

# Notes to the Financial Statements

For the year ended 31st December, 2005

## 1. GENERAL

The Company is a public listed 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"). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information to the annual report.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

The Company's principal activity is investment holding and the activities of its principal subsidiaries, associates and jointly controlled entities are set out in Notes 55, 56 and 57, respectively.

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

In the current year, the Group has applied, for the first time, a number of new and revised 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 (the "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 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 prior accounting periods are prepared and presented:

# 財務報表附註

截至二零零五年十二月三十一日止年度

## 1. 一般資料

本公司為一間於百慕達註冊成立為受豁免有限公司之公眾上市公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及主要業務地點之地址載於本年報之公司資料中。

此綜合財務報表以本公司之功能貨幣港元呈列。

本公司之主要業務為投資控股，而其主要附屬公司、聯營公司及共同控制機構之業務分別載於附註 55、56 及 57。

## 2. 應用香港財務報告準則／會計政策變動

於本年度，本集團首次應用由會計師公會頒布之若干新訂及經修訂香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋（以下統稱「新香港財務報告準則」），該等準則均於二零零五年一月一日或之後開始之會計期間生效。應用新香港財務報告準則導致綜合收益表、綜合資產負債表及綜合股本權益變動表之呈列方式出現變動，而少數股東權益及攤佔聯營公司稅項之呈列方式尤其出現更大變動。呈列方式之變動已追溯應用。採用新香港財務報告準則導致本集團於下列範疇之會計政策出現變動，從而影響本會計期間及過往會計期間業績之編製及呈列：

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## 財務報表附註

截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (cont'd)

#### (a) Business Combinations

In the current year, the Group has applied HKFRS 3 "Business Combinations", which is effective from 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 was capitalised and amortised over its estimated useful life. The Group has applied the relevant transitional provisions in HKFRS 3. With respect to goodwill previously capitalised on the balance sheet, the Group on 1st January, 2005 eliminated the carrying amount of the related accumulated amortisation of HK\$14,114,000 with a corresponding decrease in the cost of goodwill (see Note 27). The Group has discontinued amortising such goodwill from 1st January, 2005 onwards and 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 3 for the financial impact).

*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 income statement in the period in which the acquisition takes place. In previous periods, negative goodwill was presented as a deduction from assets or included in interests in associates 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 as at 1st January, 2005, with a corresponding increase to the Group's retained profits (see Note 3 for the financial impact).

### 2. 應用香港財務報告準則／會計政策變動（續）

#### (a) 業務合併

於本年度，本集團應用香港財務報告準則第3號「業務合併」，此準則對協議日期為二零零五年一月一日或之後之業務合併有效。應用香港財務報告準則第3號對本集團之主要影響概要如下：

##### *商譽*

於過往年度，由收購所產生的商譽均撥作資本，並於其估計可使用年期攤銷。本集團已應用香港財務報告準則第3號有關之過渡性條文，就已於資產負債表上資本化之商譽而言，本集團已於二零零五年一月一日對銷相關累計攤銷之賬面值，總額為14,114,000港元，並相應減少商譽成本（見附註27）。本集團已由二零零五年一月一日起不再攤銷該等商譽，並會每年最少對商譽進行一次減值測試。於二零零五年一月一日後產生之商譽於初步確認後，按成本減累計減值虧損（如有）計量。由於會計政策改變，本年度不再將任何商譽攤銷。二零零四年度的比較數字並無予以重列（有關財務影響見附註3）。

*本集團於被收購公司可識別資產、負債及或然負債公平淨值之權益超逾成本之差額（前稱「負商譽」）*

根據香港財務報告準則第3號，凡本集團於被收購公司可識別資產、負債及或然負債公平淨值之權益超逾成本（「收購折讓」），均會於進行收購之期間內即時於收益表中確認。於過往期間，負商譽呈列為資產之減值或包括於聯營公司權益中，並根該情況分析後，產生之結餘轉至收入。根據香港財務報告準則第3號之有關過渡條文，本集團於二零零五年一月一日終止確認所有負商譽，並相應增加本集團之保留盈利（有關財務影響見附註3）。

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For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (cont'd)

#### (b) *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 accounting periods beginning on or after 1st January, 2005, generally does not permit to recognise, derecognise or measure financial assets and liabilities on a retrospective basis. The principal effects resulting from the implementation of HKAS 32 and HKAS 39 are summarised below:

##### *Convertible bonds*

HKAS 32 requires an issuer of a compound financial instrument that contains both financial liability components and equity components to separate the compound financial instrument into its liability and equity components on its initial recognition and to account for these components separately. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the convertible bonds and the fair value assigned to the liability component, representing the conversion option for the holders to convert the bond into equity, is included in equity. In subsequent periods, the liability component is carried at amortised cost using effective interest method. The application of HKAS 32 has had no material impact for 2004 comparative figures as all the convertible bonds are issued in 2005.

### 2. 應用香港財務報告準則／會計政策變動（續）

#### (b) 金融工具

於本年度，本集團已應用香港會計準則第 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。於二零零五年一月一日或之後開始之會計期間生效之香港會計準則第 39 號一般不容許以追溯基準確認、終止確認或計量金融資產及負債。應用香港會計準則第 32 號及第 39 號所生之主要影響概述如下：

##### *可換股債券*

香港會計準則第 32 號規定包括金融負債部份及股本權益部份之複式金融工具之發行人於初步確認時須將複式金融工具按負債及股本權益部分獨立呈列，並就此等部分獨立列賬。於發行日期，負債部份之公平值乃根據類似不可換股債務之現行市場利率估計。發行可換股債券之所得款項與負債部份所計算公平值之差額，指持有人可將債券轉換為股權之轉換權，並計入股本權益內。於往後期間，負債部分以實際利息法按已攤銷成本列賬。由於所有可換股債券都於二零零五年發行，因此應用香港會計準則第 32 號並未對二零零四年比較數字造成重大影響。

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## 財務報表附註

截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (cont'd)

#### (b) Financial Instruments (cont'd)

##### *Classification and measurement of financial assets and financial liabilities*

The Group has applied the relevant transitional provisions in HKAS 39 with respect to 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 debt and equity securities in accordance with the benchmark treatment of Statement of Standard Accounting Practice ("SSAP") 24. Under SSAP 24, investments in debt or equity securities are classified as "investment securities", "other investments" or "held-to-maturity investments" as appropriate. "Investment securities" are carried at cost less impairment losses (if any) while "other investments" are measured at fair value, with unrealised gains or losses included in the income statement. Held-to-maturity investments are carried at amortised cost less impairment losses (if any). From 1st January, 2005 onwards, the Group has classified and measured its debt and equity securities in accordance with HKAS 39. Under HKAS 39, financial assets 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". The classification depends on the purpose for which the assets are acquired. "Financial assets at fair value through profit or loss" and "available-for-sale financial assets" are carried at fair value, with changes in fair values recognised in income statement and equity, respectively. Available-for-sale equity investments that do not have quoted market prices in an active market and whose fair value cannot be reliably measured are measured at cost less impairment after initial recognition. "Loans and receivables" and "held-to-maturity financial assets" are measured at amortised cost using the effective interest method after initial recognition (see Note 3 for the financial impact).

### 2. 應用香港財務報告準則／會計政策變動（續）

#### (b) 金融工具（續）

##### 金融資產及金融負債之分類及計量

本集團已應用香港會計準則第 39 號之相關過渡性條文，內容是有關屬於香港會計準則第 39 號範疇內之金融資產及金融負債之分類及計量。

二零零四年十二月三十一日之前，本集團乃按照會計實務準則（「會計實務準則」）第 24 號之基準處理方法來分類及計量其債務及股本證券。根據會計實務準則第 24 號，債務或股本證券之投資乃適當分類列作「投資證券」、「其他投資」或「持至到期之投資」。「投資證券」按成本減去減值虧損（如有）列賬，「其他投資」按公平值列賬，並將未實現損益計入收益表。持至到期之投資按已攤銷成本減去減值虧損（如有）列賬。自二零零五年一月一日起，本集團根據香港會計準則第 39 號分類及計量其債務及股本證券。根據香港會計準則第 39 號，金融資產乃分類列作「按公平值列賬並在損益表內處理之金融資產」、「可供出售金融資產」、「貸款及應收款項」或「持至到期之金融資產」。上述分類視乎所購入資產之目的而定。「按公平值列賬並在損益表內處理之金融資產」及「可供出售金融資產」按公平值列賬，而有關公平值之變動則分別於收益表及股本權益中確認。在活躍市場上並無已報市價之可供出售股本投資，倘其公平值無法可靠地計量，則於初步確認後按成本減減值計量。「貸款及應收款項」及「持至到期之金融資產」利用實際利息法按已攤銷成本計量（有關財務影響見附註 3）。

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## 財務報表附註

截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (cont'd)

#### (b) Financial Instruments (cont'd)

*Financial assets and financial liabilities other than debt and equity securities*

From 1st January, 2005 onwards, the Group has classified and measured its financial assets and financial liabilities other than debt and equity securities (which were previously outside the scope of SSAP 24) in accordance with the requirements of HKAS 39. As mentioned above, 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 are generally classified as "financial liabilities at fair value through profit or loss" or "other financial liabilities". Financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value being recognised in income statement directly. Other financial liabilities are carried at amortised cost using the effective interest method after initial recognition.

Prior to the application of HKAS 39, an interest-free loan receivable, an interest-free non-current amounts due to associates, an interest-free advances to associates and minority shareholders were stated at the nominal amount. The Group has applied the relevant transitional provisions in HKAS 39 as a result of the change in accounting policies. The carrying amounts of interest-free loan receivable, interest-free amounts due to associates, interest-free advances to associates and minority shareholders are adjusted for the effect of imputed interest based on the prevailing market rate as at the date of grant and are carried at amortised cost using the effective interest method subsequent to 1st January, 2005 (see Note 3 for the financial impact).

### 2. 應用香港財務報告準則／會計政策變動 (續)

#### (b) 金融工具 (續)

除債務及股本證券以外之金融資產及金融負債

由二零零五年一月一日起，本集團根據香港會計準則第 39 號之規定，對除債務及股本證券以外之金融資產及金融負債（以往不在會計實務準則第 24 號之範圍內）進行分類及計量。如上文所述，根據香港會計準則第 39 號之規定金融資產乃分類為「按公平值於損益賬處理之金融資產」、「可供出售之金融資產」、「貸款及應收賬款」或「持有至到期日之金融資產」。金融負債一般分類為「按公平值於損益賬處理之金融負債」或「其他金融負債」按公平值於損益賬處理之金融負債以公平值計量，其公平值之改變直接於收益表中確認。「其他金融負債」於最初確認後按使用實際利率法計算之已攤銷成本列賬。

於應用香港會計準則第 39 號前，免息之應收貸款、應付聯營公司免息非流動款項及向聯營公司及少數股東提供之免息墊款乃按面值列賬。本集團因改變會計政策應用香港會計準則第 39 號之相關過渡性條文。免息之應收貸款、應付聯營公司免息款項及向聯營公司及少數股東提供之免息墊款乃按授出或所收當日之市場利率作出調整，並於二零零五年一月一日後以實際利息法按攤銷成本列賬（有關財務影響見附註 3）。

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### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (cont'd)

#### (b) *Financial Instruments (cont'd)*

##### *Derivatives*

In previous years, the recognised and unrecognised gains or losses of foreign currency forward contracts are recognised in accordance with the scope of SSAP 11. 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 host contracts) are deemed as held-for-trading financial assets or financial liabilities, unless they qualify and are designated as effective hedging instruments. For derivatives that are classified as held for trading, changes in fair values of such derivatives are recognised in income statement for the period in which they arise.

#### (c) *Hotel Properties*

HKAS Interpretation 2 "The Appropriate Accounting Policies for Hotel Properties" clarifies the accounting policy for owner-operated hotel properties. In previous years, an associate of the Group's self-operated hotel properties were carried at revalued amounts and were not subject to depreciation. HKAS Interpretation 2 requires owner-operated hotel properties to be classified as property, plant and equipment in accordance with HKAS 16 "Property, plant and equipment", and therefore be accounted for either using the cost model or the revaluation model. The associate of the Group has resolved to account for these hotel properties using the cost model. In the absence of any specific transitional provisions in HKAS Interpretation 2, the new accounting policy has been applied retrospectively. Comparative figures of the interests in associates and share of result of associates have been restated (see Note 3 for the financial impact).

### 2. 應用香港財務報告準則／會計政策變動（續）

#### (b) 金融工具（續）

##### 衍生工具

在以往期間，外幣遠期合約之已確認及未確認利潤或虧損按照會計實務準則第 11 號之範疇確認。自二零零五年一月一日開始，香港會計準則第 39 號範疇內之所有衍生工具，不論被視為持有作買賣用途或指定用作有效對沖工具，均須於每個結算日以公平值列賬。根據香港會計準則第 39 號，衍生工具（包括與主契約分開列賬的內含衍生工具）均視為持有作買賣用途的金融資產或金融負債，但合資格並指定用作有效對沖工具者除外。對於歸類為持有作買賣用途的衍生工具，公平值之變動於產生變動之期間於收益表中確認。

#### (c) 酒店物業

香港會計準則註釋第 2 號「酒店物業之適當會計政策」澄清業主持作經營酒店物業之會計政策。在以往年度，本集團自行經營之酒店物業之聯營公司以重估價值入賬，並不作出折舊。香港會計準則註釋第 2 號將業主經營之酒店物業按香港會計準則第 16 號「物業、廠房及設備」分類為物業、廠房及設備，並用成本值模式或重估價值模式作出入賬。本集團之聯營公司採用成本模式將其酒店物業入賬。在香港會計準則註釋第 2 號未附任何具體過渡性條文下，此項新會計政策已被追溯應用。於聯營公司權益及應佔聯營公司之業績比較數字經已重列（有關財務影響見附註 3）。

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### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (cont'd)

#### (d) *Owner-occupied Leasehold Interest in Land*

In previous years, owner-occupied leasehold land and buildings were included in properties and other fixed assets and properties under development and measured at cost less impairment. 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 3 for the financial impact).

#### (e) *Investment Properties*

In the current year, the Group has, for the first time, applied HKAS 40 "Investment Property". Under HKAS 40, land held for currently undetermined future use is treated as investment property. Accordingly, property interests held for development which was previously measured at cost less impairment was reclassified to investment property at 1st January, 2005.

### 2. 應用香港財務報告準則／會計政策變動（續）

#### (d) 業主自用租賃土地權益

於以往年度，業主自用之租賃土地及樓宇列入物業，其他固定資產及發展中物業之中，並以成本扣除減值計算。於本年度，本集團應用香港會計準則第 17 號「租賃」。根據香港會計準則第 17 號，土地及樓宇租賃之土地及樓宇部份在進行租賃分類時須分開考慮，倘租賃款項無法可靠劃分為土地及樓宇兩部份，在此情況下，整項租賃一般以融資租約形式處理。在土地及樓宇所佔之租賃款項能可靠分配之情況下，土地之租賃權益重新分類為營業租約之預付租賃款項，按成本列賬及於租賃期內按直線法攤銷。會計政策之變動已追溯應用（有關財務影響見附註 3）。

#### (e) 投資物業

於本年度，本集團首次採用香港會計準則第 40 號「投資物業」。根據香港會計準則第 40 號，現時尚未決定日後用途之持有土地乃作為投資物業處理。據此，過去以成本扣除減值計量之持作發展物業權益於二零零五年一月一月被重新分類為投資物業。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (cont'd)

#### (e) Investment Properties (cont'd)

The Group has elected to use the fair value model to account for its investment properties which requires gains or losses arising from changes in the fair value of investment properties to be recognised directly in the income statement for the year in which they arise. In previous years, investment properties under SSAP 13 were measured at open market values, with revaluation surplus or deficits credited or charged to investment properties revaluation reserve unless the balance on this reserve was insufficient to cover a revaluation decrease, in which case the excess of the revaluation decrease over the balance on the investment properties revaluation reserve was charged to the income statement. Where a decrease had previously been charged to the income statement and a revaluation surplus subsequently arose, that increase was credited to the income statement to the extent of the decrease previously charged. The Group has applied the relevant transitional provisions in HKAS 40 and elected to apply HKAS 40 from 1st January, 2005 onwards. The amount held in investment properties revaluation reserve at 1st January, 2005 has been transferred to the Group's retained profits. Gains or losses arising on changes in fair value of investment properties held by the Group and the associates were recognised in the income statement for the year in which they arise (see Note 3 for the financial impact).

In addition, HKAS 40 has removed the 15% benchmark for determining the significance of the portion of property held for own use or leased to group companies which was previously allowed under SSAP 13. Under HKAS 40, if a property used for administrative purpose could be sold separately, the Group is required to account for that property separately as property, plant and equipment. Accordingly, certain property held for own use, previously included in investment properties, has been classified as property, plant and equipment under HKAS 16 "Property, Plant and Equipment". These changes in accounting policies have been applied retrospectively (see Note 3 for the financial impact).

### 2. 應用香港財務報告準則／會計政策變動（續）

#### (e) 投資物業（續）

本集團選擇將旗下投資物業以公平值模式入賬，此模式規定將投資物業之公平值變動所產生之收益或虧損直接確認於收益或虧損產生年內之收益表。在過往年度根據會計實務準則第 13 號之規定，投資物業以公開市值計量，重估盈餘或虧絀撥入投資物業重估儲備或自該儲備扣除，除非該儲備結餘不足以彌補重估所產生之減值，則重估減值高出投資物業重估儲備結餘之數額自收益表扣除。若減值已於早前自收益表扣除而其後之重估出現升值，則升值按之前的減幅列入收益表。本集團已應用香港會計準則第 40 號之相關過渡性條文，並選擇於二零零五年一月一日開始應用香港會計準則第 40 號。於二零零五年一月一日在投資物業重估儲備項下之金額已轉撥至本集團之保留溢利中。因本集團及聯營公司所持投資物業之公平值變動而產生之收益或虧損已於收益或虧損產生年內於收益表內確認（有關財務影響見附註 3）。

此外，香港會計準則第 40 號已移除過往根據會計實務準則第 13 號用作釐定持作自用或租予集團公司之物業部分之 15% 重要性基準。在會計準則第 40 號下，若作行政用途之物業可分開出售，則本集團須將該物業分開列作物業、廠房及設備。據此，若干以往列作投資物業之持作自用物業已按香港會計準則第 16 號「物業、廠房及設備」被分類為物業、廠房及設備。此會計政策之變動已追溯應用。（有關財務影響見附註 3）。



## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS/CHANGES IN ACCOUNTING POLICIES (cont'd)

#### (f) *Deferred Taxes related to Investment Properties*

In previous years, deferred tax consequences in respect of revalued investment properties were assessed on the basis of the tax consequence that would follow from recovery of the carrying amount of the properties through sale in accordance with the predecessor Interpretation. In the current year, the Group has applied HK(SIC) Interpretation 21 "Income Taxes – Recovery of Revalued Non-Depreciable Assets" which removes the presumption that the carrying amount of investment properties are to be recovered through sale. Therefore, the deferred tax consequences of the investment properties are now assessed on the basis that reflect the tax consequences that would follow from the manner in which the Group expects to recover the property at each balance sheet date. In the absence of any specific transitional provisions in HK(SIC) Interpretation 21, this change in accounting policy has been applied retrospectively. Comparative figures have been restated (see Note 3 for the financial impact).

### 2. 應用香港財務報告準則／會計政策變動（續）

#### (f) 與投資物業有關之遞延稅項

於過往年度，根據以往之詮釋，重估投資物業所產生之遞延稅項影響乃根據透過出售物業收回之賬面值帶來之稅務影響作出評估。於本年度，本集團已應用香港詮釋常務委員會詮釋第 21 號「所得稅 — 收回經重估折舊之資產」，該準則不再假設投資物業之賬面值可透過出售而收回。因此，投資物業之遞延稅項影響現按本集團預期於每個結算日有關物業可收回之數額帶來之稅務影響之基準進行評估。由於香港詮釋常務委員會詮釋第 21 號並無任何特定過渡條文，故該項會計政策變動已追溯應用。（財務影響見附註 3）。

# Notes to the Financial Statements

For the year ended 31st December, 2005

# 財務報表附註

截至二零零五年十二月三十一日止年度

## 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES

## 3. 會計政策變動之影響概要

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

應用新香港財務報告準則於二零零四年十二月三十一日及二零零五年一月一日之累積影響概述如下：

	As at 31st December, 2004 (as originally stated)						As at 31st December, 2004 (as restated)			As at 1st January, 2005		
	HKAS 1 HK\$'000 (Note 2)	HKAS 17 HK\$'000 (Note 2d)	Retrospective adjustments HKAS 16, 17 & 40 HK\$'000 (Note 2e) 追溯調整	HKAS INT2 HK\$'000 (Note 2c)	HK (SIC) INT 21 HK\$'000 (Note 2f)	HK\$'000	HKAS 39 HK\$'000 (Note 2b)	HKAS 40 HK\$'000 (Note 2e)	HKFRS 3 HK\$'000 (Note 2a)	1st January, 2005	HK\$'000	
	於二零零四年 十二月 三十一日 (原先呈列) 千港元	香港 會計準則 第 17 號 千港元 (附註 2d)	香港 會計準則 第 16、17 及 40 號 千港元 (附註 2e)	香港 會計準則 第 2 號 千港元 (附註 2c)	香港詮釋 常務委員會 第 21 號 千港元 (附註 2f)	於二零零四年 十二月 三十一日 (經重列) 千港元	香港 會計準則 第 39 號 千港元 (附註 2b)	香港 會計準則 第 40 號 千港元 (附註 2e)	香港 財務報告 準則 第 3 號 千港元 (附註 2a)	於二零零五年 一月一日 (經重列) 千港元	香港 會計準則 第 3 號 千港元 (附註 2a)	
<b>Balance sheet items</b>	<b>資產負債表項目</b>											
Investment properties	19,687,480	-	-	(344,000)	-	-	19,343,480	-	15,600	-	19,359,080	
Property and other fixed assets	32,939	-	(287)	52,086	-	-	84,738	-	(2,004)	-	82,734	
Properties under development	10,250	-	(9,500)	-	-	-	750	-	-	-	750	
Prepaid lease payments	-	-	9,760	240,955	-	-	250,715	-	-	-	250,715	
Negative goodwill	(191,028)	-	-	-	-	-	(191,028)	-	-	191,028	-	
Loans receivable	13,964	-	-	-	-	-	13,964	(295)	-	-	13,669	
Deferred tax assets	73,425	-	-	-	11,456	-	84,881	-	-	-	84,881	
Interests in associates	869,926	-	-	(205,694)	(32,561)	631,671	120,097	-	75,909	-	827,677	
Advances to associates	944,132	-	-	-	-	944,132	(120,511)	-	-	-	823,621	
Available-for-sale investments	-	-	-	-	-	-	1,661,651	-	-	-	1,661,651	
Investments in securities	1,940,109	-	-	-	-	1,940,109	(1,940,109)	-	-	-	-	
Investments held for trading	-	-	-	-	-	-	482,714	-	-	-	482,714	
Amounts due to associates	(26,646)	-	-	-	-	(26,646)	414	-	-	-	(26,232)	
Amounts due to minority shareholders	(373,878)	-	-	-	-	(373,878)	91,269	-	-	-	(282,609)	
Deferred tax liabilities	(42,437)	-	-	(723)	(2,000,452)	(2,043,612)	-	(2,379)	-	-	(2,045,991)	
Other assets and liabilities	(4,536,997)	-	-	-	-	(4,536,997)	-	-	-	-	(4,536,997)	
Total effects on assets and liabilities	18,401,239	-	(27)	(51,682)	(205,694)	(2,021,557)	16,122,279	295,230	11,217	266,937	16,695,663	
Minority interests	84,539	(84,539)	-	-	-	-	-	-	-	-	-	
	18,485,778	(84,539)	(27)	(51,682)	(205,694)	(2,021,557)	16,122,279	295,230	11,217	266,937	16,695,663	
Share capital	203,021	-	-	-	-	-	203,021	-	-	-	203,021	
Investment properties revaluation reserve	11,130,696	-	-	(40,700)	-	(2,016,581)	9,073,415	-	(9,073,415)	-	-	
Hotel property revaluation reserve	7,813	-	-	-	(7,813)	-	-	-	-	-	-	
Securities investments reserve	-	-	-	-	-	-	-	317,326	-	-	317,326	
Retained profits	2,972,774	-	(27)	(10,982)	(197,881)	-	2,763,884	(113,365)	9,080,362	266,937	11,997,818	
Other reserves	4,171,474	-	-	-	-	-	4,171,474	-	-	-	4,171,474	
Equity attributable to equity holders of the parent	18,485,778	-	(27)	(51,682)	(205,694)	(2,016,581)	16,211,794	203,961	6,947	266,937	16,689,639	
Minority interests	-	(84,539)	-	-	-	(4,976)	(89,515)	91,269	4,270	-	6,024	
Total effects on equity	18,485,778	(84,539)	(27)	(51,682)	(205,694)	(2,021,557)	16,122,279	295,230	11,217	266,937	16,695,663	

