

# Notes to the Financial Statements 財務報表附註

31 December 2001 二零零一年十二月三十一日

## 1. ORGANISATION AND OPERATIONS

WellNet Holdings Limited (the "Company") is incorporated as an exempted company in Bermuda with limited liability. The Company's shares have been listed on The Stock Exchange of Hong Kong Limited since 1983, and have a secondary listing on Singapore Exchange Securities Trading Limited since 1990.

The Company is an investment holding company. Its subsidiaries are principally engaged in international metal trading, manufacturing of metal products, operation of metal exchange portals, and property investment and development.

## 2. PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with Statements of Standard Accounting Practice issued by the Hong Kong Society of Accountants, accounting principles generally accepted in Hong Kong, and the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Principal accounting policies are summarised below:

### a. Basis of measurement

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties and short-term investments.

## 1. 組成及業務

創新發展集團有限公司(「本公司」)於百慕達註冊成立為獲豁免有限公司。本公司股份自一九八三年起於香港聯合交易所有限公司上市，並自一九九零年起於新加坡證券交易所有限公司作第二上市。

本公司為一間投資控股公司。其附屬公司主要業務為國際性金屬貿易、金屬加工製造、營運金屬電子交易所，及房地產投資和開發。

## 2. 主要會計政策

本財務報表已經按照香港會計師公會頒佈所有適用的會計實務準則、香港公認會計原則及香港公司條例有關之披露規定及香港聯合交易所有限公司證券上市規則的規定編製。本集團採用的主要會計政策概述如下：

### a. 編制基礎

本財務報告是以歷史成本作為編制基礎，並就投資物業及短期投資重估作出調整。

## 2. PRINCIPAL ACCOUNTING POLICIES

### b. Adoption of new/revised Statements of Standard Accounting Practice

During the year ended 31 December 2001, the Company and its subsidiaries (together the "Group") adopted, for the first time, the following Statements of Standard Accounting Practice ("SSAP") issued by the Hong Kong Society of Accountants:

SSAP 9 (revised)	Events after the balance sheet date
SSAP 10 (revised)	Accounting for investments in associates
SSAP 14 (revised)	Leases
SSAP 26	Segment reporting
SSAP 28	Provisions, contingent liabilities and contingent assets
SSAP 29	Intangible assets
SSAP 30	Business combinations
SSAP 31	Impairment of assets
SSAP 32	Consolidated financial statements and accounting for investments in subsidiaries

The effects of changes in the Group's accounting policies resulting from the adoption of these new SSAPs are set out below:

(i) SSAP 9 (revised) – Events after the balance sheet date

In accordance with SSAP 9 (revised), dividends proposed or declared after the balance sheet date are not recognised as a liability at the balance sheet date, but are disclosed as a separate component of shareholders' equity on the face of the balance sheet. This change in accounting policy has been applied retrospectively. The Directors consider that the change in accounting policy resulting from the adoption of this SSAP has no material impact on the financial statements of the Group as at and for the year ended 31 December 2000.

## 2. 主要會計政策

### b. 採納新增及經修訂的會計實務準則

於截至二零零一年十二月三十一日止年度，本公司及其附屬公司（統稱「本集團」）首次採納以下由香港會計師公會所頒佈的會計實務準則：

會計實務準則第9號 (經修訂)	結算日後事項
會計實務準則第10號 (經修訂)	投資聯營公司的會計方法
會計實務準則第14號 (經修訂)	租賃
會計實務準則第26號	分類報告
會計實務準則第28號	撥備、或然負債及或有資產
會計實務準則第29號	無形資產
會計實務準則第30號	企業合併
會計實務準則第31號	資產減值
會計實務準則第32號	綜合財務報表和投資附屬公司的會計方法

就採納該新增會計實務準則對本集團會計政策變更之影響如下：

(i) 會計實務準則第9號 (經修訂) – 結算日後事項

根據會計實務準則第9號 (經修訂)，於結算日後建議或宣佈之股息不會於結算日確定為債務，但會於資產負債表股東權益部份分開列報。此會計政策變更以追溯形式執行。董事認為採納此會計實務準則引致的會計政策變更對本集團於二零零零年十二月三十一日止年度之財務報表無重大影響。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

b. Adoption of new/revised Statements of Standard Accounting Practice

(ii) SSAP 26 – Segment reporting

The Group has disclosed segment information in Note 37 to the financial statements.

(iii) SSAP 30 – Business combinations

Prior to 1 January 2001, goodwill was eliminated against available reserves when it arose. With the adoption of SSAP 30, the Group has adopted the transitional provisions prescribed therein. Goodwill which arose prior to 1 January 2001 will continue to be held in reserves and no restatement has been made. However, any impairment arising on such goodwill is recognised in the income statement in accordance with the newly issued SSAP 31 "Impairment of assets". Goodwill arising after 1 January 2001 is capitalised as an asset and is amortised to the income statement on a straight-line basis over its estimated economic life.

2. 主要會計政策

b. 採納新增及經修訂的會計實務準則

(ii) 會計實務準則第26號－分類報告

本集團已將分類資料披露於財務報告附註37。

(iii) 會計實務準則第30號－企業合併

二零零一年一月一日前，當商譽產生時，會在現存儲備中撇銷。採納會計實務準則第30號後，本集團已遵循該會計準則之過渡條款。於二零零一年一月一日前產生之商譽會繼續保存在儲備中，不會重新列報，但任何商譽的減值則按新發行之會計實務準則第31號「資產減值」，在損益表中確認。於二零零一年一月一日後產生之商譽則資本化作為資產，並以直線法按預計有效期在損益表攤銷。

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### b. Adoption of new/revised Statements of Standard Accounting Practice (continued)

#### (iii) SSAP 30 – Business combinations (continued)

The Group treats the recognition of impairment loss as a change in accounting policy in accordance with SSAP 2 since the Group has not previously followed a policy of recognising impairment loss in respect of goodwill written off against reserves. In this connection, the Group has performed an assessment of the fair value of goodwill that had previously been eliminated against reserves as at 31 December 2000. The Group has thus retrospectively restated its previously reported net profit for impairment of goodwill arising from the acquisition of a subsidiary in 1999. As a result, the Group's profit attributable to shareholders for the year ended 31 December 2000 and the retained profit as at 31 December 2000 were decreased by HK\$5,381,000.

In addition to the adoption of the above standards, the Group has adopted the consequential changes made to SSAP 10 "Accounting for investments in associates", SSAP 17 "Property, plant and equipment", SSAP 18 "Revenue" and SSAP 21 "Accounting for interests in joint ventures". The Directors consider that the consequential changes made to the above SSAPs do not have a material impact on the financial statements of the Group.

The 2000 comparative figures presented herein incorporate the effect of adjustments, where applicable, resulting from the adoption of the new SSAPs.

## 2. 主要會計政策 (續)

### b. 採納新增及經修訂的會計實務準則 (續)

#### (iii) 會計實務準則第30號－企業合併 (續)

由於本集團以往從未採納任何關於確認在儲備中撇銷的商譽之減值虧損的會計政策，按照會計準則第2號確認減值虧損應視為一個會計政策的變更。針對此變更，本集團已對於二零零零年十二月三十一日在儲備中撇銷的商譽進行公允值的評估。就此，本集團以追溯方式就一九九九年購入一附屬公司時所產生之商譽減值虧損重新列報前公告的淨溢利。為此，本集團截至二零零零年十二月三十一日止年度之股東應佔溢利及於二零零零年十二月三十一日之保留溢利均減少港幣5,381,000元。

除採納上述準則外，本集團亦採納經修訂的會計實務準則第10號「投資聯營公司的會計方法」、會計實務準則第17號「物業、廠房及設備」、會計實務準則第18號「收益」及會計實務準則第21號「合營項目權益的會計方法」。董事局認為上述經修訂的會計實務準則對本集團財務報告沒有重大影響。

二零零零年之比較數字經已計及就採納新增及經修訂之會計實務準則所需作出調整。

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### c. Basis of consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries, together with the Group's share of post-acquisition results and reserves of its associate under the equity method of accounting. The results of subsidiaries and associates acquired or disposed of during the year are consolidated from or to their effective dates of acquisition or disposal. Significant intra-group transactions and balances have been eliminated on consolidation.

### d. Subsidiaries

A subsidiary is an enterprise that the Group controls which is normally evidenced when the Group has the power to govern the financial and operating policies of an enterprise so as to benefit from its activities. In the Company's balance sheet, investments in subsidiaries are carried at cost less impairment loss, while income from subsidiaries is accounted for to the extent of dividends received and receivable.

### e. Associate

Investment in an associate where significant influence is exercised by the Group is accounted for using the equity method in the consolidated financial statements, whereby the investment is initially recorded at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the associate, distributions received from the associate and other necessary alterations in the Group's proportionate interest in the associate arising from changes in the equity of the associate that have not been included in the income statement of the associate and the Group's share of the aggregate fair value of the identifiable net assets acquired (goodwill) and any impairment losses. The Group's share of post-acquisition results of associate is included in the consolidated income statement.

## 2. 主要會計政策 (續)

### c. 綜合基準

綜合財務報表包括本公司及各附屬公司的帳項，以及本集團所佔按權益法入帳的聯營公司之收購後盈虧和儲備。年度內收購或出售的附屬公司及聯營公司，其自收購日起直至出售日止的盈虧計入綜合損益表內。所有重大公司間交易及結存已於帳項綜合時撇銷。

### d. 附屬公司

附屬公司乃在本公司控制下的企業。一般情況下，控制指可制定一企業財務及營運政策從而受惠於其營運。於本公司之資產負債表內，附屬公司的投資乃按成本值扣除減值虧損入帳，而來自附屬公司之收入則按已收股息及應收股息記帳。

### e. 聯營公司

於綜合財務報表，於集團能對其行使重大影響力的聯營公司投資按權益法入帳，而此投資最初以成本入帳，隨後按收購後所佔聯營公司盈虧、所得股息、其它因所佔聯營公司股權轉變而未於聯營公司損益表中反映和所佔已收購可辨認淨資產公允值總額（商譽）及任何減值虧損之調整數入帳。本集團所佔收購聯營公司後盈虧已計入於綜合損益表內。

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### f. Contractual joint venture

A contractual joint venture is an entity established between the Group and one or more other parties for a pre-determined period of time, with the rights and obligations of the minority shareholders being governed by a contract. If the Group is able to govern and control the financial and operating policies of the economic activities of the contractual joint venture, such joint venture is considered as a de facto subsidiary and is accounted for as a subsidiary.

### g. Turnover and revenue recognition

Turnover comprises (i) the net invoiced value of goods sold after allowances for returns and discounts; (ii) sale of properties held for sale; (iii) commission income from operation of metal exchange portals; (iv) consultancy service fees; and (v) rental income.

Revenue is recognised when the outcome of a transaction can be measured reliably and when it is probable that the economic benefits associated with the transaction will flow to the Group. Revenue is recognised on the following bases:

- (i) Sale of goods – income from sale of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred to customers.
- (ii) Sale of properties – pre-sale of properties under development for sale is recognised by reference to the stage of completion of the properties, with the profit recognised restricted to the amount of instalments received under legally-binding agreements. No revenue from pre-sale of properties is recognised until the construction has progressed to a stage when completion of the properties and the ultimate realisation of profit can be reliably estimated. Sale of completed properties held for sale is recognised when a legally-binding agreement has been executed, with the profit recognised restricted to the amount of instalments received.

## 2. 主要會計政策 (續)

### f. 合約合營企業

合約合營企業指本集團及一名或以上其他合約夥伴成立及持續一段指定期限之企業，而少數股東之權利及責任均受合約所規限。倘本集團能控制該合約合營企業經濟活動之財務與營運政策，則該合營企業將視為實質附屬公司，並作附屬公司入帳。

### g. 營業額及收益確認

營業額包括(i)扣除退貨和折扣後的銷貨發票值、(ii)待售物業的銷售收入、(iii)經營金屬電子交易所佣金收入、(iv)顧問服務收費及(v)租金收入。

當交易之結果得以可靠地計量而該交易的經濟利益可能流入本集團時，便會確認收益。收益按以下基準確認：

- (i) 出售貨物 – 出售貨物收益乃於貨物擁有權之重大風險及回報轉移客戶時確認。
- (ii) 出售物業 – 發展中待售物業之收益乃按物業之完工進度確認，但確認的利潤僅限於受法律約束的協議下已收之分期付款金額。預售物業收益不會被確認，直至工程已到達能可靠地估計物業竣工時間及最終盈利實現之階段。出售已竣工待售物業收益於執行受法律約束的協議後確認，但確認的溢利僅限於已收分期付款金額。

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

- (iii) Commission income – commission income from the operation of metal exchange portals is recognised when the related services are rendered.
- (iv) Consultancy service fees – consultancy service fees are recognised when technical and marketing consultancy services are rendered.
- (v) Rental income – rental income is recognised on a straight line basis over the lease term.
- (vi) Dividend income – dividend income is recognised when the right to receive payment is established.
- (vii) Interest income – interest income from bank deposits is recognised on a time proportion basis on the principal outstanding and at the rates applicable. Interest income from other investments is accounted for to the extent of interest received and receivable.
- (viii) Sale of investments – gain on sale of investments is recognised on the transaction date when the relevant contract notes are executed.

### h. Taxation

Individual companies within the Group provide for profits tax on the basis of their profits for financial reporting purposes, adjusted for income and expense items which are not assessable or deductible for profits tax purposes.

Deferred taxation is provided under the liability method, at the current tax rate, in respect of timing differences between profit as computed for taxation purposes and profit as stated in the financial statements to the extent that it is probable that a liability or an asset will crystallise.

## 2. 主要會計政策 (續)

- (iii) 佣金收入－經營金屬電子交易所佣金收入在提供相關服務時確認。
- (iv) 顧問服務收費－顧問服務收費在提供技術及市場顧問服務時確認。
- (v) 租金收入－租金收入按租約年期以直線法確認。
- (vi) 股息收入－股息收入乃於收款權利確立時確認。
- (vii) 利息收入－銀行存款利息收入乃按有關本金和息率按存期計算。其它投資利息收入按應計基準確認。
- (viii) 出售投資－出售投資收益在執行有關之買賣合約時確認。

### h. 稅項

本集團屬下各公司之利得稅撥備，乃根據財務報表所示溢利，就毋須課稅之收入或不可抵扣之支出作出調整後計算。

遞延稅項乃按負債法和現行稅率以應課稅溢利及財務報表所示溢利間之時差作出撥備，但僅限於債務或資產有可能出現時才撥備。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

i. Employee retirement benefits

Costs of employee retirement benefits are recognised as an expense as incurred.

j. Property, plant and equipment and depreciation

Property, plant and equipment, other than investment properties, are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, is normally recognised in the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of the property, plant and equipment.

Depreciation is provided on the straight-line basis to write off the cost of each asset over its expected useful life. The annual rates of depreciation are as follows:

Leasehold land and buildings	2 to 5% (Over the period of leases)
Leasehold improvements	10 to 50% (Over the period of leases)
Plant and machinery	10%
Furniture and equipment	10 to 25%
Motor vehicles and yacht	10 to 25%

2. 主要會計政策 (續)

i. 僱員退休福利

僱員退休福利之成本於產生時確認為費用支出。

j. 物業、廠房及設備與折舊

除了投資物業外，物業、廠房及設備按成本減除累計折舊及累計減值虧損入帳。資產成本包括買入價和其他促使該資產達到可供預期使用的狀況和地點所直接發生之成本。物業、廠房及設備已開始使用後所發生之費用，例如維修、保養、檢查都會於當期損益表內確認。若發生費用能增加使用物業、廠房及設備所得之預期經濟利益，則該費用應資本化作為物業、廠房及設備之新增成本。

折舊以直線法於各項資產的估計可使用年內撇銷其成本值作出撥備。折舊年率如下：

租賃土地及樓宇	2-5% (按租期)
租賃物業裝修	10-50% (按租期)
廠房機械	10%
傢俬設備	10-25%
汽車遊艇	10-25%



## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### j. Property, plant and equipment and depreciation (continued)

When assets are sold or retired, their cost, accumulated depreciation and accumulated impairment losses are eliminated from the financial statements and any gain or loss resulting from their disposals is included in the income statement.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets.

