

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

1. 一般資料

本公司為一家於百慕達註冊成立的獲豁免公眾上市有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市，其母公司為於香港註冊成立的華潤（集團）有限公司（「華潤集團」）；而其最終控股公司為中國華潤總公司（「中國華潤」），該公司為一家於中華人民共和國（「中國內地」，不包括香港）成立的公司。

本公司為一家投資控股公司，其主要附屬公司的業務載於附註39。

2. 採納香港財務申報準則／會計政策之變動

於本年度，本集團採納多項由香港會計師公會（「會計師公會」）頒佈而於二零零五年一月一日或之後開始的會計期間生效的新香港財務申報準則（「香港財務申報準則」）、香港會計準則（「香港會計準則」）及詮釋（以下統稱「新香港財務申報準則」）。採用新香港財務申報準則，導致綜合收入報表、綜合資產負債表及綜合股本權益變動表的呈報方式有變，特別是少數股東權益及應佔聯營公司稅項的呈報方式有所變動，而有關呈報方式變動已追溯應用。採納新香港財務申報準則導致本集團以下範疇的會計政策有變，對現行或過往會計期間業績的編製及呈報方式有所影響：

1. GENERAL

The Company is a listed public company incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its parent company is China Resources (Holdings) Company Limited ("CRH"), a company incorporated in Hong Kong and its ultimate holding company is China Resources National Corp. ("CRNC"), a company established in the People's Republic of China, excluding Hong Kong (the "Mainland China").

The Company is an investment holding company. The activities of its principal subsidiaries are set out in Note 39.

2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES

In the current year, the Group has applied a number of new Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as "new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are effective for accounting periods beginning on or after 1st January, 2005. The application of the new HKFRSs has resulted in a change in the presentation of the consolidated income statement, consolidated balance sheet and the consolidated statement of changes in equity. In particular, the presentation of minority interests and share of tax of associates have been changed. The changes in presentation have been applied retrospectively. The adoption of the new HKFRSs has resulted in changes to the Group's accounting policies in the following areas that have an effect on how the results for the current and/or prior accounting years are prepared and presented:

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2. 採納香港財務申報準則／會計政策之變動 (續)

業務合併

於本年度，本集團採納香港財務申報準則第3號業務合併，該準則適用於協議日期為二零零五年一月一日或之後的業務合併。應用香港財務申報準則第3號對本集團的主要影響概述如下：

商譽

於過往年度，於二零零一年一月一日前收購所產生商譽會計入儲備，而於二零零一年一月一日或之後收購產生的商譽則撥充資本及按其估計可使用年期攤銷。本集團已採納香港財務申報準則第3號的有關過渡條文。過往於商譽儲備確認的商譽7,271,000港元已於二零零五年一月一日轉撥至本集團保留溢利。對於過往於綜合資產負債表撥充資本的商譽，本集團已對銷賬面值36,562,000港元的累計攤銷，並相應扣減截至二零零五年一月一日的商譽成本(見附註17)。本集團已自二零零五年一月一日起終止攤銷商譽，有關商譽將最少每年進行減值檢測。於二零零五年一月一日或之後的收購所產生商譽經初步確認後按成本減累計減值虧損(如有)計算。

由於是項會計政策變動，年內並無扣除任何商譽攤銷。於二零零四年的比較數字並無重列(財務影響見附註2A)。

2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (Continued)

Business Combinations

In the current year, the Group has applied HKFRS 3 *Business Combinations* which is effective for business combinations for which the agreement date is on or after 1st January, 2005. The principal effects of the application of HKFRS 3 to the Group are summarised below:

Goodwill

In previous years, goodwill arising on acquisitions prior to 1st January, 2001 was held in reserves, and goodwill arising on acquisitions on or after 1st January, 2001 was capitalised and amortised over its estimated useful life. The Group has applied the relevant transitional provisions in HKFRS 3. Goodwill previously recognised in goodwill reserve of HK\$7,271,000 has been transferred to the Group's retained profits as at 1st January, 2005. With respect to goodwill previously capitalised on the consolidated balance sheet, the Group has eliminated the carrying amount of the related accumulated amortisation of HK\$36,562,000 with a corresponding decrease in the cost of goodwill as at 1st January, 2005 (see Note 17). The Group has discontinued amortising such goodwill from 1st January, 2005 onwards and such goodwill will be tested for impairment at least annually. Goodwill arising on acquisitions after 1st January, 2005 is measured at cost less accumulated impairment losses (if any) after initial recognition.

As a result of this change in accounting policy, no amortisation of goodwill has been charged in the current year. Comparative figures for 2004 have not been restated (see Note 2A for the financial impact).

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2. 採納香港財務申報準則／會計政策之變動 (續)

業務合併 (續)

商譽 (續)

於本年度，本集團亦採納香港會計準則第21號匯率變動的影響，該準則規定商譽須視作海外業務的資產及負債處理，並按各結算日的收市匯率換算。過往，收購海外業務產生的商譽按各結算日的過往匯率呈報。按照香港會計準則第21號有關過渡條文，於二零零五年一月一日前的收購所產生商譽視作本集團非貨幣外幣項目處理。因此，並無作出前期調整。

本集團應佔被收購公司的可識別資產、負債及或然負債公平淨值的權益超出成本的差額(前稱「負商譽」)

根據香港財務申報準則第3號，本集團應佔被收購公司的可識別資產、負債及或然負債公平淨值的權益超出收購成本的差額(「收購折讓」)，於進行收購的期間即時於溢利或虧損中確認。於過往年度，二零零一年一月一日前的收購所產生負商譽計入作儲備，而於二零零一年一月一日或之後的收購所產生負商譽，列作資產扣減並按構成差額的因素分析撥回收入。根據香港財務申報準則第3號有關過渡條文，本集團已剔除確認於二零零五年一月一日的所有負商譽(當中65,181,000港元負商譽為早前於商譽儲備記錄，151,811,000港元早前則列作資產扣減)，而本集團保留溢利則相應增加216,992,000港元。由於是項會計政策變動，年內並無負商譽撥回收入，並無重列二零零四年的比較數字。

2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (Continued)

Business Combinations (Continued)

Goodwill (Continued)

In the current year, the Group has also applied HKAS 21 *The Effects of Changes in Foreign Exchange Rates* which requires goodwill to be treated as assets and liabilities of the foreign operation and translated at closing rate at each balance sheet date. Previously, goodwill arising on acquisitions of foreign operations was reported at historical rate at each balance sheet date. In accordance with the relevant transitional provisions in HKAS 21, goodwill arising on acquisitions prior to 1st January, 2005 is treated as a non-monetary foreign currency item. Therefore, no prior period adjustment has been made.

Excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost (previously known as "negative goodwill")

In accordance with HKFRS 3, any excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over the cost of acquisition ("discount on acquisition") is recognised immediately in profit or loss in the year in which the acquisition takes place. In previous years, negative goodwill arising on acquisitions prior to 1st January, 2001 was held in reserves, and negative goodwill arising on acquisitions after 1st January, 2001 was presented as a deduction from assets and released to income based on an analysis of the circumstances from which the balance resulted. In accordance with the relevant transitional provisions in HKFRS 3, the Group derecognised all negative goodwill on 1st January, 2005 (of which negative goodwill of HK\$65,181,000 was previously recorded in goodwill reserve and of HK\$151,811,000 was previously presented as a deduction from assets), with a corresponding increase of HK\$216,992,000 to the Group's retained profits. As a result of this change in accounting policy, no negative goodwill is released to income in the current year. Comparative figures for 2004 have not been restated.

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2. 採納香港財務申報準則／會計政策之變動 (續)

持作出售的非流動資產及已終止經營業務

本集團採納香港財務申報準則第5號持作出售的非流動資產及已終止經營業務，導致確認已終止經營業務的會計政策改變。採納香港財務申報準則第5號前，本集團於本集團訂立具約束力的銷售協議或董事會批准及宣佈正式出售計劃兩者的較早日期確認已終止經營業務。香港財務申報準則第5號現時規定當符合持作出售之條件或本集團已將業務出售時，該業務則歸類為已終止。持有作出售指當業務賬面值主要透過銷售交易而非持續使用收回。由於香港財務申報準則第5號的規定較以前採用的會計政策嚴格，是項會計政策變動導致本集團於較後時段才確認已終止經營業務。

股份付款

於本年度，本集團採納香港財務申報準則第2號股份付款，該準則規定倘本集團以股份或股份權利購買貨物或取得服務（「股本結算交易」），或以其他等值資產換取指定數目股份或股份權利（「現金結算交易」），則須確認開支。香港財務申報準則第2號對本集團的主要影響是本集團須於歸屬期間支銷派發於本集團董事及僱員的購股權按購股權授出日期釐定的公平價值。採納香港財務申報準則第2號前，本集團於購股權獲行使前不會確認有關財務影響。根據有關過渡條文，本集團已就二零零二年十一月七日後授出而於二零零五年一月一日尚未歸屬的購股權追溯採納香港財務申報準則第2號，比較數字已重列。是項會計政策變動導致年內溢利淨額減少2,149,000港元（二零零四年：8,444,000港元）及於二零零五年一月一日之本集團保留溢利減少9,948,000港元（二零零四年一月一日：1,504,000港元）。

2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (Continued)

Non-Current Assets Held for Sale and Discontinued Operations

The Group has applied HKFRS 5 *Non-Current Assets Held for Sale and Discontinued Operations*, which has resulted in a change in accounting policy on the recognition of a discontinued operation. Prior to the application of HKFRS 5, the Group would have previously recognised a discontinued operation at the earlier of when the Group enters into a binding sale agreement and the board of directors have approved and announced a formal disposal plan. HKFRS 5 now requires an operation to be classified as discontinued when the criteria to be classified as held for sale have been met or the Group has disposed the operation. Held for sale is when the carrying amount of an operation will be recovered principally through a sale transaction and not through continuing use. The result of this change in accounting policy is that a discontinued operation is recognised at a later point than the previous accounting policy due to the recognition criteria being stricter under HKFRS 5.

Share-based Payment

In the current year, the Group has applied HKFRS 2 *Share-based Payment* which requires an expense to be recognised where the Group buys goods or obtains services in exchange for shares or rights over shares (“equity-settled transactions”), or in exchange for other assets equivalent in value to a given number of shares or rights over shares (“cash-settled transactions”). The principal impact of HKFRS 2 on the Group is in relation to the expensing of the fair value of share options granted to directors and employees of the Group, determined at the date of grant of the share options, over the vesting period. Prior to the application of HKFRS 2, the Group did not recognise the financial effect of these share options until they were exercised. In accordance with the relevant transitional provision, the Group has applied HKFRS 2 retrospectively to share options that were granted after 7th November, 2002 and had not yet vested on 1st January, 2005. Comparative figures have been restated. The change in policy has resulted in a decrease of HK\$2,149,000 in net profits in the current year (2004: HK\$8,444,000) and a decrease of HK\$9,948,000 in the Group’s retained profits at 1st January, 2005 (1st January, 2004: HK\$1,504,000).

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2. 採納香港財務申報準則／會計政策之變動 (續)

金融工具

於本年度，本集團採納香港會計準則第32號金融工具：披露及呈報及香港會計準則第39號金融工具：確認及計算。香港會計準則第32號規定追溯應用。香港會計準則第39號於二零零五年一月一日或之後開始的年度期間生效，一般不容許追溯確認、剔除確認或計算金融資產及負債。採納香港會計準則第32號及香港會計準則第39號產生的主要影響概述如下：

金融資產及金融負債分類及計算

對於香港會計準則第39號範疇內的金融資產及金融負債分類及計算，本集團採納香港會計準則第39號的相關過渡條文。

截至二零零四年十二月三十一日，本集團根據會計實務公告第24號的基準處理方式將股本證券投資分類及計算。根據會計實務公告第24號，股本證券的投資分類為「投資證券」並按成本扣除減值虧損(如有)計算。自二零零五年一月一日起，本集團根據香港會計準則第39號的規定將金融資產及金融負債(包括過往不在會計實務公告第24號範疇內的金融資產及負債)分類及計算。根據香港會計準則第39號，金融資產分類為「按公平價值計入溢利或虧損的金融資產」、「可供銷售金融資產」、「貸款及應收款項」或「持至到期金融資產」。根據香港會計準則第39號，金融負債分類為「按公平價值計入溢利或虧損的金融負債」或「按公平價值計入溢利或虧損的金融負債以外的金融負債(「其他金融負債」)」。由於採納香港會計準則第39號，本集團已將於二零零五年一月一日綜合資產負債表記錄的975,000港元「投資證券」重列為「可供銷售投資」。

2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (Continued)

Financial Instruments

In the current year, the Group has applied HKAS 32 *Financial Instruments: Disclosure and Presentation* and HKAS 39 *Financial Instruments: Recognition and Measurement*. HKAS 32 requires retrospective application. HKAS 39, which is effective for annual periods beginning on or after 1st January, 2005, generally does not permit the recognition, derecognition or measurement of financial assets and liabilities on a retrospective basis. The principal effects resulting from the implementation of HKAS 32 and HKAS 39 are summarised below:

Classification and measurement of financial assets and financial liabilities

The Group has applied the relevant transitional provisions in HKAS 39 with respect to the classification and measurement of financial assets and financial liabilities that are within the scope of HKAS 39.

By 31st December, 2004, the Group classified and measured its investments in equity securities in accordance with the benchmark treatment of Statement of Standard Accounting Practice 24 ("SSAP 24"). Under SSAP 24, investments in equity securities are classified as "investment securities" and are carried at cost less impairment losses (if any). From 1st January, 2005 onwards, the Group has classified and measured its financial assets and financial liabilities (including financial assets and liabilities previously outside the scope of the SSAP 24) in accordance with the requirements of HKAS 39. Financial assets under HKAS 39 are classified as "financial assets at fair value through profit or loss", "available-for-sale financial assets", "loans and receivables" or "held-to-maturity financial assets". Financial liabilities under HKAS 39 are classified as "financial liabilities at fair value through profit or loss" or "financial liabilities other than financial liabilities at fair value through profit or loss ("other financial liabilities)". As a result of the adoption of HKAS 39, the Group has redesignated "investment securities" recorded on the consolidated balance sheet at 1st January, 2005 amounting to HK\$975,000 as "available-for-sale investments".

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2. 採納香港財務申報準則／會計政策之變動 (續)

金融工具 (續)

衍生工具

自二零零五年一月一日起，香港會計準則第39號範圍內所有衍生工具均須按各結算日之公平價值列賬，而不論是否被視作持作買賣用途或指定為有效對沖工具。根據香港會計準則第39號，衍生工具(包括與非衍生主合同分開入賬之附帶衍生工具)均被視作持作買賣之金融資產或金融負債，除非有關衍生工具合資格且指定為有效對沖工具則作別論。就公平價值變動作出之相應調整，須視乎有關衍生工具是否指定為有效對沖工具，如屬有效對沖工具，則視乎所對沖項目的性質而定。就視為持作買賣之衍生工具而言，該等衍生工具公平價值之變動會於產生期間之溢利或虧損中確認。

金融資產及金融負債的對銷

根據香港會計準則第32號，對於根據香港會計準則第39號不符合剔除確認資格之已轉讓金融資產，本集團不得對銷已轉讓資產及相關負債。由於採納香港會計準則第32號及香港會計準則第39號，本集團應收票據288,845,000港元及過往已對銷之相同金額相關應付賬款已於二零零四年十二月三十一日重列。

2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

Derivatives

From 1st January, 2005 onwards, all derivatives that are within the scope of HKAS 39 are required to be carried at fair value at each balance sheet date regardless of whether they are deemed as held for trading or designated as effective hedging instruments. Under HKAS 39, derivatives (including embedded derivatives separately accounted for from the non-derivatives host contracts) are deemed as held-for-trading financial assets or financial liabilities, unless they qualify and are designated as effective hedging instruments. The corresponding adjustments on changes in fair values would depend on whether the derivatives are designated as effective hedging instruments, and if so, the nature of the item being hedged. For derivatives that are deemed as held for trading, changes in fair values of such derivatives are recognised in profit or loss for the period in which they arise.

Offsetting of financial assets and financial liabilities

In accordance with HKAS 32, in accounting for a transfer of a financial asset that does not qualify for derecognition under HKAS 39, the Group cannot offset the transferred asset and the associated liability. As a result of the adoption of HKAS 32 and HKAS 39, the Group's notes receivable of HK\$288,845,000 and the associated creditors of the same amount which were previously offset have been restated on 31st December, 2004.

