

# 簡明財務報告附註

## Notes to the Condensed Financial Statements

### 一、簡明財務報告編製基準

本中期財務報告已遵照香港會計實務準則（「會計實務準則」）第二十五號《中期財務申報》編製。

### 二、主要會計政策

本中期財務報告已採用歷史成本法編製，並已為重估投資物業作出調整。

本中期財務報告編製時所用的會計政策，均與編製截至二零零三年十二月三十一日止年度之全年財務報告所用者相同。

### 三、營業額及分類資料

主要申報規格 — 按業務劃分

### 1. Basis of Preparation of the Condensed Financial Statements

The interim financial statements have been prepared in accordance with Hong Kong Statement of Standard Accounting Practice ("SSAP") 25 "Interim financial reporting".

### 2. Principal Accounting Policies

The interim financial statements have been prepared under the historical cost convention, as modified for the revaluation of investment properties.

The accounting policies used in the preparation of the interim financial statements are the same as those used in the annual financial statements for the year ended 31 December 2003.

### 3. Turnover and Segment Information

Primary reporting format — business segments

|                      |  | 石油及<br>化學品經銷<br>Petroleum and<br>Chemical<br>Distribution<br>港幣千元<br>HK\$'000 | 零售<br>Retail<br>港幣千元<br>HK\$'000 | 食品加工<br>及經銷<br>Food<br>Processing<br>and<br>Distribution<br>港幣千元<br>HK\$'000 | 飲品<br>Beverage<br>港幣千元<br>HK\$'000 | 紡織<br>Textile<br>港幣千元<br>HK\$'000 | 物業<br>Property<br>港幣千元<br>HK\$'000 | 投資及<br>其他業務<br>Investments<br>and Others<br>港幣千元<br>HK\$'000 | 對銷<br>Elimination<br>港幣千元<br>HK\$'000 | 總計<br>Total<br>港幣千元<br>HK\$'000 |
|----------------------|--|---|----------------------------------|--|------------------------------------|-----------------------------------|------------------------------------|--|---------------------------------------|---------------------------------|
| 截至二零零四年<br>六月三十日止六個月 | For the six months ended<br>30 June 2004 |   |                                  |  |                                    |                                   |                                    |  |                                       |                                 |
| 收益                   | REVENUE                                  |   |                                  |  |                                    |                                   |                                    |  |                                       |                                 |
| 對外銷售                 | External sales                           | 8,996,290   | 6,849,012                        | 2,658,661  | 2,299,034                          | 1,700,749                         | 136,888                            | —  | —                                     | 22,640,634                      |
| 業務間銷售                | Inter-segment sales                      | —   | 24,469                           | 33,509   | —                                  | —                                 | 19,993                             | —  | (77,971)                              | —                               |
|                      |  | 8,996,290   | 6,873,481                        | 2,692,170  | 2,299,034                          | 1,700,749                         | 156,881                            | —  | (77,971)                              | 22,640,634                      |
| 其他收益                 | Other revenue                            | 14,289  | 42,707                           | 47,830   | 15,073                             | 42,331                            | 7,715                              | —  | —                                     | 169,945                         |
|                      |  | 9,010,579   | 6,916,188                        | 2,740,000  | 2,314,107                          | 1,743,080                         | 164,596                            | —  | (77,971)                              | 22,810,579                      |
| 分類業績                 | Segment result                           | 179,756   | 153,579                          | 258,527  | 212,970                            | 88,435                            | 132,821                            | (111)  | —                                     | 1,025,977                       |
| 未經分攤之公司支出            | Unallocated corporate expenses           |   |                                  |  |                                    |                                   |                                    |  |                                       | (34,224)                        |
| 利息收入                 | Interest income                          |   |                                  |  |                                    |                                   |                                    |  |                                       | 31,917                          |
| 經營溢利                 | Profit from operations                   |   |                                  |  |                                    |                                   |                                    |  |                                       | 1,023,670                       |
| 財務成本                 | Finance costs                            |   |                                  |  |                                    |                                   |                                    |  |                                       | (134,950)                       |
| 應佔聯營公司業績淨額           | Share of net results of associates       | 4,672   | —                                | 23,671   | —                                  | 2,012                             | —                                  | 164,993  | —                                     | 195,348                         |
| 稅項                   | Taxation                                 |   |                                  |  |                                    |                                   |                                    |  |                                       | (82,083)                        |
| 除稅後溢利                | Profit after taxation                    |   |                                  |  |                                    |                                   |                                    |  |                                       | 1,001,985                       |

