



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

1. CORPORATE INFORMATION

公司資料

During the year, the Group was involved in the following principal activities:

本年度內本集團從事下列主要業務：

- Property investment and management
- Property construction and development
- Horticultural services

- 物業投資及管理
- 物業建造及發展
- 園藝服務

2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE (“SSAPs”)

新訂及經修訂會計實務準則（「會計實務準則」）之影響

The following new and revised SSAPs are effective for the first time for the current year’s financial statements:

下列新訂及經修訂之會計實務準則，乃於本年度財務報表首次生效：

- SSAP 1 (Revised): Presentation of financial statements
- SSAP 11 (Revised): Foreign currency translation
- SSAP 15 (Revised): Cash flow statements
- SSAP 33: Discontinuing operations
- SSAP 34: Employee benefits

- 會計實務準則第1號：「財務報表之呈列」（經修訂）
- 會計實務準則第11號：「外幣換算」（經修訂）
- 會計實務準則第15號：「現金流量表」（經修訂）
- 會計實務準則第33號：「終止中業務」
- 會計實務準則第34號：「僱員福利」

These SSAPs prescribe new accounting measurement and disclosure practices. The major effects on the Group’s accounting policies and on the amounts disclosed in these financial statements of those SSAPs which have had a significant effect on the financial statements are summarised as follows:

該等會計實務準則訂明新訂之會計方法及披露慣例。該等對財務報表產生重大影響之會計實務準則，對本集團之會計政策及於該等財務報表披露之數額之主要影響概要如下：

SSAP 1 (Revised) prescribes the basis for the presentation of financial statements and sets out guidelines for their structure and minimum requirements for the content thereof. The principal impact of the revision to this SSAP is that a consolidated summary statement of changes in equity is now presented on page 27 of this annual report in place of the consolidated statement of recognised gains and losses that was previously required.

會計實務準則第1號（經修訂）訂明財務報表之呈列基準及載有財務報表之結構及對其內容最低要求之指引。其對此等財務報表之主要影響為以現時呈列於本年報第27頁之綜合權益變動概要報表，取代先前規定之綜合確認損益報表。



NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2002 二零零二年十二月三十一日

2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE (“SSAPs”) (CONTINUED)

SSAP 11 (Revised) prescribes the basis for the translation of foreign currency transactions and financial statements. The principal impact of this revised SSAP on the consolidated financial statements is that the profit and loss account of overseas subsidiaries and associate are now translated to Hong Kong dollars at the weighted average exchange rates for the year, whereas previously they were translated at the exchange rates at the balance sheet date. The adoption of the revised SSAP 11 has had no material impact on these financial statements.

SSAP 15 (Revised) prescribes the revised format for the cash flow statement. The principal impact of the revision of this SSAP is that the consolidated cash flow statement now presents cash flows under three headings, cash flows from operating, investing and financing activities, rather than the five headings previously required. In addition, cash flows from overseas subsidiaries arising during the year are now translated to Hong Kong dollars at the exchange rates at the date of the transactions, or at an approximation thereto, whereas previously they were translated at the exchange rates at the balance sheet date. Further details of these changes are included in the accounting policy for “Foreign currencies” in note 3 to the financial statements.

SSAP 34 prescribes the recognition and measurement criteria to apply to employee benefits, together with the required disclosures in respect thereof. The adoption of this SSAP has resulted in no change to the previously adopted accounting treatments for employee benefits. In addition, disclosures are now required in respect of the Company’s share option scheme, as detailed in note 27 to the financial statements. These share option scheme disclosures are similar to the Listing Rules disclosures previously included in the Report of the Directors, which are now required to be included in the notes to the financial statements as a consequence of the SSAP.

新訂及經修訂會計實務準則（「會計實務準則」）之影響（續）

會計實務準則第11號（經修訂）訂明外幣交易及財務報表之換算基準。此經修訂會計實務準則對綜合財務報表之主要影響為海外附屬公司及聯營公司之損益賬，現時以年內之加權平均滙率換算成港元，而非如先前以結算日之滙率換算。採納經修訂會計實務準則第11號對此等財務報表並無重大影響。

會計實務準則第15號（經修訂）訂明現金流量表之修訂格式。此會計實務準則修訂之主要影響為綜合現金流量表現時以三個標題呈列現金流量：經營、投資及融資活動之現金流量，而非如先前規定之五個標題呈列。此外，年內來自海外附屬公司之現金流量，現時以交易日之滙率或有關概約滙率換算為港元，而非如先前以結算日適用之滙率換算。財務報表附註3「外幣」項下之會計政策已包括該等變動之其他詳情。

會計實務準則第34號訂明僱員福利之確認及量度準則，連同有關規定披露資料。本集團採納此會計實務準則並無影響先前採納之僱員福利會計處理方法。此外，如財務報表附註27所詳述，現時須就本公司購股權計劃作出披露。有關購股權計劃之披露類似先前載入董事會報告之上市規則披露，現時因會計實務準則而須載入財務報表附註。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

主要會計政策概要

BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Statements of Standard Accounting Practice, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for the periodic remeasurement of land and buildings, investment properties and short term equity investments, as further explained below.

BASIS OF CONSOLIDATION

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2002. The results of subsidiaries acquired or disposed of during the year are consolidated from or to their effective dates of acquisition or disposal, respectively. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

Minority interests represent the interests of outside shareholders in the results and net assets of the Company's subsidiaries.

SUBSIDIARIES

A subsidiary is a company whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The Company's interests in subsidiaries are stated at cost less any impairment losses.

編製基準

財務報表乃按照香港會計實務準則、香港普遍採納之會計原則及香港公司條例之披露規定而編製。財務報表乃按歷史成本慣例編製，惟土地及樓宇、投資物業及短期股票投資則如下文所述再作定期估值。

綜合基準

綜合財務報表包括本公司及其附屬公司截至二零零二年十二月三十一日止年度之財務報表。年內所收購或出售之附屬公司之業績分別按該等公司各自之收購或出售生效日期載入綜合財務報表。本集團內各公司間之一切重大交易及結餘已於綜合賬目時對銷。

少數股東權益指外界股東於本公司附屬公司之業績及資產淨值佔有之權益。

附屬公司

附屬公司乃指本公司直接或間接控制其財務及經營政策以從其活動中獲利之公司。

本公司於附屬公司之權益按成本減除減值虧損列賬。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

ASSOCIATES

An associate is a company, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's share of the post-acquisition results and reserves of associates is included in the consolidated profit and loss account and consolidated reserves, respectively. The Group's interests in associates are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses. Goodwill or negative goodwill arising from the acquisition of associates, which was not previously eliminated or recognised in consolidated reserves, is included as part of the Group's interest in an associate.

GOODWILL AND NEGATIVE GOODWILL

Goodwill arising on the acquisition of subsidiaries and associates represents the excess of the cost of the acquisition over the Group's share of the fair values of the identifiable assets and liabilities acquired as at the date of acquisition.

Goodwill arising on acquisition is recognised in the consolidated balance sheet as an asset and amortised on the straight-line basis over its estimated useful life of not more than 20 years. In the case of associates, any unamortised goodwill is included in the carrying amount thereof, rather than as a separately identified asset on the consolidated balance sheet.

Negative goodwill arising on the acquisition of subsidiaries and associates represents the excess of the Group's share of the fair values of the identifiable assets and liabilities acquired as at the date of acquisition, over the cost of the acquisition.

主要會計政策概要 (續)

聯營公司

聯營公司乃附屬公司或共同控制實體以外，本集團長期擁有其股份投票權通常不少於20%，且本集團對其有重大影響力之公司。

本集團所佔聯營公司之收購後業績及儲備分別載於綜合損益賬及綜合儲備。本集團於聯營公司之權益載於綜合資產負債表，按權益會計法就本集團所佔聯營公司資產淨值減任何減值撥備列出。收購聯營公司產生而先前未於綜合儲備撇銷或確認之商譽或負商譽乃計入本集團於一間聯營公司之權益。

商譽及負商譽

於收購附屬公司及聯營公司所產生之商譽指收購成本超出本集團於收購日應佔所收購附屬公司及聯營公司之可識別資產及負債之公平值資產數額。

於收購所產生之商譽乃於綜合資產負債表中確認為一項資產，並按其估計可使用年期不超過20年以直線法攤銷。就聯營公司而言，任何未作攤銷之商譽乃以其賬面值而非另作一項識別資產載於綜合資產負債表。

負商譽指本集團於收購日應佔所收購附屬公司及聯營公司之可識別資產及負債之公平值資產數額超出收購成本。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

GOODWILL AND NEGATIVE GOODWILL (CONTINUED)

To the extent that negative goodwill relates to expectations of future losses and expenses that are identified in the acquisition plan and that can be measured reliably, but which do not represent identifiable liabilities as at the date of acquisition, that portion of negative goodwill is recognised as income in the consolidated profit and loss account when the future losses and expenses are recognised.

To the extent that negative goodwill does not relate to identifiable expected future losses and expenses as at the date of acquisition, negative goodwill is recognised in the consolidated profit and loss account on a systematic basis over the remaining average useful life of the acquired depreciable/amortisable assets. The amount of any negative goodwill in excess of the fair values of the acquired non-monetary assets is recognised as income immediately.

In the case of associates, any negative goodwill not yet recognised in the consolidated profit and loss account is included in the carrying amount thereof, rather than as a separately identified item on the consolidated balance sheet.

SSAP 30 "Business combinations" was adopted as at 1 January 2001. Prior to that date, goodwill/negative goodwill arising on acquisitions was eliminated against/credited to reserves in the year of acquisition. On adoption of SSAP 30, the Group applied the transitional provision of SSAP 30 that permitted such goodwill/negative goodwill to remain eliminated against/credited to reserves. Goodwill/negative goodwill on acquisitions subsequent to 1 January 2001 is treated according to the new accounting policy above.

主要會計政策概要 (續)

商譽及負商譽 (續)

倘負商譽涉及收購計劃中可識別之預期未來虧損及費用，並能作出可靠計算時，惟並非指於收購日期可識別之負債，倘未來之虧損及費用獲確認時，該負商譽之部份乃於綜合損益賬中確認為收入。

倘負商譽並無涉及於收購日可識別之預期未來虧損及費用，負商譽乃就所收購之可折舊／攤銷資產之餘下平均可使用年期按有系統基準於綜合損益賬中確認。任何超出所收購非幣值資產公平值之負商譽乃即時確認為收入。

就聯營公司而言，任何未於綜合損益賬確認之負商譽乃以其賬面值於綜合損益賬中入賬，而非於綜合資產負債表另外列為一個識別之項目。

會計實務準則第30號「業務合併」乃於二零零一年一月一日採納。在該日之前，於收購時產生之商譽／負商譽乃於收購之年度於儲備中撇銷／計入儲備。本集團採納會計實務準則第30號之過渡條文，有關條文准許該商譽／負商譽繼續於儲備中撇銷／計入儲備。於二零零一年一月一日後收購所產生之商譽／負商譽乃按上述之新會計政策處理。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

GOODWILL AND NEGATIVE GOODWILL (CONTINUED)

The carrying amount of goodwill, including goodwill remaining eliminated against consolidated reserves, is reviewed annually and written down for impairment when it is considered necessary. A previously recognised impairment loss for goodwill is not reversed unless the impairment loss was caused by a specific external event of an exceptional nature that was not expected to recur, and subsequent external events have occurred which have reversed the effect of that event.

On disposal of subsidiaries or associates, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of goodwill/negative goodwill which has not been recognised in the consolidated profit and loss account and any relevant reserves as appropriate. Any attributable goodwill/negative goodwill previously eliminated against/credited to reserves at the time of acquisition is written back and included in the calculation of the gain or loss on disposal.