# Notes to the Financial Statements

For the year ended 31st December, 2005

# 財務報表附註

截至二零零五年十二月三十一日止年度

## 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (cont'd)

The effects of the changes in the accounting policies described in Note 2 on the results for the current and prior year are as follows:

## 3. 會計政策變動之影響概要 (續)

附註 2 所述會計政策變動對本年度及上年度業績之影響如下:

	HKAS 32 &							Total effect HK\$'000
	HKAS 1 HK\$'000 (Note 2)	HKAS 17 HK\$'000 (Note 2d)	HKAS 39 HK\$'000 (Note 2b)	HKAS 40 HK\$'000 (Note 2e)	HKFRS 3 HK\$'000 (Note 2a)	HKAS INT 2 HK\$'000 (Note 2c)	HK (SIC) - INT 21 HK\$'000 (Note 2f)	
	香港 會計準則 第 1 號 千港元 (附註 2)	香港 會計準則 第 17 號 千港元 (附註 2d)	香港 會計準則 第 32 及 第 39 號 千港元 (附註 2b)	香港 會計準則 第 40 號 千港元 (附註 2e)	香港財務 報告準則 第 3 號 千港元 (附註 2a)	香港財務 報告準則 詮釋 第 2 號 千港元 (附註 2c)	香港詮釋 常務委員會 詮釋 第 21 號 千港元 (附註 2f)	總影響 千港元
<b>For the year ended</b>	<b>截至二零零五年</b>							
<b>31st December, 2005</b>	<b>十二月三十一日止年度</b>							
Increase in depreciation arising from reclassification from investment properties to property and other fixed assets				(1,484)	-	-	-	(1,484)
Increase in deferred tax on accelerated tax depreciation				(47)	-	-	-	(47)
Decrease in release of negative goodwill					(8,661)	-	-	(8,661)
Decrease in amortization of goodwill					2,567	-	-	2,567
Increase in imputed interest income from advances to associates			47,747					47,747
Increase in imputed interest income from loans receivable			295					295
Increase in imputed interest expense on amounts due to associates			(414)					(414)
Increase in imputed interest expense on amounts due to minority shareholders			(16,107)					(16,107)
Increase in imputed interest expense on convertible bonds			(36,932)					(36,932)
(Decrease) increase in share of results of associates	(18,530)	-	(47,333)	176,020	-	(5,143)	(42,155)	62,859
Decrease in income tax expenses	18,530	-	-	-	-	-	-	18,530
Increase in amortisation of prepaid lease payments		(609)						(609)
Increase in fair value changes on investment properties				4,976,713				4,976,713
Increase in deferred tax on revaluation of investment properties							(876,490)	(876,490)
(Decrease) increase in profit for the year	-	(609)	(52,744)	5,151,202	(6,094)	(5,143)	(918,645)	4,167,967

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (cont'd)

### 3. 會計政策變動之影響概要 (續)

		<b>HKAS 1</b>	<b>HKAS 17</b>	<b>HKAS 40</b>	<b>HKAS INT 2</b>	<b>Total effect</b>
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Note 2)	(Note 2d)	(Note 2e)	(Note 2c)	
		香港	香港	香港	香港	
		會計準則	會計準則	會計準則	會計準則	
		第 1 號	第 17 號	第 40 號	第 2 號	總影響
		千港元	千港元	千港元	千港元	千港元
		(附註 2)	(附註 2d)	(附註 2e)	(附註 2c)	
For the year ended	截至二零零四年					
31st December, 2004	十二月三十一日止年度					
Increase in depreciation arising from reclassification from investment properties to property and other fixed assets	投資物業重新分類為物業及其他固定資產產生之折舊增加	–	–	(1,483)	–	(1,483)
Increase in deferred tax on accelerated tax depreciation	加速稅項折舊之遞延稅項增加	–	–	(47)	–	(47)
Decrease in share of results of associates	攤佔聯營公司業績減少	(3,198)	–	–	(3,497)	(6,695)
Decrease in income tax expense	所得稅開支減少	3,198	–	–	–	3,198
Decrease in depreciation	折舊減少	–	20	–	–	20
Increase in amortisation of prepaid lease payments	預付租賃款項攤銷增加	–	(609)	–	–	(609)
Decrease in profit for the year	本年度溢利減少	–	(589)	(1,530)	(3,497)	(5,616)

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (cont'd)

The effects of the changes in the accounting policies described in Note 2 by line items for the current and prior year are as follows:

### 3. 會計政策變動之影響概要 (續)

附註 2 所述會計政策變動對本年度及上年度按分項劃分之影響如下：

	HKAS 32 &							Total effect HK\$'000
	HKAS 1 HK\$'000 (Note 2)	HKAS 17 HK\$'000 (Note 2d)	HKAS 39 HK\$'000 (Note 2b)	HKAS 40 HK\$'000 (Note 2e)	HKFRS 3 HK\$'000 (Note 2a)	HKAS INT 2 HK\$'000 (Note 2c)	HK (SIC) - INT 21 HK\$'000 (Note 2f)	
	香港 會計準則 第 1 號 千港元 (附註 2)	香港 會計準則 第 17 號 千港元 (附註 2d)	香港 會計準則 第 32 及 39 號 千港元 (附註 2b)	香港 會計準則 第 40 號 千港元 (附註 2e)	香港財務 報告準則 第 3 號 千港元 (附註 2a)	香港 會計準則 詮釋 第 2 號 千港元 (附註 2c)	香港詮釋 常務委員會 詮釋 第 21 號 千港元 (附註 2f)	
<b>For the year ended</b>	<b>截至二零零五年</b>							
<b>31st December, 2005</b>	<b>十二月三十一日止年度</b>							
Decrease in other income	-	-	-	-	(8,661)	-	-	(8,661)
Increase in investment income, net	-	-	48,042	-	-	-	-	48,042
Increase in administrative expenses	-	(609)	-	(1,484)	-	-	-	(2,093)
Decrease in other expenses	-	-	-	-	2,567	-	-	2,567
Increase in fair value changes on investment properties	-	-	-	4,976,713	-	-	-	4,976,713
Increase in finance costs	-	-	(53,453)	-	-	-	-	(53,453)
(Decrease) increase in share of results of associates	(18,530)	-	(47,333)	176,020	-	(5,143)	(42,155)	62,859
Decrease (increase) in income tax expense	18,530	-	-	(47)	-	-	(876,490)	(858,007)
(Decrease) increase in profit for the year	-	(609)	(52,744)	5,151,202	(6,094)	(5,143)	(918,645)	4,167,967

	HKAS 1 HK\$'000 (Note 2)	HKAS 17 HK\$'000 (Note 2d)	HKAS 40 HK\$'000 (Note 2e)	HKAS INT 2 HK\$'000 (Note 2c)	Total effect HK\$'000
	香港 會計準則 第 1 號 千港元 (附註 2)	香港 會計準則 第 17 號 千港元 (附註 2d)	香港 會計準則 第 40 號 千港元 (附註 2e)	香港 會計準則 詮釋 第 2 號 千港元 (附註 2c)	
<b>For the year ended</b>	<b>截至二零零四年</b>				
<b>31st December, 2004</b>	<b>十二月三十一日止年度</b>				
Increase in administrative expenses	-	(589)	(1,483)	-	(2,072)
Decrease in share of results of associates	(3,198)	-	-	(3,497)	(6,695)
Decrease (increase) in income tax expense	3,198	-	(47)	-	3,151
Decrease in profit for the year	-	(589)	(1,530)	(3,497)	(5,616)

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (cont'd)

### 3. 會計政策變動之影響概要 (續)

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

應用新香港財務報告準則對本集團於二零零四年一月一日之股本權益之財務影響概述如下：

		<b>As originally stated</b>				<b>HKAS INT 2</b>	<b>HK (SIC) – INT 21</b>	<b>As restated</b>
		HK\$'000	HKAS 1 HK\$'000 (Note 2)	HKAS 17 HK\$'000 (Note 2d)	HKAS 40 HK\$'000 (Note 2e)	HK\$'000 (Note 2c)	HK\$'000 (Note 2f)	HK\$'000
			香港 會計準則	香港 會計準則	香港 會計準則	香港 會計準則 詮釋	香港 詮釋 常務委員會 詮釋	
		原先呈列 千港元	第 1 號 千港元 (附註 2)	第 17 號 千港元 (附註 2d)	第 40 號 千港元 (附註 2e)	第 2 號 千港元 (附註 2c)	第 21 號 千港元 (附註 2f)	經重列 千港元
Share capital	股本	216,390	–	–	–	–	–	216,390
Investment properties revaluation reserve	投資物業重估儲備	7,701,857	–	–	23,300	–	(1,462,015)	6,263,142
Hotel property revaluation reserve	酒店物業重估儲備	28,018	–	–	–	(28,018)	–	–
Retained profits	保留溢利	1,771,154	–	(2,443)	(6,447)	(194,384)	–	1,567,880
Other reserves	其他儲備	4,650,197	–	–	–	–	–	4,650,197
Equity attributable to equity holders of the parent	母公司股本權益持有人之應佔股本權益	14,367,616	–	(2,443)	16,853	(222,402)	(1,462,015)	12,697,609
Minority interests	少數股東權益	–	(153,069)	–	–	–	(2,606)	(155,675)
Total effects on equity	對股本權益之總影響	14,367,616	(153,069)	(2,443)	16,853	(222,402)	(1,464,621)	12,541,934

The Group has not early applied the following new standards and interpretations that have been issued but are not yet effective.

本集團並無提早應用下列已頒布但尚未生效之新訂準則及詮釋。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 3. SUMMARY OF THE EFFECTS OF THE CHANGES IN ACCOUNTING POLICIES (cont'd)

The Group is not yet in a position to determine whether these standards and interpretations will have a significant impact on how the results of operations and financial position are prepared and presented. These standards and interpretations may result in changes in the future as to how the results and financial position are prepared and presented.

HKAS 1 (Amendment)	Capital disclosures <sup>1</sup>
HKAS 19 (Amendment)	Actuarial gains and losses, group plans and disclosures <sup>2</sup>
HKAS 21 (Amendment)	Net investment in a foreign operation <sup>2</sup>
HKAS 39 (Amendment)	Cash flow hedge accounting of forecast intragroup transactions <sup>2</sup>
HKAS 39 (Amendment)	The fair value option <sup>2</sup>
HKAS 39 & HKFRS 4 (Amendments)	Financial guarantee contracts <sup>2</sup>
HKFRS 6	Exploration for and evaluation of mineral resources <sup>2</sup>
HKFRS 7	Financial instruments: Disclosures <sup>1</sup>
HK(IFRIC) – INT 4	Determining whether an arrangement contains a lease <sup>2</sup>
HK(IFRIC) – INT 5	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds <sup>2</sup>
HK(IFRIC) – INT 6	Liabilities arising from participating in a specific market – waste electrical and electronic equipment <sup>3</sup>
HK(IFRIC) – INT 7	Applying the restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies <sup>4</sup>

1 Effective for accounting periods beginning on or after 1st January, 2007.

2 Effective for accounting periods beginning on or after 1st January, 2006.

3 Effective for accounting periods beginning on or after 1st December, 2005.

4 Effective for accounting periods beginning on or after 1st March, 2006.

### 3. 會計政策變動之影響概要 (續)

本集團尚未能確定該等準則及詮釋對營運業績及財政狀況之編製及呈列方式會否構成重大影響。該等準則及詮釋或會導致日後營運業績及財政狀況之編製及呈列方式出現變動。

香港會計準則第1號 (修訂本)	股本披露 <sup>1</sup>
香港會計準則第19號 (修訂本)	精算損益、集團計劃及披露 <sup>2</sup>
香港會計準則第21號 (修訂本)	海外業務投資淨額 <sup>2</sup>
香港會計準則第39號 (修訂本)	預測集團內部交易之現金流量對沖會計法 <sup>2</sup>
香港會計準則第39號 (修訂本)	期權之公平值 <sup>2</sup>
香港會計準則第39號及財務報告準則第4號 (修訂本)	財務擔保合約 <sup>2</sup>
香港財務報告準則第6號	勘探及評估礦物資源 <sup>2</sup>
香港財務報告準則第7號	金融工具：披露 <sup>1</sup>
香港 (國際財務報告詮釋委員會) – 詮釋第4號	釐定安排是否包含租賃 <sup>2</sup>
香港 (國際財務報告詮釋委員會) – 詮釋第5號	享有解除運作、修復及環境修復基金所產生權益之權利 <sup>2</sup>
香港 (國際財務報告詮釋委員會) – 詮釋第6號	參與特定市場所產生之負債 - 廢料、電力及電子設備 <sup>3</sup>
香港 (國際財務報告詮釋委員會) – 詮釋第7號	根據香港會計準則第29號惡性通貨膨脹經濟體中之財務報告採用重列法 <sup>4</sup>

1 於二零零七年一月一日或之後開始之會計期間生效。

2 於二零零六年一月一日或之後開始之會計期間生效。

3 於二零零五年十二月一日或之後開始之會計期間生效。

4 於二零零六年三月一日或之後開始之會計期間生效。

## Notes to the Financial Statements

For the year ended 31st December, 2005

### 4. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared in accordance with HKFRS 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 and by the Hong Kong Companies Ordinance.

#### **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.

All inter-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.

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. 主要會計政策

綜合財務報表乃根據歷史成本法編製，惟按公平值計算之若干物業及金融工具除外，有關之會計政策闡述如下：

綜合財務報表已根據香港會計師公會頒布之香港財務報告準則編製。此外，綜合財務報表亦包括香港聯合交易所有限公司證券上市規則及香港公司條例規定之適用披露事項。

#### **綜合賬目基準**

綜合財務報表包括本公司及其附屬公司之財務報告。

年內收購或出售之附屬公司之業績乃由實際收購日期起或至實際出售日期止計入綜合收益表中。

所有集團內公司間之交易、結餘、收入及費用在綜合賬目中均予以對銷。

綜合附屬公司淨資產內之少數股東權益與本集團之股本權益分開識別。淨資產內之少數股東權益包括在原業務合併日期之有關權益數額，以及自合併日期起計少數股東應佔之股權變動。適用於少數股東之虧損超出於在附屬公司股權之少數股東權益之數額，將分配與本集團之權益中，惟少數股東具約束力責任及可以用其他投資補足虧損者除外。



## Notes to the Financial Statements

For the year ended 31st December, 2005

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Goodwill**

*Goodwill arising on acquisitions prior to 1st January, 2005*

Goodwill arising on an acquisition of a subsidiary or an associate 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 or associate at the date of acquisition.

For previously capitalised goodwill, the Group has discontinued amortisation from 1st January, 2005 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill relates may be impaired (see the accounting policy below).

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

Goodwill arising on an acquisition of a subsidiary or an associate 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 or associate 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 balance sheet. Capitalised goodwill arising on an acquisition of an associate is included in the cost of the investment of the relevant associate.

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. A cash-generating unit to which goodwill has been allocated is 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. Any impairment loss for goodwill is recognised directly in the income statement. An impairment loss for goodwill is not reversed in subsequent periods.

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. 主要會計政策 (續)

#### **商譽**

於二零零五年一月一日前進行收購產生之商譽

協議日期為二零零五年一月一日前收購附屬公司或聯營公司所產生之商譽指收購成本高於本集團於有關附屬公司或聯營公司在收購日期之可識別資產及負債公平值所佔權益之款額。

就先前已撥充資本之商譽而言，本集團已由二零零五年一月一日起終止攤銷，而有關商譽則會每年及於有跡象顯示與商譽有關之現金產生單位可能出現減值時進行減值測試（見下文之會計政策）。

於二零零五年一月一日或之後進行收購產生之商譽

協議日期為二零零五年一月一日或之後收購附屬公司或聯營公司所產生之商譽指收購成本高於本集團於有關附屬公司或聯營公司在收購日期之可識別資產、負債及或然負債公平值所佔權益之款額。有關商譽會按成本減任何累計減值虧損列賬。

收購附屬公司所產生之已撥充資本商譽乃於資產負債表分開呈列。收購聯營公司所產生之已撥充資本商譽包括在投資有關該聯營公司成本中。

就減值測試而言，收購產生之商譽會分配至各預期可受惠於收購之協同效益之有關現金產生單位或多組現金產生單位。商譽所屬之現金產生單位會每年及於有跡象顯示與商譽有關之現金產生單位可能出現減值時進行減值測試。就財政年度內收購所產生之商譽而言，商譽所屬之現金產生單位會於該財政年度結束前進行減值測試。倘現金產生單位之可收回金額低於其賬面值，則折損會先分配以調減該單位任何商譽之賬面值，其後則按該單位內各項資產之賬面值之比例分配至該單位之其他資產。任何商譽之折損會即時於收益表中確認。商譽之折損不會於其後期間撥回。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Goodwill (cont'd)**

*Goodwill arising on acquisitions on or after 1st January, 2005 (cont'd)*

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

#### **Excess of the Group'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 or an associate for which an 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 income statement. A discount on acquisition arising on an acquisition of an associate is included as income in the determination of the Group's share of results of the associate in which the investment is acquired.

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.

### 4. 主要會計政策 (續)

#### **商譽 (續)**

於二零零五年一月一日或之後進行收購產生之商譽 (續)

日後出售附屬公司而釐定出售盈虧時會計入已撥充資本之商譽所佔之金額。

#### **於被收購公司可識別資產、負債及或然負債公平淨值之權益超逾成本之差額 (「收購折讓」)**

於二零零五年一月一日或之後訂約收購附屬公司或聯營公司所產生之收購折讓指被收購公司可識別資產、負債及或然負債公平淨價值高於業務合併成本之款額。收購折讓會即時於收益表中確認。收購聯營公司時產生的收購折讓於當年計算本集團應佔聯營公司業績時一併計入收益。

承如上文附註2所闡述，所有於二零零五年一月一日之負商譽已終止確認，並已相應調整本集團之保留溢利。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Investments 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. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

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.

#### **Jointly controlled entities**

Joint venture arrangements which involve the establishment of a separate entity in which each venturer has an interest are referred to as jointly controlled entities.

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities 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 jointly controlled entities, less any identified impairment loss. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity (which includes any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

### 4. 主要會計政策 (續)

#### **於聯營公司之投資**

聯營公司之業績及資產與負債利用會計權益法計入此等財務報表。根據權益法，於聯營公司之投資以成本在綜合資產負債表內列賬，並經本集團應佔聯營公司損益及權益變動之收購後變動而調整，減任何已識別折損列賬。倘本集團應佔聯營公司之虧損相等於或高於其於該聯營公司之權益（包括任何實質上構成本集團於該聯營公司之淨投資一部分之任何長期權益），則本集團會終止確認其應佔之其他虧損。本集團會就額外應佔之虧損撥備，並會確認負債，惟僅以本集團已產生法定或推定責任或代表該聯營公司付款為限。

倘集團實體與本集團之聯營公司進行交易，則會以本集團於有關聯營公司之權益為限而撇銷損益。

#### **共同控制機構**

共同控制機構指以合資安排另行成立之獨立機構，其每名合資方擁有權益。

共同控制機構之業績及資產與負債利用會計權益法計入此等財務報表。根據權益法，於共同控制機構之投資以成本在綜合資產負債表內列賬，並經本集團應佔共同控制機構損益及權益變動之收購後變動而調整，減任何已識別折損列賬。倘本集團應佔共同控制機構之虧損相等於或高於其於該共同控制機構之權益（包括任何實質上構成本集團於該共同控制機構之淨投資一部分之任何長期權益），則本集團會終止確認其應佔之其他虧損。本集團會就額外應佔之虧損撥備，並會確認負債，惟僅以本集團已產生法定或推定責任或代表該共同控制機構付款為限。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Non-current assets held for sale**

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition.

Non-current assets classified as held for sale are measured at the lower of the assets' previous carrying amount and fair value less costs to sell.

#### **Impairment losses (other than goodwill, intangible assets with indefinite lives)**

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 those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, 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 as income immediately.

#### **Investment properties**

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured using fair value. Gains or losses arising from changes in the fair value of investment property are included in income statement for the period in which they arise.

### 4. 主要會計政策 (續)

#### **持作出售之非流動資產**

非流動資產及出售組別之賬面值倘若乃透過出售交易而非透過持續使用而收回，則會分類為持作銷售類別。此條件只會於很可能達成出售及資產可於現況下供即時出售時方告符合。

分類為持作出售之非流動資產乃按資產以往賬面值及公平值（以較低者為準）減出售成本計量。

#### **減值虧損（商譽及無限使用年期之無形資產除外）**

於每個結算日，本集團會檢討其有形及無形資產之賬面值，以確定有關資產有否出現任何減值虧損之情況。如資產之可收回款額估計會低於其賬面值，資產之賬面值會削減至其可收回款額。減值虧損會即時確認為開支。

如折損於其後逆轉，資產之賬面值會提高至經修訂之估計可收回款額，惟已提高之賬面值不得高於在過往年度未有就資產確認減值虧損之情況下之賬面值。減值虧損之逆轉會即時確認為收入。

#### **投資物業**

於初步確認時，投資物業乃按成本（包括任何直接應佔之開支）計量。於初步確認後，投資物業利用公平值模型計量。投資物業公平值變動產生之損益會於產生期間計入收益表。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Investment properties (cont'd)**

##### *Leasehold land held for undetermined future use*

Leasehold land held for undetermined future use is regarded as held for capital appreciation purpose and classified as an investment property, and carried at fair value. Changes in fair value of the leasehold land are recognised directly in income statement for the period in which changes take place.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. 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 asset) is included in income statement for the period in which the item is derecognised.