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2. 採納香港財務申報準則／會計政策之變動 (續)

業主自用土地租賃權

過往年度，業主自用租賃土地及樓宇列入物業、廠房及設備，並按成本模式計算。本年度，本集團已採納香港會計準則第17號租賃。根據香港會計準則第17號，租賃土地及樓宇之土地及樓宇在租賃分類時分別衡量，惟租約款項不能可靠劃分歸屬於土地及樓宇則除外，於此情況下，整項租約一般被當作融資租約。倘能夠可靠劃分土地及樓宇之間的租約款項，則土地之租賃權益會重新分類為經營租約預付租約款項，按成本入賬並在租期以直線法攤銷。是項會計政策變動已追溯應用(財務影響見附註2A)。另一方面，倘無法可靠劃分土地及樓宇之間的租約款項，則土地之租賃權益仍會列作物業、廠房及設備。

2A. 會計政策變動影響概要

上述會計政策變動對年內及過往年度業績之影響如下：

2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (Continued)

Owner-Occupied Leasehold Interest in Land

In previous years, owner-occupied leasehold land and buildings were included in property, plant and equipment and measured using the cost model. In the current year, the Group has applied HKAS 17 Leases. Under HKAS 17, the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification, unless the lease payments cannot be allocated reliably between the land and buildings elements, in which case, the entire lease is generally treated as a finance lease. To the extent that the allocation of the lease payments between the land and buildings elements can be made reliably, the leasehold interests in land are reclassified to prepaid lease payments under operating leases, which are carried at cost and amortised over the lease term on a straight-line basis. This change in accounting policy has been applied retrospectively (see Note 2A for the financial impact). Alternatively, where the allocation between the land and buildings elements cannot be made reliably, the leasehold interests in land continue to be accounted for as property, plant and equipment.

2A. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES

The effects of the changes in the accounting policies described above on the results for the current and prior years are as follows:

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
行政開支增加	Increase in administrative expenses		
— 確認股份付款	— recognition of share-based		
開支	payments expense	(2,149)	(8,444)
商譽攤銷減少	Decrease in amortisation of goodwill	9,496	—
撥回收入的負商譽	Decrease in release of negative		
減少	goodwill to income	(52,050)	—
應佔一家聯營公司	Increase (decrease) in share of result		
業績增加(減少)	of an associate	666	(3,196)
稅項(增加)減少	(Increase) decrease in taxation	(666)	3,196
年內溢利減少總額	Total decrease in profit for the year	(44,703)	(8,444)

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2A. 會計政策變動影響概要 (續)

於二零零四年十二月三十一日及二零零五年一月一日採納新香港財務申報準則的累計影響概述如下：

2A. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (Continued)

The cumulative effects of the application of the new HKFRSs as at 31st December, 2004 and 1st January, 2005 are summarised below:

	於二零零四年 十二月三十一日 As at 31st December, 2004 千港元 HK\$'000 (原來列示) (originally stated)	調整 Adjustments 千港元 HK\$'000	於二零零四年 十二月三十一日 As at 31st December, 2004 千港元 HK\$'000 (重列) (restated)	調整 Adjustments 千港元 HK\$'000	於二零零五年 一月一日 As at 1st January, 2005 千港元 HK\$'000 (重列) (restated)
資產負債表項目	Balance sheet items				
香港會計準則第1號及 香港會計準則第17號的影響	Impact of HKAS 1 & HKAS 17				
固定資產	2,373,479	(2,373,479)	-	-	-
物業、廠房及設備	-	2,138,601	2,138,601	-	2,138,601
投資物業	-	51,791	51,791	-	51,791
土地使用權預付 租約款項， 包括：	Prepaid lease payments on land use rights included in:				
一非流動資產	-	178,412	178,412	-	178,412
一流動資產	-	4,675	4,675	-	4,675
香港會計準則第39號的影響	Impact of HKAS 39				
投資證券	975	-	975	(975)	-
可供銷售投資	-	-	-	975	975
香港財務申報準則第3號的影響	Impact of HKFRS 3				
負商譽	(151,811)	-	(151,811)	151,811	-
香港會計準則第32號及 香港會計準則第39號的影響	Impact of HKAS 32 & HKAS 39				
應收賬款、按金 及預付款項	583,444	288,845	872,289	-	872,289
應付賬款及 應計費用	(555,207)	(288,845)	(844,052)	-	(844,052)
對資產及負債的 影響總額	2,250,880	-	2,250,880	151,811	2,402,691
香港財務申報準則第2號及 香港財務申報準則第3號的影響	Impact of HKFRS 2 & HKFRS 3				
保留溢利	667,484	(9,948)	657,536	209,721	867,257
香港財務申報準則第2號的影響	Impact of HKFRS 2				
購股權儲備	-	9,948	9,948	-	9,948
香港財務申報準則第3號的影響	Impact of HKFRS 3				
商譽儲備	57,910	-	57,910	(57,910)	-
香港會計準則第1號的影響	Impact of HKAS 1				
少數股東權益	-	535,511	535,511	-	535,511
對股本的影響總額	725,394	535,511	1,260,905	151,811	1,412,716
香港會計準則第1號的影響	Impact of HKAS 1				
少數股東權益	535,511	(535,511)	-	-	-

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2A. 會計政策變動影響概要 (續)

於二零零四年一月一日採納新香港財務申報準則對本集團股本的影響概述如下：

2A. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (Continued)

The financial effects of the application of the new HKFRSs to the Group's equity on 1st January, 2004 are summarised below:

		原來列示 As originally stated 千港元 HK\$'000	調整 Adjustments 千港元 HK\$'000	重列 As restated 千港元 HK\$'000
保留溢利	Retained earnings	407,482	(1,504)	405,978
購股權儲備	Share options reserve			
— 確認股本結算 的股份	— recognition of equity-settled share-based payments expense	—	1,504	1,504
付款開支				
少數股東權益	Minority interests	—	396,901	396,901
對股本的影響總額	Total effects on equity	407,482	396,901	804,383

截至財務報表獲授權當日，會計師公會已頒佈多項未於截至二零零五年十二月三十一日止年內生效的修訂、新準則及詮釋。本集團並未於截至二零零五年十二月三十一日止年度提早採納該等修訂、新準則及詮釋。本公司董事預期採用該等準則或詮釋不會對本集團的財務報表構成重大影響。

Up to the date of authorisation of the financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31st December, 2005. The Group has not early applied these amendments, new standards and interpretations in the financial statements for the year ended 31st December, 2005. The directors of the Company anticipate that the application of these Standards or Interpretations will have no material impact on the financial statements of the Group.

3. 主要會計政策

綜合財務報表乃根據歷史成本基礎編製，除若干按重估金額或公平價值計算的物業及金融工具外，已在下列會計政策作出解釋。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis, except for certain properties and financial instruments, which are measured at revalued amounts or fair values, as explained in the accounting policies set out below.

綜合財務報表乃按照會計師公會頒佈的香港財務申報準則編製。此外，綜合財務報表亦包括香港聯合交易所有限公司的證券上市規則及公司法規定的相關披露。

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Companies Ordinance.

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3. 主要會計政策 (續)

綜合基準

綜合財務報表包括本公司及其附屬公司的財務報表。

於年內收購或出售附屬公司的業績乃自收購生效日期起或計至出售生效日期止(視適用情況而定)於綜合收入報表入賬。

如有需要，本集團會調整附屬公司的財務報表，使其會計政策與本集團其他成員公司所採用者一致。

本集團內公司間的所有重大交易、結餘及收支已於綜合賬目時對銷。

少數股東所佔的綜合附屬公司資產淨值與本集團的權益分開呈報。少數股東所佔的資產淨值包括該等權益於原業務合併日期的金額，以及自合併日期以來少數股東應佔權益的變動。少數股東所佔虧損超過少數股東所佔附屬公司權益的差額以本集團所佔權益扣減，除非少數股東有約定責任且可作出額外投資以彌補虧損則除外。

商譽

於二零零五年一月一日前收購所產生的商譽

協議訂立日期為二零零五年一月一日前之收購附屬公司所產生的商譽，指收購成本超出本集團於收購日應佔有關附屬公司之可識別資產公平價值的權益之差額。對於二零零一年一月一日後的收購所產生且於早前撥充資本的商譽，本集團已自二零零五年一月一日起終止攤銷商譽，有關商譽將最少每年檢測有否出現減值。

如上文附註2所述，所有二零零一年一月一日前的收購所產生且過往於商譽儲備確認的商譽，已於二零零五年一月一日轉撥至本集團保留溢利。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries.

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

Goodwill

Goodwill arising on acquisitions prior to 1st January, 2005

Goodwill arising on an acquisition of a subsidiary for which the agreement date is before 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary at the date of acquisition. For previously capitalised goodwill arising on acquisitions after 1st January, 2001, the Group has discontinued amortising such goodwill from 1st January, 2005 onwards and such goodwill will be tested for impairment at least annually.

As explained in Note 2 above, all goodwill arising on acquisitions prior to 1st January, 2001 previously recognised in goodwill reserve has been transferred to the Group's retained profits as at 1st January, 2005.

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3. 主要會計政策 (續)

商譽 (續)

於二零零五年一月一日或之後收購所產生的商譽

協議訂立日期為二零零五年一月一日或之後由收購附屬公司所產生的商譽，指收購成本超出本集團於收購日應佔有關附屬公司之可識別資產、負債及或然負債公平價值的權益之差額。有關商譽按成本減任何累計減值列賬。

收購附屬公司產生且撥充資本的商譽分開於綜合資產負債表呈列。

就減值測試而言，收購產生的商譽會分配至預期會從收購獲得協同效益的各個有關產生現金單位或組別。獲分配商譽的產生現金單位會每年或於單位出現減值跡象時進行減值測試。至於財政年度內收購產生的商譽，獲分配商譽的產生現金單位會於財政年度結束前進行減值測試。倘若產生現金單位的可收回金額少於單位的賬面值，則減值虧損會首先分配以削減單位獲分配的任何商譽的賬面值，其後按各項資產所佔單位的賬面值比例分配至單位的其他資產。商譽的減值虧損直接於綜合收入報表確認，惟不可於之後的期間撥回。

其後於出售附屬公司時，在釐定出售溢利或虧損時會計入撥充資本商譽的應佔款額。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill (Continued)

Goodwill arising on acquisitions on or after 1st January, 2005

Goodwill arising on an acquisition of a subsidiary for which the agreement date is on or after 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the consolidated balance sheet.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss for goodwill is recognised directly in the consolidated income statement and is not reversed in subsequent periods.

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

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3. 主要會計政策 (續)

收購者應佔被收購者的可識別資產、負債及或然負債賬面淨值權益超出成本的差額(「收購折讓」)

協議訂立日期為二零零五年一月一日或之後由收購附屬公司所產生的收購折讓，指被收購者可識別資產、負債及或然負債賬面淨值超出業務合併成本的差額。收購折讓於產生時即時在綜合收入報表中確認。

如上文附註2所述，已剔除確認於二零零五年一月一日的所有負商譽，並相應調整本集團保留溢利。

持作出售的非流動資產

倘非流動資產及出售組別的賬面值主要透過銷售交易而非持續使用收回，則歸類為持作出售。僅於相當可能銷售且資產(或出售組別)的現時狀態適合作即時出售時，方視作符合是項條件。

歸類為持作出售的非流動資產(及出售組別)按資產(或出售組別)過往賬面值或公平價值(以較低者為準)減出售成本計算。

確認收益

出售貨品於貨品付運及其擁有權轉移後入賬。

金融資產的利息收入按時間比例，以尚未償還本金額及適用利率計算。適用利率指將估計日後所得現金按金融資產估計可使用年期折讓至資產賬面淨值的利率。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Excess of an acquirer's interest in the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over cost ("discount on acquisitions")

A discount on acquisition arising on an acquisition of a subsidiary for which the agreement date is on or after 1st January, 2005 represents the excess of the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the business combination. Discount on acquisition is recognised immediately in consolidated income statement.

As explained in Note 2 above, all negative goodwill as at 1st January, 2005 has been derecognised with a corresponding adjustment to the Group's retained profits.

Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if the carrying amount will be recovered principally through a sale transaction and not through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition.

Non-current assets (and disposal groups) classified as held for sale are measured as lower of the assets' (or disposal groups') previously carrying amount and fair value less costs to sell.

Revenue recognition

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

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

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3. 主要會計政策 (續)

於聯營公司的投資

聯營公司的業績、資產及負債採用權益會計法納入該等財務報表。根據權益法，於聯營公司的投資按成本調整本集團於收購後所佔聯營公司的損益及股本變動，並扣除任何減值虧損計入綜合資產負債表。

集團公司與集團聯營公司進行交易時，溢利及虧損以本集團於有關聯營公司所佔權益為限予以抵銷。

物業、廠房及設備

物業、廠房及設備乃按成本值或估值減折舊、攤銷及累計減值虧損列賬。

本集團若干租賃物業於一九九四年三月三十一日重新估值。本集團已採納香港會計準則第16號物業、廠房及設備第80A段有關毋須定期對本集團的租賃物業進行重估的過渡性豁免規定，因此，將不會對該等租賃物業作進一步重估。重估該等租賃物業所產生的盈餘已計入其他物業重估儲備。當就該等租賃物業確認任何日後減值虧損，而虧損金額超過該個別物業以往重估的其他物業重估儲備所持盈餘(如有)時，則有關超出金額將自綜合收入報表扣除。於其後出售該等租賃物業時，於以往年度並未轉撥至保留溢利的所佔重估盈餘將轉撥至保留溢利。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in associates

The results and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the profit or loss and of changes in equity of the associate, less any identified impairment loss.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

Property, plant and equipment

Property, plant and equipment are stated at cost or valuation less accumulated depreciation and accumulated impairment losses.

Certain of the Group's leasehold properties were revalued at 31st March, 1994. The Group has adopted the transitional relief provided by paragraph 80A of HKAS 16 *Property, Plant and Equipment* from the requirement to make regular revaluations of the Group's leasehold properties and, accordingly, no further revaluation of these leasehold properties will be carried out. The surplus arising on revaluation of these leasehold properties was credited to other properties revaluation reserve. Any future impairment losses recognised in respect of these leasehold properties will be charged to the consolidated income statement to the extent that it exceeds the surplus, if any, held in other properties revaluation reserve relating to previous revaluations of the particular property. On subsequent disposal of such leasehold properties, the corresponding revaluation surplus remaining in the other properties revaluation reserve is transferred to retained profits.

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3. 主要會計政策 (續)

物業、廠房及設備 (續)

資產(在建工程除外)的成本值或估值，乃按其估計可使用年期與計及其估計剩餘價值(如適用)按以下各項計算折舊以直線法撇銷：

租賃物業	25至40年或按有關租約年期(以較短者為準)
傢俬及裝備	5至13年
機器及設備	5至13年
汽車	3½至5年

在建工程於有關工程完工後方會計提折舊，而建築成本則會轉撥至適當資產類別。

物業、廠房及設備項目乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時剔除確認。於剔除確認該資產時產生之任何收益或虧損(以出售所得款項淨額與有關項目賬面值之差額計算)，計入於剔除確認該項目之年度的綜合收入報表。

投資物業

投資物業指持有以賺取租金之物業，按成本減累計折舊及任何累計減值虧損列賬。折舊乃按剩餘租賃年期以直線法撇銷投資物業成本。

技術知識

計入收購技術知識資產的成本會撥充資本並按其估計可使用年期以直線法攤銷。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

Depreciation is provided to write off the cost or valuation of items of assets, other than construction in progress, over their estimated useful lives and after taking into account their estimated residual values, where appropriate, using the straight line method, as follows:

Leasehold properties	25 to 40 years or over the relevant lease terms, if shorter
Furniture and fixtures	5-13 years
Machinery and equipment	5-13 years
Motor vehicles	3½-5 years

No depreciation is provided on construction in progress until such time when construction work is completed and the costs of construction are transferred to the appropriate category of assets.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.

Investment properties

Investment properties, which are properties held to earn rentals, is stated at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is provided to write off the cost of investment properties using the straight-line method over the remaining terms of the leases.

Technical know-how

Costs incurred in the acquisition of technical know-how assets are capitalised and amortised on a straight line basis over their estimated useful lives.

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3. 主要會計政策 (續)

借貸成本

收購、建設或生產合資格資產所直接產生的借貸成本乃撥充資本作為該等資產的部分成本。當資產已大致可作其擬定用途或銷售時，則不再將借貸成本撥充資本。個別借貸在未用作合資格資產的開支前進行之短期投資所賺取的投資收入，將從撥充資本的借貸成本扣除。

所有其他借貸成本於產生期間確認為開支。

有形及無形資產的減值 (商譽除外)

於每個結算日，本集團會檢討其有形資產及無形資產的賬面值，以確認是否有任何跡象顯示此等資產已出現減值虧損。倘資產的可收回金額估計低於其賬面值，則此等資產的賬面值將調低至其可收回金額。減值虧損隨即在綜合收入報表確認為開支，除非有關資產根據另一項香港財務申報準則以重估值列賬，則有關減值虧損將根據該香港財務申報準則視為重估減少。

倘其後撥回減值虧損，則資產的賬面值將增加至其經修訂估計可收回金額，惟所增加的賬面值不得超過以往年假設資產並無確認減值虧損而釐定的賬面值。減值虧損撥回隨即在綜合收入報表確認，除非有關資產根據另一項香港財務申報準則以重估值列賬，則有關減值虧損的撥回將根據該另一項香港財務申報準則視為重估增加。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

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

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Impairment of tangible and intangible assets excluding goodwill

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised immediately in the consolidated income statement, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the consolidated income statement, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as a revaluation increase under that other HKFRS.