IMPAIRMENT OF ASSETS

An assessment is made at each balance sheet date of whether there is any indication of impairment of any asset, or whether there is any indication that an impairment loss previously recognised for an asset in prior years may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. An asset's recoverable amount is calculated as the higher of the asset's value in use or its net selling price.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. An impairment loss is charged to the profit and loss account in the period in which it arises, unless the asset is carried at a revalued amount, when the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

主要會計政策概要 (續)

商譽及負商譽 (續)

商譽 (包括於綜合儲備中撇銷所餘下之商譽) 之賬面值乃每年審閱並於視作有需要時作減值撇銷。先前確認為減值虧損之商譽不作撥回，除非減值虧損屬特殊性質並預期不會再次發生之特定外部事項，而隨後發生之外部事項已將該事項之影響推翻。

於出售附屬公司或聯營公司時，出售所得之收益或虧損乃參照於出售之日之資產淨值 (包括並未於綜合損益賬確認之應佔商譽／負商譽數額以及任何相關之儲備 (倘適當)) 計算。於收購時任何先前於儲備撇銷／計入儲備之應佔商譽／負商譽乃撥回並計入計算出售時所得之收益或虧損中。

資產減值

本集團於每個結算日進行評估，評估資產是否出現減值，或有不顯示某項資產往年之前所確認之減值虧損已不再存在或已減少。倘出現任何有關之顯示，則估計資產之可收回數額。資產之可收回數額按資產之使用價值或其售價淨額之較高者計算。

減值虧損僅於資產之賬面值超過其可收回數額時確認。減值虧損於其產生之期間在損益賬中支銷，除非資產乃按估值列賬，則減值虧損乃根據該項重估價值之資產之有關會計政策入賬。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

主要會計政策概要(續)

IMPAIRMENT OF ASSETS (CONTINUED)

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, however not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation), had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is credited to the profit and loss account in the period in which it arises, unless the asset is carried at a revalued amount, when the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

資產減值(續)

之前確認之減值虧損僅於用以釐訂資產之可收回數額之估計出現變動始能撥回，惟數額不得超過倘有關資產於過往年度並未確認減值虧損而予以釐訂之賬面值(扣除任何折舊／攤銷)。撥回減值虧損之數額，乃於其產生之期間計入損益賬，除非資產以重估價值列賬，則撥回減值虧損之數額，乃根據重估資產之有關會計政策入賬。

FIXED ASSETS AND DEPRECIATION

Fixed assets, other than investment properties, are stated at cost or valuation less accumulated depreciation and any impairment losses.

固定資產及折舊

除投資物業以外之固定資產乃以原值或估值減累積折舊及任何減值虧損入賬。

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after fixed assets have been put into operation, such as repairs and maintenance, is normally charged to the profit and loss account in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the fixed asset, the expenditure is capitalised as an additional cost of that asset.

一項資產之原值包括其購買價及任何使其達致現時狀況及運往現址作擬定用途之直接應佔成本。於固定資產投入運作後所引致之支出，如維修保養費等，通常於其產生期間自損益賬中扣除。倘若可明確顯示該等支出導致透過固定資產運用而預料日後帶來之經濟收益上升，則該等支出资本化作固定資產之額外成本。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

主要會計政策概要 (續)

FIXED ASSETS AND DEPRECIATION (CONTINUED)

For assets stated at valuation, changes in the values of fixed assets, other than investment properties, are dealt with as movements in the revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the profit and loss account. Any subsequent revaluation surplus is credited to the profit and loss account to the extent of the deficit previously charged. On disposal of a revalued asset, the relevant portion of the revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

Depreciation is calculated on the straight-line basis to write off the cost or valuation of each asset over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold land	Over the lease terms
Buildings	2.5%
Equipment	20%
Furniture and fixtures	20%
Motor vehicles	20%

The gain or loss on disposal or retirement of a fixed asset recognised in the profit and loss account is the difference between the net sales proceeds and the carrying amount of the relevant asset.

固定資產及折舊 (續)

對於按估值列賬之資產，投資物業以外之固定資產價值之變動乃列作重估儲備之變動處理。倘該項儲備總額不足以彌補虧絀，按個別資產基準，超出之虧絀數額乃自損益賬中扣除。任何其後之重估盈餘應按較早前扣除之重估虧絀計入損益賬。於出售重估資產時，就過往估值已變現之任何重估儲備之有關部分將直接計入保留溢利賬內，列作儲備變動。

折舊乃以直線法按各資產之估計可用年期撇銷其原值或估值而計算。所採用之主要年率如下：

租賃土地	按租約年期
樓宇	2.5%
設備	20%
傢俬及裝置	20%
汽車	20%

於損益賬內確認因固定資產出售或報廢所產生之收益或虧損，乃有關資產之銷售所得淨款項與賬面值之差額。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

主要會計政策概要(續)

INVESTMENT PROPERTIES

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are intended to be held on a long term basis for their investment potential, any rental income being negotiated at arm's length. Such properties with unexpired lease terms of more than 20 years are not depreciated and are stated at their open market values on the basis of annual professional valuations performed at the end of each financial year. Changes in the values of investment properties are dealt with as movements in the investment property revaluation 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. Any subsequent revaluation surplus is credited to the profit and loss account to the extent of the deficit previously charged.

On disposal of an investment property, the relevant portion of the investment property revaluation reserve realised in respect of previous valuations is released to the profit and loss account.

PROPERTY HELD FOR FUTURE DEVELOPMENT

Property held for future development is stated at cost less any impairment losses.

PROPERTIES HELD FOR SALE

Properties held for sale are classified as current assets and stated at the lower of cost and net realisable value. Net realisable value is determined by reference to the prevailing market prices on an individual property basis.

投資物業

投資物業指建築工程及發展均已完成之土地及樓宇之權益，且因其具有投資價值而擬長期持有，任何租金收入均按公平原則磋商協定。該等尚未屆滿租約年期超過二十年之物業乃不予折舊，並根據於每財政年度末期進行之每年專業估值之公開市場價值入賬。投資物業價值之變動乃視作投資物業重估儲備之變動處理。倘該項儲備之總額不足以抵銷虧絀，則按組合基準將超出之虧絀數額於損益賬扣除。任何其後之重估盈餘應按較早前扣除之重估虧絀計入損益賬。

出售投資物業時，以往估值時變現之有關投資物業重估儲備部份，會於儲備中扣除而計入損益賬。

持作日後發展之物業

持作日後發展之物業乃以原值減任何減值虧損後列賬。

持作出售物業

持作出售物業乃列作流動資產，並以成本及可變現淨值兩者之較低價入賬。可變現淨值乃按個別物業基準參考當時市價而釐定。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

主要會計政策概要 (續)

CONSTRUCTION CONTRACTS

Contract revenue comprises the agreed contract amount and appropriate amounts from variation orders, claims and incentive payments. Contract costs incurred comprises direct materials, the costs of subcontracting, direct labour and an appropriate proportion of variable and fixed construction overheads.

Revenue from fixed price construction contracts is recognised on the percentage of completion method when the outcome of the contracts can be ascertained with reasonable certainty and when the value of work certified by the project architect exceeds 30% of the contract value.

Provision is made for foreseeable losses and contingencies as soon as they are anticipated by management.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers.

Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

OPERATING LEASES

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to the profit and loss account on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the profit and loss account on the straight-line basis over the lease terms.

建造合約

合約收益包括經同意合約款額及可變動訂單、索償及獎金之適當款額。合約成本包括直接材料、分包成本、直接工資及可變及固定建築間接成本之適當部份。

固定價格建造合約之收益，當合約之結果能相當肯定地予以確定，及經項目建築師證實之工程價值已超逾合約價值之30%時，即按完成比例法入賬。

當管理階層預計有可預見之虧損及應急撥款時，即會加以撥備。

倘至今產生之合約成本加上確認溢利減去確認虧損超過進度付款，則盈餘將當作應收合約客戶款項處理。

倘進度付款超過至今產生之合約成本加上確認溢利減去確認虧損，則盈餘將當作應付合約客戶款項處理。

經營租約

經營租約乃指資產擁有權所涉之絕大部份風險及實質收益仍屬於出租者之租約。倘本集團為出租者，本集團根據經營租約所租賃之資產乃計入非流動資產，根據經營租約而應收之租金，乃於租約期內以直線法形式計入損益賬。倘本集團為承租者，經營租約之租金均按照租約年期以直線法自損益賬扣除。



NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

主要會計政策概要(續)

INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the standard cost basis which approximates the average actual cost and comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

存貨

存貨以原值及可變現淨值兩者之較低者入賬。原值乃根據標準成本基準(即概約平均實際成本)計算,包括直接物料、直接工資及按比例攤分之間接成本。可變現淨值以估計售價減預期製成出售所支付之其他成本計算。

BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., 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. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised.

借貸成本

直接因收購、興建、製造合資格資產(即需一段時間達致其擬定用途或作出售之資產)而產生的借貸成本將作為該等資產成本一部份予以資本化。倘有關資產之大部份可作其擬定用途或出售時,借貸成本之資本化將予以終止。有待收購合資格資產開支之特定借貸於作出臨時投資所賺取之投資收入乃從已資本化之借貸成本中扣除。

DEFERRED TAX

Deferred tax is provided, using the liability method, on all significant timing differences to the extent it is probable that the liability will crystallise in the foreseeable future. A deferred tax asset is not recognised until its realisation is assured beyond reasonable doubt.

遞延稅項

遞延稅項以負債法計算所有可能於短期內出現負債之重大時差而作出撥備。除非遞延稅項資產可合理確定能無疑問地變現,否則不予入賬。

DEFERRED INCOME

Deferred income represents the unrealised profit resulting from upstream transactions with an associate eliminated to the extent of the Group's interest in that associate.

遞延收入

遞延收入指與聯營公司進行上游交易產生之未變現溢利按本集團分佔該聯營公司之權益而對銷。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

FOREIGN CURRENCIES

Foreign currency transactions are recorded at the applicable exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the applicable exchange rates ruling at that date. Exchange differences are dealt with in the profit and loss account.

On consolidation, the financial statements of overseas subsidiaries and associate denominated in other currencies are translated into Hong Kong dollars using the net investment method. The profit and loss accounts of overseas subsidiaries and associate are translated to Hong Kong dollars at the weighted average exchange rates for the year and their balance sheets are translated to Hong Kong dollars at the exchange rates ruling at the balance sheet date. The resulting translation differences are included in the exchange fluctuation reserve.

For the purpose of the consolidated cash flow statement, the cash flows of overseas subsidiaries are translated to Hong Kong dollars at the exchange rates at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated to Hong Kong dollars at the weighted average exchange rates for the year.

Prior to the adoption of the revised SSAPs 11 and 15 during the year, as explained in note 2 to the financial statements, the profit and loss accounts of overseas subsidiaries and associate and the cash flows of overseas subsidiaries were translated to Hong Kong dollars at the exchange rates at the balance sheet date. The adoption of the revised SSAP 11 has had no material effect on these financial statements. The adoption of the revised SSAP 15 has resulted in changes to the layout of the consolidated cash flow statement.

主要會計政策概要 (續)

外幣

外幣交易以交易日之概約匯率計算入賬。於結算日以外幣結算之貨幣資產及負債按該日之概約匯率換算。匯兌差額則計入損益賬內。

綜合賬目時，海外附屬公司及聯營公司以外幣為單位之財務報表乃以淨投資會計法換算為港元。海外附屬公司及聯營公司之損益賬乃按年內之加權平均匯率換算為港元，而資產負債表則按結算日之匯率換算為港元。綜合賬目所產生之匯兌差額在外匯變動儲備內處理。

就綜合現金流量表而言，海外附屬公司之現金流量乃按各現金流量日期之匯率換算為港元。於全年內經常產生之海外附屬公司經常性現金流量乃按年內加權平均匯率換算為港元。

誠如財務報表附註2所述，於本年度採納經修訂會計實務準則第11號及第15號之前，海外附屬公司及聯營公司損益賬以及海外附屬公司之現金流量乃按結算日之匯率換算為港元。採納經修訂會計實務準則第11號對該等財務報表並無重大影響，而採納經修訂會計實務準則第15號則導致綜合現金流量表之格式有所改變。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

主要會計政策概要(續)

RELATED PARTIES

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

有關連人士

凡有能力直接或間接控制另一名人士或在財務及經營決策上對其發揮重大影響力者乃屬有關連人士。彼等受共同控制或共同重大影響者亦屬有關連人士。有關連人士可為個別人士或公司實體。

CASH AND CASH EQUIVALENTS

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物乃指手頭現金及活期存款及可隨時兌換為已知數額之現金之短期高流動性投資(該等投資所面對之價值變動風險並不重大，並一般於購入時起計之三個月內到期)減按要求償還及構成本集團現金管理完整部份之銀行墊款。

For the purpose of the balance sheet, cash and cash equivalents comprise cash on hand and at bank, including term deposits, which are not restricted as to use.

