

Notes to Financial Statements

31 December 2002

1. CORPORATE INFORMATION

The registered office of Global China Group Holdings Limited is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

During the year, the Group was involved in the following principal activities:

- media
- property holding
- commercial printing (discontinued during the year)
- trading of photographic and electronic products
- investment holding

In the opinion of the directors, Luckman Trading Limited ("Luckman") is the Company's controlling shareholder, which is incorporated in the British Virgin Islands.

The financial year end date of the Company was changed from 31 March to 31 December with effect from 19 November 2001. The current year financial statements cover a period of 12 months from 1 January 2002 to 31 December 2002. Accordingly, the comparative amounts presented for the above consolidated profit and loss account are for a period of nine months from 1 April 2001 to 31 December 2001.

1. 公司資料

泛華集團控股有限公司註冊辦事處位於 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本集團年內從事之主要業務如下：

- 媒體
- 物業持有
- 商業印刷(已於年內終止)
- 攝影器材及電子產品貿易
- 投資控股

董事認為於英屬處女群島註冊成立的 Luckman Trading Limited (「Luckman」) 為本公司之控權股東。

本公司財政年度年結日自二零零一年十一月十九日起由三月三十一日改為十二月三十一日。本年度財務報表由二零零二年一月一日至二零零二年十二月三十一日止十二個月。故上文所述之綜合損益表呈列之比較數字由二零零一年四月一日至二零零一年十二月三十一日止九個月。

2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE (“SSAPs”)

The following new and revised SSAPs are effective for the first time for the current year’s financial statements:

- SSAP 1 (Revised): “Presentation of financial statements”
- SSAP 11 (Revised): “Foreign currency translation”
- SSAP 15 (Revised): “Cash flow statements”
- SSAP 33: “Discontinuing operations”
- SSAP 34: “Employee benefits”

These SSAPs prescribe new accounting measurement and disclosure practices. The major effects on the Group’s accounting policies and on the amounts disclosed in these financial statements of adopting these SSAPs which have had a significant effect on the financial statements are summarised as follows:

SSAP 1 prescribes the basis for the presentation of financial statements and sets out guidelines for their structure and minimum requirements for the content thereof. The principal impact of the revision to this SSAP is that a consolidated statement of changes in equity is now presented on pages 50 to 51 of this Annual Report in place of the consolidated statement of recognised gains and losses that was previously required and the Group reserves’ note.

2. 全新及經修訂會計實務準則的影響

以下新頒佈和經修訂會計實務準則首次在本年度財務報表生效：

- 會計實務準則 第1號(經修訂)：「財務報表之呈列方式」
- 會計實務準則 第11號(經修訂)：「外幣換算」
- 會計實務準則 第15號(經修訂)：「現金流量表」
- 會計實務準則 第33號：「終止中業務」
- 會計實務準則 第34號：「僱員福利」

該等會計實務準則訂明新會計計算及披露規定，而採納該等對財務報表有重大影響的會計實務準則對本集團之會計政策及於本財務報表所披露之數額之主要影響概述如下：

會計實務準則第1號訂明呈列財務報表之基準，並分別就財務報表之結構以及內容之最低要求訂定指引。修訂該會計實務準則之主要影響在於以現時呈報於財務報表第50及51頁之綜合權益變動表取代過往須呈報之綜合已確認損益表以及本集團儲備附註。

Notes to Financial Statements

31 December 2002

2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE ("SSAPs")

(continued)

SSAP 11 prescribes the basis for the translation of foreign currency transactions and financial statements. The principal impact of the revision of this SSAP on the consolidated financial statements is that the profit and loss accounts of overseas subsidiaries, jointly-controlled entities and associates are now translated to Hong Kong dollars at the weighted average exchange rates for the year, whereas previously they were translated at the exchange rates ruling at the balance sheet date. The adoption of the revised SSAP 11 has had no material effect on the financial statements. Further details of this change are included in the accounting policy for "Foreign currencies" in note 3 to the financial statements.

2. 全新及經修訂會計實務準則的影響 (續)

會計實務準則第11號訂明換算外幣交易及財務報表之基準。修訂該會計實務準則對綜合財務報表之主要影響在於海外的附屬公司、共同控制公司及聯營公司之損益表現時按該年度之加權平均匯率換算為港元，而過往則按結算日之匯率換算。採納經修訂會計實務準則第11號對財務報表並無重大影響。變動詳情載於財務報表附註3「外幣」之會計政策內。

2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE ("SSAPs")

(continued)

SSAP 15 prescribes the revised format for the cash flow statement. The principal impact of the revision of this SSAP is that the consolidated cash flow statement now presents cash flows under three headings, cash flows from operating, investing and financing activities, rather than the five headings previously required. The format of the cash flow statement set out on pages 52 to 56 of this Annual Report and the notes thereto have been revised in accordance with the new requirements. In addition, cash flows from overseas subsidiaries arising during the year are now translated to Hong Kong dollars at the exchange rates at the dates of the cash flows or if applicable, at the weighted average exchange rates, whereas previously they were translated at the exchange rates at the balance sheet date. Further details of these changes are included in the accounting policies for "Cash and cash equivalents" and "Foreign currencies" in note 3 and in note 37(a), respectively, to the financial statements.