#### **Property and other fixed assets**

Property and other fixed assets (other than properties under development) are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of property and other fixed assets (other than properties under development) over their estimated useful lives and after taking into account their estimated residual value, using the straight line method, at the following rates per annum:

Type	Basis
Buildings	Over the shorter of the unexpired period of the lease and 40 years
Furniture, fixtures and equipment	3 to 10 years
Yacht and motor vehicles	3 to 10 years

### 4. 主要會計政策 (續)

#### **投資物業 (續)**

##### *持有未決定日後用途之租賃土地*

持有未決定日後用途之租賃土地被視為持作資本增值用途而確認為投資物業，並以公平值入賬。租賃土地公平值之變動於變動發生期內直接於收益表確認。

投資物業於出售或於其被永久終止使用或預期於出售時再無日後經濟利益之時終止確認。終止確認資產所產生的任何損益（按淨出售代價及資產之賬面值之差異計算）載列於終止確認期間內之收益表中。

#### **物業及其他固定資產**

物業及其他固定資產（發展中物業除外）按成本減其後之累積折舊及累積減值虧損列賬。

物業及其他固定資產（發展中物業除外）之折舊，乃按其估計可使用年期及估計剩餘價值以直線法撇銷成本，其年折舊率如下：

種類	基準
樓宇	按租約尚餘年期與四十年兩者中較短者
傢俬、裝置及設備	三至十年
遊艇及車輛	三至十年

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Property and other fixed assets (cont'd)**

*Leasehold land and buildings under development for future owner-occupied purpose*

When the leasehold land and buildings are in the course of development for production, rental or for administrative purposes, the leasehold land component is classified as a prepaid lease payment and amortised over a straight-line basis over the lease term. During the construction period, the amortisation charge provided for the leasehold land is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

#### **Property interests held for future development**

Property interests held for future development represent a right to develop properties on a piece of land upon payment of a final amount, and are carried at cost less any identified impairment loss.

#### **Stock of properties**

Stock of properties, which are held for trading, is stated at the lower of cost and net realisable value. Net realisable value is determined by reference to sale proceeds received after the balance sheet date less selling expenses, or by management estimates based on the prevailing market conditions.

### 4. 主要會計政策 (續)

#### **物業及其他固定資產 (續)**

*持作日後業主自用之發展中租賃土地及樓宇*

就作生產、租金或行政用途之發展中租賃土地及樓宇而言，租賃土地之部份乃分類為預付租賃款項，並按租賃年期以直線法攤銷。於建築期間，租賃土地之攤銷費用撥備乃列作在建樓宇成本之部份。在建樓宇乃按成本減任何可辨識減值虧損列賬。樓宇於可供使用時開始計算折舊（即於當其所處之位置及條件為其可以按管理層計劃營運形式所必須）。

#### **持作日後發展之物業權益**

持作日後發展之物業權益指於支付最後款項或在土地上發展物業之權利，乃按成本扣除任何可辨認減值虧損列賬。

#### **物業存貨**

持作交易目的之物業存貨按其成本值及可變現淨值兩者中較低者列賬。可變現淨值參考於結算日後收取之出售所得款項減出售之開支計算，或根據管理層按當時市況作出之估計釐定。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Intangible assets**

##### *Trading and exchange rights*

Trading rights and gold and silver exchange rights are stated at cost less accumulated amortisation and less any identified impairment loss. The amortisation period adopted for intangible assets is 5 years.

##### *Club debentures*

Club debentures are stated at cost, less any identified impairment losses. Club debentures with indefinite useful lives are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired. 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. An impairment loss is recognised as an expense immediately.

When 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.

#### **Financial instruments**

Financial assets and financial liabilities are recognised on the 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 income statement.

### 4. 主要會計政策 (續)

#### **無形資產**

##### *買賣及交易權利*

買賣權及金銀貿易權，乃按成本減累積攤銷及任何可辨認減值虧損列賬。無形資產之攤銷期為五年。

##### *會社債券*

會社債券按成本減任何可辨認減值虧損列賬。無限使用年期之會社債券每年進行減值測試，比較其賬面值及可收回價值，不論是否出現可能減值之現象。如資產之可收回價值估計會低於其賬面值，資產之賬面值會削減至其可收回價值。減值會即時確認為開支。

如減值虧於其後逆轉，資產之賬面值會提高至經修訂之估計可收回款額，惟已提高之賬面值不得高於在過往年度未有就資產確認減值之情況下之賬面值。

#### **金融工具**

當一家集團實體成為金融工具合約條文之一方，則於資產負債表內確認金融資產及金融負債。金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債直接應佔之交易成本（按公平值列賬並在損益表內處理之金融資產及金融負債除外）乃於初步確認時加入金融資產或金融負債（如適用）之公平值，或從金融資產或金融負債之公平值扣除。收購按公平值列賬並在損益表內處理之金融資產或金融負債直接應佔之交易成本，即時於收益表內確認。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Financial instruments (cont'd)**

##### *Financial assets*

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

##### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss has two subcategories, including financial assets held for trading and those designated at fair value through profit or loss on initial recognition. At each balance sheet date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in income statement in the period in which they arise.

##### Loans and receivables

Loans and receivables (including advance to associates, advance to an investee company, loan receivables, pledged deposits, debtors, securities receivable and deposits, time deposits, bank balances and cash) 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 income statement 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.

### 4. 主要會計政策 (續)

#### **金融工具 (續)**

##### *金融資產*

本集團之金融資產分類為以下三個類別其中之一，包括按公平值列賬並在損益表內處理之金融資產、貸款及應收款項及可出售金融資產。所有正常購買或銷售之金融資產，按交易日之基準確認及不予確認。正常購買或銷售金融資產是指按照市場規定或慣例須在一段期限內進行資產交付之金融資產買賣。各類別金融資產而所採納之會計政策載列如下。

##### 按公平值列賬並在損益表內處理之金融資產

按公平值列賬並在損益表內處理之金融資產有兩類，包括持有作買賣用途之金融資產及於首次確認時被指定按公平值列賬並在損益表內處理之金融資產。於首次確認後之各結算日，按公平值列賬並在損益表內處理之金融資產乃按公平值計量，而公平值之變動在彼等產生之期間內即時直接在收益表中確認。

##### 貸款及應收款項

貸款及應收款項（包括墊付聯營公司款項、墊付接受投資公司款項、應收貸款、已抵押存款、應收款項、應收證券及存款、定期存款、銀行結餘及現金）為並未於交投活躍之市場內報價而附帶固定或可議定付款之非衍生金融資產。於初步確認後之每個結算日，貸款及應收款項使用實際利率法按經攤銷成本減任何可識別減值虧損列賬。當有客觀證據顯示資產已減值，則於收益表確認減值虧損，並以資產之賬面值與按原實際利率折現其估計未來現金流量之現值兩者之差額計量。當於確認減值後發生一項事件可以客觀地與資產可收回款項增加有關，減值虧損於其後期間撥回，但以所撥回於減值日期資產之賬面值為限，不得超過該項資產原未確認減值之經攤銷成本。



## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Financial instruments (cont'd)**

##### *Financial assets (cont'd)*

##### 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 (set out above). 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 income statement. Any impairment losses on available-for-sale financial assets are recognised in income statement. Impairment losses on available-for-sale equity investments will not reverse 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.

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. 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 income statement 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 and equity*

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The Group's financial liabilities are generally classified into financial liabilities at fair value through profit or loss and other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

### 4. 主要會計政策 (續)

#### **金融工具 (續)**

##### *金融資產 (續)*

##### 待售金融資產

待售金融資產為非衍生項目，無論是否劃分為任何其他類別（闡述如上）。於初步確認後之每個結算日，待售金融資產按公平值計量。公平值之變動於股本中確認，直至該金融資產被出售或釐定為已減值，屆時過往於股本中確認之累計收益或虧損會自股本中剔除，並於收益表確認。待售金融資產之任何減值於收益表確認。待售股本投資之減值虧損將不會於往後期間撥回。就待售債項投資而言，倘該投資之公平值增加可客觀地與確認減值後之事件有關，則減值將獲撥回。

該等並無活躍市場之市價報價，而其公平值未能可靠計量的待售股權投資，於首次確認後之各個結算日按成本值減任何已識別減值虧損計算。倘具備客觀證明資產減值，則減值虧損於收益表確認。減值虧損數額按資產賬面值與按類似金融資產之現行市場回報率折讓估計未來現金流量之現值間之差額計算。有關減值虧損將不會於以後期間撥回。

##### *金融負債及股本權益*

集團實體發行之金融負債及股本工具乃根據所訂立合約安排之內容及金融負債與股本工具之定義予以分類。

股本工具為可證明於本集團資產經扣除其所有負債後之餘額權益之任何合約。本集團之金融負債一般分類為按公平值列賬並在損益表內處理之金融負債及其他金融負債。就金融負債及股本工具而採納之會計政策載列如下。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Financial instruments (cont'd)**

##### *Financial liabilities and equity (cont'd)*

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss has two subcategories, including financial liabilities held for trading and those designated at fair value through profit or loss on initial recognition. At each balance sheet date subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in income statement in the period in which they arises.

Other financial liabilities

Other financial liabilities including creditors and accruals, cash and margin payable, deposits and receipts in advance, bank and other borrowings, amounts due to associates and amounts due to minority shareholders are subsequently measured at amortised cost, using the effective interest rate method.

Convertible bonds

Convertible bonds issued by the Company that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible bonds and the fair value assigned to the liability component, representing the embedded call option for the holder to convert the bonds into equity, is included in equity (convertible bonds – equity reserve).

### 4. 主要會計政策 (續)

#### **金融工具 (續)**

##### *金融負債及股本權益 (續)*

按公平值列賬並在損益表內處理之金融負債

按公平值列賬並在損益表內處理之金融負債可細分為兩個類別，分別為持作買賣之金融負債及於首次確認時已指定為於損益賬按公平值處理之金融負債。於首次確認後之各結算日，於損益賬按公平值處理之金融負債乃按公平值計算，而公平值之變動乃於產生期間直接確認於收益表。

其他金融負債

其他金融負債包括應付賬款及應計款項、應付現金及保證金、按金及預先收取款項、銀行及其他借貸、欠負聯營公司款項及欠負少數股東款項，乃採用實際利率法按攤銷成本計算。

可換股債券

本公司發行之可換股債券包括金融負債及股本權益部份，乃於首次確認時獨立分類為負債及股本權益部份。於首次確認時，負債部份之公平值乃按類似不可轉換債務之現行市場利率釐定。發行可換股債券之所得款項與轉往負債部份之公平值之差額，即代表可讓持有人將債券兌換為股本權益之認購期權應列入股本權益（可換股債券股本權益儲備）。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Financial instruments (cont'd)**

##### *Financial liabilities and equity (cont'd)*

##### Convertible bonds (cont'd)

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible bonds – equity reserve until the embedded option is exercised (in which case the balance stated in convertible bonds – equity reserve will be transferred to share capital and share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible bonds – equity reserve will be released to the retained profits. No gain or loss is recognised in income statement upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to convertible bonds – equity reserve. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

##### Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融負債及股本權益 (續)

##### 可換股債券 (續)

於往後期間，可換股債券之負債部份乃採用實際利率法攤銷成本列賬。股本權益部份，即可將負債部份兌換為本公司普通股之期權將保留於可換股債券股本權益儲備，直至附設之期權獲行使為止，在此情況下，可換股債券股本權益儲備之結餘將轉移至股本及股份溢價。倘期權於到期日尚未獲行使，可換股債券股本權益儲備之結餘將撥至保留盈利。期權兌換或到期時將不會於收益表中確認任何盈虧。

與發行可換股債券相關之交易成本乃按所得款項之劃分比例分配至負債及股本權益部份。與股本權益部份相關之交易成本乃直接計入可換股債券股本權益儲備內。與負債部份相關之交易成本乃計入負債部份之賬面值，並按可換股債券之期限採用實際利率法攤銷。

##### 股本工具

本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Financial instruments (cont'd)**

##### *Derivative financial instruments that do not qualify for hedge accounting*

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 income statement.

##### *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 income statement.

For financial liabilities, they are removed from the Group's 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 paid or payable is recognised in income statement.

### 4. 主要會計政策（續）

#### **金融工具（續）**

##### *不符合作對沖會計處理之金融衍生工具*

衍生工具並不符合作對沖會計處理被視為持作買賣金融資產或持作買賣金融負債。該衍生工具的公平值變動即時於收益表內確認。

##### *取消確認*

若從資產收取現金流之權利已到期，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部份風險及回報轉移，則金融資產將被取消確認。於取消確認金融資產時，資產賬面值與已收代價及已直接於股本權益確認之累計損益之總和之差額，將於收益表中確認。

就金融負債而言，則於本集團之資產負債表中移除（即倘於有關合約之特定責任獲解除、取消或到期）。取消確認之金融負債賬面值與已付或應付代價之差額乃於收益表中確認。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Revenue recognition**

Revenue from properties developed for sale is recognised on the execution of a binding sales agreement or when the relevant occupation permit or certificate of compliance is issued by the building authority, whichever is the later.

Revenue from properties held for sale is recognised on the execution of a binding sales agreement. Payments received from the purchasers prior to this stage are recorded as deposits received on sales of properties and are grouped under current liabilities.

Rental income, including rental invoiced in advance from properties under operating leases, is recognised in the income statement on a straight-line basis over the term of the relevant lease.

Sale of securities investments are recognised on a trade date basis.

Brokerage income on dealings in securities and futures contracts and the profit and loss on trade in securities and futures contracts are recognised on the transaction dates when the relevant contract notes are executed.

Management fee income is recognised in accordance with terms of respective agreements over the relevant period in which the services are rendered.

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

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.

### 4. 主要會計政策（續）

#### **收入確認**

已發展物業之銷售收入在執行具約束力之銷售協議或獲有關建築當局批出有關入伙准許證或滿意紙後（以較後者為準），方予確認入賬。

持作出售物業之收入在執行具約束力之銷售協議時方予確認入賬。於上述階段前從買家收取之款項乃列作銷售物業之已收按金，並計入流動負債內。

租金收入包括就營業租約物業預先開出發票之租金，乃就有關租約年期按直線法於收益表中確認。

出售證券投資按買賣日期基準確認。

買賣證券及期貨合約之經紀收入以及買賣證券及期貨合約之溢利及虧損於執行買賣單據之交易日確認。

管理費收入乃就提供服務期間按有關協議之條款確認。

投資之股息收入乃於本集團收取款項之權利確立後確認。

金融資產之利息收入乃就本金結餘按適用利率及時間比例計算。有關利率指將金融資產的估計未來所收現金在估計可使用期內折現至資產賬面淨值的利率。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **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 income statement because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable and 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 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 tax profit nor the accounting profit.

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 profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to 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.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the entity intends to settle its current tax assets and liabilities on a net basis.

### 4. 主要會計政策（續）

#### **稅項**

所得稅開支指本年度應付稅項及遞延稅項。

當期應付稅項按年度應課稅溢利計算。應課稅溢利與收益表所報純利不同，此乃由於其不包括在其他年度應課稅或可扣減之收入或支出項目，亦不包括收益表內永不課稅或扣減之項目。本集團的本期稅項負債以結算日已一直採用或實際採用的稅率計算。

遞延稅項確認於就財務報告內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者之差異，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅暫時差異確認，而遞延稅項資產則限於較可能於日後取得應課稅溢利，並可用以抵銷可扣減暫時差異時確認。若暫時差異因商譽或因於一項既不影響應課稅溢利亦不影響會計溢利之交易（業務合併除外）中開始確認其他資產及負債而引致，則不會確認該等資產及負債。

遞延稅項資產之賬面值於每個結算日均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

遞延稅項乃按預期於負債償還或資產變現期間之適用稅率計算。遞延稅項會扣自或計入收益表，惟有關直接扣自或計入股本權益之項目，其遞延稅項亦會於股本權益中處理。

如所得稅是由同一稅務當局徵收及本集團打算支付其稅項資產及稅項負債之淨額，遞延稅項資產及負債可以互相抵銷。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **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.

##### *The Group as lessor*

Rental income from operating leases is recognised in the income statement on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

##### *The Group as lessee*

Rentals payable under operating leases are charged to income statement on a straight-line basis over the term of the relevant lease. 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**

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 (i.e. the currency of the primary economic environment in which the entity operates) 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.

### 4. 主要會計政策（續）

#### **租約**

凡租約條款規定將租賃資產擁有權之絕大部份風險及回報轉移至承租人之租約均列為財務租約。所有其他租約分類為經營租約。

##### *本集團為出租人*

經營租約之租金收入會以直線法按有關租約年期在收益表確認。磋商及安排經營租約時產生之初步直接成本會加入租賃資產之賬面值，並以直接法按租約年期確認為開支。

##### *本集團為承租人*

根據經營租約應付之租金會以直線法按有關租約年期在收益表中扣除。作為訂立經營租約獎勵之已收及應收利益以直線法按有關租約年期確認為租金開支扣減。

#### **外幣**

在編製個別集團實體的財務報表時，以實體功能貨幣以外之貨幣（外幣）進行之交易按交易日通用之匯率以其功能貨幣（即該實體經營之主要經濟環境之貨幣）記錄。於各結算日，以外幣列值之貨幣項目以結算日通用之匯率重新換算。以外幣列值並按公平值列賬之非貨幣項目以釐定公平值當日通用之匯率重新換算。以外幣列值並以歷史成本計量之非貨幣項目不會重新換算。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **Foreign currencies (cont'd)**

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in income statement in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in income statement 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 (i.e. Hong Kong dollars) 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, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the translation reserve). Such exchange differences are recognised in income statement in the period in which the foreign operation is disposed of.

#### **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.

All other borrowing costs are recognised in income statement in the period in which they are incurred.

#### **Retirement benefits costs**

Payment to defined contribution retirement benefit schemes are charged in the income statement as they fall due.

### 4. 主要會計政策 (續)

#### **外幣 (續)**

結算貨幣項目及換算貨幣項目時產生之匯兌差額於產生之期間在收益表中確認。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入期內之收益表中，惟重新換算非貨幣項目產生之差額有關之損益直接於股本權益確認，在此情況下，匯兌差額亦會直接於股本權益中確認。

為呈列綜合財務報表的目的，本集團境外業務的資產及負債均以結算日通用匯率換算為本公司的呈列貨幣（即港元），而其收入及開支則以本年度平均匯率予以換算。除非匯率於期內波動很大。在此情況下，以交易日通用之匯率換算。產生的匯兌差異確認為一個股本權益的獨立部份（換算儲備）。該匯兌差額於該境外業務被出售期間於收益表內確認。

#### **借貸成本**

於購買、興建或製造合資格資產之直接應佔借貸成本，將撥作為該等資產之部分成本，當該等資產實質上達至擬定用途或銷售時借貸成本便不再作資本化。

所有其他借貸成本已於發生時於收益表確認為支出。

#### **退休福利成本**

定額供款退休福利計劃之供款於其到期支付時作為開支於收益表中扣除。



## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### **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 obligations. 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.

#### **Prepaid lease payments**

Payment for obtaining land use rights accounted for as prepaid lease payments and are charged to the income statement on a straight-line basis over the lease terms.

### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies which are described in Note 4, management has made certain key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, 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 below.

#### **Impairment loss in respect of accounts receivable**

The policy for impairment loss in respect of accounts receivable of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor. If the financial conditions of debtors of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

### 4. 主要會計政策 (續)

#### **撥備**

倘本集團因過往事件而產生目前的責任，而本集團須償還該責任時，則確認撥備。撥備乃根據董事會於結算日對償還有關責任所需支出的最佳估計釐定，並在出現重大影響時折讓至現值。

#### **預付租賃款項**

為取得土地使用權而支付之款項列作預付租賃款項，按直線法在租約期內自收益表扣除。

### 5. 估計不明確因素之主要來源

在應用上文附註4所載本集團之會計政策時，於結算日，管理層對未來之預期及其他估計不明確因素之主要來源作出若干主要假設，可能對財務報表確認之金額構成重大影響之關鍵會計判斷及估計之不明確因素之主要來源概述如下：

#### **有關應收賬之減值虧損**

本集團有關應收賬之減值虧損之政策基於付款能力評估及年期分析賬目及管理層之判斷衡量。於評估此等應收款項之最終收回情況時需要作出大量判斷，包括各客戶目前之信譽及付款紀錄。倘若集團客戶之財政狀況轉差而削弱彼等之付款能力時，則需要作出額外撥備。

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For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

#### **Investment properties**

As described in Note 21, investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on method of valuation which involves certain estimates. In relying on the valuation report, the management has exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. Should there are changes in assumptions due to change of market conditions, the fair value of the investment properties will change in future.

#### **Income taxes**

As at 31st December, 2005, a deferred tax asset of approximately HK\$96,250,000 in relation to unused tax losses has been recognised in the Group's balance sheet. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the income statement for the period in which such a reversal takes place.

### 5. 估計不明確因素之主要來源 (續)

#### **投資物業**

誠如附註 21 所述，投資物業是以獨立專業評估師評定之公平值入賬。評估師於決定公平值時乃根據包含若干估計之估值方法進行，管理層於信賴估值報告時已作出了判斷及認同該估值方法乃反映市場現況。如市場現況導致假設有任何變動，投資物業之公平值可能於未來變動。

#### **所得稅**

於二零零五年十二月三十一日，有關未使用稅務虧損之遞延稅項資產約 96,250,000 港元已經確認。遞延稅項資產能否變現主要視乎日後是否具有足夠之未來溢利或應課稅暫時差異。倘若未來之實際溢利低於預期，則可能產生重大之遞延稅項資產撥回，該項確認將於出現撥回發生之期間內在收益表內確認。

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For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include equity investments, borrowings, loan receivables, trade receivables, trade payables, convertible bonds, equity-linked notes, time deposits and bank balances. 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 management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Market risk

##### (i) Currency risk

The majority of the Group's assets by value and all rental income are denominated in Hong Kong dollars, except certain equity investments and equity-linked notes are denominated in foreign currencies. The currency exposure arising from the equity investments and equity-linked notes is mitigated primarily through borrowings denominated in the relevant foreign currencies.

##### (ii) Interest rate risk

The Group has variable-rate borrowings and is therefore exposed to cash flow interest rate risk (see Note 43 for details of these borrowings). The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

##### (iii) Price risk

The Group's equity investments classified as available-for-sale investments and investments held-for-trading are measured at fair value at each balance sheet date. Therefore, the Group is exposed to equity security price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles.

### 6. 財務風險管理目標及政策

本集團之主要金融工具包括股權投資、借貸、應收貸款、應收貿易賬項、應付貿易賬項、可換股債券、股權連繫票據、定期存款及銀行結存。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

#### 市場風險

##### (i) 貨幣風險

本集團大部份資產價值及所有租金均以港元為貨幣單位，惟若干股權投資及股票掛鈎票據則以外幣為貨幣單位。本集團主要透過相應外國貨幣單位之借貸降低由股權投資及股票掛鈎票據而產生之貨幣風險。

##### (ii) 利率風險

本集團有浮息借貸，故本集團須承擔現金流利率風險（該等借貸詳情見附註43）。本集團現時並無採用任何利率對沖政策。然而，管理層會監控利率風險，並於需要時考慮對沖重大利率風險。

##### (iii) 價格風險

本集團之股權投資包括待售投資及持作買賣之投資每逢結算日均會按公平值計量。因此，本集團須承擔股本證券之價格風險。管理層以設立不同風險水平的投資組合控制有關風險。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

#### **Credit risk**

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 31st December, 2005 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 management of the Group has delegated a team responsible 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 Directors consider that the Group's credit risk is significantly reduced.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong.

### 7. TURNOVER

Turnover represents the aggregate of amounts received and receivable from the sales of investments held-for-trading, sales of properties held for sale, property rental income, commission from brokerage, settlement charges from brokerage and interest income from loan financing.

