For the period from 1st April, 2003 to 31st December, 2003

財務報告附註

二零零三年四月一日至二零零三年十二月三十一日期間

41. DISPOSAL OF SUBSIDIARIES

41. 出售附屬公司

		1.4.2003	1.4.2002
		to 至	to 至
		31.12.2003	31.3.2003
		HK\$'000	HK\$'000
		千港元	千港元
Net assets disposed of:	出售淨資產:		
Club debentures	會籍債券	_	2,578
Trade and other receivables	貿易及其他應收款項	_	120
Inventories	存貨	_	180
Bank balances and cash	銀行結存及現金	47	_
Trade and other payables	貿易及其他應付款項	(1,532)	(1,271)
Bank overdraft	銀行透支	_	(107)
Minority interests	少數股東權益	(106)	` <u>-</u>
·			
Net (liabilities) assets	淨(負債)資產	(1,591)	1,500
Translation reserve realised on disposal	出售時變現之滙兌儲備	_	98
Goodwill realised on disposal	出售時變現之商譽	_	127
Net gain (loss) on disposal of subsidiaries	出售附屬公司收益(虧損)淨額	1,591	(1,525)
			200
Satisfied by:	支付方式:		
Cash consideration	現金代價	<u>-</u>	200
Analysis of net (outflow) inflow of cash	有關出售附屬公司之		
and cash equivalents in connection	現金及現金等值項目		
with the disposal of subsidiaries:	(流出)流入淨額分析:		
Cash consideration received	已收現金代價	_	200
Bank balances and cash disposed of	已出售之銀行結存及現金	(47)	_
Bank overdraft disposed of	已出售之銀行透支	-	107
Net (outflow) inflow of cash and cash	有關出售附屬公司之		
equivalents in connection with	現金及現金等值項目		
the disposal of subsidiaries	(流出)流入淨額	(47)	307
and and popular of buddining	Control of Many 214 AN		

The subsidiaries disposed of did not have any significant impact on the Group's cash flows, turnover and operating results. 所出售之附屬公司對本集團之現金流轉、營 業額及經營業績並無任何重大影響。



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F-PROP (HOLDINGS)

NOTES TO THE FINANCIAL STATEMENTS

For the period from 1st April, 2003 to 31st December, 2003

42. MAJOR NON-CASH TRANSACTIONS

During the period ended 31st December, 2003:

- (a) The share capital, share premium and contributed surplus amounting to HK\$567,494,000 in aggregate had been reduced and transferred to the deficit of the Group pursuant to the Restructuring.
- (b) Pursuant to the Restructuring, Million Point subscribed for 170,000,000 ordinary shares of HK\$0.01 each, at an issue price of approximately HK\$0.1059 per share at total consideration of approximately HK\$18 million, of which approximately HK\$2.9 million were satisfied by the assignment of the loan by Oriental Ford Finance Limited, a wholly-owned subsidiary of the Chinese Estates, to the Group.
- (c) The debts owed to the convertible bond holders and certain creditors were settled partially by ordinary shares of 470,628,426 at HK\$0.01 each, credited as fully paid, which are deemed to be issued at the balance sheet.
- (d) The net advances from Koga were settled partly by ordinary shares of 37,987,988 at HK\$0.01 each which are deemed to be issued at the balance sheet date under the Settlement Deed.

During the year ended 31st March, 2003:

- (a) Nominal value in aggregate of convertible bonds of HK\$7 million was converted into ordinary shares of the Company, resulting in the issue of 194,444,443 (equivalent to 1,944,444 shares after share consolidation in the period) ordinary shares of HK\$0.01 each in the Company.
- (b) The Company issued HK\$158 million non-interest bearing convertible bonds at a discount of 5% to settle the consideration in relation to the acquisition of certain subsidiaries.

