

# 審計師報告

按香港會計準則編制的財務報表

## AUDITORS' REPORT

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

### 德勤·關黃陳方會計師行

Certified Public Accountants  
26/F, Wing On Centre  
111 Connaught Road Central  
Hong Kong

香港中環干諾道中111號  
永安中心26樓

**Deloitte  
Touche  
Tohmatsu**

致交大昆機科技股份有限公司股東  
(原名為昆明機床股份有限公司)  
(在中華人民共和國成立之中外合資股份有限公司)

TO THE SHAREHOLDERS OF JIAODA KUNJI HIGH-TECH  
COMPANY LIMITED 交大昆機科技股份有限公司  
(FORMERLY KNOWN AS KUNMING MACHINE TOOL  
COMPANY LIMITED 昆明機床股份有限公司)  
(a sino-foreign joint stock limited company established in the  
People's Republic of China with limited liability)

本審計師行已完成審核載於第98頁至135頁按照香港普遍採  
納之會計原則編制的財務報表。

We have audited the financial statements on pages 98 to 135 which  
have been prepared in accordance with accounting principles  
generally accepted in Hong Kong.

#### 董事及審計師的個別責任

貴公司之董事須負責編製真實與公平的財務報表。在編製  
該等財務報表時，董事必須貫徹採用合適的會計政策。

#### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Company's directors are responsible for the preparation of  
financial statements which give a true and fair view. In preparing  
financial statements which give a true and fair view, it is  
fundamental that appropriate accounting policies are selected and  
applied consistently.

本行的責任是根據本行審核工作的結果，對該等財務報表  
表達獨立的意見，並向股東報告。

It is our responsibility to form an independent opinion, based on  
our audit, on those statements and to report our opinion to you.

#### 意見的基礎

本行是按照香港會計師公會頒佈的審計準則進行審核工作。  
審核範圍工作包括以抽查方式查核與財務報表所載數額及  
披露事項有關的憑證，亦包括評估董事於編製該等財務報  
表時所作的重大估計和判斷、所釐定的會計政策是否適合  
貴集團的具體情況、及有否貫徹應用並足夠地披露該等  
會計政策。

#### BASIS OF OPINION

We conducted our audit in accordance with Statements of Auditing  
Standards issued by the Hong Kong Society of Accountants. An  
audit includes examination, on a test basis, of evidence relevant to  
the amounts and disclosures in the financial statements. It also  
includes an assessment of the significant estimates and judgments  
made by the directors in the preparation of the financial statements,  
and of whether the accounting policies are appropriate to the  
circumstances of the Company and the Group, consistently applied  
and adequately disclosed.

本行在策劃和進行審核工作時，均以取得一切本行認為必  
需的資料及解釋為目標，使本行能獲得充份的憑證，就該  
等財務報表是否存有重要錯誤陳述，作出合理的確定。在  
作出意見時，本行亦已衡量該等財務報表所載的資料在整  
體上是否足夠。本行相信，本行的審核工作已為下列意見  
建立了合理的基礎。

We planned and performed our audit so as to obtain all the  
information and explanations which we considered necessary in  
order to provide us with sufficient evidence to give reasonable  
assurance as to whether the financial statements are free from  
material misstatement. In forming our opinion we also evaluated  
the overall adequacy of the presentation of information in the  
financial statements. We believe that our audit provides a reasonable  
basis for our opinion.

#### 意見

本行認為上述的財務報表均真實與公平地反映 貴集團於  
2001年12月31日的財政狀況及 貴集團截至該日止年度的  
溢利和現金流量，並已按照《香港公司條例》之披露要求而  
妥善編製。

#### OPINION

In our opinion the financial statements give a true and fair view of  
the state of the affairs of the Company and the Group as at 31st  
December, 2001 and of the profit and cash flows of the Group for  
the year then ended and have been properly prepared in accordance  
with the disclosure requirements of the Hong Kong Companies  
Ordinance.

德勤·關黃陳方會計師行  
執業會計師  
香港  
二零零二年四月九日

DELOITTE TOUCHE TOHMATSU  
Certified Public Accountants  
Hong Kong  
9th April, 2002

# 綜合損益表

按香港會計準則編制的財務報表

## CONSOLIDATED INCOME STATEMENT

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

截至2001年12月31日止年度

FOR THE YEAR ENDED 31ST DECEMBER, 2001

			2001 人民幣千元	2000 人民幣千元 (重編後)
		附註		
		NOTES	RMB'000	RMB'000 (As restated)
營業額	Turnover	5	102,494	91,071
銷售成本	Cost of sales		(77,526)	(68,836)
營業溢利	Gross profit		24,968	22,235
其他收入	Other income	6	15,601	7,254
資產重組淨盈餘	Net gain arising from assets restructuring	30	7,858	—
管理費用	Administrative expenses		(21,131)	(18,737)
銷售費用	Distribution costs		(5,523)	(6,179)
尚未變現其它投資 (虧損)溢利	Unrealised holding (losses) gains of other investments		(6,003)	396
主營業務溢利	Profit from operations	7	15,770	4,969
財務費用	Finance costs	8	(7,297)	(3,439)
營業外費用	Non-operating expenses		(237)	(155)
稅前營業溢利	Profit before taxation		8,236	1,375
稅項	Taxation	9	—	—
年度分配前溢利	Net profit for the year before allocation to statutory reserves	10	8,236	1,375
轉入法定公積金	Transfer to statutory surplus reserve	11	—	—
轉入法定公益金	Transfer to statutory public welfare fund	11	—	—
			8,236	1,375
每股溢利	Earnings per share	12	3.4分 cents	0.6分 cents

# 綜合資產負債表

按香港會計準則編制的財務報表

## CONSOLIDATED BALANCE SHEET

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

於2001年12月31日  
AT 31ST DECEMBER, 2001

		附註	2001 人民幣千元	2000 人民幣千元 (重編後)
		NOTES	RMB'000	RMB'000 (As restated)
非流動資產	Non-current assets			
固定資產	Property, plant and equipment	13	283,008	269,952
商譽	Goodwill	15	24,430	—
無形資產	Intangible assets	16	39,444	—
遞延資產	Deferred costs	17	3,926	4,019
			<u>350,808</u>	<u>273,971</u>
流動資產	Current assets			
存貨	Inventories	18	162,261	172,685
應收賬款	Trade receivables	19	41,253	18,146
其他應收款	Other receivables		21,356	2,536
其他投資	Other investments	20	42,130	11,081
證券公司投資存款	Deposits placed with securities company		7,143	56,315
可退還稅款	Taxation recoverable		142	16
銀行結存及現金	Bank balances and cash	21	114,577	85,380
已抵押定期存款	Pledged time deposits	35	31,818	42,424
			<u>420,680</u>	<u>388,583</u>
流動負債	Current liabilities			
應付賬款	Trade payables	22	10,165	4,540
其他應付款	Other payables		69,535	34,574
欠負關連公司款項	Amounts due to related companies	36	8,038	—
應付稅項	Taxation payable		969	—
一年內償還之融資租約承擔	Obligations under finance leases - due within one year	23	468	—
一年內償還之銀行借款	Bank borrowings - due within one year	24	130,200	80,200
			<u>219,375</u>	<u>119,314</u>
流動資產淨值	Net current assets		<u>201,305</u>	<u>269,269</u>
			<u>552,113</u>	<u>543,240</u>
股本及儲備	Share capital and reserves			
股本	Share capital	26	245,007	245,007
儲備	Reserves	27	262,669	254,433
			<u>507,676</u>	<u>499,440</u>
少數股東權益	Minority interests		2,175	—
非流動負債	Non-current liabilities			
一年後償還之融資租約承擔	Obligations under finance lease - due after one year	23	4,439	—
遞延收入	Deferred gain	25	4,023	—
一年後償還之銀行借款	Bank borrowings - due after one year	24	29,800	39,800
其它長期借款	Other long-term loan	28	4,000	4,000
			<u>42,262</u>	<u>43,800</u>
			<u>552,113</u>	<u>543,240</u>

第98頁至第135頁之財務報表經董事會於2002年4月9日確認及允許發放，並由下列董事代表簽署：

The financial statements on pages 98 to 135 were approved and authorised for issue by the Board of Directors on 9th April, 2002 and are signed on its behalf by:

董事  
岳華峰

董事  
張漢榮

DIRECTOR  
Yue Huafeng

DIRECTOR  
Zhang Hanrong

# 資產負債表

按香港會計準則編制的財務報表

## BALANCE SHEET

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

於2001年12月31日  
AT 31ST DECEMBER, 2001

		附註	2001 人民幣千元	2000 人民幣千元 (重編後)
		NOTES	RMB'000	RMB'000 (As restated)
非流動資產	Non-current assets			
固定資產	Property, plant and equipment	13	264,027	269,952
附屬公司權益	Interests in subsidiaries	14	22,843	—
商譽	Goodwill	15	9,359	—
無形資產	Intangible assets	16	39,444	—
遞延資產	Deferred costs	17	3,926	4,019
			<u>339,599</u>	<u>273,971</u>
流動資產	Current assets			
存貨	Inventories	18	153,351	172,685
應收賬款	Trade receivables		36,466	18,146
其他應收款	Other receivables		13,395	2,536
應收附屬公司帳款	Trade receivable from a subsidiary	36	1,205	—
應收關連公司款項	Amounts due from related companies	36	4,605	—
其他投資	Other investments	20	42,130	11,081
證券公司投資存款	Deposits placed with securities company		7,143	56,315
可退還稅款	Taxation recoverable		143	16
銀行結存及現金	Bank balances and cash	21	112,916	85,380
已抵押定期存款	Pledged time deposits	35	31,818	42,424
			<u>403,172</u>	<u>388,583</u>
流動負債	Current liabilities			
應付賬款	Trade payables		7,767	4,540
其他應付款	Other payables		54,346	34,574
應付稅金	Taxation payables		252	—
一年內償還之 融資租約承擔	Obligations under finance leases - due within one year	23	468	—
一年內償還之銀行借款	Bank borrowings - due within one year	24	130,000	80,200
			<u>192,833</u>	<u>119,314</u>
流動資產淨值	Net current assets		<u>210,339</u>	<u>269,269</u>
			<u>549,938</u>	<u>543,240</u>
股本及儲備	Capital and reserves			
股本	Share capital	26	245,007	245,007
儲備	Reserves	27	262,669	254,433
			<u>507,676</u>	<u>499,440</u>
非流動負債	Non-current liabilities			
一年後償還之 融資租約承擔	Obligations under finance leases - due after one year	23	4,439	—
遞延收入	Deferred gain	25	4,023	—
一年後償還之銀行借款	Bank borrowings - due after one year	24	29,800	39,800
其它長期借款	Other long-term loan	28	4,000	4,000
			<u>42,262</u>	<u>43,800</u>
			<u>549,938</u>	<u>543,240</u>