## 三．營業額及分類資料(續)

## 3. Turnover and Segment Information (continued)

## 主要申報規格 — 按業務劃分(續)

## Primary reporting format — business segments (continued)

|                      |  | 石油及<br>化學品經銷<br>Petroleum and<br>Chemical<br>Distribution<br>港幣千元<br>HK\$'000 | 零售<br>Retail<br>港幣千元<br>HK\$'000 | 食品加工<br>及經銷<br>Food<br>Processing<br>and<br>Distribution<br>港幣千元<br>HK\$'000 | 飲品<br>Beverage<br>港幣千元<br>HK\$'000 | 紡織<br>Textile<br>港幣千元<br>HK\$'000 | 物業<br>Property<br>港幣千元<br>HK\$'000 | 投資及<br>其他業務<br>Investments<br>and Others<br>港幣千元<br>HK\$'000 | 對銷<br>Elimination<br>港幣千元<br>HK\$'000 | 總計<br>Total<br>港幣千元<br>HK\$'000 |
|----------------------|--|---|----------------------------------|--|------------------------------------|-----------------------------------|------------------------------------|--|---------------------------------------|---------------------------------|
| 截至二零零三年<br>六月三十日止六個月 | For the six months ended<br>30 June 2003           |   |                                  |  |                                    |                                   |                                    |  |                                       |                                 |
| 收益                   | REVENUE  |   |                                  |  |                                    |                                   |                                    |  |                                       |                                 |
| 對外銷售                 | External sales                                     | 5,978,428   | 4,279,328                        | 2,338,091  | 1,908,632                          | 1,410,521                         | 107,286                            | 167,877  | —                                     | 16,190,163                      |
| 業務間銷售                | Inter-segment sales                                | —   | 24,266                           | 19,298   | —                                  | —                                 | 35,341                             | —  | (78,905)                              | —                               |
|                      |  | 5,978,428   | 4,303,594                        | 2,357,389  | 1,908,632                          | 1,410,521                         | 142,627                            | 167,877  | (78,905)                              | 16,190,163                      |
| 其他收益                 | Other revenue                                      | 7,075   | 32,345                           | 28,759   | 8,563                              | 29,812                            | 3,746                              | 763  | —                                     | 111,063                         |
|                      |  | 5,985,503   | 4,335,939                        | 2,386,148  | 1,917,195                          | 1,440,333                         | 146,373                            | 168,640  | (78,905)                              | 16,301,226                      |
| 分類業績                 | Segment result                                     | 166,733   | (112,324)                        | 216,613  | 132,254                            | 100,823                           | 137,643                            | 6,387  | —                                     | 648,129                         |
| 未經分攤之公司支出            | Unallocated corporate<br>expenses                  |   |                                  |  |                                    |                                   |                                    |  |                                       | (30,819)                        |
| 利息收入                 | Interest income                                    |   |                                  |  |                                    |                                   |                                    |  |                                       | 34,071                          |
| 經營溢利                 | Profit from operations                             |   |                                  |  |                                    |                                   |                                    |  |                                       | 651,381                         |
| 財務成本                 | Finance costs                                      |   |                                  |  |                                    |                                   |                                    |  |                                       | (128,552)                       |
| 應佔一間共同<br>控制實體業績     | Share of results of a jointly<br>controlled entity | 143,177   | —                                | —  | —                                  | —                                 | —                                  | —  | —                                     | 143,177                         |
| 應佔聯營公司業績淨額           | Share of net results of<br>associates              | 3,980   | 5,079                            | 22,809   | —                                  | 4,342                             | —                                  | 152,163  | —                                     | 188,373                         |
| 稅項                   | Taxation   |   |                                  |  |                                    |                                   |                                    |  |                                       | (30,077)                        |
| 除稅後溢利                | Profit after taxation                              |   |                                  |  |                                    |                                   |                                    |  |                                       | 824,302                         |