財務報告附註

二零零三年四月一日至二零零三年十二月三十一日期間

42. 重大非現金交易

於截至二零零三年十二月三十一日止期間:

- (a) 根據重組,合共 567,494,000 港元之股本、股份溢價及繳入盈餘被削減及撥入本集團之虧絀。
- (b) 根據重組,Million Point 認購 170,000,000股每股面值 0.01港元之普 通股,每股發行價約為 0.1059港元, 總代價約為 18,000,000港元,其中約 2,900,000港元乃以華人置業之全資附 屬公司律豐財務有限公司向本集團轉 讓貸款之方式支付。
- (c) 欠可換股債券持有人及若干債權人之 債項部份以發行 470,628,426 股每股面 值 0.01 港元之入賬列為繳足普通股之 方式償還,上述股份被視為已於結算 日發行。
- (d) 根據償債契據, Koga 之淨墊款部份以 發行 37,987,988 股每股面值 0.01 港元 之普通股之方式償還,上述股份被視 為已於結算日發行。

於截至二零零三年三月三十一日止年度:

- (a) 面值共7,000,000港元之可換股債券轉換為本公司普通股,致使發行194,444,443股(相當於期內股份合併後之1,944,444股股份)本公司每股面值0.01港元普通股。
- (b) 本公司按5%之折讓發行158,000,000 港元之不計息可換股債券,以支付收 購若干附屬公司之代價。

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財務報告附註

二零零三年四月一日至二零零三年十二月三十一日期間

43. OPERATING LEASE ARRANGEMENTS

The Group as lessee

43. 經營租約安排

本集團(以承租人身份)

THE G	GROU	J
木1	隹圃	

1.4.2003	1.4.2002
to 至	to 至
31.12.2003	31.3.2003
HK\$'000	HK\$'000
千港元	千港元

Minimum lease payments paid under operating leases during the period/year

按經營租約於期內 / 年內 支付之最低租金

111 2,012

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows: 於結算日,本集團按不可撤銷經營租約之日 後最低租金承擔之到期日如下:

		31.12.2003	31.3.2003
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	8	816
In the second to fifth year inclusive	第二至第五年(包括首尾兩年在內)	-	1,020
		8	1,836

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases are negotiated for an average term ranging from two to three years and rentals are fixed for an average of three years. 經營租約款項指本集團就辦公室物業應付之 租金。租期平均為兩至三年,而租金之有效 期平均為三年。

The Group as lessor

Energy saving machine rental income earned during the period was HK\$152,000 (1.4.2002 to 31.3.2003: HK\$551,000). At the balance sheet date, no future minimum lease payment contracted by the Group with lessees can be quantified as the lease arrangement was made on the basis of energy saving level.

Property rental income earned during the period was HK\$2,234,000 (1.4.2002 to 31.3.2003: HK\$3,478,000) with a rental yields of approximately 2.1%. All of the properties held have committed tenants for the next three years.

本集團(以出租人身份)

期內賺得之能源節省器租金收入為 152,000 港元(二零零二年四月一日至二零零三年三 月三十一日: 551,000港元)。於結算日, 由於租賃安排乃按得以節省之能源水平訂 立,故無法計量本集團與承租人訂立之日後 最低租金。

期內賺取之物業租金收入為 2,234,000 港元 (二零零二年四月一日至二零零三年三月 三十一日: 3,478,000 港元),其租金收益率 約為 2.1%。所有該等物業在未來三年均有已 訂約之租戶。



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For the period from 1st April, 2003 to 31st December, 2003

財務報告附註

二零零三年四月一日至二零零三年十二月三十一日期間

43. OPERATING LEASE ARRANGEMENTS (cont'd)

The Group as lessor (cont'd)

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments:

43. 經營租約安排(續)

本集團(以出租人身份)(續)

於結算日,本集團與租戶已訂有租約之日後 最低租金如下:

		THE GROUP		
		本	本集團	
		31.12.2003 31.3.2003		
		HK\$'000	HK\$'000	
		千港元	千港元	
Within one year	一年內	2,195	1,413	
In the second to fifth year inclusive	第二至第五年(包括首尾兩年在內)	1,464	752	
·				
		3,659	2,165	

44. CONTINGENT LIABILITIES

44. 或然負債

THE GROUP

THE OROUT		THE COMPANT			
本	本集團		本公司		
31.12.2003	31.3.2003	31.12.2003	31.3.2003		
HK\$'000	HK\$'000	HK\$'000	HK\$'000		
千港元	千港元	千港元	千港元		

THE COMPANY

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Guarantees given to banks and financial institutions in respect of credit facilities extended to subsidiaries 就提供予附屬公司之 信貸額而向 銀行及財務機構 作出之擔保

45. PLEDGE OF ASSETS

At 31st December, 2003, the Group's investment property amounting to HK\$70,800,000 (31.3.2003: HK\$97,900,000) was pledged for certain loan facilities provided by a fellow subsidiary of the Group.