The depreciation method and useful life are reviewed periodically to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from the property, plant and equipment.

### k. Investment properties

Investment properties are leasehold interests in land and buildings in respect of which construction and development work have been completed and which are held for their long-term investment potential. These properties are stated at their open market values on the basis of an annual valuation by independent qualified valuers. All changes in the value of investment properties are dealt with in the property revaluation reserve unless the total of this reserve is insufficient to cover a deficit on a portfolio basis, in which case the net deficit is recognised in the income statement. Any subsequent revaluation surplus is credited to the income statement to the extent of the deficit previously recognised.

No depreciation is provided for investment properties unless the unexpired lease term is 20 years or less, in which case depreciation is provided on the carrying value over the unexpired lease term.

## 2. 主要會計政策 (續)

### j. 物業、廠房及設備與折舊 (續)

當資產出售或棄用時，其成本、累計折舊及累計減值虧損需於財務報表內撇除，出售之盈虧則計入損益表。

以融資租賃持有的資產乃按自置資產同等基準於其預計可使用期內計算折舊。

物業、廠房及設備的使用期及折舊方法將作週期性評估，使折舊方法及年期與物業、廠房及設備的經濟價值相符。

### k. 投資物業

投資物業乃已完成建築及發展工程之租賃土地及樓宇權益，而該等權益以其具有長期投資潛力而持有。投資物業每年均按獨立合資格估值師以公開市值估值列報。投資物業價值之變動於投資物業重估儲備中處理。若該儲備總額不足以抵銷整個物業組合之虧損，則淨虧損部份在損益表中確認。任何後期重估盈餘於損益表中增加，但僅限已於損益表中確認的虧損部份。

投資物業不需提計折舊，但未屆滿之租約少於二十年則須按帳面值和剩餘租約年期計算折舊。

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### I. Investments in securities

#### (i) Held-to-maturity securities

Held-to-maturity investments are investments in debt securities which the Group has the expressed intention and ability to hold to maturity. They are carried at amortised cost less any impairment loss.

The carrying amounts of held-to-maturity securities are reviewed at each balance sheet date to assess the credit risk and whether the carrying amounts are expected to be recovered. Provisions are made when the carrying amounts are not expected to be recovered and are recognised as an expense in the income statement. Provisions against the carrying value of held-to-maturity securities are reversed to the income statement when the circumstances and events that led to the write-downs or write-offs cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future.

#### (ii) Investment securities

Investments in debt (other than held-to-maturity securities) and equity securities which are intended to be held for an identified long-term purpose on a continuing basis, are classified as investment securities and are included in the balance sheet at cost less impairment loss.

## 2. 主要會計政策 (續)

### I. 證券投資

#### (i) 持至期滿證券

持至期滿投資乃本集團已表明意向並有能力持至到期日的債務證券投資，按攤薄後成本扣除任何減值虧損入帳。

持至期滿證券之帳面值於各結算日需作評估，以衡量信貸風險及帳面值是否可收回。當預期帳面值不能收回時，需作撥備並在損益表內確認為支出。當引致減值或撤銷的情況和事項不再存在，並有確實證據指出新情況和事項將持續於可見將來，持至期滿證券帳面值之撥備會於損益表內回撥。

#### (ii) 投資證券

投資於有意長期持有的債務（持至期滿證券除外）及股本證券會被分類為投資證券，並以成本扣除減值虧損於資產負債表入帳。

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### I. Investments in securities (continued)

#### (ii) Investment securities (continued)

The carrying amounts of investment securities are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When such a decline has occurred, the carrying amounts are reduced and the reduction is recognised as an expense in the income statement unless there is evidence that the decline is temporary. Provisions against the carrying value of investment securities are reversed to the income statement when the circumstances and events that led to the write-downs or write-offs cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future.

#### (iii) Other investments

Securities other than held-to-maturity securities and investment securities are classified as other investments and are carried at fair value in the balance sheet. Any unrealised holding gain or loss on other investments is recognised in the income statement in the period when it arises.

Upon disposal of other investments, any profit and loss thereon is accounted for in the income statement.

## 2. 主要會計政策 (續)

### I. 證券投資 (續)

#### (ii) 投資證券 (續)

投資證券之帳面值於各結算日需作評估，以衡量其公允值是否降至低於帳面值。當此減值產生時，除非有證據指減值屬暫時性，否則帳面值會被調低，並於損益表確認為支出。當引致減值或撇銷的情況和事項不再存在，並有確實證據指出新情況和事項將持續於可見將來，投資證券帳面值之撥備會於損益表內回撥。

#### (iii) 其它投資

持至期滿證券及投資證券以外之證券均屬其它投資，按公允值列於資產負債表中。其它投資之任何未實現溢利或虧損於當期損益表確認。

當其它投資出售時，任何溢利及虧損將入損益表。

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### m. Portal development costs

Costs directly associated with the development of internal-use portals, which include the external direct cost of materials and services consumed in developing or obtaining portals, are capitalised. The capitalisation of such costs ceases no later than the point at which the portals are substantially completed and ready for their intended purpose. Portal development costs are amortised on a straight-line basis over a period of three years, which represents the expected useful life of the portal. The Company's Directors and management review and evaluate the recoverability of the carrying value of the portal development costs periodically and a write-down will be made if the recoverable amount of the costs is below the carrying value.

Research and other portal maintenance costs are expensed in the period in which they are incurred.

### n. Intangible assets

Intangible assets, representing acquisition costs of domain names, legal costs related to the registration of trademark, as well as acquisition costs of copyright, are stated at cost and amortised on a straight-line basis over a period of 3 to 20 years. The Company's Directors review and evaluate, taking into consideration current results and future prospects, the carrying value of intangible assets periodically and provision is made for any impairment in value where appropriate.

## 2. 主要會計政策 (續)

### m. 網站開發成本

與開發內部使用網站有關之直接成本(包括開發或取得網站所耗之材料及服務對外支付直接成本)撥作資本,直至網站已基本建成並可作擬定用途時為止。網站開發成本於三年期間按直線法予以攤銷,該期間代表網站之預計可使用年期。本公司董事及管理層定期審閱及評估能否收回網站開發成本之帳面值。如成本之可收回價值低於帳面值,帳面值會被調低。

研究及其他網站維修成本於其產生期間列作支出。

### n. 無形資產

無形資產,包括購買域名之成本,有關商標登記之律師費及購買版權之成本,以成本列帳並按直線法於三至二十年期內攤銷。本公司董事按無形資產的現時業績及前景,定期審閱及評估其帳面值,於合適的情況下計提任何價值減值撥備。

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### o. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes costs of raw materials computed using the first-in first-out method of costing, and in case of work-in-progress and finished goods, the costs of direct labour and an appropriate portion of production overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to be incurred to completion and disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### p. Properties held for sale

Properties held for sale are stated at lower of cost and net realisable value. Cost includes the original costs of land and buildings, development and construction expenditures incurred, and interests and other direct costs attributable to such properties. Net realisable value is the estimated price at which a property can be realised less related expenses.

## 2. 主要會計政策 (續)

### o. 存貨

存貨按成本值與可變現淨值兩者的較低者入帳。成本包括原料成本，乃採用先進先出成本方法計算。倘存貨為在製品及製成品，則會計入直接勞工成本及適當份額的生產費用。可變現淨值乃一般業務過程中訂立的估計售價減預計於完成及出售時所產生的其他費用。陳舊、滯銷或損壞的貨品會作出適當撥備。

存貨出售時，該等存貨的帳面值乃作為支出於有關收益入帳期入帳。存貨撇減至可變現淨值的任何數額及存貨的一切虧損於撇銷或虧損產生期間作為支出入帳。可變現淨值增加而撥回任何已撇減的存貨於撥回發生的期間作為存貨已確認支出的減少入帳。

### p. 待售物業

待售物業按成本值與可變現淨值兩者的較低者入帳。成本包括土地及樓宇之原成本，所產生的發展和建築費用及利息和物業有關的其它直接成本。可變現淨值乃物業可實現之估計價值扣減相關費用。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

q. Cash and cash equivalents

Cash represents cash on hand and deposits with banks which are repayable on demand. Cash equivalents represent short-term, highly liquid investments which are readily convertible into known amounts of cash with original maturities of three months or less and that are subject to an insignificant risk of change in value.

r. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to bring to its intended use or sale are capitalised as part of the cost of that asset at rates based on the actual cost of specific borrowings. All other borrowing costs are recognised in the income statement in the period in which they are incurred.

Deferred borrowing costs represent expenses incurred in connection with the issuance of convertible bonds and are amortised on a straight-line basis over the term of the convertible bonds. Upon early redemption of the convertible bonds, the unamortised deferred borrowing costs are written off to the income statement.

2. 主要會計政策 (續)

q. 現金及現金等值

現金代表手持現金及於銀行可隨時取回的存款。現金等值指可兌換已知數額現金及購入時三個月內到期之短期可容易變現且變值風險很低之短期投資。

r. 借貸成本

因收購、建設或生產一項需要長時間方可作擬定用途或出售的資產所發生的借貸成本會撥充資本，根據該特定借貸的成本比率列作該項資產成本一部份。所有其他借貸成本於發生時於當期損益表確認。

遞延借貸成本乃指與發行可換股債券相關之費用，按該可換股債券之年期以直線法攤銷。未攤銷的遞延借貸成本於可換股債券提早贖回時在損益表內撇銷。

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### s. Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of one of these assets may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss representing the difference between the carrying amount and the recoverable amount is recognised in the income statement. The recoverable amount is the higher of an asset's net selling price and value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction less the costs of the disposal, while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Reversal of an impairment loss of an asset recognised in prior years is recorded when there is an indication that the impairment loss recognised for the asset no longer exists or has decreased. The reversal is recorded in the income statement.

### t. Provisions, contingent liabilities and contingent assets

A provision is recognised when there is a present obligation, legal or constructive, as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed regularly and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation.

## 2. 主要會計政策 (續)

### s. 資產減值

如在某些情況或轉變下，資產的帳面金額可能無法收回時，本公司會檢討資產減值情況。當資產的帳面金額超逾可收回金額數目時，帳面金額與可收回金額數目之差額則視作為減值虧損全數入帳。可收回金額指資產淨售價及使用價值中之較高者。淨售價指在正常交易情況下銷售資產可獲取之金額與相關出售成本的差額。而使用價值指透過連續使用資產及在其使用期限完結時出售該資產所產生的未來現金流量的貼現數值。

如當某資產的資產減值虧損不再存在或減少時，相關之已入帳資產減值虧損可於損益表中予以倒轉。

### t. 撥備、或然負債及或有資產

當因過往事件產生現有債項（不論是合法或推定的債項），而償還該債項可能（即很大可能）導致包含經濟利益的資源流出，而且能可靠估計該債項的金額，則需提撥準備。撥備金額會定期審閱及調整，以反映現在的最佳估計。倘金額時間值的影響為重大時，撥備的金額需為償還債項預期所需開支的現值。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

t. Provisions, contingent liabilities and contingent assets (continued)

Contingent liabilities are not recognised in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognised in the financial statements but disclosed when an inflow of economic benefits is probable.

u. Leases

(i) Finance leases

A finance lease is a lease that transfers substantially all the risks and rewards incident to ownership of an asset. Title may or may not eventually be transferred.

The Group recognises finance leases as assets and liabilities in the balance sheet at amounts equal at the inception of the lease to the fair value of the leased property or, if lower, at the present value of the minimum lease payments. In calculating the present value of the minimum lease payments, the discount factor used is the interest rate implicit in the lease, when it can be determined. Otherwise, the Group's incremental borrowing rate is used. Initial direct costs incurred are included as part of the asset. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2. 主要會計政策 (續)

t. 撥備、或然負債及或有資產 (續)

或然負債不會在財務報表內確認。除非導致包含經濟利益的資源流出的可能性極低，或然負債一般會予以披露。或然資產不會於財務報表確認，惟如有可能獲得經濟利益則會披露。

u. 租約

(i) 融資租賃

融資租賃乃轉移資產擁有權之大部份風險及回報的租約，不論權益最終是否已轉移。

本集團按租約生效時租賃物業的公允值或最低付款額之現值（如較低），將融資租賃於資產負債表確認為資產及負債。在計算最低付款額之現值時，如可確認，便會以隱藏於租約的息率作為貼現因子，否則，會用本集團遞增之借貸息率。資產亦包括最初產生的直接成本。租賃款項會分開為財務支出及減低未償債務的部份。財務支出以固定息率按各剩餘債務計算於租賃期內分配。



## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### u. Leases (continued)

#### (i) Finance leases (continued)

A finance lease gives rise to depreciation expense for the asset as well as a finance cost for each accounting period. The depreciation policy for leased assets is the same as that for depreciable assets that are owned.

#### (ii) Operating leases

An operating lease is a lease other than a finance lease.

Leases of assets under which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments under an operating lease are recognised as an expense on a straight-line basis over the lease term.

### v. Foreign currencies translation

Individual companies within the Group maintain their books and records in the primary currencies of their respective countries (the "functional currencies"). In the financial statements of the individual companies, transactions in other currencies during the year are translated into the respective functional currencies at rates of exchange in effect at the time of the transactions. Monetary assets and liabilities denominated in other currencies at the balance sheet date are translated into the respective functional currencies at rates of exchange in effect at the balance sheet date. Exchange differences are dealt with in the income statement of the individual companies.

## 2. 主要會計政策 (續)

### u. 租約 (續)

#### (i) 融資租賃 (續)

融資租賃於各會計期間產生資產折舊支出及財務成本。租賃資產之折舊政策與自置可折舊資產一樣。

#### (ii) 營業租賃

營業租賃乃融資租賃以外之租約。

資產擁有權之風險及回報基本上全部仍屬出租公司所有之資產租約均分類為營業租賃。營業租賃付款以直線法於租賃期確認為費用。

### v. 外幣換算

本集團各成員公司以各自國家使用之主要貨幣入帳(「功能貨幣」)。該年度以其它貨幣進行之交易乃按交易時之適用匯率換算為各自功能貨幣。以其它貨幣計算之貨幣資產及負債按資產負債表編製日期之適用匯率換算為各自功能貨幣。匯兌損益均計入各自公司之損益帳。

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### v. Foreign currencies translation (continued)

The Group prepares consolidated financial statements in Hong Kong dollars. For the purpose of consolidation, the assets and liabilities of subsidiaries with functional currencies other than Hong Kong dollars are translated into Hong Kong dollars at applicable exchange rates in effect at the balance sheet date; income and expenses items are translated into Hong Kong dollars at the applicable average exchange rates during the year. Exchange differences arising on such translation are dealt with as movements in the cumulative translation reserve.