### 三. 營業額及分類資料 (續)

次要申報規格 — 按地區劃分

### 3. Turnover and Segment Information (continued)

Secondary reporting format — geographical segments

|                      |  | 香港<br>Hong Kong<br>港幣千元<br>HK\$'000 | 中國內地<br>Chinese<br>Mainland<br>港幣千元<br>HK\$'000 | 其他國家<br>Other<br>Countries<br>港幣千元<br>HK\$'000 | 總計<br>Total<br>港幣千元<br>HK\$'000 |
|----------------------|--|-------------------------------------|---|--|---------------------------------|
| 截至二零零四年<br>六月三十日止六個月 | For the six months<br>ended 30 June 2004 |                                     |   |  |                                 |
| 分類收益                 | Segment revenue                          |                                     |   |  |                                 |
| 營業額                  | Turnover                                 | 8,979,223                           | 11,507,892                                      | 2,153,519                                      | 22,640,634                      |
| 其他收益                 | Other revenue                            | 68,263                              | 99,473  | 2,209  | 169,945                         |
|                      |  | 9,047,486                           | 11,607,365                                      | 2,155,728                                      | 22,810,579                      |
| 截至二零零三年<br>六月三十日止六個月 | For the six months<br>ended 30 June 2003 |                                     |   |  |                                 |
| 分類收益                 | Segment revenue                          |                                     |   |  |                                 |
| 營業額                  | Turnover                                 | 7,017,823                           | 7,967,268                                       | 1,205,072                                      | 16,190,163                      |
| 其他收益                 | Other revenue                            | 67,144                              | 37,920  | 5,999  | 111,063                         |
|                      |  | 7,084,967                           | 8,005,188                                       | 1,211,071                                      | 16,301,226                      |

### 四. 財務成本

### 4. Finance Costs

|                            |   | 截至六月三十日止六個月<br>Six months ended 30 June |                                   |
|----------------------------|---|---|-----------------------------------|
|                            |   | 二零零四年<br>港幣千元<br>2004<br>HK\$'000       | 二零零三年<br>港幣千元<br>2003<br>HK\$'000 |
| 融資租約利息                     | Interest on finance leases  | 816                                     | 1,162                             |
| 須於五年內悉數償還之<br>銀行貸款及其他貸款之利息 | Interest on bank loans and<br>other loans wholly<br>repayable within five years | 111,446                                 | 107,089                           |
| 不須於五年內悉數<br>償還之其他貸款之利息     | Interest on other loans not<br>wholly repayable within<br>five years            | 2,985                                   | 3,290                             |
| 融資支出                       | Financing charges   | 19,703                                  | 17,011                            |
|                            |   | 134,950                                 | 128,552                           |