SSAP 33 replaces the existing disclosure requirements for discontinuing operations, which were previously included in SSAP 2. The SSAP defines a discontinuing operation and prescribes when an enterprise should commence including discontinuing operations disclosures in its financial statements and the disclosures required. The principal impact of the SSAP is that more extensive disclosures concerning the Group's discontinued operations are now included in note 8 to the financial statements.

2. 全新及經修訂會計實務準則的影響(續)

會計實務準則第15號訂明現金流量表之經修訂格式。修訂該會計實務準則之主要影響在於綜合現金流量表現時將現金流量歸類為三個項目，分別為經營、投資及融資活動之現金流量，以取代過往規定之五個項目。現金流量表之格式載於本年報第52至56頁，而其附註則已按新規定修訂。此外，海外附屬公司於年內產生之現金流量現時按產生現金流量日期之匯率或以(如適用)加權平均匯率換算為港元，過往則按結算日之匯率換算。上述變動詳情分別載於財務報表附註3「現金及現金等值項目」及「外幣」之會計政策，以及附註37(a)。

會計實務準則第33號替代終止中業務之現有披露規定，此項規定以往載於會計實務準則第2號。此會計實務準則界定終止中業務及訂明何時企業須於財務報表中開始披露終止中業務及披露規定。此會計實務準則之主要影響在於須就本集團終止中業務作出更詳盡披露，詳情載於財務報表附註8。

Notes to Financial Statements

31 December 2002

2. IMPACT OF NEW AND REVISED STATEMENTS OF STANDARD ACCOUNTING PRACTICE ("SSAPs")

(continued)

SSAP 34 prescribes the recognition and measurement criteria to apply to employee benefits, together with the required disclosures in respect thereof. The adoption of this SSAP has resulted in no change to the previously adopted accounting treatments for employee benefits. However, disclosures are now required in respect of the Company's share option schemes, as detailed in note 35 to the financial statements. These share option schemes disclosures are similar to those required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") previously included in the Report of the Directors, which are now required to be included in the notes to the financial statements as a consequence of the SSAP.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with Hong Kong Statements of Standard Accounting Practice, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for the periodic remeasurement of certain fixed assets, investment properties and investments in securities, as further explained below.

2. 全新及經修訂會計實務準則的影響(續)

會計實務準則第34號訂明有關僱員福利之確認及計算準則，以及相關之披露規定。採納該會計實務準則對過往所採納之僱員福利會計處理並無影響。惟本公司須就本公司之購股權計劃作出披露，詳情載於財務報表附註35。該等購股權計劃之披露與過往董事會報告內根據香港聯合交易所有限公司證券上市規則(「上市規則」)規定之披露相若，現時因應該會計實務準則之規定而載入財務報表附註中。

3. 主要會計政策概要

編製之基準

財務報表乃按照香港會計實務準則、香港公認會計原則及香港公司條例之披露規定編製。財務報表乃按歷史成本慣例編製，惟不包括定期進行重新估值之若干固定資產、投資物業及證券投資，詳情載於下文。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2002. The results of subsidiaries acquired or disposed of during the year are consolidated from or to their effective dates of acquisition or disposal, respectively. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

Minority interests represent the interests of outside shareholders in the results and net assets of the Company's subsidiaries.

Subsidiaries

A subsidiary is a company whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's profit and loss account to the extent of dividends received and receivable. The Company's interests in subsidiaries are stated at cost less any impairment losses.

Joint venture companies

A joint venture company is a company set up by contractual arrangement, whereby the Group and other parties undertake an economic activity. The joint venture company operates as a separate entity in which the Group and the other parties have an interest.

3. 主要會計政策概要(續)

綜合賬目之基準

綜合財務報表乃將本公司及其附屬公司截至二零零二年十二月三十一日止年度之財務報表綜合計算。年內購入或出售之附屬公司之業績乃分別由其實際購入日期開始或計至其實際出售日期止作綜合計算。本集團內各公司間之重大交易及結餘均在綜合計算賬目時對銷。

少數股東權益指外界股東於本公司附屬公司之業績及資產淨值所擁有之權益。

附屬公司

附屬公司指本公司直接或間接控制其財務及營運政策，以從中取得利益之公司。

附屬公司業績只按已收及應收股息計入本公司之損益表。本公司於附屬公司之權益乃按成本減去減值虧損列值。

合營企業

合營企業乃一間根據合約性安排而成立之公司，據此，本集團與其他各方經營一項商業業務。合營企業以一個獨立實體經營而本集團與其他各方均擁有其權益。

Notes to Financial Statements

31 December 2002

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Joint venture companies (continued)

The joint venture agreement between the venturers stipulates the capital contributions of the joint venture parties, the duration of the joint venture and the basis on which the assets are to be realised upon its dissolution. The profits and losses from the joint venture company's operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with the terms of the joint venture agreement.