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3. 主要會計政策 (續)

存貨

存貨以成本值及可變現淨值兩者的較低者入賬。成本值以加權平均成本法計算。可變現淨值為於日常業務的估計售價減銷售所需估計成本。

土地使用權預付租約款項

土地使用權預付租約款項按成本扣除其後的累計攤銷或任何累計減值虧損後入賬。土地使用權預付租約款項的成本相關土地使用或相關公司的經營期(以較短者為準)以直線法攤銷。

金融工具

如本集團公司參與訂立有關工具的合約，則有關金融資產及金融負債在綜合資產負債表確認入賬。金融資產及金融負債初步以公平價值計算。首次確認時，收購或發行金融資產及金融負債產生的直接交易成本(按公平價值計入溢利或虧損的金融資產及金融負債除外)將視乎情況加入或扣除金融資產或金融負債的公平價值。收購按公平價值計入溢利或虧損的金融資產或金融負債產生的直接交易成本即時在溢利或虧損中確認。

金融資產

金融資產歸類為下列其中一項，包括按公平價值計入溢利或虧損的金融資產、貸款及應收款項、可供銷售金融資產或持至到期金融資產。所有定期的金融資產買賣於交易日確認或剔除確認。本集團的金融資產包括貸款及應收款項和可供銷售金融資產。本集團金融資產所採納的會計政策載列如下。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted-average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

Prepaid lease payments on land use rights

Prepaid lease payments on land use rights are stated at cost less subsequent accumulated amortisation and any accumulated impairment losses. The costs of prepaid lease payments on land use rights are amortised on a straight-line basis over the shorter of the relevant land use right or the operation period of the relevant company.

Financial Instruments

Financial assets and financial liabilities are recognised on the consolidated balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

Financial assets are classified into one of the following categories, including financial assets at fair value through profit or loss, loans and receivables, available-for-sale financial assets and held-to-maturity financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. The Group's financial assets comprise of loans and receivables and available-for-sale financial assets. The accounting policies adopted in respect of the Group's financial assets are set out below.

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3. 主要會計政策 (續)

金融資產 (續)

貸款及應收款項

貸款及應收款項為有指定或可釐定付款而並無活躍市場報價的非衍生金融資產。於首次確認後的每個結算日，貸款及應收款項按實際利息法計算已攤銷成本再減去任何可識別減值虧損入賬。當有客觀證據顯示資產已減值，減值虧損於溢利或虧損中確認，有關數額即資產賬面值與按原實際利率折現的估計日後現金流量現值的差額。當資產之可收回數額增加在客觀而言與確認減值後所發生的事件有關，減值虧損會於其後期間撥回，惟資產在撥回減值當日之賬面值不得超過如無確認減值所應有的已攤銷成本。

可供銷售金融資產

可供銷售金融資產指已定為可供銷售或不歸屬任何其他類別的非衍生工具。於首次確認後的每個結算日，可供銷售金融資產按公平價值計算入賬。公平價值的變動於權益確認，直至金融資產出售或釐定有所減值，屆時早前於權益確認的累計收益或虧損會自權益剔除，並於溢利或虧損中確認。可供銷售金融資產的任何減值虧損於溢利或虧損中確認，且將不會於以後期間從溢利或虧損撥回。對於可供銷售的債務投資，倘投資公平值的增加在客觀而言與確認減值虧損後發生的事項有關，則有關之減值虧損會於其後撥回。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories. At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss. Any impairment losses on available-for-sale financial assets are recognised in profit or loss. Impairment losses on available-for-sale equity investments will not reverse to profit or loss in subsequent periods. For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

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3. 主要會計政策 (續)

金融資產 (續)

可供銷售的金融資產 (續)

對於並無活躍市場報價的可供銷售股本資產投資，其公平價值無法可靠計算，以及與該等無報價股本工具有關並須以交付該等無報價股本工具結算之衍生工具，均於首次確認後每個結算日按成本減任何已識別減值虧損計算。當有客觀證據證明該資產出現減值，則減值虧損於溢利或虧損中確認。減值虧損金額即資產賬面值與按同類金融資產現行市場回報率貼現的估計日後現金流量現值的差額。該等減值虧損不會於其後期間撥回。

金融負債

金融負債一般分類為按公平價值計入溢利或虧損的金融負債或其他金融負債。本集團金融負債包括其他金融負債。其他金融負債所採納的會計政策載列如下。

其他金融負債

其他金融負債包括借貸、應付賬款及應計費用以及應付聯營公司／少數股東款項，其後採用實際利率法按已攤銷成本計算。

衍生工具

不合資格作會計對沖的衍生工具視為持作買賣的金融資產或負債。該等衍生工具公平價值之變動直接於溢利或虧損中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

Available-for-sale financial assets (Continued)

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired. The amount of the impairment loss is measured as the difference between the carrying amount of the asset and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses will not reverse in subsequent periods.

Financial liabilities

Financial liabilities are generally classified into financial liabilities at fair value through profit or loss and other financial liabilities. The Group's financial liabilities comprise of other financial liabilities. The accounting policies adopted in respect of other financial liabilities are set out below.

Other financial liabilities

Other financial liabilities including borrowings, creditors and accrued charges and amounts due to an associate/minority shareholders are subsequently measured at amortised cost, using the effective interest rate method.

Derivatives

Derivatives that do not qualify for hedge accounting are deemed as financial assets held for trading or financial liabilities held for trading. Changes in fair values of such derivatives are recognised directly in profit or loss.

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3. 主要會計政策 (續)

剔除確認

如應收資產現金流量之權利屆滿，或金融資產已轉讓而本集團已轉讓該項金融資產擁有權之絕大部分風險及回報時，則有關資產會剔除確認。於剔除確認金融資產時，該項資產賬面值與已收代價及於股本直接確認的累計收益或虧損總和之差額會於溢利或虧損中確認。

如有關合約所訂明責任獲解除、註銷或屆滿時，則金融負債會自本集團綜合資產負債表剔除。已剔除確認之金融負債的賬面值與已收或應收代價間差額於溢利或虧損中確認。

政府補助金

政府補助金確認為與有關成本相符期間的收入。有關可折舊資產的補助金列作遞延收入，並按資產的可使用年期轉撥至收入。有關開支項目的補助金於扣除有關開支的期間在綜合收入報表內確認，並分開呈報為其他經營收入。

撥備

倘本集團現時就過去事件承擔責任，且本集團有可能須履行責任時，則須確認撥備。撥備為董事於結算日對履行現有責任所需開支之最佳估計，倘折現的影響重大，則折現為現值。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

For financial liabilities, they are removed from the Group's consolidated balance sheet (i.e. when the obligation specified in the relevant contract is discharged, cancelled or expires). The difference between the carrying amount of the financial liability derecognised and the consideration received or receivable is recognised in profit or loss.

Government grants

Government grants are recognised as income over the periods necessary to match them with the related costs. Grants related to depreciable assets are presented as deferred income and are released to income over the useful lives of the assets. Grants related to expense items are recognised in the same period as those expenses are charged in the consolidated income statement and are reported separately as other operating income.

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material.

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3. 主要會計政策 (續)

租約

凡租約條款規定將擁有權的絕大部份風險及回報撥歸承租人之租約均列作融資租約。所有其他租約則列作經營租約。

倘本集團為出租人，則經營租約的租金收入按相關租約年期以直線法於溢利或虧損中確認。

倘本集團為承租人，則經營租約的租金開支按相關租約年期以直線法於溢利或虧損中扣除。作為訂立經營租約優惠的已收或應收利益按相關租約年期以直線法確認為租金開支減少。

外幣

在中國內地的附屬公司功能貨幣（即公司營運所在地主要經濟環境的貨幣）為人民幣。綜合財務報表以港元列值，而港元為本公司的功能及呈報貨幣。

於編製各個別集團公司的財務報表時，以該公司功能貨幣以外的貨幣（外幣）進行之交易均按交易日期的適用匯率換算為功能貨幣記賬。於各結算日，以外幣為計值的貨幣項目均按結算日的適用匯率重新換算。按公平價值以外幣計值的非貨幣項目則按釐定公平價值當日的適用匯率重新換算。按外幣過往成本計算的非貨幣項目毋須重新換算。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Where the Group is the lessor, rental income from operating leases is recognised in profit or loss on a straight-line basis over the relevant lease term.

Where the Group is the lessee, rental expense under operating leases is charged to profit or loss on a straight-line basis over the relevant lease term. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

Foreign currencies

The functional currency (i.e. the currency of the primary economic environment in which the entity operates) of subsidiaries in the Mainland China is Renminbi. The consolidated financial statements are presented in the currency of Hong Kong dollars, which is the functional and presentation currency of the Company.

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in its functional currency at the rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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3. 主要會計政策 (續)

外幣 (續)

於結算及換算貨幣項目時產生的匯兌差額均於彼等產生期間內於溢利或虧損中確認。重新換算按公平價值列賬非貨幣項目所產生的匯兌差額於期內計入溢利或虧損，惟換算直接於股本內確認盈虧之非貨幣項目產生之差額除外，在此情況下，匯兌差額亦直接於權益內確認。

對於呈列綜合財務報表，本集團海外經營業務的資產及負債乃按結算日適用匯率換算為本公司呈報貨幣，而其收入及支出按該年度平均匯率換算。所產生之匯兌差額(如有)確認作為股本的獨立部分(匯兌儲備)。上述匯兌差額於海外業務出售期間在溢利或虧損中確認。

於二零零五年一月一日或之後收購海外業務所產生的收購可識別資產的商譽及公平價值調整視為該海外業務的資產及負債，並按結算日適用匯率換算。所產生的匯兌差額確認於匯兌儲備。

如上文附註2所述，二零零五年一月一日前收購海外業務產生的商譽視為收購者的非貨幣外幣項目，按收購日當時的歷史匯率呈報。

退休福利成本

自綜合收入報表扣除的退休福利成本乃指本集團於本年度就退休福利計劃應付的供款。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Company at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised as a separate component of equity (the translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1st January, 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the balance sheet date. Exchange differences arising are recognised in the translation reserve.

As mentioned in Note 2, goodwill arising on acquisitions of foreign operations prior to 1st January, 2005 is treated as non-monetary foreign currency items of the acquirer and reported using the historical exchange rate prevailing at the date of the acquisition.

Retirement benefits costs

The retirement benefit costs charged in the consolidated income statement represent the contributions payable in respect of the current year to the Group's retirement benefits schemes.

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

3. 主要會計政策 (續)

稅項

所得稅開支指即期稅項與遞延稅項的總和。

即期稅項按年內應課稅溢利計算。應課稅溢利不包括其他年度的應課稅或可扣稅收支項目，亦不包括毋須課稅或不可扣稅綜合收入報表項目，因而與綜合收入報表所呈報的溢利淨額有所不同。本集團負債的即期稅項乃按在結算日已頒佈或實質頒佈的稅率計算。

遞延稅項乃指綜合財務報表內資產及負債賬面值與計算應課稅溢利時採用的相應稅基兩者間的差額，採用資產負債表負債法確認入賬。遞延稅項負債一般就所有應課稅暫時差異確認入賬，而遞延稅項資產則於可能有應課稅溢利可用於對銷可扣稅暫時差異時確認入賬。如暫時差異乃因商譽或在一項不會對應課稅溢利及會計溢利造成影響的交易中初步確認(業務合併除外)其他資產及負債而產生，則此類資產及負債將不會確認入賬。

遞延稅項負債乃就於附屬公司及聯營公司的投資所產生的應課稅暫時差異確認入賬，惟倘本集團能夠控制暫時差異的撥回及暫時差異於可見將來可能不會撥回則除外。

遞延稅項資產的賬面值於各結算日均會進行審閱，如不再可能有足夠應課稅溢利可用於抵免全部或部分相關資產，則會予以撇減。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes consolidated income statement items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

3. 主要會計政策 (續)

稅項 (續)

遞延稅項乃按預期將於負債獲償付或資產變現期間適用的稅率計算。遞延稅項均扣除或計入綜合收入報表，惟倘遞延稅項與直接扣除或計入權益的項目有關，則亦將在權益中處理。

股本付款交易

對於授予本集團合資格參與者的購股權，獲提供服務的公平價值乃參考所授購股權於授出日期的公平價值釐定，在歸屬期以直線法確認為開支，如所授購股權即時歸屬則於授出日期全數列為開支，股本(購股權儲備)則相應增加。

如購股權被沒收或截至屆滿日期尚未行使，則早前於購股權儲備確認的數額將轉撥為保留溢利。

4. 主要會計判斷及估計不明朗因素的主要來源

在採用附註3所述本集團的會計政策時，本集團作出下列對財務報表確認數額有重大影響的判斷。

本集團編製會計估計時作出有關未來的估計及假設，而所得的會計估計未必等於實際業績。下文論述或有重大風險導致調整下一財政年度的資產及負債賬面值的主要估計及假設。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the consolidated income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Equity share-based payment transactions

For share options granted to eligible participants of the Group, fair value of services received are determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period/expensed in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share option reserve).

When the share options are forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies, which are described in Note 3, the Group has made the following judgments that have significant effect on the amounts recognised in the financial statements.

The Group makes estimates and assumptions concerning the future in preparing accounting estimates. The resulting accounting estimates may not equal to the actual results. The key estimates and assumptions that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed as below.

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

4. 主要會計判斷及估計不明朗因素的主要來源 (續)

商譽減值

根據香港會計報告準則第36號資產減值，本集團透過將可收回數額與二零零五年十二月三十一日的賬面值比較以完成年度商譽減值測試。估值採用根據適當貼現率計算的財務估計所得的現金流量預測而進行。商譽減值測試詳情於附註18披露。

物業、廠房及設備減值

本集團每年根據相關會計政策評估物業、廠房及設備有否出現任何減值。物業、廠房及設備的可收回數額根據使用價值釐定。該等計算及估值要求對日後經營性現金流量及所採用的貼現率作出判斷及估計。

呆賬撥備

本集團根據對貿易及其他應收賬款可收回程度的評估作出呆賬撥備。倘出現事件或情況變動顯示結餘可能無法收回，則會就貿易及其他應收賬款作出撥備。呆賬的確定須使用判斷及估計。倘貿易及其他應收賬款可收回程度的預期與原估計不符，有關差異將影響估計改變期間的貿易及其他應收賬款的賬面值及呆賬開支。

存貨撥備

本集團根據存貨可變現淨值的估計作出存貨撥備。倘出現事件或情況變動顯示可變現淨值低於存貨成本，則會對存貨作出撥備。陳舊存貨的確定要求對存貨狀況及有效性作出判斷及估計。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment of goodwill

In accordance with HKAS 36 *Impairment of Assets*, the Group completed its annual impairment test for goodwill by comparing the recoverable amount to the carrying amount as at 31st December, 2005. The valuation uses cash flow projections based on financial estimates using an appropriate discount rate. Details of the impairment test for goodwill are disclosed in Note 18.

Impairment of property, plant and equipment

The Group assesses annually whether property, plant and equipment have any indication of impairment, in accordance with the relevant accounting policies. The recoverable amounts of property, plant and equipment have been determined based on value in use calculations. These calculations and valuations require the use of judgment and estimates on future operating cash flows and discount rates adopted.

Allowance of doubtful debts

The Group makes allowance for doubtful debts based on an assessment of the recoverability of trade and other receivables. Allowances are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgment and estimates. Where the expectation on the recoverability of trade and other receivables is different from the original estimate, such difference will impact the carrying value of trade and other receivables and doubtful debts expenses in the periods in which such estimate has been changed.

Allowance of inventories

The Group makes allowance for inventories based on an assessment of the net realisable value of inventories. Allowances are applied to inventories where events or changes in circumstances indicate that the net realisable value is lower than the cost of inventories. The identification of obsolete inventories requires the use of judgment and estimates on the conditions and usefulness of the inventories.

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

5. 財務風險管理目標及政策

本集團的主要金融工具包括借貸、貿易應收賬款、銀行結存及現金與貿易應付賬款。該等金融工具的詳情於相關附註披露。該等金融工具相關的風險及如何減低該等風險的政策載於下文。本集團管理及監察該等風險，確保能按時及有效採取相應措施。

外匯風險

本集團主要於中國內地經營。本集團大部分資產及負債均以港元及人民幣列值，而部分應付賬款以日圓及美元計算。本集團並不預期會有任何重大外匯波動風險。

信貸風險

倘交易對手未能履行有關各類已確認金融資產的責任，則本公司的信貸風險將以綜合資產負債表所列的該等資產賬面值為限。為減低信貸風險，本集團已有政策以釐定信貸限額、批核信貸額及其他監管程序，以確保能跟進追討有關逾期債務的事宜。此外，本集團會於各結算日檢討各項個別貿易債務的可收回金額，以確保就不可收回款項作出足夠減值虧損。就此，本公司董事認為，本集團之信貸風險已大幅減少。

現金流量及公平值利率風險

現金流量利率風險為金融工具的現金流量因市場利率改變而波動的風險。公平值利率風險為金融工具的公平值因市場利率改變而波動的風險。本集團的利率風險主要關於本集團的借貸承擔。本集團的庫務政策負責監察及管理利率波動的風險。

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include borrowings, trade debtors, bank balances and cash and trade creditors. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Foreign currency risk

The Group operates mainly in the Mainland China. Most of the Group's assets and liabilities are denominated in Hong Kong dollars and Renminbi with some creditors denominated in Japanese Yen and US dollars. The Group does not expect any significant exposure to foreign exchange fluctuations.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet. In order to minimise the credit risk, the Group has policies in place for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Group considers that the credit risk is significantly reduced.

Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that the cash flows of the financial instruments will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of the financial instruments will fluctuate because of changes in market interest rates. The Group's interest rate risk relates primarily to the Group's borrowing obligations. The Group's treasury policy is in place to monitor to manage its exposure to fluctuation in interest rates.