In addition, at 31st December, 2003, the Group's investment praperties of HK\$107,100,000 (31.3.2003: HK\$135,400,000) and the rights and benefits to the existing and future leases in respect of those properties were pledged for the convertible bonds due 2006 of the Group. The pledge and assignment of such rights and benefits in favour of convertible bondholders were released upon the settlement of convertible bonds, which became unconditional before the balance sheet date. The releases were executed subsequent to 31st December, 2003.

45. 資產抵押

於二零零三年十二月三十一日,本集團70,800,000港元(二零零三年三月三十一日:97,900,000港元)之投資物業已作本集團一間同集團附屬公司提供之若干信貸之抵押。

此外,於二零零三年十二月三十一日,107,100,000港元(二零零三年三月三十一日:135,400,000港元)之本集團投資物業及其現有及未來租約之所有權利及利益已作本集團於二零零六年到期之可換股債券之抵押。押予可換股債券持有人有關權利及利益之抵押及轉讓已於贖回可換股債券後解除,而可換股債券之贖回於結算日前已不再附帶條件。上述抵押於二零零三年十二月三十一日後正式解除。

For the period from 1st April, 2003 to 31st December, 2003

45. PLEDGE OF ASSETS (cont'd)

In addition, at 31st March, 2003, investment in securities amounting to HK\$6,600,000 were pledged for other loan facilities granted to the Group.

46. RETIREMENT BENEFITS SCHEME

The Group operates defined contribution schemes for all eligible employees. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The retirement benefit cost charged to the consolidated income statement represents contributions payable to those schemes by the Group for the period.

The total cost charged to consolidated income statement of HK\$24,000 (1.4.2002 to 31.3.2003: HK\$302,000) represents contributions payable to these schemes by the Group for the period.

47. RELATED PARTY TRANSACTIONS AND BALANCES

(I) Transactions

During the period ended 31st December, 2003:

- (a) The Group paid interest of approximately HK\$133,000 to Oriental Ford Finance Limited, a fellow subsidiary of the Group since 21st November, 2003. These interests were charged at prevailing market rates based on outstanding balances during the period.
- (b) Koga charged interest of approximately HK\$988,000 (1.4.2002 to 31.3.2003: HK\$4,841,000) to the Group. These interests were charged at prevailing market rates based on outstanding balance during the period.
- (c) The Group also sold goods of approximately HK\$123,000 to Legend Power UK Plc., an associate of the Group. These transactions were carried out at cost plus a percentage of profit mark-up.
- (d) The Group paid management fee of approximately HK\$78,000 to Chase Master Company Limited, a fellow subsidiary of the Group since 21st November, 2003, as manager and leasing agent of certain investment properties held by the Group.

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二零零三年四月一日至二零零三年十二月三十一日期間

45. 資產抵押(續)

此外,於二零零三年三月三十一日, 6,600,000港元之投資證券已作本集團獲批之 其他信貸之抵押。

46. 退休福利計劃

本集團為所有合資格僱員設立定額供款計劃。該等計劃之資產由受託人控制之基金持有,並獨立於本集團之資產。退休福利成本自綜合收益表扣除,有關款額相當於本集團期間向該等計劃應付之供款。

於綜合收益表扣除之成本總額 24,000 港元 (二零零二年四月一日至二零零三年三月 三十一日: 302,000 港元) 乃本集團於期間 向該等計劃作出之供款。

47. 有關連人士交易及結餘

(I) 交易

於截至二零零三年十二月三十一日止期間:

- (a) 本集團自二零零三年十一月二十一日 起向本集團之同集團附屬公司律豐財 務有限公司支付約 133,000 港元之利 息。該等利息乃按期內之尚欠款額以 市場利率計算。
- (b) Koga 向本集團收取利息約 988,000 港元(二零零二年四月一日至二零零三年三月三十一日: 4,841,000 港元)。 該等利息乃按期內之尚欠款額以市場利率計算。
- (c) 本集團向本集團之聯營公司 Legend Power UK Plc. 出售 貨品 約 123,000 港元。該等交易乃按成本另加若干比率之利潤進行。
- (d) 本集團自二零零三年十一月二十一日 向本集團之同集團附屬公司翠權有限 公司支付約78,000港元之管理費,作 為該公司成為本集團持有之若干投資 物業之管理公司及租賃代理之費用。









For the period from 1st April, 2003 to 31st December, 2003

47. RELATED PARTY TRANSACTIONS AND BALANCES (cont'd)

(I) Transactions (cont'd)

- (e) The Company is deemed to issue 37,987,988 ordinary shares of HK\$0.01 each together with a cash payment of approximately HK\$0.38 million and the grant of a call option to Koga to settle in full its claim against the Group under the Settlement Deed as detailed in note 31.
- (f) The Company is deemed to issue 62,899,924 ordinary shares of HK\$0.01 each together with a cash payment of approximately HK\$0.63 million to Hutchison International Limited, a fellow subsidiary of Koga, as settlement of convertible bonds under the Restructuring.
- (g) Pursuant to the Restructuring during the period, Chinese Estates became the holding company of the Group and the loans granted by its wholly-owned subsidiary is classified as borrowings from a fellow subsidiary at 31st December, 2003. The amounts carried interests at market rates. Pursuant to an agreement dated 4th September, 2003, the repayment schedules of the loans have been revised.

During the year ended 31st March, 2003:

- (a) The Group paid legal and professional fees totalling HK\$500,000 for services rendered by a firm of solicitors, P.C. Woo & Co., in which Mr. Lai Hin Wing, Henry, the independent non-executive director of the Company during that year, is a partner of the firm. Mr. Lai Hin Wing, Henry resigned as director of the Company during the year ended 31st March, 2003.
- (b) The Group sold goods totalling HK\$55,000 to Legend Power System Inc., an associate of the Group. These transactions were carried out at cost plus a percentage of profit mark-up.

(II) Balances

Details of balances with related parties as at the balance sheet date are set out in the balance sheets and in notes 27, 28, 31 and 32.

(III) Others

Details of pledged assets given by the Group to a related party are set out in note 45.

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二零零三年四月一日至二零零三年十二月三十一日期間

47. 有關連人士交易及結餘(續)

(I) 交易(續)

- (e) 根據償債契據,本公司被視為向 Koga 發行 37,987,988 股每股面值 0.01 港元 之普通股,支付現金約 380,000 港元及 授予認購期權,以完全了結 Koga 向本集團提出之索償(詳情見附註 31)。
- (f) 根據重組,本公司被視為向 Koga 之同 集團附屬公司和記企業有限公司發行 62,899,924 股每股面值 0.01 港元之普 通股及支付現金約 630,000 港元,以贖 回可換股債券。
- (g) 期內,華人置業根據重組成為本集團 之控股公司,而其全資附屬公司授出 之貸款於二零零三年十二月三十一日 視為一間同集團附屬公司提供之借 款。貸款額按市場利率計息。根據二 零零三年九月四日訂立之協議,有關 貸款之還款期有所修訂。

於截至二零零三年三月三十一日止年度:

- (a) 本集團就胡百全律師事務所提供之服務支付合共500,000港元之法律及專業費用。本公司於該年度之獨立非執行董事賴顯榮先生為該律師行之合夥人。賴顯榮先生已於截至二零零三年三月三十一日止年度內辭去本公司董事之職。
- (b) 本集團向本集團之聯營公司 Legend Power System Inc. 出售貨品合共 55,000 港元。該等交易乃按成本另加若干比 率之利潤進行。

(II) 結餘

於結算日之關連人士交易結餘詳情載於資產 負債表及附註 27、28、31 及 32。

(III) 其他

本集團向有關連人士提供已抵押資產之詳情 載於附註 45。

財務報告附註

48. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31st December, 2003 are as follows:

主要附屬公司 48.