## 五. 除稅前溢利

## 5. Profit Before Taxation

|                       |  | 截至六月三十日止六個月<br>Six months ended 30 June |                                   |
|-----------------------|--|---|-----------------------------------|
|                       |  | 二零零四年<br>港幣千元<br>2004<br>HK\$'000       | 二零零三年<br>港幣千元<br>2003<br>HK\$'000 |
| 除稅前溢利已扣除：             | Profit before taxation has been arrived at after charging:   |   |                                   |
| 折舊                    | Depreciation of  |   |                                   |
| — 自置資產                | — Owned assets   | 528,397                                 | 469,732                           |
| — 按融資租約持有之資產          | — Assets held under finance leases                           | 2,646                                   | 2,524                             |
| 攤銷                    | Amortisation of  |   |                                   |
| — 商譽(包括在一般及行政費用內)     | — Goodwill (included in general and administrative expenses) | 50,565                                  | 39,077                            |
| — 商譽以外之無形資產           | — Intangible assets other than goodwill                      | 6,431                                   | 5,149                             |
| 已確認之固定資產減值虧損          | Impairment losses recognised on fixed assets                 | —                                       | 6,846                             |
| 並已計入：                 | And after crediting:   |   |                                   |
| 來自非上市其他投資之股息          | Dividends from unlisted other investments                    | 1,846                                   | 2,054                             |
| 所確認之負商譽<br>(包括在其他收益內) | Negative goodwill recognised<br>(included in other revenue)  | 6,773                                   | 6,072                             |

## 六. 稅項

## 6. Taxation

|              |                          | 截至六月三十日止六個月<br>Six months ended 30 June |                                   |
|--------------|--------------------------|---|-----------------------------------|
|              |                          | 二零零四年<br>港幣千元<br>2004<br>HK\$'000       | 二零零三年<br>港幣千元<br>2003<br>HK\$'000 |
| <b>本期間稅項</b> | <b>Current taxation</b>  |   |                                   |
| <b>香港</b>    | <b>Hong Kong</b>         |   |                                   |
| 本公司及附屬公司     | Company and subsidiaries | 75,723                                  | 80,783                            |
| 聯營公司         | Associates               | 26,210                                  | 22,596                            |
| <b>中國內地</b>  | <b>Chinese Mainland</b>  |   |                                   |
| 附屬公司         | Subsidiaries             | 82,867                                  | 19,843                            |
| 聯營公司         | Associates               | 9,254                                   | 14,009                            |
| <b>海外</b>    | <b>Overseas</b>          |   |                                   |
| 附屬公司         | Subsidiaries             | (43)                                    | 41                                |
|              |                          | <b>194,011</b>                          | 137,272                           |
| <b>遞延稅項</b>  | <b>Deferred taxation</b> |   |                                   |
| <b>香港</b>    | <b>Hong Kong</b>         |   |                                   |
| 本公司及附屬公司     | Company and subsidiaries | (60,819)                                | (43,884)                          |
| 聯營公司         | Associates               | 10                                      | 3,520                             |
| <b>中國內地</b>  | <b>Chinese Mainland</b>  |   |                                   |
| 附屬公司         | Subsidiaries             | (15,645)                                | (26,706)                          |
|              |                          | <b>117,557</b>                          | 70,202                            |

香港利得稅乃根據本期間之估計應課稅溢利按稅率17.5%(二零零三年：17.5%)計算。中國內地附屬公司及聯營公司之所得稅乃根據其有關稅務法例按估計應課稅溢利撥備。海外稅項按各司法權區之適用稅率計算。

Hong Kong Profits Tax is calculated at 17.5% (2003: 17.5%) on the estimated assessable profits for the period. Chinese Mainland income tax has been provided for based on the estimated assessable profits in accordance with the relevant tax laws applicable to the subsidiaries and associates in the Chinese Mainland. Overseas taxation is calculated at the rates prevailing in the respective jurisdictions.