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

6. 業務及地區分類

業務分類

為方便管理，本集團經營業務目前劃分為兩大類：半導體及壓縮機。此等業務乃本集團呈報其主要分類資料的基準。

主要業務如下：

半導體 — 設計，製造及封裝消費類集成電路及特別半導體器件。

壓縮機 — 製造空調壓縮機。

本集團亦參與製造及銷售辦公室傢具，已於二零零五年十二月三十日終止經營業務（見附註10）。

6. BUSINESS AND GEOGRAPHICAL SEGMENTS

Business segments

For management purposes, the Group is currently organised into two operating divisions – semiconductor and compressor. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

Semiconductor — design, fabrication and packaging of consumer integrated circuits and special semiconductor devices

Compressor — manufacture of compressor for air-conditioners

The Group was also involved in the manufacture and distribution of office furniture. The operation was discontinued on 30th December, 2005 (see Note 10).

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

6. 業務及地區分類 (續)

業務分類 (續)

截至二零零五年十二月三十一日
止年度

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Business segments (Continued)

For the year ended 31st December, 2005

		持續經營業務		已終止經營業務		
		Continuing operations		Discontinued operation		
		半導體	壓縮機	合計	辦公室傢具	綜合
		Semiconductor	Compressor	Total	Office furniture	Consolidated
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
營業額	Turnover					
外銷	External sales	1,430,147	1,433,085	2,863,232	201,215	3,064,447
業績	Result					
分類業績	Segment results	153,277	276,890	430,167	19,709	449,876
未分配公司(開支)	Unallocated corporate					
收入	(expenses) income			(22,125)	933	(21,192)
經營溢利	Profit from operations			408,042	20,642	428,684
財務成本	Finance costs			(51,038)	–	(51,038)
應佔一家聯營公司業績	Share of result of an associate	(12,541)	–	(12,541)	–	(12,541)
視作出售一家	Loss on deemed disposal					
聯營公司的虧損	of an associate	(2,826)	–	(2,826)	–	(2,826)
出售已終止經營業務	Gain on disposal of					
收益	discontinued operation			–	74,295	74,295
除稅前溢利	Profit before taxation			341,637	94,937	436,574
稅項	Taxation			(30,371)	(2,104)	(32,475)
年內溢利	Profit for the year			311,266	92,833	404,099

於截至二零零五年十二月三十一日
止年度並無分類間銷售。

There were no inter-segment sales during the year ended
31st December, 2005.

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

6. 業務及地區分類 (續)

業務分類 (續)

於二零零五年十二月三十一日

資產負債表

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Business segments (Continued)

At 31st December, 2005

Balance sheet

		持續經營業務 Continuing operations		
		半導體 Semiconductor	壓縮機 Compressor	綜合 Consolidated
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
資產	ASSETS			
分類資產	Segment assets	2,647,124	2,430,446	5,077,570
於一家聯營公司的權益	Interest in an associate	289,380	—	289,380
未分配公司資產	Unallocated corporate assets			204,485
綜合資產總值	Consolidated total assets			5,571,435
負債	LIABILITIES			
分類負債	Segment liabilities	741,320	423,670	1,164,990
未分配公司負債	Unallocated corporate liabilities			1,382,657
綜合負債總值	Consolidated total liabilities			2,547,647

截至二零零五年十二月三十一日
止年度

For the year ended 31st December, 2005

其他資料

Other information

		持續經營業務 Continuing operations				已終止經營業務 Discontinued operation	
		半導體 Semiconductor	壓縮機 Compressor	其他 Others	合計 Total	辦公室傢具 Office furniture	綜合 Consolidated
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
資本開支	Capital expenditure	333,848	293,252	220	627,320	2,660	629,980
折舊及攤銷	Depreciation and amortisation	200,125	102,905	918	303,948	4,422	308,370

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

6. 業務及地區分類 (續)

業務分類 (續)

截至二零零四年十二月三十一日
止年度 (重列)

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Business segments (Continued)

For the year ended 31st December, 2004 (restated)

		持續經營業務 Continuing operations			已終止經營業務 Discontinued operation	
		半導體 Semiconductor 千港元 HK\$'000	壓縮機 Compressor 千港元 HK\$'000	合計 Total 千港元 HK\$'000	辦公室傢具 Office furniture 千港元 HK\$'000	綜合 Consolidated 千港元 HK\$'000
營業額	Turnover					
外銷	External sales	1,295,331	1,191,876	2,487,207	185,636	2,672,843
業績	Result					
分類業績	Segment results	166,818	229,988	396,806	22,606	419,412
未分配公司(開支) 收入	Unallocated corporate (expenses) income			(29,751)	956	(28,795)
經營溢利	Profit from operations			367,055	23,562	390,617
財務成本	Finance costs			(23,965)	–	(23,965)
應佔一家聯營公司業績	Share of result of an associate	21,045	–	21,045	–	21,045
視作出售一家 聯營公司的收益	Gain on deemed disposal of an associate	27,991	–	27,991	–	27,991
除稅前溢利	Profit before taxation			392,126	23,562	415,688
稅項	Taxation			(27,421)	(3,235)	(30,656)
年內溢利	Profit for the year			364,705	20,327	385,032

於截至二零零四年十二月三十一
日止年度並無分類間銷售。

There were no inter-segment sales during the year ended
31st December, 2004.

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

6. 業務及地區分類 (續)

業務分類 (續)

於二零零四年十二月三十一日
(重列)

資產負債表

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Business segments (Continued)

At 31st December, 2004 (restated)

Balance sheet

		持續經營業務 Continuing operations			已終止 經營業務 Discontinued operation	綜合 Consolidated
		半導體 Semiconductor 千港元 HK\$'000	壓縮機 Compressor 千港元 HK\$'000	合計 Total 千港元 HK\$'000	辦公室傢具 Office furniture 千港元 HK\$'000	
資產	ASSETS					
分類資產	Segment assets	2,302,740	2,122,258	4,424,998	143,621	4,568,619
於一家聯營公司的權益	Interest in an associate	297,916	–	297,916	–	297,916
未分配公司資產	Unallocated corporate assets					32,916
綜合資產總值	Consolidated total assets					4,899,451
負債	LIABILITIES					
分類負債	Segment liabilities	643,787	343,358	987,145	40,276	1,027,421
未分配公司負債	Unallocated corporate liabilities					1,388,867
綜合負債總值	Consolidated total liabilities					2,416,288

截至二零零四年十二月三十一日
止年度 (重列)

For the year ended 31st December, 2004 (restated)

其他資料

Other information

		持續經營業務 Continuing operations				已終止 經營業務 Discontinued operation	
		半導體 Semiconductor 千港元 HK\$'000	壓縮機 Compressor 千港元 HK\$'000	其他 Others 千港元 HK\$'000	合計 Total 千港元 HK\$'000	辦公室傢具 Office furniture 千港元 HK\$'000	綜合 Consolidated 千港元 HK\$'000
資本開支	Capital expenditure	534,122	253,290	73	787,485	2,475	789,960
折舊及攤銷	Depreciation and amortisation	161,059	91,332	1,145	253,536	5,418	258,954
商譽攤銷	Amortisation of goodwill	1,493	8,003	—	9,496	—	9,496
負商譽撥回	Release of negative goodwill	56,988	—	—	56,988	—	56,988

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綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

6. 業務及地區分類 (續)

地區分類

本集團業務位於中國內地及香港。

本集團的半導體於中國內地及香港銷售。壓縮機則於中國內地銷售。

下表顯示本集團按地區市場劃分的持續經營業務銷售額分析：

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
中國內地	Mainland China	2,483,576	2,105,522
香港	Hong Kong	181,682	190,221
其他	Others	197,974	191,464
		2,863,232	2,487,207

本集團來自已終止經營辦公室傢具業務的營業額主要源自中國內地(二零零五年：201,215,000港元，二零零四年：185,636,000港元)。

以下為分類資產賬面值以及物業、廠房及設備與技術知識的添置按資產所在地區劃分的分析：

6. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

Geographical segments

The Group's operations are located in the Mainland China and Hong Kong.

The Group's sales of semiconductors are carried out in the Mainland China and Hong Kong. Sales of compressor are carried out in the Mainland China.

The following table provides an analysis of the Group's sales from continuing operations by geographical market:

Turnover from the Group's discontinued office furniture operation was derived principally from the Mainland China (2005: HK\$201,215,000, 2004: HK\$185,636,000).

The following is an analysis of the carrying amount of segment assets, and additions to property, plant and equipment and technical know-how analysed by the geographical area in which the assets are located:

		分類資產的賬面值 Carrying amount of segment assets		物業、廠房及設備與 技術知識的添置 Additions to property, plant and equipment and technical know-how	
		於十二月三十一日 At 31st December,		截至十二月三十一日止年度 For the year ended 31st December,	
		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000 (重列) (restated)	二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000 (重列) (restated)
中國內地	Mainland China	5,011,847	4,664,079	602,093	781,265
香港	Hong Kong	559,588	235,372	27,887	8,695
		5,571,435	4,899,451	629,980	789,960

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

7. 其他經營收入

7. OTHER OPERATING INCOME

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
已計入其他經營收入：	Included in other operating income are:		
銀行存款利息收入	Interest on bank deposits	4,862	5,408
中國內地政府的政府補助金	Government grants from the Mainland China government	2,956	12,147
應計利息開支撥回	Write back of accrued interest expenses	23,797	13,307
撥備撥回(附註28)	Write back of provisions (Note 28)	19,662	—
應付賬款及 應計費用撥回	Write back of creditors and accrued charges	7,764	1,006
呆賬撥備撥回	Reversal of allowance for doubtful debts	16,028	—
投資物業的租金收入	Rental income from investment properties	10,936	9,289
機器及設備的 租金收入	Rental income from machinery and equipment	1,367	454
增值稅退稅	Value-added tax refund	2,872	1,938
根據有關司法權區將 附屬公司所得溢利 分派再作投資的退稅	Tax refund for re-investing profit distribution from subsidiaries in accordance with relevant jurisdiction	—	1,928

8. 財務成本

8. FINANCE COSTS

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
須於五年內悉數償還的銀行 借貸及其他貸款的利息	Interest on bank borrowings and other loans wholly repayable within five years	51,038	23,965

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

9. 稅項

9. TAXATION

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000 (重列) (restated)
稅項支出(減免)包括： The tax charge (credit) comprises:			
即期稅項	Current tax		
香港	Hong Kong	(622)	170
中國內地	Mainland China	36,282	31,420
		35,660	31,590
遞延稅項(附註33)	Deferred tax (Note 33)	(3,185)	(934)
		32,475	30,656

年內，香港利得稅乃根據估計應課稅溢利按稅率17.5%(二零零四年：17.5%)計算。

香港以外地區的利得稅乃按各司法權區當時適用稅率計算。

根據中國內地有關稅法及稅規，中國內地若干附屬公司在扣除轉入的稅項虧損後由首個獲利年度起計兩年期間可獲豁免繳納中國企業所得稅，並於其後三年可獲減免50%中國企業所得稅。

Hong Kong Profits Tax is calculated at 17.5% (2004: 17.5%) on the estimated assessable profit for the year.

Profits tax outside Hong Kong is calculated at the rates prevailing in the respective jurisdictions.

In accordance with the relevant tax laws and regulations of the Mainland China, certain Mainland China subsidiaries are exempted from Mainland China Enterprise Income Tax for two years starting from the first profit making year after utilisation of the brought forward tax losses and eligible for a 50% relief of Mainland China Enterprise Income Tax for the following three years.

Notes To The Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

9. 稅項 (續)

年內稅項開支可與除稅前溢利對賬如下：

9. TAXATION (Continued)

The tax charge for the year can be reconciled to the profit before taxation as follows:

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000 (重列) (restated)
除稅前溢利	Profit before taxation	436,574	415,688
按香港所得稅稅率17.5% (二零零四年：17.5%) 計算之稅項	Tax at the Hong Kong Profits Tax rate of 17.5% (2004: 17.5%)	76,400	72,745
應佔一家聯營公司 業績的稅務影響	Tax effect of share of result of an associate	2,195	(3,683)
就稅務用途不得扣減 開支的稅務影響	Tax effect of expenses not deductible for tax purpose	3,715	7,644
就稅務用途毋須課稅 收入的稅務影響	Tax effect of income not taxable for tax purpose	(25,041)	(22,015)
過往年度超額撥備 未確認稅項虧損的 稅務影響	Overprovision in respect of prior year Tax effect of tax losses not recognised	(2,628)	—
扣除過往並未確認 稅項虧損的稅務影響	Utilisation of tax losses previously not recognised	12,827	9,009
未確認其他可扣減 暫時差異的稅務影響	Tax effect of other deductible temporary differences not recognised	—	(1,376)
運用先前未確認之其他 可扣減暫時差異	Utilisation of other deductible temporary differences previously not recognised	—	1,539
中國內地附屬公司 所獲稅項豁免的影響	Effect of tax exemptions granted to subsidiaries in the Mainland China	—	(490)
按優惠稅率計算的所得稅	Income tax on concessionary rate	(10,575)	(12,644)
在中國內地經營的附屬 公司不同稅率的影響	Effect of different tax rates of subsidiaries operating in the Mainland China	(25,087)	(24,579)
其他	Others	894	4,383
		(225)	123
年內稅項支出	Tax charge for the year	32,475	30,656

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綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

10. 已終止經營業務

於二零零五年十一月八日，本集團與華潤集團的全資附屬公司 Emax Capital Limited (「Emax」) 訂立買賣協議，以代價 183,000,000 港元出售本公司全資附屬公司 Palazzo Inc. 的全部股權予 Emax。Palazzo Inc. 為本集團所有從事辦公室傢俱業務成員公司的控股公司，包括在中國內地製造及供應辦公室傢俱。出售辦公室傢俱業務，本集團可將資源集中於其他核心業務。出售已於二零零五年十二月三十日完成。

年內來自已終止經營業務的溢利已計入綜合收入報表，其分析如下：

10. DISCONTINUED OPERATION

On 8th November, 2005, the Group entered into a sale agreement with Emax Capital Limited ("Emax"), a wholly-owned subsidiary of CRH, to dispose of its entire interest in Palazzo Inc., a wholly-owned subsidiary of the Company, to Emax for a consideration of HK\$183,000,000. Palazzo Inc. is the holding company of all members of the Group which engaged in the office furniture business including the manufacture and supply of office furniture in the Mainland China. By disposing of office furniture operation, the Group can focus its resources on its other core businesses. The disposal was completed on 30th December, 2005.

The profit for the year from the discontinued operation which has been included in the consolidated income statement is analysed as follows:

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
辦公室傢俱業務溢利	Profit of office furniture operation	18,538	20,327
出售辦公室傢俱 業務收益(附註29)	Gain on disposal of office furniture operation (Note 29)	74,295	—
		92,833	20,327

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綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

10. 已終止經營業務 (續)

由二零零五年一月一日至十二月三十日期間的辦公室傢具業績已計入綜合收入報表，並載列如下：

10. DISCONTINUED OPERATION (Continued)

The results of office furniture operation for the period from 1st January, 2005 to 30th December, 2005, which have been included in the consolidated income statement, were as follows:

		截至 二零零五年 十二月三十日 止期間 Period ended 30.12.2005 千港元 HK\$'000	截至 二零零四年 十二月三十一日 止年度 Year ended 31.12.2004 千港元 HK\$'000
營業額	Turnover	201,215	185,636
銷售成本	Cost of sales	(130,001)	(116,798)
其他經營收入	Other operating income	2,371	2,985
分銷成本	Distribution costs	(22,345)	(21,212)
行政開支	Administrative expenses	(29,953)	(26,737)
其他經營開支	Other operating expenses	(645)	(312)
除稅前溢利	Profit before taxation	20,642	23,562
稅項	Taxation	(2,104)	(3,235)
辦公室傢具業務溢利	Profit of office furniture operation	18,538	20,327

附註：終止辦公室傢具業務收益並無帶來稅項支出或稅項減免。

Note: No tax charge or credit arose on gain on discontinuance of the office furniture operation.