Attributable

本公司主要附屬公司於二零零三年十二月三 十一日之詳情如下:

Name of subsidiary 附屬公司名稱	Place of incorporation 成立地點	Nominal value of issued and fully paid ordinary share capital 已發行及繳足 普通股本之面值	p nom issued s	roportion of inal value of share capital he Company 本公司所持已發行股本面值比率	Principal activities 主要業務
			直接	間接	
Boria Enterprises Limited 博永企業有限公司	Hong Kong 香港	HK\$20 20 港元	-	100%	Property investment 物業投資
Gold Concept Limited 金朗有限公司	Hong Kong 香港	HK\$2 2 港元	-	100%	Property investment 物業投資
Great King Limited 東帝有限公司	Hong Kong 香港	HK\$2 2 港元	-	100%	Property investment 物業投資
Jenyear Investments Limited	British Virgin Island 英屬維爾京群島	s US\$1 1 美元	-	100%	Investment holding 投資控股
Legend Power Ltd.	British Virgin Island 英屬維爾京群島	s US\$2,000 2,000 美元	-	50%*	Investment holding 投資控股
Superkey Development Limited 偉祺發展有限公司	Hong Kong 香港	HK\$2 2 港元	-	100%	Property investment 物業投資

Pursuant to a supplemental agreement entered into between the Group and the other shareholder of Legend Power Ltd. dated 5th December, 2000, the Group has been granted a casting vote on the meeting of the shareholders. Accordingly, Legend Power Ltd. and its subsidiaries are classified as subsidiaries of the Company.

根據本集團與 Legend Power Ltd. 其他股東於 二零零零年十二月五日訂立之補充協議,本 集團獲授其股東大會之決定票。因此, Legend Power Ltd. 及其附屬公司列為本公司 之附屬公司。

所有上述附屬公司均在香港營運。

All the above subsidiaries operate in Hong Kong.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affects the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表所列為董事認為主要影響本集團業績或 資產之本公司附屬公司。董事認為,詳列其 他附屬公司之資料將令篇幅冗長。

None of the subsidiaries had any debt securities outstanding at the end of the period or at any time during the period.

目前概無附屬公司於期終時或期內任何時間

擁有任何未償還債務證券。









P (HOLDINGS)

NOTES TO THE FINANCIAL STATEMENTS

For the period from 1st April, 2003 to 31st December, 2003

49. PRINCIPAL ASSOCIATE

Details of the Group's principal associate which is held indirectly by the Company at 31st December, 2003 are as follows:

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二零零三年四月一日至二零零三年十二月三十一日期間

49. 主要聯營公司

Proportion of

本公司間接持有之本集團主要聯營公司於二 零零三年十二月三十一日之詳情如下:

		nominal value of issued share			
Name of associate 聯營公司名稱	Form of business structure 業務組建形式	Place of incorporation 成立地點	capital held 所持已發行 股本面值比率	Principal activities 主要業務	
Legend Power System Inc.	Incorporated 註冊成立	Canada 加拿大	25%	Trading of energy saving machines 買賣能源節省器	

Legend Power System Inc. operates in Canada.

The above table lists the principle associate of the Group. In the opinion of the directors, to give details of other associates would result in particulars of excessive length.

50. PRINCIPAL JOINTLY CONTROLLED ENTITY

Details of the Group's principal jointly controlled entity which is held indirectly by the Company at 31st December, 2003 are as follows:

只真比你你 日 田
- L. A. L. Mr Vet
Legend Power System Inc. 在加拿大營運。

上表所列為本集團之主要聯營公司。董事認 為,詳列其他聯營公司之資料將令篇幅冗 長。

50. 主要共同控制機構

Proportion of

本公司間接持有之本集團主要共同控制機構 於二零零三年十二月三十一日之詳情如下:

			nominal value of issued share	
Name of jointly controlled entity 共同控制機構名稱	Form of business structure 業務組建形式	Place of incorporation 成立地點	capital held 所持已發行 股本面值比率	Principal activities 主要業務
Top Grade Assets Limited	Incorporated 註冊成立	British Virgin Islands 英屬維爾京群島	50%	Property investment 物業投資

The above jointly controlled entity operates in the PRC.