### 6. 財務風險管理目標及政策 (續)

#### **信貸風險**

倘若交易對手無法履行彼等截至二零零五年十二月三十一日之債項，本集團承受之最大信貸風險為綜合資產負債表內確認之金融資產之賬面值。為盡量降低信貸風險，本集團管理層已指派一組人員負責釐定信貸額度、信貸批核及其他監管程序，確保能採取跟進行動追收逾期貸款。此外，於每個結算日，本集團檢討每宗個別貿易債項之可收回款項，確保就無法收回款項作出足夠之減值虧損。就此而言，董事會認為本集團之信貸風險已大幅降低。

本集團按地理集中承擔信貸風險之地區為香港。

### 7. 營業額

營業額指已收及應收之出售持作買賣之投資收入、出售持作出售物業收入、物業租金收入、經紀佣金、經紀服務之交易費用以及貸款融資利息收入之總額。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 8. BUSINESS AND GEOGRAPHICAL SEGMENTS

#### Business segments

For management purposes, the Group is currently organised into five operating divisions – property development and trading, property leasing, money lending, listed securities investment and treasury products and unlisted securities investment, investment holding and brokerage. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

Property development and trading	–	Property development and sales of properties
Property leasing	–	Property rental
Money lending	–	Loan financing
Listed securities investment and treasury products	–	Listed securities investment and trading, over-the-counter trading and structured products
Unlisted securities investment, investment holding and brokerage	–	Unlisted securities investment, trading and brokerage

### 8. 按業務及地域劃分之資料

#### 按業務劃分

就業務管理而言，本集團之業務目前可分為五個經營部份 — 物業發展及買賣、物業租賃、放債、上市證券投資及財資產品以及非上市證券投資、投資控股及經紀服務。該等部份為本集團申報其主要分類資料之基準。

主要業務活動如下：

物業發展及買賣	–	物業發展及物業銷售
物業租賃	–	物業租賃
放債	–	貸款融資
上市證券投資及財資產品	–	上市證券投資及買賣、場外交易及結構性產品
非上市證券投資、投資控股及經紀服務	–	非上市證券投資、買賣及經紀服務

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 8. BUSINESS AND GEOGRAPHICAL SEGMENTS (cont'd)

Segment information about these businesses is presented below.

#### INCOME STATEMENT

For the year ended 31st December, 2005

### 8. 按業務及地域劃分之資料 (續)

以下呈報該等業務之分類資料：

#### 收益表

截至二零零五年十二月三十一日止年度

		Property development and trading HK\$'000	Property leasing HK\$'000	Money lending HK\$'000	Listed securities investment and treasury products HK\$'000	Unlisted securities investment, holding and brokerage HK\$'000	Other operations HK\$'000	Consolidated HK\$'000
					上市證券 投資及 財資產品 千港元	非上市 證券投資、 投資控股及 經紀服務 千港元	其他業務 千港元	綜合 千港元
TURNOVER	營業額							
Turnover from external customers	來自外間客戶之營業額	3,900	715,606	31,158	1,515,655	8,669	-	2,274,988
RESULT	業績							
Segment result	分類業績	978,658	5,697,834	31,158	279,936	243,070	-	7,230,656
Unallocated corporate income, net	未分攤之公司收入淨額						-	46,626
Finance costs on listed securities investment and treasury products	上市證券投資及 財資產品之財務費用	-	-	-	(36,676)	-	-	(36,676)
Other finance costs	其他財務費用						-	(278,316)
Other gains and losses, net	其他收益及虧損淨額						-	(8,640)
Share of results of associates	攤佔聯營公司業績	231,810	174,743	428	-	17,547	5,512	430,040
Profit before tax	除稅前溢利							7,383,690
Income tax expense	所得稅開支							(929,023)
Profit for the year	本年度溢利							6,454,667

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 8. BUSINESS AND GEOGRAPHICAL SEGMENTS (cont'd)

### 8. 按業務及地域劃分之資料 (續)

#### BALANCE SHEET

At 31st December, 2005

#### 資產負債表

於二零零五年十二月三十一日

		Property development and trading HK\$'000	Property leasing HK\$'000	Money lending HK\$'000	Listed securities investment and treasury products HK\$'000	Unlisted securities investment, holding and brokerage HK\$'000	Other operations/ unallocated HK\$'000	Consolidated HK\$'000
		物業發展 及買賣 千港元	物業租賃 千港元	放債 千港元	上市證券 投資及 財資產品 千港元	非上市 證券投資、 投資控股及 經紀服務 千港元	其他業務/ 未分攤 千港元	綜合 千港元
ASSETS	資產							
Segment assets	分類資產	2,531,246	25,707,560	531,008	8,706,533	487,125	28,459	37,991,931
Interests in associates	聯營公司權益	280,384	358,991	3,776	-	-	49,719	692,870
Advance to associates	墊付聯營公司款項	571,799	957,880	22,107	-	-	130,189	1,681,975
Unallocated corporate assets	未分攤之公司資產							74,061
								40,440,837
LIABILITIES	負債							
Segment liabilities	分類負債	13,682	309,123	133	4,332,830	164,035	29,162	4,848,965
Unallocated corporate liabilities	未分攤之公司負債							11,889,175
								16,738,140

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 8. BUSINESS AND GEOGRAPHICAL SEGMENTS (cont'd)

### 8. 按業務及地域劃分之資料 (續)

#### OTHER INFORMATION

For the year ended 31st December, 2005

其他資料

截至二零零五年十二月三十一日止年度

		<b>Property development and trading HK\$'000</b>	<b>Property leasing HK\$'000</b>	<b>Unlisted securities investment, investment holding and brokerage HK\$'000</b>	<b>Consolidated HK\$'000</b>
				非上市 證券投資、 投資控股及 經紀服務 千港元	綜合 千港元
Capital additions	資本增加	<b>620,606</b>	<b>78,404</b>	<b>78,882</b>	<b>777,892</b>
Depreciation	折舊	-	<b>10,398</b>	-	<b>10,398</b>
Prepaid lease payments charged to income statement	於收益表扣除之預付租賃款項	-	<b>609</b>	-	<b>609</b>
Impairment losses reversed in the income statement	於收益表撥回之減值虧損	<b>(977,054)</b>	-	-	<b>(977,054)</b>
Other non-cash expenses	其他非現金開支	<b>4,398</b>	<b>29,392</b>	<b>2,711</b>	<b>36,501</b>



# Notes to the Financial Statements

For the year ended 31st December, 2005

# 財務報表附註

截至二零零五年十二月三十一日止年度

## 8. BUSINESS AND GEOGRAPHICAL SEGMENTS (cont'd)

## 8. 按業務及地域劃分之資料 (續)

### INCOME STATEMENT

For the year ended 31st December, 2004

### 收益表

截至二零零四年十二月三十一日止年度

	Property development and trading HK\$'000	Property leasing HK\$'000	Money lending HK\$'000	Listed securities investment and treasury products HK\$'000	Unlisted securities investment, and investment holding and brokerage HK\$'000	Consolidated HK\$'000  (as restated)
	物業發展 及買賣 千港元	物業租賃 千港元	放債 千港元	上市證券 投資及 財資產品 千港元	非上市 證券投資、 投資控股及 經紀服務 千港元	綜合 千港元  (經重列)
<b>TURNOVER</b>	<b>營業額</b>					
Turnover from external customers	713,200	695,381	349	3,835,274	13,153	5,257,357
<b>RESULT</b>	<b>業績</b>					
Segment result	326,732	675,934	349	285,084	223,338	1,511,437
Unallocated corporate income, net						25,747
Finance costs on listed securities						
Investment and treasury products				(323)		(323)
Other finance costs						(55,380)
Other gains and losses, net						15,615
Share of results of jointly controlled entities						(768)
Share of results of associates	127,137	56,145	(728)		25,634	208,188
Profit before tax						1,704,516
Income tax expense						(46,104)
Profit for the year						1,658,412

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 8. BUSINESS AND GEOGRAPHICAL SEGMENTS (cont'd)

#### BALANCE SHEET

At 31st December, 2004

### 8. 按業務及地域劃分之資料 (續)

#### 資產負債表

於二零零四年十二月三十一日

		Property development and trading HK\$'000	Property leasing HK\$'000	Money lending HK\$'000	Listed securities investment and treasury products HK\$'000	Unlisted securities investment, holding and brokerage HK\$'000	Other operations/ unallocated HK\$'000	Consolidated HK\$'000 (as restated)
		物業發展 及買賣 千港元	物業租賃 千港元	放債 千港元	上市證券 投資及 財資產品 千港元	非上市 證券投資、 投資控股及 經紀服務 千港元	其他業務/ 未分攤 千港元	綜合 千港元 (經重列)
ASSETS	<b>資產</b>							
Segment assets	分類資產	916,103	20,759,418	16,891	1,985,753	649,012	14,520	24,341,697
Interests in associates	聯營公司權益	18,047	613,541	57	-	-	26	631,671
Advance to associates	墊付聯營公司款項	421,777	494,490	26,112	-	-	1,753	944,132
Unallocated corporate assets	未分攤之公司資產							87,471
								<u>26,004,971</u>
LIABILITIES	<b>負債</b>							
Segment liabilities	分類負債	33,466	276,016	80	939,262	15,812	474	1,265,110
Unallocated corporate liabilities	未分攤之公司負債							8,617,582
								<u>9,882,692</u>

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 8. BUSINESS AND GEOGRAPHICAL SEGMENTS (cont'd)

#### OTHER INFORMATION

For the year ended 31st December, 2004

### 8. 按業務及地域劃分之資料 (續)

#### 其他資料

截至二零零四年十二月三十一日止年度

		Property development and trading HK\$'000	Property leasing HK\$'000	Unlisted securities investment, investment holding and brokerage HK\$'000	Others HK\$'000	Consolidated HK\$'000 (as restated)
		物業發展 及買賣 千港元	物業租賃 千港元	非上市 證券投資、 投資控股及 經紀服務 千港元	其他 千港元	綜合 千港元 (經重列)
Capital additions	資本增加	113,355	261,079	3,899	–	378,333
Depreciation	折舊	–	13,499	–	–	13,499
Prepaid lease payments charged to income statement	於收益表扣除之 預付租賃款項	–	609	–	–	609
Impairment losses recognised in the income statement	於收益表確認之 減值虧損	71,118	–	–	–	71,118
Impairment loss reversed in the income statement	於收益表撥回之 減值虧損	(187,000)	–	–	–	(187,000)
Other non-cash expenses	其他非現金開支	–	2,567	377	8,427	11,371

#### Geographical segments

No further geographical segment information is presented as the activities of the Group carried out in Hong Kong and the assets of the Group located in Hong Kong is the only major geographical segment of the Group.

#### 按地域劃分

由於本集團於香港從事之業務及本集團位於香港之資產乃本集團之唯一主要區分類資料，因此並無進一步呈列按地域劃分之資料。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 9. OTHER INCOME

### 9. 其他收入

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Included in other income are:	其他收入包括:		
Building management fee income, net	樓宇管理費收入淨額	<b>22,376</b>	22,834
Compensation income from resumption of land	收回土地所得之補償收入	-	73,761
Exchange gain, net	滙兌收益淨額	<b>9,757</b>	2,821
Forfeiture of deposit received on sale of properties	沒收出售物業所收之按金	<b>2,403</b>	-
Share of profit arising from the sale by a related party of certain properties acquired from the Group (Note)	攤分關連人士出售已購入 本集團若干物業所產生之溢利（附註）	<b>50,160</b>	-
Management fee income	管理費收入	<b>3,146</b>	85
Release of negative goodwill	負值商譽轉出	-	36,285
Write off of retention money	保留款項撇銷	<b>3,727</b>	-

Note: Pursuant to a sale and purchase agreement dated 27th August, 2004 in relation to the disposal of several properties ("Properties") to a company wholly-owned by a discretionary trust set up by Mr. Joseph Lau, Luen-hung, an executive director and a substantial shareholder of the Company (the "Connected transactions"), the Group is entitled to 80% profit sharing when the Properties are subsequently sold by the discretionary trust. During the year, certain properties have been sold and HK\$50,160,000 representing 80% of the total profit arising from the sale of the Properties was recognised in the income statement.

附註： 跟據一份日期為二零零四年八月二十七日之買賣協議，該協議關於向一所由執行董事及主要股東劉鑾雄先生成立之酌情信託基金全資擁有的公司出售若干物業（「物業」）之交易（「關連交易」），本集團可佔於物業隨後由信託基金出售後溢利之 80%。於年內，若干物業已經出售，而出售物業產生之溢利之 80%，即 50,160,000 港元，已經於收益表中確認。

# Notes to the Financial Statements

For the year ended 31st December, 2005

# 財務報表附註

截至二零零五年十二月三十一日止年度

## 10. INVESTMENT INCOME, NET

## 10. 投資收入淨額

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Unrealised holding gain on:	未變現之持有收益		
Unlisted securities investments	非上市證券投資	-	107,755
Dealing with United States currency forward contract	買賣遠期美元合約	-	(1,010)
Increased in market price of listed securities investments	上市證券投資之市值增加	-	140,846
		-	247,591
Exchange gain on translation of listed securities investments	換算上市證券投資之滙兌收益	-	25,157
Total unrealised holding gain	未變現之持有收益總額	-	272,748
Fair value changes on investments held-for-trading	持作買賣之投資之公平值變動	<b>(8,069)</b>	-
Fair value changes on equity-linked notes	股票掛鈎票據之公平值變動	<b>6,153</b>	-
Fair value changes on derivative financial instruments	衍生金融工具之公平值變動	<b>(136,082)</b>	-
Realised gain on available-for-sale investments	待售投資之已變現收益	<b>86,252</b>	-
Realised gain on derivative financial instruments	衍生金融工具之已變現收益	<b>67,658</b>	3,825
Realised gain on equity-linked notes	股票掛鈎票據之已變現收益	<b>6,552</b>	-
Other investment income	其他投資收入	<b>12,760</b>	2,344
Dividend income on:	股息收入:		
Listed investments	上市投資	<b>10,122</b>	27,867
Unlisted investments	非上市投資	<b>107,137</b>	84,650
Interest income	利息收入	<b>260,831</b>	34,381
Imputed interest on:	以下各項之名義利息:		
Advances to associates	墊付聯營公司款項	<b>47,747</b>	-
Loans receivable	應收貸款	<b>295</b>	-
		<b>461,356</b>	425,815

Included in interest income are interest from equity-linked notes amounted to approximately HK\$137 million (2004: Nil) and interest rate swap amounted to approximately HK\$52 million (2004: Nil).

利息收入之中包括股票掛鈎票據之利息約 137,000,000 港元（二零零四年：無）及利率掉期合約之利息約 52,000,000 港元（二零零四年：無）。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 11. OTHER EXPENSES

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Included in other expenses are:	其他開支包括:		
Impairment loss recognised (reversed) in respect of accounts receivable	就應收賬款確認(撥回)之 減值虧損	<b>5,231</b>	(8,589)
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	<b>7,702</b>	-
Impairment loss recognised in respect of intangible assets	就無形資產確認之 減值虧損	<b>1,131</b>	-
Impairment loss recognised in respect of available-for-sale investments	就待售投資確認之 減值虧損	<b>1,580</b>	-
Amortisation of goodwill	商譽攤銷	-	2,567
Amortisation of intangible assets	無形資產攤銷	-	377
Provision for a litigation claim	一項訴訟索償之撥備	-	8,427

### 12. ASSET CLASSIFIED AS HELD FOR SALE

On 1st September, 2005, the Directors resolved to dispose of one of the Group's associate. Negotiations with several interested parties have subsequently taken place. The interest in the associate which is expected to be sold within twelve months, has been classified as a disposal asset held for sale and are presented separately in the balance sheet. The net proceeds of disposal are expected to exceed the net carrying amount of the relevant assets and accordingly, no impairment loss has been recognised.

Subsequent to year ended 31st December, 2005, the Group has disposed the associate to a third party (see Note 59(c) for the details of the transaction).

### 11. 其他開支

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Included in other expenses are:	其他開支包括:		
Impairment loss recognised (reversed) in respect of accounts receivable	就應收賬款確認(撥回)之 減值虧損	<b>5,231</b>	(8,589)
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	<b>7,702</b>	-
Impairment loss recognised in respect of intangible assets	就無形資產確認之 減值虧損	<b>1,131</b>	-
Impairment loss recognised in respect of available-for-sale investments	就待售投資確認之 減值虧損	<b>1,580</b>	-
Amortisation of goodwill	商譽攤銷	-	2,567
Amortisation of intangible assets	無形資產攤銷	-	377
Provision for a litigation claim	一項訴訟索償之撥備	-	8,427

### 12. 列為持作出售之資產

於二零零五年九月一日，董事會議決出售本集團其中一間聯營公司。其後曾與多個有興趣人士洽商。預期會於十二個月內出售之權益，已分類為持作出售資產及於資產負債表中獨立呈報。預期有關資產之出售所得款項淨額將超過其賬面淨值，故此並無確認減值虧損。

在截至二零零五年十二月三十一日止年度後，本集團已經出售該聯營公司予一名第三者（有關交易內容見附註 59(c)）。

# Notes to the Financial Statements

For the year ended 31st December, 2005

# 財務報表附註

截至二零零五年十二月三十一日止年度

## 13. PROFIT FOR THE YEAR

## 13. 本年度溢利

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
			(as restated)
		千港元	千港元
			(經重列)
Profit for the year has been arrived at after crediting (charging):	本年度溢利 已計入 (扣除):		
Auditors' remuneration	核數師酬金	<b>(3,974)</b>	(3,364)
Depreciation	折舊	<b>(10,398)</b>	(13,499)
Staff costs, including Directors' emoluments	僱員成本 (包括董事酬金)	<b>(75,221)</b>	(60,127)
Retirement benefits scheme contributions, net of forfeited contributions of HK\$374,000 (2004: HK\$336,000)	退休福利計劃供款, 扣除 已沒收供款 374,000 港元 (二零零四年: 336,000 港元)	<b>(3,881)</b>	(2,892)
Total staff costs	僱員成本總額	<b>(79,102)</b>	(63,019)
Gain on disposal of listed securities investments:	出售上市證券投資之收益:		
– increase in market value of listed securities investments	– 上市證券投資之 市值增加	<b>69,427</b>	89,243
– exchange loss on translation of listed securities investments	– 換算上市證券投資之 滙兌虧損	<b>(10,349)</b>	(14,866)
		<b>59,078</b>	74,377
Gross rental income from investment properties	投資物業租金收入總額	<b>715,606</b>	695,381
Less: Direct operating expenses from investment properties that generated rental income during the year	減: 年內產生租金收入 之投資物業直接 經營開支	<b>(21,731)</b>	(22,191)
Direct operating expenses from investment properties that did not generated rental income during the year	年內並無產生 租金收入之投資物業 直接經營開支	<b>(6,249)</b>	(7,887)
		<b>687,626</b>	665,303
Share of tax of associates (included in share of results of associates)	攤佔聯營公司稅項 (已計入攤佔聯營公司業績)	<b>(60,685)</b>	(3,198)

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 14. FINANCE COSTS

### 14. 財務費用

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Interest on:	利息:		
Bank loans wholly repayable within five years	須於五年內全數償還之銀行貸款	<b>235,645</b>	53,949
Bank loans wholly repayable over five years	須於五年後全數償還之銀行貸款	<b>1,380</b>	1,138
Other loans wholly repayable within five years	須於五年內全數償還之其他貸款	<b>61,038</b>	14,788
		<b>298,063</b>	69,875
Imputed interest on:	下列各項之名義利息:		
Amounts due to associates	欠負聯營公司款項	<b>414</b>	-
Amounts due to minority shareholders	欠負少數股東款項	<b>16,107</b>	-
Convertible bonds	可換股債券	<b>36,932</b>	-
		<b>53,453</b>	-
Total interest	利息總額	<b>351,516</b>	69,875
Exchange gain on translation of foreign currency loans	外幣貸款匯兌收益	<b>(24,362)</b>	(14,465)
Other finance costs	其他財務費用	<b>11,638</b>	6,065
		<b>338,792</b>	61,475
Less: Interest capitalised to stock of properties	減: 撥充物業存貨資本之利息	<b>(23,800)</b>	(5,772)
		<b>314,992</b>	55,703



## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 15. OTHER GAINS AND LOSSES, NET

### 15. 其他收益及虧損淨額

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Included in other gains and losses are:	其他收益及虧損包括:		
Impairment loss reversed in respect of advances to associates	就墊付聯營公司款項撥回之減值虧損	<b>9,740</b>	9,229
Discount on acquisition of an associate	收購聯營公司之折讓	<b>2,530</b>	—
Impairment loss recognised in respect of advance to an associate	就墊付聯營公司款項確認之減值虧損	<b>(4,398)</b>	—
Net loss on deemed disposals of subsidiaries (note)	視作出售附屬公司虧損淨額 (附註)	<b>(16,459)</b>	—
Gain on disposals of subsidiaries	出售附屬公司收益	—	3,436
Release of negative goodwill arising from investment in an associate	聯營公司投資產生之負值商譽轉出	—	2,920
Gain on disposals of associates	出售聯營公司收益	—	30

Note: Net loss on deemed disposals of subsidiaries is arising from Chi Cheung Investment Company, Limited ("Chi Cheung") and G-Prop (Holdings) Limited issue shares to independent investors pursuant to the respective placing agreements in February 2005.

附註：視作出售附屬公司虧損淨額乃因至祥置業有限公司（「至祥」）及金匡企業有限公司根據其各自於二零零五年二月訂立之配售協議向獨立投資者發行股份而產生。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 16. DIRECTORS' EMOLUMENTS

Fees and other emoluments paid or payable to each of the 5 (2004: 7) directors for the year ended 31st December, 2005 and 2004 were as follows:

### 16. 董事酬金

於截至二零零五年及二零零四年十二月三十一日止兩個年度已付或應付予五名董事（二零零四年：七名）之袍金及其他酬金如下：

	2005			2004		
	Fee	Salaries and other emolument	Total	Fee	Salaries and other emolument	Total
	袍金	薪金及其他酬金	總計	袍金	薪金及其他酬金	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Mr. Thomas Lau, Luen-hung 劉鑾鴻先生	-	2,400	2,400	-	600	600
Mr. Joseph Lau, Luen-hung 劉鑾雄先生	-	3,600	3,600	-	3,600	3,600
Mr. Koon, Wing-yee 官永義先生	100	-	100	38	-	38
Mr. Cheng, Kwee 鍾貴先生	100	-	100	38	-	38
Mr. Chan, Kwok-wai 陳國偉先生	100	-	100	26	-	26
Ms. Wong, Sin-yee 黃倩儀小姐	-	-	-	31	-	31
Ms. Constance Choy, Hok-man 蔡學雯小姐	-	-	-	37	-	37
	<b>300</b>	<b>6,000</b>	<b>6,300</b>	170	4,200	4,370

No directors waived any emoluments for the years ended 31st December, 2005 and 2004.

董事概無於截至二零零五年及二零零四年十二月三十一日止兩個年度內放棄收取任何酬金。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 17. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2004: two) were executive directors of the Company whose emoluments are included in the disclosures in Note 16 above. The emoluments of the remaining three (2004: three) individuals disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange were as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefit scheme contributions	退休福利計劃供款

本集團五名最高薪酬人士中，兩名（二零零四年：兩名）為本公司執行董事，彼等之薪酬已於上文附註 16 披露。遵照聯交所證券上市規則披露之其他三名（二零零四年：三名）人士之酬金如下：

<b>2005</b>	2004
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>3,128</b>	2,683
<b>139</b>	110
<b>3,267</b>	2,793

Their emoluments were within the following bands:

Nil – HK\$1,000,000	無 – 1,000,000 港元
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元 – 1,500,000 港元

彼等之酬金分下列等級：

<b>Number of employees</b>	
僱員人數	
<b>2005</b>	2004
<b>2</b>	2
<b>1</b>	1

During the years ended 31st December, 2005 and 2004, no emoluments were paid by the Group to the five highest paid individuals, or Directors, as an inducement to join or upon joining the Group as compensation for loss of office.