以下為已終止經營業務於二零零五年十二月三十日(出售日期)及二零零四年十二月三十一日的資產淨值：

The net assets of the discontinued operation at 30th December, 2005 (date of disposal) and at 31st December, 2004 were as follows:

		二零零五年 十二月三十日 30.12.2005 千港元 HK\$'000	二零零四年 十二月三十一日 31.12.2004 千港元 HK\$'000
物業、廠房及設備	Property, plant and equipment	8,965	12,669
土地使用權預付租約款項	Prepaid lease payments on land use rights	7,912	7,799
存貨	Inventories	18,841	18,077
應收賬款、按金及預付款項	Debtors, deposits and prepayments	47,005	41,651
銀行結存及現金	Bank balances and cash	90,863	71,312
應付賬款及應計費用	Creditors and accrued charges	(53,134)	(44,133)
稅項	Taxation	(1,098)	(1,529)
遞延稅項負債	Deferred tax liabilities	(4,458)	(4,458)
		114,896	101,388

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綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

10. 已終止經營業務 (續)

以下為已終止經營業務於二零零五年一月一日至二零零五年十二月三十日的現金流量淨額：

10. DISCONTINUED OPERATION (Continued)

The net cash flows of the discontinued operation for the period from 1st January, 2005 to 30th December, 2005, were as follows:

	截至二零零五年 十二月三十日 止期間 Period ended 30.12.2005 千港元 HK\$'000	截至二零零四年 十二月三十一日 止年度 Year ended 31.12.2004 千港元 HK\$'000
經營業務所得現金淨額	30,878	15,101
投資業務所用現金淨額	(1,545)	(9,414)
融資業務所用現金淨額	(11,943)	(12,267)
外幣匯率變動的影響	2,161	169
	19,551	(6,411)

11. 年內溢利

11. PROFIT FOR THE YEAR

	二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000 (重列) (restated)
年內溢利		
已扣除：	Profit for the year has been arrived at after charging:	
員工成本	Staff costs	
董事酬金 (附註12)	Directors' emoluments (Note 12)	9,031
其他員工	Other staff	6,883
一薪金及其他福利	– Salaries and other benefits	293,287
一退休福利計劃	– Retirement benefit scheme	281,508
供款扣除沒收	contribution net of forfeited	
供款29,991港元	contribution of HK\$29,991	
(二零零四年：無)	(2004: nil)	35,992
股份付款開支	Share-based payments expense	24,646
員工成本總額	Total staff costs	2,149
核數師酬金	Auditors' remuneration	340,459
物業、廠房及	Depreciation of property, plant	321,481
設備折舊	and equipment	2,400
投資物業折舊	Depreciation of investment properties	2,300
技術知識攤銷	Amortisation of technical know-how	298,248
土地使用權預付租約	Amortisation of prepaid lease payments	2,339
款項攤銷	on land use rights	3,101
存貨撇減	Write down of inventories	4,682
出售物業、廠房	Loss on disposal of property, plant	31,324
及設備虧損	and equipment	13,946
物業、廠房及設備	Impairment loss recognised on property,	–
已確認的減值虧損	plant and equipment	17,738
租賃物業已付的	Operating lease rentals paid in respect	2,357
經營租約租金	of rented premises	10,126
匯兌虧損淨值	Exchange loss, net	7,958
應佔一家聯營公司稅項	Share of tax of an associate	1,819
		–
並計入：	and after crediting:	
來自投資物業的	Rental income from investment	
租金收入	properties	10,936
減：由有租金收入的	Less: Direct expenses from investment	9,289
投資物業產生的	properties that generated	
直接開支	rental income	(1,864)
		(1,564)
		9,072
		7,725
出售物業、廠房及設備	Gain on disposal of property, plant and	
收益	equipment	7,514
		–

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綜合財務報表附註

For the year ended 31st December, 2005

截至二零零五年十二月三十一日止年度

12. 董事酬金及五名最高薪僱員

董事

已付或應付十一名董事(二零零四年：十二名)的酬金如下：

12. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

Directors

The emoluments paid or payable to each of the eleven (2004: twelve) directors were as follows:

			二零零五年				二零零四年	
			2005				2004	
董事名稱	附註		袍金	薪金及 其他福利	論功行賞 的獎金	退休福利 計劃供款	合計	合計
			Fees	Salaries and other benefits	Performance related payments	Retirement benefit scheme contributions	Total	Total
Name of Director	Notes		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
宋林		SONG LIN	-	-	-	-	-	-
朱金坤		ZHU JINKUN	-	951	672	92	1,715	1,464
王國平		WANG GUOPING	-	562	503	12	1,077	888
王添根		ONG THIAM KIN	-	1,517	400	168	2,085	1,880
戴振華	a	DAI ZHENHUA	75	37	1,767	5	1,884	704
俞宇		YU YU	-	744	500	76	1,320	1,153
俞敏		YU MIN	-	470	180	-	650	554
陳朗	b	CHEN LANG	-	-	-	-	-	-
寧高寧	b, c	NING GAONING	-	-	-	-	-	-
黃得勝	d, e	WONG TAK SING	100	-	-	-	100	80
陸志昌	d, e	LUK CHI CHEONG	100	-	-	-	100	80
高秉強	d, e	KO PING KEUNG	100	-	-	-	100	80
			375	4,281	4,022	353	9,031	6,883

附註：

- (a) 戴振華先生於二零零五年三月二十二日逝世。
- (b) 非執行董事。
- (c) 寧高寧先生於二零零四年十二月三十日退任非執行董事一職。
- (d) 獨立非執行董事。
- (e) 審核委員會會員。
- (f) 截至二零零五年十二月三十一日止年度，根據董事所獲授購股權於授出當日的估計公平價值計算的已確認股份付款開支為389,000港元(二零零四年：1,538,000港元)。

Notes:

- (a) Mr. DAI ZHENHUA passed away on 22nd March, 2005.
- (b) Non-executive director.
- (c) Mr. NING GAONING resigned as non-executive director on 30th December, 2004.
- (d) Independent non-executive directors.
- (e) Members of the Audit Committee.
- (f) For the year ended 31st December, 2005, share-based payments expense recognised based on the fair value of the share options granted to directors as estimated at the date of grant was HK\$389,000 (2004: HK\$1,538,000).

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12. 董事酬金及五名最高薪僱員 (續)

僱員

本集團五名最高薪人士包括四名 (二零零四年：三名) 執行董事，彼等之酬金詳情載於上文。本集團其餘最高薪僱員的酬金如下：

12. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES (Continued)

Employees

The five highest paid individuals of the Group included four (2004: three) Executive Directors, details of whose emoluments are set out above. The emoluments of the remaining highest paid employees of the Group were as follows:

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
薪金及其他福利	Salaries and other benefits	1,472	1,893
論功行賞的獎金	Performance related incentive payments	—	210
退休福利計劃供款	Retirement benefit scheme contributions	12	74
		1,484	2,177

上述僱員的酬金介乎以下範圍：

The emoluments of the above employees were within the following band:

		二零零五年 2005 僱員人數 Number of employees	二零零四年 2004 僱員人數 Number of employees
1,000,001港元至1,500,000港元	HK\$1,000,001 to HK\$1,500,000	1	2

13. 股息

於二零零四年六月八日，本公司向股東派付截至二零零三年十二月三十一日止年度的首次及末期股息每股1.5港仙，合共39,564,000港元。

於二零零五年六月八日，本公司向股東派付截至二零零四年十二月三十一日止年度的首次及末期股息每股2.5港仙，合共66,398,000港元。

13. DIVIDENDS

On 8th June, 2004, a dividend of 1.5 HK cents per share, totalling HK\$39,564,000, was paid to the shareholders as first and final dividend for the year ended 31st December, 2003.

On 8th June, 2005, a dividend of 2.5 HK cents per share, totalling HK\$66,398,000, was paid to the shareholders as first and final dividend for the year ended 31st December, 2004.

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13. 股息 (續)

於二零零五年十月三日，本公司向股東派付截至二零零五年六月三十日止六個月的中期股息每股1.0港仙，合共26,681,000港元。

董事建議派付末期股息每股2.0港仙（二零零四年：2.5港仙），合共53,298,000港元，須待股東於應屆股東週年大會上批准。

14. 每股盈利

就持續及已終止經營業務及持續經營業務而言

每股基本及攤薄盈利乃按以下數據計算：

13. DIVIDENDS (Continued)

On 3rd October, 2005, a dividend of 1.0 HK cent per share, totalling HK\$26,681,000, was paid to the shareholders as interim dividend for the six months ended 30th June, 2005.

A final dividend of 2.0 HK cents (2004: 2.5 HK cents) per share totalling HK\$53,298,000 has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

14. EARNINGS PER SHARE

For both continuing and discontinued operations and continuing operations

The calculation of the basic and diluted earnings per share is based on the following data:

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000 (重列) (restated)
盈利：	Earnings:		
用以計算每股基本及攤薄盈利的盈利 本公司股本持有人應佔年內溢利	Earnings for the purposes of basic and diluted earnings per share Profit for the year attributable to equity holders of the Company	316,781	309,920
減：來自已終止經營業務的年內溢利	Less: Profit for the year from discontinued operation	92,833	20,327
來自持續經營業務的年內溢利	Profit for the year from continuing operations	223,948	289,593
股份數目：	Number of shares:		
用以計算每股基本盈利的加權平均股份數目	Weighted average number of shares for the purposes of basic earnings per share	2,660,940,959	2,638,715,082
潛在攤薄股份的影響： 購股權	Effect of dilutive potential shares: Share options	28,766,615	45,534,111
用以計算每股攤薄盈利的加權平均股份數目	Weighted average number of shares for the purposes of diluted earnings per share	2,689,707,574	2,684,249,193

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14. 每股盈利 (續)

就已終止經營業務而言

根據來自已終止經營業務的溢利及以上詳列的分母計算，已終止經營業務的每股基本盈利為**3.49**港仙（二零零四年：每股**0.78**港仙），而其每股攤薄盈利則為**3.45**港仙（二零零四年：每股**0.76**港仙）。

比較會計政策改變所產生的每股基本及攤薄盈利的影響如下：

14. EARNINGS PER SHARE (Continued)

For discontinued operation

Basic earnings per share for the discontinued operation is 3.49 HK cents per share (2004: 0.78 HK cent per share) and diluted earnings per share for the discontinued operation is 3.45 HK cents per share (2004: 0.76 HK cent per share), based on profits from the discontinued operation and the denominators detailed above.

The impact to comparative basic and diluted earnings per share, arising from the changes in accounting policies as follows:

		基本 Basic		攤薄 Diluted	
		二零零五年 2005 港仙 HK cents	二零零四年 2004 港仙 HK cents	二零零五年 2005 港仙 HK cents	二零零四年 2004 港仙 HK cents
調整前數字	Figures before adjustments	13.58	12.07	13.44	11.86
會計政策改變導致的調整(附註2A)	Adjustments arising from changes in accounting policies (Note 2A)	1.68	0.32	1.66	0.31
如前呈報／重列	As reported/restated	11.90	11.75	11.78	11.55

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15. 物業、廠房及設備

15. PROPERTY, PLANT AND EQUIPMENT

		租賃物業 Leasehold properties 千港元 HK\$'000	傢俬及裝置 Furniture and fixtures 千港元 HK\$'000	機器及設備 Machinery and equipment 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	在建工程 Construction in progress 千港元 HK\$'000	合計 Total 千港元 HK\$'000
成本或估值 於二零零四年一月一日	COST OR VALUATION At 1st January, 2004						
— 原先呈列	— as originally stated	481,275	69,054	1,550,231	25,347	96,539	2,222,446
— 會計政策變動 的影響 (附註2)	— effect of changes in accounting policies (Note 2)	(187,754)	—	—	—	—	(187,754)
— 重列	— as restated	293,521	69,054	1,550,231	25,347	96,539	2,034,692
匯兌調整	Exchange adjustments	414	84	2,344	38	129	3,009
添置	Additions	—	1,874	12,298	4,083	771,705	789,960
出售	Disposals	(1,436)	(1,308)	(64,515)	(900)	(58)	(68,217)
轉撥至投資物業 (附註16)	Transfer to investment properties (Note 16)	(7,942)	—	—	—	—	(7,942)
轉撥	Transfer	7,305	787	176,322	9,096	(193,510)	—
於二零零四年十二月三十一日， 重列(附註)	At 31st December, 2004, as restated (Note)	291,862	70,491	1,676,680	37,664	674,805	2,751,502
匯兌調整	Exchange adjustments	6,215	1,444	47,622	932	16,006	72,219
添置	Additions	216	6,789	13,629	4,816	604,021	629,471
出售	Disposals	(10,040)	(6,519)	(32,271)	(2,183)	—	(51,013)
出售附屬公司	Disposal of subsidiaries	(15,357)	(9,915)	(27,949)	(5,181)	(341)	(58,743)
轉撥	Transfer	125,087	59,907	673,144	7,603	(865,741)	—
於二零零五年十二月三十一日 — 按成本值	At 31st December, 2005 — at cost	397,983	122,197	2,350,855	43,651	428,750	3,343,436
折舊及減值 於二零零四年一月一日	DEPRECIATION AND IMPAIRMENT At 1st January, 2004						
— 原先呈列	— as originally stated	36,285	24,003	338,471	9,823	—	408,582
— 會計政策變動影響 (附註2)	— effect of changes in accounting policies (Note 2)	(7,018)	—	—	—	—	(7,018)
— 重列	— as restated	29,267	24,003	338,471	9,823	—	401,564
匯兌調整	Exchange adjustments	47	33	676	18	—	774
本年度撥備	Provided for the year	15,844	7,642	217,689	7,880	—	249,055
於綜合收入報表確認的 減值虧損	Impairment loss recognised in consolidated income statement	—	—	10,126	—	—	10,126
出售時撇除	Eliminated on disposals	(189)	(567)	(43,662)	(853)	—	(45,271)
轉撥至投資物業 (附註16)	Transfer to investment properties (Note 16)	(3,347)	—	—	—	—	(3,347)
轉撥	Transfer	—	—	193	(193)	—	—
於二零零四年十二月三十一日， 重列	At 31st December, 2004, as restated	41,622	31,111	523,493	16,675	—	612,901
匯兌調整	Exchange adjustments	1,093	677	21,127	450	—	23,347
本年度撥備	Provided for the year	18,570	10,558	258,623	10,497	—	298,248
於綜合收入報表確認 的減值虧損	Impairment loss recognised in consolidated income statement	—	—	2,357	—	—	2,357
出售時撇除	Eliminated on disposals	(1,863)	(5,896)	(23,790)	(1,830)	—	(33,379)
出售附屬公司 時撇除	Eliminated on disposal of subsidiaries	(11,569)	(7,733)	(27,466)	(3,010)	—	(49,778)
轉撥	Transfer	(115)	7,682	(7,181)	(386)	—	—
於二零零五年十二月三十一日	At 31st December, 2005	47,738	36,399	747,163	22,396	—	853,696
賬面淨值 於二零零五年十二月三十一日	NET BOOK VALUES At 31st December, 2005	350,245	85,798	1,603,692	21,255	428,750	2,489,740
於二零零四年十二月三十一日， 重列	At 31st December, 2004, as restated	250,240	39,380	1,153,187	20,989	674,805	2,138,601

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15. 物業、廠房及設備 (續)

本集團的租賃物業包括：

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group's leasehold properties comprise:

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000 (重列) (restated)
位於香港境外：	Situated outside Hong Kong		
– 長期租約	– long lease	1,220	6,550
– 中期租約	– medium-term lease	285,998	169,989
– 短期租約	– short lease	53,339	55,369
位於香港：	Situated in Hong Kong		
– 中期租約	– medium-term lease	9,688	18,332
		350,245	250,240

附註：於二零零四年十二月三十一日，租賃物業包括按估值600,000港元列賬的物業。假設該物業按成本減累計折舊列賬，則於二零零四年十二月三十一日的賬面值應為566,000港元。該物業已計入年內出售已終止經營業務的資產淨值。

Note: At 31st December, 2004, leasehold properties included a property carried at valuation at HK\$600,000. Had this property been restated at cost less accumulated depreciation, the carrying value of this property as at 31st December, 2004 would have been stated at HK\$566,000. This property was included in the net assets of the discontinued operation disposed of during the year.

16. 投資物業

16. INVESTMENT PROPERTIES

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
成本	COST		
於一月一日	At 1st January	57,455	49,445
匯兌調整	Exchange adjustments	1,327	68
自物業、廠房及 設備轉撥(附註15)	Transfer from property, plant and equipment (Note 15)	–	7,942
於十二月三十一日	At 31st December	58,782	57,455
折舊	DEPRECIATION		
於一月一日	At 1st January	5,664	–
匯兌調整	Exchange adjustments	130	–
本年度撥備	Provided for the year	2,339	2,317
自物業、廠房及 設備轉撥(附註15)	Transfer from property, plant and equipment (Note 15)	–	3,347
於十二月三十一日	At 31st December	8,133	5,664
賬面值	CARRYING VALUES		
於十二月三十一日	At 31st December	50,649	51,791

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16. 投資物業 (續)

本集團所有投資物業均位於中國內地，並以中期租約持有。

投資物業包括設有煤氣與蒸餾水管道、電力及環保裝置等支援設施的芯片製造廠。該物業位於中國江蘇省無錫市濱湖區梁溪路14號，為本集團聯營公司華潤上華科技有限公司（「華潤上華科技」）的一家附屬公司的業務基地。本集團亦向華潤上華科技提供水電及其他相關服務。

鑑於半導體行業獨特的業務性質，除華潤上華科技外，本集團並無意將上述物業租予任何其他人士。由於並無可比較市場租金交易用作評估該物業的公平值，因此無法釐定該物業的公平值。

17. 商譽

16. INVESTMENT PROPERTIES (Continued)

The Group's investment properties are all situated in the Mainland China and held under medium-term lease.

The investment properties include wafer fabrication premises with supporting facilities such as gas and distilled water pipelines, electricity and environmental protection installations. It is located at No. 14 Liang Xi Lu, Bin Hu District, Wuxi City, Jiangsu Province, the Mainland China. The properties form the backbone of the operations of a subsidiary of CSMC Technologies Corporation ("CSMC-Tech"), an associate of the Group. The Group also provides utilities and other related services to CSMC-Tech.

Due to the unique nature of the operation of semiconductor industry, the said premises cannot be readily leased to any party other than CSMC-Tech. As there is no comparable market rental transaction to provide a fair value assessment of the properties, accordingly, the fair value of the properties cannot be determined.