就資產負債表而言，現金及現金等價物乃指用途不限之手頭現金及銀行存款(包括有期存款)。

PROVISIONS

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

撥備

倘因過往事項而產生之現時責任(法律或推定)且將來極可能需要流出資源以應付有關責任時，則作出撥備，惟責任所涉及之數額必須能可靠地估計。

When the effect of discounting is material, the amount recognised for a provision is the present value at the balance sheet date of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the profit and loss account.

倘貼現之影響屬重大時，所確認撥備之數額乃為預期未來須應付有關責任之開支於結算日之現值。因時間流逝而導致所貼現之現值增加之數額，乃計入損益賬之融資成本。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

主要會計政策概要 (續)

LONG TERM INVESTMENTS

Long term investments in listed and unlisted equity securities, intended to be held for a continuing strategic or long term purpose, are stated at cost less any impairment losses, on an individual investment basis.

When impairments in values have occurred, the carrying amounts of the securities are reduced to their fair values, as estimated by the directors, and the amounts of the impairments are charged to the profit and loss account in the period in which they arise. When the circumstances and events which led to the impairments in values cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future, the amounts of the impairments previously charged are credited to the profit and loss account to the extent of the amounts previously charged.

The fair values of such listed securities are their quoted market prices at the balance sheet date.

SHORT TERM INVESTMENTS

Short term investments in listed equity securities are stated at their fair values at the balance sheet date, on an individual investment basis. The fair values of such listed securities are their quoted market prices at the balance sheet date. The gains or losses arising from changes in the fair values of such securities are credited or charged to the profit and loss account in the period in which they arise.

長期投資

擬作持續策略或長期持有之上市及非上市證券之長期投資，乃按成本值扣除減值虧損後以個別投資基準列賬。

當出現減值情況時，有關證券之賬面值乃減至其由董事所估計之公平值，而減值數額乃於產生時計入損益賬。當情況或事件導致減值現象停止存在以及有確定憑證證明新情況及事項於可預見之將來持續，先前扣除之減值額乃按先前扣除之金額計入損益賬。

該等上市證券之公平值乃其於結算日所報之市價。

短期投資

短期投資乃於結算日按其公平值根據個別投資基準列賬。該等上市證券之公平值乃其於結算日所報之市價。證券公平價值之變動所產生之盈虧，乃於產生之期間計入損益賬或於損益賬中支銷。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

主要會計政策概要(續)

REVENUE RECOGNITION

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) rental income, on the straight-line basis over the lease terms;
- (b) management fee income, when the services are rendered;
- (c) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (d) from the disposal of properties, when the legally binding sales contract is signed and exchanged and the transaction becomes unconditional;
- (e) from the trading of listed investments, on the transaction date;
- (f) dividend income, when the shareholders' right to receive payment has been established; and
- (g) interest income, on a time proportion basis, taking into account the principal outstanding and the effective interest rate applicable.

收益確認

倘收益會為本集團帶來經濟利益並能作出可靠計算，方會按下列基準予以確認：

- (a) 租金收入按租約期以直線法入賬；
- (b) 管理費收入於提供服務後入賬；
- (c) 在銷售貨物方面，當貨物擁有權所涉及之重大風險及報酬已轉給買方，而本集團不再繼續參與通常與擁有權有關之管理工作，亦不再實際控制已出售之貨物；
- (d) 出售物業時，於具有法定約束力之銷售合約經簽署及交換，以及交易成為無附帶條件時；
- (e) 買賣上市投資，於交易日期；
- (f) 股息收入，當已確定股東收取派息之權利時；及
- (g) 利息收入按時間比例入賬，並已計及尚未償還本金以及適用實際利率。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

主要會計政策概要 (續)

RETIREMENT BENEFITS SCHEME

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' relevant income as defined under the MPF scheme and are charged to the profit and loss account as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

退休福利計劃

本集團根據強制性公積金條例為其全部僱員設立強制性公積金計劃(「強積金計劃」)。供款額按僱員有關收入(按強積金計劃界定)之某一特定百分比計算並按照強積金計劃於應予支付時於損益賬中扣除。強積金計劃之資產與本集團之資產分開持有，並存置於獨立管理之基金。本集團向強積金計劃作出之僱主供款，於供款後悉數歸於僱員。

SHARE OPTION SCHEME

The financial impact of share options granted is not recorded in the Company's or the Group's balance sheet until such time as the options are exercised, and no charge is recorded in the profit and loss account or balance sheet for their cost. Upon exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which are cancelled or which lapse prior to their exercise date are deleted from the register of outstanding options and have no impact on the profit and loss account or the balance sheet.

購股權計劃

授出之購股權之財務影響待購股權獲行使時方記錄於本公司或本集團之資產負債表，且購股權之成本不會於損益賬或資產負債表中扣除。於購股權獲行使時所發行之股份，本公司乃按股份之面值記錄為額外股本，本公司會將每股行使價高出賬面值之差額記錄於股份溢價賬。於行使日期前註銷或失效之購股權則從尚未行使購股權記錄冊中刪除，對損益賬或資產負債表並無影響。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

4. SEGMENT INFORMATION

分類資料

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

分類資料乃以兩種分類方式呈列：(i)以業務分類作為主要分類呈報基準；及(ii)以地區分類作為次要分類呈報基準。

The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other business segments. Summary details of the business segments are as follows:

本集團之經營業務乃按其業務性質以及所提供之產品及服務獨立編排及管理。本集團各項業務類別乃指所提供產品及服務之策略性業務單位而涉及之風險及回報與其他業務類別者不同，業務類別之詳情概述如下：

- (a) Property investment and management;
- (b) Property construction and development; and
- (c) Horticultural services.

- (a) 物業投資及管理；
- (b) 物業建造及發展；及
- (c) 園藝服務。

In determining the Group's geographical segments, revenues and results are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets.

於釐訂本集團地區分類方面，收入及業績乃按客戶地點分類，資產則按資產地點分類。

Intersegment sales and transfers are transacted at terms agreed between parties with reference to third party prices.

內部分類間之銷售及轉撥，乃按各方議定之條款及參照第三者價格而進行。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

4. SEGMENT INFORMATION (CONTINUED)

分類資料 (續)

(A) BUSINESS SEGMENTS

The following tables present revenue, profit/(loss) and certain asset, liability and expenditure information for the Group's business segments.

(A) 業務分類

下表呈列本集團業務分類之收益、溢利／(虧損)及若干資產、負債以及支出資料。

		Property investment and management 物業投資 及管理 HK\$ 港元	Property construction and development 物業建造 及發展 HK\$ 港元	Horticultural services 園藝服務 HK\$ 港元	Corporate and others 公司 及其他 HK\$ 港元	Eliminations 撇銷 HK\$ 港元	Consolidated 綜合 HK\$ 港元
2002	二零零二年						
Segment revenue:	分類收益：						
Sales to external customers	銷予對外客戶	39,823,012	19,620,286	3,187,599	—	—	62,630,897
Intersegment sales	內部分類間之銷售額	3,942,290	2,363,263	—	—	(6,305,553)	—
Other revenue	其他收益	—	—	—	318,411	—	318,411
Total revenue	收益總額	43,765,302	21,983,549	3,187,599	318,411	(6,305,553)	62,949,308
Segment results	分類業績	13,453,177	(1,793,150)	226,098	(17,193,378)	(6,305,553)	(11,612,806)
Interest income	利息收入						355,403
Loss from operating activities	經營業務虧損						(11,257,403)
Finance costs	融資成本						(17,548,860)
Share of loss of an associate	應佔聯營公司虧損	(84,521,156)	—	—	—	—	(84,521,156)
Loss before tax	除稅前虧損						(113,327,419)
Tax	稅項						(2,671,071)
Loss before minority interests	扣除少數股東權益前虧損						(115,998,490)
Minority interests	少數股東權益						20,034
Net loss attributable to shareholders	股東應佔虧損淨額						(115,978,456)



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

4. SEGMENT INFORMATION (CONTINUED)

分類資料 (續)

(A) BUSINESS SEGMENTS (CONTINUED)		(A) 業務分類 (續)					
		Property investment and management 物業投資 及管理 HK\$ 港元	Property construction and development 物業建造 及發展 HK\$ 港元	Horticultural services 園藝服務 HK\$ 港元	Corporate and others 公司 及其他 HK\$ 港元	Eliminations 撇銷 HK\$ 港元	Consolidated 綜合 HK\$ 港元
2001	二零零一年						
Segment revenue:	分類收益：						
Sales to external customers	銷予對外客戶	35,072,583	39,494,832	3,302,010	–	–	77,869,425
Intersegment sales	內部分類間之銷售額	2,938,333	2,037,702	–	–	(4,976,035)	–
Other revenue	其他收益	–	–	–	369,390	–	369,390
Total revenue	收益總額	38,010,916	41,532,534	3,302,010	369,390	(4,976,035)	78,238,815
Segment results	分類業績	8,770,818	(2,913,323)	(582,149)	(37,018,940)	15,654,831	(16,088,763)
Interest income	利息收入						212,968
Loss from operating activities	經營業務虧損						(15,875,795)
Finance costs	融資成本						(27,204,394)
Share of loss of an associate	應佔聯營公司虧損	(3,420,376)	–	–	–	–	(3,420,376)
Loss before tax	除稅前虧損						(46,500,565)
Tax	稅項						1,188,351
Loss before minority interests	扣除少數股東權益前虧損						(45,312,214)
Minority interests	少數股東權益						(754,157)
Net loss attributable to shareholders	股東應佔虧損淨額						(46,066,371)



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

4. SEGMENT INFORMATION (CONTINUED)

分類資料 (續)

(A) BUSINESS SEGMENTS (CONTINUED)

(A) 業務分類 (續)

		Property investment and management 物業投資 及管理 HK\$ 港元	Property construction and development 物業建造 及發展 HK\$ 港元	Horticultural services 園藝服務 HK\$ 港元	Corporate and others 公司 及其他 HK\$ 港元	Eliminations 撇銷 HK\$ 港元	Consolidated 綜合 HK\$ 港元
2002	二零零二年						
Segment assets	分類資產	1,371,949,918	112,856,107	1,089,761	7,573,899	(669,924)	1,492,799,761
Interest in an associate	於聯營公司之權益	369,539,545	–	–	–	–	369,539,545
Unallocated	未分配	–	–	–	–	–	4,052,000
Total assets	資產總額	1,741,489,463	112,856,107	1,089,761	7,573,899	(669,924)	1,866,391,306
Segment liabilities	分類負債	585,396,359	11,988,072	208,307	8,559,582	(669,924)	605,482,396
Other segment information:	其他分類資料:						
Depreciation	折舊	858,406	–	61,716	1,008,894	–	1,929,016
Impairment losses recognised in the profit and loss account	於損益賬確認之 減值虧損	6,830,000	–	–	2,205,978	–	9,035,978
Capital expenditure	資本支出	241,761,548	–	2,629	144,593	–	241,908,770
2001	二零零一年						
Segment assets	分類資產	1,167,353,744	136,065,915	1,152,522	10,961,689	(613,647)	1,314,920,223
Interest in an associate	於聯營公司之權益	431,619,833	–	–	–	–	431,619,833
Unallocated	未分配	–	–	–	–	–	4,800,000
Total assets	資產總額	1,598,973,577	136,065,915	1,152,522	10,961,689	(613,647)	1,751,340,056
Segment liabilities	分類負債	485,342,887	31,017,190	220,451	4,822,173	(613,647)	520,789,054
Other segment information:	其他分類資料:						
Depreciation	折舊	728,669	–	47,179	1,316,321	–	2,092,169
Impairment losses recognised in the profit and loss account	於損益賬確認之 減值虧損	12,228,252	–	–	216,280	–	12,444,532
Capital expenditure	資本支出	105,364	2,067,082	260,000	1,273,777	–	3,706,223



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

4. SEGMENT INFORMATION (CONTINUED)

分類資料 (續)

(B) GEOGRAPHICAL SEGMENTS

The following tables present revenue and certain asset and expenditure information for the Group's geographical segments.

