

財務報告附註

NOTES TO THE FINANCIAL STATEMENTS

一. 一般事項

甲 最終控股公司

本公司乃一間於香港註冊成立之上市公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。董事認為於二零零一年十二月三十一日的最終控股公司是一間於中國內地成立的公司——中國華潤總公司。

乙 財務報告編製基準

財務報告乃遵照截至二零零一年十二月三十一日止年度適用的香港會計實務準則（「會計實務準則」）而編製。除下文附註二主要會計政策特別指明外，財務報告乃根據過往成本慣例編製。

丙 會計政策之變動

（甲）股息

根據會計實務準則第九號（經二零零一年一月修訂）—「結算日後事項」，本集團不再將結算日後擬派或宣派的股息確認為結算日的負債。此項會計政策變動已應用於前期賬目，故此所提呈的比較數字已經重列，以符合經修改的政策。此項變動將本集團於一九九九年及二零零零年十二月三十一日的資產淨值分別增加約港幣178,536,000元及港幣298,318,000元。

1. General

A Ultimate holding company

The Company is a public company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The directors regard the ultimate holding company as at 31st December 2001 to be China Resources National Corp., a company established in the Chinese Mainland.

B Basis of preparation of the financial statements

The financial statements have been prepared in accordance with Hong Kong Statements of Standard Accounting Practice (“SSAPs”) applicable for the year ended 31st December 2001. Save as specified in the principal accounting policies as set out in note 2, the financial statements have been prepared under the historical cost convention.

C Changes in accounting policies

(a) Dividends

In accordance with the SSAP 9 (revised in January 2001) “Events after the balance sheet date”, the Group no longer recognises dividend proposed or declared after the balance sheet date as a liability at the balance sheet date. This change in accounting policy has been applied retrospectively so that the comparatives presented have been restated to conform with the changed policy. The effect of this change is to increase the Group’s net assets as at 31st December 1999 and 2000 of approximately HK\$178,536,000 and HK\$298,318,000, respectively.

一. 一般事項 (續)

丙 會計政策之變動 (續)

(乙) 商譽／負商譽

在過往年度，收購附屬公司及聯營公司所產生的商譽／負商譽會分別從儲備中對銷，或撥入資本儲備內。

為符合會計實務準則第三十號「業務合併」，本集團由二零零一年一月一日起，對商譽／負商譽採用了新的會計政策，詳情載於附註二(戊)。

本集團已利用會計實務準則第三十號第88段所載的過渡條文，故此新會計政策只對往後的賬目適用，而承前保留溢利及儲備以及比較資料均無作出調整。

丁 其他披露規定

(甲) 分類報告

在本年度採納會計實務準則第二十六號「分類報告」時，本集團已根據本集團的內部財務申報，選擇以業務分類為主要申報規格，地區分類為次要申報規格。截至二零零零年十二月三十一日止年度的分類披露資料已經重列，務求呈報基準一致。

1. General (continued)

C Changes in accounting policies (continued)

(b) Goodwill/Negative goodwill

In prior years, goodwill/negative goodwill arising on acquisition of subsidiaries and associates was eliminated against reserves or credited to capital reserve, respectively.

In order to comply with SSAP 30 “Business Combinations”, the Group adopted a new accounting policy for goodwill/negative goodwill as set out in note 2(E) with effect from 1st January 2001.

The Group has taken advantage of the transitional provisions set out in paragraph 88 of SSAP 30 with the effect that the new accounting policy has been adopted prospectively and no adjustments have been made to the opening balances of retained profits and reserves or the comparative information.

D Additional disclosure requirements

(a) Segment Reporting

In adopting SSAP 26 “Segment Reporting” in the current year, the Group has chosen business segments as the primary reporting format and geographical as the secondary reporting format in accordance with the Group’s internal financial reporting. Segment disclosures for the year ended 31st December 2000 have been restated so that they are presented on a consistent basis.

一. 一般事項 (續)

丁 其他披露規定 (續)

(乙) 租賃

會計實務準則第十四號 (經修訂)「租賃」引入了額外的及新修訂的披露規定，該等披露規定已在本財務報告中採納。上年度的比較數字已經重列，務求呈報基準一致。

二. 主要會計政策

甲 綜合基準

本集團之綜合財務報告包括本公司及其全部直接及間接附屬公司截至二零零一年十二月三十一日止年度之財務報告，且亦按下文附註二丙所載基準將本集團於聯營公司之權益一併納入計算。於本年內收購或出售之附屬公司及聯營公司之業績乃由其實際收購日期起至二零零一年十二月三十一日或截至出售日期止 (視情況而定) 納入計算。

乙 於附屬公司之投資

附屬公司為本公司直接或間接持有其半數以上已發行股本或控制其半數以上投票權或本公司控制其董事局或同等之監管組織組成之公司。附屬公司之投資乃按成本值減去減值虧損後於本公司資產負債表列賬。本公司以已收及應收股息計算附屬公司之業績。

1. General (continued)

D Additional disclosure requirements (continued)

(b) Leases

SSAP 14 (Revised) "Leases" has introduced additional and revised disclosure requirements which have been adopted in these financial statements. Comparative figures for the prior year have been restated in order to achieve a consistent presentation.

2. Principal Accounting Policies

A Basis of consolidation

The consolidated financial statements of the Group include the financial statements for the year ended 31st December 2001 of the Company and of all its direct and indirect subsidiaries and also incorporate the Group's interests in associates on the basis set out in note 2C below. The results of subsidiaries and associates acquired or disposed of during the year are included as from their effective dates of acquisition to 31st December 2001 or up to the dates of disposal, as appropriate.

B Investments in subsidiaries

A subsidiary is an enterprise in which the Company, directly or indirectly, holds more than half of the issued share capital or controls more than half of the voting power, or where the Company controls the composition of its board of directors or equivalent governing body. In the Company's balance sheet, investments in subsidiaries are carried at cost less any impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

二. 主要會計政策 (續)

丙 聯營公司

聯營公司乃指附屬公司以外，本集團可透過參與接受投資公司之財政及業務決策而對其行使重大影響力之公司。綜合損益表包括本集團年內應佔聯營公司之業績。在綜合資產負債表內，聯營公司之權益以本集團應佔聯營公司資產淨值另加收購時產生之未攤銷商譽(負商譽)減任何已確定減值虧損入賬。

於本公司之資產負債表內，聯營公司之投資乃按成本減任何減值虧損列賬。

丁 其他投資

其他投資乃指於債務和股本證券之投資，惟純粹持有作收回墊款之用途或有作於附屬公司、聯營公司或合營企業投資之用途者除外。

其他持有至到期之債務證券投資乃按攤銷後成本於資產負債表列賬。攤銷後成本乃指成本加減購入價及到期款額之差額之累積攤銷。

其他以確定長期持有之證券投資乃按成本計算，並扣除任何減值虧損(暫時減值虧損者除外)。

2. Principal Accounting Policies (continued)

C Associates

An associate is an enterprise, not being a subsidiary, over which the Group is in a position to exercise significant influence through participation in the financial and operating policy decisions of the investee. The consolidated profit and loss account includes the Group's share of results of associates for the year. In the consolidated balance sheet, interest in associates is stated at the Group's share of net assets of the associates plus unamortised goodwill (negative goodwill) arising on acquisitions, less any identified impairment loss.

In the Company's balance sheet, investments in associates are stated at cost less any impairment loss.

D Other investments

Other investments are investments in debt and equity securities, except those held either solely for the purpose of recovering advances or, as investments in subsidiaries, associates or joint ventures.

Other investments which are debt securities held-to-maturity are stated at amortised cost in the balance sheet. Amortised cost is cost plus or minus the cumulative amortisation of the difference between the purchase price and the maturity amount.

Other investments which are held for an identified long-term purpose are measured at cost as reduced by any impairment loss that is other than temporary.

二. 主要會計政策 (續)

丁 其他投資 (續)

其他投資 (持有至到期之債務證券或以確定長期持有之證券投資除外) 以公允價值計算，並連同其未變現損益包括於綜合損益表內。

戊 商譽／負商譽

因綜合賬目而產生之商譽，指收購成本超逾本集團於收購日期所佔收購之附屬公司／聯營公司可予確定資產與負債之公允價值之權益差額。收購附屬公司／聯營公司而產生之負商譽，指本集團於所收購可予確定資產與負債之公允價值之權益超逾收購成本之差額。

本集團於本年度採納了會計實務準則第三十號，並已選擇不重列前年度於儲備內扣除／(計入) 儲備之商譽 (負商譽)。於二零零一年一月一日前進行收購所產生之商譽乃在儲備撇銷，並將於出售有關附屬公司或聯營公司時，或在商譽被斷定為已經減值時，在損益表內扣除。於二零零一年一月一日前進行收購所產生之負商譽已計入儲備，並於出售有關附屬公司或聯營公司時撥入綜合損益表處理。

2. Principal Accounting Policies (continued)

D Other investments (continued)

Other investments which are neither debt securities held-to-maturity nor securities held for an identified long-term purpose are measured at fair value, with unrealised gains or losses included in the consolidated profit and loss account.

E Goodwill/Negative goodwill

Goodwill arising on consolidation 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 acquired subsidiary/or an associate at the date of acquisition. Negative goodwill arising from acquisitions of subsidiaries/associates represents the excess of the Group's interest in the fair value of identifiable assets and liabilities acquired over the cost of acquisition.

In the current year, the Group has adopted SSAP 30 and elected not to restate goodwill/(negative goodwill) previously charged against/(credited to) reserves. For acquisitions prior to 1st January 2001, goodwill arising thereon was eliminated against reserves and will be charged to the profit and loss account at the time of disposal of the relevant subsidiary or associate, or at such time as the goodwill is determined to be impaired. Negative goodwill arising on acquisitions prior to 1st January 2001 was credited to reserves and will be released to the consolidated profit and loss account at the time of disposal of the relevant subsidiary or associate.

二. 主要會計政策 (續)

戊 商譽／負商譽 (續)

於二零零一年一月一日或之後進行收購所產生之商譽按直線法於綜合損益表攤銷，並於其估計可使用年期(即在不超過二十年之期間內)在綜合資產負債表內以成本值減去累計攤銷及減值虧損後列賬。

於二零零一年一月一日或之後進行收購所產生之負商譽，乃呈列為從資產中扣除之部份，並將會在分析過導致餘額之情況後，撥入損益表處理。倘負商譽與本集團收購計劃當中已確定預期於未來出現之虧損及開支有關並能可靠地計算時(但並非為於收購日期之可確定負債)，則該部份的負商譽會於未來虧損及開支在損益表確認時在損益表確認。任何其餘負商譽如不超過所收購之非貨幣資產之公允價值，會於該等所購入可予確定應計折舊資產的餘下加權平均可使用年限內在損益表確認。負商譽如超過該等非貨幣資產之公允價值，會即時在損益表內確認。

如有跡象顯示會出現減值，在前年度於儲備撇銷之商譽賬面值將再作評定，並撇減至可收回數額。

2. Principal Accounting Policies (continued)

E Goodwill/Negative goodwill (continued)

Goodwill arising on acquisitions on or after 1st January 2001 is amortised to the consolidated profit and loss account on a straight-line basis over its estimated useful life of not more than 20 years and is stated in the consolidated balance sheet at cost less any accumulated amortisation and any impairment loss.

Negative goodwill arising on acquisitions on or after 1st January 2001 is presented as a deduction from assets and will be released to the consolidated profit and loss account based on an analysis of the circumstances from which the balance resulted. To the extent that negative goodwill relates to expectations of future losses and expenses that are identified in the Group's plan for the acquisition and can be measured reliably, but which do not represent identifiable liabilities at the date of acquisition, that portion of negative goodwill is recognised in the profit and loss account when the future losses and expenses are recognised in the profit and loss account. Any remaining negative goodwill, not exceeding the fair values of the non-monetary assets acquired, is recognised in the profit and loss account over the remaining weighted average useful life of those identifiable acquired depreciable assets; negative goodwill in excess of the fair values of those non-monetary assets is recognised in the profit and loss account immediately.