董事  
岳華峰

董事  
張漢榮

DIRECTOR  
Yue Huafeng

DIRECTOR  
Zhang Hanrong

# 綜合已確認收益及虧損表

按香港會計準則編制的財務報表

## CONSOLIDATED STATEMENT OF RECOGNISED GAINS AND LOSSES

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

截至2001年12月31日止年度  
FOR THE YEAR ENDED 31ST DECEMBER, 2001

		2001 人民幣千元 RMB'000	2000 人民幣千元 (重編後) RMB'000 (As restated)
全年收益淨額	Net profit and total recognised gains for the year	<u>8,236</u>	<u>1,375</u>
由於會計政策改變之 前期調整(附註3)	Prior year adjustment arising from the effects of changes in accounting policies (see note 3)		
於2000年1月1日之 累積虧損增加	Increase in accumulated losses at 1st January, 2000		<u>(7,696)</u>

# 綜合現金流量表

按香港會計準則編制的財務報表

## CONSOLIDATED CASH FLOW STATEMENT

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

截至2001年12月31日止年度  
FOR THE YEAR ENDED 31ST DECEMBER, 2001

		2001 人民幣千元	2000 人民幣千元 (重編後)	
	附註	RMB'000	RMB'000 (As restated)	
	NOTES			
經營業務之現金流(出)入淨額	NET CASH (OUTFLOW) INFLOW FROM OPERATING ACTIVITIES	29	(15,503)	15,921
投資回報及融資服務	RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			
其他投資收入	Investment income on other investments		9,000	—
收取利息	Interest received		2,508	3,538
省財政利息補貼	Interest subsidy from finance bureau		1,688	1,400
支付利息	Interest paid		(8,250)	(3,582)
投資回報及融資服務之現金流入淨額	NET CASH INFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		4,946	1,356
投資業務	INVESTING ACTIVITIES			
收回證券公司投資存款	Refund of deposits placed with securities company		56,190	—
收回銀行之存款	Withdrawal of time deposits		20,000	83,474
抵押存款減少(增加)	Decrease (increase) in pledged time deposits		10,606	(42,424)
出售其他投資所得款	Proceeds from disposal of other investments		5,810	—
資產重組後流入之現金淨額	Net cash inflow from assets restructuring	30	5,212	—
出售固定資產所得款	Proceeds from disposal of property, plant and equipment		563	531
購買其它投資	Purchase of other investments		(42,982)	(10,685)
購買固定資產	Purchase of property, plant and equipment		(28,431)	(11,791)
存放銀行之存款	Placement of time deposits		(7,424)	(20,000)
證券公司投資存款	Deposits placed with securities company		(7,018)	(56,315)
投資業務之現金流入(出)淨額	NET CASH INFLOW (OUTFLOW) FROM INVESTING ACTIVITIES		12,526	(57,210)
融資前之現金流入(出)淨額	NET CASH INFLOW (OUTFLOW) BEFORE FINANCING		1,969	(39,933)
融資	FINANCING	31		
新增銀行貸款	New bank loans raised		90,000	110,000
償還銀行貸款	Repayment of bank loans		(50,200)	(31,000)
其它新增借款	Other borrowings raised		—	4,000
融資之現金流入淨額	NET CASH INFLOW FROM FINANCING		39,800	83,000
現金及現金等價物增加	INCREASE IN CASH AND CASH EQUIVALENTS		41,769	43,067
年初之現金及現金等價物	CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR		65,380	22,433
匯兌變動影響	EFFECT OF FOREIGN EXCHANGE RATE CHANGES		4	(120)
年末之現金及現金等價物為銀行結存及現金	CASH AND CASH EQUIVALENTS AT END OF THE YEAR REPRESENTING Bank balances and cash	21	107,153	65,380

# 財務報表附註

按香港會計準則編制的財務報表

## NOTES TO THE FINANCIAL STATEMENTS

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

### 1. 簡介

本公司為一家在中華人民共和國（「中國」）成立之中外合資股份有限公司。本公司主要經營一項業務，即設計、開發、製造及銷售機床、精密測量設備和精密傳感器。各附屬公司之業務載於財務報表附註14。

本公司之營業額及營運結果超過百份之九十來自中國市場。

### 2. 採用會計實務準則

本年度，本集團已首次採用若干由香港會計師公會頒佈及修訂之會計實務準則（「會計實務準則」）。採用上述準則導致本集團會計政策發生若干變化，經修訂之主要會計政策已載於財務報表附註4。此外，於財務報表中所提呈之披露已予修訂以符合上述會計實務準則之要求。若干比較金額已經重新列帳以達致呈報一致性。

首次採用之新頒佈及修訂之會計實務準則對本集團會計政策及對本期與前期報告數字之影響如下。

#### 無形資產

由於會計實務準則第二十九條列明訂立無形資產比以前更嚴格，故當採納會計實務準則第二十九號，以往列入無形資產的遞延待扣職工宿舍補貼須進行撤銷，前期調整及財務影響見附註3。

### 1. GENERAL

The Company is a sino-foreign joint stock limited company established in the Mainland People's Republic of China (the "PRC"). The Company acts as an investment holding company and is also engaged in the design, development, manufacture and sale of machine tools, precision measuring equipment and precision transducers. The principal activities of its subsidiaries are set out in note 14.

More than 90% of the Group's turnover and operating results are derived from the PRC market.

### 2. ADOPTION OF STATEMENTS OF STANDARD ACCOUNTING PRACTICE

In the current year, the Group has adopted for the first time a number of new and revised Statements of Standard Accounting Practice (SSAPs) issued by the Hong Kong Society of Accountants. Adoption of these Standards has led to a number of changes in the Group's accounting policies. The revised accounting policies are set out in note 4. In addition, the new and revised Standards have introduced additional and revised disclosure requirements which have been adopted in these financial statements. Comparative amounts for the prior year have been restated in order to achieve a consistent presentation.

The adoption of the new and revised Standards has resulted in the following changes to the Group's accounting policies that have affected the amounts reported for the current or prior periods.

#### Intangible assets

SSAP 29 Intangible Assets specifies more rigorous criteria for the recognition of intangible assets than were applied in previous periods. Consequently, adoption of SSAP 29 has resulted in the derecognition of staff quarters subsidy previously included in deferred costs, which were reported as intangible assets in prior year's financial statements. This change in accounting policy has been applied retrospectively, resulting in a prior year adjustment (see note 3).

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 3. 前期調整

累積虧損因採納附註2註明的新增會計政策的財務影響如下：

於2000年1月1日  
以往呈報  
遞延資產內遞延待扣職工宿舍補貼撤銷  
  
重編後

因新增會計政策對本年及前期業績影響如下：

遞延資產內遞延待扣職工宿舍補貼  
撤銷而減少本期分配前虧損

#### 4. 主要會計政策概要

財務報表以歷史成本為計價原則編制。編制財務報表所採用之主要會計政策符合香港標準會計準則，主要採用之會計政策列載如下：

##### 綜合基準

綜合財務報表包括本公司及其附屬公司每年截至12月31日止之財務報表。

於本年度購入或出售之附屬公司，其業績會分別由購入有效日期或截至出售有效日期止列入綜合收入帳。本集團內公司間之所有重大交易及往來結餘已在綜合賬目時對銷。

#### 3. PRIOR YEAR ADJUSTMENT

The effect of the adoption of the new accounting policy described in note 2 on the financial position of the Group at 1st January, 2000 is summarised below:

	累積虧損 Accumulated loss 人民幣千元 RMB'000
Balance as at 1st January, 2000	
As previously reported	(60,028)
Derecognition of staff quarters subsidy previously included as deferred costs	(7,696)
As restated	<u>(67,724)</u>

The financial effect of the adoption of the new accounting policy on the results for the current and prior year is as follows:

	2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000
Increase in net profit as a result of the derecognition of staff quarters subsidy previously included in deferred costs	<u>403</u>	<u>403</u>

#### 4. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

##### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st December each year.

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



## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 4. 主要會計政策概要 (續)

##### 收入確認

銷售在付貨予客戶後及所有權轉移後即予確認。

服務收入在服務提供時即予確認。

利息收入乃根據本金餘額，按適用利率依照時間比例計算。

省財政利息補貼收入乃根據有關利息費用發生時間而入賬。

投資所得股息收入於確立股東可收取股息之權利時予以確議。

##### 固定資產

固定資產除在建工程外之價值為原值減去折舊、攤銷及累計的減值損失列帳。

因資產出售或報廢而產生的收入或虧損是按銷售所得款項及資產帳面值的差額厘定，並於損益表中確認。

除在建工程外，物業產房及設備的折舊是於計入其估計剩餘價值後以直線法按下列年率於其估計可使用年限中撇銷成本。

土地使用權成本則按合約年期於獲取土地使用證後攤銷。

房屋建築物	2.5%
機器設備	2% - 8%
電子設備、器具及家具	6% - 10%
運輸設備	6% - 10%

融資租入固定資產在預計使用年限與租賃年限較短期間內，按與同類購入資產相同折舊方法撥備折舊。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### Revenue recognition

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

Service income is recognised when services are provided.