(B) 地區分類

下表呈列本集團地區分類之收益及若干資產以及支出資料。

		Hong Kong and Mainland China	Singapore	Eliminations	Consolidated
		香港及 中國大陸	新加坡	撇銷	綜合
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
2002	二零零二年				
Segment revenue:	分類收益：				
Sales to external customers	銷予對外客戶	62,630,897	–	–	62,630,897
Other segment information:	其他分類資料：				
Segment assets	分類資產	1,495,233,613	371,157,693	–	1,866,391,306
Capital expenditure	資本開支	241,908,770	–	–	241,908,770
2001	二零零一年				
Segment revenue:	分類收益：				
Sales to external customers	銷予對外客戶	77,869,425	–	–	77,869,425
Other segment information:	其他分類資料：				
Segment assets	分類資產	1,318,127,040	433,213,016	–	1,751,340,056
Capital expenditure	資本開支	3,706,223	–	–	3,706,223



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

5. TURNOVER AND REVENUE

Turnover represents the aggregate income from property investment and management services, property construction and development and horticultural services.

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

營業額及收益

營業額乃指來自物業投資及管理服務、物業建築及發展以及園藝服務之收入總額。

本集團之營業額及收益分析如下：

		2002 HK\$ 港元	2001 HK\$ 港元
Turnover	營業額		
Property investment and management	物業投資及管理	39,823,012	35,072,583
Property construction and development	物業建造及發展	19,620,286	39,494,832
Horticultural services	園藝服務	3,187,599	3,302,010
		<hr/>	<hr/>
		62,630,897	77,869,425
		<hr/>	<hr/>
Other revenue	其他收益		
Interest income	利息收入	355,403	212,968
Proceeds from disposal of fixed assets	出售固定資產所得款項	—	238,400
Others	其他	318,411	130,990
		<hr/>	<hr/>
		673,814	582,358
		<hr/>	<hr/>
Turnover and revenue	營業額及收益	63,304,711	78,451,783



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

6. LOSS FROM OPERATING ACTIVITIES

經營業務之虧損

The Group's loss from operating activities is arrived at after charging/(crediting):

本集團經營業務之虧損已扣除／(計入)：

		2002 HK\$ 港元	2001 HK\$ 港元
Depreciation	折舊	1,929,016	2,092,169
Minimum lease payments under operating leases on land and buildings	根據土地及樓宇營業租約之最低租約付款	150,000	143,308
Auditors' remuneration	核數師酬金	375,000	364,000
Provision for impairment of loan receivable **	應收貸款減值撥備**	—	3,650,000
Provision for impairment of long term unlisted investments **	長期非上市投資減值撥備**	1,528,700	100,000
Unrealised holding losses for short term listed investments **	短期上市投資之未變現持股虧損**	74,328	116,280
Deficit on revaluation of land and buildings	重估土地及樓宇之虧絀	2,227,130	—
Impairment of goodwill *	商譽減值*	677,278	—
Staff costs (excluding directors' remuneration (note 7)):	員工成本(不包括董事酬金(附註7)):		
Salaries and allowances	薪酬及津貼	12,885,921	13,265,618
Pension scheme contributions	退休金供款	570,314	581,945
Total staff costs	員工成本總額	13,456,235	13,847,563
Loss on disposal of fixed assets	出售固定資產虧損	—	84,540
Rental income, gross of HK\$38,734,478 (2001: HK\$33,181,811) less outgoings of HK\$5,936,135 (2001: HK\$3,656,300)	租金收入：總額38,734,478港元(二零零一年：33,181,811港元)減支出5,936,135港元(二零零一年：3,656,300港元)	(32,798,343)	(29,525,511)
Interest income	利息收入	(355,403)	(212,968)

* Impairment of goodwill for the year is included in "Operating and administrative expenses" on the face of the consolidated profit and loss account.

* 本年度商譽減值載於綜合損益賬中「經營及行政開支」內。

** Provisions for impairment and unrealised holding losses are included in "Other operating expenses" on the face of the consolidated profit and loss account.

** 減值撥備及未變現持股虧損載於綜合損益賬中「其他經營開支」內。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

7. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and Section 161 of the Companies Ordinance is as follows:

董事酬金

根據香港聯合交易所有限公司證券上市規則（「上市規則」）及公司條例第161節披露之董事酬金如下：

		2002 HK\$ 港元	2001 HK\$ 港元
Fees:	袍金：		
Executive directors	執行董事	—	—
Independent non-executive directors	獨立非執行董事	200,000	200,000
		200,000	200,000
Other emoluments of executive directors:	執行董事 其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及 實物利益	5,106,193	5,060,987
Pensions scheme contributions	退休計劃供款	72,000	75,098
		5,178,193	5,136,085
		5,378,193	5,336,085

The emoluments disclosed above do not include the monetary value of the rent-free accommodation provided to an executive director of the Company through a property owned by the Group. The monetary value of such residential accommodation provided to the executive director based on the tenancy agreement entered by the Group for similar property was HK\$960,000 (2001: HK\$960,000) during the year.

上文所披露之酬金不包括由本集團擁有而由本公司一名執行董事使用之免租住宅單位之貨幣價值。根據本集團就類似物業訂立之租約協議，提供予該名執行董事之住宅單位本年度之貨幣價值為960,000港元（二零零一年：960,000港元）。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

7. DIRECTORS' REMUNERATION (CONTINUED)

董事酬金(續)

The number of directors whose remuneration fell within the following bands is as follows:

酬金屬下列界別董事數目如下：

		Number of directors 董事人數	
		2002	2001
Nil – HK\$1,000,000	零港元 – 1,000,000港元	4	4
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元	2	2
HK\$2,500,001 – HK\$3,000,000	2,500,001港元 – 3,000,000港元	1	1
		7	7

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

年內並無安排使任何董事放棄或同意放棄任何酬金。

In a prior year, 15,000,000 shares options each were granted to Messrs. Cheong Pin Chuan, Patrick, Cheong Kim Pong, Cheong Pin Seng and Cheong Sim Eng, directors of the Company at the consideration of HK\$1 per grant. No value is included in the directors' remuneration in respect of share options granted because, in the absence of a readily available market for the options on the Company's shares, the directors are unable to arrive at an accurate assessment of the value of the options granted. Further details of share options are included in note 27 to the financial statements.

於過往一年度，本公司之董事鍾斌銓、鍾金榜、鍾斌盛及鍾樂榮諸位先生各獲授予15,000,000份購股權，每次授出之代價為1港元。由於本公司股份之購股權並無現成市場，以致董事未能就已授出之購股權價值達致準確之評估，因此概無就所授出之購股權之價值包括於董事酬金內。購股權之其他詳情載於財務報表附註27。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

8. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2001: three) directors, details of whose remuneration are set out in note 7 above. The details of the remuneration of the remaining three (2001: two) non-director, highest paid employees are as follows:

Salaries and allowances	薪金及津貼
Pension scheme contributions	退休計劃供款

五位最高薪酬僱員

年內，五位最高薪酬僱員包括兩名(二零零一年：三名)董事，其酬金詳情已於上文附註7披露。餘下三名(二零零一年：兩名)非董事最高薪酬僱員之酬金詳情披露如下：

2002	2001
HK\$	HK\$
港元	港元
6,649,042	5,309,966
69,300	52,000
6,718,342	5,361,966

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

酬金屬下列界別之非董事最高薪酬僱員之數目如下：

		Number of employees 僱員人數	
		2002	2001
HK\$1,500,001 – HK\$2,000,000	1,500,001港元–2,000,000港元	2	1
HK\$3,000,001 – HK\$3,500,000	3,000,001港元–3,500,000港元	1	–
HK\$3,500,001 – HK\$4,000,000	3,500,001港元–4,000,000港元	–	1
		3	2

9. FINANCE COSTS

融資成本

Interest on bank loans and overdrafts:	銀行貸款及透支之利息：
– wholly repayable within five years	—須於五年內全數償還
– repayable beyond five years	—須於五年後償還

		Group 本集團
2002	2001	
HK\$	HK\$	
港元	港元	
14,136,222	27,204,394	
3,412,638	–	
17,548,860	27,204,394	



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

10. TAX

Hong Kong profits tax has been provided at the rate of 16% (2001: 16%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the places in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

稅項

香港利得稅乃根據年內在香港獲得之估計應課稅溢利按16%稅率(二零零一年: 16%)計算準備。本集團海外業務之應課稅溢利已按本集團業務所在地之現行稅率根據其現行法例、詮釋及慣例計算。

		Group 本集團	
		2002 HK\$ 港元	2001 HK\$ 港元
Company and subsidiaries:	本公司及附屬公司：		
Provision for the year:	本年度撥備：		
Hong Kong	香港	(536,200)	(123,000)
Overprovision in prior years:	過往年度超額撥備：		
Hong Kong	香港	59,668	1,418,665
		(476,532)	1,295,665
Share of tax attributable to an associate:	應佔聯營公司稅項：		
Elsewhere	其他地區	(2,194,539)	(107,314)
Tax credit/(charge) for the year	本年度稅項撥回／(支銷)	(2,671,071)	1,188,351

Tax losses have not been included as deferred tax asset in the balance sheet as it is subject to agreement with the relevant tax authority.

由於須獲有關稅務當局之同意，故此稅務虧損並無載入資產負債表之遞延稅項資產。

The revaluation of the Group's land and buildings and investment properties does not constitute a timing difference and, consequently, the amount of potential deferred tax thereon has not been quantified.

重估本集團之土地及樓宇及投資物業並不構成時差，所以未有計算任何可能之有關遞延稅項。



NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2002 二零零二年十二月三十一日

11. NET LOSS ATTRIBUTABLE TO SHAREHOLDERS

The net loss attributable to shareholders for the year ended 31 December 2002 dealt with in the financial statements of the Company is HK\$121,808,509 (2001: HK\$249,468,443).

股東應佔虧損淨額

截至二零零二年十二月三十一日止年度，本公司之財務報表所列股東應佔虧損淨額為121,808,509港元（二零零一年：249,468,443港元）。

12. LOSS PER SHARE

The calculation of basic loss per share is based on the net loss attributable to shareholders for the year of HK\$115,978,456 (2001: HK\$46,066,371) and the weighted average of 1,249,489,358 (2001: 684,416,993) ordinary shares in issue during the year.

每股虧損

每股基本虧損乃根據本年度股東應佔虧損淨額115,978,456港元（二零零一年：46,066,371港元）及年內已發行普通股份之加權平均數1,249,489,358股（二零零一年：684,416,993股）計算。

The fully diluted loss per share is not shown for the both 2002 and 2001 because the effect of any dilution is anti-dilutive.