Where an indication of impairment exists, the carrying amount of goodwill previously written off against reserves is assessed and written down immediately to its recoverable amount.

二. 主要會計政策 (續)

己 固定資產

(甲) 投資物業

投資物業乃建築工程經已完成並因其投資潛力而持有之土地及樓宇權益，任何租金收入乃按公平原則磋商釐定。該等物業乃以每年之專業估值所得之公開市值列賬。

估值最少每隔三年由獨立估值師進行一次，而其間年份，每年則由本集團具專業資格之行政人員進行評估。投資物業價值之變動乃撥作物業重估儲備之變動處理。倘此項儲備之總額不足以抵銷整個投資物業組合之虧絀，則不足之數自損益表中扣除。倘虧絀已於過往損益表中扣除，但其後出現重估盈餘時，則將已扣除之虧絀部份從此項盈餘中撥入損益表內。在出售重估投資物業時，有關之重估盈餘則轉入損益表內。

本公司概無為以未屆滿年期超過二十年之租約持有之投資物業作折舊準備。

2. Principal Accounting Policies (continued)

F Fixed Assets

(a) *Investment properties*

Investment properties are interests in land and buildings in respect of which construction work has been completed and which are held for their investment potential, any rental income being negotiated at arm's length. Such properties are stated at their open market value on the basis of an annual professional valuation.

The valuations are carried out at intervals of not more than three years by independent valuers and in each of the intervening years, valuations are undertaken by professionally qualified executives of the Group. Changes in the value of investment properties are dealt with as movements in the property valuation reserve. If the total of this reserve is insufficient to cover a deficit on a portfolio basis, the excess of the deficit is charged to the profit and loss account. Where a deficit has previously been charged to the profit and loss account and a revaluation surplus subsequently arises, this surplus is credited to the profit and loss account to the extent of the deficit previously charged. Upon sale of a revalued investment property, the revaluation surplus is transferred to the profit and loss account.

No depreciation is provided for investment properties which are held on leases with an unexpired term of more than 20 years.

二. 主要會計政策 (續)

己 固定資產 (續)

(乙) 在建工程

用作生產、租用或行政用途或尚未決定用途之在建物業、廠房及設備均以成本值減降值虧損(如有)列賬。成本包括所有建築支出、專業費用、撥充資本之借貸成本以及該項目之其他有關直接費用。

在工程竣工前和建築成本轉入有關之固定資產之類別前，本公司概不會為在建工程作任何折舊準備。

(丙) 其他固定資產

投資物業及在建工程以外之固定資產按成本值減折舊及累計減值虧損(如有)列賬。

2. Principal Accounting Policies (continued)

F Fixed Assets (continued)

(b) *Construction in progress*

Properties, plant and equipment in the course of construction for production, rent or administrative purposes or for purposes not yet determined, are carried at cost less accumulated impairment losses, if any. Cost includes all construction expenditure, professional fees, borrowing costs capitalised and other relevant expenses directly attributable to such projects.

No provision for depreciation is made on construction in progress until such time when construction work is complete and the costs of construction are transferred to the appropriate category of fixed assets.

(c) *Other fixed assets*

Fixed assets other than investment properties and construction in progress are stated at cost less depreciation and accumulated impairment losses, if any.

二. 主要會計政策 (續)

己 固定資產 (續)

(丙) 其他固定資產 (續)

其他固定資產之折舊乃按其估計可用年限，以直線法撇銷資產成本撥備。所採用之年期如下：

土地

Land

樓宇

Buildings

租賃物業裝修

Leasehold improvements

船隻

Vessels

冷倉設備

Cold storage facilities

機器設備

Plant and machinery

傢私及設備

Furniture and equipment

汽車

Motor vehicles

(丁) 固定資產之減值

於各結算日，為評估是否有跡象顯示投資物業以外的固定資產已經減值，內部及外來之有關資料均會列入考慮。倘若出現此等跡象，有關資產的可收回數額會予以估計，並(如有關)確認減值虧損，以將該項資產撇減至其可收回數額。該項減值虧損會在損益表確認。

2. Principal Accounting Policies (continued)

F Fixed Assets (continued)

(c) Other fixed assets (continued)

Depreciation of other fixed assets is provided to write off the cost of the assets using the straight line method over their estimated useful lives. The estimated useful lives are as follows:

按剩餘租賃期撇銷

Over the unexpired term of lease

20至50年

20 to 50 years

按3至10年或按剩餘租賃年期兩者中較短者

3 to 10 years or over the unexpired term of lease,

whichever is shorter

5至15年

5 to 15 years

10年

10 years

5至25年

5 to 25 years

3至10年

3 to 10 years

3至8年

3 to 8 years

(d) Impairment of fixed assets

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that fixed assets other than investment properties are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account.

二. 主要會計政策 (續)

己 固定資產 (續)

(丁) 固定資產之減值 (續)

倘於其後撥回減值虧損，則該項資產的賬面值會增加至經修訂的估計可收回數額，惟該項減值撥回數額不得超過該項資產於過往年度並無確認減值虧損所計算的賬面值。減值虧損撥回乃在確認撥回數額的年度計入損益表。

庚 租賃資產

根據本集團享有回報及自負風險之融資租約及租購合約而購買之資產，視作自置資產入賬，及將相等於成本值之數額列作固定資產及長期負債，並按本集團折舊政策折舊。付予出租人之款項包括本金及利息，而利息則在損益表中扣除。其他所有租賃均視作營業租約入賬，營業租約應付及應收之租金乃以直線法按個別租約期入賬。

辛 無形資產

無形資產乃以成本值列賬，並以直線法按下列年期攤銷：

商標

Brand names

開發成本

Development costs

10至20年

10 to 20 years

5至15年

5 to 15 years

2. Principal Accounting Policies (continued)

F Fixed Assets (continued)

(d) Impairment of fixed assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the assets is increased to the revised estimate of its recoverable amount. Such reversal of impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the profit and loss account in the year in which the reversals are recognised.

G Leased assets

Assets acquired pursuant to finance leases and hire purchase contracts that transfer to the Group substantially all the rewards and risks of ownership are accounted for as if purchased whereby an amount equivalent to cost is recorded as fixed assets and as a long term liability. Depreciation is provided in accordance with the Group's depreciation policy. Payments to the lessor are treated as consisting of capital and interest elements. The interest element is charged to profit and loss account. All other leases are accounted for as operating leases and the rental payable and receivable under operating leases are accounted for on a straight line basis over the periods of the respective leases.

H Intangible assets

Intangible assets are stated at cost and are amortised on the straight line method over the following periods:

二. 主要會計政策 (續)

辛 無形資產 (續)

如有跡象顯示會出現減值，任何無形資產的賬面值 (包括先前已從儲備中撇減的商譽) 會隨即予以評估，並撇減至可收回數額。

壬 物業存貨

物業存貨包括待售發展中物業及待售物業。

發展中物業按土地成本及發展開支入賬。發展開支包括建築成本、撥作資本之利息及有關借貸成本，加上直至結算日之應佔溢利，再扣除已收之進度款項及可預見虧損。

預售發展中物業所得之溢利於發展期間確認。按此基準，於會計期間確認預售物業溢利，乃參照計至結算日所產生之發展成本佔完成時總估計發展成本之比例，並就或然事項作出適當準備而計算。

持作出售之物業以成本值及可變現淨值兩者中較低者列賬。可變現淨值乃經管理層參考現行市況作出之估計釐定。

2. Principal Accounting Policies (continued)

H Intangible assets (continued)

Where an indication of impairment exists, the carrying amount of any intangible assets is assessed and written down immediately to its recoverable amount.

I Stock of properties

Stock of properties includes properties under development for sale and properties held for sale.

Properties under development comprise the land cost together with development expenditure, which includes construction costs, capitalised interest and ancillary borrowing costs, plus attributable profits taken to date, less progress payments received and foreseeable losses.

Profit on pre-sale of properties under development is recognised over the course of the development. On this basis, profit recognised on properties pre-sold during an accounting period is calculated by reference to the proportion of development costs incurred up to the accounting date to total estimated development costs to completion, with due allowance for contingencies.

Property held for sale are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to management estimates based on prevailing market conditions.

二. 主要會計政策 (續)

癸 其他存貨

其他存貨包括原料、易耗品及包裝材料、在製品及製成品。其價值乃按成本值或可變現淨值兩者中之較低者列賬。成本乃按加權平均法釐定。在製品及製成品之成本包括直接原料、直接勞工及適當攤分之生產費用。可變現淨值乃按估計淨銷售價減所有其他之生產成本及有關市場推廣、銷售及分銷之成本而釐定。

子 收益確認

於發展完成前預售發展中物業所得之收入，乃參照截至結算日止所產生之發展成本所佔截至完成為止之估計總發展成本之比例，於各項買賣協議簽署起至發展完成止之期間確認。

其他銷售於貨物付運及服務提供後確認，而利息收入則在其債權發生時在損益表中確認。

丑 借貸成本

借貸成本乃按應計基準入賬，並於產生年度在綜合損益表中扣除，惟固定資產及發展中物業之有關融資成本則撥充資本作為該項資產成本之部份，直至當該項資產作其擬定用途或出售之一切所需活動大部份完成為止。

為安排銀團貸款備用額和債務證券而支付的費用為遞延費用，以直線法於貸款期間內攤銷。

2. Principal Accounting Policies (continued)

J Other stocks

Other stocks which comprise raw materials, consumables and packing materials, work-in-progress and finished goods are stated at the lower of cost and net realisable value. Cost is determined on the weighted average method. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of production overheads. Net realisable value is determined as the estimated net selling price less all further costs of production and the related costs of marketing, selling and distribution.

K Recognition of revenue

Income from pre-sale of properties under development prior to completion of the development is recognised over the period from execution of the respective sale and purchase agreements to the completion of development by reference to the proportion of development costs incurred up to the balance sheet date to total estimated development costs to completion.

Other sales are recognised upon delivery of goods and provision of services; and interest income is recognised in the profit and loss account as it accrues.

L Borrowing costs

Borrowing costs are accounted for on the accrual basis and charged to the consolidated profit and loss account in the year incurred, except for costs related to funding of fixed assets and properties under development which are capitalised as part of the cost of that asset up to the date when substantially all the activities necessary to prepare the asset for its intended use or sale are completed.

Fees paid for the arrangement of syndicated loan facilities and debt securities are deferred and amortised on a straight line basis over the period of the loans.

二. 主要會計政策 (續)

寅 遞延稅項

遞延稅項乃就稅務上計算之溢利與財務報告中所示溢利間之時差，以負債法撥備，惟撥備只限於預期在可見將來變現之負債或資產。

卯 外匯

港元以外之貨幣交易乃按照交易當日之匯率折算。以各種貨幣列值之貨幣性資產及負債則按結算日之匯率折算。匯兌差額乃列入釐定經營溢利之賬項中。

附屬公司及聯營公司以港元以外貨幣申報之財務報告乃按結算日之匯率折算為港元。匯兌差額乃作為儲備之變動處理。

2. Principal Accounting Policies (continued)

M Deferred taxation

Deferred taxation is accounted for using the liability method in respect of timing differences between profit as computed for taxation purposes and profit as stated in the financial statements to the extent that a liability or an asset is expected to be crystallised in the foreseeable future.

N Foreign exchange

Transactions in currencies other than Hong Kong dollars are converted at the rates of exchange ruling on the transaction dates. Monetary assets and liabilities denominated in such currencies are re-translated at the rates of exchange ruling on the balance sheet date. Exchange differences are included in the determination of operating profit.

The financial statements of subsidiaries and associates reported in currencies other than Hong Kong dollars are translated into Hong Kong dollars at the rates of exchange ruling on the balance sheet date. Exchange differences are dealt with as movements in reserves.