於截至二零零五年及二零零四年十二月三十一日止年度內，本集團概無為吸引加入本集團或於加入本集團時或作為離職補償而向該五名最高薪酬人士或董事支付任何酬金。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 18. INCOME TAX EXPENSE

### 18. 所得稅開支

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
			(as restated)
		千港元	千港元
			(經重列)
The charge (credit) comprises:	稅項支出（撥回）包括：		
Current tax:	當期稅項：		
Hong Kong Profits Tax	香港利得稅	<b>27,994</b>	13,631
Other than Hong Kong	香港以外地區	<b>2,777</b>	2,966
		<b>30,771</b>	16,597
(Over)underprovision in prior years:	過往年度（超額撥備）撥備不足：		
Hong Kong Profits Tax	香港利得稅	<b>(200)</b>	302
Other than Hong Kong	香港以外地區	<b>-</b>	3
		<b>(200)</b>	305
Deferred tax (Note 47):	遞延稅項（附註 47）		
Current year	本年度	<b>899,631</b>	36,749
Overprovision in prior years	過往年度超額撥備	<b>(1,179)</b>	(7,547)
		<b>898,452</b>	29,202
		<b>929,023</b>	46,104

Hong Kong Profits Tax is calculated at 17.5% on the estimated assessable profits for both years. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

香港利得稅乃根據上述兩個年度之估計應課稅溢利按稅率 17.5% 計算。其他司法權區產生之稅項乃按有關司法權區之現行稅率計算。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 18. INCOME TAX EXPENSE (cont'd)

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

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元 (經重列)
Profit before tax	除稅前溢利	<b>7,383,690</b>	1,704,516
Tax at Hong Kong Profits Tax rate of 17.5%	按香港利得稅稅率 17.5% 計算之稅項	<b>1,292,146</b>	298,290
Tax effect of share of results of associates	攤佔聯營公司業績之稅務影響	<b>(75,257)</b>	(36,432)
Tax effect of share of result of a jointly controlled entity	攤佔共同控制機構業績之稅務影響	-	134
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣減支出之稅務影響	<b>28,440</b>	28,394
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	<b>(104,016)</b>	(156,372)
Overprovision in respect of prior years	過往年度超額撥備	<b>(1,379)</b>	(7,242)
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	<b>2,585</b>	729
Utilisation of tax losses previously not recognised	運用先前未確認之稅務虧損	<b>(210,449)</b>	(79,084)
Tax effect on accelerated accounting depreciation over tax depreciation not provided in prior years	過往年度未撥備之稅項折舊之加速會計折舊之稅務影響	<b>(32)</b>	(225)
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之附屬公司適用之不同稅率之影響	<b>(3,015)</b>	(2,088)
Tax charge for the year	年度稅項	<b>929,023</b>	46,104

### 19. DIVIDENDS

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Final dividend paid for 2004: HK 11 cents per share (2003: HK 12 cents per share)	已付二零零四年末期股息：每股 11 港仙 (二零零三年：每股 12 港仙)	<b>223,324</b>	253,200
Interim dividend paid for 2005: HK 9 cents per share (2004: HK 8.5 cents per share)	已付二零零五年中期股息：每股 9 港仙 (二零零四年：每股 8.5 港仙)	<b>186,927</b>	172,858
		<b>410,251</b>	426,058

The final dividend of HK12 cents (2004: HK11 cents) per share has been proposed by the Directors and is subject to approval by the shareholders in general meeting.

### 18. 所得稅開支 (續)

年內之稅項支出與除稅前溢利對賬如下：

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元 (經重列)
Profit before tax	除稅前溢利	<b>7,383,690</b>	1,704,516
Tax at Hong Kong Profits Tax rate of 17.5%	按香港利得稅稅率 17.5% 計算之稅項	<b>1,292,146</b>	298,290
Tax effect of share of results of associates	攤佔聯營公司業績之稅務影響	<b>(75,257)</b>	(36,432)
Tax effect of share of result of a jointly controlled entity	攤佔共同控制機構業績之稅務影響	-	134
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣減支出之稅務影響	<b>28,440</b>	28,394
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	<b>(104,016)</b>	(156,372)
Overprovision in respect of prior years	過往年度超額撥備	<b>(1,379)</b>	(7,242)
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	<b>2,585</b>	729
Utilisation of tax losses previously not recognised	運用先前未確認之稅務虧損	<b>(210,449)</b>	(79,084)
Tax effect on accelerated accounting depreciation over tax depreciation not provided in prior years	過往年度未撥備之稅項折舊之加速會計折舊之稅務影響	<b>(32)</b>	(225)
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之附屬公司適用之不同稅率之影響	<b>(3,015)</b>	(2,088)
Tax charge for the year	年度稅項	<b>929,023</b>	46,104

### 19. 股息

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Final dividend paid for 2004: HK 11 cents per share (2003: HK 12 cents per share)	已付二零零四年末期股息：每股 11 港仙 (二零零三年：每股 12 港仙)	<b>223,324</b>	253,200
Interim dividend paid for 2005: HK 9 cents per share (2004: HK 8.5 cents per share)	已付二零零五年中期股息：每股 9 港仙 (二零零四年：每股 8.5 港仙)	<b>186,927</b>	172,858
		<b>410,251</b>	426,058

董事會建議派發末期股息每股 12 港仙 (二零零四年：11 港仙)，有待股東於股東大會批准。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 20. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to equity holders of the parent is based on the following data:

<b>Earnings:</b>	<b>盈利：</b>
Earnings for the purposes of basic earnings per share (profit for the year attributable to equity holders of the parent)	計算每股基本盈利之盈利 (母公司股本權益持有人應佔之本年度溢利)
Effect of dilutive potential ordinary shares: Imputed interest on convertible bonds	潛在攤薄普通股之影響： 可換股債券之名義利息
Earnings for the purposes of diluted earnings per share	計算每股攤薄盈利之盈利

### 20. 每股盈利

母公司之股本權益持有人應佔之每股基本及攤薄盈利乃根據以下數據計算：

<b>2005</b>	2004
<b>HK\$'000</b>	HK\$'000
千港元	(as restated) 千港元 (經重列)
<b>6,154,572</b>	1,619,085
<b>36,932</b>	
<b>6,191,504</b>	

<b>Number of shares:</b>	<b>股份數目：</b>
Weighted average number of ordinary shares for the purposes of basic earnings per share	計算每股基本盈利之普通股加權平均數
Effect of dilutive potential ordinary shares: Convertible bonds	潛在攤薄普通股之影響： 可換股債券
Weighted average number of ordinary shares for the purposes of diluted earnings per share	計算每股攤薄盈利之普通股加權平均數

### **Number of shares** 股份數目

<b>2,051,367,232</b>	2,072,494,622
<b>190,626,220</b>	
<b>2,241,993,452</b>	

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 20. EARNINGS PER SHARE (cont'd)

The following table summarises the impact on both basic and diluted earnings per share as a result of:

### 20. 每股盈利（續）

下表概述每股基本及攤薄盈利受影響之結果：

		Impact on basic earnings per share		Impact on diluted earnings per share	
		對每股基本盈利之影響		對每股攤薄盈利之影響	
		Year ended 31st December, 2005	Year ended 31st December, 2004	Year ended 31st December, 2005	Year ended 31st December, 2004
		截至二零零五年十二月三十一日止年度	截至二零零四年十二月三十一日止年度	截至二零零五年十二月三十一日止年度	截至二零零四年十二月三十一日止年度
		HK cents	HK cents	HK cents	HK cents
		港仙	港仙	港仙	港仙
Reported figures before adjustments	調整前之呈報數字	96.8	78.4	90.3	N/A
Adjustments arising from changes in accounting policies (see Note 3)	會計政策變動產生之調整（見附註3）	203.2	(0.3)	185.9	N/A
As restated	經重列	300.0	78.1	276.2	N/A

### 21. INVESTMENT PROPERTIES

### 21. 投資物業

		HK\$'000
		千港元
FAIR VALUE	公平值	
At 1st January, 2004 as originally stated	於二零零四年一月一日原先呈列	16,309,330
Effect of the application of HKAS 40 (see Notes 2 and 3)	應用香港會計準則第40號之影響（見附註2及3）	(280,000)
At 1st January, 2004 (as restated)	於二零零四年一月一日（經重列）	16,029,330
Additions	添置	259,313
Revaluation surplus recognised in equity	於股本權益中重新確認之重估盈餘	3,139,702
Disposals	出售	(84,865)
At 31st December, 2004 (as restated)	於二零零四年十二月三十一日（經重列）	19,343,480
Effect of the application of HKAS 40 (see Notes 2 and 3)	應用香港會計準則第40號之影響（見附註2及3）	15,600
At 1st January, 2005 (as restated)	於二零零五年一月一日（經重列）	19,359,080
Additions	添置	73,611
Increase in fair value recognised in the income statement	於收益表中確認之公平值增加	4,976,713
Disposals	出售	(346,439)
At 31st December, 2005	於二零零五年十二月三十一日	24,062,965

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For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 21. INVESTMENT PROPERTIES (cont'd)

In current year, the Group has, for the first time, applied HKAS 40. Under HKAS 40, it has removed the 15% benchmark for determining the significance of the portion of property held for own use or leased to group companies which was previously allowed under SSAP 13. These changes in accounting policies have been applied retrospectively. The Group has reclassified an approximately HK\$303,300,000, the fair value at the dates of change in intentions to property held for own use, from investment properties to property and other fixed assets and prepaid lease payments of approximately HK\$59,340,000 and HK\$243,960,000 respectively.

Under HKAS 40, land held for currently undetermined future use is treated as investment property. The Group has reclassified a land of fair value of approximately HK\$15,600,000 currently held for undetermined future use from property and other fixed assets to investment properties as at 1st January, 2005.

The fair value of the Group's investment properties at 31st December, 2005 have been arrived at on the basis of a valuation carried out on that date by Messrs. Norton Appraisals Limited ("Norton Appraisals"), independent qualified professional valuers not connected with the Group. Norton Appraisals has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation, which conforms to The Hong Kong Institute of Surveyors Valuation Standards on Properties (1st Edition) published by the Hong Kong Institute of Surveyors, was based on open market value basis.

### 21. 投資物業（續）

於本年度，本集團首次採用了香港會計準則第40號。香港會計準則第40號已移除先前根據會計實務準則第13號准許用作釐定持作自用物業及租予集團公司部分之重要性之15%基準。該等會計政策之變動已獲追溯應用。本集團已經將約為303,300,000港元（改變持作自用物業計劃時之公平值）之投資物業重新分類為分別約為59,340,000港元之物業及其他固定資產及243,960,000港元之預付租賃款項。

根據香港會計準則第40號，現時尚未決定日後用途之持有土地乃作為投資物業處理。於二零零五年一月一日，本集團已經將一塊公平值約為15,600,000港元之尚未決定日後用途之持有土地由物業及其他固定資產重新分類為投資物業。

與本集團並無關連之獨立合資格專業估值師普敦國際評估有限公司（「普敦國際」）已按其於二零零五年十二月三十一日所進行估值為基準，計算本集團投資物業於該日之公平值。普敦國際擁有合適資格及最近亦有評估相關地點之同類物業之經驗。該估值乃遵守香港測量師學會所頒布之物業估值準則（第一版），並按公開市值為基準進行重估。



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For the year ended 31st December, 2005

## 財務報表附註

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### 21. INVESTMENT PROPERTIES (cont'd)

The carrying value of investment properties shown above comprises:

### 21. 投資物業 (續)

上述投資物業之賬面值包括：

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
			(as restated)
		千港元	千港元
			(經重列)
Properties in Hong Kong held under:	於香港按以下租約持有之物業：		
Long lease	長期租約	<b>23,281,670</b>	18,506,530
Medium-term lease	中期租約	<b>333,700</b>	380,250
		<b>23,615,370</b>	18,886,780
Properties outside Hong Kong held under:	於香港以外按以下租約持有之物業：		
Long lease	長期租約	<b>169,595</b>	187,700
Medium-term lease	中期租約	<b>278,000</b>	269,000
		<b>447,595</b>	456,700
		<b>24,062,965</b>	19,343,480

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For the year ended 31st December, 2005

# 財務報表附註

截至二零零五年十二月三十一日止年度

## 22. PROPERTY AND OTHER FIXED ASSETS

## 22. 物業及其他固定資產

		<b>Buildings</b>	<b>Furniture, fixtures and equipment</b>	<b>Yachts and motor vehicles</b>	<b>Total</b>
		樓宇	傢俬、裝置 及設備	遊艇及汽車	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>COST</b>	<b>成本</b>				
At 1st January, 2004 as originally stated	於二零零四年一月一日原先呈列	3,582	174,265	42,037	219,884
Effect of the application of HKAS 40 (see Notes 2 and 3)	應用香港會計準則第 40 號之 影響 (見附註 2 及 3)	59,340	-	-	59,340
Effect of the application of HKAS 17 (see Notes 2 and 3)	應用香港會計準則第 17 號之 影響 (見附註 2 及 3)	(368)	-	-	(368)
At 1st January, 2004 (as restated)	於二零零四年一月一日 (經重列)	62,554	174,265	42,037	278,856
Additions	添置	-	1,376	390	1,766
Disposals	出售	-	(6,046)	(2,958)	(9,004)
At 31st December, 2004 (as restated)	於二零零四年十二月三十一日 (經重列)	62,554	169,595	39,469	271,618
Effect of the application of HKAS 40 (see Notes 2 and 3)	應用香港會計準則第 40 號之 影響 (見附註 2 及 3)	(2,875)	-	-	(2,875)
At 1st January, 2005 (as restated)	於二零零五年一月一日 (經重列)	59,679	169,595	39,469	268,743
Additions	添置	-	1,696	3,097	4,793
Disposals	出售	-	(86,113)	(2,442)	(88,555)
At 31st December, 2005	於二零零五年十二月三十一日	59,679	85,178	40,124	184,981
<b>DEPRECIATION</b>	<b>折舊</b>				
At 1st January, 2004 as originally stated	於二零零四一月一日原先呈列	942	149,747	25,224	175,913
Effect of the application of HKAS 40 (see Notes 2 and 3)	應用香港會計準則第 40 號之 影響 (見附註 2 及 3)	5,771	-	-	5,771
Effect of the application of HKAS 17 (see Notes 2 and 3)	應用香港會計準則第 17 號之 影響 (見附註 2 及 3)	(62)	-	-	(62)
At 1st January, 2004 (as restated)	於二零零四年一月一日 (經重列)	6,651	149,747	25,224	181,622
Charge for the year (as restated)	本年度變動 (經重列)	1,550	7,077	4,872	13,499
Eliminated on disposals	出售時對銷	-	(5,293)	(2,948)	(8,241)
At 31st December, 2004 (as restated)	於二零零四年十二月三十一日 (經重列)	8,201	151,531	27,148	186,880
Effect of the application of HKAS 40 (see Notes 2 and 3)	應用香港會計準則第 40 號之 影響 (見附註 2 及 3)	(871)	-	-	(871)
At 1st January, 2005 (as restated)	於二零零五年一月一日 (經重列)	7,330	151,531	27,148	186,009
Charge for the year	本年度變動	1,502	3,896	5,000	10,398
Eliminated on disposals	出售時對銷	-	(78,220)	(2,095)	(80,315)
At 31st December, 2005	於二零零五年十二月三十一日	8,832	77,207	30,053	116,092
<b>CARRYING VALUES</b>	<b>賬面值</b>				
At 31st December, 2005	於二零零五年十二月三十一日	50,847	7,971	10,071	68,889
At 31st December, 2004 (as restated)	於二零零四年十二月三十一日 (經重列)	54,353	18,064	12,321	84,738

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### 22. PROPERTY AND OTHER FIXED ASSETS (cont'd)

In current year, the Group has applied HKAS 17 "Leases". Under HKAS 17, the land and buildings elements of a lease of land and building are considered separately for the purposes of lease classification. The Group has reclassified an approximately HK\$368,000 land cost portion from land and buildings to prepaid lease payments as at 1st January, 2004.

The Group has reclassified the property held for own use with approximately HK\$59,340,000 from investment properties to property and other fixed assets. The reclassified amount was with reference to the fair value as at the date of change in intention to property held for own use. An approximately HK\$5,771,000, accumulated depreciation for the period from the date of change in intention to 1st January, 2004 has been adjusted accordingly.

Under HKAS 40, land held for currently undetermined future use is treated as investment property. The Group has reclassified the carrying value of approximately HK\$2,004,000 land portion currently held for undetermined future use from property and other fixed assets to investment properties as at 1st January, 2005.

The Group's buildings are situated in Hong Kong and held under medium-term leases.

### 22. 物業及其他固定資產 (續)

本年度本集團採用香港會計準則第 17 號「租賃」。根據香港會計準則第 17 號，土地及樓宇在租賃分類下分為土地及樓宇部分作考慮。於二零零四年一月一日，本集團已經將一筆約 368,000 港元之土地成本部分由土地及樓宇重新分類為預付租賃款項。

本集團已經將約 59,340,000 港元之持作自用物業由投資物業重新分類為物業及其他固定資產。重新分類之款額參考於改變持作自用物業計劃時之公平值。故此，於改變持作自用物業計劃至二零零四年一月一日期內一筆約 5,771,000 港元之累積折舊已經調整。

根據香港會計準則第 40 號，現時尚未決定日後用途之持有土地乃作為投資物業處理。於截至二零零五年一月一日止，本集團已經將一塊賬面值約為 2,004,000 港元之尚未決定日後用途之持有土地部分由物業及其他固定資產重新分類為投資物業。

本集團之樓宇均位於香港並按中期租約持有。

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## 財務報表附註

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### 23. PROPERTIES UNDER DEVELOPMENT

### 23. 發展中物業

		<b>Properties held under medium-term lease in Hong Kong</b>
		於香港持有之中期租約物業
		HK\$'000
		千港元
<b>COST</b>	<b>成本</b>	
At 1st January, 2004 as originally stated	於二零零四年一月一日原先呈列	358,026
Effect of the application of HKAS 17 (see Notes 2 and 3)	應用香港會計準則第 17 號之影響 (見附註 2 及 3)	(12,000)
At 1st January, 2004 (as restated)	於二零零四年一月一日 (經重列)	346,026
Additions	添置	28,078
Disposal	出售	(373,354)
At 31st December, 2004 and 1st January, 2005	於二零零四年十二月三十一日及二零零五年一月一日	750
Additions	添置	23,152
At 31st December, 2005	於二零零五年十二月三十一日	23,902
<b>IMPAIRMENT LOSS</b>	<b>減值虧損</b>	
At 1st January, 2004 as originally stated	於二零零四年一月一日原先呈列	208,370
Effect of the application of HKAS 17 (see Notes 2 and 3)	應用香港會計準則第 17 號之影響 (見附註 2 及 3)	(2,500)
At 1st January, 2004 (as restated)	於二零零四年一月一日 (經重列)	205,870
Reversed upon disposal	於出售時撥回	(205,870)
At 31st December, 2004, 1st January, 2005 and 31st December, 2005	於二零零四年十二月三十一日、二零零五年一月一日及二零零五年十二月三十一日	-
<b>CARRYING VALUES</b>	<b>賬面值</b>	
At 31st December, 2005	於二零零五年十二月三十一日	23,902
At 31st December, 2004 (as restated)	於二零零四年十二月三十一日 (經重列)	750

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## 財務報表附註

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### 24. PREPAID LEASE PAYMENTS

### 24. 預付租賃款項

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
			(as restated)
		千港元	千港元
			(經重列)
The Group's prepaid lease payments comprise:	本集團之預付租賃款項包括：		
Leasehold land in Hong Kong:	於香港按以下租約持有之土地：		
Long lease	長期租約	<b>249,839</b>	250,428
Medium-term lease	中期租約	<b>267</b>	287
		<b>250,106</b>	250,715

Under HKAS 17, the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification. In current year, the Group has reclassified an approximately HK\$12,000,000 land from properties under development to prepaid lease payments as at 1st January, 2004.

根據香港會計準則第 17 號，土地及樓宇在租賃分類下分為土地及樓宇部分作考慮。於年內，本集團已經將一塊於二零零四年一月一日約 12,000,000 港元之土地由發展中物業分類為預付租賃款項。

In addition, the Group has reclassified an approximately HK\$368,000 land cost portion and HK\$62,000 accumulated prepaid lease payment charged to income statement from land and buildings to prepaid lease payments as at 1st January, 2004.

此外，本集團已經將於二零零四年一月一日約 368,000 港元之土地成本部分及 62,000 港元於損益表中支銷之累積預付租賃款項由土地及樓宇重新分類為預付租賃款項。

Under HKAS 40, the Group has reclassified the land portion of property held for own use of approximately HK\$243,960,000, the fair value at the dates of change in intention, to prepaid lease payments.

根據香港會計準則第 40 號，本集團已經將約 243,960,000 港元（於改變意圖日之公平值）之持作自用物業之土地部分重新分類為預付租賃款項。

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### 25. PROPERTY INTERESTS HELD FOR FUTURE DEVELOPMENT

COST	成本
At 1st January	於一月一日
Exchange realignment	匯兌調整
At 31st December	於十二月三十一日
IMPAIRMENT LOSS RECOGNISED	已確認之減值虧損
CARRYING VALUE	賬面值

The property interests held for development project in Chenghai Royal Garden, Shantou, PRC is held by a wholly owned subsidiary of Chi Cheung, which is a 61.93% interest subsidiary of the Company. Under a Contract for Pre-registration of Grant of State-owned Land Use Right (the "Contract") with the district bureau of Chenghai dated 5th August, 1992, the Group has made certain downpayment. However, the Group subsequently determined not to proceed with the land requisition and request for refund.

In April 2005, the Group commenced legal proceedings to terminate the Contract against the State-owned Land Resources Bureau (汕頭市澄海區規劃與國土資源局). In view of the uncertainty in the recoverability of the amount claimed and any other entitlements under the Contract, the Group has made a full provision for an impairment loss of HK\$71,118,000 in previous year, of which, the Group has an effective interest of 61.93% amounted to HK\$44,043,000.

### 25. 持作日後發展之物業權益

2005	2004
HK\$'000	HK\$'000
千港元	千港元
71,118	70,954
-	164
71,118	71,118
(71,118)	(71,118)
-	-

中國汕頭市澄海海麗花園之持作發展物業權益項目，乃由本公司擁有 61.93% 權益之附屬公司至祥之一間全資附屬公司持有。根據於一九九二年八月五日與澄海地區當局訂立之國有土地使用權預約合同（「合同」），本集團已支付若干定金。本集團其後決定不進行徵地，並終止該合同及要求退還定金。

於二零零五年四月，本集團向汕頭市澄海區規劃與國土資源局展開法律程序，終止合同。由於未能確定可否收回索償款額及根據合同之其他權益，本集團於去年就減值虧損作出 71,118,000 港元之全數撥備，本集團之有效權益為該筆撥備中 61.93%，即 44,043,000 港元。

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### 26. INTANGIBLE ASSETS

COST	成本
At 1st January, 2004,	於二零零四年一月一日、
31st December, 2004,	二零零四年十二月三十一日、
1st January, 2005 and	二零零五年一月一日及
31st December, 2005	二零零五年十二月三十一日
AMORTISATION AND IMPAIRMENT	攤銷及減值
At 1st January, 2004	於二零零四年一月一日
Amortisation for the year	本年度攤銷
At 31st December, 2004 and	於二零零四年十二月三十一日及
1st January, 2005	二零零五年一月一日
Impairment recognised for the year	本年度減值虧損確認
At 31st December, 2005	於二零零五年十二月三十一日
CARRYING VALUES	賬面值
At 31st December, 2005	於二零零五年十二月三十一日
At 31st December, 2004	於二零零四年十二月三十一日

During the year, the Directors reviewed the recoverable amount of the trading rights and the gold and silver exchange rights. The Directors are of the opinion that there are no expected net cash inflow from the continuous use of the trading rights and the gold and silver exchange rights. An impairment loss of approximately HK\$1,131,000 (2004: Nil) was recognised in the income statement in the current year.