Forward exchange contracts which are entered into as a hedge against specific and firm foreign currency exposures aiming to limit the Group's exposure to both favourable and unfavourable movements of the exchange rates to a pre-determined amount, are designated as hedged contracts. For these contracts, no exchange gains or losses are recognised during the contract period and any exchange gains or losses, together with the premium or discount on such contracts, are included in the measurement of the hedged transactions. Other forward exchange contracts are considered to be speculative and the related exchange gains and losses are recognised in the income statement as incurred.

### w. Segments

Business segments: for management purposes the Group is organised into 5 major operating businesses. The divisions are the basis upon which the Group reports its primary segment information. Financial information on business and geographical segments is presented in Note 37.

## 2. 主要會計政策 (續)

### v. 外幣換算 (續)

本集團以港元編製綜合財務報表。於綜合帳目時，附屬公司所有以港元以外之功能貨幣計算之資產及負債按資產負債表編製日期之適用匯率換算為港元；附屬公司所有以港元以外之功能貨幣計算之收入及費用項目按該年度平均匯率換算為港元。此等換算所產生之匯兌差額作為累計匯兌儲備變動處置。

用以對沖特定及已落實外匯風險，作為減低本集團面對外匯正面及負面的變動風險於預設金額以內的外匯合同均稱為對沖合同。此合同之外匯盈虧不會於合同期內確認。任何外匯盈虧連同合同溢價或折扣，均包含於對沖交易計算之內。其他外匯合同則視為投機性質，其相關之外匯盈虧於產生時在損益表確認。

### w. 分類

按業務分類：供管理用，本集團分為五個主要營運業務。本集團按部門基礎報告其主要分類資料。按業務及地區分類之財務資料於附註37陳述。

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

### w. Segments (continued)

Intersegment transactions: segment revenue, segment expenses and segment performance include transfers between business segments and between geographical segments. These transfers are eliminated upon consolidation.

### x. Subsequent events

Post-year-end events that provide additional information about the Group's position at the balance sheet date or those that indicate the going concern assumption is not appropriate (adjusting events) are reflected in the financial statements. Post-year-end events that are not adjusting events are disclosed in the notes when material.

### y. Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in Hong Kong requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

## 3. RELATED PARTY TRANSACTIONS

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

## 2. 主要會計政策 (續)

### w. 分類 (續)

內部交易：分部收入、分部支出及分部表現包括各業務之間及各地區之間的轉移。這些轉移於綜合帳中撇銷。

### x. 結算日後事項

年結日後發生而會為結算日的本集團財務狀況提供額外資料或顯示採納持續經營基準為不恰當的事件，會在財務報表內反映。不會引致上述變動的結算日後事項會在附註中披露。

### y. 估計

按香港公認會計準則編制財務報表時，管理層須作出若干對呈報數額及披露資產有影響之估計及假設。因此，實際業績或與該等估計不同。

## 3. 有關連人士交易

所謂有關連人士乃指有能力直接或間接控制另一方，或有能力就另一方之財務或經營決策行使重大影響力之人士。同時，倘該等人士受到共同控制或重大影響之人士亦被視作關連人士。

3. RELATED PARTY TRANSACTIONS (continued)

3. 有關連人士交易 (續)

- a. The Group had the following significant transactions with related parties:

- a. 本集團進行下列重大關連交易：

Nature of transactions 交易性質	2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Commission earned from a minority shareholder of a subsidiary of the Group 從集團附屬公司之少數股東收到佣金	17,542	14,658
Purchases from a minority shareholder of a subsidiary of the Group 從集團附屬公司之少數股東購貨	16,319	14,258
Consultancy service fee earned from an associate of a minority shareholder of a subsidiary of the Group 從集團附屬公司之少數股東之聯營公司收到顧問服務費收入	4,907	-
Interest paid to a minority shareholder of a subsidiary of the Group 已付集團附屬公司之少數股東利息	820	793
Sales to fellow subsidiaries/associates of a subsidiary's minority shareholder and a related company whose chairman is an executive director of the Company 銷售給集團附屬公司之少數股東的同系公司、關連公司及公司董事出任主席之關連公司	471,495	104,528

In the opinion of the Directors, the above transactions were conducted in accordance with the terms of the relevant agreements or arrangements and in the normal course of business.

董事認為上述交易根據有關協議或安排之條款進行並按一般商業條款進行。

- b. As at 31 December 2001, the Group had amounts receivable from certain related parties (included in bills and accounts receivable) of approximately HK\$120,118,000 (2000: HK\$85,020,000). The outstanding balances are unsecured and non-interest bearing.
- c. As at 31 December 2001, the Group paid deposits for an acquisition of an investment to a minority shareholder of a subsidiary of the Group (included in deposits, prepayments and other receivable) of approximately HK\$3,769,000.

- b. 於二零零一年十二月三十一日，本集團有若干關連人士應收款（已包括於應收票據及應收帳項）約港幣120,118,000元（二零零零年：港幣85,020,000元）。此未償的結餘並無抵押及免息。
- c. 於二零零一年十二月三十一日，本集團就購買一投資項目已付訂金予一附屬公司之少數股東（已包括在按金、預付款及其它應收款）約港幣3,769,000元。

### 3. RELATED PARTY TRANSACTIONS (continued)

- d. As at 31 December 2001, the Group had amounts payable to a minority shareholder of a subsidiary of the Group (included in other payables and accruals) of approximately HK\$191,000.
- e. Pursuant to an agreement dated 5 July 2001, the Company granted an option to a minority shareholder of a subsidiary of the Group to acquire from the Company, at no consideration and at zero exercise price, up to 49,900,000 ordinary shares of WorldMetal Holdings Limited, a subsidiary of the Company, if that minority shareholder achieved a trading volume of a minimum 1,000,000 tonnes through WorldMetal.com Limited and a commission income of US\$2,000,000 (equivalent to approximately HK\$15,600,000) is earned by the Group for the period from 3 May 2000 to 31 December 2001. As at 31 December 2001, that minority shareholder has already achieved the aforementioned targets. The option is exercisable within six months from the expiry date of the lock-up period applicable to the Company as specified in the listing prospectus dated 19 October 2001 of WorldMetal Holdings Limited. As at 31 December 2001, the Group has recorded a provision of approximately HK\$2,535,000 in relation to the financial effect of such outstanding option.
- f. During the year, certain minority shareholders of a subsidiary of the Group have undertaken to indemnify the Group the costs of settlement of a damage claim raised against that subsidiary. These minority shareholders are also the directors of the Company.
- g. The Group's banking facilities of approximately HK\$117,000,000 as at 31 December 2001 were secured by a letter of comfort issued by a related company.

### 3. 有關連人士交易 (續)

- d. 於二零零一年十二月三十一日，本集團尚欠一附屬公司少數股東款項（已包括在其它應付款及應計費用）約港幣191,000元。
- e. 於二零零一年七月五日，本公司授予本集團一附屬公司少數股東認購權，若該少數股東於二零零零年五月三日至二零零一年十二月三十一日期間，經金屬電子交易所有有限公司之貿易量達到至少1,000,000噸及本集團能賺取佣金收入達2,000,000美元（相等港幣約15,600,000元），該少數股東可以代價零元及行使價零元向本公司購買最多49,900,000股本公司附屬公司WorldMetal Holdings Limited普通股。於二零零一年十二月三十一日，該少數股東已達到上述目標。該認購權可於二零零一年十月十九日WorldMetal Holdings Limited招股書所載本公司禁售期結束日起六個月內行使。於二零零一年十二月三十一日，本集團已就該未行使之認購權之財務影響記錄約港幣2,535,000元之撥備。
- f. 年內，本集團附屬公司之若干少數股東已就該附屬公司之索償個案向本集團作出補償。此少數股東亦是本公司董事。
- g. 於二零零一年十二月三十一日，本集團之銀行融資約港幣117,000,000元以一間關連公司發出之安慰函擔保。

#### 4. TURNOVER AND REVENUE

Turnover and revenue comprised:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Sale of goods	貨物銷售	2,831,474	2,514,165
Sale of properties held for sale	出售待售物業	103,034	28,350
Pre-sale of properties under development for sale	預售發展中待售物業	-	23,502
Rental income from investment properties	投資物業租金收入	9,404	9,418
Commission income from metal exchange portals	金屬電子交易所佣金收入	25,944	26,270
Consultancy service income	顧問服務收入	4,661	-
<b>Total turnover</b>	<b>營業總額</b>	<b>2,974,517</b>	<b>2,601,705</b>
Interest income	利息收入	5,063	8,817
Dividend income	股息收入	15	130
Others	其它	3,675	5,618
<b>Total turnover and revenue</b>	<b>營業額及收益總額</b>	<b>2,983,270</b>	<b>2,616,270</b>

#### 4. 營業額及收益

營業額及收益包括：

#### 5. GAIN ON DISPOSAL OF A SUBSIDIARY

Gain on disposal of a subsidiary comprised:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Gain resulting from distribution in specie of shares in WorldMetal Holdings Limited (i)	以實物方式派送WorldMetal Holdings Limited 股份之溢利(i)	9,702	-
Dilution and disposal gain in respect of WorldMetal Holdings Limited (ii)	攤薄及出售WorldMetal Holdings Limited 股份之溢利(ii)	16,792	-
Gain on disposal of shares in an unlisted subsidiary	出售非上市附屬公司股份之溢利	-	3,863
		<b>26,494</b>	<b>3,863</b>

#### 5. 出售附屬公司溢利

出售附屬公司溢利包括：

5. GAIN ON DISPOSAL OF A SUBSIDIARY (continued)

5. 出售附屬公司溢利 (續)

Notes:-

附註:-

- (i) In October 2001, the Company distributed to its eligible shareholders a special dividend in specie in the form of 46,668,926 ordinary shares in WorldMetal Holdings Limited ("WorldMetal") on the basis of 1 share of WorldMetal for every 20 ordinary shares in the Company. The 46,668,926 shares in WorldMetal had a valuation of approximately HK\$11,201,000 based on the offering price of HK\$0.24 per share in connection with the listing of shares of WorldMetal on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in October 2001. The 46,668,926 shares in WorldMetal represented approximately 4.67% of the enlarged share capital of WorldMetal after its listing on the GEM of the Stock Exchange. In this connection, the Company recognised a gain of approximately HK\$9,702,000.
- (ii) In October 2001, the Group's equity interest in WorldMetal was diluted from 75.9% to 67.2% as a result of the issuance of new shares of WorldMetal in connection with the listing of the shares of WorldMetal on the GEM of the Stock Exchange. At the same time, the Company sold 71,000,000 shares in WorldMetal at HK\$0.24 per share in connection with the listing of the shares of WorldMetal on the GEM of the Stock Exchange. In this connection, the Group recognised a total dilution and disposal gain of approximately HK\$16,792,000.

- (i) 於二零零一年十月，本公司派發特別股息予其股東，根據合資格的股東每持有20股本公司普通股可得1股WorldMetal Holdings Limited(以下簡稱「WorldMetal」)股份計算，共派發46,668,926股WorldMetal普通股。WorldMetal股份於二零零一年十月在香港聯合交易所有限公司(以下簡稱「聯交所」)創業板上市時之發行價每股港幣0.24元計算，46,668,926股WorldMetal股份總值約港幣11,201,000元。該46,668,926股WorldMetal股份約佔WorldMetal於聯交所創業板上市後之擴大股本4.67%。就此，本公司已確認約港幣9,702,000元之溢利。
- (ii) 於二零零一年十月，因WorldMetal股份於聯交所創業板上市而發行WorldMetal新股，本集團佔WorldMetal之權益由75.9%攤薄至67.2%，同時，就WorldMetal股份於聯交所創業板上市，本公司以每股港幣0.24元出售71,000,000股WorldMetal股份。就此，本集團已確認共約港幣16,792,000元之攤薄及出售溢利。

6. FINANCE COSTS

6. 財務成本

Finance costs comprised:

財務成本包括：

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Interest on:	利息：		
- Bank loans repayable within five years	- 於5年內償還的銀行貸款	26,462	23,038
- Bank loans repayable after five years	- 於5年後償還的銀行貸款	2,819	-
- Convertible bonds wholly repayable within five years	- 於5年內全部償還的可換股債券	404	77
- Other loans from a minority shareholder of a subsidiary and an associate	- 附屬公司少數股東及聯營公司的其它貸款	848	793
- Obligations under finance leases	- 融資租賃承擔	362	360
Total interest incurred during the year	本年內產生的利息總額	30,895	24,268
Less: amounts capitalised and included in properties held for sale and investment properties (i)	減：利息撥充資本計入待售及投資物業(i)	(2,270)	(1,243)
		28,625	23,025
Amortisation and write-off of deferred borrowing costs relating to convertible bonds (Note 30)	與可換股債券有關的遞延借貸成本攤銷及撇銷(附註30)	1,764	54
Cost for early redemption of convertible bonds (Note 30)	提早贖回可換股債券的成本(附註30)	12,282	-
		42,671	23,079

Note:-

附註：-

(i) The average interest rate of borrowing costs capitalised for the year ended 31 December 2001 was approximately 6% (2000 - 6%).

(i) 於二零零一年十二月三十一日止年度，已資本化借貸成本平均息率約6% (二零零零年：6%)。



7. PROFIT BEFORE TAXATION

7. 除稅前溢利

Profit before taxation is determined after charging and crediting the following items:

除稅前溢利已扣除及計入下列各項：

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
After charging –	已扣除：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊		
– owned assets	– 自置資產	13,329	13,248
– assets held under finance leases	– 融資租賃資產	1,387	1,475
Net loss on disposals of property, plant and equipment	出售物業、廠房及設備之淨虧損	1,327	413
Amortisation of intangible assets	無形資產攤銷	2,593	1,324
Operating lease rentals for premises	房產營業租賃租金	4,341	4,622
Staff costs (including directors' emolument)	僱員薪金(包括董事報酬)	59,462	60,355
Loss on disposals of short-term investments	出售短期投資虧損	2,921	1,828
Provision for the financial effect of the outstanding option granted to a minority shareholder of a subsidiary of the Group (Note 3.e)	提計授予本集團一附屬公司少數股東未行使認購權之財務影響(附註3.e)	2,535	–
Net exchange loss	滙兌淨虧損	1,266	9,117
Auditors' remuneration	核數師酬金	750	1,090
After crediting –	已計入：		
Gain on disposals of long-term investments	出售長期投資淨溢利	–	1,041
Gain on disposals of short-term investments	出售短期投資淨溢利	–	15,326
Dividend income from listed investments	上市投資股息收入	15	130
Interest income from	利息收入		
– bank deposits	– 銀行存款	4,331	6,390
– other investments	– 其它投資	732	2,427
Gross rental income	租金總收入	9,404	9,418
Less: outgoings	減：支出	(335)	(378)
Net rental income	租金淨收入	9,069	9,040

8. EMOLUMENTS OF DIRECTORS AND SENIOR MANAGEMENT

8. 董事及高層管理人員之酬金

a. Details of emoluments paid/payable to Directors of the Company are as follows:

a. 公司董事酬金之資料如下:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Directors' fees to	袍金給予		
- independent non-executive directors	- 獨立非執行董事	432	311
- other non-executive directors	- 其它非執行董事	170	181
Other emoluments to executive directors	支付予執行董事之其它酬金		
- basic salaries, allowances and other benefits in kind	- 基本薪金、津貼及其他實物利益	14,710	14,406
- discretionary bonuses	- 酌情花紅	-	3,456
- contribution to retirement scheme	- 退休計劃供款	688	593
		16,000	18,947

No directors waived any emoluments during the year. No incentive payment for joining the Group or compensation for loss of office was paid or payable to any director during the year.