17. GOODWILL

		千港元 HK\$'000
成本	COST	
於二零零四年一月一日及 二零零四年十二月三十一日	At 1st January, 2004 and at 31st December, 2004	189,339
採納香港財務申報準則第3號時 撇除 (附註2)	Eliminated upon application of HKFRS 3 (Note 2)	(36,562)
於二零零五年一月一日及 二零零五年十二月三十一日	At 1st January, 2005 and at 31st December, 2005	152,777
攤銷	AMORTISATION	
於二零零四年一月一日	At 1st January, 2004	27,066
本年度支出	Charge for the year	9,496
於二零零四年十二月三十一日	At 31st December, 2004	36,562
採納香港財務申報準則第3號時 撇除 (附註2)	Eliminated upon application of HKFRS 3 (Note 2)	(36,562)
於二零零五年一月一日及 二零零五年十二月三十一日	At 1st January, 2005 and at 31st December, 2005	—
賬面值	CARRYING VALUES	
於二零零四年十二月三十一日及 二零零五年十二月三十一日	At 31st December, 2004 and at 31st December, 2005	152,777

有關商譽的減值測試詳情於附註18披露。

截至二零零四年十二月三十一日，商譽按9至20年不等的估計年期攤銷。

Particulars regarding impairment testing on goodwill are disclosed in Note 18.

Until 31st December, 2004, goodwill had been amortised over its estimated life ranging from 9 to 20 years.

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18. 商譽減值測試

按附註6所述，本集團採用業務分類作為呈報分類資料的主要分類。為進行減值測試，附註17所載的商譽已於收購時分配至預期可受惠於業務合併的現金產生單位（「現金產生單位」）。於二零零五年十二月三十一日按業務分類的商譽賬面值如下：

半導體
壓縮機

Semiconductor
Compressor

千港元
HK\$'000

24,060
128,717

152,777

根據二零零五年十二月三十一日的商譽減值測試，本集團認為包括商譽的現金產生單位並無任何減值。

相關現金產生單位的可收回金額已按使用值計算方法釐定。使用值計算方法採用現金流量預測，而有關預測乃根據五年期獲批准財政預算及折現率8.8%計算。逾五年年期的現金流量已按0%的增長率推算。該增長率並無超出相關市場長期平均增長率。主要假設概述如下：

- 預期增長率乃根據相關行業狀況計算。
- 預計毛利率乃根據過往表現及本集團對市場發展的預測計算。

18. IMPAIRMENT TESTING ON GOODWILL

As explained in Note 6, the Group uses business segments as its primary segment for reporting segment information. For the purposes of impairment testing, the goodwill set out in Note 17 has been allocated, at acquisition, to the relevant individual cash generating units (CGUs) that are expected to benefit from that business combination. The carrying amounts of goodwill as at 31st December, 2005 allocated according to the business segments are as follows:

Based on the impairment testing of goodwill at 31st December, 2005, the Group considered that there are no impairments of any of its CGUs containing goodwill.

The recoverable amounts of the relevant CGUs have been determined on the basis of value in use calculations. The value in use calculations use cash flow projections which are based on approved financial budgets covering a 5-year period, and discount rate of 8.8%. Cash flows beyond the 5-year period have been extrapolated using growth rate of 0%. This growth rate does not exceed the average long-term growth rate for relevant markets. The key assumptions are summarised below:

- Expected growth rate is based on the relevant industry condition.
- Budgeted gross margin is based on the past performance and the Group's expectation for the market development.

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19. 負商譽

19. NEGATIVE GOODWILL

		千港元 HK\$'000
總額	GROSS AMOUNT	
於二零零四年一月一日及 二零零四年十二月三十一日	At 1st January, 2004 and at 31st December, 2004	347,835
撥至收入	RELEASED TO INCOME	
於二零零四年一月一日	At 1st January, 2004	114,962
年內於被視為出售時撥回	Released on deemed disposal during the year	24,074
於年內撥回	Released in the year	56,988
於二零零四年十二月三十一日	At 31st December, 2004	196,024
賬面值	CARRYING VALUES	
於二零零四年十二月三十一日	At 31st December, 2004	151,811
採納香港財務申報準則第3號 時剔除確認(附註2)	Derecognised upon application of HKFRS 3 (Note 2)	(151,811)
於二零零五年一月一日	At 1st January, 2005	—

附註：截至二零零四年十二月三十一日止年度，本集團根據華潤上華科技於香港上市前的安排，參與華潤上華科技的私人配售及進一步將18,867,000港元投資於華潤上華科技。華潤上華科技完成私人配售及於聯交所上市後，本集團所持有的華潤上華科技股權由34.21%攤薄至二零零四年十二月三十一日的23.81%。經計及撥回應佔負商譽24,074,000港元的影響後，被視為出售的盈利27,991,000港元已計入綜合收入報表。

按附註2所述，所有於二零零五年一月一日前因收購而產生的負商譽，已因採納香港財務申報準則第3號而剔除確認。

Note: During the year ended 31st December, 2004, the Group participated in the private placement and further invested HK\$18,867,000 in CSMC-Tech pursuant to the pre-listing arrangement of CSMC-Tech in Hong Kong. Following the private placement and the subsequent listing of CSMC-Tech on the Stock Exchange, the Group's equity interest in CSMC-Tech was diluted from 34.21% to 23.81% at 31st December, 2004. The resulting gain on deemed disposal of HK\$27,991,000, after taking into account the effect of releasing the attributable negative goodwill of HK\$24,074,000, has been included in the consolidated income statement.

As explained in Note 2, all negative goodwill arising on acquisitions prior to 1st January, 2005 was derecognised as a result of the application of HKFRS 3.

20. 於一家聯營公司的權益

20. INTEREST IN AN ASSOCIATE

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
本集團應佔一家聯營公司的 資產淨值	Group's share of net assets of an associate	289,380	297,916
上市股份公平值	Fair value of listed shares	253,111	292,706

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20. 於一家聯營公司的權益 (續)

應佔一家聯營公司業績包括年內應佔稅項撥回666,000港元(二零零四年：稅項3,916,000港元)。

於二零零五年十二月三十一日，聯營公司之詳情如下：

20. INTEREST IN AN ASSOCIATE (Continued)

Included in share of result of an associate are share of tax write back for the year HK\$666,000 (2004: tax of HK\$3,916,000).

Particulars of the associate as at 31st December, 2005 are as follows:

聯營公司名稱 Name of associate	業務結構形式 Form of business structure	註冊地點 Place of registration	所持股份類別 Class of share held	本集團所持有已發行股本面值百分比 Proportion of nominal value of issued capital held by the Group	業務性質 Nature of business
華潤上華科技有限公司 (「華潤上華科技」) CSMC Technologies Corporation (“CSMC-Tech”)	註冊成立 Incorporated	開曼群島 Cayman Islands	普通股 Ordinary	23.63%	製造及銷售集成電路及相關產品 Manufacture and sales of integrated circuit and related products

以下資料乃摘錄自華潤上華科技之財務報表：

The following details have been extracted from the financial statements of CSMC-Tech:

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000 (重列) (restated)
營業額	Turnover	609,172	622,908
年內(虧損)溢利	(Loss) profit for the year	(53,368)	79,334
非流動資產	Non-current assets	1,258,109	1,092,538
流動資產	Current assets	490,261	463,624
流動負債	Current liabilities	(451,745)	(304,941)
非流動負債	Non-current liabilities	(71,994)	—
資產淨值	Net assets	1,224,631	1,251,221

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21. 可供銷售投資／投資證券

21. AVAILABLE-FOR-SALE INVESTMENTS/INVESTMENT SECURITIES

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
可供銷售投資 於中國內地之非上市股份	Available-for-sale investments Unlisted equity shares in the Mainland China	998	—
投資證券	Investment securities	—	975

於結算日，由於上述非上市股份投資在活躍市場並無報價，且不能可靠地計算其公平值，故該等投資並非以公平值列賬，而是按成本減任何減值虧損列賬。

At the balance sheet date, the above unlisted equity investments are not stated at fair value but at cost less any impairment loss because they do not have a quoted market price in an active market and the fair value cannot be reliably measured.

於二零零五年一月一日採納香港會計準則第39號，投資證券已根據香港會計準則第39號重新分類為可供銷售投資（詳情請參閱附註2A）。

Upon the application of HKAS 39 on 1st January, 2005, investment securities were reclassified to available-for-sale investments under HKAS 39 (see Note 2A for details).

22. 技術知識

22. TECHNICAL KNOW-HOW

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
成本 於一月一日	COST At 1st January	29,848	29,807
匯兌調整	Exchange adjustments	690	41
添置	Additions	509	—
於十二月三十一日	At 31st December	31,047	29,848
攤銷 於一月一日	AMORTISATION At 1st January	8,514	5,522
匯兌調整	Exchange adjustments	197	7
本年度撥備	Provided for the year	3,101	2,985
於十二月三十一日	At 31st December	11,812	8,514
賬面淨值 於十二月三十一日	NET BOOK VALUES At 31st December	19,235	21,334

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22. 技術知識 (續)

技術知識主要包括購入用以製造空調壓縮機產品若干技術的權利。技術知識的攤銷期為10年。攤銷計入綜合收入報表的行政開支。

23. 土地使用權預付租約款項

本集團的土地使用權預付租約款項包括：

22. TECHNICAL KNOW-HOW (Continued)

Technical know-how mainly comprises the acquired rights to use certain technologies for the manufacture of air-conditioner compressor products. The amortisation period adopted for technical know-how is 10 years. The amortisation is included in administrative expenses in the consolidated income statement.

23. PREPAID LEASE PAYMENTS ON LAND USE RIGHTS

The Group's prepaid lease payments on land use rights comprise:

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
位於香港境外	Situated outside Hong Kong		
– 長期租約	– long lease	–	7,799
– 中期租約	– medium-term lease	149,795	150,248
– 短期租約	– short lease	4,920	5,142
位於香港	Situated in Hong Kong		
– 中期租約	– medium-term lease	10,776	19,898
		165,491	183,087
為呈報用途而分析為：	Analysed for reporting purposes as:		
非流動資產	Non-current assets	161,125	178,412
流動資產	Current assets	4,366	4,675
		165,491	183,087

24. 存貨

24. INVENTORIES

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
原材料	Raw materials	171,684	231,931
在製品	Work in progress	176,821	144,543
製成品	Finished goods	391,192	368,183
		739,697	744,657

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25. 其他金融資產

應收賬款、按金及預付款項

本集團給予其貿易客戶之賒賬期一般為30天至90天。於二零零五年十二月三十一日，包括在本集團應收賬款、按金及預付款項之貿易應收賬款（包括應收票據）1,059,141,000港元（二零零四年：757,699,000港元）之賬齡分析如下：

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000 (重列) (restated)
0 - 60天	0 - 60 days	588,912	383,556
61 - 90天	61 - 90 days	188,976	96,553
90天以上	Over 90 days	281,253	277,590
		1,059,141	757,699

於二零零五年十二月三十一日，本集團的貿易應收賬款及應收票據包括本集團在日常業務中進行交易所產生的應收關連公司款項52,419,000港元（二零零四年：無）（附註37）。該結餘為無抵押、免息及須於與本集團給予主要客戶者相若的賒賬期內償還。

本集團於二零零五年十二月三十一日的應收賬款、按金及預付款項的公平值與相關賬面值相若。

銀行結存及現金

銀行結存及現金包括本集團持有的現金及無限制用途的銀行存款。本集團的銀行結存及現金的賬面值與其公平值相若。

25. OTHER FINANCIAL ASSETS

Debtors, deposits and prepayments

The Group generally allows credit periods ranging from 30 to 90 days to its trade customers. At 31st December, 2005, the aged analysis of trade debtors, including notes receivable, of HK\$1,059,141,000 (2004: HK\$757,699,000) which are included in the Group's debtors, deposits and prepayments is as follows:

At 31st December, 2005, the Group's trade and notes receivables included HK\$52,419,000 (2004: nil) due from related companies arising from transactions carried out in the ordinary course of business of the Group (Note 37). The balances are unsecured, interest-free and are repayable within the credit periods similar to those offered by the Group to its major customers.

The fair value of the Group's debtors, deposits and prepayments at 31st December, 2005 approximates to the corresponding carrying amount.

Bank balances and cash

Bank balances and cash comprise cash held by the Group and deposits held with bank not restricted to use. The carrying amount of the Group's bank balance and cash approximates to their fair value.

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26. 應付賬款及應計費用

包括在本集團應付賬款及應計費用之貿易應付賬款**791,677,000**港元(二零零四年: **628,135,000**港元)之賬齡分析如下:

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000 (重列) (restated)
0 - 60天	0 - 60 days	463,663	341,875
61 - 90天	61 - 90 days	138,500	96,078
90天以上	Over 90 days	189,514	190,182
		791,677	628,135

本集團於二零零五年十二月三十一日的應付賬款及應計費用的公平值與相關賬面值相若。

26. CREDITORS AND ACCRUED CHARGES

The aged analysis of trade creditors of HK\$791,677,000 (2004: HK\$628,135,000) which are included in the Group's creditors and accrued charges is as follows:

27. BORROWINGS

27. 借貸

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
無抵押借貸包括:	Unsecured borrowings include:		
銀行貸款	Bank loans	1,352,279	1,245,427
其他貸款	Other loans	14,517	126,062
		1,366,796	1,371,489
應償還賬面值:	Carrying amounts repayable:		
按要求或一年內	On demand or within one year	523,630	510,779
多於一年但 不超過兩年	More than one year, but not exceeding two years	804,000	200,000
多於兩年但 不超過五年	More than two years, but not more than five years	39,166	660,710
		1,366,796	1,371,489
減: 流動負債所示於 一年內到期的款項	Less: Amount due within one year shown under current liabilities	(523,630)	(510,779)
非流動負債所示於一年後 到期的款項	Amount due after one year shown as non-current liabilities	843,166	860,710

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27. 借貸 (續)

銀行貸款包括：

- (a) 港元循環信貸及定期貸款備用額1,004,000,000港元(二零零四年：960,000,000港元)，平均利率為3.9%(二零零四年：1.6%)，須於二零零七年償還。根據融資協議的條款，規定本公司的控股股東華潤集團須繼續為本公司全部已發行股本的大多數實益擁有人，並須繼續擁有對本公司的管理控制權。
- (b) 餘款包括152,500,000港元(二零零四年：92,500,000港元)及人民幣203,724,000元(相等於195,779,000港元)(二零零四年：人民幣205,394,000元(相等於192,927,000港元))的多項銀行貸款，平均利率為4.3%(二零零四年：3.8%)。

其他貸款包括：

- (a) 於二零零四年十二月三十一日，應付予中國信達資產管理公司的未償還結餘為人民幣120,000,000元(相當於112,716,000港元)，該筆款項為無抵押及免息，且已於二零零五年全數償還。
- (b) 餘款以人民幣計值，並須於要求時償還。該貸款是按固定利率14.4%安排借入。

本集團的借貸公平值與其賬面值相若。銀行貸款按浮動利率安排借入，涉及現金流量利率風險。其他貸款按固定利率安排借入，涉及公平值利率風險。

27. BORROWINGS (Continued)

Bank loans included:

- (a) Hong Kong dollar revolving credit and term loan facilities of HK\$1,004,000,000 (2004: HK\$960,000,000) with average interest rate at 3.9 % (2004: 1.6 %) and are repayable in 2007. Under the terms of the facilities agreements, CRH, the controlling shareholder of the Company, is required to remain as a majority beneficial owner of the entire issued share capital of the Company and shall maintain management control over the Company.
- (b) The remaining balance comprises of several bank loans of HK\$152,500,000 (2004: HK\$92,500,000) and RMB203,724,000 (equivalent to HK\$195,779,000) (2004: RMB205,394,000 (equivalent to HK\$192,927,000)) with average interest rate at 4.3% (2004: 3.8%).

Other loans included:

- (a) An outstanding balance of RMB120,000,000 (equivalent to HK\$112,716,000) at 31st December, 2004 payable to China Cinda Asset Management Corporation 中國信達資產管理公司, which was unsecured and interest free was repaid in full in 2005.
- (b) The remaining balance denominated in Renminbi and repayable on demand. The loan is arranged at fixed interest rate of 14.4%.

The fair value of the Group's borrowings approximates their carrying amount. Bank loans are arranged at floating interest rates and subject to cash flow interest rate risk. Other loans are arranged at fixed interest rates and subject to fair value interest rate risk.

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28. 撥備

28. PROVISIONS

		員工住房福利撥備 Provision for staff housing benefits	重組撥備 Restructuring provision	合計 Total
		千港元 HK\$'000 (附註a) (Note a)	千港元 HK\$'000 (附註b) (Note b)	千港元 HK\$'000
於二零零五年一月一日	At 1st January, 2005	80,769	50,692	131,461
匯兌調整	Exchange realignments	—	1,010	1,010
動用撥備	Utilisation of provisions	(11,681)	(7,796)	(19,477)
撥備撥回	Write back of provisions	(18,135)	(1,527)	(19,662)
於二零零五年 十二月三十一日	At 31st December, 2005	50,953	42,379	93,332

附註：

- (a) 員工住房福利乃指由管理層按員工以往索取住房福利金額之經驗，就本集團在中國內地成立的若干附屬公司為員工提供購入住宅單位之住房福利的責任作出之最佳估計。
- (b) 該數額乃指本集團於二零零二年十二月透過收購無錫華潤微電子有限公司的全部股權所收購附屬公司的重組活動而計提的撥備。撥備將根據收購該等附屬公司時所採納的重組計劃而動用。

Notes:

- (a) The provision for staff housing benefits represents management's best estimate of the liabilities of certain subsidiaries established in the Mainland China in respect of housing allowances available to staff for the purchase of residential units, based on prior experience in the amount of claims for such allowances.
- (b) The amount represents provisions for restructuring activities of subsidiaries acquired by the Group through the acquisition of the entire equity interest in Wuxi China Resources Microelectronics Co., Ltd. in December 2002. The provisions are to be utilised in accordance with the restructuring plans adopted when such subsidiaries were acquired.