Club debentures are tested for impairment annually and whenever there is an indication that it may be impaired. The Directors are of the opinion that no impairment loss was identified for 2004 and 2005 by reference to market value.

### 26. 無形資產

Trading and exchange rights	Club debentures	Total
買賣及貿易權	會社債券	合計
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
2,705	24,307	27,012
1,197	8,356	9,553
377	–	377
1,574	8,356	9,930
1,131	–	1,131
2,705	8,356	11,061
–	15,951	15,951
1,131	15,951	17,082

於年內，本公司董事會審視買賣權及金銀貿易權之可收回款額。本公司董事會認為並無由持續使用買賣權及金銀貿易權而產生之預期現金淨流入。約1,131,000港元（二零零四年：無）之減值虧損已經於本年度之損益表中確認。

會社債券每年及於出現可能減值之現象時進行減值測試。本公司董事會認為於二零零四年及二零零五年參考市場價格後並無發現減值虧損。

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### 27. GOODWILL

### 27. 商譽

		HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
At 1st January, 2004 and 1st January, 2005	於二零零四年一月一日及二零零五年一月一日	61,862
Elimination of amortisation accumulated prior to the adoption of HKFRS 3 (see Notes 2 and 3)	採用香港財務報告準則 第3號前之累積攤銷之對銷 (見附註2及3)	<u>(14,114)</u>
At 31st December, 2005	於二零零五年十二月三十一日	<u>47,748</u>
<b>AMORTISATION</b>	<b>攤銷</b>	
At 1st January, 2004	於二零零四年一月一日	11,547
Amortisation for the year	本年度攤銷	<u>2,567</u>
At 1st January, 2005	於二零零五年一月一日	14,114
Elimination of amortisation accumulated prior to the adoption of HKFRS 3 (see Notes 2 and 3)	採用香港財務報告準則 第3號前之累積攤銷之對銷 (見附註2及3)	<u>(14,114)</u>
At 31st December, 2005	於二零零五年十二月三十一日	<u>-</u>
<b>IMPAIRMENT</b>	<b>減值</b>	
At 1st January, 2004 and 1st January, 2005	於二零零四年一月一日及二零零五年一月一日	40,046
Impairment loss recognised for the year	本年度確認之減值虧損	<u>7,702</u>
At 31st December, 2005	於二零零五年十二月三十一日	<u>47,748</u>
<b>CARRYING AMOUNT</b>	<b>賬面值</b>	
At 31st December, 2005	於二零零五年十二月三十一日	<u>-</u>
At 31st December, 2004	於二零零四年十二月三十一日	<u>7,702</u>

Prior to 31st December, 2004, goodwill had been amortised over its estimated useful life of 5 years.

於二零零四年十二月三十一日之前，商譽所採用之攤銷可用年期估計為5年。



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## 財務報表附註

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### 28. NEGATIVE GOODWILL

		HK\$'000 千港元
GROSS AMOUNT	<b>總額</b>	
At 1st January, 2004 and 31st December, 2004	於二零零四年一月一日及二零零四年十二月三十一日	274,264
RELEASED TO INCOME	<b>撥作收入</b>	
At 1st January, 2004	於二零零四年一月一日	49,071
Released in the year	本年度撥回	8,661
Impairment loss recognised for the year	本年度減值虧損確認	25,504
At 31st December, 2004	於二零零四年十二月三十一日	83,236
Derecognised upon the application of HKFRS 3 (see Notes 2 and 3)	因應用香港財務報告準則第3號而終止確認 (見附註2及3)	(191,028)
At 1st January, 2005 (as restated) and 31st December, 2005	於二零零五年一月一日(經重列)及 二零零五年十二月三十一日	-

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

承如上文附註2所闡述，因應用香港財務報告準則第3號，所有收購產生之負商譽已於二零零五年一月一日前終止確認。

### 29. INTERESTS IN ASSOCIATES

		<b>2005</b> <b>HK\$'000</b> 千港元	2004 HK\$'000 (as restated) 千港元 (經重列)
Cost of investment in associates, unlisted	投資非上市聯營公司成本	<b>307,471</b>	408,667
Share of post-acquisition profits, net of dividend received	攤佔收購後溢利扣除 已收股息	<b>385,399</b>	298,913
Negative goodwill (note)	負商譽(附註)	-	(75,909)
		<b>692,870</b>	631,671

Particulars of the Group's principal associates at 31st December, 2005 are set out in Note 56.

本集團於二零零五年十二月三十一日之主要聯營公司詳情載於附註56。

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## 財務報表附註

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### 29. INTERESTS IN ASSOCIATES (cont'd)

Note:

		HK'000 千港元
GROSS AMOUNT	<b>總額</b>	
At 1st January, 2004 and at 31st December, 2004	於二零零四年一月一日及二零零四年十二月三十一日	81,749
RELEASED TO INCOME	<b>撥作收入</b>	
At 1st January, 2004	於二零零四年一月一日	2,920
Released in the year	本年度撥回	2,920
At 31st December, 2004	於二零零四年十二月三十一日	5,840
Derecognised upon the application of HKFRS 3 (see Notes 2 and 3)	因應用香港財務報告準則第3號而終止確認(見附註2及3)	(75,909)
At 1st January, 2005 (as restated) and 31st December, 2005	於二零零五年一月一日(經重列)及二零零五年十二月三十一日	-

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

The investment properties of the Group's principal associates were revalued at 31st December, 2005 by the Norton Appraisals. The valuation, which conforms to The Hong Kong Institute of Surveyors Valuation Standards on Properties (1st Edition) published by the Hong Kong Institute of Surveyors, was based on open market value basis.

The summarised financial information in respect of the Group's associates is set out below:

### 29. 聯營公司權益 (續)

附註：

		HK'000 千港元
		81,749
		2,920
		2,920
		5,840
		(75,909)
		-

承如上文附註2所闡述，因應用香港財務報告準則第3號，所有收購產生之負商譽已於二零零五年一月一日前終止確認。

本集團主要聯營公司之投資物業已由普敦國際於二零零五年十二月三十一日進行重估。該估值乃遵守香港測量師學會所頒布的物業估值準則(第一版)，並按公開市值為基準進行重估。

本集團之聯營公司之財務資料概述如下：

		<b>2005</b> <b>HK\$'000</b> 千港元	2004 HK\$'000 千港元
Total assets	總資產	<b>10,669,585</b>	9,241,261
Total liabilities	總負債	<b>(8,867,442)</b>	(5,365,523)
Net assets	淨資產	<b>1,802,143</b>	3,875,738
Minority interest	少數股東權益	<b>(72,150)</b>	(905,117)
		<b>1,729,993</b>	2,970,621
Group's share of net assets of associates	本集團攤佔聯營公司淨資產	<b>692,870</b>	707,580
Turnover	營業額	<b>565,879</b>	507,965
Profit for the year	本年度溢利	<b>927,142</b>	568,409
Group's share of result of associates for the year	本集團攤佔聯營公司本年度業績	<b>430,040</b>	208,188

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### 29. INTERESTS IN ASSOCIATES (cont'd)

A legal action against an 50% associate of the Group, KSH, was taken by a Chinese joint venture partner of KSH in respect of a development project in PRC. Pending the result of retrial, provision of HK\$19.7 million (2004: HK\$19.7 million) against damages, legal costs and interest was made by KSH.

### 30. ADVANCES TO ASSOCIATES

Interest bearing advances to associates

墊付聯營公司之計息款項

Interest-free advances to associates

墊付聯營公司之免息款項

### 29. 聯營公司權益 (續)

本集團之 50% 聯營公司廣生行之一個中國合營夥伴就中國一項發展項目採取法律行動控告廣生行。在等待覆核裁決期間，廣生行已就賠償、法律費用及利息作出 19,700,000 港元之撥備（二零零四年：19,700,000 港元）。

### 30. 墊付聯營公司款項

<b>2005</b>	2004
<b>HK\$'000</b>	HK\$'000
	(as restated)
千港元	千港元
	(經重列)
<b>199,299</b>	257,503
<b>1,482,676</b>	686,629
<b>1,681,975</b>	944,132

The advances to associates are unsecured. An approximately HK\$670,941,000 was expected to be repayable in 2010 and the amount is therefore shown as non-current. For the remaining HK\$1,011,034,000, the Group will not demand repayment within one year from the balance sheet date and the amounts are therefore shown as non-current. The interest bearing advances to associates bear interest at the prevailing market rate. The Directors consider that the fair value of the interest-free advances as at the balance sheet date, determined based on the present values of the estimated future cash flows discounted using the prevailing market rates at the balance sheet date approximate their carrying amounts.

向聯營公司提供之墊支為無抵押。約 670,941,000 港元之款項預期於二零一零年償還，因此該等款項被列為非流動項目。就剩餘之 1,011,034,000 港元，本集團不要求於結算日起計一年內償還，因此該等款項被列為非流動項目。墊付聯營公司之計息款項以現行之市場借貸利率計息。董事會按本集團於結算日之市場借貸利率貼現未來現金流量之現時價值之賬面值約數而估計免息墊款於結算日之公平值。

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### 31. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments as at 31st December, 2005 comprise:

		HK\$'000 千港元
Listed investments:	上市投資：	
– Equity securities listed in Hong Kong	– 於香港上市之股本證券	1,871,937
– Equity securities listed elsewhere	– 於其他地區上市之股本證券	1,155,070
		<u>3,027,007</u>
Unlisted securities:	非上市證券：	
– Equity securities	– 股本證券	378,174
Total	合計	<u><u>3,405,181</u></u>

As at the balance sheet date, all available-for-sale investments are stated at fair value, except for those unlisted equity investments of which their fair values cannot be measured reliably. Fair values of those listed investments have been determined by reference to the quoted market bid prices available on the relevant stock exchanges.

Included in the carrying amount of unlisted securities are approximately HK\$299,293,000 unlisted investments which are stated at fair values determined by using discounted cash flow valuation techniques. The remaining approximately HK\$78,881,000 represents an investment in unlisted equity securities issued by private entities incorporated in United States of America. They are measured at cost less impairment at each balance sheet date because the range of reasonable fair value estimates is so significant that the Directors are of the opinion that their fair values cannot be measured reliably.

### 32. INVESTMENTS HELD-FOR-TRADING

Investments held-for-trading as at 31st December, 2005 include:

		HK\$'000 千港元
Listed securities:	上市證券：	
– Equity securities listed in Hong Kong	– 於香港上市之股本證券	596,925
– Equity securities listed elsewhere	– 於其他地區上市之股本證券	642,501
		<u>1,239,426</u>

The fair values of the above investments held-for-trading are determined based on the quoted market bid prices available on the relevant stock exchanges.

### 31. 待售投資

於二零零五年十二月三十一日，待售投資包括：

	HK\$'000 千港元
上市投資：	
– 於香港上市之股本證券	1,871,937
– 於其他地區上市之股本證券	1,155,070
	<u>3,027,007</u>
非上市證券：	
– 股本證券	378,174
合計	<u><u>3,405,181</u></u>

於結算日，除其公平值不能可靠計量之非上市股本投資外，所有待售投資亦以其公平值呈列。上市投資之公平值參考相關證券交易所之市場買入報價釐定。

非上市證券之賬面值包括約 299,293,000 港元以公平值呈列之非上市投資，其公平值採用折現現金流量估值法釐定。餘下約 78,881,000 港元為於美國註冊之私人實體發行之非上市股本證券之一項投資，由於估計該等投資合理公平值時所需考慮之假設因素範圍甚廣，使本公司董事會認為未能可靠地衡量其公平值，故此該等投資按結算日之成本扣除減值入賬。

### 32. 持作買賣之投資

於二零零五年十二月三十一日，持作買賣之投資包括：

	HK\$'000 千港元
上市證券：	
– 於香港上市之股本證券	596,925
– 於其他地區上市之股本證券	642,501
	<u>1,239,426</u>

以上持作買賣之投資之公平值乃根據相關證券交易所之市場買入報價釐定。

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### 33. INVESTMENTS IN SECURITIES

Investments in securities as at 31st December, 2004 are set out below. Upon the application of HKAS 39 on 1st January, 2005, investments in securities were reclassified to appropriate categories under HKAS 39.

Equity securities:	股本證券：
Listed	上市
Unlisted	非上市
Debt securities, listed	上市債務證券
Total:	合計：
Listed	上市
Hong Kong	香港
Elsewhere	其他地區
Unlisted	非上市
Market value of listed securities	上市證券市值
Carrying amount analysed for reporting purposes as:	就報告用途之賬面值分析：
Current	流動性質
Non-current	非流動性質

### 33. 證券投資

於二零零四年十二月三十一日之證券投資如下。於二零零五年一月一日應用香港會計準則第 39 號後，證券投資按香港會計準則第 39 號重新分類至適當組別。

Investment securities	Other investments	Total
證券投資	其他投資	合計
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
–	1,487,207	1,487,207
57,979	248,702	306,681
57,979	1,735,909	1,793,888
–	146,221	146,221
57,979	1,882,130	1,940,109
–	823,306	823,306
–	810,122	810,122
57,979	248,702	306,681
57,979	1,882,130	1,940,109
–	1,633,428	1,633,428
–	1,622,839	1,622,839
57,979	259,291	317,270
57,979	1,882,130	1,940,109

### 34. ADVANCE TO AN INVESTEE COMPANY

The advance made to an investee company, the principal purpose of which is for providing second mortgage for a property development project, is unsecured, interest-bearing at prevailing market rate. The advance is not repayable within one year and is therefore shown as non-current.

The Directors consider that the fair value of the advance to an investee company at the balance sheet date approximates to its carrying amount.

### 34. 墊付接受投資公司款項

墊付接受投資公司款項主要為一項物業發展項目提供二按，該款項乃無抵押及按當時之市場利率計息。由於墊款不會於一年內償還，故列作非流動性質。

董事會認為墊付接受投資公司款項於結算日之公平值與其賬面值相若。

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### 35. EQUITY-LINKED NOTES

Equity-linked notes are designated as financial assets at fair value through profit or loss.

Carrying amount analysed for reporting purposes as:

Current	流動性質
Non-current	非流動性質

Major terms of the equity-linked notes are as follows:

#### Notional amount

名義數額

US\$80,000,000	80,000,000 美元
US\$361,000,000	361,000,000 美元

The equity-linked notes are callable, interest bearing which range from 10% to 25% per annum with guaranteed coupon for the 1st quarter. The equity-linked notes are linked with various overseas listed securities at various strike prices.

The above equity-linked notes are measured at fair value at balance sheet date. Their fair values are determined based on the quoted prices provided by the securities' brokers for equivalent instruments at balance sheet date.

### 35. 股票掛鈎票據

股票掛鈎票據被分類為按公平值列賬並在損益表內處理之金融資產。

就報告用途之賬面值分析：

2005	2004
HK\$'000	HK\$'000
千港元	千港元
<b>628,983</b>	—
<b>2,799,507</b>	—
<b>3,428,490</b>	—

股票掛鈎票據之主要內容如下：

#### Maturity

到期日

2006
2007

股票掛鈎票據可贖回，其年息為 10 厘至 25 厘，並隨附首季度之保證息票。股票掛鈎票據以不同行使價與若干海外上市證券掛鈎。

以上股票掛鈎票據於結算日以公平值計量，其公平值根據證券經紀於結算日提供之相等工具買入報價釐定。

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### 36. LOANS RECEIVABLE

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Long term loans receivable, secured	有抵押之應收長期貸款		
Non-current	非流動性質	<b>84,344</b>	11,143
Current	流動性質	<b>6,676</b>	1,278
		<b>91,020</b>	12,421
Other loans and advances, unsecured	無抵押之其他貸款及墊款	<b>22</b>	1,543
		<b>91,042</b>	13,964
Less: Amount due within one year shown under current assets	減：一年內到期並列作 流動資產之款額	<b>(6,698)</b>	(2,821)
Amount due after one year	一年後到期之款額	<b>84,344</b>	11,143

Loans receivable comprise:

	<b>Maturity date</b>	<b>Collateral</b>	<b>Effective interest rate</b>	<b>Carrying amount</b>	
				<b>2005</b>	2004
				<b>HK\$'000</b>	HK\$'000
	到期日	抵押	實際利率	賬面值	
				二零零五年	二零零四年
				千港元	千港元
Loans receivable	5 years – 20 years	Properties	Prime rate	<b>5,629</b>	13,964
應收貸款	五年至二十年	物業	優惠利率		
Loans receivable (Note)	19th January, 2010	Unlisted equity shares	Prime-1%	<b>85,413</b>	–
應收貸款（附註）	二零一零年一月十九日	非上市股本證券	優惠利率 減一厘		
				<b>91,042</b>	13,964

應收貸款包括：

Note: The principal will be receivable through five annual instalments with 7.5% on principal for first 4 instalments and 70% on principal in the final instalment in January 2010.

附註：本金按年分五期收回，最初四期按本金之 7.5% 及最後一期按本金之 70% 於二零一零年一月收回。

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## 財務報表附註

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### 37. OTHER FINANCIAL ASSETS

(a) *Pledged deposits*

The amount represents deposits pledged to banks and other financial institutions to secure credit facilities granted to the Group. Deposits amounting to HK\$3,463,000 (2004: HK\$62,459,000) have been pledged to secure short-term borrowing and are therefore classified as current assets. The remaining deposits amounting to HK\$121,069,000 (2004: HK\$67,001,000) have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

The deposits carry interest rate at prevailing market rate. The pledged deposits will be released upon the settlement of relevant borrowings. The fair value of the deposits at 31st December, 2005 approximates to the corresponding carrying amount.

(b) *Securities receivable and deposits*

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

(c) *Time deposits, bank balances and cash*

The Group's deposits carry interest rate at prevailing bank savings deposits rate and mature within 1 month. The Directors consider that the carrying amount of the Group's bank balances and cash approximate to their fair values.

### 37. 其他金融資產

(a) *抵押存款*

此款額指抵押予銀行及其他金融機構，作為給予本集團信貸之存款。3,463,000 港元（二零零四年：62,459,000 港元）之存款已作為短期借貸之抵押，並因此被分類為流動資產。餘下 121,069,000 港元存款（二零零四年：67,001,000 港元）已作為長期貸款之抵押，並因此被分類為非流動資產。

以上存款計息，利率為當時市場之利率。此抵押存款於有關貸款獲償還時解除。此存款於二零零五年十二月三十一日之公平值與其相關賬面值相若。

(b) *應收證券及存款*

本集團於二零零五年十二月三十一日之應收證券及存款公平值與其對應賬面值相若。

(c) *定期存款、銀行結餘及現金*

本集團存款之利率為當時銀行之存款利率，並於一個月內到期。董事會認為本集團銀行結餘及現金之賬面值與其公平值相若。



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## 財務報表附註

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### 38. STOCK OF PROPERTIES

Completed properties	完成物業
Properties under development held for sales	持作買賣之發展中物業
Less: Impairment loss recognised	減：已確認減值虧損

Included in the cost of properties under development held for sales is net interest capitalised of approximately HK\$47,820,000 (2004: HK\$24,020,000 as restated).

At 31st December, 2005, the Directors reviewed the carrying value of the properties under development held for sales with reference to current market situation and the estimated selling price of the properties under development held for sales provided by Norton Appraisals. An impairment loss of approximately HK\$977,054,000 (2004: HK\$187,000,000) was reversed by reference to the recoverable amount of the properties under development held for sales.

### 38. 物業存貨

2005	2004
HK\$'000	HK\$'000
	(as restated)
千港元	千港元
	(經重列)
<b>34,257</b>	36,525
<b>2,730,987</b>	2,133,533
<b>2,765,244</b>	2,170,058
<b>(279,467)</b>	(1,256,521)
<b>2,485,777</b>	913,537

持作買賣之發展中物業成本包括撥充資本之利息淨額約 47,820,000 港元（二零零四年：24,020,000 港元，經重列）。

於二零零五年十二月三十一日，董事會參考當時市場環境及由普敦國際評估有限公司提供之持作買賣之發展中物業估計賣價審閱持作買賣之發展中物業之賬面值，並根據持作買賣之發展中物業之可收回數額撥回減值虧損約 977,054,000 港元（二零零四年：187,000,000 港元）。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 39. DERIVATIVE FINANCIAL INSTRUMENTS

#### ASSETS

Financial assets, held for trading  
 Stock option  
 United States Dollars currency forward contracts

Total

#### LIABILITIES

Financial liabilities, held for trading  
 Interest rate swap  
 Equity linked swaps  
 United States Dollars currency forward contracts

Total

#### 資產

持作買賣之金融資產  
 購股權  
 美元貨幣遠期合約

合計

#### 負債

持作買賣之金融負債  
 利率掉期合約  
 股票掛鈎掉期合約  
 美元貨幣遠期合約

合計

2005	2004
HK\$'000	HK\$'000
	(as restated)
千港元	千港元
	(經重列)

<b>59,940</b>	–
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–	1,018
---	-------

<b>59,940</b>	1,018
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<b>86,364</b>	–
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<b>65,725</b>	–
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–	2,028
---	-------

<b>152,089</b>	2,028
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Major terms of the stock option are as follows:

#### Notional Amount

名義數額

JPY11,922,000,000  
 11,922,000,000 日圓

#### Maturity

到期日

25th November, 2006  
 二零零六年十一月二十五日

#### Underlying Stock

相關股份

Japanese listed securities  
 日本上市證券

購股權之主要內容如下：

Major terms of the interest rate swap are as follows:

#### Notional Amount

名義數額

US\$100,000,000  
 100,000,000 美元

#### Maturity

到期日

13th January, 2017  
 二零一七年一月十三日

利率掉期合約之主要內容如下：

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 39. DERIVATIVE FINANCIAL INSTRUMENTS (cont'd)

Under the interest rate swap arrangement, the Group is receiving a fixed rate of 12% in the first year and floating rate for the remaining life of the interest rate swap period. The Group is paying for 3-month United States Dollars LIBOR floating rate throughout the interest rate swap period to the counterparty.

Major terms of the equity linked swaps are as follows:

<b>Notional Amount</b> 名義數額	<b>Maturity</b> 到期日
US\$50,000,000 50,000,000 美元	21st June, 2015 二零一五年六月二十一日
US\$50,000,000 50,000,000 美元	28th June, 2015 二零一五年六月二十八日
US\$50,000,000 50,000,000 美元	29th June, 2015 二零一五年六月二十九日

Under the equity linked swaps arrangement, the Group is paying a 12-month United States Dollars LIBOR floating rate and receiving a fixed rate coupon which is guaranteed in the first year and determined by the financial performance or stock price of the underlying linked Hong Kong listed securities for the remaining life of the swaps to the counterparties.

The above derivatives are measured at fair value at each balance sheet date. Their fair values are determined based on the quoted prices provided by the securities' brokers for equivalent instruments at the balance sheet date.