於年內，無董事放棄任何酬金。於年內，本集團未曾支付任何加入本集團的鼓勵性款項或退職賠償予任何董事。

8. EMOLUMENTS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

8. 董事及高層管理人員之酬金 (續)

a. (continued)

Analysis of directors' emoluments by number of directors and emolument ranges is as follows:

a. (續)

按董事人數及酬金範圍分析董事酬金，如下：

		Number of Directors 董事人數	
		2001	2000
Nil - HK\$1,000,000	無 - 港幣 1,000,000元	6	7
HK\$1,000,001 - HK\$1,500,000	港幣 1,000,001元 - 港幣 1,500,000元	6	2
HK\$1,500,001 - HK\$2,000,000	港幣 1,500,001元 - 港幣 2,000,000元	-	1
HK\$2,000,001 - HK\$2,500,000	港幣 2,000,001元 - 港幣 2,500,000元	-	1
HK\$3,500,001 - HK\$4,000,000	港幣 3,500,001元 - 港幣 4,000,000元	1	-
HK\$4,500,001 - HK\$5,000,000	港幣 4,500,001元 - 港幣 5,000,000元	1	1
HK\$6,000,001 - HK\$6,500,000	港幣 6,000,001元 - 港幣 6,500,000元	-	1

b. Details of emoluments of the five highest paid individuals (including directors and other employees) are:

b. 五位最高收入人士(包括董事及其它員工)之酬金資料，如下：

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Basic salaries, allowances and other benefits in kind	基本薪金、津貼及其它實物利益	11,448	12,763
Discretionary bonuses	酌情花紅	-	3,247
Contribution to retirement scheme	退休計劃供款	565	537
		<b>12,013</b>	<b>16,547</b>

The emoluments paid/payable to the five highest paid individuals included all (2000 - all) executive directors of the Company, details of whose emoluments have been included in Note 8.a above.

五位最高收入人士全部(二零零零年:全部)為公司董事，其酬金資料已包括於上述附註8.a。

8. EMOLUMENTS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

8. 董事及高層管理人員之酬金 (續)

b. (continued)

b. (續)

Analysis of emoluments of the five highest paid individuals (including directors and other employees) by number of individuals and emolument ranges is as follows:

按人數及酬金範圍分析五位最高收入人士(包括董事及其它員工)之酬金如下:

		Number of individual 人數	
		2001	2000
HK\$1,000,001 – HK\$1,500,000	港幣 1,000,001元 – 港幣 1,500,000元	3	1
HK\$1,500,001 – HK\$2,000,000	港幣 1,500,001元 – 港幣 2,000,000元	–	1
HK\$2,000,001 – HK\$2,500,000	港幣 2,000,001元 – 港幣 2,500,000元	–	1
HK\$3,500,001 – HK\$4,000,000	港幣 3,500,001元 – 港幣 4,000,000元	1	–
HK\$4,500,001 – HK\$5,000,000	港幣 4,500,001元 – 港幣 5,000,000元	1	1
HK\$6,000,001 – HK\$6,500,000	港幣 6,000,001元 – 港幣 6,500,000元	–	1

9. TAXATION

9. 稅項

Taxation comprised:

稅項包括:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
<b>Company and subsidiaries:</b>	<b>公司及附屬公司</b>		
Current taxation	本年稅項		
– Hong Kong profits tax	– 香港利得稅	702	54
– Overseas taxation	– 海外稅項		
– Mainland China	– 中國	14,123	4,453
– Others	– 其它	726	–
		15,551	4,507
Under (Over) provision in prior years	前年度撥備不足(超額撥備)		
– Hong Kong profits tax	– 香港利得稅	500	–
– Overseas taxation	– 海外稅項	–	(424)
		500	(424)
		16,051	4,083
Deferred taxation	遞延稅項		
– (Write-back of) Provision for net timing differences (Note 31)	– 時差(回撥)撥備淨額(附註31)	(578)	899
		15,473	4,982

## 9. TAXATION (continued)

The Company is exempted from taxation in Bermuda until 2016. The Company's subsidiaries established in the British Virgin Islands are incorporated under the International Business Companies Acts of the British Virgin Islands and, accordingly, are exempted from British Virgin Islands income taxes. Hong Kong profits tax has been provided at the rate of 16% (2000 - 16%) on the estimated assessable profit for the year. A subsidiary of the Group is subject to Mainland China enterprise income tax at 33% (2000 - 33%) on its taxable income determined according to Mainland China tax laws. Other overseas taxation has been calculated on the estimated assessable profits for the year at the rates prevailing in the respective jurisdictions.

Under the relevant tax rules in Mainland China, the Group is subject to Mainland China land appreciation tax. However, up to the year ended 31 December 2001, the Group had not been required by the local tax bureau to make any tax payments in respect of the land appreciation tax. Taking into account the common practice of the levy of land appreciation tax in various cities in Mainland China, the Company's Directors consider it is unlikely that the Group will be required to make any payment in respect of Mainland China land appreciation tax.

## 10. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The consolidated profit attributable to shareholders includes a profit of approximately HK\$4,551,000 (2000 - loss of approximately HK\$138,678,000) dealt with in the financial statements of the Company.

## 11. DIVIDENDS

Dividends comprised:

Special dividend in specie of shares in WorldMetal Holdings Limited (Note 5)	以實物方式派送WorldMetal Holdings Limited股份之特別股息(附註5)	11,201	-
Proposed final dividend of HK\$0.02 (2000 - Nil) per ordinary share	建議末期股息每股港幣2仙(二零零零年:無)	18,781	-

<b>2001</b>	<b>2000</b>
<b>HK\$'000</b>	<b>HK\$'000</b>
<b>港幣千元</b>	<b>港幣千元</b>

<b>29,982</b>	<b>-</b>
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## 9. 稅項 (續)

本公司可免繳百慕達稅項直至二零一六年。按英屬處女群島國際商業公司法，於英屬處女群島成立之附屬公司，可免繳英屬處女群島所得稅。香港利得稅按本年預計應課稅溢利之16% (二零零零年:16%)撥備。本集團一附屬公司須繳交中國企業所得稅，按中國稅法確定應課稅所得之33% (二零零零年:33%)計算。其它海外稅項按本年度預計應課稅溢利以有關司法權區適用之稅率計算。

在中國相關稅例下，本集團或須繳交中國土地增值稅。但截至二零零一年十二月三十一日止年度，地稅局從未要求本集團繳納任何土地增值稅稅款。經考慮中國各城市徵收土地增值稅之普遍慣例，公司董事認為本集團應不會被要求繳納任何土地增值稅。

## 10. 股東應佔溢利

綜合股東應佔溢利，包括已於公司本身之財務報表中處理之溢利港幣4,551,000元 (二零零零年:虧損港幣138,678,000元)。

## 11. 股息

股息包括:

## 12. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the consolidated profit attributable to shareholders of approximately HK\$30,133,000 (2000 – HK\$5,474,000, as restated for the prior year adjustment as detailed in Note 2) and the weighted average number of 924,985,160 shares (2000 – 902,992,890 shares) in issue during the year. The calculation of diluted earnings per share is based on the consolidated profit attributable to shareholders of approximately HK\$30,133,000 (2000 – HK\$5,551,000, as restated for the prior year adjustment as detailed in Note 2) and the weighted average number of 939,983,325 shares (2000 – 920,228,639 shares) in issue after adjusting for the effects of all dilutive potential shares.

A reconciliation of the weighted average number of shares used in calculating the basic earnings per share and the diluted earnings per share is as follows:

## 12. 每股盈利

每股基本盈利乃根據股東應佔綜合溢利約港幣30,133,000元(二零零零年:港幣5,474,000元,已就附註2所述前期調整數重新列報)及年內已發行普通股加權平均數924,985,160股(二零零零年:902,992,890股)計算。每股攤薄後盈利乃根據股東應佔綜合溢利約港幣30,133,000元(二零零零年:港幣5,551,000元,已就附註2所述前期調整數重新列報)及經就所有潛在股份之攤薄影響調整後之已發行普通股加權平均數939,983,325股(二零零零年:920,228,639股)計算。

用於計算每股基本盈利及每股攤薄後盈利之普通股加權平均數計算如下:

		2001 Number of shares 股份數目	2000 Number of shares 股份數目
Weighted average number of shares used in calculating basic earnings per share	用以計算每股基本盈利之普通股加權平均數	924,985,160	902,992,890
Adjustment for potential dilutive effect in respect of	潛在攤薄影響之調整		
- outstanding employee share options	- 未行使員工購股權	14,998,165	14,559,425
- outstanding convertible bonds	- 未兌換可換股債券	-	2,676,324
Weighted average number of shares used in calculating diluted earnings per share	用以計算每股攤薄後盈利之普通股加權平均數	939,983,325	920,228,639

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

Movements in property, plant and equipment (consolidated) were as follows:

物業、廠房及設備的(綜合)變動如下:

		2001					2000	
		Leasehold land and buildings 租賃土地及樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃樓宇裝修 HK\$'000 港幣千元	Plant and machinery 廠房機械 HK\$'000 港幣千元	Furniture and equipment 傢俬設備 HK\$'000 港幣千元	Motor vehicles and yacht 汽車遊艇 HK\$'000 港幣千元	Total 總數 HK\$'000 港幣千元	Total 總數 HK\$'000 港幣千元
Cost	原值							
Beginning of year	年初	181,170	5,915	44,972	19,210	17,396	268,663	258,551
Additions	添置	249	50	2,208	963	1,515	4,985	13,963
Disposals	出售	-	-	-	(133)	(8,184)	(8,317)	(4,146)
Translation adjustments	滙兌調整	60	-	-	8	3	71	295
End of year	年末	181,479	5,965	47,180	20,048	10,730	265,402	268,663
Accumulated depreciation	累積折舊							
Beginning of year	年初	26,940	3,268	27,914	8,182	6,364	72,668	60,390
Provision for the year	本年度提計	5,075	676	3,921	3,096	1,948	14,716	14,723
Disposals	出售	-	-	-	(60)	(2,230)	(2,290)	(2,517)
Translation adjustments	滙兌調整	14	-	-	3	2	19	72
End of year	年末	32,029	3,944	31,835	11,221	6,084	85,113	72,668
Net book value	帳面淨值							
End of year	年末	149,450	2,021	15,345	8,827	4,646	180,289	195,995
Beginning of year	年初	154,230	2,647	17,058	11,028	11,032	195,995	198,161

The geographical location and tenure of leasehold land and buildings are analysed as follows:

租賃土地及樓宇之地區及年期分析如下:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Hong Kong – long-term leases	香港 – 長期租約	95,202	97,861
Mainland China – medium-term leases	中國 – 中期租約	54,248	56,369
		149,450	154,230

13. PROPERTY, PLANT AND EQUIPMENT (continued)

Land and buildings in Mainland China are held under land use rights for a period of 50 years up to November 2043 and June 2047, respectively.

As at 31 December 2001, certain leasehold land and buildings with a net book value of approximately HK\$124,662,000 (2000 - HK\$129,328,000) were pledged to secure certain of the Group's banking facilities (Note 39).

Certain motor vehicles and office equipment were purchased under finance leases. Details of these assets are as follows:

		2001		2000	
		Motor vehicles	Office equipment	Total	Total
		汽車	辦公室設備	總額	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Cost	成本	1,732	4,084	5,816	6,076
Less: Accumulated depreciation	減: 累計折舊	(772)	(1,754)	(2,526)	(1,484)
		960	2,330	3,290	4,592

13. 物業、廠房及設備 (續)

於中國之土地及樓宇按50年期土地使用權持有，分別至二零四三年十一月及二零四七年六月。

於二零零一年十二月三十一日，本集團為若干銀行融資將帳面淨值約港幣124,662,000元（二零零零年：港幣129,328,000元）之部分租賃土地及樓宇抵押（附註39）。

若干汽車及辦公室設備以融資租賃方法購買。該資產的資料如下：

14. INVESTMENT PROPERTIES

Movements of investment properties (consolidated) were as follows:

		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Beginning of year	年初	173,500	175,500
Transfer from properties held for sale	從待售物業轉入	180,893	-
Additions	添置	-	996
Disposals	出售	-	(10,000)
Surplus on revaluation	重估盈餘	110,561	7,004
End of year	年末	464,954	173,500

14. 投資物業

投資物業之（綜合）變動如下：



14. INVESTMENT PROPERTIES (continued)

The geographical location and tenure of investment properties are analysed as follows:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Hong Kong	香港		
- Long-term leases	- 長期租約	156,000	160,000
Mainland China	中國		
- Long-term leases	- 長期租約	9,656	7,500
- Medium-term leases	- 中期租約	299,298	6,000
		<b>464,954</b>	<b>173,500</b>

Investment properties in Mainland China are held under land use rights for a period of 40 to 64 years up to August 2039 and to December 2062.

Investment properties in Mainland China with a carrying value of approximately HK\$290,819,000 were stated at approximately the open market value as at 31 December 2001 as determined by 江蘇鼎信會計師事務所有限公司, independent qualified valuers. Investment properties in Mainland China with a carrying value of approximately HK\$18,135,000 were stated at open market value at 31 December 2001 as determined by 上海國衡房地產估價有限公司, independent qualified valuers. Investment properties in Hong Kong were stated at open market value at 31 December 2001 as determined by LCH (Asia-Pacific) Surveyors Limited, independent qualified valuers.

As at 31 December 2001, investment properties with net book value of approximately HK\$350,881,000 (2000 - HK\$173,500,000) were pledged as collateral for the Group's banking facilities (see Note 39).

14. 投資物業 (續)

投資物業之地區及年期分析如下：

中國投資物業乃按40至64年期之土地使用權持有，直至二零三九年八月及至二零六二年十二月。

帳面值約港幣290,819,000元之中國投資物業，是以獨立合資格估值師江蘇鼎信會計師事務所有限公司所測定於二零零一年十二月三十一日之公開市值列報。帳面值約港幣18,135,000元之中國投資物業，是以獨立合資格估值師上海國衡房地產估價有限公司所測定於二零零一年十二月三十一日之公開市值列報。香港投資物業是以獨立合資格估值師利駿行測量師有限公司所測定於二零零一年十二月三十一日之公開市值列報。

於二零零一年十二月三十一日，投資物業帳面淨值約港幣350,881,000元（二零零零年：港幣173,500,000元）已為本集團之銀行融資作抵押品（見附註39）。

## 15. INVESTMENTS IN SUBSIDIARIES

In the Company's balance sheet, investments in subsidiaries comprised:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Investment at cost	投資成本		
- Unlisted shares	- 非上市股份	49,626	65,616
- Listed shares	- 上市股份	13,010	-
Due from subsidiaries	附屬公司欠款	786,248	935,578
Due to subsidiaries	欠附屬公司款	(12,549)	(178,304)
		<b>836,335</b>	<b>822,890</b>
Less: Provision for doubtful debts	減：壞帳撥備	(133,393)	(133,393)
		<b>702,942</b>	<b>689,497</b>
Market value of listed shares	上市股份市值	<b>210,630</b>	-

The underlying value of the investments in subsidiaries is, in the opinion of Directors of the Company, not less than its carrying value as at 31 December 2001.

The outstanding balances with subsidiaries are unsecured, non-interest bearing, and are not expected to be repayable within one year.