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29. 出售附屬公司

除已終止經營業務所載出售 Palazzo Inc.外(附註10)，本集團亦於年內出售深圳科鵬微電子有限公司，惟有關出售事項對本集團並無任何重大財務影響。

於出售日期，該等附屬公司的資產淨值如下：

29. DISPOSAL OF SUBSIDIARIES

In addition to the disposal of Palazzo Inc. as set out in discontinued operation (Note 10), the Group also disposed of Shenzhen Kope Microelectronics Co., Ltd. during the year, which did not result in any significant financial impact to the Group.

The net assets of the above subsidiaries at the dates of disposal were as follows:

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
物業、廠房及設備	Property, plant and equipment	8,965	—
土地使用權預付租約款項	Prepaid lease payments on land use rights	7,912	—
存貨	Inventories	18,841	—
應收賬款、按金及預付款項	Debtors, deposits and prepayments	47,005	—
銀行結存及現金	Bank balances and cash	95,242	—
應付賬款及應計費用	Creditors and accrued charges	(53,134)	—
稅項	Taxation	(1,098)	—
遞延稅項負債	Deferred tax liabilities	(4,458)	—
		119,275	—
少數股東權益	Minority interests	(4,379)	—
已變現匯兌儲備	Exchange reserve realised	(6,191)	—
		108,705	—
出售的收益	Gain on disposal	74,295	—
代價總值	Total consideration	183,000	—
以現金支付	Satisfied by cash	183,000	—
出售產生的現金流入淨額：	Net cash inflow arising on disposal:		
現金代價	Cash consideration	183,000	—
出售的銀行結存及現金	Bank balances and cash disposed of	(95,242)	—
		87,758	—

從事辦公室傢俬業務的 Palazzo Inc.對本集團本年度及過往年度的業績及現金流量影響載於附註10。

The impact of Palazzo Inc. engaged in the office furniture operation on the Group's results and cash flows in the current and prior year is disclosed in Note 10.

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30. 本公司股本

30. SHARE CAPITAL OF THE COMPANY

		股份數目		股本	
		Number of shares		Share Capital	
		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
每股面值0.10港元的股份	Shares of HK\$0.10 each				
法定股本：	Authorised:				
於年初及	At beginning and				
年終	at end of the year	6,000,000,000	6,000,000,000	600,000	600,000
已發行及繳足股份：	Issued and fully paid:				
於年初	At beginning of the year	2,647,483,071	2,623,351,071	264,748	262,335
行使購股權	Shares issued upon				
而發行股份	exercise of share				
(附註31)	options (Note 31)	21,933,000	24,182,000	2,193	2,418
購回及	Shares repurchased				
註銷股份	and cancelled	(4,500,000)	(50,000)	(450)	(5)
於年終	At end of the year	2,664,916,071	2,647,483,071	266,491	264,748

年內所有已發行新股份就各方面而言均與現有股份享有同等權益。

All the new shares issued during the year rank pari passu in all respects with the existing shares.

31. 以股份支付的交易

以股本結算的購股權計劃

於二零零一年十一月二十六日，本公司終止於一九九四年十月十五日採納的購股權計劃（「舊購股權計劃」），並採納全新購股權計劃（「新購股權計劃」）。於二零零二年二月二十一日，本公司取得股東批准後修訂新購股權計劃，藉此擴闊有權參與新購股權計劃的參與者的範圍。

31. SHARE-BASED PAYMENT TRANSACTIONS

Equity-settled share option scheme

On 26th November, 2001, the Company terminated the share option scheme adopted on 15th October, 1994 (the "Old Share Option Scheme") and adopted a new share option scheme (the "New Share Option Scheme"). On 21st February, 2002, upon approval of the Company's shareholders, the Company amended the New Share Option Scheme to widen the scope of participants that are eligible to participate in the New Share Option Scheme.

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31. 以股份支付的交易 (續)

以股本結算的購股權計劃 (續)

舊購股權計劃旨在促進參與者作出承擔並鼓勵參與者盡力效力本公司。參與者為本公司或其任何附屬公司的僱員 (包括執行董事)。由於舊購股權計劃已被終止，換言之不會再根據舊購股權計劃發行任何購股權，除此以外，舊購股權計劃的其他所有方面均仍然有效。每名參與者可享有的最高權益不得超過根據舊購股權計劃授出購股權所發出股份的最高股數的25%。根據購股權可接納股份的期限不得遲於授出購股權之日起計十年。並無規定購股權於行使前必須持有的最短期限。購股權授出後二十八日內須予接納並須於接納時繳付1港元。認購價為下列兩者中之較高者：(i)股份面值；及(ii)緊接購股權授出之日前五個交易日股份在聯交所所報的平均收市價的80%。

新購股權計劃旨在推動參與者對公司作出貢獻並鼓勵參與者盡力效力本公司，以助本集團達致目標。參與者為由董事會全權決定的本集團任何成員公司的任何董事 (或任何建議被委任為董事者) 和任何僱員；由本集團任何成員公司的僱員或董事成立的全權信託的任何全權信託對象；本集團任何成員公司的業務顧問、業務夥伴、專業和其他顧問的任何行政人員或僱員 (或任何建議被委任為行政人員或僱員者)；本集團成員公司的任何主要股東；本公司董事或主要股東的任何聯繫人士；以及本公司主要股東的任何僱員或該等主要股東的附屬公司或聯營公司的任何僱員。

31. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Equity-settled share option scheme (Continued)

The purpose of the Old Share Option Scheme is to promote commitment by its participants and to encourage its participants to perform their best for the Company. The participants are the employees of the Company (including executive directors) or any of its subsidiaries. As the Old Share Option Scheme has been terminated, no more option can be issued pursuant to the Old Share Option Scheme but in all other respects the provisions of the Old Share Option Scheme shall remain in force. The maximum entitlement of each participant shall not exceed 25% of the maximum number of shares in respect of which options may be granted under the Old Share Option Scheme. The period within which the shares must be taken up under an option shall not be later than 10 years from the date the option is granted. There is no minimum period for which an option must be held before it can be exercised. HK\$1 is payable on acceptance of the option within 28 days from its date of grant. The subscription price is the higher of (i) the nominal value of a share and (ii) 80% of the average of the closing prices of the share on the Stock Exchange on the five trading days immediately preceding the date of grant of the options.

The purpose of the New Share Option Scheme is to promote dedication by its participants and to encourage its participants to perform their best in achieving the goals of the Group. The participants are any director (or any persons proposed to be appointed as such) and employee of each member of the Group; any discretionary object of a discretionary trust established by any employee or director of each member of the Group; any executive or employee of any business consultant, business partner, professional and other advisers to each member of the Group (or any persons proposed to be appointed as such); any substantial shareholder of the member of the Group; any associates of director or substantial shareholder of the Company; and any employee of the Company's substantial shareholder or any employee of such substantial shareholder's subsidiaries or associated companies, as absolutely determined by the Board.

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31. 以股份支付的交易 (續)

以股本結算的購股權計劃 (續)

根據新購股權計劃下的購股權規定必須接納股份的期限不得遲於授出購股權之日起計十年。並無規定購股權於行使前必須持有的最短期限。購股權授出後二十八日內須予接納並須於接納時繳付1港元。認購價為下列三者中之最高者：(i)購權授出當日股份在聯交所每日報價表所報的收市價；(ii)緊接購股權授出之日前五個營業日股份在聯交所每日報價表所報的平均收市價；及(iii)股份面值。新購股權計劃由二零零一年十一月二十六日起生效，為期十年。二零一一年十一月二十五日後不會再根據新購股權計劃授出任何購股權。

購股權一般為全數歸屬及可於授出日期後十年內行使，或於接納授出後最多三年內歸屬。

倘承授人於購股權歸屬前不再為合資格參與者，則授予承授人的購股權將失效。

31. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Equity-settled share option scheme (Continued)

The period within which the shares must be taken up under an option of the New Share Option Scheme shall not be later than 10 years from the date the option is granted. There is no minimum period for which an option must be held before it can be exercised. HK\$1 is payable on acceptance of the option within 28 days from its date of grant. The subscription price is the highest of (i) the closing price of the share as stated in the Stock Exchange's daily quotations sheet on the date of grant, (ii) a price being the average of the closing prices of the share as stated in the Stock Exchange's daily quotations sheet on the five business days immediately preceding the date of grant and (iii) the nominal value of a share. The New Share Option Scheme is valid for 10 years from 26th November, 2001. No further options may be granted pursuant to the New Share Option Scheme after 25th November, 2011.

Share options generally either become fully vested and exercisable within a period of 10 years immediately after the date of grant or become vested over a period of time up to a maximum of three years after the acceptance of a grant.

Options granted to a grantee become lapsed if the grantee ceased to be an eligible participant before the options become vested.

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31. 以股份支付的交易 (續)

根據本公司購股權計劃授出的購股權變動詳情如下：

31. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Details of the movements of share options granted under the Company's share option schemes are as follows:

授出日期 Date of grant	行使價 Exercise price 港元 HK\$	購股權數目 Number of share options				
		於二零零五年 一月一日 尚未行使 Outstanding at 1.1.2005	於年內授出 Granted during the year	於年內行使 Exercised during the year	於年內註銷 ／失效 Cancelled/ lapsed during the year	於二零零五年 十二月三十一日 尚未行使 Outstanding at 31.12.2005
舊購股權計劃 Old Share Option Scheme						
二零零零年九月二十一日 21st September, 2000	0.590	9,800,000	–	(1,550,000)	–	8,250,000
二零零一年四月二十五日 25th April, 2001	0.547	17,400,000	–	(200,000)	–	17,200,000
		27,200,000	–	(1,750,000)	–	25,450,000
新購股權計劃 New Share Option Scheme						
二零零一年十二月四日 4th December, 2001	0.790	14,520,000	–	–	–	14,520,000
二零零二年四月九日 9th April, 2002	0.820	27,616,000	–	(888,000)	(660,000)	26,068,000
二零零二年五月二十二日 22nd May, 2002	0.920	2,600,000	–	–	(300,000)	2,300,000
二零零二年十月二日 2nd October, 2002	0.570	16,686,000	–	(6,425,000)	(60,000)	10,201,000
二零零三年四月九日 9th April, 2003	0.479	36,180,000	–	(12,870,000)	(750,000)	22,560,000
二零零三年十一月三日 3rd November, 2003	0.800	500,000	–	–	–	500,000
二零零四年一月十三日 13th January, 2004	0.906	29,840,000	–	–	(870,000)	28,970,000
二零零四年十二月七日 7th December, 2004	0.910	800,000	–	–	(800,000)	–
二零零五年六月九日 9th June, 2005	0.910	–	500,000	–	–	500,000
		128,742,000	500,000	(20,183,000)	(3,440,000)	105,619,000
		155,942,000	500,000	(21,933,000)	(3,440,000)	131,069,000
可於年終行使 Exercisable at the end of the year						110,999,000
加權平均行使價 Weighted average exercise price		0.69	0.91	0.53	0.79	0.71

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31. 以股份支付的交易 (續)

31. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

購股權數目						
Number of share options						
	行使價	於二零零四年 一月一日 尚未行使 Outstanding at 1.1.2004	於年內授出 Granted during the year	於年內行使 Exercised during the year	於年內註銷 ／失效 Cancelled/ lapsed during the year	於二零零四年 十二月三十一日 尚未行使 Outstanding at 31.12.2004
授出日期 Date of grant	Exercise price 港元 HK\$					
舊購股權計劃						
Old Share Option Scheme						
二零零零年九月二十一日 21st September, 2000	0.590	14,600,000	–	(4,800,000)	–	9,800,000
二零零一年四月二十五日 25th April, 2001	0.547	28,050,000	–	(7,650,000)	(3,000,000)	17,400,000
		42,650,000	–	(12,450,000)	(3,000,000)	27,200,000
新購股權計劃						
New Share Option Scheme						
二零零一年十二月四日 4th December, 2001	0.790	14,760,000	–	(240,000)	–	14,520,000
二零零二年四月九日 9th April, 2002	0.820	29,040,000	–	(1,406,000)	(18,000)	27,616,000
二零零二年五月二十二日 22nd May, 2002	0.920	2,600,000	–	–	–	2,600,000
二零零二年十月二日 2nd October, 2002	0.570	23,002,000	–	(5,816,000)	(500,000)	16,686,000
二零零三年四月九日 9th April, 2003	0.479	40,700,000	–	(4,270,000)	(250,000)	36,180,000
二零零三年十一月三日 3rd November, 2003	0.800	500,000	–	–	–	500,000
二零零四年一月十三日 13th January, 2004	0.906	–	30,200,000	–	(360,000)	29,840,000
二零零四年十二月七日 7th December, 2004	0.910	–	800,000	–	–	800,000
		110,602,000	31,000,000	(11,732,000)	(1,128,000)	128,742,000
		153,252,000	31,000,000	(24,182,000)	(4,128,000)	155,942,000
可於年終行使 Exercisable at the end of the year						94,318,000
加權平均行使價 Weighted average exercise price		0.62	0.91	0.57	0.58	0.69

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31. 以股份支付的交易 (續)

有關於年內行使的購股權，於行使日的加權平均股價為0.90港元（二零零四年：1.07港元）。年終尚未行使購股權的餘下合約年期的加權平均數為6.6年（二零零四年：5.3年）。

授出日期的購股權的估計公平值以柏力克－舒爾斯定價模式計算。該模式的輸入數值如下：

授出日期 Date of grant	行使價 Exercise price 港元 HK\$	加權平均股價 Weighted average share price 港元 HK\$	預計波幅 Expected volatility %	預計年期 Expected life	無風險利率 Risk-free rate %	預計所得股息 Expected dividend yield %	估計公平值 Estimated fair value 港元 HK\$
二零零五年 2005							
二零零五年六月九日 9th June, 2005	0.910	0.92	29.80	5 years	3.22	2.72	0.22
二零零四年 2004							
二零零四年一月十三日 13th January, 2004	0.906	0.90	44.90	5 years	2.63	1.11	0.35
二零零四年十二月七日 7th December, 2004	0.910	0.92	47.98	5 years	2.63	1.63	0.36

預計波幅以授出日期前52個星期內每週股份收市價的本公司過往波幅釐定。用於該模式的預計年期已按管理層就不可轉讓、行使限制及行為考慮因素等影響的最佳估計而作出調整。

截至二零零五年十二月三十一日止年度，本集團就年內股本結算並以股份支付的交易，將總開支2,149,000港元（二零零四年：8,444,000港元）確認入賬。

31. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

In respect of the share options exercised during the year, the weighted average share price at the date of exercise is HK\$0.90 (2004: HK\$1.07). The options outstanding at the end of the year have a weighted average remaining contractual life of 6.6 years (2004: 5.3 years).

These estimated fair values of the options on the date of grant were calculated using The Black-Scholes pricing model. The inputs into the model were as follows:

Expected volatility was determined by using the historical volatility of the Company for the weekly closing share price for the period of 52 weeks before the date of grant. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioral considerations.

For the year ended 31st December, 2005, the Group recognised the total expense of HK\$2,149,000 (2004: HK\$8,444,000) in related to equity-settled share-based payment transactions during the year.

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31. 以股份支付的交易 (續)

年內向僱員 (包括董事) 收取接納所獲授購股權的總代價為3港元 (二零零四年：162港元)。

32. 退休福利計劃

香港

本集團同時參加根據職業退休保障計劃條例登記的定額供款計劃 (「職業退休保障計劃」)，以及根據強制性公積金條例於二零零零年十二月成立的強制性公積金計劃 (「強積金計劃」)。該等計劃的資產與本集團的資產分開持有，並由受託人管理。倘僱員於強積金計劃成立前已經成為職業退休保障計劃的成員，則可選擇繼續選用職業退休保障計劃或轉而參加強積金計劃，而於二零零零年十二月一日或之後加盟本集團的所有新僱員均須參加強積金計劃。

職業退休保障計劃同時由僱員及本集團按僱員基本薪金介乎5%至12%不等 (視乎有關僱員於本集團的服務年期而定) 每月作出供款。倘僱員在可全數取回供款前退出職業退休保障計劃，則被沒收的供款會用作扣減本集團應付的供款。年內，按此方式所動用的被沒收供款為29,991港元 (二零零四年：無)。

至於強積金計劃成員方面，本集團會就有關僱員薪酬的5%向該計劃作出供款，而有關僱員亦會同時作出5%的供款。

在綜合收入報表就職業退休保障計劃及強積金計劃扣除的退休福利計劃供款為本集團根據各計劃的規定所指定百分比應付的供款。

於結算日，並無任何重大沒收供款可用作扣減日後供款。

31. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Total consideration received during the year from employees, including directors, for taking up the options granted is amounted to HK\$3 (2004: HK\$162).