Interest income is accrued on a time basis by reference to the principal outstanding and at the interest rate applicable.

Interest subsidy from government is credited to income when the related interest expenses are incurred.

Dividend income from investments is recognised when the Group's rights to receive payment have been established.

##### Property, plant and equipment

Property, plant and equipment, other than construction-in-progress, are stated at cost less depreciation, amortisation and accumulated impairment losses.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

The cost of land use rights is amortised over the terms of the contract after obtaining the certificate of land occupancy rights.

Depreciation and amortisation are provided to write off the cost of other property, plant and equipment, other than construction-in-progress, over their estimated useful lives, after taking into account their estimated residual value, using the straight line method at the following rates per annum:

Buildings	2.5%
Plant and machinery	2% - 8%
Furniture, fixtures and equipment	6% - 10%
Motor vehicles	6% - 10%

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

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 4. 主要會計政策概要 (續)

##### 在建工程

在建工程按成本值入賬，其中包括所有發展項目支出及該等工程應佔之其他直接成本(包括利息支出)。竣工工程之成本則轉撥入其適當之固定資產類別內。

##### 商譽

合併產生的商譽，指購買成本超出本集團在附屬公司的可辨認資產和負債在購買日的公允價值中所佔份額的部份。

因收購附屬公司而產生之商譽將予資本化並於資產負債表中單獨列示，商譽在其受益期限內以直線法攤銷。

##### 無形資產

無形資產乃按成本值減攤銷及任何減值準備(如有需要)列賬。無形資產之成本以直線基準，分10年期攤銷。

##### 資產減值

於各結算日，本集團均檢討其資產之帳面值，以確定該等資產有否出現任何顯示減值虧損之情況。倘估計資產之可收回金額將低於帳面值，則該項資產之帳面值乃低至其可收回金額。減值虧損乃即確認為開支。

倘減值虧損於日後對銷，則將該項資產之帳面值增加至其經修訂之估計可收回金額，惟所增加之帳面值不得超過假設過往年度並無就該項資產確認減值虧損而應計得之帳面值。減值虧損之對銷乃即時確認為收入。

##### 附屬公司投資

附屬公司投資乃按成本值減永久減值於本公司資產負債表入賬。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### Construction-in-progress

Construction-in-progress is stated at cost which includes all development expenditure and other direct costs, including borrowing costs, attributable to such projects. The cost of completed construction work is transferred to the appropriate asset category.

##### 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 a subsidiary.

Goodwill arising on acquisition is capitalised as a separate asset and amortised on a straight-line basis over its useful economic life.

##### Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. The cost of technological knowhow is amortised on a straight line basis over its expected useful life of ten years.

##### Impairment

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

##### Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 4. 主要會計政策概要 (續)

##### 存貨

存貨按成本與可變現淨值兩者之較低值列賬。成本採用加權平均成本法計算。可變現淨值為正常經營下的預期售價減去產品製成所需之未來生產成本及有關達成銷售之估計費用。

##### 投資證券

證券投資乃按交易日期基準確認入賬，最初以成本值計算。

持至到期日債務證券外之投資均列作投資證券或其他投資。

投資證券為就已界定長期策略持有之證券，乃於其後申報日期按成本值減並非短暫性質之任何減值虧損計算。

其他投資按公平價值(包括未變現收益及虧損)計算在本年度之溢利或虧損淨額中。

##### 借貸成本撥充資本

購買、建築或生產指定資產(即資產需經一段長時間，方能作擬定用途或銷售)所直接涉及之借貸成本，一律撥作資本，並列作該等資產成本之一部分。一旦資產之大部分已可作擬定用途或銷售，有關借貸成本即不再撥充資本。指定借貸所作臨時性質之投資在扣除指定資產所耗之開支後所賺得之投資收入於撥充資本之借貸成本中予以扣除。

其它借貸成本，一律按照實際發生時當作費用處理。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average cost method. Net realisable value represents 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.

##### Investments in securities

Investments in securities are recognised on a trade-date basis and are initially measured at cost.

Investment other than held-to-maturity debt securities are classified as investment securities and other investments.

Investment securities, which are securities held for an identified long-term strategic purpose, are measured at subsequent reporting dates at cost, as reduced by any impairment loss that is other than temporary.

Other investments are measured at fair value, with unrealised gains and losses included in net profit or loss for the year.

##### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised.

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

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 4. 主要會計政策概要 (續)

##### 租入資產

當與租入資產的所有權有關之風險及報酬均轉讓予本集團時，該項租賃將界定為融資租賃。按融資租賃持有之資產於採購日按照其公允價值予以資本化。對於出租方的相關負債，減除利息費用後，於資產負債表確認為一項融資租賃承諾。總租賃承諾與所租入資產的公允價值之間之差額作為一項財務費用於租賃期間內記入損益，該項費用乃按照上述融資租賃負債於各會計期間乘以不變利率計算。

所有其他租賃界定為經營租約，其年租將按直線法在相關租賃約期內平均攤入損益表。

如若當本集團將資產售出並立即從購買戶租回，且該交易已確定為融資租賃，則出售該資產所得款項與該資產之淨值之間如有盈餘，該盈餘將予遞延並在租期內予以適當攤銷記入損益表。

##### 稅項

稅項根據本年度業績計算，並經就毋須課稅或可剔除之項目作出調整。時差因在不同之會計期間就稅務確認若干收支項目及在財務報表中確認該等項目而產生。時差之稅務影響採用負債法就可見將來可能出現之負債或資產在財務報表中確認作遞延稅項。

##### 研究及開發費用

研究活動費用應產生期間確認為開支。

因發展開支而內部產生之無形資產僅可於預期清楚界定項目所產生之開發成本將會透過日後之商業活動收回時確認。所產生之資產按其可使用年期以直線法攤銷。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### Leased asset

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards of ownership of the assets concerned to the Group. Assets held under finance leases are capitalised at their fair value at the date of acquisition. The corresponding liability to the lessor, net of interest charges, is included in the balance sheet as a finance lease obligation. Finance costs, which represent the difference between the total leasing commitments and the outstanding principal amount at the inception of the finance lease, are charged to the income statement over the period of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

All other leases are classified as operating leases and the annual rentals are charged to the income statement on a straight-line basis over the relevant lease term.

Where assets are sold to a lessor and leased back by the Group, and the transaction results in a finance lease, any excess of sales proceeds over the carrying amount of the assets is deferred and amortised over the appropriate lease term.

##### Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognised in the financial statements. The tax effect of timing differences, computed under the liability method, is recognised as deferred taxation in the financial statements to the extent that it is probable that a liability or an asset will crystallise in the foreseeable future.

##### Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly defined project will be recovered through future commercial activity. The resultant asset is amortised on a straight-line basis over its estimated useful life.

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 4. 主要會計政策概要 (續)

##### 退休金計劃費用

本集團參與一項由國家管理之員工退休計劃。按此計劃，本集團按其合資格員工薪酬之一定比例供款。於年度對此退休計劃之供款於損益表內處理。

##### 外幣

本公司之賬目及會計紀錄以人民幣結算。

外幣交易以按交易日當天中國人民銀行外匯牌價換算為人民幣。以外幣計算之貨幣資產與負債按當天中國人民銀行外匯牌價中間價換算。因匯兌引起的盈虧撥入損益表內處理。

##### 現金等價物

現金等價物乃可隨時轉換為已知數額之現金及於購入時計三個月內到期之短期及高度流通性投資，扣除由借入日期起計預於三個月內還款之銀行貸款。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### Retirement scheme cost

The Group participates in a state-managed retirement plan pursuant to which the Group pays a fixed percentage of its qualifying staff's wages as contribution to the plan. The contribution payable to the retirement plan in respect of the year is charged to the income statement.

##### Foreign currencies

The Group maintains its books and records in Renminbi.

Transactions in foreign currencies are translated at the rates ruling on the dates of the transactions quoted by the People's Bank of China. Monetary assets and liabilities denominated in foreign currencies are re-translated at the middle market rates ruling on the balance sheet date quoted by the People's Bank of China. Profits and losses arising on exchange are dealt with in the income statement.

##### Cash equivalents

Cash equivalents represent short term highly liquid investments which are readily convertible into known amounts of cash and which were within three months of maturity when acquired; less advances from banks repayable within three months from the date of the advance.

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 5. 營業額

營業額為本集團在本年度內向外界客戶銷售貨品之已收及應收款減除增值稅，營業稅及退回貨品之淨額後入帳。

本公司業務的營業額細列如下：

貨品銷售  
提供服務

本集團僅有一項主要業務，即設計、開發、製造並銷售機床、精密測量設備和精密傳感器，因此業務分類資料未作呈報。

本集團之營業額及經營利潤有超過90%來源於中大陸。

#### 6. 其他收入

其他收入包括：

銀行及其它金融機構存款  
的利息收入  
其它投資收入  
新商品增值稅退稅  
省財政利息補貼  
其它

#### 5. TURNOVER

Turnover represents the amounts received and receivable, which is net of value-added tax ("VAT"), business tax and returns, for goods sold and services rendered by the Group to outside customers during the year.

An analysis of the Group's turnover is as follows:

	2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000
Sales of goods	91,291	78,770
Services rendered	11,203	12,301
	<u>102,494</u>	<u>91,071</u>

The Group has only one principal activity, namely the design, development, manufacture and sale of machines tools, precision measuring equipment and precision transducers. Accordingly, no segmental analysis by activity is presented.

More than 90% of the Group's turnover and operating results are derived from the PRC market.