## 七. 股息

## 7. Dividends

|   |   | 截至六月三十日止六個月<br>Six months ended 30 June |                                   |
|---|---|---|-----------------------------------|
|   |   | 二零零四年<br>港幣千元<br>2004<br>HK\$'000       | 二零零三年<br>港幣千元<br>2003<br>HK\$'000 |
| 二零零三年已付之末期股息<br>每股普通股港幣0.14元<br>(二零零二年：港幣0.13元)<br>(附註：甲) | 2003 final dividend, paid,<br>of HK\$0.14 (2002: HK\$0.13)<br>per ordinary share (Note a) | 294,475                                 | 270,453                           |
|   |   | 294,475                                 | 270,453                           |

(甲) 董事於二零零四年四月七日舉行會議，擬就截至二零零三年十二月三十一日止年度派末期股息每股普通股港幣0.14元。股東隨後於二零零四年六月二日批准該建議。

(a) At the meeting held on 7 April 2004, the directors proposed a final dividend of HK\$0.14 per ordinary share for the year ended 31 December 2003. Such proposal was subsequently approved by shareholders on 2 June 2004.

(乙) 董事於二零零四年九月二日宣派中期股息每股普通股港幣0.11元(二零零三年九月：中期股息每股普通股港幣0.10元)。根據截至本報告日之已發行股份數目計算，股息總額估計約港幣231,580,000元(二零零三年：港幣208,120,000元)。

(b) On 2 September 2004, the directors declared an interim dividend of HK\$0.11 per ordinary share (September 2003: Interim dividend of HK\$0.10 per ordinary share). Based on the number of shares in issue at the date of the report, the aggregate amount of the dividend is estimated to be HK\$231,580,000 (2003: HK\$208,120,000).

## 八. 每股盈利

## 8. Earnings Per Share

|  |  | 截至六月三十日止六個月<br>Six months ended 30 June |                                   |
|--|--|---|-----------------------------------|
|  |  | 二零零四年<br>港幣千元<br>2004<br>HK\$'000       | 二零零三年<br>港幣千元<br>2003<br>HK\$'000 |
| 每股基本及攤薄盈利乃<br>根據下列數據計算：                | The calculation of the basic<br>and diluted earnings<br>per share is based on<br>the following data:                                   |   |                                   |
| <b>盈利</b><br>用以計算每股基本盈利之<br>股東應佔溢利     | <b>Earnings</b><br>Profit attributable to<br>shareholders for the<br>purpose of calculating<br>basic earnings per share                | <b>801,975</b>                          | 749,733                           |
| 因行使可換股債券而節省<br>之利息                     | Interest saving on exercise<br>of convertible bonds  | <b>36,106</b>                           | 34,352                            |
| 用以計算每股攤薄盈利之<br>股東應佔溢利                  | Profit attributable to<br>shareholders for the<br>purpose of calculating<br>diluted earnings per share                                 | <b>838,081</b>                          | 784,085                           |
|  |  | 二零零四年<br>2004                           | 二零零三年<br>2003                     |
| <b>股份數目</b><br>用以計算每股基本盈利之<br>普通股加權平均數 | <b>Number of shares</b><br>Weighted average number<br>of ordinary shares for<br>the purpose of calculating<br>basic earnings per share | <b>2,099,115,270</b>                    | 2,080,405,215                     |
| 對普通股構成之潛在攤薄影響<br>— 可換股債券／購股權           | Effect of dilutive potential<br>ordinary shares<br>— Convertible bonds/<br>Share options   | <b>149,821,297</b>                      | 119,595,400                       |
| 用以計算每股攤薄盈利之<br>普通股加權平均數                | Weighted average number<br>of ordinary shares for<br>the purpose of calculating<br>diluted earnings per share                          | <b>2,248,936,567</b>                    | 2,200,000,615                     |

## 九. 固定資產

## 9. Fixed Assets

|                      |   | 港幣千元<br>HK\$'000 |
|----------------------|---|------------------|
| 於二零零四年一月一日之賬面淨值      | Net book value at 1 January 2004        | 14,820,474       |
| 收購附屬公司時轉入            | Relating to acquisition of subsidiaries | 845,099          |
| 添置                   | Additions                               | 908,110          |
| 出售                   | Disposals                               | (71,356)         |
| 折舊                   | Depreciation                            | (531,043)        |
| 於二零零四年六月三十日<br>之賬面淨值 | Net book value at 30 June 2004          | 15,971,284       |