由於任何攤薄均具有反攤薄效應，故此並無呈列二零零二及二零零一年兩個年度之全面攤薄每股虧損。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

13. FIXED ASSETS

固定資產

Group

本集團

		Land and buildings 土地及樓宇 HK\$ 港元	Investment properties 投資物業 HK\$ 港元	Equipment 設備 HK\$ 港元	Furniture and fixtures 傢俬及裝置 HK\$ 港元	Motor vehicles 汽車 HK\$ 港元	Total 合計 HK\$ 港元
Cost or valuation:	原值或估值：						
At beginning of year	年初	38,950,000	1,052,800,000	2,579,354	7,289,559	6,982,420	1,108,601,333
Additions	添置	-	-	206,487	59,360	175,000	440,847
Acquisition of a subsidiary	收購一間附屬公司	-	241,350,000	284,656	59,202	-	241,693,858
Disposals	出售	-	-	(5,888)	-	-	(5,888)
Revaluation deficit, net	重估虧絀淨額	(4,250,000)	(24,160,000)	-	-	-	(28,410,000)
Exchange realignment	滙兌調整	-	-	29,443	-	-	29,443
At 31 December 2002	於二零零二年 十二月三十一日	34,700,000	1,269,990,000	3,094,052	7,408,121	7,157,420	1,322,349,593
Analysis of cost or valuation:	成本或估值分析：						
At cost	成本	-	-	3,094,052	7,408,121	7,157,420	17,659,593
At 31 December 2002 valuation	於二零零二年十二月 三十一日估值	34,700,000	1,269,990,000	-	-	-	1,304,690,000
		34,700,000	1,269,990,000	3,094,052	7,408,121	7,157,420	1,322,349,593
Accumulated depreciation:	累積折舊：						
At beginning of year	年初	-	-	1,798,097	5,658,240	5,626,454	13,082,791
Provided during the year	年內撥備	495,027	-	371,409	652,538	410,042	1,929,016
Acquisition of a subsidiary	收購一間附屬公司	-	-	179,367	46,568	-	225,935
Disposals	出售	-	-	(99)	-	-	(99)
Written back on revaluation	重估後撥回	(495,027)	-	-	-	-	(495,027)
Exchange realignment	滙兌調整	-	-	29,443	-	-	29,443
At 31 December 2002	於二零零二年 十二月三十一日	-	-	2,378,217	6,357,346	6,036,496	14,772,059
Net book value:	賬面淨值：						
At 31 December 2002	於二零零二年 十二月三十一日	34,700,000	1,269,990,000	715,835	1,050,775	1,120,924	1,307,577,534
At 31 December 2001	於二零零一年 十二月三十一日	38,950,000	1,052,800,000	781,257	1,631,319	1,355,966	1,095,518,542



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

13. FIXED ASSETS (CONTINUED)

The Group's land and buildings were revalued individually at 31 December 2002 by FPD Savills (Hong Kong) Limited, an independent professionally qualified valuer, at an aggregate open market value of HK\$34,700,000. An aggregate amount of revaluation deficit of HK\$3,754,973 resulting from the above valuation has been charged to the land and buildings revaluation reserve for HK\$1,527,843 and the profit and loss account for HK\$2,227,130, respectively.

Had the Group's land and buildings been carried at carrying amount on the date of transfer or at cost less accumulated depreciation, they would have been included in the financial statements at HK\$37,608,570 (2001: HK\$38,137,501).

The Group's land and buildings are held under the following lease terms:

At valuation:	估值：
Long term leases	長期租約
Medium term leases	中期租約

The Group's investment properties were revalued on 31 December 2002 by FPD Savills (Hong Kong) Limited at HK\$1,269,990,000 on an open market value basis. The investment properties are leased to third parties under operating leases, further summary details of which are included in note 31 to these financial statements.

固定資產(續)

本集團之土地及樓宇於二零零二年十二月三十一日由獨立專業合資格估值師第一太平戴維斯(香港)有限公司獨立重估價值為公開市價合共34,700,000港元。上述估值所引致之重估虧絀合共3,754,973港元已分別扣除自土地及樓宇重估儲備1,527,843港元及損益賬2,227,130港元。

倘本集團之土地及樓宇按轉讓日期之賬面值或原值減累積折舊入賬，則列入財務報表內之數額應為37,608,570港元(二零零一年：38,137,501港元)。

本集團之土地及樓宇乃按下列租賃期持有：

Hong Kong
香港
HK\$
港元

34,000,000
700,000
<hr/> 34,700,000

於二零零二年十二月三十一日，本集團之投資物業由第一太平戴維斯(香港)有限公司以公開市場基準重估為1,269,990,000港元。投資物業乃根據經營租約租賃予第三方，其他詳情載於財務報表附註31。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

13. FIXED ASSETS (CONTINUED)

固定資產(續)

The Group's investment properties are held under the following lease terms:

本集團之投資物業乃按下列租賃期持有：

		Hong Kong 香港 HK\$ 港元	Elsewhere 其他地區 HK\$ 港元	Total 總計 HK\$ 港元
At valuation:	估值：			
Long term leases	長期租約	1,262,000,000	5,000,000	1,267,000,000
Medium term leases	中期租約	2,990,000	–	2,990,000
		1,264,990,000	5,000,000	1,269,990,000

Certain of the Group's investment properties with a carrying value at the balance sheet date of approximately HK\$1,262,000,000 (2001: land and buildings and investment properties with an aggregate carrying value of HK\$1,083,200,000) were pledged to secure certain bank loans granted to the Group (note 26).

於結算日，本集團賬面值約1,262,000,000港元（二零零一年：土地及樓宇及投資物業之賬面值合共1,083,200,000港元）之若干投資物業已抵押予銀行，以擔保本集團所獲之若干銀行貸款（附註26）。

Particulars of the Group's principal investment properties as at 31 December 2002 are as follows:

本集團於二零零二年十二月三十一日之主要投資物業詳情如下：

Location 地點	Use 用途	Tenure 年期
Magazine Gap Towers, 15 Magazine Gap Road, Hong Kong 香港馬己仙峽道15號	Residential premises for rental 供出租之住宅物業	Long term 長期
Magazine Heights, 17 Magazine Gap Road, Hong Kong 香港馬己仙峽道17號 馬己仙大廈	Residential premises for rental 供出租之住宅物業	Long term 長期
38 Conduit Road, Hong Kong 香港干德道38號	Residential premises for rental 供出租之住宅物業	Long term 長期



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

14. PROPERTY HELD FOR FUTURE DEVELOPMENT

持作日後發展之物業

		Group 本集團	
		2002 HK\$ 港元	2001 HK\$ 港元
Cost	成本	215,651,517	215,651,517
Less: Provision for impairment	減：減值撥備	(135,651,517)	(135,651,517)
At 31 December	於十二月三十一日	80,000,000	80,000,000

The property held for future development is situated in the People's Republic of China (the "PRC") and is held under a long term lease.

持作日後發展之物業位於中華人民共和國（「中國」），乃以長期契約持有。

15. INTERESTS IN SUBSIDIARIES

於附屬公司之權益

		Company 本公司	
		2002 HK\$ 港元	2001 HK\$ 港元
Unlisted shares, at cost	非上市股份，按原值	1,418,163,324	1,418,163,324
Due from a subsidiary	一間附屬公司欠款	231,295,783	79,180,429
		1,649,459,107	1,497,343,753
Less: Provision for impairment	減：減值撥備	(390,700,000)	(269,000,000)
		1,258,759,107	1,228,343,753

The amount due from a subsidiary is unsecured, interest-free and is not repayable within 12 months from the balance sheet date.

一間附屬公司之欠款為無抵押、免息及毋須於結算日起12個月內償還。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

15. INTERESTS IN SUBSIDIARIES (CONTINUED)

於附屬公司之權益(續)

Particulars of the Company's principal subsidiaries at the balance sheet date were as follows:

於結算日之本公司主要附屬公司之詳細資料如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及營業地點	Nominal value of issued ordinary share/ paid-up capital 已發行 普通股/ 實繳股本面值	Percentage of equity attributable to the Company 本公司應佔 股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Allied Crown Limited 邦冠有限公司	Hong Kong 香港	HK\$2 2港元	–	100	Property holding 持有物業
Bossiney Limited	Hong Kong 香港	Ordinary HK\$980 Non-voting deferred (1) HK\$20 普通股 980港元 無投票權遞延股 (1) 20港元	–	100	Property holding 持有物業
Cheung Kee Garden Limited* 張記花園有限公司*	Hong Kong 香港	Ordinary HK\$100 Non-voting deferred (1) HK\$450,000 普通股 100港元 無投票權遞延股 (1) 450,000港元	–	100	Provision of horticultural services 提供園藝 服務



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

15. INTERESTS IN SUBSIDIARIES (CONTINUED)

於附屬公司之權益 (續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及營業地點	Nominal value of issued ordinary share/ paid-up capital 已發行 普通股/ 實繳股本面值	Percentage of equity attributable to the Company 本公司應佔 股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Giant Yield Limited 載益有限公司	Hong Kong 香港	Ordinary HK\$98 Non-voting deferred (1) HK\$2 普通股 98港元 無投票權遞延股 (1) 2港元	–	100	Property holding 持有物業
Hugoton Limited	Hong Kong 香港	Ordinary HK\$980 Non-voting deferred (1) HK\$20 普通股 980港元 無投票權遞延股 (1) 20港元	–	100	Property holding 持有物業
Super Homes Limited	Hong Kong 香港	Ordinary HK\$100 Non-voting deferred (2) HK\$30 普通股 100港元 無投票權遞延股 (2) 30港元	–	100	Property holding 持有物業



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

15. INTERESTS IN SUBSIDIARIES (CONTINUED)

於附屬公司之權益 (續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立／ 登記及營業地點	Nominal value of issued ordinary share/ paid-up capital 已發行 普通股／ 實繳股本面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			本公司應佔 股權百分比		
			Direct 直接	Indirect 間接	
Vision Asset Management Limited	Hong Kong 香港	HK\$2 2港元	—	100	Property holding 持有物業
Winfoong Holding Limited 榮豐集團有限公司	Hong Kong 香港	HK\$105,000,000 105,000,000港元	—	100	Investment holding 投資控股
Winfoong Investment Limited 榮豐投資有限公司	Hong Kong 香港	HK\$285,931,246 285,931,246港元	—	100	Investment holding 投資控股
江門棠泉房地產有限公司 (Formerly Xinhui Tangquan Real Estate Company Limited)* (前稱新會棠泉房地產有限公司) *	PRC 中國	US\$7,365,356 (3) 7,365,356美元 (3)	—	92	Property development 物業發展

* Audited by other auditors.

* 由其他核數師審核。

The above includes the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表列出董事認為對本年度業績構成主要影響或佔本集團資產淨值重要部分之本公司附屬公司。董事認為提供其他附屬公司之詳細資料會過於冗長。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

15. INTERESTS IN SUBSIDIARIES (CONTINUED)

Notes:

- (1) These non-voting deferred shares are entitled to a fixed non-cumulative dividend at the rate of 5% per annum for any financial year of the subsidiary in respect of which the audited net profit of the subsidiary available for dividends exceeds HK\$1,000,000,000.
- (2) These non-voting deferred shares are entitled to receive notice of general meetings but no rights to vote at any general meetings of the Company unless a resolution is proposed affecting the rights or privileges of the non-voting deferred shares.
- (3) At the balance sheet date, this PRC subsidiary had outstanding capital contributions of US\$2.6 million which included the Group's share of US\$1.8 million and the PRC joint venture partner's share of US\$0.8 million. Notwithstanding the above, this PRC subsidiary has been able to renew its annual business licence every year since its establishment in 1992. The Group is working with the PRC joint venture partner with the aim of amending certain terms of the joint venture contract. The directors believe that upon successful amendment of the joint venture contract, the PRC subsidiary will be able to meet its capital contribution requirement.

於附屬公司之權益(續)

附註：

- (1) 該等無投票權遞延股可於附屬公司任何財政年度可供分派股息之經審核純利多於1,000,000,000港元時，收取年利率5厘之固定非累積股息。
- (2) 該等無投票權遞延股可收取股東大會通告，惟並無權於本公司股東大會上投票，除非有決議案建議影響無投票權遞延股之權利或特權。
- (3) 於結算日，該中國附屬公司有2,600,000美元之出資額尚未支付，當中包括本集團所佔1,800,000美元及中國合營夥伴所佔800,000美元。儘管出現上文所述情況，該中國附屬公司自其於一九九二年成立以來，其營業執照仍可每年續期。本集團正與中國合營夥伴商討修訂合營合約之若干條款。董事相信成功修訂合營合約後，該中國附屬公司將能夠履行其出資要求。

16. INTEREST IN AN ASSOCIATE

於一間聯營公司之權益

		Group 本集團	
		2002 HK\$ 港元	2001 HK\$ 港元
Share of net assets	應佔資產淨值	369,539,545	431,619,833
Market value of shares listed in the Republic of Singapore	於新加坡共和國上市之股份市值	81,799,551	84,296,589



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

16. INTEREST IN AN ASSOCIATE (CONTINUED)

於一間聯營公司之權益 (續)

Particulars of the associate, which is held through a wholly-owned subsidiary, are as follows:

透過一間全資附屬公司持有之聯營公司之詳情如下：

Name 名稱	Business structure 業務結構	Place of incorporation and operations 註冊成立 及營業地點	Percentage of ownership interest attributable to the Group 本集團應佔 擁有權益百分比		Principal activity 主要業務
			2002	2001	
Hong Fok Corporation Limited* ("HFC") 鴻福實業有限公司* (「鴻福實業」)	Corporate 企業公司	Republic of Singapore 新加坡 共和國	20.2	20.2	Investment holding 投資控股

* Audited by other auditors.