## 15. 於附屬公司投資

於本公司資產負債表，於附屬公司投資包括：

	2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
投資成本		
- 非上市股份	49,626	65,616
- 上市股份	13,010	-
附屬公司欠款	786,248	935,578
欠附屬公司款	(12,549)	(178,304)
	<b>836,335</b>	<b>822,890</b>
減：壞帳撥備	(133,393)	(133,393)
	<b>702,942</b>	<b>689,497</b>
上市股份市值	<b>210,630</b>	-

本公司董事認為，於附屬公司投資於二零零一年十二月三十一日之潛在價值並不少於其帳面值。

附屬公司之未償還結餘均無抵押、免利息及不須於一年內還款。

15. INVESTMENTS IN SUBSIDIARIES (continued)

15. 於附屬公司投資 (續)

Details of principal subsidiaries as at 31 December 2001 are as follows:

於二零零一年十二月三十一日，主要附屬公司資料如下：

Name of company 公司名稱	Place of incorporation/ operations 註冊成立/ 經營地點	Issued and fully paid capital 已發行及 已繳足股本	Percentage of equity interest/voting capital attributable to the Group 本集團擁有之權益/ 有投票權股本百分比 2001 2000		Principal activities 主要業務性質
<i>Directly held:</i> 直接持有：					
Burwill & Company Limited	Hong Kong 香港	HK\$50,000,000 and £50,000 港幣50,000,000元 及50,000英鎊	100%	100%	Investment holding 投資控股
Burwill HK Portfolio Limited	The British Virgin Islands 英屬處女群島	US\$2 2美元	100%	100%	Investment holding 投資控股
WorldMetal Holdings Limited (listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited since October 2001) (自二零零一年十月於香港聯合 交易所有限公司創業板上市)	Bermuda 百慕達	HK\$10,000,000 港幣10,000,000元	51%	100%	Investment holding 投資控股
<i>Indirectly held:</i> 間接持有：					
B&P Intertrade Limited	Hong Kong 香港	US\$1,000,000 1,000,000美元	50% (vii)	50%	Metal trading 金屬貿易
Burwill Resources Limited 寶威物料供應有限公司	Hong Kong 香港	HK\$1,000,000 港幣1,000,000元	100%	100%	Metal trading 金屬貿易
Burwill Steel Pipes Limited 寶威鋼管有限公司	Hong Kong 香港	HK\$15,000,000 港幣15,000,000元	100%	100%	Steel tube manufacturing 鋼管製造
Burwill Warehousing (Shanghai) Limited (i) 寶威倉儲(上海)有限公司(i)	Mainland China 中國	US\$400,000 400,000美元	100%	100%	Metal trading 金屬貿易

15. INVESTMENTS IN SUBSIDIARIES (continued)

15. 於附屬公司投資 (續)

Name of company 公司名稱	Place of incorporation/ operations 註冊成立/ 經營地點	Issued and fully paid capital 已發行及 已繳足股本	Percentage of equity interest/voting capital attributable to the Group 本集團擁有之權益/ 有投票權股本百分比		Principal activities 主要業務性質
			2001	2000	
<i>Indirectly held: (continued)</i> 間接持有: (續)					
Goldenbridge Services Limited 瑞僑服務有限公司	Hong Kong 香港	HK\$2 港幣2元	100%	100%	Property holding 持有物業
Camety Company Limited	Hong Kong 香港	HK\$20 港幣20元	100%	100%	Property holding 持有物業
Cremorne Point Pty. Limited	Australia 澳洲	A\$2,084,000 澳幣2,084,000元	100%	100%	Property development 房地產開發
Dongguan Baohua Steel-Rolling Co., Limited (ii) 東莞寶華軋鋼有限公司(ii)	Mainland China 中國	HK\$24,840,000 港幣24,840,000元	51%	51%	Property holding 持有物業
Dongguan Hingwah Metals Factory Limited (i) 東莞謙華五金廠有限公司(i)	Mainland China 中國	HK\$60,357,430 港幣60,357,430元	100%	100%	Steel tube manufacturing 鋼管製造
Guang Zhou Kai Di Software Co., Limited (iii) 廣州凱迪軟件有限公司(iii)	Mainland China 中國	HK\$8,000,000 港幣8,000,000元	51%	51%	Software development 軟件開發
SteelMetal.com Limited (iv)	Korea 韓國	Won1,000,000,000 1,000,000,000南韓圓	26% (viii)	50%	Operation of a metal exchange portal 經營金屬電子交易所
WorldMetal.com Limited 金屬電子交易所有限公司	Hong Kong 香港	US\$500,000 500,000美元	51%	82%	Operation of a metal exchange portal 經營金屬電子交易所
北京威銘商網資訊技術 有限公司 (v)	Mainland China 中國	US\$4,080,000 4,080,000美元	26% (viii)	50%	Technology and marketing consultant 科技及市場顧問
揚州時代實業有限公司 (vi)	Mainland China 中國	RMB30,000,000 人民幣30,000,000元	69%	69%	Property development 房地產開發

## 15. INVESTMENTS IN SUBSIDIARIES (continued)

### Notes:-

- (i) Burwill Warehousing (Shanghai) Limited and Dongguan Hingwah Metals Factory Limited are wholly foreign owned enterprises established in Mainland China to be operated for 50 years up to March 2050 and 20 years up to July 2013, respectively.
- (ii) Dongguan Baohua Steel-Rolling Co., Limited is a sino-foreign equity joint venture established in Mainland China to be operated for a period of 15 years up to July 2009.
- (iii) Guang Zhou Kai Di Software Co., Limited is a sino-foreign contractual joint venture established in Mainland China to be operated for a period of 15 years up to April 2014.
- (iv) SteelMetal.com Limited is an equity joint venture established in Korea.
- (v) 北京威銘商網資訊技術有限公司 is a sino-foreign equity joint venture established in Mainland China to be operated for a period of 30 years up to October 2030.
- (vi) 揚州時代實業有限公司 is a sino-foreign equity joint venture established in Mainland China to be operated for a period of 40 years up to April 2039.
- (vii) The Group has the power to control the composition of the board of directors and govern the financial and operating policies of B & P Intertrade Limited. Accordingly, this company is considered as subsidiary.
- (viii) These are subsidiaries as the Group's interests in these companies are held through subsidiaries which have the power to govern the financial and operating policies of these companies.

The above list includes only those subsidiaries which in the opinion of the Directors are material to the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31 December 2001.

## 15. 於附屬公司投資 (續)

### 附註:-

- (i) 寶威倉儲(上海)有限公司及東莞謙華五金廠有限公司均為於中國成立之全資外國企業,營業期分別為五十年至二零零五年三月及二十年至二零一三年七月。
- (ii) 東莞寶華軋鋼有限公司是於中國成立之中外合資企業,營業期為十五年至二零零九年七月。
- (iii) 廣州凱迪軟件有限公司是於中國成立之中外合約合營企業,營業期為十五年至二零一四年四月。
- (iv) SteelMetal.com Limited是於韓國成立之合資企業。
- (v) 北京威銘商網資訊技術有限公司是於中國成立之中外合資企業,營業期為三十年至二零三零年十月。
- (vi) 揚州時代實業有限公司是於中國成立之中外合資企業,營業期為四十年至二零三九年四月。
- (vii) 本集團有權控制B&P Intertrade Limited董事局之組成及決策其財務及營業政策。因此,此公司視為附屬公司。
- (viii) 本集團附屬公司有控制權制定這些公司的財務及營業政策,故這些公司為本集團附屬公司。

以上所列僅包括董事認為對本集團具重要性之附屬公司。董事認為尚載列其它附屬公司之詳情,將會令篇幅過於冗長。

於二零零一年十二月三十一日止年度間任何時間,附屬公司均沒有任何已發借貸資本。

16. INVESTMENT IN AN ASSOCIATE

16. 於聯營公司投資

Investment in an associate (consolidated) comprised:

於聯營公司投資之綜合帳如下:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Unlisted shares, at cost	非上市股份·按原值	23,847	23,847
Less: Goodwill arising on acquisition eliminated against reserves	減: 於儲備中撇銷的 因收購產生的商譽	(7,646)	(7,646)
Accumulated share of post-acquisition profit	收購後佔聯營公司 經營收入累計數	14,781	15,596
Less: Accumulated dividends received from the associate	減: 已收聯營公司累計 股息	(4,140)	(4,000)
		<b>26,842</b>	<b>27,797</b>

The underlying value of the investment in the associate is, in the opinion of the directors of the Company, not less than its carrying value of the associate as at 31 December 2001.

本公司董事認為，於聯營公司投資於二零零一年十二月三十一日之潛在價值並不少於其帳面值。

The amount due to the associate is secured by 25,000 B shares of the associate held by the Group, bears interest at 6.5% per annum and is repayable in April 2002.

欠聯營公司款以本集團持有聯營公司25,000股B股作抵押，利率為每年6.5%及於二零零二年四月償還。

Details of the associate as at 31 December 2001 held indirectly by the Group are as follows:

於二零零一年十二月三十一日，本集團間接持有之聯營公司資料如下：

Name of company 公司名稱	Place of incorporation/ operations 註冊成立及經營地區	Percentage of equity interest attributable to the Group 本集團持股權百分比		Principal activity 主要業務性質
		2001	2000	
Nam Wah Precision Product (BVI) Limited	The British Virgin Islands/ Mainland China 英屬處女群島/ 中國	20%	20%	Trading and manufacturing of precision products and metal parts 金屬產品及零件 貿易及製造

During the year ended 31 December 2001, the Group received dividend income of HK\$140,000 (2000 - HK\$1,200,000) from the associate.

於二零零一年十二月三十一日止年度，本集團從聯營公司收到股息收入港幣140,000元（二零零零年：港幣1,200,000元）。

17. LONG-TERM INVESTMENTS

Long-term investments comprised:

Held-to-maturity securities	持至期滿證券
- Listed	- 上市
- Unlisted	- 非上市
Club debentures, at cost	會所債券·按原值
Other unlisted shares, at cost (i)	其它非上市股份· 按原值(i)
Others	其它

17. 長期投資

長期投資包括：

		Consolidated 綜合		Company 公司	
		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元	2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
		5,011	4,670	-	-
		7,800	7,800	-	-
		1,268	1,268	144	144
		27,227	-	-	-
		390	-	-	-
		41,696	13,738	144	144
Market value of listed held-to- maturity securities	上市持至期滿 證券之市值	3,081	1,277	-	-

Note:-

- (i) In May 2001, the Group acquired a 15% equity interest in Best Praise Holdings Limited, a company incorporated in the British Virgin Islands, for a consideration of HK\$27,000,000, excluding direct incidental acquisition costs of approximately HK\$227,000. The consideration was satisfied by the issuance of 30,000,000 ordinary shares of the Company at HK\$0.9 per share. Best Praise Holdings Limited is principally engaged in the development of financial management computer software.

附註：-

- (i) 於二零零一年五月，本集團以港幣27,000,000元代價（不包括直接產生的購買成本約港幣227,000元）購買於英屬處女群島註冊之公司「Best Praise Holdings Limited」15%權益。該代價由發行30,000,000股本公司普通股每股港幣0.9元支付。Best Praise Holdings Limited主要從事財務管理電腦軟件開發。

The underlying value of other investments is, in the opinion of the directors of the Company, not less than the carrying value of the investments as at 31 December 2001.

本公司董事認為其它投資之潛在價值並不少於該投資於二零零一年十二月三十一日之帳面值。

18. LOANS TO OFFICERS

18. 職員貸款

Loans to officers (consolidated) comprised:

職員貸款之綜合帳如下:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Loans to officers	職員貸款	1,422	1,742
Less: Current portion of loans to officers included in deposits, prepayments and other receivables	減: 包括於按金、預付款及其它應收款之職員貸款短期部份	(1,137)	(1,068)
Long-term portion of loans to officers	職員貸款長期部份	285	674

Details of loans to officers of the Group, disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance, are as follows:

根據公司條例第161B條而須披露本集團職員貸款之詳情如下:

Name of borrower 借款人姓名	YIN Mark 尹虹	YAN Cheuk Yam 甄焯欽	WANG Ji Yuan 王紀元
Position 職位	Executive Director 執行董事	Director of a subsidiary 附屬公司董事	Director of a subsidiary 附屬公司董事
Terms of the loan 貸款詳情			
- interest rate - 利率	4% per annum 年息四厘	2% per annum 年息二厘	6% per annum 年息六厘
- security - 抵押	unsecured 無抵押	unsecured 無抵押	unsecured 無抵押
- repayment term - 還款年期	5 years 五年	5 years 五年	1 year 一年
- borrowing date - 借款日	20 November 1998 一九九八年十一月二十日	8 December 1997 一九九七年十二月八日	6 April 2001 二零零一年四月六日



18. LOANS TO OFFICERS (continued)

18. 職員貸款 (續)

Balance of loans in respect of  
principal and interests  
貸款本金及利息結餘

- as at 31 December 2000 - 二零零零年十二月三十一日	HK\$712,500 港幣 712,500元	HK\$275,000 港幣 275,000元	RMB800,000 人民幣 800,000元
- as at 31 December 2001 - 二零零一年十二月三十一日	HK\$522,500 港幣 522,500元	HK\$150,000 港幣 150,000元	RMB800,000 人民幣 800,000元

Maximum balance outstanding  
during the year  
年內最高欠款額

	HK\$712,500 港幣 712,500元	HK\$275,000 港幣 275,000元	RMB800,000 人民幣 800,000元
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19. INTANGIBLE ASSETS

19. 無形資產

Movements in intangible assets (consolidated) were  
as follows:

無形資產(綜合)的變動如下:

		2001				2000	
		Portal development costs 網站開發成本 HK\$'000 港幣千元	Copyright 版權 HK\$'000 港幣千元	Domain names 域名 HK\$'000 港幣千元	Trademarks 商標 HK\$'000 港幣千元	Total 總數 HK\$'000 港幣千元	Total 總數 HK\$'000 港幣千元
Cost	成本						
Beginning of year	年初	5,456	1,822	390	335	8,003	-
Additions	增加	-	-	-	-	-	8,003
End of year	年末	5,456	1,822	390	335	8,003	8,003
Accumulated amortisation	累計攤銷						
Beginning of year	年初	961	354	5	4	1,324	-
Charge for the year	本年度攤銷	1,698	859	19	17	2,593	1,324
End of year	年末	2,659	1,213	24	21	3,917	1,324
Net book value	帳面淨值						
End of year	年末	2,797	609	366	314	4,086	6,679
Beginning of year	年初	4,495	1,468	385	331	6,679	-

## 20. INVENTORIES

Inventories (consolidated) comprised:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Raw materials	原料	19,943	22,591
Work-in-progress	在製品	2,007	1,944
Finished goods	製成品	3,622	11,888
Consumables	消耗品	1,046	1,040
		<b>26,618</b>	<b>37,463</b>

As at 31 December 2001, no inventories were stated at net realisable value.

Certain inventories were held under trust receipts bank loans (see Notes 25 and 39).

## 21. PROPERTIES HELD FOR SALE

The geographical locations and tenure of properties held for sale (consolidated) are as follows:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Mainland China – medium-term lease	中國－中期租約	40,671	-
Overseas – freehold	海外－永久業權	-	23,749
		<b>40,671</b>	<b>23,749</b>

Properties held for sale located in Mainland China are held under land use right for a period of 40 years up to April 2039.

As at 31 December 2001, interest expense of approximately HK\$1,155,000 (2000 – HK\$450,000), with an average annual rate of 6% (2000 – 6%), was capitalised as properties held for sale.

As at 31 December 2001, properties held for sale with a net book value of approximately HK\$24,305,000 (2000 – HK\$23,749,000) were pledged to secure banking facilities of the Group (see Note 39).