## 十. 無形資產

## 10. Intangible Assets

|               |  | 購入商譽<br>Purchased<br>goodwill | 負商譽<br>Negative<br>goodwill | 商標<br>Brand<br>names | 專利權使用費<br>Patent<br>royalty | 發展成本<br>Development<br>costs | 總額<br>Total      |
|---------------|--|-------------------------------|-----------------------------|----------------------|-----------------------------|------------------------------|------------------|
|               |  | 港幣千元<br>HK\$'000              | 港幣千元<br>HK\$'000            | 港幣千元<br>HK\$'000     | 港幣千元<br>HK\$'000            | 港幣千元<br>HK\$'000             | 港幣千元<br>HK\$'000 |
| 成本            | Cost   |                               |                             |                      |                             |                              |                  |
| 於二零零四年一月一日    | At 1 January 2004                              | 1,748,927                     | (236,039)                   | 182,799              | 75,200                      | 21,776                       | 1,792,663        |
| 收購附屬公司        | Acquisition of subsidiaries                    | 144,239                       | —                           | 18,800               | —                           | —                            | 163,039          |
| 增持一間附屬公司權益    | Increase in equity interest<br>in a subsidiary | —                             | (8,068)                     | —                    | —                           | —                            | (8,068)          |
| 於二零零四年六月三十日   | At 30 June 2004                                | 1,893,166                     | (244,107)                   | 201,599              | 75,200                      | 21,776                       | 1,947,634        |
| 累計攤銷          | Accumulated amortisation                       |                               |                             |                      |                             |                              |                  |
| 於二零零四年一月一日    | At 1 January 2004                              | 191,043                       | (22,706)                    | 55,844               | —                           | 20,221                       | 244,402          |
| 期內攤銷／(計入)     | Charge/(credit) for the<br>period              | 50,565                        | (6,773)                     | 5,255                | 1,003                       | 173                          | 50,223           |
| 於二零零四年六月三十日   | At 30 June 2004                                | 241,608                       | (29,479)                    | 61,099               | 1,003                       | 20,394                       | 294,625          |
| 賬面淨值          | Net book values                                |                               |                             |                      |                             |                              |                  |
| 於二零零四年六月三十日   | At 30 June 2004                                | 1,651,558                     | (214,628)                   | 140,500              | 74,197                      | 1,382                        | 1,653,009        |
| 於二零零三年十二月三十一日 | At 31 December 2003                            | 1,557,884                     | (213,333)                   | 126,955              | 75,200                      | 1,555                        | 1,548,261        |

## 十. 無形資產 (續)

購入商譽乃根據其估計可用年限七至二十年攤銷。負商譽會以直線法，在所購入並可計提折舊之資產之餘下加權平均可用年期，即十五至十九年內調撥為收入。

## 十一. 貿易及其他應收款項

應收貿易賬款已包括於貿易及其他應收款項內，應收貿易賬款之賬齡分析如下：

## 10. Intangible Assets (continued)

The purchased goodwill is amortised over the estimated useful lives of 7 to 20 years. The negative goodwill is released to income on a straight line basis of 15 to 19 years, the remaining weighted average useful life of the depreciable assets acquired.

## 11. Trade and Other Receivables

Included in trade and other receivables are trade receivables and their ageing analysis is as follows:

|        |            | 於二零零四年<br>六月三十日<br>港幣千元<br>At 30 June<br>2004<br>HK\$'000 | 於二零零三年<br>十二月三十一日<br>港幣千元<br>At 31 December<br>2003<br>HK\$'000 |
|--------|------------|---|---|
| 0-30天  | 0-30 days  | 1,491,195   | 1,421,779   |
| 31-60天 | 31-60 days | 394,481   | 218,127   |
| 61-90天 | 61-90 days | 131,951   | 76,522  |
| > 90天  | > 90 days  | 207,295   | 231,002   |
|        |            | 2,224,922   | 1,947,430   |

