 4,251,286 |
| Increase in trade and other payables | 應付賬款及其他應付款增加 | 70,088,725 | 62,034,239 |
| Decrease in amounts due to related companies | 應付有關連公司欠款 減少 | - | (273,990) |
| Foreign exchange | 匯兌調整 | (755,388) | 2,369,976 |
| Net cash inflow/(outflow) from operating activities | 經營業務所得現金 流入／(流出)淨額 | <u>16,752,500</u> | <u>(41,583,267)</u> |



(Expressed in Hong Kong dollars)

(以港元列值)

29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued) 29. 綜合現金流量表附註 (續)

(b) Sale of subsidiaries

(b) 出售附屬公司

(i) Net assets disposed of:

(i) 出售資產淨值：

| | | |
|--|-------------|---------------|
| Fixed assets | 固定資產 | 52,386,639 |
| Inventories | 存貨 | 54,549,758 |
| Trade and other receivables | 應收賬款及其他應收款 | 226,117,411 |
| Cash at banks and in hand | 銀行結存及現金 | 18,710,148 |
| Trade and other payables | 應付賬款及其他應付款 | (255,598,490) |
| Bank and other loans | 銀行及其他貸款 | (35,877,086) |
| Goodwill released on disposal | 因出售而變現之商譽 | 106,906,918 |
| Exchange reserve released on disposal | 因出售而變現之匯兌儲備 | 99,638 |
| | | 167,294,936 |
| Satisfied by: | 付款方式： | |
| Cash consideration | 現金代價 | 194,718,783 |
| Equity securities in other investments | 其他投資之股本證券 | 17,352,701 |
| | | 212,071,484 |
| Gain on disposal (note 7) | 出售收益 (附註7) | 44,776,548 |

The subsidiaries disposed of during the year accounted for \$39,096,191 net operating cash outflow to the Group's net operating cash flows and paid \$6,571,300 for financing activities.

於本年度出售之附屬公司在本集團之經營現金流量淨額中佔經營業務之現金流出淨額39,096,191元及就融資業務支付6,571,300元。

(Expressed in Hong Kong dollars)

(以港元列值)

29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

29. 綜合現金流量表附註 (續)

(b) Sale of subsidiaries

(b) 出售附屬公司 (續)

(ii) Analysis of the net inflow of cash and cash equivalents in respect of the sale of subsidiaries:

(ii) 有關出售附屬公司之現金及現金等價物流入淨額分析：

| | | |
|--|--|--------------------------|
| Cash consideration | 現金代價 | 194,718,783 |
| Cash at bank and in hand disposed of | 出售之銀行結存及現金 | <u>(18,710,148)</u> |
| | | 176,008,635 |
| <i>Less:</i> Amount receivable within one year (included in trade and other receivables (note 20)) | 減：於一年內應收之款項 (已包括在其他應收賬款及其他應收款 (附註20)) | 75,692,539 |
| Amount receivable after one year (included in long term receivable (note 17)) | 於一年後收之款項 (已包括在長期應收款 (附註17)) | <u>64,025,910</u> |
| Net inflow of cash and cash equivalents for the year in respect of the sale of subsidiaries | 於本年內出售附屬公司所得現金及現金等價物流入淨額 | <u><u>36,290,186</u></u> |



(Expressed in Hong Kong dollars)

(以港元列值)

29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued) 29. 綜合現金流量表附註(續)

(c) Analysis of changes in financing during the year (c) 本年度融資變動分析

| | | Share capital and premium 股本及溢價 | Bank loans, overdrafts and other loans 銀行貸款、透支 及其他貸款 |
|-------------------------------------|-------------------|---------------------------------------|--|
| At 1 January 1999 | 於一九九九年一月一日 | 728,991,966 | 39,348,801 |
| | 新造銀行貸款 | - | 26,209,249 |
| New other loans | 新造其他貸款 | - | 12,487,370 |
| Repayment of bank loans | 償還銀行貸款 | - | (5,000,000) |
| | | <u>728,991,966</u> | <u>73,045,420</u> |
| At 31 December 1999 | 於一九九九年 十二月三十一日 | <u>728,991,966</u> | <u>73,045,420</u> |
| At 1 January 2000 | 於二零零零年一月一日 | 728,991,966 | 73,045,420 |
| New shares issued | 已發行新股 | 108,673,308 | - |
| New bank loans | 新造銀行貸款 | - | 103,587,000 |
| Disposal of subsidiaries (note (b)) | 出售附屬公司 (附註(b)) | - | (35,877,086) |
| Repayment of bank loans | 償還銀行貸款 | - | (37,168,334) |
| | | <u>837,665,274</u> | <u>103,587,000</u> |
| At 31 December 2000 | 於二零零零年 十二月三十一日 | <u>837,665,274</u> | <u>103,587,000</u> |