* 由其他核數師審核。

As detailed in note 3 to these financial statements, the Group has adopted the transitional provision of SSAP 30 which permits goodwill/negative goodwill in respect of acquisitions which occurred prior to 1 January 2001, to remain in consolidated reserves. The amount of negative goodwill remaining in consolidated reserves, arising from the acquisition of the associate, is HK\$141,398,603 as at 1 January and 31 December 2002.

誠如本財務報表附註3所詳述，本集團已採納會計實務準則第30號之過渡條文，有關條文准許於二零零一年一月一日以前進行收購所出現之商譽／負商譽將繼續存放於綜合儲備中。於二零零二年一月一日及十二月三十一日因收購聯營公司而產生並仍存放於綜合儲備之負商譽為141,398,603港元。

The summary extracts of the consolidated operating results and financial position of the associate, which are based on its financial statements and adjusted for accounting principles generally accepted in Hong Kong, are as follows:

根據該聯營公司之財務報表及就香港一般採納之會計準則作出調整之綜合經營業績及財政狀況概要摘錄如下：



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

16. INTEREST IN AN ASSOCIATE (CONTINUED)

Consolidated operating results for the year ended 31 December:

Turnover	營業額
Net loss for the year attributable to shareholders	本年度股東應佔淨虧損
Net loss for the year attributable to the Group	本年度本集團應佔淨虧損

Net loss for the year attributable to the Group included the Group's share of deficit on revaluation of investment property which was in excess of the Group's share of post-acquisition investment property revaluation reserve.

Consolidated financial position as at 31 December:

Current assets	流動資產
Long term assets	長期資產
Total assets	總資產
Current liabilities	流動負債
Long term liabilities	長期負債
Total liabilities	總負債
Net assets	淨資產

Contingent liabilities:

As at 31 December 2002, HFC had given corporate guarantees to secure loan facilities granted to its subsidiaries amounting approximately HK\$2,206,130,000 (2001: HK\$2,246,240,000).

於一間聯營公司之權益 (續)

截至十二月三十一日止年度之綜合經營業績：

2002 HK\$ 港元	2001 HK\$ 港元
206,026,966	204,724,211
(25,114,607)	(35,347,368)
(86,715,695)	(3,527,690)

本年度本集團應佔淨虧損包括本集團重估投資物業時應佔虧絀，此乃較本集團所佔收購後投資物業重估儲備為多。

於十二月三十一日經綜合之財務狀況：

2002 HK\$ 港元	2001 HK\$ 港元
205,339,326	244,842,105
4,380,458,427	4,829,418,948
4,585,797,753	5,074,261,053
(95,883,146)	(142,080,000)
(2,154,391,011)	(2,199,414,737)
(2,250,274,157)	(2,341,494,737)
2,335,523,596	2,732,766,316

或然負債：

於二零零二年十二月三十一日，鴻福實業向其附屬公司提供公司擔保，以取得約2,206,130,000港元（二零零一年：2,246,240,000港元）之貸款融資。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

17. OTHER LONG TERM ASSETS

其他長期資產

		Group 本集團	
		2002 HK\$ 港元	2001 HK\$ 港元
Loans receivable	應收貸款	6,706,943	7,495,218
Less: Provision for impairment	減：減值撥備	(3,650,000)	(3,650,000)
		3,056,943	3,845,218
Unlisted debentures, at cost	非上市債券，按原值	1,110,000	1,110,000
		4,166,943	4,955,218
Less: Loans receivable classified as current assets – note 22	減：列為流動資產之 應收貸款－附註22	(3,017,119)	(3,776,400)
		1,149,824	1,178,818

As at 31 December 2002, included in loans receivable was an amount of HK\$6,638,132 (2001: HK\$7,400,000) which was secured by a second mortgage over an investment property sold by the Group during the year ended 31 December 1998. The loan was repayable on demand as at the balance sheet date and classified as a current asset accordingly.

於二零零二年十二月三十一日，應收貸款包括為數6,638,132港元(二零零一年：7,400,000港元)之款項，由本集團於截至一九九八年十二月三十一日止年度內售出之一項投資物業第二按揭作抵押。該筆貸款須於結算日即時償還並因此分類為流動資產。

18. INVESTMENTS

投資

		Group 本集團	
		2002 HK\$ 港元	2001 HK\$ 港元
Long term investments:	長期投資：		
Unlisted equity investments, at cost	非上市股本投資， 按原值	6,625,825	5,845,125
Less: Provision for impairment	減：減值撥備	(2,573,825)	(1,045,125)
		4,052,000	4,800,000
Short term investments:	短期投資：		
Listed equity investments, at market value:	上市股本投資， 按市值：		
Hong Kong	香港	60,192	134,520



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

19. PROPERTIES HELD FOR SALE

持作出售物業

		Group 本集團	
		2002 HK\$ 港元	2001 HK\$ 港元
At beginning of year	於年初	106,078,431	153,268,734
Additions	增添	148,950	2,067,082
Disposals	出售	(22,194,854)	(40,679,133)
Less: Provision for impairment	減：減值撥備	(6,830,000)	(8,578,252)
At 31 December	於十二月三十一日	77,202,527	106,078,431

The carrying amount of properties held for sale carried at net realisable value included in the above balance was HK\$77,202,527 (2001: HK\$106,078,431) as at the balance sheet date.

於結算日，持作出售以可變現淨值之金額列賬之物業之賬面值為77,202,527港元（二零零一年：106,078,431港元）。

Particulars of the Group's principal properties held for sale at the balance sheet date are as follows:

於結算日，本集團持作出售之主要物業詳情如下：

Location 地點	Use 用途	Gross floor area 樓面面積 sq. ft. 平方呎	Percentage of interest attributable to the Group 本集團 應佔權益 百分比
Unsold units of Fortress Heights 38A Fort Street, North Point, Hong Kong 香港北角 堡壘街38號A富澤軒之未售單位	Residential 住宅	9,404	100
Rooms 802-805, 9 Queen's Road Central, Hong Kong 香港皇后大道中9號 802-805室	Commercial 商業	7,890	100



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

20. CONSTRUCTION CONTRACTS

建造合約

		Group 本集團	
		2002 HK\$ 港元	2001 HK\$ 港元
Cost plus attributable profits less foreseeable losses	成本加應佔溢利減可預見之虧損	75,684,415	75,800,809
Progress payments received and receivable	已收及應收之進度付款	(74,738,255)	(74,738,255)
Gross amount due from contract customers	合約客戶之欠款總額	946,160	1,062,554

These amounts are related to construction contracts which have been completed in a prior year. Since there are ongoing negotiations on the determination of, inter alia, final contract sums or variation orders between the Group and its contract employers, suppliers, subcontractors and subcontractors' employees, the directors have not been able to agree final completion accounts for these construction contracts.

該等金額與過往一年度已完成建造合約有關。由於本集團與其合約僱主、供應商、分包承建商及分包承建商之僱員仍就釐定(其中包括)最終合約之數額或可變動訂單進行商討,因此董事並未能就該等建造合約達成最終完成賬目。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

21. TRADE RECEIVABLES

應收貿易款項

An aged analysis of trade receivables as at the balance sheet date is as follows:

於結算日，應收貿易款項之賬齡分析如下：

		Group 本集團			
		2002		2001	
		Balance	Percentage	Balance	Percentage
		結餘	百分比	結餘	百分比
		HK\$		HK\$	
		港元		港元	
Current	即期	603,457	73	1,040,653	89
1 – 3 months	1–3個月	216,616	26	124,771	11
4 – 6 months	4–6個月	8,745	1	2,136	–
7 – 12 months	7–12個月	461	–	1,193	–
		829,279	100	1,168,753	100

The Group's trade receivables are normally invoiced with credit terms of 30 to 60 days of issuance.

本集團之應收貿易款項之信貸期一般為由發票發出之日起計30日至60日。

22. OTHER RECEIVABLES

其他應收款項

		Group 本集團		Company 本公司	
		2002	2001	2002	2001
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Prepayments	預付款項	790,531	1,004,976	271,402	219,653
Loans receivable – note 17	應收貸款—附註17	3,017,119	3,776,400	–	–
Tax reserve certificate	儲稅券	14,449,128	14,449,128	–	–
Deposits and other receivables	按金及其他應收款項	2,914,298	2,698,308	–	–
Retention monies receivable	應收保留款項	337,751	337,751	–	–
Interest receivable	應收利息	56,000	–	–	–
		21,564,827	22,266,563	271,402	219,653



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

23. CASH AND CASH EQUIVALENTS

現金及現金等價物

		Group 本集團		Company 本公司	
		2002 HK\$ 港元	2001 HK\$ 港元	2002 HK\$ 港元	2001 HK\$ 港元
Cash and bank balances	現金及銀行結存	2,925,873	5,906,746	1,519	1,964
Time deposits	定期存款	274,157	1,266,951	–	–
		3,200,030	7,173,697	1,519	1,964
Less: Pledged bank balances	減：以抵押長期銀行				
and time deposits for	貸款之銀行結存				
long term bank loans	及定期存款	(1,636,160)	(5,193,533)	–	–
Cash and cash equivalents	現金及現金等價物	1,563,870	1,980,164	1,519	1,964

24. TRADE PAYABLES

應付貿易款項

An aged analysis of trade payables as at the balance sheet date is as follows:

於結算日，應付貿易款項之賬齡分析如下：

		Group 本集團			
		2002		2001	
		Balance 結餘 HK\$ 港元	Percentage 百分比	Balance 結餘 HK\$ 港元	Percentage 百分比
Current	即期	433,295	15	1,515,209	38
1 – 3 months	1 – 3個月	113,635	4	22,721	–
4 – 6 months	4 – 6個月	10,525	1	34,625	1
7 – 12 months	7 – 12個月	–	–	89,971	2
Over 1 year	超過1年	2,297,937	80	2,350,090	59
		2,855,392	100	4,012,616	100



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

25. OTHER PAYABLES AND ACCRUALS

其他應付款項及應計費用

		Group 本集團		Company 本公司	
		2002 HK\$ 港元	2001 HK\$ 港元	2002 HK\$ 港元	2001 HK\$ 港元
Accruals	應計費用	4,672,023	5,184,645	299,357	305,705
Deposits received	已收按金	6,797,373	6,229,203	—	—
Retention monies payable	應付保留款項	6,563,038	6,135,080	—	—
Other liabilities	其他負債	4,381,835	4,137,848	—	—
		22,414,269	21,686,776	299,357	305,705

26. INTEREST-BEARING BANK LOANS

應計利息之銀行貸款

		Group 本集團	
		2002 HK\$ 港元	2001 HK\$ 港元
Bank loans, secured	銀行貸款，有抵押	559,644,900	480,517,534
Less: Portion classified as current liabilities	減：列作流動負債之部分	(41,385,817)	(11,640,000)
Long term portion	長期部分	518,259,083	468,877,534
Bank loans are repayable:	銀行貸款須於下列期間償還：		
Within one year	一年內	41,385,817	11,640,000
In the second year	第二年	81,956,273	84,217,534
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)	331,064,567	384,660,000
Beyond five years	超過五年	105,238,243	—
		559,644,900	480,517,534



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

26. INTEREST-BEARING BANK LOANS (CONTINUED)

應計利息之銀行貸款(續)

The Group's bank loans are secured by:

本集團之銀行貸款乃以下列各項作抵押而取得：

- | | |
|--|--|
| (i) fixed charges over certain of the Group's investment properties situated in Hong Kong which have an aggregate carrying value as at the balance sheet date of HK\$1,262,000,000; | (i) 於結算日，賬面總值為1,262,000,000港元之本集團若干位於香港之投資物業之固定抵押； |
| (ii) assignment of insurance, sale and rental proceeds of the investment properties situated in Hong Kong; | (ii) 轉讓位於香港之投資物業之保險、銷售及租金所得款項； |
| (iii) charges over certain of the Group's bank balances of HK\$1,636,160 for the purpose of assignment of sales and rental proceeds and issued shares of certain wholly-owned subsidiaries of the Group; | (iii) 1,636,160港元之本集團若干銀行結存款之抵押用作轉讓本集團若干全資附屬公司之銷售及租金所得款項以及已發行股份； |
| (iv) subordination and assignment of inter-group and shareholders' loans to certain wholly-owned subsidiaries of the Group in favour of the banks; | (iv) 就銀行將集團間及股東予本集團若干全資附屬公司之貸款所作後償及轉讓； |
| (v) obligation of HFC to obtain prior written consent from a bank for the transfer of or change in ownership of the Company; | (v) 鴻福實業於轉讓或改變本公司之擁有權前事先獲得之銀行書面同意； |
| (vi) floating charges over the assets of Hugoton Limited and Super Homes Limited, wholly-owned subsidiaries of the Group; and | (vi) 本集團全資附屬公司Hugoton Limited及Super Homes Limited之資產之浮動抵押；及 |
| (vii) corporate guarantees given by the Company. | (vii) 本公司作出之公司擔保。 |



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

27. SHARE CAPITAL

股本

SHARES	股份	Company 本公司	
		2002 HK\$ 港元	2001 HK\$ 港元
Authorised:	法定股本：		
2,000,000,000 ordinary shares of HK\$0.05 each	2,000,000,000股每股面值 0.05港元之普通股	100,000,000	100,000,000
Issued and fully paid:	已發行及繳足股本：		
1,492,611,986 (2001: 684,416,993) ordinary shares of HK\$0.05 each	1,492,611,986股 (二零零一年：684,416,993股) 每股面值0.05港元之普通股	74,630,599	34,220,850

During the year, the movements in share capital were as follows: 年內，股本變動如下：

		Number of shares in issue 已發行股份數目	Issued capital 已發行股本 HK\$ 港元	Share premium account 股份溢價賬 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2001 and 2002	於二零零一年及 二零零二年一月一日	684,416,993	34,220,850	85,134,034	119,354,884
Allotment – note (a)	配發－附註(a)	63,000,000	3,150,000	7,875,000	11,025,000
Open offer – note (b)	公開發售－附註(b)	747,416,993	37,370,849	108,375,464	145,746,313
Repurchased and cancelled – note (c)	購回及註銷 －附註(c)	(2,222,000)	(111,100)	(364,951)	(476,051)
		1,492,611,986	74,630,599	201,019,547	275,650,146
Share issue expenses	發行股份費用	–	–	(4,124,847)	(4,124,847)
		1,492,611,986	74,630,599	196,894,700	271,525,299



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

27. SHARE CAPITAL (CONTINUED)

Notes:

- (a) On 8 January 2002, the Company allotted an aggregate of 63,000,000 new ordinary shares of the Company at HK\$0.175 per share. These shares rank pari passu in all respects with the then existing issued ordinary shares of the Company. The resulting proceeds were mainly used by the Group for general working capital purposes.
- (b) On 30 April 2002, the Company issued 747,416,993 new shares by way of an open offer (the "Open Offer") at a subscription price of HK\$0.195 per offer share on the basis of one offer shares for every one share held on the record date of the Open Offer. These shares rank pari passu in all respects with the then existing issued ordinary shares of the Company. Approximately HK\$74.1 million of the net proceed was used to acquire Super Homes Limited, a formerly wholly-owned subsidiary of HFC, an associate of the Company. The remaining net proceed was used to repay part of the bank loans of Super Homes Limited.
- (c) During the year, the Company repurchased a total of 2,222,000 of its shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at a total consideration of HK\$364,951, all of which were cancelled accordingly. The premium of HK\$253,851 on the shares repurchased, being the difference between the total cost of HK\$364,951 and the aggregate amount of HK\$111,100, being the nominal value of the 2,222,000 shares repurchased, was deducted from the share premium account of the Company and the amount of HK\$111,100 equivalent to the par value of the shares cancelled has been transferred from the share premium account of the Company to the capital redemption reserve. Details of the transactions are set out below:

股本(續)

附註：

- (a) 於二零零二年一月八日，本公司以每股0.175港元配發共63,000,000股本公司新普通股。該等股份與本公司當時現有已發行普通股在各方面享有同等權益。本集團由此所得款項主要用作一般營運資金用途。
- (b) 於二零零二年四月三十日，本公司以公開發售（「公開發售」）之方式，以每股認購價0.195港元發行747,416,993股新股，基準為於公開發售之紀錄日每持有一股股份可認購一股發售股份。該等股份與本公司當時現有已發行普通股在各方面享有同等權益。約74,100,000港元之所得款項淨額獲用作收購本公司之聯營公司Super Homes Limited（鴻福實業之前全資附屬公司）。剩餘之所得款項淨額則用作償還Super Homes Limited部份銀行貸款。
- (c) 年內，本公司於香港聯合交易所有限公司（「聯交所」）購回共2,222,000股其本身之股份，總代價為364,951港元，所有股份因而獲註銷。購回股份之溢價253,851港元（即總成本364,951港元減去購回2,222,000股股份之面值之總金額111,100港元），乃扣除自本公司之股份溢價賬，以及相當於已註銷股份面值之111,100港元之金額，已由本公司股份溢價賬轉撥往資本贖回儲備。有關交易詳情載列如下：

		Number of	Price per share paid		Aggregate
Month of		shares	每股所付之價格		consideration
Repurchase		repurchased	Highest	Lowest	paid*
回購月份		購回股份數目	最高	最低	已付總代價*
			HK\$	HK\$	HK\$
			港元	港元	港元
July 2002	二零零二年七月	80,000	0.170	0.170	14,118
August 2002	二零零二年八月	463,000	0.170	0.160	80,388
September 2002	二零零二年九月	120,000	0.160	0.160	19,924
October 2002	二零零二年十月	563,000	0.161	0.160	93,618
November 2002	二零零二年十一月	454,000	0.156	0.150	72,775
December 2002	二零零二年十二月	542,000	0.150	0.148	84,128
		2,222,000			364,951

* Including direct cost attributable to the repurchase.

* 包括購回應佔之直接成本



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

27. SHARE CAPITAL (CONTINUED)

The above repurchases were made for the purpose of enhancing the consolidated net asset value and earnings per share of the Company.

SHARE OPTION SCHEMES

On 14 October 1996, the Company adopted a share option scheme (the "Old Scheme") for the purpose of providing an opportunity for key executives of the Group who have contributed significantly to the growth and prosperity of the Group to participate in the equity of the Company. Eligible participants of the Old Scheme include the directors and employees of the Company or its subsidiaries. The Old Scheme was effective for the period from 14 October 1996 to 10 July 2004. In compliance with the amended Chapter 17 of the Listing Rules, on 15 April 2002, the Old Scheme was terminated and a new share option scheme (the "New Scheme") was adopted. As a result, the Company can no longer grant any further share options under the Old Scheme. However, all share options granted prior to the termination of the Old Scheme will remain in full force and effect.

The maximum number of shares in respect of which share options may be granted may not exceed 10% of the share capital of the Company in issue from time to time. The maximum number of shares in respect of which share options may be granted to any one participant in any 12-month period shall not exceed 1% of the total number of shares in issue from time to time.

The exercise price of the share options shall be at least the higher of (i) the nominal value of the Company's share; (ii) the closing price of the Company's shares on the Stock Exchange on the date of offer; and (iii) the average closing price of the Company's shares on the Stock Exchange for the five trading days immediately preceding the date of offer.

The offer of a grant of share options may be accepted within 21 days from the date of offer upon an initial payment of HK\$1 for each acceptance.

股本(續)

上述之購回乃為就提高本公司之綜合資產淨值及每股盈利。

購股權計劃

於一九九六年十月十四日，本公司採納一項購股權計劃（「舊計劃」），給予機會予本集團增長及成功作出重大貢獻之本集團主要行政人員認購本公司之股本。舊計劃之合資格參與者包括本公司或其附屬公司之董事及僱員。舊計劃有效期由一九九六年十月十四日起至二零零四年七月十日。為符合上市規則第17章（經修訂），舊計劃於二零零二年四月十五日終止並採納新購股權計劃（「新計劃」）。因此，本公司不可再根據舊計劃進一步授出任何購股權。然而，所有於舊計劃終止前所授出之購股權將仍具十足效力及作用。

可授出之購股權所涉及之股份數目最多不可超過本公司不時已發行股本之10%。於12個月期間可向任何一位參與者授出之購股權所涉及之股份數目，最多不可超過不時已發行股份總數1%。

購股權之行使價須不少於(i)本公司股份之面值；(ii)於要約日期本公司股份在聯交所之收市價；及(iii)緊接要約日期前五個交易日本公司股份於聯交所之平均收市價。

授出購股權之要約每次可於首次支付1港元後由要約日期起21日內接納。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

27. SHARE CAPITAL (CONTINUED)

股本(續)

SHARE OPTION SCHEMES (CONTINUED)

Details of the share options outstanding as at balance sheet date are as follows:

購股權計劃(續)

於結算日尚未行使之購股權之詳情如下：

Category Name of participant 類別 參與者名稱	Number of share options 購股權數目			Exercise period of share options 購股權行使期		Exercise price of share option HK\$* 購股權行使價 港元*
	At 1 January 2002 於二零零二年 一月一日	Adjustments during the year# 年內之調整#	At 31 December 2002 於二零零二年 十二月三十一日	From 開始日期	To 屆滿日期	
Directors: 董事						
Cheong Pin Chuan, Patrick 鍾斌鈺	15,000,000	15,000,000	30,000,000	3 January 2000 二零零零年一月三日	10 July 2004 二零零四年七月十日	0.268
Cheong Kim Pong 鍾金榜	15,000,000	15,000,000	30,000,000	3 January 2000 二零零零年一月三日	10 July 2004 二零零四年七月十日	0.268
Cheong Pin Seng 鍾斌盛	15,000,000	15,000,000	30,000,000	3 January 2000 二零零零年一月三日	10 July 2004 二零零四年七月十日	0.268
Cheong Sim Eng 鍾榮榮	15,000,000	15,000,000	30,000,000	3 January 2000 二零零零年一月三日	10 July 2004 二零零四年七月十日	0.268
	60,000,000	60,000,000	120,000,000			

Adjustments to the number of share options granted as a result of the Open Offer.

因公開發售對已授出之購股權數目作出調整。

* The exercise price had been adjusted for the Open Offer.

* 行使價已就公開發售作出調整。

The above share options were granted on 3 January 2000. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 120,000,000 additional ordinary shares for gross proceeds of HK\$32,160,000.