三. 營業額及分類資料

3. Turnover and Segment Information

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
營業額指本公司及其附屬公司對對外客戶之銷售，包括來自下列項目之收入：	Turnover represents sales by the Company and its subsidiaries to outside customers and comprises revenue from:		
出售物業	Sales of properties	994,377	2,819,564
出售其他貨品	Sales of other goods	22,345,688	13,266,967
租金收入	Rental income	199,932	152,951
提供服務及其他收入	Rendering of services and others	656,493	570,766
		24,196,490	16,810,248

三．營業額及分類資料 (續)

3. Turnover and Segment Information (continued)

主要申報規格 — 按業務劃分

Primary reporting format — business segments

		物業發展 Property Development 港幣千元 HK\$'000	收租物業 Rental Properties 港幣千元 HK\$'000	飲品 Beverage 港幣千元 HK\$'000	食品加工 及經銷 Food Processing and Distribution 港幣千元 HK\$'000	石油及 化學品經銷 Petroleum and Chemical Distribution 港幣千元 HK\$'000	建築物料 Building Materials 港幣千元 HK\$'000	零售 Retail 港幣千元 HK\$'000	投資及 其他業務 Investments and Others 港幣千元 HK\$'000	對銷 Elimination 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
於二零零一年 十二月三十一日	At 31st December 2001										
收益	REVENUE										
對外銷售	External sales	999,173	379,769	2,412,999	5,715,205	9,889,257	666,505	4,025,816	107,766	—	24,196,490
業務間銷售	Inter-segment sales	—	100,014	—	34,654	—	—	—	—	(134,668)	—
		999,173	479,783	2,412,999	5,749,859	9,889,257	666,505	4,025,816	107,766	(134,668)	24,196,490
其他收益	Other revenue	479	15,237	23,070	56,562	48,177	4,796	38,067	3,663	—	190,051
		999,652	495,020	2,436,069	5,806,421	9,937,434	671,301	4,063,883	111,429	(134,668)	24,386,541
業績	RESULT										
分類業績	Segment Result	382,021	325,303	147,871	436,252	246,107	161,332	90,907	(44,298)	—	1,745,495
未經分攤之公司支出	Unallocated corporate expenses										(47,340)
利息收入	Interest income										255,272
出售投資所得溢利	Profit on disposal of investments										68,374
經營溢利	Profit from operations										2,021,801
財務成本	Finance costs										(422,668)
有關於聯營公司之 投資所確認之虧損	Loss recognised in respect of investment in an associate										(292,012)
應佔聯營公司純利	Share of net profits of associates	—	—	—	43,508	11,668	9,026	3,819	301,939	—	369,960
稅項	Taxation										(211,226)
除稅後溢利	Profit after taxation										1,465,855
資產	ASSETS										
分類資產	Segment assets	926,310	4,357,010	5,991,932	2,961,970	2,650,090	457,764	1,944,924	296,536	—	19,586,536
於聯營公司之投資	Investments in associates	—	—	—	472,953	235,584	26,648	48,735	2,419,251	—	3,203,171
可退回稅項	Tax recoverable										15,365
未經分攤之公司 資產	Unallocated corporate assets										3,873,879
綜合資產總值	Consolidated total assets										26,678,951
負債	LIABILITIES										
分類負債	Segment Liabilities	197,470	275,051	2,564,127	454,642	711,766	94,701	1,192,868	131,753	—	5,622,378
稅務負擔	Tax liabilities										132,315
未經分攤之公司 負債	Unallocated corporate liabilities										6,069,031
綜合負債總值	Consolidated total liabilities										11,823,724
其他資料	OTHER INFORMATION										
資本開支	Capital expenditure	4,154	63,371	78,435	162,395	89,647	19,836	153,886	11,798	—	583,522
折舊及攤銷	Depreciation and amortisation	—	32,948	250,840	118,854	74,577	26,392	88,798	29,291	—	621,700
減值虧損	Impairment loss	—	—	6,000	—	—	—	—	—	—	6,000

三. 營業額及分類資料 (續)

3. Turnover and Segment Information (continued)

主要申報規格 — 按業務劃分
(續)Primary reporting format — business segments
(continued)

		物業發展 Property Development 港幣千元 HK\$'000	收租物業 Rental Properties 港幣千元 HK\$'000	飲品 Beverage 港幣千元 HK\$'000	食品加工 及經銷 Food Processing and Distribution 港幣千元 HK\$'000	石油及 化學品經銷 Petroleum and Chemical Distribution 港幣千元 HK\$'000	建築物料 Building Materials 港幣千元 HK\$'000	零售 Retail 港幣千元 HK\$'000	投資及 其他業務 Investments and Others 港幣千元 HK\$'000	對銷 Elimination 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
於二零零零年 十二月三十一日	At 31st December 2000										
收益	REVENUE										
對外銷售	External sales	2,824,980	330,167	1,798,915	5,523,805	1,851,451	854,455	3,428,256	198,219	—	16,810,248
業務間銷售	Inter-segment sales	—	91,734	—	33,756	—	—	—	—	(125,490)	—
		2,824,980	421,901	1,798,915	5,557,561	1,851,451	854,455	3,428,256	198,219	(125,490)	16,810,248
其他收益	Other revenue	2,346	7,087	9,836	75,463	712	6,645	38,157	2,213	—	142,459
		2,827,326	428,988	1,808,751	5,633,024	1,852,163	861,100	3,466,413	200,432	(125,490)	16,952,707
業績	RESULT										
分類業績	Segment Result	774,376	275,522	211,819	424,617	27,679	239,722	76,803	(77,303)	—	1,953,235
未經分攤之公司支出	Unallocated corporate expenses										(40,541)
利息收入	Interest income										410,071
出售投資所得溢利	Profit on disposal of investments										174,244
經營溢利	Profit from operations										2,497,009
財務成本	Finance costs										(391,550)
應佔聯營公司純利	Share of net profit of associates	45,832	—	—	13,559	750	7,692	3,788	463,692	—	535,313
稅項	Taxation										(186,426)
除稅後溢利	Profit after taxation										2,454,346
資產	ASSETS										
分類資產	Segment assets	1,277,140	4,364,022	3,537,807	3,838,428	3,205,106	499,635	1,507,776	295,276	—	18,525,190
於聯營公司之投資	Investments in associates	—	—	—	444,188	234,488	19,742	44,829	2,553,676	—	3,296,923
可退回稅項	Tax recoverable										34,857
未經分攤之公司資產	Unallocated corporate assets										3,544,720
綜合資產總值	Consolidated total assets										25,401,690
負債	LIABILITIES										
分類負債	Segment liabilities	219,895	314,395	1,147,677	2,244,661	1,494,233	102,675	1,080,829	184,780	—	6,789,145
稅務負債	Tax liabilities										100,433
未經分攤之公司負債	Unallocated corporate liabilities										4,863,505
綜合負債總值	Consolidated total liabilities										11,753,083
其他資料	OTHER INFORMATION										
資本開支	Capital expenditure	80,283	2,531	443,529	89,326	56,392	13,846	267,183	112,647	—	1,065,737
折舊及攤銷	Depreciation and amortisation	11	32,283	155,885	95,106	4,614	42,374	59,023	16,800	—	406,096

三. 營業額及分類資料 (續)

次要申報規格 — 按地區劃分

3. Turnover and Segment Information (continued)

Secondary reporting format — geographical segments

		香港 Hong Kong 港幣千元 HK\$'000	中國內地 Chinese Mainland 港幣千元 HK\$'000	其他國家 Other Countries 港幣千元 HK\$'000	總計 Total 港幣千元 HK\$'000
截至二零零一年十二月 三十一日止年度	For the year ended 31st December 2001				
分類收益	Segment revenue				
營業額	Turnover	15,684,629	7,727,574	784,287	24,196,490
其他收益	Other revenue	145,365	37,956	6,730	190,051
		15,829,994	7,765,530	791,017	24,386,541
於二零零一年 十二月三十一日	As at 31st December 2001				
分類資產	Segment assets	10,605,466	8,124,560	856,510	19,586,536
添置固定資產	Additions to fixed assets	229,449	259,813	94,260	583,522
截至二零零零年十二月 三十一日止年度	For the year ended 31st December 2000				
分類收益	Segment revenue				
營業額	Turnover	11,999,000	4,162,394	648,854	16,810,248
其他收益	Other revenue	100,416	28,778	13,265	142,459
		12,099,416	4,191,172	662,119	16,952,707
於二零零零年 十二月三十一日	As at 31st December 2000				
分類資產	Segment assets	12,339,666	5,340,394	845,130	18,525,190
添置固定資產	Additions to fixed assets	475,715	543,355	46,667	1,065,737

四. 其他收益

4. Other Revenue

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
其他收益包括下列各項：	Other revenue includes the following:		
來自其他非上市投資之股息	Dividend from other unlisted investments	12,888	1,682
利息收入	Interest income	255,272	410,071
出售／視為出售聯營公司所得溢利	Profit on disposal/deemed disposal of associates	59,085	172,545
出售附屬公司權益所得溢利	Profit on disposal of interest in subsidiaries	9,289	1,699

五. 財務成本

5. Finance Costs

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
融資租約利息	Interest on finance leases	4,079	5,320
銀行貸款及其他貸款利息	Interest on bank loans and other loans		
須於五年內悉數償還	Wholly repayable within five years	399,153	369,510
融資支出	Financing charges	19,436	21,528
		422,668	396,358
減：撥充資本款項	Less: Amounts capitalised	—	(4,808)
		422,668	391,550

六. 有關於聯營公司之投資所確認之虧損

6. Loss recognised in respect of investment in an associate

該款項乃就本集團應佔香港華人有限公司(前稱香港華人銀行集團有限公司) (「香港華人」) 的約35.2%實質權益而確認之虧損(附註二十九)。於二零零一年十月三十一日, 本集團訂立一項有條件協議, 藉以出售其於香港華人的全部權益, 總代價約為港幣1,809,190,000元。該項交易已於二零零二年一月完成。

The amount represents the loss recognised in respect of the Group's effective interest of approximately 35.2% in HONGKONG CHINESE LIMITED, formerly known as The HKCB Bank Holding Company Limited ("HCL") (note 29). On 31st October 2001, the Group entered into a conditional agreement to dispose of its entire interest in HCL at an aggregate consideration of approximately HK\$1,809.19 million. The transaction was completed in January 2002.

七. 除稅前溢利

7. Profit before taxation

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
除稅前溢利已扣除：	Profit before taxation has been arrived at after charging:		
核數師酬金	Auditors' remuneration	10,292	8,240
員工成本(包括董事酬金)	Staff costs (including directors' emoluments)	1,317,732	1,012,664
折舊	Depreciation		
— 自置資產	— Owned assets	565,241	388,690
— 按融資租約持有之資產	— Assets held under finance leases	6,178	6,934
無形資產攤銷	Amortisation of intangible assets		
— 商譽(包括於一般及行政費用)	— Goodwill (included in general and administrative expenses)	37,330	—
— 商譽以外之無形資產	— Intangible assets other than goodwill	12,951	10,472
土地及樓宇之營業租約費用	Operating leases charges on land and buildings	483,332	312,527
並已計入：	And after crediting:		
租金收入總額	Gross rental income	199,932	152,951
減：有關支出	Less: Related out-goings	(17,130)	(13,605)
租金收入淨額	Net rental income	182,802	139,346
應佔聯營公司溢利減虧損	Share of profits less losses of associates		
— 上市	— Listed	28,718	168,738
— 非上市	— Unlisted	393,841	442,960
按地區作出之除稅前溢利分析如下：	The analysis of profit before taxation by geographical location is set out below:		
按地區劃分：	By geographical location:		
— 香港	— Hong Kong	1,499,131	2,268,216
— 中國內地	— Chinese Mainland	216,254	426,931
— 海外	— Overseas	14,295	22,010
		1,729,680	2,717,157

八. 董事酬金

8. Directors' Emoluments

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
袍金	Fees	1,060	858
基本薪金及津貼	Basic salaries and allowances	14,731	13,312
公積金供款	Provident fund contributions	1,420	1,354
已付花紅	Bonus paid	2,804	5,109
行使購股權得益*	Benefit from share options exercised*	14,692	—
		34,707	20,633

* 該款項不在損益表中扣除。

* The amount was not charged to the profit & loss account.