#### 6. OTHER INCOME

Other income comprises:

	2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000
Interest income on deposits with banks and other financial institutions	2,508	3,524
Investment income on other investments	9,000	—
VAT for new products refunded	1,700	1,325
Interest subsidy from finance bureau	1,688	1,400
Others	705	1,005
	<u>15,601</u>	<u>7,254</u>

## 財務報表附註 (續)

按香港會計準則編制的財務報表

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

### 7. 主營業務溢利

### 7. PROFIT FROM OPERATIONS

		2001 人民幣千元 RMB'000	2000 人民幣千元 (重編後) RMB'000 (As restated)
主營業務溢利已扣除：	Profit from operations has been arrived at after charging:		
審計師酬金	Auditors' remuneration		
- 本年度	— current year	1,280	851
- 前年度不足(多餘)準備	— under(over)provision in prior years	35	(678)
		<u>1,315</u>	<u>173</u>
預付租金攤銷	Amortisation of prepaid rental	93	93
固定資產折舊及攤銷	Depreciation and amortisation of property, plant and equipment	16,003	15,919
出售其他固定資產損失	Loss on disposal of other property, plant and equipment	518	56
固定資產減值	Impairment loss on property, plant and equipment	3,395	—
出售其他投資損失	Loss on disposal of other investments	120	—
研究及開發費用	Research and development costs	2,747	2,703
工資及其它福利費用包括：	Staff costs including:		
董事及監事酬金	Directors' and supervisors' remuneration		
- 袍金	— Fees		
執行董事及監事	executive directors and supervisors	70	12
非執行董事	non-executive director	4	7
獨立非執行董事	independent non-executive directors	35	22
- 其他酬金	— Other emoluments		
執行董事及監事	executive directors and supervisors	455	245
非執行董事	non-executive director	—	—
獨立非執行董事	independent non-executive directors	—	—
		<u>564</u>	<u>286</u>
退休金供款	Retirement scheme contributions	4,096	4,889
其它工資及福利費用	Other staff costs	33,109	29,277
		<u>37,769</u>	<u>34,452</u>

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 7. 主營業務溢利 (續)

最高薪僱員酬金分析如下：

在本年度本集團首五位最高薪僱員包括本公司3位(2000：4位)董事，其酬金詳情刊載於上文，餘下2位(2000：1位)最高薪僱員之酬金分析如下：

薪金  
退休金供款

#### 7. PROFIT FROM OPERATIONS (CONTINUED)

The emoluments of the highest paid employees are analysed as follows:

The five highest paid employees of the Group in the year included three (2000: four) executive directors of the Company, details of whose emoluments are set out above. The emoluments of the remaining two individuals (2000: one) are analysed as follows:

	2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000
Salaries	133	31
Retirement benefit scheme	6	1
	<u>139</u>	<u>32</u>

The emoluments of the employees were within the following band:

	僱員數目 Number of employee	
	2001	2000
由港幣0元至港幣1,000,000元	<u>2</u>	<u>1</u>
Nil to HK\$1,000,000		

於年內，本集團並無付予五名最高受薪人士(包括董事)任何酬金作為加盟或於加盟本集團之透金或作為離職補償。於年內，董事概無放棄任何酬金。

During the year, no emoluments were paid by the Group to the respective five highest paid individuals, including directors, as an inducement to join or upon joining the Group or as compensation loss of office. In addition, during the year, no director had waived any emoluments.

#### 8. 財務費用

#### 8. FINANCE COSTS

	2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000	
借款須於五年內全數償還 之借款利息支出	Interest expenses on borrowings wholly repayable within five years	8,250	3,582
扣減：於在建工程中 撥充資本之利息	Less: amount capitalised in construction-in-progress	(949)	(263)
		<u>7,301</u>	<u>3,319</u>
匯兌損失	Exchange (gain) loss	(4)	120
		<u>7,297</u>	<u>3,439</u>



## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 9. 稅項

根據國家稅務總局在1993年10月21日發出的一份文件，及財政部、國家稅務總局1994年4月18日的通知確認，本公司由1993年1月1日起所賺取的利潤須按15%之稅率繳付所得稅。

根據中國相關稅收法稅，本集團於中國大陸設立之子公司享受自首個生產經營年度兩年內無需繳納中國所得稅之優惠。

由於本公司本年度應課稅利潤全被前年度虧損抵扣，因此並未對中國所得稅作出撥備。

於2001年12月31日，本公司有並未確認之遞延稅項資產為人民幣2,167,000元(2000：人民幣2,494,000元)，代表可用於抵扣將來溢利之稅務虧損引致之時差稅務影響。由於不能確定遞延稅項資產是否會於可見將來變現，故遞延稅項資產淨額並未於財務報告內入賬。

#### 10. 年度分配前溢利

根據中國公司法第177條，稅後溢利按下列分配：

- (1) 彌補過往年度虧損；
- (2) 提取法定公積金；
- (3) 提取法定公益金；
- (4) 提取任意公積金；及
- (5) 支付普通股股息。

董事會建議本年度不作任何分配。

#### 11. 轉入法定公積金及法定公益金

因本公司出現累積虧損，並無建議轉入法定公積金及法定公益金。

#### 9. TAXATION

Pursuant to a document issued by the PRC State Tax Bureau on 21st October, 1993 and confirmed by a notice issued by the Ministry of Finance and the State Tax Bureau on 18th April, 1994, the Company's profit is subject to income tax at a rate of 15% as from 1st January, 1993.

Pursuant to the relevant laws and regulations in the PRC, the Group's PRC subsidiaries are entitled to an exemption from PRC income tax for the two years starting from the first production year.

No provision for PRC income tax has been made in the financial statements as the Group's assessable profit for the year is wholly absorbed by tax losses brought forward.

At 31st December, 2001, the Group had an unrecognised deferred tax asset of RMB2,167,000 (2000: RMB2,494,000), which represents the tax effect of timing differences arising as a result of tax losses available to set off against future profits. The deferred tax asset has not been recognised in the financial statements as it is not certain that the benefit will crystallise in the foreseeable future.

#### 10. NET PROFIT FOR THE YEAR BEFORE ALLOCATION TO STATUTORY RESERVES

In accordance with Article 177 of the PRC Company Law, profit after taxation is applied as follows:

- (1) making up prior year losses;
- (2) allocation to statutory surplus reserve;
- (3) allocation to statutory public welfare fund;
- (4) allocation to discretionary surplus reserve; and
- (5) payment of dividends in respect of ordinary shares.

The board of directors proposes that no appropriation be made for the year.

#### 11. TRANSFER TO STATUTORY SURPLUS RESERVE AND STATUTORY PUBLIC WELFARE FUND

No transfer is proposed to be made to the statutory surplus reserve or the statutory public welfare fund as the Company has accumulated losses.

## 財務報表附註 (續)

按香港會計準則編制的財務報表

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

### 12. 每股溢利

每股溢利乃根據本年度溢利人民幣8,236,000元(2000: 重編後人民幣1,375,000元)及本年度已發行股份245,007,400股(2000: 245,007,400股)計算。

### 12. EARNINGS PER SHARE

The calculation of earnings per share is based on the net profit for the year of RMB8,236,000 (2000: RMB1,375,000 as restated) and the number of 245,007,400 (2000: 245,007,400) shares in issue throughout the year.

### 13. 固定資產

### 13. PROPERTY, PLANT AND EQUIPMENT

		場地 使用權	在中國 之中期 租賃房屋 建築物	機器 設備	電子 設備、 器具 及家具	運輸 設備	在建工程	總額
		Land use rights	Buildings under medium term lease in the PRC	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Construction- in-progress	Total
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
本集團	THE GROUP							
成本值	COST							
於2001年1月1日	At 1st January, 2001	25,560	130,461	152,381	23,349	4,399	36,395	372,545
添置	Additions	—	4,315	8,341	73	778	20,138	33,645
涉及購入業務	Acquired on acquisition of businesses	—	513	1,322	2,020	2,561	91	6,507
涉及購入附屬公司	Acquired on acquisition of subsidiaries	—	494	21,227	1,505	298	42	23,566
轉撥	Transfers	—	1,021	18,857	542	—	(20,420)	—
出售	Disposals	(7,992)	(26,712)	(1,463)	(9)	(54)	(336)	(36,566)
於2001年12月31日	At 31st December, 2001	17,568	110,092	200,665	27,480	7,982	35,910	399,697
折舊、攤銷及 減值準備	DEPRECIATION, AMORTISATION AND IMPAIRMENT							
於2001年1月1日	At 1st January, 2001	3,683	23,686	61,479	11,459	2,286	—	102,593
本年度之準備	Provided for the year	511	3,339	10,277	1,551	325	—	16,003
涉及購入業務	Acquired on acquisition of businesses	—	43	195	533	261	—	1,032
涉及購入附屬公司	Acquired on acquisition of subsidiaries	—	13	3,947	475	150	—	4,585
減值準備	Impairment loss recognised in the income statement	—	—	2,230	493	—	672	3,395
出售時撇銷	Eliminated on disposals	—	(9,925)	(932)	(9)	(53)	—	(10,919)
於2001年12月31日	At 31st December, 2001	4,194	17,156	77,196	14,502	2,969	672	116,689
賬面淨值	NET BOOK VALUE							
於2001年12月31日	At 31st December, 2001	13,374	92,936	123,469	12,978	5,013	35,238	283,008
於2000年12月31日	At 31st December, 2000	21,877	106,775	90,902	11,890	2,113	36,395	269,952

## 財務報表附註 (續)

按香港會計準則編制的財務報表

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

### 13. 固定資產 (續)

### 13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

		場地 使用權	在中國 之中期 租賃房屋 建築物	機器 設備	電子 設備、 器具 及家具	運輸 設備	在建工程	總額
		Land use rights	Buildings under medium term lease in the PRC	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Construction- in-progress	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
本公司	THE COMPANY							
成本值	COST							
於2001年1月1日	At 1st January, 2001	25,560	130,461	152,381	23,349	4,399	36,395	372,545
添置	Additions	—	4,315	8,341	73	778	20,138	33,645
涉及購入業務	Acquired on acquisition of businesses	—	513	1,322	2,020	2,561	91	6,507
轉撥	Transfers	—	1,021	18,857	542	—	(20,420)	—
出售	Disposals	(7,992)	(26,712)	(1,463)	(9)	(54)	(336)	(36,566)
於2001年12月31日	At 31st December, 2001	17,568	109,598	179,438	25,975	7,684	35,868	376,131
折舊、攤銷及 減值準備	DEPRECIATION, AMORTISATION AND IMPAIRMENT							
於2001年1月1日	At 1st January, 2001	3,683	23,686	61,479	11,459	2,286	—	102,593
本年度之準備	Provided for the year	511	3,339	10,277	1,551	325	—	16,003
涉及購入業務	Acquired on acquisition of businesses	—	43	195	533	261	—	1,032
減值準備	Impairment loss recognised in the income statement	—	—	2,230	493	—	672	3,395
出售時撇銷	Eliminated on disposals	—	(9,925)	(932)	(9)	(53)	—	(10,919)
於2001年12月31日	At 31st December, 2001	4,194	17,143	73,249	14,027	2,819	672	112,104
賬面淨值	NET BOOK VALUE							
於2001年12月31日	At 31st December, 2001	13,374	92,455	106,189	11,948	4,865	35,196	264,027
於2000年12月31日	At 31st December, 2000	21,877	106,775	90,902	11,890	2,113	36,395	269,952