## 20. 存貨

存貨(綜合)如下:

	2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Raw materials	19,943	22,591
Work-in-progress	2,007	1,944
Finished goods	3,622	11,888
Consumables	1,046	1,040
	<b>26,618</b>	<b>37,463</b>

於二零零一年十二月三十一日，沒有存貨以可變現淨值列報。

若干存貨於信託貸款項下持有(見附註25及39)。

## 21. 待售物業

待售物業(綜合)之地區及年期如下:

	2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Mainland China – medium-term lease	40,671	-
Overseas – freehold	-	23,749
	<b>40,671</b>	<b>23,749</b>

位於中國之待售物業持有四十年期之土地使用權持有至二零三九年四月。

於二零零一年十二月三十一日，平均年息率為6%(二零零零年:6%)的利息支出約港幣1,155,000元(二零零零年:港幣450,000元)已資本化並列入待售物業。

於二零零一年十二月三十一日，待售物業帳面淨值約港幣24,305,000元(二零零零年:港幣23,749,000元)已為集團銀行融資作抵押(見附註39)。

## 22. PROPERTIES UNDER DEVELOPMENT FOR SALE

## 22. 發展中待售物業

Properties under development for sale (consolidated) comprised:

發展中待售物業(綜合)包括:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
At cost	按成本	-	88,933
Add: Attributable profits on pre-sold properties	加: 預售物業產生的溢利	-	14,842
		-	103,775
Less: Sale instalments and deposits received/receivable	減: 已收/應收銷售分期付款及訂金	-	(42,900)
		-	60,875

The cost of properties under development for sale is analysed as follows:

發展中待售物業成本之分析如下:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Land cost	土地成本	-	19,794
Construction expenditures	建築費用	-	68,346
Borrowing costs capitalised (i)	已資本化借貸成本(i)	-	793
		-	88,933

Note:-

附註:-

(i) The average interest rate on borrowing costs capitalised for the year ended 31 December 2000 was approximately 6% per annum.

(i) 於二零零零年十二月三十一日止年度, 已資本化借貸成本之平均息率約為每年六厘。

All properties under development for sale are located in Mainland China. As at 31 December 2000, properties under development for sale were held under land use right for a period of 40 years up to April 2039.

全部發展中待售物業位於中國。於二零零零年十二月三十一日, 發展中待售物業以四十年期土地使用權持有至二零三九年四月。

## 23. SHORT-TERM INVESTMENTS

Short-term investments comprised:

		Consolidated		Company	
		2001	2000	2001	2000
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Listed	上市				
- Hong Kong	- 香港	478	2,316	3	3
- Overseas	- 海外	244	343	-	-
		<b>722</b>	<b>2,659</b>	<b>3</b>	<b>3</b>
Market values of listed investments	上市投資市值				
- Hong Kong	- 香港	478	2,316	3	3
- Overseas	- 海外	244	343	-	-

## 23. 短期投資

短期投資包括：

## 24. BILLS AND ACCOUNTS RECEIVABLE

The Group normally grants to its customers credit periods for sales of good and commission income ranging from 30 days to 120 days. Consideration in respect of sold properties is payable by the purchasers pursuant to the terms of the sale and purchase agreement. Rental in respect of leased properties are payable by the tenants on a monthly basis.

Aging analysis of bills and accounts receivable as at 31 December 2001 is as follows:

		Consolidated		Company	
		2001	2000	2001	2000
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Within three months	三個月內	627,675	636,628	-	8
Over three months but within six months	超過三個月而 不超過六個月	36,725	1,008	-	-
Over six months but within twelve months	超過六個月而 不超過十二個月	10,777	6,780	-	-
		<b>675,177</b>	<b>644,416</b>	<b>-</b>	<b>8</b>
Less: Provision for doubtful debts	減：壞帳撥備	(1,891)	-	-	-
		<b>673,286</b>	<b>644,416</b>	<b>-</b>	<b>8</b>

## 24. 應收票據及應收帳項

本集團普遍就貨品銷售及佣金收入給予其客戶三十日至一百二十日之信用期。買家應付銷售物業的作價乃根據銷售合約中條款支付。租賃物業之租金收入由租戶按月支付。

於二零零一年十二月三十一日，應收票據及應收帳項帳齡分析如下：

## 25. SHORT-TERM BANK BORROWINGS

Short-term bank borrowings, secured, (consolidated) comprised:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Short-term bank loans	短期銀行貸款	332,720	186,245
Long-term bank loans - current portion	長期銀行貸款 - 短期部份	10,468	36,497
		<b>343,188</b>	<b>222,742</b>

Short-term bank loans of approximately HK\$263,784,000 (2000 - HK\$186,245,000) were secured by certain inventories released under such loans (see Note 20). Details of the Group's collateral are set out in Note 39.

有抵押的短期銀行貸款(綜合)·包括:

短期銀行貸款約港幣263,784,000元(二零零零年:港幣186,245,000)以該貸款項下存貨作抵押(見附註20)。本集團之抵押品資料於附註39列示。

## 26. BILLS AND ACCOUNTS PAYABLE

Aging analysis of bills and accounts payable is as follows:

		Consolidated 綜合		Company 公司	
		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元	2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Within three months	三個月內	299,810	245,566	-	192
Over three months but within six months	超過三個月而 不超過六個月	286	157,650	-	-
Over six months but within twelve months	超過六個月而 不超過十二個月	3,366	224	-	-
		<b>303,462</b>	<b>403,440</b>	<b>-</b>	<b>192</b>

## 26. 應付票據及應付帳項

應付票據及應付帳項帳齡分析如下:

## 27. LONG-TERM BANK LOANS

## 27. 長期銀行貸款

Long-term bank loans, secured, (consolidated) comprised:

有抵押長期銀行貸款(綜合)·包括:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Amounts repayable within a period:	貸款還款期如下:		
- not exceeding one year	- 少於一年	10,468	36,497
- more than one year but not exceeding two years	- 超過一年但少於兩年	10,879	10,016
- more than two years but not exceeding five years	- 超過兩年但少於五年	35,356	17,133
- more than five years	- 超過五年	66,603	-
		123,306	63,646
Less: Amounts repayable within one year included under current liabilities	減: 已包括於流動負債的 一年內還款金額	(10,468)	(36,497)
		112,838	27,149

Details of collateral are set out in Note 39.

抵押品資料於附註39列報。

## 28. OTHER LOANS

## 28. 其它貸款

Other loans (consolidated) represent loans from minority shareholders of certain subsidiaries of the Group, and are analysed as follows:

其它貸款(綜合)為本集團部份附屬公司少數股東貸款·其分析如下:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Other loans	其它貸款	19,375	17,984
Less: Amount due within one year included in other payables and accruals	減: 已包括於其它應付款及應計費用的 一年內還款金額	(4,042)	-
		15,333	17,984

## 28. OTHER LOANS (continued)

- a. As at 31 December 2001, a loan from a minority shareholder of a subsidiary of approximately HK\$11,383,000 (2000 – HK\$11,383,000) is unsecured, bears interest at 7.2% per annum and not repayable before 1 January 2003. In addition, a loan from a minority shareholder of a subsidiary of approximately HK\$4,042,000 (2000 – HK\$4,042,000 as included in long-term portion of other loans) is unsecured, non-interest bearing and repayable on demand. All the other loans from minority shareholders are unsecured, non-interest bearing and not repayable before 1 January 2003.
- b. As at 31 December 2001, certain minority shareholders with outstanding loans of approximately HK\$1,391,000 (2000 – Nil) are the directors of the Company.

## 29. OBLIGATIONS UNDER FINANCE LEASES

Obligations under finance leases (consolidated) are analysed as follows:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Repayable within a period	還款期如下:		
- within one year	- 於一年內	1,120	3,358
- over one year but within five years	- 超過一年但少於五年	99	1,222
		1,219	4,580
Less: Amount due within one year included under current liabilities	減: 已包括於流動負債之一年內還款金額	(1,120)	(3,358)
		99	1,222

## 28. 其它貸款 (續)

- a. 於二零零一年十二月三十一日，附屬公司少數股東貸款約港幣11,383,000元（二零零零年：港幣11,383,000元）均無抵押，息率為每年7.2%及不須於二零零三年一月一日前還款。此外，附屬公司少數股東貸款約港幣4,042,000元（二零零零年：港幣4,042,000元，已包括於其它貸款長期部份）均無抵押，免利息及隨時還款。全部其它少數股東貸款均無抵押，免利息及不須於二零零三年一月一日前還款。
- b. 於二零零一年十二月三十一日，若干未償還貸款約港幣1,391,000元（二零零零年：無）的少數股東，同時為本公司董事。

## 29. 融資租賃承擔

融資租賃承擔（綜合）之分析如下：

### 30. CONVERTIBLE BONDS

Movements in convertible bonds were as follows:

		Consolidated and Company 綜合及公司	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Beginning of year	年初	31,200	-
Issued during the year	年內發行	-	31,200
Converted into ordinary shares of the Company	兌換為 本公司普通股	(4,680)	-
Redeemed by the Company	由本公司贖回	(26,520)	-
		-	31,200

Notes:-

In December 2000, the Company issued convertible bonds with an aggregate principal values of US\$4,000,000 (equivalent to HK\$31,200,000) to certain investment funds. The convertible bonds bear interest at 3% per annum and mature on 4 December 2003, unless previously redeemed or converted. The convertible bonds are convertible, at the option of their holders, at any time from 4 December 2000 up to their maturity on 4 December 2003, at a conversion price being the lower of (i) HK\$0.86 per share, subject to adjustment, and (ii) the higher of HK\$0.3 and 90% of the average closing price of any four trading days during the last twenty trading days preceeding the date of conversion. The convertible bonds may be redeemed, at the option of the Company or the holders of convertible bonds, in whole or in part, at any time prior to maturity on 4 December 2003, at a redemption price based on an agreed formula comprising the principle amount plus a premium and accrued interest, if any.

During the year ended 31 December 2001, convertible bonds amounting to US\$600,000 (equivalent to HK\$4,680,000) were converted into 7,475,929 ordinary shares in the Company at HK\$0.60 to HK\$0.63 each (2000 - Nil). During the year ended 31 December 2001, convertible bonds with principal plus accrued interest amounting to US\$3,425,000 (equivalent to HK\$26,718,000) were redeemed by the Company at a total consideration of US\$5,000,000 (equivalent to HK\$39,000,000), resulting in an additional cost of approximately HK\$12,282,000 (see Note 6).

### 30. 可換股債券

可換股債券變動如下：

		Consolidated and Company 綜合及公司	
		2001	2000
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Beginning of year	年初	31,200	-
Issued during the year	年內發行	-	31,200
Converted into ordinary shares of the Company	兌換為 本公司普通股	(4,680)	-
Redeemed by the Company	由本公司贖回	(26,520)	-
		-	31,200

附註：-

於二零零零年十二月，本公司發行本金總額4,000,000美元（相等於港幣31,200,000元）之可換股債券予若干投資基金。該可換股債券息率為年息3厘，並於二零零三年十二月四日到期，除非提早贖回或兌換。自二零零零年十二月四日起至二零零三年十二月四日之到期日，債券持有人可以(i)每股港幣0.86元（或需調整）與(ii)港幣0.3元與換股日前二十個交易日中任何四個交易日之收市價平均數90%之較高者兩者之較低者作為換股價兌換股份。於二零零三年十二月四日到期日前，本公司或可換股債券持有人可贖回全部或部份可換股債券。贖回金額以雙方同意的公式計算，包括本金、溢價及應計利息。

於二零零一年十二月三十一日止年度，達600,000美元之可換股債券（相等於港幣4,680,000元）已以每股港幣0.60元至港幣0.63元（二零零零年：無）兌換為7,475,929股公司普通股。於二零零一年十二月三十一日止年度，本公司以總代價5,000,000美元（相等於港幣39,000,000元）贖回可換股債券本金連應付利息共3,425,000美元（相等於港幣26,718,000元），就此，費用增加約港幣12,282,000元（見附註6）。



### 31. DEFERRED TAXATION

Movement of deferred taxation (consolidated) was as follows:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Beginning of year	年初	899	-
(Write-back of) Provision for net timing differences	時差(回撥)撥備淨額	(578)	899
End of year	年末	321	899

Deferred taxation represents the taxation effect of accelerated depreciation allowances.

There was no significant unprovided deferred taxation as at 31 December 2001. No deferred tax on the revaluation surplus of investment properties was provided because the revaluation does not constitute a timing difference as the Group intends to hold the investment properties for long-term and management has no intention to dispose of these investment properties in the foreseeable future.

### 31. 遞延稅項

遞延稅項(綜合)變動如下:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Beginning of year	年初	899	-
(Write-back of) Provision for net timing differences	時差(回撥)撥備淨額	(578)	899
End of year	年末	321	899

遞延稅項為加速折舊免稅額之稅務撥備。

於二零零一年十二月三十一日，本集團並無未撥備之重大遞延稅項。由於集團打算長期持有投資物業及管理層無打算於可預見將來出售該等投資物業，物業重估溢價並非稅務時差，故無作遞延稅項撥備。

### 32. SHARE CAPITAL

### 32. 股本

Movements in share capital were as follows:

股本變動如下：

		2001		2000	
		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 港幣千元	Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 港幣千元
Authorised:	法定股本：				
Ordinary shares of HK\$0.10 each	每股面值港幣0.10元之普通股	1,200,000	120,000	1,200,000	120,000
Issued and fully paid:	已發行及繳足股本：				
Ordinary shares of HK\$0.10 each	每股面值港幣0.10元之普通股				
Beginning of year	年初	911,676	91,167	879,353	87,935
Issued upon exercise of employee share options (Note 33)	按員工購股權計劃發行股份(附註33)	10,849	1,085	28,723	2,872
Issuance of shares (i)	發行股份(i)	30,000	3,000	35,000	3,500
Issuance of shares upon conversion of convertible bonds (ii)	因兌換可換股債券而發行股份(ii)	7,476	748	-	-
Shares repurchased (iii)	購回股份(iii)	(21,332)	(2,133)	(31,400)	(3,140)
End of year	年末	938,669	93,867	911,676	91,167

Notes:-

附註：-

- (i) In May 2001, the Group acquired a 15% equity interest in Best Praise Holdings Limited, a company incorporated in the British Virgin Islands, for a consideration of HK\$27,000,000. The consideration was satisfied by the issuance of 30,000,000 ordinary shares of the Company at HK\$0.9 per share (see Note 17).
- (ii) During the year ended 31 December 2001, convertible bonds with a total amount of US\$600,000 (equivalent to HK\$4,680,000) were converted into 7,475,929 ordinary shares at HK\$0.60 to HK\$0.63 each (see Note 30).

- (i) 於二零零一年五月，本集團以代價港幣27,000,000元購入於英屬處女群島成立之公司Best Praise Holdings Limited 15%權益。該代價以發行30,000,000股本公司普通股，每股港幣0.9元支付(見附註17)。
- (ii) 於二零零一年十二月三十一日止年度，共600,000美元(相等於港幣4,680,000元)之可換股債券以每股港幣0.60元至港幣0.63元兌換為7,475,929股普通股(見附註30)。

### 32. SHARE CAPITAL (continued)

(iii) During the year ended 31 December 2001, the Company repurchased, through The Stock Exchange of Hong Kong Limited, 21,332,000 shares (2000 – 31,400,000 shares) at an aggregate consideration of approximately HK\$4,785,000 (2000 – HK\$25,073,000). These shares were subsequently cancelled. Details of such repurchases are as follows:

Month of repurchase 購回月份	Number of ordinary shares repurchased 購回普通股數目 '000 千股	Highest price paid per share 最高每股價格 HK\$ 港元	Lowest price paid per share 最低每股價格 HK\$ 港元	Aggregate consideration paid 已付總代價 HK\$'000 港幣千元
April 2001 二零零一年四月	21,332	0.400	0.155	4,785

### 32. 股本 (續)

(iii) 於二零零一年十二月三十一日止年度，本公司經香港聯合交易所有限公司，以總代價港幣4,785,000元（二零零零年：港幣25,073,000元）購回21,332,000股（二零零零年：31,400,000股）。該些股本已被註銷。購回股本資料如下：

### 33. EMPLOYEE SHARE OPTIONS

The Group has an employee share option scheme (the "Scheme"), under which it may grant options to employees (including executive directors of the Company) to subscribe for shares in the Company, subject to a maximum of 10% of the nominal value of the issued share capital of the Company from time to time excluding for this purpose shares issued on exercise of options. The subscription price will be determined by the Company's Board of Directors, and will be the higher of the nominal value of the shares and 80% of the average of the closing price of the shares quoted on The Stock Exchange of Hong Kong Limited on the five trading days immediately preceding the date of offer of the options.