全體董事之酬金總額介乎下列幅度：

The total emoluments of all directors were within the following bands:

		董事人數 No. of directors	
港幣	HK\$	二零零一年 2001	二零零零年 2000
無 — 1,000,000	Nil — 1,000,000	8	7
1,000,001 — 1,500,000	1,000,001 — 1,500,000	3	1
1,500,001 — 2,000,000	1,500,001 — 2,000,000	1	3
2,000,001 — 2,500,000	2,000,001 — 2,500,000	2	4
3,000,001 — 3,500,000	3,000,001 — 3,500,000	1	1
3,500,001 — 4,000,000	3,500,001 — 4,000,000	1	—
5,500,001 — 6,000,000	5,500,001 — 6,000,000	2	—
7,000,001 — 7,500,000	7,000,001 — 7,500,000	1	—

上文所列包括支付予獨立非執行董事之董事袍金共港幣360,000元（二零零零年：港幣300,000元）。

The directors' fees paid to independent non-executive directors included above amounted to HK\$360,000 (2000: HK\$300,000).

九. 五位最高薪僱員

年內五位最高薪僱員包括三位(二零零零年：三位)董事，詳情已載於上文附註八。其他兩名(二零零零年：兩名)最高收入僱員所獲支付之酬金詳情如下：

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
基本薪金及津貼	Basic salaries and allowances	3,987	3,934
公積金供款	Provident fund contributions	343	340
已付花紅	Bonus paid	5,184	7,897
		9,514	12,171

此兩名最高薪僱員之薪酬總額介乎下列幅度：

The total emoluments of these two highest paid individuals were within the following bands:

		人數 No. of persons	
港幣	HK\$	二零零一年 2001	二零零零年 2000
4,500,001 – 5,000,000	4,500,001 – 5,000,000	2	—
5,500,001 – 6,000,000	5,500,001 – 6,000,000	—	1
6,000,001 – 6,500,000	6,000,001 – 6,500,000	—	1

十. 職員公積金

10. Staff Provident Fund

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
本集團對職員公積金之 供款總額	Group contribution to staff provident fund	36,957	28,180
已動用之沒收供款	Forfeited contributions utilised	(3,230)	(4,850)
計入損益表之款項	Amount charged to profit and loss account	33,727	23,330
尚未動用之沒收供款	Un-utilised forfeited contributions	1,082	2,481

本集團設有多項供香港全體僱員參與之定額供款退休計劃。該等計劃之資產乃與本集團資產分開管理，並由獨立管理之基金持有。供款額乃根據僱員基本薪金之特定百分比計算，而離職員工無權享有福利之任何沒收供款則用以減低本集團之供款。

The Group operates various defined contribution retirement schemes which are available to all Hong Kong employees. The assets of the schemes are held separately from those of the Group in an independently administered fund. The amount of contributions is based on a specified percentage of the basic salary of employees and any forfeited contributions in respect of unvested benefits of staff leavers are used to reduce the Group's contributions.

十一. 稅項

11. Taxation

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
本年度稅項	Current taxation		
香港	Hong Kong		
本公司及附屬公司	Company and subsidiaries	174,198	162,515
聯營公司	Associates	43,726	53,762
中國內地	Chinese Mainland		
附屬公司	Subsidiaries	32,548	28,416
聯營公司	Associates	8,873	22,623
海外	Overseas		
附屬公司	Subsidiaries	2,553	1,256
		261,898	268,572
遞延稅項	Deferred taxation		
香港	Hong Kong		
附屬公司	Subsidiaries	1,775	(5,901)
中國內地	Chinese Mainland		
附屬公司	Subsidiaries	152	140
		263,825	262,811

香港利得稅乃根據本年度之估計應課稅溢利按稅率16% (二零零零年：16%) 計算。中國內地所得稅乃根據適用於本集團之中國內地有關稅務法例按估計應課稅溢利撥備。海外稅項按各司法權區之適用稅率計算。

Hong Kong Profits Tax is calculated at 16% (2000: 16%) on the estimated assessable profits for the year. Chinese Mainland income tax has been provided for based on the estimated assessable profits in accordance with the relevant tax laws applicable to the Group in the Chinese Mainland. Overseas taxation is calculated at the rates prevailing in the respective jurisdictions.

十一. 稅項 (續)

本年度並未確認／(撥備) 下列項目之潛在遞延稅項抵免／(扣除)：

11. Taxation (continued)

Potential deferred taxation credit /(charge) for the year have not been recognised /(provided) in respect of the following:

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
產生自加速折舊免稅額	Arising from accelerated depreciation allowances	(6,494)	(2,071)
產生自尚未沖銷之稅項虧損	Arising from unrelieved tax losses	5,740	9,255
產生自其他時差	Arising from other timing differences	87	188

十二. 股息

12. Dividends

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
因去年配發股份及行使購股權而派發之額外末期股息	Additional final dividend paid for the previous year as a result of share allotment and exercise of share options	3,477	60
二零零一年已派中期股息 每股普通股港幣0.08元 (二零零零年：港幣0.06元)	2001 Interim dividend paid of HK\$0.08 (2000: HK\$0.06) per ordinary share	161,197	119,194
二零零一年擬派末期股息 每股普通股港幣0.10元 (二零零零年：港幣0.15元)	2001 proposed final dividend of HK\$0.10 (2000: HK\$0.15) per ordinary share	201,555	298,318
		366,229	417,572

十二. 股息 (續)

(甲) 截至一九九九年及二零零零年十二月三十一日止兩個年度的賬目內產生但於結算日後才擬派及宣派之末期股息，數額分別為港幣178,536,000元及港幣298,318,000元。根據附註一丙(甲)所述本集團新的會計政策，此等數額已撥回至二零零零年及二零零一年一月一日之年初儲備(載於附註二十九)，改為計算入獲准派付之期間。

(乙) 董事於二零零二年四月十五日舉行會議，擬派末期股息每股普通股港幣0.10元。根據本公司於結算日之普通股數目而計算之擬派股息並無於本財務報告確認為負債。

12. Dividends (continued)

(a) The previously recorded final dividends proposed and declared after the balance sheet date but accrued in the accounts for the years ended 31st December 1999 and 2000 were HK\$178,536,000 and HK\$298,318,000, respectively. Under the Group's new accounting policy as described in Note 1C(a), these have been written back against opening reserves as at 1st January 2000 and 2001 in Note 29 and are now charged in the period in which they were approved.

(b) At the meeting held on 15th April 2002 the directors proposed a final dividend of HK\$0.10 per ordinary share. This proposed dividend, which is calculated on the Company's number of ordinary shares as at the balance sheet date is not recognised as a liability in these financial statements.

十三. 每股盈利

13. Earnings Per Share

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
每股基本及攤薄盈利乃 根據下列數據計算：	The calculation of the basic and diluted earnings per share is based on the following data:		
盈利 用以計算每股基本及 攤薄盈利之股東應佔溢利	Earnings Profit attributable to shareholders for the purpose of calculating basic and diluted earnings per share	1,204,807	1,656,733
股份數目 用以計算每股基本盈利之 普通股加權平均數	Number of shares Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	2,010,044,074	1,985,450,362
購股權可能對普通股構成 之攤薄影響	Effect of dilutive potential ordinary shares in respect of share options	17,212,460	16,342,894
用以計算每股攤薄盈利之 普通股加權平均數	Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	2,027,256,534	2,001,793,256

十四. 固定資產

14. Fixed Assets

		投資物業 Investment properties 港幣千元 HK\$'000	土地及樓宇 Land and buildings 港幣千元 HK\$'000	機器設備 Plant and machinery 港幣千元 HK\$'000	船隻 Vessels 港幣千元 HK\$'000	其他資產 Other assets 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
本集團	The Group						
成本或估值	Cost or valuation						
於二零零一年一月一日	At 1st January 2001	2,515,929	4,316,693	2,436,941	868,480	1,856,929	11,994,972
收購附屬公司／業務時轉入	Relating to acquisition of subsidiaries/business	—	588,965	992,881	—	68,937	1,650,783
出售附屬公司時轉出	Relating to disposal of subsidiaries	—	(11,885)	—	—	(11,211)	(23,096)
添置	Additions	56,440	68,301	63,625	91,018	304,138	583,522
出售	Disposals	(1,648)	(2,710)	(16,896)	(33,688)	(62,641)	(117,583)
匯兌差額	Exchange difference	—	414	192	—	(81)	525
重估虧絀	Revaluation deficit	(25,482)	—	—	—	—	(25,482)
重新分類	Reclassification	73,258	(73,258)	—	—	—	—
轉撥	Transfer	—	19,745	137,359	1,700	(158,804)	—
於二零零一年十二月三十一日	At 31st December 2001	2,618,497	4,906,265	3,614,102	927,510	1,997,267	14,063,641
累計折舊	Accumulated depreciation						
於二零零一年一月一日	At 1st January 2001	—	555,013	686,609	245,662	616,855	2,104,139
收購附屬公司／業務時轉入	Relating to acquisition of subsidiaries/business	—	53,312	179,878	—	8,647	241,837
出售附屬公司時轉出	Relating to disposal of subsidiaries	—	(1,209)	—	—	(4,443)	(5,652)
本年度折舊	Charge for the year	—	120,662	204,718	70,453	175,586	571,419
出售撥回	Written back on disposals	—	(515)	(10,194)	(25,732)	(50,440)	(86,881)
匯兌差額	Exchange difference	—	33	58	—	(66)	25
轉撥	Transfer	—	(16)	144	—	(128)	—
減值虧損撥備	Impairment loss recognised	—	—	6,000	—	—	6,000
於二零零一年十二月三十一日	At 31st December 2001	—	727,280	1,067,213	290,383	746,011	2,830,887
賬面淨值	Net book values						
於二零零一年十二月三十一日	At 31st December 2001	2,618,497	4,178,985	2,546,889	637,127	1,251,256	11,232,754
於二零零零年十二月三十一日	At 31st December 2000	2,515,929	3,761,680	1,750,332	622,818	1,240,074	9,890,833
按下列方式列賬之資產：	Representing assets stated:						
按成本	At cost	—	4,906,265	3,614,102	927,510	1,997,267	11,445,144
按二零零一年專業估值	At 2001 professional valuation	2,618,497	—	—	—	—	2,618,497
		2,618,497	4,906,265	3,614,102	927,510	1,997,267	14,063,641

十四. 固定資產 (續)

14. Fixed Assets (continued)

		投資物業 Investment properties 港幣千元 HK\$'000	土地 及樓宇 Land and buildings 港幣千元 HK\$'000	其他資產 Other assets 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
本公司	The Company				
成本或估值	Cost or valuation				
於二零零一年一月一日	At 1st January 2001	45,630	1,823	19,284	66,737
添置	Additions	—	—	5,597	5,597
出售	Disposals	—	—	(2,758)	(2,758)
重估盈餘	Revaluation surplus	70	—	—	70
於二零零一年十二月三十一日	At 31st December 2001	45,700	1,823	22,123	69,646
累計折舊	Accumulated depreciation				
於二零零一年一月一日	At 1st January 2001	—	202	13,292	13,494
本年度折舊	Charge for the year	—	41	2,021	2,062
出售撥回	Written back on disposals	—	—	(1,931)	(1,931)
於二零零一年十二月三十一日	At 31st December 2001	—	243	13,382	13,625
賬面淨值	Net book values				
於二零零一年十二月三十一日	At 31st December 2001	45,700	1,580	8,741	56,021
於二零零零年十二月三十一日	At 31st December 2000	45,630	1,621	5,992	53,243
按下列方式列賬之資產：	Representing assets stated:				
按成本	At cost	—	1,823	22,123	23,946
按二零零一年專業估值	At 2001 professional valuation	45,700	—	—	45,700
		45,700	1,823	22,123	69,646

十四. 固定資產 (續)

14. Fixed Assets (continued)

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
物業權益之賬面淨值包括：	Net book values of the property interests comprise:		
本集團	The Group		
香港	Hong Kong		
按長期契約持有之物業	Properties held on long lease	2,773,949	2,531,313
按中期契約持有之物業	Properties held on medium-term lease	2,268,394	2,507,509
按短期契約持有之物業	Properties held on short lease	8,638	9,925
中國內地	Chinese Mainland		
按長期契約持有之物業	Properties held on long lease	8,163	22,375
按中期契約持有之物業	Properties held on medium-term lease	1,608,609	1,077,406
按短期契約持有之物業	Properties held on short lease	69,279	61,346
海外	Overseas		
按短期契約持有之物業	Properties held on short lease	60,450	67,735
		6,797,482	6,277,609
本公司	The Company		
香港	Hong Kong		
按中期契約持有之物業	Properties held on medium-term lease	45,700	45,630
中國內地	Chinese Mainland		
按中期契約持有之物業	Properties held on medium-term lease	1,580	1,621
		47,280	47,251

(甲) 投資物業已由獨立專業估值師戴德梁行有限公司按二零零一年十二月三十一日之公開市值基準作出估值。

(a) The investment properties have been valued as at 31st December 2001 by Debenham Tie Leung Limited, an independent professional valuers, on an open market value basis.