(d) Analysis of the balances of cash and cash equivalents (d) 現金及現金等價物結餘分析

| | | The Group 本集團 | |
|---|-------------------------------------|--------------------|-------------------|
| | | 2000 二零零零年 | 1999 一九九九年 |
| Cash at bank and in hand | 銀行結存及現金 | 19,109,873 | 27,426,060 |
| Deposits with banks and other financial institutions maturing within three months of the balance sheet date | 在銀行及其他金融機構的 由結算日起三個月內 到期之銀行存款 | 193,105,749 | 31,665,329 |
| | | <u>212,215,622</u> | <u>59,091,389</u> |

(Expressed in Hong Kong dollars)

(以港元列值)

29. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

(e) Major non-cash transaction

- (i) The consideration in respect of the disposal of the Group's interest in Telecom-Land Network was satisfied by the allotment of shares of Greg Manning Auctions, Inc, a listed company on the NASDAQ in USA.
- (ii) At 31 December 2000, the outstanding consideration in respect of the disposal of Goodnice amounted to \$139,718,449.

30. MATERIAL RELATED PARTY TRANSACTIONS

(a) Transactions with and amounts paid to or received from a controlling shareholder and its subsidiaries:

| | | 2000 二零零零年 | 1999 一九九九年 |
|--------------------------------------|-----------|---------------|---------------|
| Rental paid for staff quarter | 支付員工宿舍租金 | 642,000 | 720,000 |
| Rental income on properties | 物業租金收入 | (2,180,000) | (3,024,726) |
| Loans from a controlling shareholder | 來自控股股東之貸款 | - | (3,755,600) |

(b) Transactions with and amounts paid to or received from companies controlled by a minority shareholder of non-wholly owned subsidiaries:

| | | 2000 二零零零年 | 1999 一九九九年 |
|---|---------------------|---------------|---------------|
| Purchases | 採購 | - | 4,389,000 |
| Sales | 銷售 | - | (2,700,000) |
| Guarantees given to banks in respect of credit facilities granted to a minority shareholder | 就少數股東之信貸融資而向銀行提供之擔保 | - | (15,112,000) |
| Amounts received | 已收款項 | - | 657,230 |

31. POST BALANCE SHEET EVENT

Subsequent to 31 December 2000, Cokin Limited, an associate of the Group, has been voluntarily wound up. The sole asset of Cokin Limited is an investment in Chevalier iTech Holdings Limited. Such investment in Chevalier iTech Holdings Limited attributable to the Group has been transferred to a wholly owned subsidiary of the Group.

29. 綜合現金流量表附註(續)

(e) 非現金之重大交易

- (i) 有關本集團於年內出售之通訊天地網絡權益之代價已由美國NASDAQ上市之Greg Manning Auctions, Inc發出的股份支付。
- (ii) 於二零零零年十二月三十一日，本集團就出售德麗公司而仍未收取之代價為139,718,449元。

30. 與有關連人士之重大交易

(a) 與控股股東及其附屬公司之交易及應付或應收款項：

| | 2000 二零零零年 | 1999 一九九九年 |
|--------------------------------------|---------------|---------------|
| Rental paid for staff quarter | 642,000 | 720,000 |
| Rental income on properties | (2,180,000) | (3,024,726) |
| Loans from a controlling shareholder | - | (3,755,600) |

(b) 與非全資附屬公司少數股東控制公司之交易及應付或應收欠款：

| | 2000 二零零零年 | 1999 一九九九年 |
|---|---------------|---------------|
| Purchases | - | 4,389,000 |
| Sales | - | (2,700,000) |
| Guarantees given to banks in respect of credit facilities granted to a minority shareholder | - | (15,112,000) |
| Amounts received | - | 657,230 |

31. 結算日後事項

在二零零零年十二月三十一日以後，本集團之附屬公司Cokin Limited已被自願清盤。Cokin Limited的唯一資產為於其士科技控股有限公司的投資。本集團應佔其士科技控股有限公司的投資已轉往本集團一間全資擁有附屬公司。