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 13. 固定資產 (續)

於1993年10月，本公司獲中國政府有關部門授予房屋建築物座落土地之使用權年期為50年。

董事已就固定資產的帳面淨值進行檢討，將認為是長期停止使用的固定資產的帳面淨值按市值減至約人民幣435,000元以反映其淨售價。

於2001年12月31日，在建工程中撥充資本之利息累計金額為人民幣2,082,000元(2000: 人民幣1,133,000元)。

於2001年12月31日，帳面淨值約人民幣5,573,000元(2000年：無)的固定資產為融資租賃。

#### 14. 所佔附屬公司權益

於非上市附屬公司之投資

於2001年12月31日，各附屬公司之詳情如下：

附屬公司名稱	註冊成立及經營業務之地點	已發行及繳足之普通股股本	本公司所持有已發行股本	主要業務
Name of subsidiary	Place of incorporation	Nominal value of registered capital	Proportion of nominal value of registered capital held by the Company directly	Principal activities
西安賽爾機泵成套設備有限公司(「西安賽爾」)	中國	人民幣2,000,000元	80%	設計、開發及銷售機械
Xian Ser Turbo Machinery Equipment Company Limited (“Xian Ser”)	PRC	RMB2,000,000	80%	Design, develop and sales of turbo-machinery
陝西恆通智能機器有限公司(「陝西恆通」)	中國	人民幣600,000元	90%	開發並銷售模具、機械、設備、電子產品、軟件及硬件。
Shaanxi Hengtong Intelligence Machine Company Limited (“Shaanxi Hengtong”)	PRC	RMB600,000	90%	Develop and sale of manufacturing moulds, machinery, equipment, electronic products, software and hardware

各附屬公司於年內並無發行任何債務證券。

#### 13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The Group was granted the rights to use the land, on which its buildings are situated, by the relevant PRC authorities for a period of 50 years from October 1993 onwards.

The directors have reviewed the carrying value of property, plant and equipment of the Group at 31st December, 2001 and determined that there were idle plant and machinery, furniture, fixtures and equipment. Such assets have been written down to the net selling price of approximately RMB435,000 with reference to the market value as at 31st December, 2001.

At 31st December, 2001, the cumulative amount of interest capitalised in construction-in-progress amounted to RMB2,082,000 (2000: RMB1,133,000).

The net book value of property, plant and equipment of the Group at 31st December, 2001 includes an amount of approximately RMB5,573,000 (2000: Nil) in respect of assets held under finance leases.

#### 14. INTERESTS IN SUBSIDIARIES

	2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000
Unlisted shares, at cost	22,843	—

Details of the Company's subsidiaries at 31st December, 2001 are as follows:

None of the subsidiaries had any loan capital outstanding at the end of the year or at any time during the year.

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 15. 商譽

		本集團 THE GROUP 人民幣千元 RMB'000	本公司 THE COMPANY 人民幣千元 RMB'000
成本值	COST		
購入附屬公司	Arising on acquisition of subsidiaries	15,071	—
購入業務	Arising on acquisition of businesses	9,359	9,359
		<u>24,430</u>	<u>9,359</u>
攤銷	AMORTISATION		
年內攤銷及於2001年 12月31日之結餘	Provided for the year and balance at 31st December, 2001	—	—
賬面淨值	NET BOOK VALUE		
於2001年12月31日之結餘	At 31st December, 2001	<u>24,430</u>	<u>9,359</u>

商譽之攤銷年限為10年。

The amortisation period adopted for goodwill is 10 years.

#### 16. 無形資產

		專有技術 Technical knowhow 人民幣元 RMB'000 (附註) (Note)
本集團及本公司	THE GROUP AND THE COMPANY	
成本值	COST	
於2001年1月1日之結餘	At 1st January, 2001	—
添置	Additions	26,360
購入業務時購入	Acquired on acquisition of businesses	13,084
於2001年12月31日之結餘	At 31st December, 2001	<u>39,444</u>
攤銷	AMORTISATION	
年內攤銷及於2001年 12月31日之結餘	Provided for the year and at 31st December, 2001	—
賬面淨值	NET BOOK VALUE	
於2001年12月31日之結餘	At 31st December, 2001	<u>39,444</u>
於2000年12月31日之結餘	At 31st December, 2000	<u>—</u>

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 16. 無形資產 (續)

附註：

專有技術之成本人民幣26,360,000元為從本公司主要股東之西安交通大學產業(集團)總公司(「交大集團」)購入激光快速成型技術和全可控渦節能離心壓縮機技術。

年末餘額為發展智能電腦繡花機及智能化電器技術，有關技術是由交大集團購入(附註30)。專有技術按10年攤銷。

#### 17. 遞延資產

本集團及本公司 成本值
於2001年1月1日及2001年12月31日
攤銷
於2001年1月1日
本年度之準備
於2001年12月31日
賬面淨值
於2001年12月31日
於2000年12月31日

#### 16. INTANGIBLE ASSETS (CONTINUED)

Note:

The cost of technical knowhow of RMB26,360,000 represents the laser prototyping and manufacturing technology and the controllable centrifugal energy conservation compressor technology acquired from Xian Jiaotong University Industrial (Group) Incorporation ("Jiaotong Group"), a substantial shareholder of the Company.

The remaining balance represents the technical knowhow of developing intelligent computerised coloured embroidery machines and intelligent electrical appliances that were acquired from Jiaotong Group (see note 30). The technical knowhow is amortised over 10 years.

#### 17. DEFERRED COSTS

	預付租金 Prepaid rental 人民幣千元 RMB'000
THE GROUP AND THE COMPANY COST	
At 1st January, 2001 and 31st December, 2001	4,486
AMORTISATION	
At 1st January, 2001	467
Provided for the year	93
At 31st December, 2001	560
NET BOOK VALUE	
At 31st December, 2001	3,926
At 31st December, 2000	4,019

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 18. 存貨

		本集團		本公司	
		THE GROUP		THE COMPANY	
		2001	2000	2001	2000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
原材料	Raw materials	24,504	30,944	24,041	30,944
在制品	Work-in-progress	101,468	103,846	93,825	103,846
製成品	Finished goods	36,289	37,895	35,485	37,895
		<u>162,261</u>	<u>172,685</u>	<u>153,351</u>	<u>172,685</u>

以上存貨價值按照可變現淨值列帳如下：

Included in the above are inventories carried at net realisable value as follow:

		本集團		本公司	
		THE GROUP		THE COMPANY	
		2001	2000	2001	2000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
原材料	Raw materials	16,201	26,635	16,201	26,635
在制品	Work-in-progress	83,014	102,101	83,014	102,101
製成品	Finished goods	10,187	2,079	10,187	2,079
		<u>109,402</u>	<u>130,815</u>	<u>109,402</u>	<u>130,815</u>

#### 19. 應收賬款

本集團給予各交易客戶有個別確定的還款期限。應收賬款之賬齡分析如下：

#### 19. TRADE RECEIVABLES

The Group agrees credit terms with its trade customers on an individual basis. Details of an aged analysis of the Group's trade receivables are as follows:

		本集團	
		THE GROUP	
		2001	2000
		人民幣千元	人民幣千元
		RMB'000	RMB'000
1年以內	Within one year	32,647	16,240
1至2年	Between one to two years	7,013	140
2至3年	Between two to three years	58	1,551
3年以上	Over three years	1,535	215
		<u>41,253</u>	<u>18,146</u>

## 財務報表附註 (續)

按香港會計準則編制的財務報表

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

### 20. 其它投資

### 20. OTHER INVESTMENTS

		本集團及公司 THE GROUP AND THE COMPANY	
		2001	2000
		人民幣千元 RMB'000	人民幣千元 RMB'000
股權投資：	Equity securities:		
於中國上市之投資股票市值	Listed in the PRC, at market value	<u>42,130</u>	<u>11,081</u>

### 21. 銀行結存及現金

### 21. BANK BALANCES AND CASH

		本集團 THE GROUP		本公司 THE COMPANY	
		2001	2000	2001	2000
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
銀行結存及現金	Bank balances and cash	107,153	65,380	105,492	65,380
銀行定期存款	Time deposits	<u>7,424</u>	<u>20,000</u>	<u>7,424</u>	<u>20,000</u>
		<u>114,577</u>	<u>85,380</u>	<u>112,916</u>	<u>85,380</u>

### 22. 應付賬款

### 22. TRADE PAYABLES

應付賬款之賬齡分析如下：

Details of the aged analysis of trade payables are as follows:

		本集團 THE GROUP	
		2001	2000
		人民幣千元 RMB'000	人民幣千元 RMB'000
1年以內	Within one year	7,837	1,384
1至2年	Between one to two years	1,180	—
2至3年	Between two to three years	11	—
3年以上	Over three years	<u>1,137</u>	<u>3,156</u>
		<u>10,165</u>	<u>4,540</u>



## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 23. 融資租約承擔

#### 23. OBLIGATIONS UNDER FINANCE LEASES

		本集團及公司 THE GROUP AND THE COMPANY			
		最低租約付款額		最低租約付款額之現值	
		Minimum lease payments		Present value of minimum lease payments	
		2001	2000	2001	2000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
融資租約承諾	The maturity of obligations				
於以下期間	under finance leases				
償還：	is as follows:				
一年內償還	Within one year	710	—	468	—
第二至五年償還	In the second to fifth year inclusive	6,817	—	4,439	—
		7,527	—	4,907	—
減：未來利息費用	Less: Future finance charge	(2,620)	—	—	—
融資租約承諾	Present value of obligations				
之現值	under finance leases	4,907	—	4,907	—
減：一年內到期	Less: Amount due for				
需償還之金額	settlement within				
(已列示於流動	one year (shown under				
負債)	current liabilities)			(468)	—
一年後到期償還	Amount due after one year			4,439	—

以上租約均按固定還款金額支付且無或有租金約定。融資租約的平均合約年限為6年。

All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. The average term of the finance leases entered into is 6 years.