十四. 固定資產 (續)

(乙) 本集團按融資租約持有之固定資產於二零零一年十二月三十一日之賬面淨值約達港幣34,078,000元(二零零零年:港幣50,210,000元)。

(丙) 賬面淨值為港幣654,049,000元(二零零零年:港幣124,781,000元)之固定資產已質押作為港幣438,322,000元(二零零零年:港幣80,662,000元)之短期貸款及港幣37,600,000元(二零零零年:無)之長期貸款之抵押。

(丁) 其他固定資產主要包括租賃物業裝修、冷倉設備、傢俬及設備、汽車及在建工程。

14. Fixed Assets (continued)

(b) The net book values of fixed assets held under finance leases of the Group at 31st December 2001 amounted to approximately HK\$34,078,000 (2000: HK\$50,210,000).

(c) Fixed assets with net book values of HK\$654,049,000 (2000: HK\$124,781,000) are pledged for short term loans in the sum of HK\$438,322,000 (2000: HK\$80,662,000) and long term loans in the sum of HK\$37,600,000 (2000: nil).

(d) Other fixed assets mainly comprise leasehold improvements, cold storage facilities, furniture and equipment, motor vehicles and construction in progress.

十五. 無形資產

15. Intangible Assets

		購入商譽 Purchased goodwill 港幣千元 HK\$'000	商標 Brand names 港幣千元 HK\$'000	發展成本 Development costs 港幣千元 HK\$'000	總額 Total 港幣千元 HK\$'000
本集團	The Group				
成本	Cost				
於二零零一年一月一日	At 1st January 2001	—	182,778	25,365	208,143
收購附屬公司／業務	Acquisition of				
增持附屬公司股權	subsidiaries/business	483,970	2,230	—	486,200
	Increase in equity				
	interest in subsidiaries	361,871	—	—	361,871
於二零零一年十二月三十一日	At 31st December 2001	845,841	185,008	25,365	1,056,214
累計攤銷	Accumulated amortisation				
於二零零一年一月一日	At 1st January 2001	—	28,627	14,526	43,153
本年度攤銷	Charge for the year	37,330	8,845	4,106	50,281
於二零零一年十二月三十一日	At 31st December 2001	37,330	37,472	18,632	93,434
賬面淨值	Net book values				
於二零零一年十二月三十一日	At 31st December 2001	808,511	147,536	6,733	962,780
於二零零零年十二月三十一日	At 31st December 2000	—	154,151	10,839	164,990

購入商譽乃根據其估計可用年限
七至二十年攤銷。

The purchased goodwill is amortised over the estimated useful lives
of 7 to 20 years.

十六. 於附屬公司之權益

16. Interests in subsidiaries

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
本公司	The Company		
非上市股份，成本值	Unlisted shares, at cost	7,369,047	7,369,993
應收附屬公司款項	Amounts due from subsidiaries	5,857,439	4,683,786
		13,226,486	12,053,779

於二零零一年十二月三十一日之
主要附屬公司詳情刊載於第116
頁至第124頁。

Particulars of the principal subsidiaries at 31st December 2001
are set out on pages 116 to 124.

十七. 於聯營公司之權益

17. Interests in Associates

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
本集團	The Group		
上市	Listed		
應佔資產淨值	Share of net assets	561,518	545,535
非上市	Unlisted		
應佔資產淨值	Share of net assets	1,352,310	2,272,649
來自收購聯營公司 之商譽	Goodwill on acquisition of associates	1,141	—
應收聯營公司款項	Amounts due from associates	1,288,202	478,739
		3,203,171	3,296,923
上市聯營公司市值	Market value of listed associates	1,112,937	1,564,167
本公司	The Company		
上市股份，成本值	Listed shares, at cost	211,075	210,898
非上市股份，成本值	Unlisted shares, at cost	1,793,232	1,947,975
應收聯營公司款項	Amounts due from associates	—	15,031
減：有關於聯營公司之 投資所確認虧損	Less: loss recognised in respect of investment in an associate	(195,471)	—
		1,808,836	2,173,904
上市股份市值	Market value of listed shares	169,614	213,003

於二零零一年十二月三十一日之
主要聯營公司詳情刊載於第116
頁至第124頁。

Particulars of the principal associates at 31st December 2001 are set
out on pages 116 to 124.

十八. 其他投資

18. Other Investments

		本集團 The Group	
		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
非流動投資	Non-current investments		
香港非上市股份，成本值	Unlisted shares in Hong Kong, at cost	11,345	9,394
中國內地非上市股份，成本值	Unlisted shares in Chinese Mainland, at cost	11,064	11,749
注入有限責任合夥商號之資本	Capital contribution to a limited partnership	53,733	53,733
應收所投資公司款項	Amounts due from investee companies	5,607	6,806
		81,749	81,682

十九. 預付款項

19. Prepayments

		本集團 The Group	
		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
預付母公司集團之附屬公司 儲油服務費 — 於一月一日／於收購 附屬公司時 減：於年度內動用款項	Tank storage service fees prepaid to a fellow subsidiary — at 1st January/on date of acquisition of subsidiaries Less: Amount utilised during the year	432,000 (21,600)	433,800 (1,800)
於十二月三十一日之結餘	Balance at 31st December	410,400	432,000
將於一年內動用之部份	Portion to be utilised within one year	21,600	21,600
將於一年後動用之部份	Portion to be utilised after one year	388,800	410,400
於十二月三十一日之結餘	Balance at 31st December	410,400	432,000

根據本集團與母公司集團之附屬公司所訂立之儲油協議（「該協議」），動用之款項可用作對銷根據該協議須於年內支付之部份儲油服務費。

Pursuant to the tank storage agreement (the “Agreement”) entered into between the Group and a fellow subsidiary, the utilised amount can be applied to set off portion of the total tank storage service fees payable during the year under the Agreement.

二十. 存貨

20. Stocks

		本集團 The Group		本公司 The Company	
		二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000
物業存貨	Stock of properties				
待售發展中物業	Properties under development for sale	—	15,660	—	—
待售物業	Properties held for sale	239,507	35,840	3,000	3,000
		239,507	51,500	3,000	3,000
其他存貨	Other stocks				
原料	Raw materials	285,253	262,165	—	—
易耗品及包裝材料	Consumables and packing materials	446,369	196,731	—	—
在製品	Work-in-progress	84,577	61,747	—	—
製成品	Finished goods	1,141,665	1,179,090	—	—
		1,957,864	1,699,733	—	—
		2,197,371	1,751,233	3,000	3,000

於二零零一年十二月三十一日，以可變現淨值列賬之製成品存貨為港幣224,877,000元（二零零零年：無）。

At 31st December 2001, the carrying amount of finished goods that are carried at net realisable value amounted to HK\$224,877,000 (2000: nil).

二十一. 貿易及其他應收款項

21. Trade and Other Receivables

		本集團 The Group		本公司 The Company	
		二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000
應收貿易賬款	Trade receivables	1,320,482	1,429,396	—	—
其他應收款項、按金及 預付款項	Other receivables, deposits and prepayments	1,332,873	810,779	11,943	9,209
應收附屬公司款項	Amounts due from subsidiaries	—	—	27,115	832,044
應收聯營公司款項	Amounts due from associates	18,388	21,827	1,374	—
		2,671,743	2,262,002	40,432	841,253

本集團一般給予客戶以下之信貸期：

(甲) 貨到付款；及

(乙) 六十天賒賬

於結算日之應收貿易賬款之賬齡分析如下：

The Group normally trades with its customers under the following credit terms:

a) cash upon delivery and

b) open credit within 60 days

The following is the aged analysis of trade receivables at the reporting date:

		本集團 The Group	
		二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000
0 – 30天	0 – 30 days	942,845	1,162,263
31 – 60天	31 – 60 days	205,087	195,218
61 – 90天	61 – 90 days	42,982	23,911
> 90天	> 90 days	129,568	48,004
		1,320,482	1,429,396

二十二. 貿易及其他應付款項

22. Trade and Other Payables

		本集團 The Group		本公司 The Company	
		二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000
應付貿易賬款	Trade payables	1,551,921	1,650,864	—	—
其他應付款項及應計費用	Other payables and accruals	2,348,469	3,071,960	7,500	6,904
撥備(附註二十三)	Provisions (note 23)	164,190	192,744	—	—
應付附屬公司款項	Amounts due to subsidiaries	—	—	27,882	30,735
應付聯營公司款項	Amounts due to associates	1,256	8,558	—	—
應付母公司集團之附屬公司款項	Amounts due to fellow subsidiaries	15,411	50,161	321	50,161
		4,081,247	4,974,287	35,703	87,800

於結算日之應付貿易賬款之賬齡分析如下：

The following is an aged analysis of trade payables at the balance sheet date:

		本集團 The Group	
		二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000
0 – 30天	0 – 30 days	752,262	1,152,670
31 – 60天	31 – 60 days	413,297	423,926
61 – 90天	61 – 90 days	148,770	19,811
> 90天	> 90 days	237,592	54,457
		1,551,921	1,650,864

二十三. 撥備

23. Provisions

		港幣千元 HK\$'000
本集團	The Group	
於二零零一年一月一日	At 1st January 2001	192,744
年內動用撥備	Utilisation during the year	(28,554)
於二零零一年 十二月三十一日	At 31st December 2001	164,190

有關撥備乃為以往年度所收購業務進行重組而作出。此等撥備將根據收購該等業務時之重組計劃而動用。

The amounts represent provisions for restructuring activities for operations acquired in previous years. These provisions were utilised in accordance with the restructuring plans adopted when such operations were acquired.