上述購股權已於二零零零年一月三日授出。根據本公司目前之股本結構，悉數行使尚未行使之購股權將導致發行120,000,000股額外普通股，所得款項總額為32,160,000港元。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

27. SHARE CAPITAL (CONTINUED)

股本(續)

SHARE OPTION SCHEMES (CONTINUED)

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

購股權計劃(續)

購股權並無賦予持有人獲派股息或於股東大會上投票之權利。

28. RESERVES

儲備

GROUP

本集團

		Share premium account	Capital redemption reserve	Contributed surplus	Land and buildings revaluation reserve	Investment property revaluation reserve	Capital reserve	Exchange fluctuation reserve	Accumulated losses	Total
		股份溢價賬	資本贖回儲備	繳入盈餘	土地及樓宇重估儲備	投資物業重估儲備	資本儲備	外匯變動儲備	累積虧損	合計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元	港元
At 1 January 2001	於二零零一年一月一日	85,134,034	-	618,107,853	7,374,465	909,118,308	145,507,087	(153,272,780)	(168,339,444)	1,443,629,523
Deficit on revaluation	重估虧絀	-	-	-	(5,846,622)	(50,000,826)	-	-	-	(55,847,448)
Exchange realignment	滙兌調整	-	-	-	-	-	-	(42,881,691)	-	(42,881,691)
Net loss for the year	年內虧損淨額	-	-	-	-	-	-	-	(46,066,371)	(46,066,371)
Share of movements in reserves of an associate	應佔一間聯營公司儲備變動	-	-	-	-	(106,801,051)	22,040	2,089,079	-	(104,689,932)
At 31 December 2001 and 1 January 2002	於二零零一年十二月三十一日及二零零二年一月一日	85,134,034	-	618,107,853	1,527,843	752,316,431	145,529,127	(194,065,392)	(214,405,815)	1,194,144,081
Issue of shares	發行股份	116,250,464	-	-	-	-	-	-	-	116,250,464
Share issue expenses	發行股份費用	(4,124,847)	-	-	-	-	-	-	-	(4,124,847)
Shares repurchased and cancelled	購回及註銷股份	(364,951)	111,100	-	-	-	-	-	-	(253,851)
Deficit on revaluation	重估虧絀	-	-	-	(1,527,843)	(24,160,000)	-	-	-	(25,687,843)
Exchange realignment	滙兌調整	-	-	-	-	-	-	36,114,427	-	36,114,427
Net loss for the year	年內虧損淨額	-	-	-	-	-	-	-	(115,978,456)	(115,978,456)
Share of movements in reserves of an associate	應佔一間聯營公司儲備變動	-	-	-	-	(14,266,349)	19,666	(2,029,099)	-	(16,275,782)
At 31 December 2002	於二零零二年十二月三十一日	196,894,700	111,100	618,107,853	-	713,890,082	145,548,793	(159,980,064)	(330,384,271)	1,184,188,193



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

28. RESERVES (CONTINUED)

儲備(續)

GROUP	本集團				Land and buildings revaluation	Investment property revaluation		Exchange fluctuation reserve	Accumulated losses	Total
		Share premium account	Capital redemption reserve	Contributed surplus	reserve	reserve	Capital reserve	reserve		
		股份溢價賬	資本贖回儲備	繳入盈餘	土地及樓宇 重估儲備	投資物業 重估儲備	資本儲備	外匯變動儲備	累積虧損	合計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元	港元
Reserves retained by:	保留儲備：									
Company and subsidiaries	本公司及附屬公司	196,894,700	111,100	618,107,853	-	713,890,082	141,398,603	(146,714,873)	(217,939,571)	1,305,747,894
Associate	聯營公司	-	-	-	-	-	4,150,190	(13,265,191)	(112,444,700)	(121,559,701)
At 31 December 2002	於二零零二年 十二月三十一日	196,894,700	111,100	618,107,853	-	713,890,082	145,548,793	(159,980,064)	(330,384,271)	1,184,188,193
Company and subsidiaries	本公司及附屬公司	85,134,034	-	618,107,853	1,527,843	738,050,082	141,398,603	(182,829,300)	(189,706,111)	1,211,683,004
Associate	聯營公司	-	-	-	-	14,266,349	4,130,524	(11,236,092)	(24,699,704)	(17,538,923)
At 31 December 2001	於二零零一年 十二月三十一日	85,134,034	-	618,107,853	1,527,843	752,316,431	145,529,127	(194,065,392)	(214,405,815)	1,194,144,081

The contributed surplus of the Group represents the difference between the nominal value of the share capital issued by the Company and the aggregate of the share capital and the share premium accounts of the subsidiaries acquired pursuant to the Group reorganisation in 1996.

本集團之繳入盈餘乃本公司發行之股本面值與依據本集團於一九九六年重組所收購之附屬公司之股本及股份溢價賬總額兩者之差額。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

28. RESERVES (CONTINUED)		儲備(續)				
COMPANY	本公司					
		Share premium account 股份溢價賬 HK\$ 港元	Capital redemption reserve 資本贖回儲備 HK\$ 港元	Contributed surplus 繳入盈餘 HK\$ 港元	Accumulated losses 累積虧損 HK\$ 港元	Total 合計 HK\$ 港元
At 31 January 2001	於二零零一年 一月三十一日	85,134,034	–	1,386,580,996	(28,207,772)	1,443,507,258
Net loss for the year	年內虧損淨額	–	–	–	(249,468,443)	(249,468,443)
At 31 December 2001 and 1 January 2002	於二零零一年 十二月三十一日及 二零零二年一月一日	85,134,034	–	1,386,580,996	(277,676,215)	1,194,038,815
Issue of shares	發行股份	116,250,464	–	–	–	116,250,464
Share issue expenses	發行股份費用	(4,124,847)	–	–	–	(4,124,847)
Shares repurchased and cancelled	購回及注銷股份	(364,951)	111,100	–	–	(253,851)
Net loss for the year	年內虧損淨額	–	–	–	(121,808,509)	(121,808,509)
At 31 December 2002	於二零零二年 十二月三十一日	196,894,700	111,100	1,386,580,996	(399,484,724)	1,184,102,072

The contributed surplus of the Company represents the difference between the nominal value of the share capital issued by the Company and the aggregate net asset value of the subsidiaries acquired at the date of acquisition pursuant to the Group reorganisation in 1996. Under the Companies Act 1981 of Bermuda (as amended), the Company may make distributions to its members out of contributed surplus in certain circumstances.

本公司之繳入盈餘乃本公司發行之股本面值與依據本集團於一九九六年重組所收購之附屬公司於收購之日之總資產淨值兩者之差額。根據百慕達一九八一年公司法(經修訂)，本公司在若干情況下可提取繳入盈餘向股東作出分派。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

29. NOTE TO THE CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表附註

ACQUISITION OF SUBSIDIARIES

收購附屬公司

		2002 HK\$ 港元
Net assets acquired:	收購淨資產：	
Fixed assets and investment properties	固定資產及投資物業	241,467,923
Trade receivables, prepayments and deposits	應收貿易賬款、預付款項及按金	53,764
Cash and cash equivalents	現金及現金等價物	932,194
Trade payables, other payables and accruals	應付貿易賬款、其他應付款項及應計款項	(2,642,792)
Bank loans	銀行貸款	(166,000,000)
		73,811,089
Goodwill on acquisition	收購時之商譽	677,278
		74,488,367

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries is as follows:

有關收購附屬公司之現金及現金等價物之流出淨額之分析如下：

		2002 HK\$ 港元
Cash consideration	現金代價	74,488,367
Cash and cash equivalents acquired	收購之現金及現金等價物	(932,194)
Net outflow of cash and cash equivalents in respect of acquisition of subsidiaries	有關收購附屬公司之現金及現金等價物流出淨額	73,556,173

During the year, the Group acquired 100% interests in Super Homes Limited and Standard Homes Company Limited from Hong Fok Investment Holdings Company, Limited ("HFIH"). Further details of the transaction are included in note 33 to the financial statements.

年內，本集團自鴻福有限公司（「鴻福」）收購 Super Homes Limited 及 Standard Homes Company Limited 100% 之權益。有關交易進一步詳情載於財務報表附註33。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

30. CONTINGENT LIABILITIES

- (a) At the balance sheet date, the Company had given unconditional guarantees to banks to secure loan facilities made available to subsidiaries to the extent of approximately HK\$643 million (2001: HK\$649 million). The extent of such facilities utilised by the subsidiaries at the balance sheet date amounted to approximately HK\$560 million (2001: HK\$481 million).
- (b) At the balance sheet date, the Group had given corporate guarantees to banks for issuing letters of indemnity to a third party in respect of contracts undertaken by certain subsidiaries, and to indemnify the repayment of certain mortgage loans amounting to approximately HK\$10.5 million (2001: HK\$30.4 million).

或然負債

- (a) 於結算日，本公司就附屬公司可動用約643,000,000港元(二零零一年：649,000,000港元)之貸款向銀行作出無條件擔保。於結算日，已由附屬公司動用之貸款約為560,000,000港元(二零零一年：481,000,000港元)。
- (b) 於結算日，本集團就若干附屬公司所承擔之合約向銀行出具公司擔保，以向第三方發出賠償保證書，並就償還若干按揭貸款約10,500,000港元(二零零一年：30,400,000港元)作出賠償保證。

31. OPERATING LEASE ARRANGEMENTS

(A) AS LESSOR

The Group leases its investment properties (note 13 to the financial statements) under operating lease arrangements, with leases negotiated for terms ranging from one to two years. The terms of the leases generally also require the tenants to pay security deposits.

At the balance sheet date, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

(A) 作為出租人

本集團根據經營租約安排租賃其投資物業(見財務報表附註13)，經磋商之租約期為期一至二年。租約之條款一般亦規定租客支付保證金。

於結算日，本集團之租客在下列年期屆滿之不可撤銷經營租約之未來最低租賃應付款總額為：

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)

Group 本集團	
2002 HK\$ 港元	2001 HK\$ 港元
14,405,002	16,691,502
606,882	800,965
15,011,884	17,492,467



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

31. OPERATING LEASE ARRANGEMENTS

經營租約安排

(B) As LESSEE

The Group leases certain of its office properties and office equipment under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to two years.

At the balance sheet date, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)

(B) 作為承租人

本集團根據經營租約安排租賃其部份辦公室物業及辦公室設備。經磋商之物業租約為期一至二年。

於結算日，本集團在下列年期屆滿之不可撤銷經營租約之未來最低租賃付款總額為：

Group 本集團	
2002 HK\$ 港元	2001 HK\$ 港元
120,000	87,500
70,000	—
190,000	87,500

32. COMMITMENTS

承擔

In addition to the operating lease commitments as detailed in note 31(b) above, the Group had the following commitments as at the balance sheet date:

Capital commitments:	資本承擔：
Contracted for	已訂約

除上文附註31(b)所詳述之經營租約承擔外，本集團於結算日尚有下列承擔：

Group 本集團	
2002 HK\$ 港元	2001 HK\$ 港元
1,248,600	1,949,750

At the balance sheet date, the Company had no material commitments.

於結算日，本公司並無重大承擔。



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2002 二零零二年十二月三十一日

33. RELATED PARTY TRANSACTIONS

During the year, the Group had the following transactions with related parties:

- (a) In April 2002 and July 2002, the Company acquired Super Homes Limited and Standard Homes Company Limited, which were wholly-owned subsidiaries of HFIH, at a consideration of approximately HK\$74.1 million and HK\$0.3 million, respectively. HFIH is a wholly-owned subsidiary of HFC which is in turn an associate of the Company.
- (b) HFIH was the underwriter of the Open Offer and it has received approximately HK\$1.8 million underwriter's fee from the Company in April 2002.

The above transactions constituted connected transactions under the Listing Rules. Further details of the acquisition of Super Homes Limited and the Open Offer were set out in the Company's circular dated 15 April 2002.

34. COMPARATIVE AMOUNTS

As further explained in note 2 to the financial statements, due to the adoption of certain new and revised SSAPs during the current year, the accounting treatment and presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain comparative amounts have been reclassified to conform with the current year's presentation.

35. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2003.

有關連人士交易

年內，本集團與有關連人士進行下列交易：

- (a) 於二零零二年四月及二零零二年七月，本公司收購鴻福兩間全資附屬公司Super Homes Limited及Standard Homes Company Limited，代價分別約74,100,000港元及300,000港元。鴻福乃鴻福實業（本公司之聯營公司）之全資附屬公司。
- (b) 鴻福乃公開發售之包銷商，其於二零零二年四月向本公司收取約1,800,000港元之包銷商費用。

根據上市規則，上述交易構成關連交易。收購Super Homes Limited及公開發售之進一步詳情載於二零零二年四月十五日本公司刊發之通函內。

比較數字

誠如財務報表附註2所詳細闡釋，由於本年度內採納若干新訂及經修訂會計實務準則，財務報表內若干項目及結餘之會計處理方法及呈報方式已經修訂以符合新規定。因此，若干比較數字已重列以與本年度之呈報方式一致。

批准財務報表

董事會已於二零零三年三月二十八日批准及授權刊發本財務報表。