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 24. 借款

#### 24. BANK BORROWINGS

		本集團		本公司	
		THE GROUP		THE COMPANY	
		2001	2000	2001	2000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
借款於以下期間償還：	The maturity of the bank borrowings is as follows:				
一年內償還	Within one year	130,200	80,200	130,000	80,200
超過一年並在 二年內償還	More than one year but not exceeding two years	29,800	10,000	29,800	10,000
超過二年並在 五年內償還	More than two years but not exceeding five years	—	29,800	—	29,800
		<u>160,000</u>	<u>120,000</u>	<u>159,800</u>	<u>120,000</u>
減：流動負債之一年 內償還之借款	Less: Amount due within one year shown under current liabilities	(130,200)	(80,200)	(130,000)	(80,200)
一年後償還之借款	Amount due after one year	<u>29,800</u>	<u>39,800</u>	<u>29,800</u>	<u>39,800</u>
借款分析如下：	Analysed as:				
— 有抵押	— secured	89,800	79,800	89,800	79,800
— 無抵押	— unsecured	70,200	40,200	70,000	40,200
		<u>160,000</u>	<u>120,000</u>	<u>159,800</u>	<u>120,000</u>

#### 25. 遞延收入

由於有關被出售之建築物於其後由本集團租回，出售若干建築物所得之收入將予遞延。該項租賃界定為融資租賃，相關出售建築物之收入按照租賃年限20年攤入損益。

#### 25. DEFERRED GAIN

The gain on disposal of certain buildings is deferred as the buildings are subsequently leased back by the Group. Such leases qualify as finance leases and the gain is deferred and amortised to income over the lease term of 20 years.

## 財務報表附註 (續)

按香港會計準則編制的財務報表

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

### 26. 股本

每股面值人民幣1元之普通股

- A股
- H股

### 26. SHARE CAPITAL

Ordinary shares of RMB1 each

- A shares
- H shares

註冊，已發行  
及繳足  
2001和2000  
Registered,  
issued and fully paid  
2001 & 2000  
人民幣千元  
RMB'000

180,007

65,000

245,007

除支付股息所用之貨幣及有關股東應為中國投資者或外國投資者等限制外，A股與H股彼此間在各方面均享有同等權益。

Except for the currency in which dividends are paid and the restrictions as to whether the shareholders can be PRC investors or foreign investors, A shares and H shares rank pari passu in all material respects with each other.

### 27. 儲備

### 27. RESERVES

		股本 溢價	資本 公積金	法定 公積金	法定 公益金	累積虧損	合計
		Share premium	Capital reserve	Statutory surplus reserve	Statutory public welfare fund	Accumulated losses	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
本集團	THE GROUP						
於2000年1月1日	At 1st January, 2000						
- 重編前	- as previously reported	293,745	10,225	8,406	8,406	(60,028)	260,754
- 前期調整(附註3)	- prior year adjustment (note 3)	—	—	—	—	(7,696)	(7,696)
- 重編後	- as restated	293,745	10,225	8,406	8,406	(67,724)	253,058
本年度利潤	Net profit for the year	—	—	—	—	1,375	1,375
於2000年12月31日 (重編後)	At 31st December, 2000 (As restated)	293,745	10,225	8,406	8,406	(66,349)	254,433
本年度利潤	Net profit for the year	—	—	—	—	8,236	8,236
於2001年12月31日	At 31st December, 2001	<u>293,745</u>	<u>10,225</u>	<u>8,406</u>	<u>8,406</u>	<u>(58,113)</u>	<u>262,669</u>

## 財務報表附註 (續)

按香港會計準則編制的財務報表

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

### 27. 儲備 (續)

本公司	THE COMPANY
於2000年1月1日	At 1st January, 2000
- 重編前	- as previously reported
- 前期調整(附註3)	- prior year adjustment (note 3)
- 重編後	- as restated
本年度利潤	Net profit for the year
於2000年12月31日 (重編後)	At 31st December, 2000 (As restated)
本年度利潤	Net profit for the year
於2001年12月31日	At 31st December, 2001

資本公積金乃昆明機床廠自1993年7月1日至1993年10月18日期間之溢利，扣除根據1993年11月20日由昆機集團公司與本公司訂立之分立協議，本公司支付現金人民幣7,000,000元予雲南省人民政府後之餘額。

可分配法定公積金乃根據中國公司法從稅後溢利中提取之金額。倘法定公積金結餘已達本公司註冊資本百分之五十時可不再提取。法定公積金乃股東權益之一部份。根據中國公司法，法定公積金可用於彌補過往年度虧損，擴大公司生產經營或者轉為增加公司資本。但法定公積金轉為資本時，所留存的該項公積金不得少於註冊資本的百分之二十五。

根據中國財政部制定的工業企業會計制度的第66條規定，法定公益金主要用於企業的職工集體福利設施支出。法定公益金不能用於員工福利費用。

於2001年12月31日，公司根據中國會計準則編製之虧損為人民幣66,400,000元(2000：重編後人民幣68,451,000元)，並沒有留存溢利可分配。

### 27. RESERVES (CONTINUED)

股本溢價	資本公積金	法定公積金	法定公益金	累積虧損	合計
Share premium	Capital reserve	Statutory surplus reserve	Statutory public welfare fund	Accumulated losses	Total
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
293,745	10,225	8,406	8,406	(60,028)	260,754
-	-	-	-	(7,696)	(7,696)
293,745	10,225	8,406	8,406	(67,724)	253,058
-	-	-	-	1,375	1,375
293,745	10,225	8,406	8,406	(66,349)	254,433
-	-	-	-	8,236	8,236
293,745	10,225	8,406	8,406	(58,113)	262,669

The balance of capital reserve represents the profit of Kunming Machine Tool Plant (a stated-owned enterprise before the reorganisation in 1993) for the period from 1st July, 1993 to 18th October, 1993 less an amount of RMB7,000,000 which the Company paid in cash to Yunnan Provincial People's Government pursuant to a demerger agreement dated 20th November, 1993 between Kun Ji Group Company and the Company.

The balance of statutory surplus reserve represents appropriations from profit after taxation in accordance with the PRC Company Law. Statutory surplus reserve is part of the shareholders' equity and when its balance reaches an amount equal to 50% of the Company's registered capital, further appropriation need not be made. According to PRC Company Law, the statutory surplus reserve may be used to make up past losses, to increase production and business operations or to increase capital by means of conversion. However, when funds from the statutory surplus reserve are converted to capital, the funds remaining in such reserve shall amount to not less than 25% of the registered capital.

According to Article 66 of Accounting Standards for Industrial Enterprises issued by the Finance Department of the PRC, the statutory public welfare fund is principally used for expenditure on staff welfare facilities. The statutory public welfare fund cannot be used for the payment of staff welfare expenses.

No profit is available for distribution as the Company had accumulated losses of RMB66,400,000 in accordance with the PRC accounting standards as at 31st December, 2001 (2000: RMB68,451,000 as restated).

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 28. 其它長期借款

其它長期借款為無抵押及免息借款。董事會認為此借款自結算日起計後十二個月內不會還款，因此該借款於資產負債表上列為非流動項目。

#### 28. OTHER LONG-TERM LOAN

The amount is unsecured and non-interest bearing. In the opinion of the directors, the repayment will not be demanded within the next twelve months from the balance sheet date and the amount is therefore shown in the balance sheet as non-current.

#### 29. 稅前營業溢利與經營業務之現金流(出)入淨額之對賬

#### 29. RECONCILIATION OF PROFIT BEFORE TAXATION TO NET CASH (OUTFLOW) INFLOW FROM OPERATING ACTIVITIES

		2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000 (重編後) (As restated)
稅前營業溢利	Profit before taxation	8,236	1,375
利息收入	Interest income	(2,508)	(3,524)
利息支出	Interest expenses	7,301	3,319
省財政利息補貼	Interest subsidy from finance bureau	(1,688)	(1,400)
其他投資收入	Investment income on other investments	(9,000)	—
匯兌(溢利)虧損	Exchange (gain) loss	(4)	120
固定資產折舊及攤銷	Depreciation and amortisation of property, plant and equipment	16,003	15,919
租金攤銷	Amortisation of prepaid rental	93	93
出售固定資產損失	Loss on disposal of other property, plant and equipment	518	56
資產重組淨盈餘	Net gain arising from assets restructuring	(7,858)	—
固定資產減值	Impairment loss on property, plant and equipment	3,395	—
尚未變現其它投資虧損(溢利)	Unrealised holding losses (gains) on other investments	6,003	(396)
出售其他投資損失	Loss on disposal of other investments	120	—
存貨增加	Increase in inventories	(23,543)	(13,852)
應收賬項(增加)減少	(Increase) decrease in trade receivables	(13,105)	2,933
其他應收款項(增加)減少	(Increase) decrease in other receivables	(6,555)	1,322
應付賬項減少	Decrease in trade payables	(674)	(3,053)
其他應付款項增加	Increase in other payables	7,763	13,009
經營業務之現金流(出)入淨額	Net cash (outflow) inflow from operating activities	<u>(15,503)</u>	<u>15,921</u>