二十四. 短期貸款

24. Short Term Loans

		本集團 The Group		本公司 The Company	
		二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000
長期負債即期部份包括	Current portion of long term liabilities comprises				
有抵押銀行貸款	Secured bank loans	—	31,688	—	—
無抵押銀行貸款	Unsecured bank loans	—	990,600	—	585,000
其他無抵押貸款	Other unsecured loans	1,365,000	—	—	—
融資租約承擔	Obligations under finance leases	12,183	11,185	—	—
		1,377,183	1,033,473	—	585,000
短期銀行貸款、信託收據及透支	Short term bank loans, trust receipts and overdrafts				
有抵押	Secured	480,388	180,574	—	—
無抵押	Unsecured	734,557	757,711	—	—
		2,592,128	1,971,758	—	585,000

二十五. 長期負債

25. Long Term Liabilities

		本集團 The Group		本公司 The Company	
		二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000
須於五年內償還之有抵押 銀行貸款	Secured bank loans repayable within 5 years	37,600	31,688	—	—
須於五年內償還之無抵押 銀行貸款	Unsecured bank loans repayable within 5 years	2,994,000	4,296,200	—	585,000
須於五年內償還之其他無 抵押貸款	Other unsecured loans repayable within 5 years	3,201,081	1,365,000	—	—
須於五年內償還之融資 租約承擔	Obligations under finance leases repayable within 5 years	29,835	36,114	—	—
毋須於五年內悉數償還之 其他無抵押貸款	Other unsecured loan not wholly repayable within 5 years	127,264	—	—	—
毋須於五年內悉數償還之 融資租約承擔	Obligations under finance leases not wholly repayable within 5 years	5,437	11,076	—	—
		6,395,217	5,740,078	—	585,000
列於流動負債之即期部份	Current portion included in current liabilities	(1,377,183)	(1,033,473)	—	(585,000)
		5,018,034	4,706,605	—	—
長期負債之非即期部份應 按以下年期償還：	The non-current portion of long term liabilities are repayable as follows:				
銀行貸款	Bank loans				
一年以上至兩年內	After 1 year, but within 2 years	94,000	405,600	—	—
兩年以上至五年內	After 2 years, but within 5 years	2,937,600	2,900,000	—	—
其他貸款	Other loans				
一年以上至兩年內	After 1 year, but within 2 years	17,905	1,365,000	—	—
兩年以上至五年內	After 2 years, but within 5 years	1,889,795	—	—	—
五年後	After 5 years	55,645	—	—	—
融資租約承擔	Obligations under finance leases				
一年以上至兩年內	After 1 year, but within 2 years	5,663	8,284	—	—
兩年以上至五年內	After 2 years, but within 5 years	11,989	16,645	—	—
五年後	After 5 years	5,437	11,076	—	—
		5,018,034	4,706,605	—	—

二十五. 長期負債 (續)

(甲) 須於五年內償還之其他無抵押貸款包括本集團於二零零一年五月三十日發行之230,000,000美元二零零六年到期之無抵押可換股債券。該等股債可由二零零一年七月十一日起至二零零六年五月十七日(首尾兩天包括在內)止期間,按每股作價港幣15.00元,轉換為本公司股份。該等股債如無贖回、轉換或購買及註銷,將於二零零六年五月三十一日按其本金額之121.78%贖回。倘若本公司股份於贖回通知日期前五個交易日之內完結的連續三十個交易日期間之每一天,在聯交所之收市價均為最少達有效兌換價之130%,或股債本金額最少有90%已轉換或購買及註銷,則本集團可於二零零四年六月一日或之後隨時全數贖回。

(乙) 根據本集團須於五年內償還之無抵押銀行貸款之協議條款,控股公司華潤(集團)有限公司(「華潤集團」)按規定須實益擁有本公司最少35%具有表決權之股份及/或維持其作為本公司單一最大股東之身份(不論為直接或透過其附屬公司間接持有有關權益)。

25. Long Term Liabilities (continued)

(a) Other unsecured loans repayable within five years include US\$230,000,000 unsecured convertible bonds due 2006 issued by the Group on 30th May 2001. The bonds are exchangeable for shares of the Company at a conversion price of HK\$15.00 per share during the period from 11th July 2001 to 17th May 2006 inclusive. Unless previously redeemed, converted or purchased and cancelled, the bonds will be redeemed at 121.78% of their principal amount on 31st May 2006. The bonds may be redeemed in whole by the Group at any time on or after 1st June 2004 if the closing price of the shares of the Company on the Stock Exchange for each dealing day during the period of 30 consecutive dealing days ending at any time within the period of five dealing days prior to the redemption notice shall have been at least 130% of the conversion price in effect on each such dealing day or at least 90% in principal amount of the bonds have already been converted or purchased and cancelled.

(b) Under the terms of the agreements of the Group's unsecured bank loans repayable within 5 years, China Resources (Holdings) Company Limited ("CRH"), a holding company, is required to remain as a beneficial owner of at least 35% of the voting shares of the Company and/or remain as a single largest shareholder (whether directly or indirectly through its subsidiaries) of the Company.

二十六. 遞延稅項

26. Deferred Taxation

		本集團 The Group	
		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
主要因加速折舊免稅額 及發展中物業之預售 溢利所產生遞延稅項 之變動如下：	The movements in deferred taxation, arising from accelerated depreciation allowances and profit on pre-sale of properties under development, are as follows:		
於一月一日	At 1st January	34,655	19,497
有關收購及出售附屬公司	Relating to subsidiaries acquired and disposed of	—	20,924
本年度撥備／(撥回)	Provision/(reversal) for the year	1,927	(5,761)
匯兌差額	Exchange difference	(8)	(5)
於十二月三十一日	At 31st December	36,574	34,655
結算日時未在財務報告內 確認／(撥備)之潛在 遞延稅項資產／(負債) 之數額如下：	At the balance sheet date, the potential deferred taxation assets/(liabilities) which have not been recognised/(provided) for in the financial statements are as follows:		
產生自加速折舊免稅額	Arising from accelerated depreciation allowances	(7,827)	(1,333)
產生自尚未沖銷之 稅項虧損	Arising from unrelieved tax losses	66,761	61,021
產生自其他時差	Arising from other timing differences	839	752

重估投資物業所產生之盈餘毋須撥備遞延稅項，原因是該盈餘就遞延稅項而言並不構成時差，而該盈餘變現亦不會導致產生任何稅務責任。

Provision for deferred taxation in respect of surplus arising on revaluation of investment properties is not required because such surplus does not constitute a timing difference for deferred taxation purposes and realisation of the surpluses would not give rise to any tax liability.

二十七. 少數股東權益

少數股東權益包括有關少數股東墊付予附屬公司之款項港幣286,748,000元(二零零零年:港幣384,858,000元),該等款項乃被視為該等少數股東就該等附屬公司之營運作出之注資額(連同繳足股本)之一部份。

27. Minority Interests

Included in the minority interests are amounts advanced to subsidiaries by the respective minority shareholders of HK\$286,748,000 (2000: HK\$384,858,000) which are considered as part of their contributions, together with paid up capital, made to finance the operations of these subsidiaries.

二十八. 股本

28. Share Capital

		二零零一年 2001		二零零零年 2000	
		股份數目 Number of Shares 千股 '000	面值 Nominal value 港幣千元 HK\$'000	股份數目 Number of shares 千股 '000	面值 Nominal value 港幣千元 HK\$'000
法定 每股面值港幣1元之普通股	Authorised Ordinary shares of HK\$1 each	3,000,000	3,000,000	3,000,000	3,000,000
已發行及繳足股本	Issued and fully paid				
於一月一日	At 1st January	1,988,785	1,988,785	1,983,734	1,983,734
行使購股權	Exercise of share options	12,502	12,502	2,898	2,898
配發股份	Allotment of shares	14,263	14,263	2,153	2,153
於十二月三十一日	At 31st December	2,015,550	2,015,550	1,988,785	1,988,785

二十八. 股本 (續)

(甲) 根據本公司購股權計劃，本公司董事獲授權按每份購股權港幣1元之價格，授出可由授出日期起十年內行使之購股權，惟授出條款另有指明者除外。購股權變動詳情茲概述如下：

28. Share Capital (continued)

(a) Pursuant to the Company's Share Option Scheme, the directors of the Company were authorised to grant share options at a price of HK\$1 per grant which share options are exercisable during the period of ten years from the grant date unless otherwise specified in the terms of the grant. Details of the movements of the share options are summarised as follows:

授出日期 Date of grant	行使價 港幣 Exercise price HK\$	於二零零一年 一月一日 購股權數目 Number of share options at 01/01/2001	年內授出之 購股權數目 Number of share options granted during the year	年內行使之 購股權數目 Number of share options exercised during the year	於二零零一年 十二月三十一日 之購股權數目 Number of share options at 31/12/2001
11/05/1996	3.856	9,160,000	—	1,010,000	8,150,000
17/11/1997	14.300	3,900,000	—	—	3,900,000
07/12/1998	8.980	4,710,000	—	2,232,000	2,478,000
13/10/1999	8.480	1,850,000	—	30,000	1,820,000
06/01/2000	9.790	1,300,000	—	730,000	570,000
18/02/2000	9.590	2,000,000	—	—	2,000,000
20/06/2000	7.190	24,026,400	—	5,013,400	19,013,000
17/07/2000	8.860	1,000,000	—	78,000	922,000
14/08/2000	9.670	1,000,000	—	—	1,000,000
22/08/2000	9.720	240,000	—	—	240,000
21/11/2000	7.080	10,109,000	—	2,805,000	7,304,000
21/11/2000	9.290	214,000	—	—	214,000
21/11/2000	10.820	1,026,000	—	—	1,026,000
21/11/2000	10.860	488,000	—	—	488,000
21/11/2000	11.730	800,000	—	—	800,000
21/11/2000	11.950	1,824,000	—	142,000	1,682,000
11/01/2001	8.730	—	500,000	100,000	400,000
02/04/2001	8.430	—	9,940,000	362,000	9,578,000
30/07/2001	9.120	—	400,000	—	400,000
總計 Total		63,647,400	10,840,000	12,502,400	61,985,000

二十八. 股本 (續)

- (乙) 根據於二零零零年十一月二十七日提呈收購五豐行有限公司(「五豐行」)全部已發行股份的自願性有條件收購建議，五豐行股東獲每六股每股面值港幣0.10元的五豐行股份提呈港幣29.40元現金，或同意收購建議之五豐行股東可選擇收取港幣19.44元現金另加本公司一股新股，任何更多或更少五豐行股份均按相同比例計算(「現金加股份選擇」)。年內，本公司因五豐行股東之現金加股份選擇已經合共發行14,263,187股股份。

28. Share Capital (continued)

- (b) Pursuant to the voluntary conditional offer to acquire all the issued shares in Ng Fung Hong Limited (“NFH”) made on 27th November 2000, the shareholders of NFH were offered for every 6 shares of HK\$0.10 each of NFH either for HK\$29.40 in cash, or at the election of the assenting shareholder, HK\$19.44 in cash and 1 new share in the Company, and in the same proportion for any greater or lesser number of shares in NFH (“Cash and Share Alternative”). A total of 14,263,187 shares of the Company were issued during the year as a result of the shareholders of NFH who had elected the Cash and Share Alternative.

二十九. 儲備

29. Reserves

		物業 估值儲備						總額 Total
		股份溢價 Share premium HK\$'000 港幣千元	資本儲備 Capital reserve HK\$'000 港幣千元	Property valuation reserve HK\$'000 港幣千元	匯兌儲備 Exchange reserve HK\$'000 港幣千元	一般儲備 General reserve HK\$'000 港幣千元	保留溢利 Retained profits HK\$'000 港幣千元	
本集團	The Group							
於二零零零年一月一日	At 1st January 2000							
前期所列	As previously reported	9,677,778	(4,397,744)	11,683	21,639	60,837	3,434,900	8,809,093
取消確認一九九九年 末期股息負債 (附註一丙(甲))	Derecognition of liability for final dividend for 1999 (note 1C(a))	—	—	—	—	—	178,536	178,536
重列	As restated	9,677,778	(4,397,744)	11,683	21,639	60,837	3,613,436	8,987,629
發行股份溢價	Premium on shares issued	27,275	—	—	—	—	—	27,275
發行股份費用	Share issue expenses	(31)	—	—	—	—	—	(31)
匯率調整	Exchange rate adjustments	—	—	—	251	—	—	251
重估盈餘	Surplus on revaluation	—	—	34,280	—	—	—	34,280
收購及增持股權時產生 之溢價淨額	Net premium on acquisition and increase in shareholdings	—	(1,766,269)	—	—	—	—	(1,766,269)
因出售附屬及聯營公司 之調撥	Released due to disposal of subsidiaries and associates	—	161,652	—	(14,263)	(53,180)	53,180	147,389
應佔聯營公司之儲備	Share of reserves of associates	—	(18,585)	—	(220)	—	—	(18,805)
股東應佔溢利	Profit attributable to shareholders	—	—	—	—	—	1,656,733	1,656,733
股息	Dividends	—	—	—	—	—	(297,790)	(297,790)
轉撥	Transfer	—	—	—	—	1,797	(1,797)	—
於二零零一年一月一日	At 1 January 2001							
重列	As restated	9,705,022	(6,020,946)	45,963	7,407	9,454	5,023,762	8,770,662

二十九. 儲備 (續)