### 39. 衍生金融工具 (續)

在利率掉期合約安排下，本集團首年所收款項以固定利率 12 厘計息，合約餘下期間則以浮動利率計息。本集團於利率掉期合約生效期間向交易對手繳付以三個月美元倫敦銀行同業拆息率浮動利率計息之款項。

股票掛鈎掉期合約之主要內容如下：

在股票掛鈎掉期合約安排下，本集團向交易對手繳付以十二個月美元倫敦銀行同業拆息率浮動利率計息之款項，並收取固定利率息票，首年利率獲保證，合約餘下期間之利率按相關香港上市證券之財務表現或股價而釐定。

以上衍生工具於各結算日以公平值計量。其公平值按證券經紀於結算日提供之相等工具之買入報價釐定。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 40. DEBTORS, DEPOSITS AND PREPAYMENTS

Included in debtors, deposits and prepayments are trade receivables of approximately HK\$21,990,000 (2004: HK\$28,825,000) comprising mainly rental receivables.

The following is an aged analysis of trade receivables at the balance sheet date:

0 – 30 days	零至三十日
31 – 60 days	三十一日至六十日
61 – 90 days	六十一日至九十日
Over 90 days	九十日以上

The Directors consider that the fair value of the Group's debtors at the balance sheet date was approximately their carrying amounts.

### 41. UNITED STATES CURRENCY TREASURY BILLS

The United States currency treasury bills are measured at fair value at each balance sheet date. Their fair values are determined based on the quoted prices provided by the securities' brokers for equivalent instruments at the balance sheet date.

Major terms of the United States currency treasury bills are as follows:

<b>Notional Amount</b> 名義數額	<b>Maturity</b> 到期日
US\$36,300,000 36,300,000 美元	12th January, 2006 二零零六年一月十二日
US\$27,700,000 27,700,000 美元	23rd March, 2006 二零零六年三月二十三日

### 40. 應收賬項、按金及預付款項

應收賬項、按金及預付款項包括應收貿易賬項約 21,990,000 港元（二零零四年：28,825,000 港元），主要為應收租金。

應收貿易賬項於結算日之賬齡分析如下：

<b>2005</b> <b>HK\$'000</b> 千港元	2004 HK\$'000 千港元
<b>5,768</b>	4,349
<b>2,185</b>	1,380
<b>866</b>	530
<b>13,171</b>	22,566
<b>21,990</b>	28,825

董事會認為本集團於結算日之應收賬項之公平值與其賬面值相若。

### 41. 美國貨幣國庫債券

美國貨幣國庫債券於每個結算日以公平值計量。其公平值根據證券經紀於結算日提供之相等工具買入報價釐定。

美國貨幣國庫債券之主要內容如下：

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### 42. CREDITORS AND ACCRUALS

Included in creditors and accruals are trade payables of approximately HK\$7,337,000 (2004: HK\$7,376,000).

The following is an aged analysis of trade payables at the balance sheet date:

0 – 90 days	零至九十日
Over 90 days	九十日以上

### 42. 應付賬項及應計款項

應付賬項及應計款項包括應付貿易賬項約 7,337,000 港元（二零零四年：7,376,000 港元）。

應付貿易賬項於結算日之賬齡分析如下：

2005	2004
HK\$'000	HK\$'000
千港元	千港元
<b>3,766</b>	71
<b>3,571</b>	7,305
<b>7,337</b>	<b>7,376</b>

The Directors consider that the fair value of the Group's creditors at the balance sheet date was approximately their carrying amounts.

董事會認為本集團於結算日之應付賬項公平值與其賬面值相若。

### 43. BORROWINGS

Secured bank loans repayable within a period of:	須於下列期間償還之有抵押銀行貸款：
Less than 1 year	一年以下
More than 1 year but within 2 years	一年以上但不超逾兩年
More than 2 years but within 5 years	兩年以上但不超逾五年
Over 5 years	五年以上
Secured other loans repayable within 1 year	須於一年內償還之其他有抵押貸款
Less: Amount due within one year	減：於一年內到期之款項
Amount due after one year	一年後到期之款項

### 43. 借貸

2005	2004
HK\$'000	HK\$'000
千港元	千港元
<b>1,772,476</b>	1,345,940
<b>2,942,313</b>	947,909
<b>2,703,604</b>	3,750,045
<b>17,525</b>	71,694
<b>7,435,918</b>	6,115,588
<b>4,318,134</b>	937,221
<b>11,754,052</b>	7,052,809
<b>(6,090,610)</b>	(2,283,161)
<b>5,663,442</b>	<b>4,769,648</b>

The bank loans are variable-rate borrowings which carry interest ranging from HIBOR+0.47% to HIBOR+0.8% (2004: HIBOR+0.5% to HIBOR+0.8%) per annum.

該等銀行貸款均為浮動利率借貸，所附年息為香港銀行同業拆息加 0.47 厘至加 0.8 厘不等（二零零四年：香港銀行同業拆息加 0.5 厘至加 0.8 厘不等）。

## Notes to the Financial Statements

For the year ended 31st December, 2005

### 43. BORROWINGS (cont'd)

The other loans are variable-rate borrowings which carry interest ranging from Inter-bank Rate +0.25% to Inter-bank Rate +0.5% (2004: Inter-bank Rate +0.4% to Inter-bank Rate +0.5%) per annum.

The Directors consider that the fair value of the Group's borrowings approximate to their carrying amounts.

The Group's borrowings that are denominated in currencies other than Hong Kong dollars are set out below:

As at 31st December, 2005	於二零零五年十二月三十一日
As at 31st December, 2004	於二零零四年十二月三十一日

### 44. PROVISIONS

At 1st January, 2004	於二零零四年一月一日
Provision for the year	本年度撥備
At 31st December, 2004 and 31st December, 2005	於二零零四年十二月三十一日及 於二零零五年十二月三十一日

Notes:

- (a) The provision represents construction cost determined by the management's best estimate of the Group's liability on contingency claims by a third party to whom a property under development project was previously disposed of.
- (b) A creditor of Chi Cheung, C. A. Pacific Finance Limited (in liquidation) (the "C.A. Pacific"), has served a writ and claimed against Chi Cheung for an amount of approximately HK\$8,427,000. The claim relates to a margin loan granted to Chi Cheung by C. A. Pacific for the dealing of securities between the years of October 1996 and January 1998. The Group made a provision of approximately HK\$8,427,000 for the above litigation claim in 2004. The Group settled the claim at amount of HK\$8,300,000 on 16th January, 2006. Consent Summons was filed and an order from the High Court dated 20th January, 2006 was sealed to record the discontinuance of the legal proceedings.

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 43. 借貸 (續)

其他貸款為浮動利率借貸，所附年息為銀行同業拆息加 0.25 厘至加 0.5 厘不等（二零零四年：銀行同業拆息加 0.4 厘至加 0.5 厘不等）。

董事會認為本集團借貸之公平值與其賬面值相若。

本集團以港元以外貨幣計算之借貸如下：

Japanese Yen	US Dollar	Australian Dollar
JPY'000	US\$'000	AUD'000
日圓	美元	澳洲元
千日圓	千美元	千澳洲元

11,197,355	437,865	26,910
Nil 無	Nil 無	Nil 無

### 44. 撥備

Contingency provision	Litigation claim	Total
HK\$'000	HK\$'000	HK\$'000
(note a)	(note b)	
或然事項撥備	訴訟索償	合計
千港元	千港元	千港元
(附註 a)	(附註 b)	

16,017	–	16,017
–	8,427	8,427

16,017	8,427	24,444
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附註：

- (a) 撥備指按管理層就一名第三者對早前售出之發展中物業項目作出或然索償而產生之本集團負債所作出之最佳估計而釐定之建築成本。
- (b) 至祥之債權人 C.A. Pacific Finance Limited (清盤中) (「C.A. Pacific」) 已提交令狀及向至祥追討約 8,427,000 港元。該項索償關於由 C.A. Pacific 授予至祥以作於一九九六年十月至一九九八年一月期間交易證券之孖展貸款。本集團於二零零四年為此訴訟索償作出約 8,427,000 港元之撥備。本集團於二零零六年一月十六日以 8,300,000 港元解決此索償。本集團已呈交同意和解傳票，高等法院已於二零零六年一月二十日下令終止此法律訴訟。

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### 45. CONVERTIBLE BONDS

In April and May 2005, the Company has issued zero coupon Convertible Bonds (the "Bonds") with a maturity date on 2010 in an principal amount of HK\$1,750,000,000 and a further principal amount of HK\$60,000,000.

The Bonds are convertible on or after 20th May, 2005 up to and including 20th March, 2010 into fully paid ordinary shares with a par value of HK\$0.10 each of the Company at an initial price of HK\$7.37 per share, subject to adjustment. Unless previously redeemed, converted or purchased and cancelled, the Bonds will be redeemed at 100 per cent of their principal amount on 20th April, 2010.

The Bonds contain two components, liability and equity elements. Upon the application of HKAS 32 (see Note 3 for details), the Bonds were split between the liability and equity elements. The equity element is presented in equity heading "Convertible bonds – equity reserve". The effective interest rate of the liability component is 4.38%.

The movement of the liability component of the Bonds for the year is set out below:

Liability component at date of issue	於發行日之負債部份
Converted to ordinary share	已兌換為普通股
Imputed interest expense for the year	本年度之名義利息開支
Liability component at 31st December, 2005	於二零零五年十二月三十一日之負債部分

The fair value of the liability component of the Bonds at 31st December, 2005, determined based on the present value of the estimated future cash flows discounted at the prevailing market rate for an equivalent non-convertible loan at the balance sheet date, was approximately HK\$1,135,302,000.

### 45. 可換股債券

本公司於二零零五年四月及五月再發行本額為分別發行本金額為 1,750,000,000 港元及 60,000,000 港元，於二零一零年到期之零息可換股債券（「債券」）。

債券可於二零零五年五月二十日或之後直至二零一零年三月二十日（包括該日）以初步價格每股 7.37 港元（可予調整）兌換為本公司每股面值 0.10 港元之繳足股款普通股。除非先前已經贖回、兌換或購買及註銷，否則債券可於二零一零年四月二十日按其本金額全部購回。

債券包含兩個部份－負債及權益部份。於應用香港會計準則第 32 號時（詳情見附註 3），債券已劃分為負債及權益部份。權益部份於「可換股債券－權益儲備」中以權益呈列。負債部份之實際利率為 4.38%。

債券之負債部份於年內之變動載列如下：

	HK\$'000 千港元
Liability component at date of issue	1,460,790
Converted to ordinary share	(362,420)
Imputed interest expense for the year	36,932
Liability component at 31st December, 2005	<u>1,135,302</u>

債券之負債部分於二零零五年十二月三十一日之公平值約為 1,135,302,000 港元，公平值乃按等值之不可轉換貸款於結算日之市場利率貼現估計未來現金流量之現值計算。

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### 46. AMOUNTS DUE TO ASSOCIATES AND MINORITY SHAREHOLDERS

The amounts are unsecured. The associates and minority shareholders will not demand for repayment within one year from the balance sheet date and are therefore shown as non-current. The Directors consider that the fair value of the amounts as at the balance sheet date, determined based on the present values of the estimated future cash flows discounted using the prevailing market rates at the balance sheet date, approximate their carrying amounts.

### 47. DEFERRED TAXATION

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

### 46. 欠負聯營公司及少數股東款項

該等款項並無抵押。該聯營公司及少數股東不會於結算日起一年內要求償還，故列作非流動性質。該等款項於結算日之公平值乃按結算日之市場利率貼現其估計未來現金流量而計算出之現值，董事會認為於結算日該公平值與賬面值相若。

### 47. 遞延稅項

以下為本集團於本年度及過往年度確認之主要遞延稅項負債（資產）及其變動：

		<b>Accelerated tax depreciation</b>	<b>Revaluation of properties</b>	<b>Tax losses</b>	<b>Total</b>
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		加速稅項折舊	物業重估	稅務虧損	合計
		千港元	千港元	千港元	千港元
At 1st January, 2004, as originally stated	於二零零四年一月一日， 原先呈列	(662)	64,053	(125,593)	(62,202)
Effect of changes in accounting policies (see Notes 2 & 3)	會計政策改變影響 (見附註 2 及 3)	676	1,440,860	-	1,441,536
At 1st January, 2004 (as restated)	於二零零四年一月一日 (經重列)	14	1,504,913	(125,593)	1,379,334
Charge to income statement (as restated)	自收益表扣除 (經重列)	4,553	12,094	12,555	29,202
Charge to equity (as restated)	自股本權益扣除 (經重列)	-	551,122	-	551,122
Realised on disposal of investment properties	出售投資物業時變現	-	(927)	-	(927)
At 31st December, 2004 (as restated)	於二零零四年十二月三十一日 (經重列)	4,567	2,067,202	(113,038)	1,958,731
Effect of changes in accounting policies (see Notes 2 & 3)	會計政策改變影響 (見附註 2 及 3)	(351)	2,730	-	2,379
At 1st January, 2005 (as restated)	於二零零五年一月一日 (經重列)	4,216	2,069,932	(113,038)	1,961,110
Charge to income statement	自收益表扣除	483	881,581	16,388	898,452
Realised on disposal of investment properties	出售投資物業時變現	(1,527)	(4,443)	400	(5,570)
At 31st December, 2005	於二零零五年十二月三十一日	3,172	2,947,070	(96,250)	2,853,992



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### 47. DEFERRED TAXATION (cont'd)

For the purposes of balance sheet presentation, certain deferred tax liabilities (assets) have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

Deferred tax liabilities	遞延稅項負債
Deferred tax assets	遞延稅項資產

<b>2005</b>	2004
<b>HK\$'000</b>	HK\$'000
	(as restated)
千港元	千港元
	(經重列)
<b>2,920,578</b>	2,043,612
<b>(66,586)</b>	(84,881)
<b>2,853,992</b>	1,958,731

At the balance sheet date, the Group has the following major unrecognised deferred tax assets due to the unpredictability of the future profit streams.

Accelerated tax depreciation	加速稅項折舊
Tax losses	稅務虧損

<b>2005</b>	2004
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>(216)</b>	(248)
<b>(419,534)</b>	(627,398)
<b>(419,750)</b>	(627,646)

The unrecognised tax losses may be carried forward indefinitely.

### 47. 遞延稅項 (續)

為資產負債表之呈列，若干遞延稅項負債（資產）已經對銷。就財務報告用途之遞延稅項結餘分析如下：

於結算日，本集團有以下難以預料未來溢利而未確認之主要遞延稅項資產。

未確認之稅務虧損可無限期結轉。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 48. SHARE CAPITAL

### 48. 股本

Movements in the share capital of the Company during the year were as follows:

於本年度內本公司股本變動如下：

		Number of shares		Share capital	
		2005	2004	2005	2004
				HK\$'000	HK\$'000
				千港元	千港元
Ordinary shares of HK\$0.10 each	每股面值 0.10 港元之普通股				
Authorised:	法定股本：				
At 1st January	於一月一日	5,000,000,000	3,100,000,000	500,000	310,000
Increase	增加	-	1,900,000,000	-	190,000
At 31st December	於十二月三十一日	5,000,000,000	5,000,000,000	500,000	500,000
Issued and fully paid:	已發行及繳足股本：				
At 1st January	於一月一日	2,030,214,000	2,163,900,000	203,021	216,390
Reclassified from treasury stocks	由庫存股份再分類	-	(17,636,000)	-	(1,764)
Repurchased and cancelled (Note)	購回及註銷 (附註)	-	(116,050,000)	-	(11,605)
Issue of ordinary shares from conversion of convertible bonds	轉換可換股債券而發行之普通股	61,292,780	-	6,130	-
At 31st December	於十二月三十一日	2,091,506,780	2,030,214,000	209,151	203,021

Note: In 2004, the Company repurchased on the Stock Exchange a total of 116,050,000 shares of HK\$0.10 each of the Company, at an aggregate consideration after expenses of approximately HK\$492,092,000, which with 17,636,000 shares were cancelled in 2004. The nominal value of the cancelled shares was credited to capital redemption reserve and the aggregate consideration paid was debited to the share premium of the Group.

附註：於二零零四年，本公司在聯交所購回本公司合共 116,050,000 股每股面值 0.10 港元之股份，扣除支出後之總代價約為 492,092,000 港元，該等股份其後與 17,636,000 股庫存股份於年內註銷。註銷股份之面值已撥入資本贖回儲備內，而已付代價總額則自本集團之股份溢價賬內扣除。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 49. MAJOR NON-CASH TRANSACTIONS

During the year, the Group disposed of a 33.466% shareholding in Primasia Securities Company Limited, a brokerage company in Taiwan, at a consideration of approximately HK\$135.6 million, which was satisfied by: (i) 100% interest in a property in Shanghai for US\$2 million with a call and a put option. On 30th June, 2005, the property was sold back to the vendor upon receiving the call option notice of 27th June, 2005 from the vendor; (ii) a 5-year term loan of HK\$85,415,000; and (iii) the cash consideration of approximately HK\$34.48 million.

During the year ended 31st December, 2004, the Group had no major non-cash transactions.

### 50. PLEDGE OF ASSETS

At the balance sheet date, the carrying amount of the assets pledged by the Group to secure general banking and other loans facilities granted to the Group are analysed as follows:

Investment properties	投資物業
Available-for-sale investments	待售投資
Stock of properties	物業存貨
Equity-linked notes	股票掛鈎票據
Investments held-for-trading	持作買賣之投資
Investments in securities	證券投資
United States currency treasury bills	美國貨幣國庫債券
Non-current pledged deposits	非流動抵押存款
Current pledged deposits	流動抵押存款

### 49. 主要非現金交易

於本年度，本集團以 135,600,000 港元代價出售台灣經紀公司森亞證券股份有限公司 33.466% 股權，而代價由以下各項償付：(i) 價值 2,000,000 美元之上海一幢物業 100% 權益，並附帶認購及認沽期權，於二零零五年六月二十七日接獲賣方之認購期權通知後，該物業已於二零零五年六月三十日售回賣方；(ii) 5 年期貸款 85,415,000 港元；及(iii) 約 34,480,000 港元之現金代價。

截至二零零四年十二月三十一日止年度，本集團並無進行重大非現金交易。

### 50. 資產抵押

於結算日，本集團為取得可供本集團動用之一般銀行信貸及其他貸款而抵押之資產賬面值分析如下：

	2005	2004
	HK\$'000	HK\$'000
	千港元	千港元
Investment properties	<b>23,263,248</b>	19,016,642
Available-for-sale investments	<b>2,857,245</b>	—
Stock of properties	<b>2,137,977</b>	877,012
Equity-linked notes	<b>3,428,490</b>	—
Investments held-for-trading	<b>1,080,266</b>	—
Investments in securities	—	1,633,426
United States currency treasury bills	<b>493,870</b>	526,613
Non-current pledged deposits	<b>121,069</b>	67,001
Current pledged deposits	<b>3,463</b>	62,459
	<b>33,385,628</b>	22,183,153

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 51. CAPITAL COMMITMENTS, CONTINGENT LIABILITIES AND CONTINGENT GAINS

### 51. 資本承擔、或然負債及或然收益

(a) Capital commitments:

(a) 資本承擔：

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Authorised and contracted for:	已批准及已簽約：		
In connection with the acquisition of a company (note i)	關於收購一間公司（附註 i）	<b>1,596,349</b>	—
Development expenditure of properties in Hong Kong	香港物業發展開支	<b>431,176</b>	501,568
Acquisition of land	收購土地	<b>296,800</b>	169,000
Acquisition of an investment property (note ii)	收購投資物業（附註 ii）	<b>388,591</b>	—
Renovation of properties	翻新物業	<b>67,622</b>	—
Acquisition of other fixed assets	收購其他固定資產	<b>13,544</b>	—
		<b>2,794,082</b>	670,568
Authorised but not contracted for:	已批准但未簽約：		
Development expenditure of properties in Hong Kong	香港物業發展開支	<b>234,690</b>	184,221
Renovation of properties	翻新物業	<b>526</b>	—
		<b>235,216</b>	184,221

Notes:

附註：

- (i) The Company has committed to pay an approximately HK\$664,000,000 for the balance of a land cost, HK\$732,000,000 for settling the debt and HK\$199,000,000 for the success fee in relation to the acquisition of a company. For details of the acquisition, please refer to Note 59(a).
- (ii) The Company has committed to acquire a remaining 50% interest in an investment property. Details of the acquisition are set out in the Company's announcement dated 25th November, 2005.

- (i) 本公司承諾就收購一間公司支付土地成本之餘額約 664,000,000 港元，清償債項 732,000,000 港元及支付成交費用 199,000,000 港元。此收購詳情見附註 59(a)。
- (ii) 本公司承諾購入一項投資物業餘下之 50% 權益。有關收購詳情已載於本公司於二零零五年十一月二十五日發出之公布。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 51. CAPITAL COMMITMENTS, CONTINGENT LIABILITIES AND CONTINGENT GAINS (cont'd)

(b) *Contingent liabilities:*

Guarantees given to bank, in respect of banking facilities utilised by associates	為聯營公司獲授之銀行 信貸額向銀行提供之擔保		
Guarantee given to a third party in respect of acquisition of land by a subsidiary	為一間附屬公司 收購土地向一個第三者 提供之擔保		
Guarantee given to third parties in respect of those rent of disposed properties previously held by a subsidiary	為前一間附屬公司所持之 已出售物業向第三者 提供之租金擔保		

<b>2005</b>	2004
<b>HK\$'000</b>	HK\$'000
千港元	千港元

<b>1,365,175</b>	706,433
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-	169,000
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<b>19,467</b>	-
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<b>1,384,642</b>	875,433
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(c) *Contingent gains*

Pursuant to a sale and purchase agreement dated 27th August, 2004 for Connected Transactions, the Group is entitled to 80% profit sharing on the properties when the properties are subsequently sold by the discretionary trust within 24 months from the completion. Certain properties are not yet disposed of by the discretionary trust as at year end.

(d) *Risk management*

The Group has established adequate risk management procedures that enable it to identify, measure, monitor and control the various types of risk it faces. This is supplemented by active management involvement, effective internal controls and adequate internal audits in the best interests of the Group.

### 51. 資本承擔、或然負債及或然收益 (續)

(b) 或然負債：

根據於二零零四年八月二十七日就關連交易訂立之買賣協議，全權信託如於買賣協議完成後 24 個月內出售有關物業，本集團有權分享有關物業之 80% 溢利。截至年結日，全權信託尚未售出若干物業。

(d) 風險管理

本集團已制訂一套完善的風險管理程序，以識別、衡量、監察及控制其面對的各類風險，並輔以積極的管理層參與、有效的內部監控及足夠的內部審核，以保障本集團的最佳利益。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 52. OPERATING LEASES

The Group as lessee

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Minimum lease payments paid under operating leases during the year:	本年度就營業租約支付之租金最低款額：		
Premises	物業	<b>230</b>	110

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

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Within one year	於一年內	<b>283</b>	157
In the second to fifth year inclusive	第二至第五年（包括首尾兩年）	<b>101</b>	—
		<b>384</b>	157

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of 1 to 2 years.

### 52. 營業租約

本集團為承租人

於結算日，本集團就不可撤銷營業租約之日後租金最低款額承擔於下列期間到期：

營業租約租金指本集團就其若干寫字樓物業應付之租金。租約平均每一至兩年商議一次。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 52. OPERATING LEASES (cont'd)

#### The Group as lessor

Property rental income earned during the year was approximately HK\$715,606,000 (2004: HK\$695,381,000) less outgoings of approximately HK\$27,980,000 (2004: HK\$30,078,000).

The investment properties of the Group are expected to generate annual rental yields of 2.7% to 10.3% on an ongoing basis. All of the properties held have committed tenants not exceeding five years.