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 30. 資產重組

於年內，本公司由交大集團及若干個人購入兩間附屬公司及與若干業務相關之資產及負債(合稱「購入業務」)，本公司亦處置若干資產，主要包括將土地使用權，建築物及有貨出售予雲南省政府。上述交易是根據一項資產重組交易進行。根據有關各方簽署之協議(「付款協議」)，有關資產重組之款項結算得以從各有關方往來帳目中對銷方式進行。有關資產重組的資產及負債情況詳列如下：

#### 30. ASSETS RESTRUCTURING TRANSACTIONS

During the year, the Company acquired two subsidiaries and certain businesses together with their related assets and liabilities from Jiaotong Group and several individuals (collectively the “Acquired Businesses”). The Company also disposed of certain assets, comprising principally land use rights, buildings and inventories to Yunnan Provincial People’s Government (“Yunnan Government”), the substantial shareholder of the Company. These transactions are collectively referred to as assets restructuring transactions. An agreement was entered into amongst all the relevant parties involved to settle the payment of the assets restructuring transactions by way of set-off of accounts (the “Settlement Agreement”). Details of the assets and liabilities involved are as follows:

		2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000
購入之淨資產	Net assets acquired:		
固定資產	Property, plant and equipment	24,456	—
無形資產	Intangible assets	39,444	—
存貨	Inventories	13,019	—
應收帳款	Trade receivables	10,002	—
其他應收款	Other receivables	12,265	—
可退還稅款	Tax recoverable	126	—
銀行結餘及現金	Bank balances and cash	5,212	—
應付帳款	Trade payables	(6,299)	—
其他應付款	Other payables	(19,050)	—
應付股東款項	Amount due to a shareholder	(12,800)	—
銀行貸款	Bank borrowings	(200)	—
應付稅金	Taxation payable	(969)	—
融資組約承擔	Obligations under finance leases	(642)	—
少數股東權益	Minority interests	(2,175)	—
		62,389	—
因收購而產生之商譽	Goodwill arising on acquisition	24,430	—
為收購所支付的代價	Consideration on acquisition	86,819	—

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 30. 資產重組 (續)

#### 30. ASSETS RESTRUCTURING TRANSACTIONS (CONTINUED)

		2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000
處置之淨資產	Net assets disposed of:		
存貨	Inventories	46,986	—
土地使用權及建築物	Land use rights and buildings	24,566	—
處置建築物之遞延收益	Deferred income on disposal of buildings	4,023	—
土地使用權及建築物處 置之應付營業稅款	Business tax payable on disposal of land use rights and buildings	2,706	—
出售存貨之應付增值稅款	VAT payable on disposal of inventories	5,442	—
		<u>83,723</u>	<u>—</u>
資產重組淨盈餘	Net gain arising from assets restructuring	7,858	—
資產處置所收取之代價	Consideration for disposals	<u>91,581</u>	<u>—</u>
應收取之淨代價	Net consideration receivable	<u>4,762</u>	<u>—</u>
償還方式：	Satisfied by:		
應收股東款項	Amount due from a shareholder	<u>4,762</u>	<u>—</u>

由於資產重組交易產生之現金及現金  
等價物淨流入細列如下：

Analysis of the inflow of cash and cash equivalents in respect of the  
assets restructuring transactions:

		2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000
購入之銀行結餘及現金	Bank balances and cash acquired	<u>5,212</u>	<u>—</u>

## 財務報表附註 (續)

按香港會計準則編制的財務報表

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

### 31. 年度之融資變動分析

### 31. ANALYSIS OF CHANGES IN FINANCING DURING THE YEAR

		財務 租約承擔 Obligations under finance leases 人民幣千元 RMB'000	銀行及 其他借款 Bank and other borrowings 人民幣千元 RMB'000
於2000年1月1日結餘	Balance at 1st January, 2000	—	41,000
新增銀行貸款	New bank loans raised	—	110,000
其他新增貸款	Other borrowing raised	—	4,000
償還銀行貸款	Repayment of bank loans	—	(31,000)
於2000年12月31日結餘	Balance at 31st December, 2000	—	124,000
訂立財務租約	Inception of finance leases	4,265	—
新增銀行貸款	New bank loans raised	—	90,000
通過資產重組購入(附註30)	Acquired on assets restructuring (note 30)	642	200
償還銀行貸款	Repayment of bank loans	—	(50,200)
於2001年12月31日結餘	Balance at 31st December, 2001	<u>4,907</u>	<u>164,000</u>

### 32. 不涉及現金之主要交易

### 32. MAJOR NON-CASH TRANSACTIONS

於本年內，主要非現金交易事項如下：

During the year ended 31st December, 2001, the major non-cash transactions are as follows:

- (a) 本集團通過本集團就使用若干建築訂立財務合約取得若干建築之使用，該等資產於有關租約開始時之總資本值為人民幣4,265,000元。

- (a) The Group entered into finance leases for its use of certain buildings with a total capital value at the inception of these leases of RMB4,265,000.

- (b) 附註30之付款協議。

- (b) The Settlement Agreement as set out in note 30.



## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 33. 經營租賃承擔

於結算日，本集團及本公司有不可撤銷之經營租約，承諾於來年內支付下列租金，該等租為期限如下：

一年內	Within one year
第二年至第五年內	In second to fifth year inclusive
五年之後	Over five years

本集團之經營租約為租賃若干辦公建築及員之宿舍。主要租約的平均年限為20年。

#### 34. 資本承擔

於結算日，本集團及公司之資本承擔如下：

已簽約但並未於 財務報表中撥備 之資本支出購置 固定資產	Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the financial statements
---------------------------------------	---

#### 35. 資產抵押

本集團及本公司在中國之土地及房屋建築物約人民幣75,400,000元(2000：人民幣32,103,000元)及銀行定期存款約人民幣31,818,000元(2000：人民幣42,424,000)已抵押予銀行作為提供本公司之貸款之抵押品。

#### 33. OPERATING LEASE COMMITMENTS

At the balance sheet date, the Group and the Company had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

本集團及公司	
THE GROUP AND THE COMPANY	
2001	2000
人民幣千元	人民幣千元
RMB'000	RMB'000
720	—
2,692	—
10,097	—
<u>13,509</u>	<u>—</u>

Operating lease payment represent rental payable by the Group for certain of its office properties, factories and staff quarter. Significant leases are negotiated for an average term of 20 years.

#### 34. CAPITAL COMMITMENTS

At the balance sheet date, the Group and the Company had the following capital commitments:

本集團		本公司	
THE GROUP		THE COMPANY	
2001	2000	2001	2000
人民幣千元	人民幣千元	人民幣千元	人民幣千元
RMB'000	RMB'000	RMB'000	RMB'000
<u>5,489</u>	<u>12,772</u>	<u>4,670</u>	<u>12,772</u>

#### 35. PLEDGE OF ASSETS

At the balance sheet date, the Group and the Company had pledged land and buildings having a net book value of approximately RMB75,400,000 (2000 : RMB32,103,000) and time deposits of RMB31,818,000 (2000: RMB42,424,000) to secure bank loans granted to the Group.

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 36. 關連交易

於本年度，本集團與若干按交易所上市規則（「上市規則」）確定的關聯人士曾進行重大交易。在本年度與此等關聯人士重大交易及在結算日之重大結餘如下：

#### 36. CONNECTED TRANSACTIONS

During the year, the Group had significant transactions with connected parties as defined in the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”). The transactions with these connected parties during the year and balances with them at the balance sheet date are as follows:

公司名稱 Name of company	交易性質 Nature of transactions	本集團 THE GROUP	
		2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000
(I) 交易 TRANSACTIONS			
本公司主要股東 Substantial shareholders of the Company			
交大集團(包括該集團之成員及根據上市規則被視為關聯人士之聯營企業)	收購購入業務(註釋a) Acquisition of Acquired Businesses from Jiaotong Group (note a)	86,819	—
Jiaotong Group (including its associates as defined by the Listing Rules, other than members of the Group)	出售機械設備(註釋b) Sales of machinery to Jiaotong Group (note b)	997	—
	交大集團提供之抵押(註釋c) Guarantee given by Jiaotong Group (note c)	200	—
雲南省政府 Yunnan Government	出售資產(註釋d) Sales of assets to Yunnan Government (note d)	91,581	—

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 36. 關連交易 (續)

#### 36. CONNECTED TRANSACTIONS (CONTINUED)

公司名稱 Name of company	交易性質 Nature of transactions	本集團 THE GROUP	
		2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000
(I) 交易 (續) TRANSACTIONS (Continued)			
同為控股股東控制下之公司	Companies controlled by the substantial shareholders		
昆機集團公司 (「昆機」) (包括該集團之成員及 根據上市規則被視為 關聯人士之聯營企業)	支付銷售佣金(註釋e) Sales commission to Kunji (note e)	59	—
	昆機代銷產品(註釋e) Sales through Kunji as agent (note e)	1,174	—
	銷售原材料(註釋f) Sale of raw materials to Kunji (note f)	68	26
Kun Ji Group Company ("Kunji") including its associates as defined by the Listing Rules, other than members of the Group)	加工費收入(註釋f) Sub-contracting fees received from Kunji (note f)	126	575
	加工費支出(註釋f) Sub-contracting fees paid to Kunji (note f)	95	39
	支付建築費(註釋f) Construction costs paid to Kunji (note f)	330	247
	收取水電費(註釋g) Utility services income received from Kunji (note g)	192	329
	支付運輸費(註釋g) Transportation service fee paid to Kunji (note g)	318	66
	支付公司職工提供社會、 教育及醫療服務(註釋g) Payment to Kunji for provision of social, education and medical services to the Company's employees (note g)	3,617	1,501
	出售應收帳款及存貨予昆機集團(註釋h) Disposal of trade receivables and inventories to Kunji (note h)	—	14,998
	昆機集團提供之低押(註釋i) Guarantee given by Kunji (note i)	40,000	40,200