本集團一般給予客戶以下之信貸期：

甲 貨到付款；及

乙 六十天賒賬

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

a cash upon delivery; and

b open credit within 60 days

**十二. 貿易及其他應付款項**

應付貿易賬款已包括於貿易及其他應付款項內，應付貿易賬款之賬齡分析如下：

**12. Trade and Other Payables**

Included in trade and other payables are trade payables and their ageing analysis is as follows:

|        |            | 於二零零四年<br>六月三十日<br>港幣千元<br><b>At 30 June<br/>2004<br/>HK\$'000</b> | 於二零零三年<br>十二月三十一日<br>港幣千元<br><b>At 31 December<br/>2003<br/>HK\$'000</b> |
|--------|------------|--|--|
| 0–30天  | 0–30 days  | <b>1,997,296</b>   | 2,277,059  |
| 31–60天 | 31–60 days | <b>804,247</b>   | 506,369  |
| 61–90天 | 61–90 days | <b>261,636</b>   | 746,429  |
| > 90天  | > 90 days  | <b>384,545</b>   | 305,302  |
|        |            | <b>3,447,724</b>   | 3,835,159  |

**十三. 少數股東權益**

二零零四年六月三十日之少數股東權益包括有關少數股東墊付予附屬公司之款項港幣680,868,000元（二零零三年十二月三十一日：港幣321,723,000元），該等款項乃被視為該等少數股東就該等附屬公司之營運作出之注資額（連同繳足股本）之一部份。

**13. Minority Interests**

At 30 June 2004, included in the minority interests are amounts advanced to subsidiaries by the respective minority shareholders of HK\$680,868,000 (31 December 2003: HK\$321,723,000) which are considered as part of their contributions, together with paid up capital, made to finance the operations of these subsidiaries.

#### 十四. 收購

於期內所收購之附屬公司業務已概述如下：

#### 14. Acquisition

Acquisition of subsidiaries during the period are summarised as follows:

|                      |  | 截至六月三十日止六個月<br>Six months ended 30 June |                                 |
|----------------------|--|---|---------------------------------|
|                      |  | 二零零四年<br>港幣千元<br>2004<br>HK\$'000       | 二零零三年<br>港幣千元<br>2003<br>HK'000 |
| 收購附屬公司               | Acquisition of subsidiaries                                |   |                                 |
| 固定資產                 | Fixed assets   | 845,099                                 | 132,087                         |
| 無形資產                 | Intangible assets  | 18,800                                  | —                               |
| 存貨                   | Stocks   | 76,730                                  | 33,914                          |
| 貿易及其他應收款項            | Trade and other receivables                                | 36,495                                  | 25,954                          |
| 貿易及其他應付款項            | Trade and other payables                                   | (144,485)                               | (54,707)                        |
| 短期貸款                 | Short term loans   | (370,623)                               | (40,664)                        |
| 長期貸款                 | Long term loans  | (6,490)                                 | (16,110)                        |
| 少數股東權益               | Minority interests   | (62,213)                                | (10,452)                        |
| 其他資產減負債              | Other assets less liabilities                              | 11,140                                  | 3,995                           |
|                      |  | 404,453                                 | 74,017                          |
| 收購產生之購入商譽            | Purchased goodwill arising on acquisition                  | 144,239                                 | —                               |
| 收購產生之負商譽             | Negative goodwill arising on acquisition                   | —                                       | (1,130)                         |
|                      |  | 548,692                                 | 72,887                          |
| 減：收購前持有之聯營公司<br>資產淨值 | Less: Net assets of an associate held prior to acquisition | —                                       | (11,614)                        |
|                      |  | 548,692                                 | 61,273                          |
| 以下列方式支付：             | Discharged by：   |   |                                 |
| 現金代價                 | Cash consideration   | 338,464                                 | 51,873                          |
| 應付賬項                 | Accounts payable   | 210,228                                 | 9,400                           |
|                      |  | 548,692                                 | 61,273                          |
| 收購產生之現金流出淨額          | Net cash outflow arising on acquisition                    |   |                                 |
| 現金代價                 | Cash consideration   | 338,464                                 | 51,873                          |
| 收購所得現金及銀行結存          | Cash and bank balances acquired                            | (11,140)                                | (4,283)                         |
|                      |  | 327,324                                 | 47,590                          |