29. Reserves (continued)

		股份溢價 Share premium HK\$'000 港幣千元	資本儲備 Capital reserve HK\$'000 港幣千元	物業 估值儲備 Property valuation reserve HK\$'000 港幣千元	匯兌儲備 Exchange reserve HK\$'000 港幣千元	一般儲備 General reserve HK\$'000 港幣千元	保留溢利 Retained profits HK\$'000 港幣千元	總額 Total HK\$'000 港幣千元
本集團	The Group							
於二零零一年一月一日	At 1st January 2001							
前期所報	As previously reported	9,705,022	(6,020,946)	45,963	7,407	9,454	4,725,444	8,472,344
取消確認二零零零年 末期股息負債 (附註一丙(甲))	Derecognition of liability for final dividend for 2000 (note 1C(a))	—	—	—	—	—	298,318	298,318
重列	As restated	9,705,022	(6,020,946)	45,963	7,407	9,454	5,023,762	8,770,662
發行股份溢價	Premium on shares issued	195,874	—	—	—	—	—	195,874
發行股份費用	Share issue expenses	(166)	—	—	—	—	—	(166)
匯率調整	Exchange rate adjustments	—	—	—	(1,276)	—	—	(1,276)
重估虧絀	Deficit on revaluation	—	—	(25,545)	—	—	—	(25,545)
因出售附屬及聯營公司 之調撥	Released due to disposal of subsidiaries and associates	—	(1,315)	—	(226)	(6,056)	6,056	(1,541)
出售一間聯營公司 虧損確認(註)	Loss recognised in respect of disposal of an associate (Note)	—	292,012	—	—	—	—	292,012
股東應佔溢利	Profit attributable to shareholders	—	—	—	—	—	1,204,807	1,204,807
股息	Dividends	—	—	—	—	—	(462,992)	(462,992)
轉撥	Transfer	—	—	—	—	1,311	(1,311)	—
於二零零一年 十二月三十一日	At 31st December 2001	9,900,730	(5,730,249)	20,418	5,905	4,709	5,770,322	9,971,835

註：此項撥備乃從以往收購該聯營公司所產生之商譽中扣除(附註六)。

Note: The amount was charged against the goodwill previously written-off in relation to that associate (note 6).

二十九. 儲備 (續)

29. Reserves (continued)

		股份溢價 Share premium HK\$'000 港幣千元	資本儲備 Capital reserve HK\$'000 港幣千元	物業 估值儲備 Property valuation reserve HK\$'000 港幣千元	匯兌儲備 Exchange reserve HK\$'000 港幣千元	一般儲備 General reserve HK\$'000 港幣千元	保留溢利 Retained profits HK\$'000 港幣千元	總額 Total HK\$'000 港幣千元
本公司	The Company							
於二零零零年一月一日	At 1st January 2000							
前期所報	As previously reported	9,677,778	—	40,101	—	—	142,523	9,860,402
取消確認一九九九年 末期股息負債 (附註一丙(甲))	Derecognition of liability for final dividend for 1999 (note 1C(a))	—	—	—	—	—	178,536	178,536
重列	As restated	9,677,778	—	40,101	—	—	321,059	10,038,938
發行股份溢價	Premium on shares issued	27,275	—	—	—	—	—	27,275
發行股份費用	Share issue expenses	(31)	—	—	—	—	—	(31)
股東應佔溢利	Profit attributable to shareholders	—	—	—	—	—	2,954,222	2,954,222
股息	Dividends	—	—	—	—	—	(297,790)	(297,790)
於二零零一年一月一日	At 1st January 2001							
重列	As restated	9,705,022	—	40,101	—	—	2,977,491	12,722,614
於二零零一年一月一日	At 1st January 2001							
前期所報	As previously reported	9,705,022	—	40,101	—	—	2,679,173	12,424,296
取消確認二零零零年 末期股息負債 (附註一丙(甲))	Derecognition of liability for final dividend for 2000 (note 1C(a))	—	—	—	—	—	298,318	298,318
重列	As restated	9,705,022	—	40,101	—	—	2,977,491	12,722,614
發行股份溢價	Premium on shares issued	195,874	—	—	—	—	—	195,874
發行股份費用	Share issue expenses	(166)	—	—	—	—	—	(166)
重估盈餘	Surplus on revaluation	—	—	70	—	—	—	70
股東應佔溢利	Profit attributable to shareholders	—	—	—	—	—	1,013,087	1,013,087
股息	Dividends	—	—	—	—	—	(462,992)	(462,992)
於二零零一年十二月三十一日	At 31st December 2001	9,900,730	—	40,171	—	—	3,527,586	13,468,487

二十九. 儲備 (續)

- (甲) 先前在儲備中對銷／撥入儲備並於二零零一年十二月三十一日仍有餘額之商譽及負商譽分別為數港幣7,353,745,000元(二零零零年：7,644,442,000元)及港幣795,488,000元(二零零零年：港幣795,488,000元)。
- (乙) 一般儲備為股東權益之部份，並包括中國內地之附屬公司及聯營公司之法定盈餘儲備、法定公益金及任意盈餘公積金。
- (丙) 本集團保留溢利內已包括由本集團聯營公司所保留之溢利約港幣337,730,000元(二零零零年：港幣294,265,000元)。
- (丁) 本公司可供分派予股東之儲備約為港幣3,527,586,000元(二零零零年：港幣2,977,491,000元)。

29. Reserves (continued)

- (a) Goodwill and negative goodwill previously eliminated against/credited to reserves and outstanding as at 31st December 2001 amounted to HK\$7,353,745,000 (2000:HK\$7,644,442,000) and HK\$795,488,000 (2000:HK\$ 795,488,000) respectively.
- (b) General reserve is part of shareholders' funds and comprises statutory surplus reserve, statutory public welfare fund and discretionary surplus reserve of subsidiaries and associates in the Chinese Mainland.
- (c) The retained profits of the Group include approximately HK\$337,730,000 (2000: HK\$294,265,000) retained by associates of the Group.
- (d) Reserves of the Company available for distribution to shareholders amounted to approximately HK\$3,527,586,000 (2000: HK\$2,977,491,000).

三十. 綜合現金流量表附註

30. Notes to the Consolidated Cash Flow Statement

甲 除稅前溢利與經營業務之現金流入淨額之對賬

A Reconciliation of profit before taxation to net cash inflow from operating activities

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
除稅前溢利	Profit before taxation	1,729,680	2,717,157
應佔聯營公司業績	Share of results of associates	(422,559)	(611,698)
出售／視作出售聯營公司所得溢利	Profit on disposal/deemed disposal of associates	(59,085)	(172,545)
出售附屬公司權益所得溢利	Profit on disposal of interest in subsidiaries	(9,289)	(1,699)
股息收入	Dividend income	(12,888)	(1,682)
利息收入	Interest income	(255,272)	(410,071)
利息支出	Interest expenses	403,232	370,022
出售固定資產虧損	Loss on disposal of fixed assets	10,815	19,599
無形資產攤銷	Amortisation of intangible assets	50,281	10,472
撇銷無形資產	Intangible assets written off	—	715
折舊	Depreciation	571,419	395,624
就固定資產所確認之減值虧損	Impairment loss recognised in respect of fixed assets	6,000	—
有關於聯營公司之投資所確認之虧損	Loss recognised in respect of investment in an associate	292,012	—
已動用之儲油服務費	Tank storage service fee utilised	21,600	1,800
物業存貨之變動	Changes in stock of properties	(188,007)	1,843,839
其他存貨之變動	Changes in other stocks	125,968	(307,422)
貿易及其他應收款項之變動	Changes in trade and other receivables	(196,375)	75,387
現金寄存律師專用戶口之變動	Changes in stakeholder accounts	483,490	(467,408)
貿易及其他應付款項之變動	Changes in trade and other payables	(790,795)	1,054,971
應付控股公司款項之變動	Changes in amount due to holding company	—	(701,461)
經營業務之現金流入淨額	Net cash inflow from operating activities	1,760,227	3,815,600

三十. 綜合現金流量表附註 (續)

30. Notes to the Consolidated Cash Flow Statement (continued)

乙 出售附屬公司

B Disposal of subsidiaries

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
出售資產淨值：	Net assets disposed of:		
固定資產	Fixed assets	17,444	146,655
其他投資	Other investments	—	6
其他存貨	Other stocks	11,652	169,603
貿易及其他應收款項	Trade and other receivables	18,031	76,288
可退回稅項	Taxation recoverable	—	2,359
現金及銀行結存	Cash and bank balances	6,973	214,239
貿易及其他應付款項	Trade and other payables	(19,361)	(81,651)
應付稅項	Taxation payable	(59)	—
短期貸款	Short term loan	(3,760)	—
長期貸款	Long term loans	—	(6,110)
少數股東權益	Minority interests	(18,360)	(263,140)
儲備調撥	Reserves released	(1,961)	74,085
出售附屬公司所得溢利	Profit on disposal of subsidiaries	424	1,699
		11,023	334,033
於聯營公司保留之權益	Interests retained in associates	—	(90,021)
		11,023	244,012
以下列方式支付：	Satisfied by:		
現金代價	Cash consideration	11,023	21,620
收購附屬公司權益	Interests in subsidiaries acquired	—	222,392
		11,023	244,012
出售附屬公司所得之現金及現金等值流入／(流出)淨額分析	Analysis of the net inflow/(outflow) of cash and cash equivalents in respect of disposal of subsidiaries		
已收現金代價	Cash considerations received	11,023	21,620
出售現金及銀行結存	Cash and bank balances disposed of	(6,973)	(214,239)
		4,050	(192,619)

三十. 綜合現金流量表附註 (續)

30. Notes to the Consolidated Cash Flow Statement (continued)

丙 收購附屬公司／業務

C Acquisition of subsidiaries/business

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
收購所得資產淨值：	Net assets acquired:		
固定資產	Fixed assets	1,408,946	1,437,185
無形資產	Intangible assets	2,230	42,443
於聯營公司之權益	Interest in associates	—	56,772
應收聯營公司款項	Amounts due from associates	—	182,054
其他投資	Other investments	—	60,410
其他存貨	Other stocks	395,751	415,488
預付款項	Prepayments	—	433,800
貿易及其他應收款項	Trade and other receivables	229,600	993,936
可退回稅項	Taxation recoverable	526	369
現金及銀行結存	Cash and bank balances	126,124	740,518
貿易及其他應付款項	Trade and other payables	(733,910)	(1,233,559)
銀行透支	Bank overdraft	—	(11,925)
短期貸款	Short term loans	(361,080)	(531,138)
應付稅項	Taxation payable	—	(5,113)
長期貸款	Long term loans	(184,604)	(539,125)
遞延稅項	Deferred taxation	—	(20,924)
少數股東權益	Minority interests	(176,234)	(234,295)
收購產生之商譽	Goodwill on acquisition	483,970	912,437
		1,191,319	2,699,333
加：收購前持有之聯營公司(資產)／負債淨值	Add: Net (assets)/liabilities of associates held prior to acquisition	(2,076)	26,997
購入公司間債項	Purchase of inter-company debt	—	505,000
		1,189,243	3,231,330

三十. 綜合現金流量表附註 (續)

丙 收購附屬公司／
業務 (續)30. Notes to the Consolidated Cash Flow
Statement (continued)

C Acquisition of subsidiaries/business (continued)

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
以下列方式支付：	Discharged by：		
現金	Cash	807,656	1,233,688
出售附屬公司及聯營 公司權益	Interest in subsidiaries and associates disposed of	45,244	1,853,000
遞延代價	Deferred consideration	336,343	144,642
		1,189,243	3,231,330
收購業務／附屬公司之 現金及現金等值流出 淨額分析	Analysis of net cash outflow of cash and cash equivalents in respect of the purchase of business/subsidiaries' undertakings		
現金代價	Cash consideration	(807,656)	(1,233,688)
收購所得現金及 銀行結存	Cash and bank balances acquired	126,124	740,518
收購所得銀行透支	Bank overdraft acquired	—	(11,925)
		(681,532)	(505,095)

三十. 綜合現金流量表附註 (續)