### 33. 員工購股權

根據本集團之員工購股權計劃，其可給予員工（包括本公司執行董事）購股權以認購本公司之股份，但僅限於最多本公司已發股本之面值10%（不計入因行使購股權而發行的股份）。每股之認購價由公司董事局決定，並為股份面值與在授出購股權前五個交易日內於香港聯合交易所有限公司滙報之平均收市價80%兩者之較高者。

33. EMPLOYEE SHARE OPTIONS (continued)

33. 員工購股權 (續)

Movements of the number of shares under the Scheme were as follows:

員工購股權計劃下之股份數目變動如下:

Date of grant 授予日期	Exercise period 行使期間	Exercise price 行使價 HK\$ 港元	Beginning of year 年初 '000 千股	Number of shares under the Scheme 員工購股權計劃下股份數目			
				Granted 授出 '000 千股	Exercised 行使 '000 千股	Lapsed 失效 '000 千股	End of year 年末 '000 千股
8 July 1997 一九九七年七月八日	8 July 1998 to 7 July 2001 一九九八年七月八日至 二零零一年七月七日	0.5441	2,219	-	(1,800)	(419)	-
31 December 1998 一九九八年十二月三十一日	31 December 1999 to 30 December 2002 一九九九年十二月三十一日至 二零零二年十二月三十日	0.3957	7,936	-	(2,365)	-	5,571
28 September 1999 一九九九年九月二十八日	27 December 1999 to 26 December 2002 一九九九年十二月二十七日至 二零零二年十二月二十六日	0.4988	23,403	-	(6,184)	-	17,219
29 March 2000 二零零零年三月二十九日	27 June 2000 to 26 June 2003 二零零零年六月二十七日至 二零零三年六月二十六日	0.6800	15,000	-	-	-	15,000
7 May 2001 二零零一年五月七日	5 August 2001 to 4 August 2004 二零零一年八月五日至 二零零四年八月四日	0.4610	-	24,600	(500)	-	24,100
			48,558	24,600	(10,849)	(419)	61,890

34. RESERVES AND PROPOSED DIVIDENDS

34. 儲備及建議股息

Movements in reserves were as follows:

儲備變動如下：

Consolidated	綜合	2001				2000		
		Share premium	Contributed surplus	Investment property revaluation reserve	Cumulative translation reserve	Total	Proposed dividends	Total
		溢價帳	繳入盈餘	投資物業重估儲備	累計匯兌儲備	總數	建議股息	總數
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Beginning of year	年初							
- As previously reported	- 上年度呈報	359,287	-	5,063	(2,961)	361,389	-	337,349
- Prior year adjustment (Note 2)	- 前年度調整 (附註2)	-	5,381	-	-	5,381	-	-
- As restated	- 調整後	359,287	5,381	5,063	(2,961)	366,770	-	337,349
Premium arising upon issue of shares	發行股份溢價	31,776	-	-	-	31,776	-	48,828
Share issuance expenses	發行股份費用	(81)	-	-	-	(81)	-	(830)
Repurchase of shares (Note 32)	購回股份 (附註32)	(2,652)	-	-	-	(2,652)	-	(22,117)
Provision for impairment of goodwill previously charged against contributed surplus (Note 2)	前計入繳入盈餘之商譽之減值撥備 (附註2)	-	-	-	-	-	-	5,381
Transfer to retained profit	轉入保留溢利	-	(5,381)	-	-	(5,381)	-	-
Surplus on revaluation of investment properties attributable to the Group	本集團投資物業重估盈餘	-	-	76,484	-	76,484	-	7,004
Disposal of investment properties	出售投資物業	-	-	-	-	-	-	(4,717)
Translation adjustments	匯兌調整	-	-	-	(1,832)	(1,832)	-	(4,128)
Proposed dividends	建議股息							
- Special dividend in specie	- 以實物方式派送之特別股息	-	-	-	-	-	11,201	-
- Final dividend	- 末期股息	-	-	-	-	-	18,781	-
Dividends paid	已付股息	-	-	-	-	-	(11,201)	-
End of year	年末	388,330	-	81,547	(4,793)	465,084	18,781	366,770

34. RESERVES AND PROPOSED DIVIDENDS (continued)

34. 儲備及建議股息 (續)

Company	公司	2001			2000	
		Share premium 溢價帳 HK\$'000 港幣千元	Contributed surplus 繳入盈餘 HK\$'000 港幣千元	Total 總數 HK\$'000 港幣千元	Proposed dividends 建議股息 HK\$'000 港幣千元	Total 總數 HK\$'000 港幣千元 (Note 42) (附註42)
Beginning of year	年初	359,287	128,832	488,119	-	462,238
Premium arising upon issue of shares	發行股份溢價	31,776	-	31,776	-	48,828
Share issuance expenses	發行股份費用	(81)	-	(81)	-	(830)
Repurchase of shares (Note 32)	購回股本 (附註32)	(2,652)	-	(2,652)	-	(22,117)
Proposed dividends	建議股息					
- Special dividend in specie	- 以實物方式派送之特別股息	-	-	-	11,201	-
- Final dividend	- 末期股息	-	-	-	18,781	-
Dividends paid	已付股息	-	-	-	(11,201)	-
End of year	年末	388,330	128,832	517,162	18,781	488,119

Contributed surplus can be utilised for issuance of bonus shares or for capital redemption upon repurchase of shares.

繳入盈餘可供發行紅股或購回股份時作資本贖回使用。

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is distributable to shareholders subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

根據百慕達一九八一年公司法(經修改), 繳入盈餘可分派給股東, 但如(i)於分派後, 公司未能償還到期債務或(ii)其資產之可變現價值少於其負債, 已發行股本及股份溢價帳之總和, 本公司不能宣佈或支付股息或分派繳入盈餘。

The Company's reserves (excluding retained profit) as at 31 December 2001 available for distribution to shareholders were represented by the contributed surplus of approximately HK\$128,832,000 (2000 - HK\$128,832,000).

於二零零一年十二月三十一日, 可供分派給股東之本公司儲備(不包括保留溢利)為繳入盈餘約港幣128,832,000元(二零零零年: 港幣128,832,000元)。

35. RETAINED PROFIT

35. 保留溢利

		Consolidated 綜合		Company 公司	
		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元	2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Company and subsidiaries	公司及附屬公司	167,446	161,099	70,615	96,046
Associate	聯營公司	14,781	15,596	-	-
		182,227	176,695	70,615	96,046

36. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

36. 綜合現金流動表附註

a. Reconciliation of profit before taxation to net cash outflow from operating activities

a. 除稅前溢利與營業活動之現金流出淨額調整帳

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元 (Note 42) (附註42)
Profit before taxation	除稅前溢利	53,214	11,388
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	14,716	14,723
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	1,327	413
Amortisation of intangible assets	無形資產攤銷	2,593	1,324
Impairment of goodwill	商譽減值撥備	-	5,381
Dividends received from investments	收取投資股息	(15)	(130)
Interest income	利息收入	(5,063)	(8,817)
Interest expense	利息支出	28,263	22,665
Interest element of finance leases	融資租賃之利息部份	362	360
Amortisation and write-off of deferred borrowing costs	遞延借貸成本攤銷及撇銷	1,764	54
Loss on early redemption of convertible bonds	提早贖回可換股債券虧損	12,282	-
Gain on disposal of a subsidiary	出售附屬公司溢利	(26,494)	(3,863)
Loss (Gain) on investments, net	投資虧損(溢利)淨額	2,921	(14,539)
Share of loss (profit) of an associate	所佔聯營公司虧損(溢利)	1,012	(2,135)
Decrease (Increase) in inventories	存貨減少(增加)	10,845	(64,961)
Increase in properties held for sale	待售物業增加	(16,922)	-
Increase in properties under development for sale	發展中待售物業增加	(117,748)	-
Increase in bills and accounts receivable	票據及應收帳項增加	(28,870)	(264,358)
(Increase) Decrease in deposits, prepayments and other receivables	按金、預付款及其它應收款(增加)減少	(13,690)	55,369
(Decrease) Increase in bills and accounts payable	票據及應付帳項(減少)增加	(99,978)	86,205
Increase in other payables and accruals	其它應付款及應計費用增加	8,331	15,392
Effect of foreign exchange rate changes	外幣匯率變動之影響	(1,884)	(4,895)
Net cash outflow from operating activities	營業活動之現金流出淨額	(173,034)	(150,424)

36. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued) 36. 綜合現金流動表附註 (續)

b. Analysis of changes in financing during the year

b. 本年度融資變動分析

		Share capital and share premium 股本及 股份溢價 HK\$'000 港幣千元	Convertible bonds 可換股 債券 HK\$'000 港幣千元	Bank loans 銀行貸款 HK\$'000 港幣千元	Other loans 其它貸款 HK\$'000 港幣千元	Finance lease obligations 融資 租賃承擔 HK\$'000 港幣千元	Minority interests 少數 股東權益 HK\$'000 港幣千元
Balance as at 31 December 1999	於一九九九年十二月三十一日結餘	421,341	-	87,527	17,984	982	24,144
Shares issued	發行股份	55,200	-	-	-	-	-
Share issuance expenses	發行股份費用	(830)	-	-	-	-	-
Repurchase of shares	購回股份	(25,257)	-	-	-	-	-
Issuance of convertible bonds	發行可換股債券	-	31,200	-	-	-	-
Additions of bank loans	新增銀行貸款	-	-	67,087	-	-	-
Repayment of bank loans	償還銀行貸款	-	-	(23,881)	-	-	-
Inception of finance leases	新增融資租賃	-	-	-	-	7,218	-
Repayment of capital element of finance leases	償還融資租賃資本部份	-	-	-	-	(3,620)	-
Share of profit	所佔利潤	-	-	-	-	-	565
Capital injection	資金投入	-	-	-	-	-	22,303
Balance as at 31 December 2000	於二零零零年十二月三十一日結餘	450,454	31,200	130,733	17,984	4,580	47,012
Shares issued	發行股份	5,230	-	-	-	-	-
Share issuance expenses	發行股份費用	(81)	-	-	-	-	-
Repurchase of shares	購回股份	(4,785)	-	-	-	-	-
Conversion of convertible bonds	可換股債券兌換股份	4,379	(4,680)	-	-	-	-
Redemption of convertible bonds	贖回可換股債券	-	(26,520)	-	-	-	-
Shares issued for acquisition of an investment	為購入投資發行股份	27,000	-	-	-	-	-
Additions of bank loans	新增銀行貸款	-	-	197,027	-	-	-
Repayment of bank loans	償還銀行貸款	-	-	(121,074)	-	-	-
Additions of other loans	新增其它貸款	-	-	-	1,391	-	-
Reclassification of other loans	其它貸款重新分類	-	-	-	(4,042)	-	-
Repayment of capital element of finance leases	償還融資租賃資本部份	-	-	-	-	(3,361)	-
Share of profit	所佔利潤	-	-	-	-	-	7,805
Revaluation surplus of investment properties	投資物業重估盈餘	-	-	-	-	-	34,077
Partial disposal of a subsidiary to minority shareholders (Note 5)	出售部份附屬公司予少數股東 (附註5)	-	-	-	-	-	11,482
Issuance of shares by a subsidiary to minority shareholders (Note 5)	附屬公司發行股份予少數股東 (附註5)	-	-	-	-	-	22,135
Special dividend in specie of shares of a subsidiary paid to minority shareholders (Note 11)	以實物方式派送附屬公司股份予少數股東之特別股息 (附註11)	-	-	-	-	-	11,201
Gain on disposal of a subsidiary (Note 5)	出售附屬公司之溢利 (附註5)	-	-	-	-	-	(26,494)
Balance as at 31 December 2001	於二零零一年十二月三十一日結餘	482,197	-	206,686	15,333	1,219	107,218



36. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

c. Major non-cash transactions

- (i) In May 2001, the Group acquired a 15% equity interest in Best Praise Holdings Limited, a company incorporated in the British Virgin Islands, for a consideration of HK\$27,000,000. The consideration was satisfied by the issuance of 30,000,000 ordinary shares of the Company at HK\$0.9 per share.
- (ii) In October 2001, the Company distributed a special dividend in specie in the form of 46,668,926 shares in WorldMetal Holdings Limited, a subsidiary of the Company (Note 11).