十五. 資本承擔

15. Capital Commitments

|                  |  | 於二零零四年<br>六月三十日<br>港幣千元<br>At 30 June<br>2004<br>HK\$'000 | 於二零零三年<br>十二月三十一日<br>港幣千元<br>At 31 December<br>2003<br>HK\$'000 |
|------------------|--|---|---|
| 於結算日尚未完成之資本承擔如下： | Capital commitment outstanding<br>at the balance sheet date are<br>as follows: |   |   |
| 已簽約但尚未撥備         | Contracted for but not<br>provided for   | 461,998   | 159,481   |
| 已批准但尚未簽約         | Authorised but not contracted for  | 157,464   | 193,379   |
|                  |  | 619,462   | 352,860   |

## 十六. 關連交易

期內，本集團曾與有關連人士訂立以下交易：

## 16. Related Party Transactions

During the period, the Group entered into transactions with related parties as follows:

|   |   | 截至六月三十日止六個月<br>Six months ended 30 June |                                   |
|---|---|---|-----------------------------------|
|   |   | 二零零四年<br>港幣千元<br>2004<br>HK\$'000       | 二零零三年<br>港幣千元<br>2003<br>HK\$'000 |
| 向母公司集團之附屬公司銷售貨品<br>(附註甲)                    | Sales of goods to fellow subsidiaries (note a)  | 15,532                                  | 106,332                           |
| 從母公司集團之附屬公司購入貨品<br>(附註甲)                    | Purchases of goods from fellow subsidiaries (note a)  | 352                                     | 1,954                             |
| 向母公司集團之附屬公司支付營業<br>租約款項及其他費用(附註乙)           | Operating lease payments and other charges paid to fellow subsidiaries (note b)                     | 22,998                                  | 43,776                            |
| 母公司集團之一間附屬公司<br>提供建築服務(附註乙)                 | Construction services provided by a fellow subsidiary (note b)                                      | 579                                     | 26,969                            |
| 應付一間控股公司及母公司集團之<br>一間附屬公司之儲油服務費<br>(附註乙)    | Tank storage service fees payable to a holding company and a fellow subsidiary (note b)             | 70,800                                  | 70,800                            |
| 應收一間控股公司及母公司集團之<br>一間附屬公司之儲存設施管理<br>費用(附註乙) | Storage facility management fees receivable from a holding company and a fellow subsidiary (note b) | 9,996                                   | 9,996                             |
| 為母公司集團之一間附屬公司提供<br>船塢操作服務(附註乙)              | Provision of dockyard operations services to a fellow subsidiary (note b)                           | 1,707                                   | —                                 |
| 根據倉儲管理協議及設施管理協議<br>進行之交易                    | Transactions under godown management agreement and facility management agreement                    |   |                                   |
| — 向一間控股公司及母公司集團<br>之一間附屬公司收取服務費<br>(附註乙)    | — Receipts of service fee from a holding company and a fellow subsidiary (note b)                   | 145,408                                 | —                                 |
| — 向一間控股公司及母公司集團<br>之一間附屬公司支付月費<br>(附註乙)     | — Payment of monthly fee to a holding company and a fellow subsidiary (note b)                      | 15,000                                  | —                                 |

## 十六. 關連交易 (續)

附註：

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

## 16. Related Party Transactions (continued)

Notes:

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