## 財務報表附註 (續)

按香港會計準則編制的財務報表

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

### 36. 關連交易 (續)

### 36. CONNECTED TRANSACTIONS (CONTINUED)

#### (II) 結餘

#### BALANCES

本公司之主要股東

Substantial shareholder of the Company

公司名稱 Name of Company	結餘性質 Nature of balances	本集團 THE GROUP		本公司 THE COMPANY	
		2001	2000	2001	2000
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
交大集團 Jiaotong Group	應收之結餘 Balance due from				
	- 貿易應收款項(註釋j) - trade receivable (note j)	—	—	1,205	—
	- 非貿易應收款項(註釋j) - non-trade receivable (note j)	—	—	4,605	—
	- 非貿易應付款項(註釋j) - non-trade payable (note j)	8,038	—	—	—
		<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

註釋：

Notes:

- (a) 收購「購入業務」：所支付之代價乃參照被收購之資產淨值確定，該資產淨值是根據中國估值師出具之報告確定。有關收購交易的細節已於2001年12月5日之股東通告中披露。
- (a) The consideration for the acquisition of the "Acquired Businesses" was arrived at with reference to their net asset value per valuation reports prepared by PRC valuers. Details of these acquisitions are set out in a circular to shareholders dated 5th December, 2001.
- (b) 銷售機械設備乃根據市場價格進行，如或無市場價格，則按成本加一定百分比之利潤。
- (b) The sales of machinery were carried out at market prices or, where no market prices were available, at cost plus a percentage profit mark-up.
- (c) 於2001年12月31日，交大集團為本集團之一間附屬公司提供金額為人民幣200,000元(2000年：無)的銀行貸款擔保。
- (c) At 31st December, 2001, Jiaotong Group had given corporate guarantee of RMB200,000 (2000: Nil) to a bank to secure bank loan granted to a subsidiary of the Group.
- (d) 本公司銷售資產予雲南省政府之代價是參照按中國會計準則編制之帳目下之帳面價位及中國估值師之估值報告確定。有關出售資產的細節已載於2001年12月5日之股東通告中。
- (d) The consideration for the sale of the Company's assets to Yunnan Government was arrived at with reference to their book value per accounts prepared in accordance with PRC accounting principles and valuation reports prepared by PRC valuers. Details of the disposal are set out in a circular to shareholders dated 5th December, 2001.
- (e) 於1993年11月15日，本公司委任昆機為本集團在中國之非唯一銷售代理。銷售佣金根據1993年簽訂之銷售代理協議計算。
- (e) On 15th November, 1993, the Company appointed Kunji as the Group's non-exclusive agent in the PRC. The commission was calculated with reference to the non-exclusive sale agency agreement entered into in 1993.
- (f) 董事認為有關交易是根據市場價值進行，如若無市場價值，則根據成本加一定百分比利潤或由雙方同意。
- (f) In the opinion of the directors, these transactions were carried out at market price or, where no market price was available, at cost plus a percentage profit mark up, or determined and agreed by both parties.

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 36. 關連交易 (續)

- (g) 有關的收入和費用是根據一項由本公司與昆機1993年達成的服務協議確定。
- (h) 於2000年12月29日，本集團按帳面淨值將人民幣11,398,000元之應收帳款及按高於帳面價值將人民幣3,600,000元存貨轉認予昆機。
- (i) 於2001年12月31日，昆機為本公司之銀行貸款提供金額為人民幣40,000,000元之擔保(2000年：人民幣40,200,000元)。
- (j) 上述餘額為無抵押及免利息，以及按需索償。

此外，本集團與關聯人士簽訂有如下協議：

- (i) 本集團已就所轉認予雲南政府之土地及建築物簽訂一項單獨協議，將有關資產租回使用，租期為20年。首三年之土地年租為人民幣約408,000元，房屋年租約人民幣約608,000元，上述價格是根據經專業估值師確認之市場價值確定。年租標準將每三年按經專業估值師確認之市場價值予以修訂。上述租賃合約之細節已載於2001年12月5日之股東通告，並經由本公司在2002年2月25日發布之補充新聞公告中修訂。
- (ii) 本公司已就所收購之購入業務與交大集團簽訂一項協議，根據此協議，交大集團需繼續提供購入業務有關之員工住宿設施及水電服務，有關服務之價格根據政府規定價格確定。該協議自2001年12月31日生效，為期三年。根據該協議，本公司需每年支付之費用預計將不超過港幣1百萬元。

本公司於2001年12月5日股東通告中披露之全部交易均已於2001年12月31日召開之特別股東會議上獲得批准。

#### 36. CONNECTED TRANSACTIONS (CONTINUED)

- (g) The receipt and payment of these service income and expenses were priced with reference to a composite service agreement entered into between Kunji and the Company in 1993.
- (h) On 29th December, 2000, the Group disposed its trade receivables of RMB11,398,000 at their net book value and inventories of RMB3,600,000 at a premium to Kun Ji.
- (i) At 31st December, 2001, Kunji had given corporate guarantee of RMB40,000,000 (2000: RMB40,200,000) to a bank to secure bank loan granted to the Company.
- (j) The balances are unsecured, interest-free and repayable on demand.

In addition, the Group has entered into the following agreements with connected parties:

- (i) Upon disposal of its land and buildings to Yunnan Government, the Group entered into separate agreements to lease back certain land and buildings for its use for a term of 20 years. The annual rental for the first three years will be approximately RMB408,000 per annum for the leaseback land and approximately RMB608,000 per annum for the leaseback buildings which was determined by reference to the prevailing market rates as certified by a professional valuer. The rental will be revised every three years based on market rates as certified by professional valuers. Details of these lease arrangement are set out in a circular to shareholders dated 5th December, 2001, as revised by a supplementary press announcement made by the Company on 25th February, 2002.
- (ii) Upon acquisition of the Acquired Businesses, the Company also entered into an agreement with Jiaotong Group whereby Jiaotong Group would continue to provide certain housing facilities and utilities services to the Acquired Businesses at prices to be determined by reference to the State stipulated price for utility services. The agreement will have a term of three years commencing 31st December, 2001. The aggregate consideration for the payment under this agreement is expected to be below HK\$1 million each year.

All the transactions as disclosed in the Company's circular to shareholders dated 5th December, 2001 were approved by shareholders in the extraordinary general meeting held on 31st December, 2001.

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 37. 中國會計準則制與香港會計準則差異之調節

根據中國會計準則編制的財務報表與根據香港會計準則編制的財務報表之主要差異如下：

對綜合業績之影響

#### 37. DIFFERENCES BETWEEN PRC ACCOUNTING STANDARDS ("PRC GAAP") AND HONG KONG ACCOUNTING STANDARDS ("HK GAAP") AS APPLICABLE TO THE GROUP

The major differences between the financial statements prepared under the PRC GAAP and HK GAAP are as follows:

Impact on the consolidated results

	2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000 (重編後) (As restated)
根據中國會計準則編制的利潤	2,051	3,576
Profit for the year as per financial statements prepared under the PRC GAAP		
其他投資收入確認之時間性差異	(396)	396
Unrealised holding gains on other investments recognised as income under HK GAAP in 2000		
根據香港會計準則與相關制利息對比確認之財政利息補貼收入	1,688	(3,000)
Interest subsidy from the PRC government recognised as income under HK GAAP only when the related interest expenses were incurred		
根據香港會計準則確認資產重組收入	8,288	—
Gain on sale and lease back transaction deferred under PRC GAAP but recognised as current year income under HK GAAP		
根據香港會計準則確認固定資產減值損失	(3,395)	—
Impairment loss on property, plant and equipment charged directly to income under HK GAAP		
對攤待攤費用攤銷	—	403
Reversal of amortisation of deferred costs		
根據香港會計準則編制的利潤	8,236	1,375
Profit for the year as per financial statements prepared under the HK GAAP		

## 財務報表附註 (續)

按香港會計準則編制的財務報表

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH HONG KONG ACCOUNTING STANDARDS

#### 37. 中國會計準則制與香港會計準則差異之調節(續)

根據中國會計準則編制的財務報表與根據香港會計準則編制的財務報表之主要差異如下：(續)

#### 37. DIFFERENCES BETWEEN PRC ACCOUNTING STANDARDS ("PRC GAAP") AND HONG KONG ACCOUNTING STANDARDS ("HK GAAP") AS APPLICABLE TO THE GROUP (CONTINUED)

The major differences between the financial statements prepared under the PRC GAAP and HK GAAP are as follows: (continued)

	2001 人民幣千元 RMB'000	2000 人民幣千元 RMB'000 (重編後) (As restated)
根據中國會計準則編制的資產淨值	499,034	505,942
Net assets as per financial statements prepared under the PRC GAAP		
其他投資收入確認之時間性差異	—	396
Unrealised holding gains on other investment recognised as income under HK GAAP		
根據香港會計準則與相關制利息費用配比確認之財政利息補貼收入	(1,312)	(3,000)
Interest subsidy from the PRC government recognised as income under HK GAAP only when the related interest expenses were incurred		
根據香港會計準則確認資產重組收入	8,288	—
Gain on sale and lease back transaction deferred under PRC GAAP but recognised as current year income under HK GAAP		
商譽之會計處理(香港會計準則確認為一項資產，而中國會計準則作為儲備)	1,666	—
Goodwill arising on acquisition of a net liability company dealt with directly in reserve under PRC GAAP but recognised as an intangible asset under HK GAAP		
根據香港會計準則於2001年度確認固定資產減值損失	—	3,395
Impairment loss on property, plant and equipment charged directly to income statement in 2001 under HK GAAP		
遞延待扣職工宿舍補貼進行撇銷	—	(7,293)
Derecognition of staff quarters subsidy, previously included in deferred cost		
根據香港會計準則編制的資產淨值	507,676	499,440
Net assets as per financial statements prepared under the HK GAAP	<u>507,676</u>	<u>499,440</u>

註：中國會計準則與香港會計準則之差異亦影響資產負債表項目之分類。

Note: There are also other differences in balance sheet items due to differences in classification between the PRC GAAP and the HK GAAP.