32. RETIREMENT BENEFIT SCHEME

Hong Kong

The Group participates in both a defined contribution scheme which is registered under the Occupational Retirement Scheme Ordinance (the "ORSO Scheme") and a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1st December, 2000 are required to join the MPF Scheme.

The ORSO Scheme is funded by monthly contributions from both employees and the Group at rates ranging from 5% to 12% of the employee's basic salary, depending on the length of service with the Group. Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions. The amount of forfeited contributions utilised in this manner during the year was HK\$29,991 (2004: nil).

For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by the employee.

The retirement benefit scheme contributions arising from the ORSO Scheme and the MPF Scheme charged to the consolidated income statement represent contributions payable to the funds by the Group at rates specified in the rules of the respective schemes.

At the balance sheet date, there was no significant amount of forfeited contributions available to reduce future contributions.

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32. 退休福利計劃 (續)

中國內地

根據中國內地有關法律及法規，本集團於中國內地成立的若干附屬公司須按僱員薪金的指定百分比向退休福利計劃作出供款，從而為僱員提供退休福利。本集團對於該等退休福利計劃的唯一責任是根據該等計劃作出所需供款。

33. 遞延稅項

以下為本申報年度及以往年度主要已確認遞延稅項(負債)與資產及其變動：

32. RETIREMENT BENEFIT SCHEME (Continued)

Mainland China

According to the relevant laws and regulations in the Mainland China, certain subsidiaries established in the Mainland China are required to contribute a specified percentage of the payroll of their employees to the retirement benefit schemes to fund the retirement benefits of their employees. The only obligation of the Group with respect to the retirement benefit schemes is to make the required contributions under the respective schemes.

33. DEFERRED TAXATION

The following are the major deferred tax (liabilities) and assets recognised and movements thereon during the current and prior years:

		加速稅務折舊 Accelerated tax depreciation 千港元 HK\$'000	遞延開發成本 Deferred development cost 千港元 HK\$'000	其他 暫時差異 Other temporary differences 千港元 HK\$'000	合計 Total 千港元 HK\$'000
於二零零四年一月一日	At 1st January, 2004	(2,984)	3,764	2,334	3,114
於本年度收入 計入(扣除)	Credit (charge) to income for the year	1,767	(1,068)	235	934
於二零零四年 十二月三十一日及 二零零五年一月一日	At 31st December, 2004 and at 1st January, 2005	(1,217)	2,696	2,569	4,048
於本年度收入 計入(扣除)	Credit (charge) to income for the year	2,883	(844)	1,146	3,185
出售附屬公司	Disposal of subsidiaries	659	—	3,799	4,458
於二零零五年 十二月三十一日	At 31st December, 2005	2,325	1,852	7,514	11,691

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33. 遞延稅項 (續)

以下為就財務申報而言有關遞延稅項結餘的分析：

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
遞延稅項資產	Deferred tax assets	11,691	10,762
遞延稅項負債	Deferred tax liabilities	—	(6,714)
		11,691	4,048

於二零零五年十二月三十一日，本集團有未動用稅項虧損183,291,000港元(二零零四年：473,617,000港元)可抵銷未來溢利，而並無就難以確定的未來溢利來源所引致的有關虧損確認遞延稅項資產。於二零零四年十二月三十一日，未確認稅項虧損包括5,209,000港元虧損，該等虧損將於二零零七年至二零零九年屆滿。其他虧損可承上結轉，且並無期限。

於二零零五年十二月三十一日，本集團另有可扣減暫時差額58,567,000港元(二零零四年：77,942,000港元)。由於並無應課稅溢利可供扣除可扣減暫時差額，故並無就可扣減暫時差額確認遞延稅項資產。

34. 資產抵押

於二零零五年十二月三十一日，本集團為數2,695,000港元(二零零四年：6,824,000港元)的銀行存款已經抵押，作為本公司附屬公司獲授一般銀行備用額的擔保。

銀行存款按0.7%至1.4%的利率計息。銀行存款於二零零五年十二月三十一日的公平值與相關賬面值相若。

33. DEFERRED TAXATION (Continued)

The following is the analysis of the deferred tax balances for financial reporting purposes:

At 31st December, 2005, the Group has unused tax losses of HK\$183,291,000 (2004: HK\$473,617,000) available to offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams. At 31st December, 2004, included in unrecognised tax losses are losses of HK\$5,209,000 that will expire from 2007 to 2009. Other losses may be carried forward indefinitely.

At 31st December, 2005, the Group also has deductible temporary differences of HK\$58,567,000 (2004: HK\$77,942,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

34. PLEDGE OF ASSETS

At 31st December, 2005, bank deposits of HK\$2,695,000 (2004: HK\$6,824,000) of the Group were pledged to secure general banking facilities granted to subsidiaries of the Company.

The bank deposits carry interest rates ranging from 0.7% to 1.4%. The fair value of bank deposits at 31st December, 2005 approximates to the corresponding carrying amount.

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35. 經營租約承擔

本集團作為承租人：

於結算日，本集團有不可撤銷經營租約承擔，該等承擔項下的未來最低租金付款如下：

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
一年內	Within one year	2,270	2,518
第二至第五年 (包括首尾兩年在內)	In the second to fifth year inclusive	142	323
		2,412	2,841

經營租約付款乃指本集團就其若干辦公室物業之應付租金。租約平均按兩年期磋商，而固定租金亦平均按兩年期訂定。

本集團作為出租人：

年內，來自投資物業和機器及設備所賺取的租金收入分別為10,936,000港元(二零零四年：9,289,000港元)及1,367,000港元(二零零四年：454,000港元)。該等資產的承擔年期介乎一年至超過五年不等。

於結算日，本集團與租戶已訂立不可撤銷經營租約，日後所須支付的最低租金的到期日如下：

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
一年內	Within one year	13,189	11,336
第二至第五年 (包括首尾兩年在內)	In the second to fifth year inclusive	45,894	40,167
五年後	After five years	7,283	7,691
		66,366	59,194

35. OPERATING LEASE COMMITMENTS

The Group as lessee:

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

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
一年內	Within one year	2,270	2,518
第二至第五年 (包括首尾兩年在內)	In the second to fifth year inclusive	142	323
		2,412	2,841

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases are negotiated for an average term of two years and rentals are fixed for an average of two years.

The Group as lessor:

Rental income earned from investment properties and machinery and equipment during the year were HK\$10,936,000 (2004: HK\$9,289,000) and HK\$1,367,000 (2004: HK\$454,000) respectively. These assets have committed leases for terms ranging from one year to over five years.

At the balance sheet date, the Group had contracted with lessees for the following future minimum lease payments under non-cancellable operating leases which fall due as follows:

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
一年內	Within one year	13,189	11,336
第二至第五年 (包括首尾兩年在內)	In the second to fifth year inclusive	45,894	40,167
五年後	After five years	7,283	7,691
		66,366	59,194

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36. 資本承擔

36. CAPITAL COMMITMENTS

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
已批准但未訂約的 物業、廠房及 設備資本開支	Capital expenditure authorised but not contracted for in respect of property, plant and equipment	60,283	208,099
已訂約但 未撥備的 資本開支：	Capital expenditure contracted for but not provided in respect of:		
— 物業、廠房及設備	— property, plant and equipment	133,687	337,828
— 技術知識	— technical know-how	—	752
		133,687	338,580

37. 關連人士交易

與關連人士的交易

除附註10、19、25及29所載的關連人士交易外，本集團於年內與以下關連人士訂立下列重大交易：

37. RELATED PARTY TRANSACTIONS

Transactions with related parties

In addition to the related parties transactions set out in Notes 10, 19, 25 and 29, during the year, the Group also entered into the following significant transactions with related parties:

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
已付一家同系附屬公司的租金開支	Rental expenses paid to a fellow subsidiary	2,289	1,991
已收一家同系附屬公司的租金收入	Rental income received from a fellow subsidiary	565	700
已收一家聯營公司的租金收入	Rental income received from an associate	10,371	8,589
銷售予一家聯營公司	Sales to an associate	90,623	71,390
已付一家聯營公司芯片製作服務費用	Wafer fabrication service charges paid to an associate	93,799	111,855
銷售予附屬公司少數股東的附屬公司	Sales to the subsidiaries of minority shareholders of subsidiaries	150,860	501
銷售予附屬公司少數股東	Sales to minority shareholders of subsidiaries	—	28,177
購自附屬公司少數股東	Purchases from minority shareholders of subsidiaries	—	8,873
已付附屬公司少數股東專利權費用	Royalties paid to minority shareholders of subsidiaries	28,661	1,951
已付附屬公司少數股東特許權費	License fees paid to minority shareholders of subsidiaries	14,331	297

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37. 有關連人士交易 (續)

與有關連人士的交易 (續)

除已收一家聯營公司的租金收入是根據相關協議計算者外，以上交易乃按適用於與無關連人士進行交易的類似條款進行。

第70及71頁所載綜合資產負債表內應收／應付少數股東款項以及應收／應付一家聯營公司款項乃屬無抵押、免息及須按要求償還，而其公平值與相關賬面值相若。

與其他中國內地國家控制實體之交易／結餘

本集團本身為中國華潤(該公司由中國政府控制)旗下一個龐大公司集團之成員。除與華潤集團及其附屬公司進行之交易外，本集團亦在日常業務過程中與中國政府直接或間接擁有或控制之實體進行業務往來。董事認為，除中國華潤集團外，該等實體並無權力支配或參與製訂本集團之財務及經營政策。與該等實體進行之交易(包括買賣貨品及服務)已在財務報告中反映。本集團認為，就其所深知上文所概述之關連交易已充份及符合披露要求。

本集團主要管理人員酬金

短期福利	Short-term benefits
入職後福利	Post-employment benefits
股份付款開支	Share-based payments

董事酬金(即主要管理人員酬金)詳情在附註12披露。

37. RELATED PARTY TRANSACTIONS (Continued)

Transactions with related parties (Continued)

The above transactions were carried out on terms similar to those applicable to transactions with unrelated parties, except that rental income received from an associate is calculated pursuant to the relevant agreements.

The amounts due from/to minority shareholders and amount due from/to an associate as included in the consolidated balance sheet on pages 70 and 71 are unsecured, interest-free and repayable on demand and their fair values approximate to the corresponding carrying amounts.

Transactions/balances with other stated-controlled entities in Mainland China

The Group itself is a part of a larger group of companies under CRNC which is controlled by the Government of the People's Republic of China ("PRC government"). Apart from the transactions with parent company and its subsidiaries, the Group also conducts businesses with entities directly or indirectly owned or controlled by the PRC government in the ordinary course of business. The Directors are of the opinion that those entities other than the CRNC group do not have the power to govern or participate in the financial and operating policies of the Group. The transactions with these entities, including sales and purchases of goods and services, have been reflected in the financial statements. The Group believes that it has provided, at the best of its knowledge, adequate and appropriate disclosure of related party transactions as summarised above.

Compensation of key management personnel of the Group

		二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000
短期福利	Short-term benefits	8,678	6,562
入職後福利	Post-employment benefits	353	321
股份付款開支	Share-based payments	389	1,538
		9,420	8,421

Details of Directors' emoluments (being the compensation of key management personnel) are disclosed in Note 12.

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38. 政府補助金

政府補助金20,594,000港元(二零零四年: 18,820,000港元)計入應付賬款及應計費用內, 乃由有關政府部門提供, 以為開發新產品提供資金。該筆金額於相關資產可用年內按有系統及合理的基準確認為收入。此政策所引致本年度收入進賬額為2,956,000港元(二零零四年: 12,147,000港元)。

39. 主要附屬公司資料

以下為於二零零五年十二月三十一日主要附屬公司的詳情:

38. GOVERNMENT GRANTS

Included in creditors and accrued charges are government grants of HK\$20,594,000 (2004: HK\$18,820,000) which are provided by the relevant government authorities for the purpose of financing the development of new products. The amounts are recognised as income on systematic and rational basis over the useful lives of the relevant assets. This policy has resulted in a credit to income in the current year of HK\$2,956,000 (2004: HK\$12,147,000).

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries as at 31st December, 2005 are as follows:

附屬公司名稱 Name of subsidiary	註冊成立/ 成立地點 Place of incorporation/ establishment	已發行及 繳足股本/ 註冊股本 Issued and fully paid share capital/ registered capital	由本公司所持 有擁有權 權益百分比 Proportion ownership interest held by the Company	主要業務 Principal activities
<i>半導體業務</i> <i>Semiconductor business</i>				
華潤微電子(控股)有限公司 China Resources Microelectronics (Holdings) Limited	英屬處女群島 British Virgin Islands	普通股10美元 Ordinary US\$10	100%	投資控股 Investment holding
華潤半導體有限公司 China Resources Semiconductor Company Limited	香港 Hong Kong	普通股3港元 Ordinary HK\$3	100%	製造及銷售集成 電路設計及芯片封裝 Manufacture and sales of integrated circuit design and and wafer packaging
Faithway Resources Limited	英屬處女群島 British Virgin Islands	普通股1美元 Ordinary US\$1	100%	投資控股 Investment holding
* 深圳華潤矽科微電子有限公司	中國內地 Mainland China	1,800,000美元 US\$1,800,000	100%	設計芯片 Design of wafer

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39. 主要附屬公司資料 (續)

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立/ 成立地點 Place of incorporation/ establishment	已發行及 繳足股本/ 註冊股本 Issued and fully paid share capital/ registered capital	由本公司所持 有擁有權 權益百分比 Proportion ownership interest held by the Company	主要業務 Principal activities
<i>半導體業務 (續)</i> <i>Semiconductor business – continued</i>				
# 賽美科微電子(深圳)有限公司 Semicon Microelectronics (Shen Zhen) Co., Ltd.	中國內地 Mainland China	4,260,000美元 US\$4,260,000	100%	測試及封裝芯片 Testing and packaging of wafers
# 無錫華潤微電子有限公司	中國內地	人民幣570,000,000元	100%	製造及銷售集成電路、 封裝及測試集成 電路、投資控股
# Wuxi China Resources Microelectronics Co., Ltd.	Mainland China	RMB570,000,000		Manufacture and sales of integrated circuit, packaging and testing of integrated circuit, investment holding
# 無錫華潤矽科微電子有限公司	中國內地	人民幣25,000,000元	100%	設計、測試及銷售 集成電路產品及晶片
Wuxi China Resources Semico Co., Ltd	Mainland China	RMB25,000,000		Design, testing and sale of integrated circuit products and chips
® 無錫華潤華晶微電子有限公司 Wuxi China Resources Huajing Microelectronics Co., Ltd	中國內地 Mainland China	人民幣235,000,000元 RMB235,000,000	99.662%	製造及銷售集成電路 Manufacture and sales of integrated circuit
# 無錫華潤晶芯半導體有限公司 Wuxi CR Semiconductor Wafers & Chips Ltd.	中國內地 Mainland China	人民幣275,000,000元 RMB275,000,000	100%	製造及銷售集成電路 Manufacture and sales of integrated circuit
# 無錫華潤安盛科技有限公司 Wuxi CR Micro-Assemb Tech. Ltd.	中國內地 Mainland China	人民幣100,000,000元 RMB100,000,000	100%	測試及封裝芯片 Testing and packaging of wafers

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39. 主要附屬公司資料 (續)

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

附屬公司名稱 Name of subsidiary	註冊成立／ 成立地點 Place of incorporation/ establishment	已發行及 繳足股本／ 註冊股本 Issued and fully paid share capital/ registered capital	由本公司所持 有擁有權 權益百分比 Proportion ownership interest held by the Company	主要業務 Principal activities
<i>壓縮機業務</i> <i>Compressor business</i>				
華潤制冷科技有限公司 China Resources Cooling Technology Co., Ltd.	英屬處女群島 British Virgin Islands	普通股66美元 Ordinary US\$66	100%	投資控股 Investment holding
® 瀋陽華潤三洋壓縮機有限公司 China Resources (Shenyang) Sanyo Compressor Co., Ltd.	中國內地 Mainland China	159,980,000美元 US\$159,980,000	63.75%	製造及銷售空調壓縮機 Manufacture and sale of compressors for air-conditioners
® 瀋陽盛潤三洋壓縮機有限公司 Shenyang Shengrun Sanyo Compressor Co. Ltd.	中國內地 Mainland China	20,000,000美元 US\$20,000,000	63.75%	製造及銷售空調壓縮機 Manufacture and sale of compressors for air-conditioners
<i>其他</i> <i>Others</i>				
CRT (BVI) Limited	英屬處女群島 British Virgin Islands	普通股13美元 Ordinary US\$13	100%	投資控股 Investment holding

除CRT (BVI) Limited由本公司直接持有外，所有上述附屬公司均由本公司間接持有，並主要在註冊成立／成立地點經營業務。

於二零零五年十二月三十一日或年內任何時間，各附屬公司概無任何未償還債券。

董事認為，上表所列的本公司附屬公司對本集團的業績或資產與負債有重大影響。董事認為，載列其他附屬公司的詳情將令本報告過於冗長。

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All the above subsidiaries, except for CRT (BVI) Limited which is directly held, are indirectly held by the Company and operate principally in their places of incorporation/establishment.

None of the subsidiaries had any debt securities outstanding at 31st December, 2005 or at any time during the year.

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

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