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

Within one year	於一年內
In the second to fifth year inclusive	第二至第五年（包括首尾兩年）

### 52. 營業租約（續）

#### 本集團為出租人

於年內賺取之物業租金收入約為 715,606,000 港元（二零零四年：695,381,000 港元），扣除開支約 27,980,000 港元（二零零四年：30,078,000 港元）。

本集團之投資物業預期可持續取得每年 2.7% 至 10.3% 之租金收益率。所持物業之承擔租期均不超過約五年。

於結算日，本集團已就下列日後租金最低款額與租戶訂約：

2005	2004
HK\$'000	HK\$'000
千港元	千港元
<b>493,057</b>	569,791
<b>368,157</b>	341,396
<b>861,214</b>	911,187

### 53. RETIREMENT BENEFIT SCHEMES

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 with in the ORSO Scheme or switching to MPF Scheme, whereas all new employees joining the Group on or after 1st December, 2000 are required to join the MPF Scheme. For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the MPF Scheme, which contribution is matched by the employees and the Group. The Group contributes 5% to 10% of relevant payroll costs to the ORSO Scheme and the contribution by employees is at 5%.

The total costs charged to the income statement of approximately HK\$4,255,000 (2004: HK\$3,228,000) represent contributions payable to these schemes by the Group for the year.

### 53. 退休福利計劃

本集團推行一項根據職業退休計劃條例註冊之定額供款計劃（「職業退休計劃」）及於二零零零年十二月推行一項根據強制性公積金計劃條例成立之強制性公積金計劃（「強積金計劃」）。該等計劃之資產與本集團之資產分開持有，並由受託人管理。於強積金計劃成立前，屬職業退休計劃成員之僱員可選擇繼續參加職業退休計劃或轉為參加強積金計劃，而於二零零零年十二月一日或之後加入本集團之新僱員均須參加強積金計劃。本集團就強積金計劃之成員向強積金計劃作出有關薪酬之 5% 供款，與僱員之供款相同。僱員及本集團均每月向職業退休計劃作出供款。本集團向職業退休計劃作出有關薪酬之 5% 至 10% 供款，而僱員則作出 5% 供款。

於收益表扣除之總費用約為 4,255,000 港元（二零零四年：3,228,000 港元），即本集團於本年度向該等計劃應付之供款。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 54. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with related parties:

### 54. 關連人士交易

於年內，本集團與關連人士進行下列交易：

		<b>2005</b>	2004
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Income received from associates:	已收聯營公司之收入：		
Secretarial fee	秘書費用	<b>7</b>	14
Office and retail rental	寫字樓及零售物業租金	<b>556</b>	544
Building management fee	大廈管理費	<b>169</b>	169
Management fee	管理費	<b>3,194</b>	133
Interest income	利息收入	<b>9,628</b>	13,416
Administration fee	行政費	<b>100</b>	—
Accountancy fee	會計費	<b>120</b>	120
Income received from a private company partially owned by two Directors:	已收兩名董事持有部份股份之私人公司之收入：		
Retail rental	零售物業租金	<b>33,363</b>	40,036
Building management fee	大廈管理費	<b>2,979</b>	3,575
Rent and rates paid to associates	已付聯營公司之租金及差餉	<b>466</b>	435
Share of profit arising from the sale by a related party of certain properties acquired from the Group	關連人士出售從本集團收購之若干物業之應佔溢利	<b>50,160</b>	—
Proceed from disposals of properties and assets to private companies owned by a discretionary trust set up by a Director and a substantial shareholder	向由一位董事兼主要股東設立之全權信託擁有之私人公司出售物業及資產之所得款項	<b>261,026</b>	386,696

Details of the balances with related parties as at the balance sheet date are set out in Notes 30 and 46 above.

於結算日，與關連人士之交易結餘詳情載於上文附註 30 及 46。



## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 55. PARTICULARS OF PRINCIPAL SUBSIDIARIES

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the following contains only the subsidiaries as at 31st December, 2005 which principally affect the results or assets of the Group. All subsidiaries are indirectly held and wholly owned private limited companies except otherwise stated.

### 55. 主要附屬公司詳情

董事會認為列出全部附屬公司資料會令篇幅過於冗長。故此，下表只披露於二零零五年十二月三十一日對本集團之業績或資產有重要影響之附屬公司之詳情。除另有註明外，所有附屬公司均為間接持有及全資擁有之私人有限公司。

<b>Name of subsidiary</b> 附屬公司名稱	<b>Place of incorporation/ operation</b> 註冊成立／經營地點	<b>Principal activities</b> 主要業務	<b>Issued and fully paid ordinary share capital except otherwise stated</b> 已發行及繳足普通股股本 (另有註明者除外)
Alpha Team Limited	British Virgin Islands 英屬維爾京群島	Investment holding 投資控股	US\$1 1 美元
Baharica Limited	Hong Kong 香港	Property investment 物業投資	HK\$20 20 港元
Billion Up Limited	British Virgin Islands 英屬維爾京群島	Investment holding 投資控股	US\$1 1 美元
Boria Enterprises Limited (50.1% owned subsidiary) 博永企業有限公司 (擁有 50.1% 權益之附屬公司)	Hong Kong 香港	Property investment 物業投資	HK\$20 20 港元
Cardin Factory Limited 嘉丹廠有限公司	Hong Kong 香港	Property development and trading 物業發展及買賣	HK\$2 2 港元

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

### 55. 主要附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立／經營地點	Principal activities 主要業務	Issued and fully paid ordinary share capital except otherwise stated 已發行及繳足普通股股本 (另有註明者除外)
Chi Cheung Investment Company, Limited # (61.93% owned subsidiary) 至祥置業有限公司 # (擁有 61.93% 權益之附屬公司)	Hong Kong 香港	Investment holding 投資控股	HK\$3,387,659.87 3,387,659.87 港元
Chinese Estates (Harcourt House) Limited	Hong Kong 香港	Property investment 物業投資	HK\$200 200 港元
Chinese Estates, Limited (direct subsidiary) 華人置業有限公司 (直接附屬公司)	Hong Kong 香港	Investment holding and provision of management services 投資控股及提供管理服務	HK\$1,000 1,000 港元
Chinese Estates (Tung Ying Building) Limited	Hong Kong 香港	Property investment 物業投資	HK\$2 2 港元
Chinese Estates (Windsor House) Limited	Hong Kong 香港	Property investment 物業投資	HK\$100 and non-voting deferred share capital of HK\$2 100 港元及無投票權 遞延股股本 2 港元
Conduit Road Development Limited (70% owned subsidiary) 干德道發展有限公司 (擁有 70% 權益之附屬公司)	Hong Kong 香港	Property development 物業發展	HK\$10,000 10,000 港元

## Notes to the Financial Statements

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## 財務報表附註

截至二零零五年十二月三十一日止年度

### 55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

### 55. 主要附屬公司詳情 (續)

<b>Name of subsidiary</b> 附屬公司名稱	<b>Place of incorporation/ operation</b> 註冊成立／經營地點	<b>Principal activities</b> 主要業務	<b>Issued and fully paid ordinary share capital except otherwise stated</b> 已發行及繳足普通股股本 (另有註明者除外)
Dollar Union Limited (87.5% owned subsidiary##) 金怡彩有限公司 (擁有 87.5% 權益之附屬公司 ##)	Hong Kong 香港	Property development and trading 物業發展及買賣	HK\$100 100 港元
Everbright Pacific Ltd.	British Virgin Islands 英屬維爾京群島	Securities investment 證券投資	US\$1 1 美元
Evergo China Holdings Limited	Bermuda/ Hong Kong 百慕達／香港	Investment holding 投資控股	HK\$100,775,869.10 100,775,869.10 港元
Evergo Holdings Company Limited 愛美高集團有限公司	Hong Kong 香港	Investment holding 投資控股	HK\$1,000 1,000 港元
Fair City Limited 振城有限公司	Hong Kong 香港	Property investment 物業投資	HK\$2 2 港元
Fair Eagle Finance Credit Limited 天發金融有限公司	Hong Kong 香港	Securities margin financier 證券保證金融資	HK\$10,000,000 10,000,000 港元
Fair Eagle Futures Company Limited 天發期貨有限公司	Hong Kong 香港	Broking and dealing in trade futures contracts 買賣期貨合約經紀及交易	HK\$5,000,000 5,000,000 港元
Fair Eagle Securities Company Limited 天發證券有限公司	Hong Kong 香港	Broking and dealing in listed securities 上市證券經紀及交易	HK\$8,000,000 8,000,000 港元

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For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

### 55. 主要附屬公司詳情 (續)

Name of subsidiary	Place of incorporation/ operation	Principal activities	Issued and fully paid ordinary share capital except otherwise stated
附屬公司名稱	註冊成立／經營地點	主要業務	已發行及繳足普通股股本 (另有註明者除外)
G-Prop (Holdings) Limited # (50.1% owned subsidiary) 金匡企業有限公司 # (擁有 50.1% 權益之附屬公司)	Bermuda/ Hong Kong 百慕達／香港	Investment holding 投資控股	HK\$7,940,578 7,940,578 港元
Geneva Developments Limited 捷中發展有限公司	Hong Kong 香港	Property investment 物業投資	HK\$2 2 港元
Good Eagle Investments Limited	British Virgin Islands 英屬維爾京群島	Securities investment 證券投資	US\$1 1 美元
Good Silver Limited	British Virgin Islands 英屬維爾京群島	Securities investment 證券投資	US\$1 1 美元
Global Young Holdings Ltd.	British Virgin Islands 英屬維爾京群島	Property investment 物業投資	US\$1 1 美元
Grandhall Secretarial Services Limited 均豪秘書服務有限公司	Hong Kong 香港	Secretarial services 秘書服務	HK\$10,000 10,000 港元
Great Empire International Ltd.	British Virgin Islands 英屬維爾京群島	Investment holding and securities investment 投資控股及證券投資	US\$1 1 美元

## Notes to the Financial Statements

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## 財務報表附註

截至二零零五年十二月三十一日止年度

### 55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

### 55. 主要附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立／經營地點	Principal activities 主要業務	Issued and fully paid ordinary share capital except otherwise stated 已發行及繳足普通股股本 (另有註明者除外)
Great King Limited (50.1% owned subsidiary) 東帝有限公司 (擁有 50.1% 權益之附屬公司)	Hong Kong 香港	Property investment 物業投資	HK\$2 2 港元
Great Will Limited	British Virgin Islands 英屬維爾京群島	Property investment 物業投資	US\$1 1 美元
Groupluck Company Limited	Hong Kong 香港	Money lending 放債	HK\$2 2 港元
Grow Wealth Property Investment Limited (Corporate name: Grow Wealth Company Ltd) (公司名稱: Grow Wealth Company Ltd)	Republic of Liberia/ Hong Kong 利比里亞共和國／香港	Property investment 物業投資	1 registered and/or bearer share without par value 1 股無面值記名及／ 或不記名股份
Hillsborough Holdings Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島／香港	Property investment 物業投資	US\$1 1 美元
Luckpoint Investment Limited 樂邦投資有限公司	Hong Kong 香港	Securities investment 證券投資	HK\$2 2 港元
Lucky Well Investments Limited	British Virgin Islands 英屬維爾京群島	Securities investment 證券投資	US\$1 1 美元

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## 財務報表附註

截至二零零五年十二月三十一日止年度

### 55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

### 55. 主要附屬公司詳情 (續)

<b>Name of subsidiary</b> 附屬公司名稱	<b>Place of incorporation/ operation</b> 註冊成立／經營地點	<b>Principal activities</b> 主要業務	<b>Issued and fully paid ordinary share capital except otherwise stated</b> 已發行及繳足普通股股本 (另有註明者除外)
Million Point Limited	British Virgin Islands 英屬維爾京群島	Investment holding 投資控股	US\$1 1 美元
Modern City Investment Limited (75% owned subsidiary) 新城鎮投資有限公司 (擁有 75% 權益之附屬公司)	Hong Kong 香港	Property investment 物業投資	HK\$4 4 港元
Oriental Ford Finance Limited 律豐財務有限公司	Hong Kong 香港	Money lending 放債	HK\$2 2 港元
Paul Y. Holdings Company Limited (direct subsidiary) (直接附屬公司)	Cayman Islands/ Hong Kong 開曼群島／香港	Investment holding 投資控股	HK\$70,715,005.70 70,715,005.70 港元
Paul Y. (New Tunnel) Limited 保華(新隧道)有限公司	Hong Kong 香港	Investment holding 投資控股	HK\$2 2 港元
Perfect World Company Limited 忠信物業管理有限公司	Hong Kong 香港	Estate management 物業管理	HK\$10,000 10,000 港元
Pinecrest International Limited	British Virgin Islands 英屬維爾京群島	Investment holding 投資控股	US\$1 1 美元
Pioneer Time Investment Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島／香港	Property investment 物業投資	US\$1 1 美元

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## 財務報表附註

截至二零零五年十二月三十一日止年度

### 55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

### 55. 主要附屬公司詳情 (續)

<b>Name of subsidiary</b> 附屬公司名稱	<b>Place of incorporation/ operation</b> 註冊成立/ 經營地點	<b>Principal activities</b> 主要業務	<b>Issued and fully paid ordinary share capital except otherwise stated</b> 已發行及繳足普通股股本 (另有註明者除外)
Real Power Pacific Limited	British Virgin Islands 英屬維爾京群島	Securities investment 證券投資	US\$1 1 美元
Sino Silver Limited	British Virgin Islands 英屬維爾京群島	Securities investment 證券投資	US\$1 1 美元
Silver Step Limited 銀途有限公司	Hong Kong 香港	Property development and trading 物業發展及買賣	HK\$2 2 港元
Silvercord Limited 銀高有限公司	Hong Kong 香港	Property investment 物業投資	HK\$14,600 14,600 港元
Sky Rainbow Limited	British Virgin Islands 英屬維爾京群島	Securities investment 證券投資	US\$1 1 美元
Smart Ocean Limited	British Virgin Islands 英屬維爾京群島	Investment holding 投資控股	US\$1 1 美元
Speed Win Limited 迅運有限公司	Hong Kong 香港	Property development and trading 物業發展及買賣	HK\$2 2 港元
Sun Power Investments Ltd.	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	Securities investment 證券投資	US\$1 1 美元

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## 財務報表附註

截至二零零五年十二月三十一日止年度

### 55. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

### 55. 主要附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Principal activities 主要業務	Issued and fully paid ordinary share capital except otherwise stated 已發行及繳足普通股股本 (另有註明者除外)
Sunny Ocean Investments Limited (Corporate name: Sunny Ocean Limited) (公司名稱: Sunny Ocean Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	Property investment 物業投資	US\$1 1 美元
Super Full Investments Limited 超滿投資有限公司	Hong Kong 香港	Securities investment 證券投資	HK\$1 1 港元
View Success Investments Limited (61.93% owned subsidiary) 景亨投資有限公司 (擁有 61.93% 權益之附屬公司)	Hong Kong 香港	Property investment and trading 物業投資及買賣	HK\$2 2 港元
Viewwide Properties Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	Property investment 物業投資	US\$1 1 美元

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

於年結時及於年內任何時間，無附屬公司擁有任何債務證券。

# Listed company in Hong Kong

## 75% owned by the Group and 25% owned by KSH

# 香港上市公司

## 本集團持有 75% 及廣生行持有 25%



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## 財務報表附註

截至二零零五年十二月三十一日止年度

### 56. PARTICULARS OF PRINCIPAL ASSOCIATES

The Directors are of the opinion that a complete list of the particulars of all associates would be of excessive length and therefore the following list contains only the associates as at 31st December, 2005 which principally affect the results or assets of the Group.

### 56. 主要聯營公司詳情

董事會認為列出全部聯營公司資料會令篇幅過於冗長。故此，下表只披露於二零零五年十二月三十一日對本集團之業績或資產有重要影響之聯營公司之詳情。

<b>Name of associate</b> 聯營公司名稱	<b>Place of incorporation/ operation</b> 註冊成立/ 經營地點	<b>Issued and fully paid ordinary share capital except otherwise stated</b> 已發行及繳足 普通股股本 (另有註明者除外)	<b>Percentage of equity attributable indirectly to the Group</b> 本集團間接應佔 股本百分比	<b>Principal activity</b> 主要業務
Bestwise Resources Limited	British Virgin Islands 英屬維爾京群島	US\$100 100 美元	25%	Investment holding 投資控股
Direct Win Development Limited 勝榮發展有限公司	Hong Kong 香港	HK\$900 900 港元	33 $\frac{1}{3}$ %	Property development and trading 物業發展及買賣
Earn Elite Development Limited 盈才發展有限公司	Hong Kong 香港	HK\$2 2 港元	30.97%	Property investment 物業投資
Ever Sure Investments Limited 永瑞投資有限公司	Hong Kong 香港	HK\$2 2 港元	50%	Property development and trading 物業發展及買賣
Finedale Industries Limited 廣坤實業有限公司	Hong Kong 香港	HK\$9,999 9,999 港元	20.64%	Property investment 物業投資
Grand Make International Limited	British Virgin Islands 英屬維爾京群島	US\$100 100 美元	35%	Investment holding 投資控股
Healthy Point Limited 強邦有限公司	Hong Kong 香港	HK\$2 and non-voting preferred share capital of HK\$1 2 港元及無投票權 優先股股本 1 港元	30.97%	Property investment 物業投資

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## 財務報表附註

截至二零零五年十二月三十一日止年度

### 56. PARTICULARS OF PRINCIPAL ASSOCIATES (cont'd)

### 56. 主要聯營公司詳情 (續)

<b>Name of associate</b> 聯營公司名稱	<b>Place of incorporation/ operation</b> 註冊成立/ 經營地點	<b>Issued and fully paid ordinary share capital except otherwise stated</b> 已發行及繳足 普通股股本 (另有註明者除外)	<b>Percentage of equity attributable indirectly to the Group</b> 本集團間接應佔 股本百分比	<b>Principal activity</b> 主要業務
Oriental Arts Building Co. Ltd. 東方藝術大廈有限公司	PRC 中國	US\$24,920,000* 24,920,000 美元 *	50%	Property investment and hotel operation 物業投資及酒店經營
Power Jade Capital Limited (Corporate name: Power Jade Limited) (公司名稱: Power Jade Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	US\$20 20 美元	50%	Investment holding 投資控股
Shanghai New World Huai Hai Property Development Company Limited 上海新世界淮海物業發展 有限公司	PRC 中國	US\$75,000,000* 75,000,000 美元 *	34.65%	Property investment 物業投資
Strongplus Limited	British Virgin Islands 英屬維爾京群島	US\$2 2 美元	50%	Investment holding 投資控股
The Kwong Sang Hong International Limited @	Bermuda/Hong Kong 百慕達/香港	HK\$100,000 100,000 港元	50%	Investment holding 投資控股

\* Paid up registered capital

@ Privatised in February 2005

\* 繳足註冊資本

@ 已於二零零五年二月私有化

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For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 57. PARTICULARS OF A PRINCIPAL JOINTLY CONTROLLED ENTITY

The Directors are of the opinion that a complete list of the particulars of all jointly controlled entities would be of excessive length and therefore the following list contains only the jointly controlled entity as at 31st December, 2005 which principally affects the results or assets of the Group.

Name of jointly controlled entity 共同控制機構名稱	Form of business structure 業務組建形式	Place of incorporation 註冊成立地點	Proportion of nominal value of issued share capital held	Principal activities 主要業務
			所持已發行股本面值比率	
Top Grade Assets Limited	Incorporated 註冊成立	British Virgin Islands 英屬維爾京群島	25.05%	Property investment 物業投資

The above jointly controlled entity operates in the PRC.

### 57. 主要共同控制機構詳情

董事會認為列出全部共同控制機構會令篇幅過於冗長。故此，下表只披露於二零零五年十二月三十一日對本集團之業績或資產有重要影響之共同控制機構之詳情。

上述共同控制機構在中國營運。

### 58. BALANCE SHEET INFORMATION OF THE COMPANY

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Investments in subsidiaries	附屬公司投資	<b>5,131,529</b>	5,131,529
Amounts due from subsidiaries	應收附屬公司款項	<b>1,625,840</b>	10,394,043
Other current assets	其他流動資產	<b>28,010</b>	753,592
Amounts due to subsidiaries	應付附屬公司款項	<b>(921,396)</b>	(9,767,761)
Convertible bonds	可換股債券	<b>(1,135,302)</b>	—
Other current liabilities	其他流動負債	<b>(322)</b>	(442)
Net assets	淨資產	<b>4,728,359</b>	6,510,961
Share capital (Note 48)	股本 (附註 48)	<b>209,151</b>	203,021
Reserves	儲備	<b>4,519,208</b>	6,307,940
Total equity	股本權益總額	<b>4,728,359</b>	6,510,961

### 58. 本公司於結算日之資料

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For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 58. BALANCE SHEET INFORMATION OF THE COMPANY (cont'd)

Loss of the Company for 2005 amounted to approximately HK\$2,046 million (profit of 2004: HK\$629 million).

The Company has applied the new HKFRSs that are effective for accounting periods beginning on or after 1st January, 2005 and appropriate adjustments have been made.

### 59. POST BALANCE SHEET EVENTS

- (a) On 30th December, 2005, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Easy Action Limited for the acquisition of 70.01% equity interest of Moon Ocean Ltd. ("Moon Ocean"), which holds indirect interest in 5 parcels of land in Macau. The acquisition was completed on 5th January, 2006 and the acquisition cost of HK\$1 million was satisfied in cash. Details of the acquisition were disclosed in the Company's announcement dated 30th December, 2005 and Company's circular dated 20th January, 2006.

### 58. 本公司於結算日之資料 (續)

本公司於二零零五年之虧損約為 2,046,000,000 港元 (二零零四年溢利：629,000,000 港元)。

本公司已採納於二零零五年一月一日或之後會計期間生效之新香港財務報告準則，並相應作出調整。

### 59. 結算日後事項

- (a) 於二零零五年十二月三十日，本公司的一家全資附屬公司與 Easy Action Limited 簽訂買賣協議，收購 Moon Ocean Ltd. (「Moon Ocean」) 70.01% 權益，Moon Ocean 持有澳門 5 塊土地の間接權益。收購於二零零六年一月五日完成，收購價 1,000,000 港元，並以現金支付。收購詳情已於本公司二零零五年十二月三十日的公布和二零零六年一月二十日刊發的通函中披露。

## Notes to the Financial Statements

For the year ended 31st December, 2005

## 財務報表附註

截至二零零五年十二月三十一日止年度

### 59. POST BALANCE SHEET EVENTS (cont'd)

- (b) On 25th November, 2005, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Upgrade Assets Limited, a 50% indirect associate of the Company, relating to the acquisition of 100% equity interest of JadeField Limited, which holds indirect interest in the unsold portion of Peregrine Plaza located in Shanghai. The acquisition was completed in March 2006. Details of the acquisition were disclosed in the Company's announcement dated 25th November, 2005.
- (c) On 2nd December, 2005, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with an independent third party of the Company, relating to the disposal of 35% equity interest of Grand Make International Limited, which holds 99% indirect interest in Hong Kong New World Tower located in Shanghai. The disposal was completed in March 2006.

### 59. 結算日後事項（續）

- (b) 於二零零五年十一月二十五日，本公司的一家全資附屬公司與本公司間接持有 50% 權益的聯營公司 Upgrade Assets Limited 簽訂買賣協議，收購 JadeField Limited 100% 權益，JadeField Limited 持有位於上海的百富勤廣場未售部分的間接權益。收購於二零零六年三月完成。收購詳情已於本公司二零零五年十一月二十五日的公布中披露。
- (c) 於二零零五年十二月二日，本集團的全資附屬公司與本公司的獨立第三方簽訂買賣協議，出售 Grand Make International Limited 35% 權益，Grand Make International Limited 持有位於上海的香港新世界大廈 99% 權益，出售於二零零六年三月完成。