30. Notes to the Consolidated Cash Flow Statement (continued)

丁 年內融資變動分析

D Analysis of changes in financing during the year

		銀行及 其他貸款 Bank and other loans 港幣千元 HK\$'000	少數 股東權益 Minority interests 港幣千元 HK\$'000	股本及溢價 Share capital and premium 港幣千元 HK\$'000
於二零零零年一月一日	At 1st January 2000	4,849,406	3,905,492	11,661,512
融資之現金流入淨額	Net cash inflow from financing	1,262,096	213,491	12,812
融資租約承擔開始	Inception of obligations under finance leases	2,067	—	—
收購附屬公司	Acquisition of subsidiaries	565,263	234,295	—
增持附屬公司權益	Purchase of additional interests in subsidiaries	—	(802,620)	19,483
出售附屬公司	Disposal of subsidiaries	(6,110)	(263,140)	—
少數股東應佔溢利	Minority interests' share of profits	—	797,613	—
少數股東應佔儲備	Minority interests' share of reserves	—	(3,790)	—
已付少數股東股息	Dividends paid to minority shareholders	—	(1,192,181)	—
於二零零一年一月一日	At 1st January 2001	6,672,722	2,889,160	11,693,807
融資之現金流入／ (流出) 淨額	Net cash inflow/(outflow) from financing	349,551	283,219	93,391
收購附屬公司／業務	Acquisition of subsidiaries/business	545,684	176,234	—
增持附屬公司權益	Purchase of additional interest in subsidiaries	—	(358,504)	129,082
出售附屬公司	Disposal of subsidiaries	(3,760)	(18,360)	—
少數股東應佔溢利	Minority interests' share of profits	—	261,048	—
少數股東應佔儲備	Minority interests' share of reserves	—	(547)	—
減持附屬公司權益	Decrease in shareholdings of subsidiaries	—	36,379	—
贖回溢價撥備	Provision for redemption premium	42,083	—	—
已付少數股東股息	Dividends paid to minority shareholders	—	(400,787)	—
於二零零一年 十二月三十一日	At 31st December 2001	7,606,280	2,867,842	11,916,280

三十一. 資本承擔

31. Capital Commitments

		本集團 The Group		本公司 The Company	
		二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000
於結算日尚未完成之 資本承擔如下：	Capital commitments outstanding at the balance sheet date are as follows:				
已簽約但尚未撥備之 發展中物業之開支	Contracted for but not provided for Expenditure in respect of properties under development	—	270,047	—	—
購入及興建固定資產	Purchase and construction of fixed assets	124,987	77,841	—	—
		124,987	347,888	—	—
已批准但尚未簽約之 租賃物業之開支	Authorised but not contracted for Expenditure in leasehold properties	75,536	22,525	—	—
購入及興建固定資產	Purchase and construction of fixed assets	307,699	114,320	—	—
		508,222	484,733	—	—

三十二. 營業租約承擔

32. Operating Lease Commitments

(甲) 本集團作為
承租人

(a) The Group as lessee

		本集團 The Group		本公司 The Company	
		二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000
於結算日，不可註銷營業 租約項下最低租賃款項 之應付狀況如下：	At the balance sheet date, the total future minimum lease payments under non-cancellable operating leases are payable as follows:				
— 在一年內屆滿	— Within one year	322,408	265,026	—	—
— 在第二年至 第五年內 (包括 首尾兩年) 屆滿	— In the second to fifth year inclusive	558,940	504,933	—	—
— 在第五年之後屆滿	— After five years	181,808	197,872	—	—
		1,063,156	967,831	—	—

營業租賃款項指本集團
應為若干零售門市以及
辦公室單位支付之租
金。租約按一至六年之
租賃年期商議。

Operating lease payments represent rental payable by the Group for
certain of its retail outlets and office properties. Leases are negotiated
for lease terms from one to six years.

三十二. 營業租約承擔 (續) 32. Operating Lease Commitments (continued)

(乙) 本集團作為
出租人

(b) The Group as lessor

		本集團 The Group		本公司 The Company	
		二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000
於結算日，不可註銷 營業租約項下 最低租賃款項之 應收狀況如下：	At the balance sheet date, the total future minimum lease payments under non-cancellable operating leases are receivable as follows:				
投資物業	Investment properties				
— 在一年內屆滿	— Within one year	156,833	169,572	1,209	456
— 在第二年至 第五年內 (包括 首尾兩年) 屆滿	— In the second to fifth year inclusive	190,686	251,353	586	354
— 在第五年之後屆滿	— After five years	56,042	82,010	—	—
		403,561	502,935	1,795	810

此等物業之租客平均租
用年期介乎一至三年。These properties has committed tenants for an average term from one
to three years.

三十三. 融資租約項下
之承擔

33. Obligations Under Finance Leases

		最低租賃款項 Minimum lease payments		最低租賃款項現值 Present value of minimum lease payments	
		二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000
於結算日，本集團根據融資租約須繳付之款項如下：	At the balance sheet date, the Group's amounts payable under finance leases are as follows:				
在一年內屆滿	Within one year	14,945	15,538	12,183	11,185
在第二年至第五年內 (包括首尾兩年) 屆滿	In the second to fifth years inclusive	23,143	35,022	17,652	24,929
在第五年之後屆滿	After five years	5,920	11,653	5,437	11,076
		44,008	62,213	35,272	47,190
減：日後財務費用	Less: future finance charges	(8,736)	(15,023)		
租賃承擔之現值	Present value of lease obligations	35,272	47,190		
減：須於十二個月內償還之款項	Less: Amount due for settlement within 12 months			(12,183)	(11,185)
須於十二個月後償還之款項	Amount due for settlement after 12 months			23,089	36,005

三十三. 融資租約項下之承擔 (續)

本集團其中一項政策是將若干固定資產以融資租賃方式出租。平均租賃期是五年。截至二零零一年十二月三十一日止年度，實際平均借貸年利率約為11%。利率乃於簽約當日釐定。所有租賃乃採用固定還款方式，且並無就或然租金款項訂立任何安排。

33. Obligations Under Finance Leases (continued)

The Group leases certain of its fixed assets under finance leases. The average lease term is five years. For the year ended 31st December 2001, the average effective borrowing rate was approximately of 11% p.a. Interest rates are fixed at the contract date. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

三十四. 或然負債

34. Contingent Liabilities

	本集團 The Group		本公司 The Company	
	二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000	二零零一年 2001 港幣千元 HK\$'000	二零零零年 2000 港幣千元 HK\$'000
於結算日，本公司為附屬公司提供之銀行及其他貸款擔保而產生之或然負債				
At the balance sheet date, there were contingent liabilities in respect of guarantees for banks and other loans provided to subsidiaries	—	—	6,062,900	4,265,000

三十五. 關連交易

35. Related Party Transactions

甲 於二零零零年十一月八日本公司與華潤集團一間附屬公司訂立一項有條件協議，出售本公司在瀋陽華潤三洋壓縮機有限公司及瀋陽盛潤三洋壓縮機有限公司各自之25.5%權益，總代價為33,386,150美元。該兩間公司均為本集團之聯營公司。此項目於二零零一年一月完成。

A On 8th November 2000, the Company entered into a conditional agreement with a subsidiary of CRH to dispose of its 25.5% interest in China Resources (Shenyang) Sanyo Compressor Co., Ltd. and Shenyang Shengrun Sanyo Compressor Co., Ltd, both are associates of the Group, at an aggregate consideration of US\$33,386,150. The disposal was completed in January 2001.

三十五. 關連交易 (續)

乙 本公司訂立一項買賣協議，內容乃有關本公司以總代價約港幣944,000,000元收購華潤集團所擁有之 China Resources Textiles (BVI) Company Limited (「華潤輕紡集團」) 全部已發行股本之事宜。該項代價乃經各方公平磋商，並參考華潤輕紡集團截至二零零零年十二月三十一日止年度之備考合併純利約港幣181,700,000元而釐定。該項代價乃以下列方式支付：(i)本公司緊隨完成時按發行價每股港幣8.37元發行56,300,000股新普通股；及(ii)一筆過支付現金款項港幣472,800,000元。此項交易於二零零二年一月完成。

華潤輕紡集團主要從事經銷棉、聚酯纖維、胚布及印染布等紡織品。為支援經銷業務，華潤輕紡集團亦從事紡紗、織布業務及以「原設備製造商」(OEM) 方式製造成衣。

35. Related Party Transactions (continued)

B The Company entered into a sale and purchase agreement in relation to the acquisition by the Company of CRH's entire issued share capital of China Resources Textiles (BVI) Company Limited (the "Textile Group") for an aggregate consideration of approximately HK\$944 million. The consideration was arrived at after arm's length negotiation between the parties thereto and with reference to the pro forma combined net profits of the Textile Group for the year ended 31st December 2000 of about HK\$181.7 million. The consideration was satisfied by (i) the issue of 56,300,000 new ordinary shares of the Company at an issue price of HK\$8.37 per share on completion; and (ii) a lump sum cash payment of about HK\$472.8 million. The transaction was completed in January 2002.

The Textile Group is principally engaged in the distribution of textile products including cotton, polyester fiber, grey cloth and printed fabrics. To support its trading operation, the Textile Group is also engaged in the spinning and weaving operation and manufacture (on OEM basis) of garments.

三十五. 關連交易 (續)

丙 年內，本集團亦曾與有關連人士訂立以下交易：

35. Related Party Transactions (continued)

C During the year, the Group also entered into transactions with related parties as follows:

		二零零一年 港幣千元 2001 HK\$'000	二零零零年 港幣千元 2000 HK\$'000
向母公司集團之附屬公司銷售貨品 (附註甲)	Sales of goods to fellow subsidiaries (note a)	23,712	41,917
向母公司集團之附屬公司提供倉貯服務 (附註甲)	Provision for godown and storage services to fellow subsidiaries (note a)	937	2,344
從母公司集團之附屬公司購入貨品 (附註甲)	Purchases of goods from fellow subsidiaries (note a)	97,076	15,432
向母公司集團之附屬公司支付營業租約款項及其他費用 (附註乙)	Operating lease payments and other charges paid to fellow subsidiaries (note b)	55,239	43,306
母公司集團之一間附屬公司提供建築服務 (附註乙)	Construction services provided by a fellow subsidiary (note b)	300,744	677,614
應付直屬控股公司及母公司集團之一間附屬公司之儲油服務費 (附註乙)	Tank storage service fees payable to a holding company and a fellow subsidiary (note b)	141,600	11,800
應收直屬控股公司及母公司集團之一間附屬公司之儲存設施管理費用 (附註乙)	Storage facilities management fees receivable from immediate holding company and a fellow subsidiary (note b)	19,992	1,666
年內從一間聯營公司購入若干租賃物業	Purchase of certain leasehold properties from an associate during the year	—	40,000

三十五. 關連交易 (續)

附註：

- (甲) 此等交易是按當時市價進行。
- (乙) 此等交易是依據有關協議內之定價政策進行。
- (丙) 年內，本集團亦按象徵性價格，租賃若干由本公司之控股公司擁有之單位。

35. Related Party Transactions (continued)

Notes:

- (a) The transactions were carried out with reference to the prevailing market price.
- (b) The transactions were carried out in accordance with the pricing policies set out in the relevant agreements.
- (c) During the year, the Group also leased certain premises owned by the Company's holding company with a nominal amount.

三十六. 結算日後事項

於二零零一年十一月十六日，本公司宣派每股0.25港元之特別現金股息。惟派付股息一事須待出售本集團於香港華人之權益（「出售項目」）完成後，方可作實。此出售項目於二零零二年一月完成。此特別現金股息，合共港幣518,100,000元亦於二零零二年二月八日支付。

36. Subsequent Event

On 16th November 2001, a special cash dividend of HK25 cents per ordinary share of the Company was declared conditional upon completion of the disposal of the Group's interests in HCL (the "Disposal"). The Disposal was completed in January 2002 and the special cash dividend in sum of HK\$518.1 million was paid on 8th February 2002.

三十七. 批准財務報告

第51頁至第124頁所刊載之財務報告已獲董事局於二零零二年四月十五日批准。

37. Approval of Financial Statements

The financial statements set out on page 51 to 124 were approved by the Board of Directors on 15th April 2002.