The above table lists the jointly controlled entity of the Group which, in the opinion of the directors, principally affects the results of the period or form a substantial portion of the net assets of the Group. To give details of other jointly controlled entities would, in the opinion of the directors, result in particulars of excessive length.

上述共同控制機構均在中國營運。

上表所列為董事認為主要影響本集團期內之 業績或構成本集團絕大部份資產淨值之本集 團共同控制機構。董事認為,詳列其他共同 控制機構之資料將令篇幅冗長。

For the period from 1st April, 2003 to 31st December, 2003

51. POST BALANCE SHEET EVENTS

- (a) On 21st January, 2004, 470,628,426 ordinary shares of HK\$0.01 each are issued to convertible bondholders and creditors upon the completion of the Restructuring.
- (b) Payment of approximately HK\$0.38 million in cash on 21st January, 2004 and allotment of 37,987,988 ordinary shares of HK\$0.01 each were made to Koga on 2nd February, 2004 upon the completion of the Settlement Deed.
- (c) The charge on investment properties and assignment of the rights and benefits to the existing and future leases in respect of those pledged investment properties in favour of convertible bondholders are released on 21st January, 2004 upon the completion of the Restructuring.
- (d) Pursuant to a resolution passed at the special general meeting on 13th October, 2003, the total credit in the share premium accounts amounted to HK\$16,300,000 arising from the subscription of shares by Million Point under the Restructuring has been credited to the contributed surplus accounts to set-off the deficit of the Company has been effective on 20th February, 2004.
- (e) In February 2004, the other investments held by the Group have been disposed of at the carrying value at 31st December, 2003.
- (f) On 14th January, 2004, a winding up order was issued against Universe Dragon Limited ("UDL"), a non wholly-owned subsidiary of the Company, following the judgment of aggregate claims of approximately HK\$1.3 million againt UDL and liquidation process has commenced. Full provision of the claims has been made in the financial statements of the Group. In the opinion of the directors of the Company, the liquidation of UDL would not have any adverse financial impact on the Group.
- (g) On 12th March, 2004, Universe Dragon Engineering Limited ("UDEL"), a non wholly-owned subsidiary of the Company, has received leave to enter judgment from the District Court of Hong Kong Special Administative Region for a claim of approximately HK\$0.2 million. Full provision of the claim has been made in the financial statements of the Group and in the opinion of the directors of the Company, there would not be any adverse financial impact on the Group.

財務報告附註

二零零三年四月一日至二零零三年十二月三十一日期間

51. 結算日後事項

- (a) 於二零零四年一月二十一日, 470,628,426股每股面值 0.01港元之普 通股於重組完成後發行予可換股債券 持有人及債權人。
- (b) 於償債契據完成後,Koga分別於二零零四年一月二十一日及二零零四年二月二日獲支付現金約380,000港元及獲配發37,987,988股每股面值0.01港元之普通股。
- (c) 押予可換股債券持有人之投資物業抵押及有關該等已抵押投資物業之現有及未來租約之權利及利益之轉讓已於重組在二零零四年一月二十一日完成後解除。
- (d) 根據於二零零三年十月十三日之股東特別大會上通過之決議案, Million Point 根據重組認購股份而於股份溢價 賬產生之全部進賬 16,300,000 港元已 計入繳入盈餘賬,以抵銷本公司之虧 絀,上述事項已於二零零四年二月二十日生效。
- (e) 於二零零四年二月,本集團持有之其 他投資已按二零零三年十二月三十一 日之賬面值售出。
- (f) 由於本公司之非全資附屬公司宙龍有限公司(「宙龍」)被判支付索償總額約1,300,000港元,因而於二零零四年一月十四日獲發清盤令並開始進行清盤。本集團已就上述索償於財務報告作全數撥備。本公司董事認為,宙龍清盤不會對本集團造成任何負面財務影響。
- (g) 於二零零四年三月十二日,本公司之 非全資附屬公司宙龍工程有限公司 (「宙龍工程」)收到香港特別行政區 區域法院發出有關約200,000港元索償 之登錄判決許可。本集團已就上述索 償於財務報告作全數撥備。本公司董 事認為,上述索償不會對本集團造成 任何負面財務影響。