37. SEGMENT INFORMATION

a. Primary segment

The Group is organised into five major operating units: (i) metal trading; (ii) metal manufacturing; (iii) property development; (iv) property investment; and (v) metal trading portals. An analysis by business segment is as follows:

		2001		2000	
		External sales 對外銷售 HK\$'000 港幣千元	Internal segment sales 內部銷售 HK\$'000 港幣千元	External sales 對外銷售 HK\$'000 港幣千元	Internal segment sales 內部銷售 HK\$'000 港幣千元
Turnover	營業額				
- Metal trading	- 金屬貿易	2,622,021	26,636	2,288,728	676
- Metal manufacturing	- 金屬加工製造	208,603	-	222,945	-
- Property development	- 房地產開發	103,034	-	51,852	-
- Property investment	- 房地產投資	9,404	-	9,418	-
- Metal trading portals	- 金屬電子交易所	30,605	12,062	26,270	2,655
- Others	- 其它	850	-	2,492	-
		2,974,517	38,698	2,601,705	3,331
Inter-segment elimination	內部撇銷	-	(38,698)	-	(3,331)
		2,974,517	-	2,601,705	-

36. 綜合現金流動表附註 (續)

c. 主要非現金交易

- (i) 於二零零一年五月，本集團以代價港幣27,000,000元購入於英屬處女群島成立之公司 Best Praise Holdings Limited 15%權益。此代價以發行30,000,000股本公司普通股，每股港幣0.9元支付。
- (ii) 於二零零一年十月，本公司以實物方式派送46,668,926股 WorldMetal Holdings Limited (為本公司之附屬公司) 股份作為特別股息(附註11)。

37. 分類資料

a. 主要分類

本集團由五個主要營運單位組成：(i)金屬貿易；(ii)金屬加工製造；(iii)房地產開發；(iv)房地產投資；及(v)金屬電子交易所。按業務劃分分析如下：

37. SEGMENT INFORMATION (continued)

37. 分類資料 (續)

a. Primary segment (continued)

a. 主要分類 (續)

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Profit from operations	經營溢利		
- Metal trading	- 金屬貿易	24,713	8,031
- Metal manufacturing	- 金屬加工製造	17,169	14,024
- Property development	- 房地產開發	47,207	16,315
- Property investment	- 房地產投資	6,580	6,553
- Metal trading portals	- 金屬電子交易所	11,137	500
- Others	- 其它	(2,862)	(3,113)
- Unallocated expenses	- 未能分類支出	(38,604)	(22,658)
		<b>65,340</b>	<b>19,652</b>
Depreciation and amortisation	折舊及攤銷		
- Metal trading	- 金屬貿易	386	388
- Metal manufacturing	- 金屬加工製造	7,280	7,827
- Property development	- 房地產開發	117	72
- Property investment	- 房地產投資	-	-
- Metal trading portals	- 金屬電子交易所	3,876	2,408
- Others	- 其它	1,178	658
- Unallocated depreciation and amortisation	- 未能分類折舊及攤銷	4,472	4,694
		<b>17,309</b>	<b>16,047</b>
Capital expenditures	資本開支		
- Metal trading	- 金屬貿易	998	627
- Metal manufacturing	- 金屬加工製造	2,865	1,712
- Property development	- 房地產開發	59	944
- Property investment	- 房地產投資	118,285	41,481
- Metal trading portals	- 金屬電子交易所	791	15,199
- Others	- 其它	10	2,077
- Unallocated capital expenditures	- 未能分類資本開支	192	1,382
		<b>123,200</b>	<b>63,422</b>

37. SEGMENT INFORMATION (continued)

37. 分類資料 (續)

a. Primary segment (continued)

a. 主要分類 (續)

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
<b>Assets</b>	<b>資產</b>		
- Metal trading	- 金屬貿易	690,095	688,055
- Metal manufacturing	- 金屬加工製造	167,450	167,885
- Property development	- 房地產開發	107,355	96,819
- Property investment	- 房地產投資	466,157	175,312
- Metal trading portals	- 金屬電子交易所	71,718	47,920
- Others	- 其它	2,287	5,552
- Unallocated assets	- 未能分類資產	199,994	240,734
		<b>1,705,056</b>	<b>1,422,277</b>
<b>Liabilities</b>	<b>負債</b>		
- Metal trading	- 金屬貿易	364,542	529,145
- Metal manufacturing	- 金屬加工製造	126,110	60,788
- Property development	- 房地產開發	59,252	47,305
- Property investment	- 房地產投資	227,983	1,157
- Metal trading portals	- 金屬電子交易所	5,858	5,581
- Others	- 其它	1,655	2,068
- Unallocated liabilities	- 未能分類負債	52,479	94,589
		<b>837,879</b>	<b>740,633</b>

b. Secondary segment

b. 次要分類

The Group has business operations in Mainland China, Hong Kong, Asia (other than Mainland China and Hong Kong), Europe, Australia and other regions. An analysis by geographical location is as follows:

本集團於中國、香港、亞洲(不包括中國及香港)、歐洲、澳洲及其它地區有業務運作。按地區分類的分析如下:

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
<b>Turnover*</b>	<b>營業額*</b>		
- Mainland China	- 中國	2,750,814	1,769,058
- Hong Kong	- 香港	41,825	101,957
- Asia (other than Mainland China and Hong Kong)	- 亞洲(不包括中國及香港)	74,259	640,899
- Europe	- 歐洲	62,504	40,394
- Australia	- 澳洲	30,068	28,350
- Others	- 其它	15,047	21,047
		<b>2,974,517</b>	<b>2,601,705</b>

37. SEGMENT INFORMATION (continued)

37. 分類資料 (續)

b. Secondary segment (continued)

b. 次要分類 (續)

		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Profit from operations	經營溢利		
- Mainland China	- 中國	79,167	29,420
- Hong Kong	- 香港	10,583	7,627
- Asia (other than Mainland China and Hong Kong)	- 亞洲 (不包括 中國及香港)	5,703	2,208
- Europe	- 歐洲	2,268	150
- Australia	- 澳洲	6,021	2,827
- Others	- 其它	202	78
- Unallocated expenses	- 未能分類支出	(38,604)	(22,658)
		<b>65,340</b>	<b>19,652</b>
Capital expenditures	資本開支		
- Mainland China	- 中國	121,975	46,200
- Hong Kong	- 香港	481	15,465
- Asia (other than Mainland China and Hong Kong)	- 亞洲 (不包括 中國及香港)	20	1,367
- Europe	- 歐洲	724	390
- Australia	- 澳洲	-	-
- Others	- 其它	-	-
		<b>123,200</b>	<b>63,422</b>
Assets	資產		
- Mainland China	- 中國	505,973	225,892
- Hong Kong	- 香港	1,156,542	1,137,408
- Asia (other than Mainland China and Hong Kong)	- 亞洲 (不包括 中國及香港)	23,111	5,575
- Europe	- 歐洲	5,059	5,064
- Australia	- 澳洲	6,503	40,536
- Others	- 其它	7,868	7,802
		<b>1,705,056</b>	<b>1,422,277</b>

\* Turnover by geographical location is determined mainly on the basis of the destination of delivery of merchandise.

\* 按地區分類的營業額主要以貨品送貨目的地作基準。

38. COMMITMENTS AND CONTINGENT LIABILITIES

38. 承擔及或然負債

a. Capital commitments

a. 資本承擔

		Consolidated 綜合	
		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Contracted but not provided for construction of properties under development	已簽約但未撥備 之在建物業建築	-	29,350

b. Operating lease commitments

b. 營業租賃承擔

Total commitments payable under various non-cancellable operating lease agreements in respect of rented premises extending to November 2004 are as follows:

已租樓宇之不可取消的營業租賃合同(直至二零零四年十一月)之承擔款項如下:

		Consolidated 綜合	
		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Amount payable	付款期:		
- within one year	- 一年內	1,642	4,509
- between one year to two years	- 一年至 兩年內	508	1,523
- between two years to five years	- 兩年至 五年內	178	446
		2,328	6,478

38. COMMITMENTS AND CONTINGENT LIABILITIES  
(continued)

38. 承擔及或然負債 (續)

b. Operating lease commitments (continued)

b. 營業租賃承擔 (續)

The commitments payable within the next twelve months are analysed as follows:

於未來十二個月內之承擔款分析如下：

		Consolidated 綜合	
		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Operating leases which expire:	營業租賃：		
- within one year	- 一年內到期	755	235
- in the second to fifth years inclusive	- 第二至 第五年內到期	887	4,274
		1,642	4,509

c. Contingent liabilities

c. 或然負債

The Group had the following contingent liabilities not provided for in the financial statements:

本集團在帳目中未作撥備之或然負債如下：

		Consolidated 綜合	
		2001 HK\$'000 港幣千元	2000 HK\$'000 港幣千元
Guarantee for general banking facilities granted to an associate	為聯營公司 銀行融資 作出之擔保	21,730	24,930
Shipping guarantees	銀行提貨擔保	6,827	11,287
Mainland China land appreciation tax	中國土地 增值稅	11,872	2,905
Guarantees given to banks for mortgage facilities granted to the buyers of the Group's properties	為集團物業購買者 按揭融資 向銀行作出 之擔保	9,337	2,805
		49,766	41,927

### 38. COMMITMENTS AND CONTINGENT LIABILITIES (continued)

#### d. Foreign exchange contracts

As at 31 December 2001, the Group had commitments in respect of outstanding foreign exchange contracts to buy Japanese Yen 193,500,000 (2000 - Nil) and United States Dollar 1,513,790 (2000 - Nil) at various rates totalling approximately HK\$23,610,000 (2000 - Nil). These contracts were entered into for hedging against currency fluctuations against firm purchase orders of metal products and certain outstanding payables as at 31 December 2001 denominated in those currencies.

### 39. CHARGE OF ASSETS

As at 31 December 2001, the following assets were pledged:

- a. Certain leasehold land and buildings with a net book value of approximately HK\$124,662,000 (2000 - HK\$129,328,000);
- b. Certain motor vehicles and office equipment of approximately HK\$3,290,000 (2000 - HK\$4,592,000);
- c. Investment properties with a net book value of approximately HK\$350,881,000 (2000 - HK\$173,500,000);
- d. Certain properties held for sale of approximately HK\$24,305,000 (2000 - HK\$23,749,000);
- e. Certain inventories of approximately HK\$9,751,000 (2000 - HK\$14,353,000) released under trust receipts bank loans; and
- f. Bank deposits amounting to approximately HK\$40,790,000 (2000 - HK\$54,400,000).

### 38. 承擔及或然負債 (續)

#### d. 外匯合同

於二零零一年十二月三十一日，本集團就以不同匯率購買193,500,000日元(二零零零年：無)及1,513,790美元(二零零零年：無)之外匯合同有約港幣23,610,000元(二零零零年：無)之承擔。訂立此合同用以對沖於二零零一年十二月三十一日經已落實之金屬產品購貨合同及應付帳之外匯風險。

### 39. 資產抵押

於二零零一年十二月三十一日，以下資產已予抵押：

- a. 部份租賃土地及樓宇帳面淨值約港幣124,662,000元(二零零零年：港幣129,328,000元)；
- b. 部份汽車及辦公室設備約港幣3,290,000元(二零零零年：港幣4,592,000元)；
- c. 投資物業帳面淨值約港幣350,881,000元(二零零零年：港幣173,500,000元)；
- d. 部份待售物業約港幣24,305,000元(二零零零年：港幣23,749,000元)；
- e. 信託貸款項下存貨約港幣9,751,000元(二零零零年：港幣14,353,000元)；及
- f. 銀行存款約港幣40,790,000元(二零零零年：港幣54,400,000元)。

### 39. CHARGE OF ASSETS (continued)

The Group's bank deposits (included in pledged bank deposits) of approximately HK\$1,133,000 (2000 – Nil) were temporarily held by certain banks as escrow pending settlement of mortgage loans granted by the banks to the buyers of the Group's properties (see Note 39.f).

### 40. EMPLOYEES RETIREMENT BENEFITS

The Group has arranged for its Hong Kong employees to participate in a defined contribution retirement scheme (the "Original Scheme"), which is managed by independently administered funds. The Group's monthly contributions are based on 5% of employees' monthly salaries. The employees are entitled to receive 100% of the Group's employer contribution and the accrued interest thereon upon retirement or leaving the Group after completing ten years of service or at a reduced scale of 30% to 90% after completing three to nine years of services.

For the Hong Kong employees employed after 1 December 2000, the Group has arranged for these employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Both the employer's and the employees' contributions are subject to a maximum of HK\$1,000 per month per employee.

As stipulated by the rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The Group contributes to retirement plans at rates of approximately 9% to 22.5% of the basic salaries of its employees in Mainland China, and has no further obligations for the actual payment of pensions or post-retirement benefits. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

### 39. 資產抵押 (續)

本集團銀行存款(計入已抵押銀行存款)約港幣1,133,000元(二零零零年:無)均由若干銀行暫時預留作保證金,直至集團物業購買者償清銀行按揭融資(見附註39.f)。

### 40. 僱員退休福利

本集團為香港僱員安排由獨立基金管理之固定供款退休計劃(「原計劃」)。本集團每月之供款按僱員月薪百分之五計算。於退休或完成滿十年服務後離開本集團,僱員均有權收取全數集團的僱主供款及應計利息,完成滿三至九年服務則可按30%至90%比例收取部份。

本集團為二零零零年十二月一日後入職香港僱員安排參與強制性公積金計劃(「強積金計劃」),一個由獨立受託人管理的定額供款計劃。根據強積金計劃,本集團及其僱員各自須按照強制性公積金條例的規定,每月將僱員薪金的5%作供款。僱主及僱員的各自供款最高為每名僱員每月港幣1,000元。

根據中國法例規定,本集團為其中國僱員參與國家資助的退休福利計劃。本集團按其僱員基本薪金約9%至22.5%供款。除年度供款外,本集團毋須承擔其它實際退休金付款或退休後福利的責任。國家資助的退休計劃負責應付退休僱員的全部退休責任。



#### 40. EMPLOYEES RETIREMENT BENEFITS (continued)

During the year, the aggregate amount of the Group's contributions to the aforementioned schemes was approximately HK\$1,368,000 (2000 – HK\$935,000), after deducting approximately HK\$187,000 (2000 – HK\$142,000) forfeited contributions of the Original Scheme. As at 31 December 2001, there was no material forfeited contribution available to reduce the Group's employer contribution payable in future periods.

#### 41. SUBSEQUENT EVENTS

The following significant transactions took place subsequent to 31 December 2001 and up to the approval date of these financial statements:

- a. On 8 January 2002, Burwill (China) Limited ("BCL"), a subsidiary, entered into an agreement with 東莞市寶城軋鋼聯營廠 ("the Mainland China shareholder"), the minority shareholder of Dongguan Baohua Steel-Rolling Co., Limited. ("Dongguan Baohua"), pursuant to which the Mainland China shareholder and BCL agreed to transfer the entire assets of Dongguan Baohua to 東莞東城寶威鋼管有限公司, a wholly foreign owned enterprise established by the Group in Mainland China, for a cash consideration of approximately Renminbi 15,329,000 (equivalent to HK\$14,461,000) payable to Dongguan Baohua. The consideration is payable in four instalments upon obtaining the approval from the relevant local government in Mainland China. Dongguan Baohua will be put into voluntary liquidation after the transfer of assets. The transfer is expected to be completed upon fulfillment of certain conditions set out in the agreement.

#### 40. 員工退休福利 (續)

於年內，本集團對上述退休福利計劃作出的供款總額約港幣1,368,000元(二零零零年：港幣935,000元)，已扣減約港幣187,000元(二零零零年：港幣142,000元)沒收供款。於二零零一年十二月三十一日，本集團並無重大沒收供款可於將來作扣減僱主供款。

#### 41. 結算日後事項

下列重大交易於二零零一年十二月三十一日後至本財務報表授權日期間進行：

- a. 於二零零二年一月八日，寶威(中國)有限公司(「寶威中國」)與東莞寶華軋鋼有限公司(「東莞寶華」)之少數股東，東莞市寶城軋鋼聯營廠(「中國股東」)簽訂協議，中國股東及寶威中國同意支付東莞寶華現金代價約人民幣15,329,000元(相等於港幣14,461,000元)以轉讓東莞寶華全部資產至本集團於中國成立之外資企業東莞東城寶威鋼管有限公司。待得到中國相關地方政府批准後，會以四期分期支付代價。資產轉移後，東莞寶華會被自願清盤。預期轉讓於協議所訂的若干條件履行後完成。

#### 41. SUBSEQUENT EVENTS (continued)

- b. On 7 February 2002, the Company entered into two memoranda of understanding with the Yunnan Flower Association and the Department of Agriculture of the Yunnan Province, respectively, in connection with the intention to cooperate in the business development and marketing of flowers and agricultural products in Yunnan Province, Mainland China. The terms of the cooperation are not yet finalised as at the approval date of these financial statements.

#### 42. PRIOR YEAR COMPARATIVE FIGURES

In addition to the prior year adjustment raised to reflect the impairment loss in respect of goodwill previously eliminated against reserves as a result of the first adoption of the transitional provisions of SSAP 30 as detailed in Note 2 to the financial statements, certain prior year comparative figures have been reclassified to conform to the current year's presentation.

#### 41. 結算日後事項 (續)

- b. 於二零零二年二月七日，本公司就中國雲南省發展及推銷花卉及農業蔬果的合作意向分別與雲南省花卉產業聯合會及雲南省農業廳簽訂2份諒解備忘錄。於此財務報表授權日，合作內容仍未定案。

#### 42. 前期比較數字

除財務報表附註2所述，因第一次採用會計實務準則第30號之過渡條款而產生的前期調整數，以反映已在儲備中撤銷之商譽之減值虧損外，若干比較數字亦就本年間列示形式重新分類。