A joint venture company is treated as:

- (a) a subsidiary, if the Company has unilateral control, directly or indirectly, over the joint venture company;
- (b) a jointly-controlled entity, if the Company does not have unilateral control, but has joint control, directly or indirectly, over the joint venture company;
- (c) an associate, if the Company does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture company's registered capital and is in a position to exercise significant influence over the joint venture company; or

3. 主要會計政策概要 (續)

合營企業 (續)

各合營者之間之合營協議訂明各合營者於合營企業之出資額、合營企業經營之年期及在其解散時變現資產之基準。經營合營企業所得溢利和虧損及任何盈餘資產之分派乃由各合營者按各自之出資額比例或按照合營協議之條款而攤分。

合營企業於下列情況下乃被視為：

- (a) 附屬公司，如本公司對該合營企業擁有單方面直接或間接控制權；
- (b) 共同控制公司，如本公司對該合營企業並無單方面直接或間接控制權，但可直接或間接共同控制該合營企業；
- (c) 聯營公司，如本公司不可單方面或共同直接或間接控制該合營企業，惟通常直接或間接持有其不少於20%之註冊資本，並可對該合營企業行使重大影響力；或

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Joint venture companies (continued)

- (d) a long term investment, if the Company holds, directly or indirectly, less than 20% of the joint venture company's registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture company.

Jointly-controlled entities

A jointly-controlled entity is a joint venture company which is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entity.

The Group's share of the post-acquisition results and reserves of jointly-controlled entities is included in the consolidated profit and loss account and consolidated reserves, respectively. The Group's interests in jointly-controlled entities are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses. Goodwill or negative goodwill arising from the acquisition of jointly-controlled entities, which was not previously eliminated or recognised in the consolidated reserves, is included as part of the Group's interests in jointly-controlled entities.

Associates

An associate is a company, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

3. 主要會計政策概要 (續)

合營企業 (續)

- (d) 長期投資，如本公司直接或間接持有該合營企業不足20%之註冊資本，且不可直接或間接共同控制該合營企業或對其行使重大影響力。

共同控制公司

共同控制公司指受聯合控制的合營企業，令參與各方不會單方面控制共同控制公司之經濟活動。

本集團應佔共同控制公司之收購後業績及儲備分別計入綜合損益表和綜合儲備內。本集團於共同控制公司之權益，乃以權益會計法，按本集團應佔之資產淨值減去減值虧損後，列於綜合資產負債表內。收購共同控制公司所產生而以前並無在綜合儲備中對銷或確認之商譽或負商譽，會包括在本集團在共同控制公司之權益之一部份。

聯營公司

聯營公司乃本集團長期整體持有其不少於20%之投票權並可對其發揮重大影響力、但並非歸類為附屬公司或共同控制公司之公司。

Notes to Financial Statements

31 December 2002

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Associates (continued)

The Group's share of the post-acquisition results and reserves of associates is included in the consolidated profit and loss account and consolidated reserves, respectively. The Group's interests in associates are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The results of associates are included in the Company's profit and loss account to the extent of dividends received and receivable. The Company's interests in associates are treated as long term assets and are stated at cost less any impairment losses.

Goodwill

Goodwill arising on the acquisition of subsidiaries, associates and jointly-controlled entities represents the excess of the cost of the acquisition over the Group's share of the fair values of the identifiable assets and liabilities acquired as at the date of acquisition.

Goodwill arising on acquisition is recognised in the consolidated balance sheet as an asset and amortised on the straight-line basis over its estimated useful life of 3 to 10 years. In the case of associates and jointly-controlled entities, any unamortised goodwill is included in the carrying amount thereof, rather than as a separately identified asset on the consolidated balance sheet.

3. 主要會計政策概要 (續)

聯營公司 (續)

本集團應佔聯營公司之收購後業績及儲備分別計入綜合損益表及綜合儲備內。本集團於聯營公司之權益，乃以權益會計法，按本集團應佔之資產淨值減去減值虧損後，列於綜合資產負債表內。

本公司損益表中所計入的聯營公司業績乃按已收及應收股息入賬。本公司於聯營公司之權益被視為長期資產論，以成本值減去減值虧損後列賬。

商譽

因收購附屬公司、聯營公司及共同控制公司所產生之商譽，乃指收購成本超逾本集團於收購當日購入之可識別的資產及負債應佔部份的公允價值之差額。

收購所產生之商譽會在綜合資產負債表確認為資產，並以直線法按估計可使用年期三至十年攤銷。若為聯營公司及共同控制公司，任何未攤銷的商譽會包括在其賬面值中，而不會在綜合資產負債表內列作為獨立可識別資產。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill (continued)

On disposal of subsidiaries, associates or jointly-controlled entities, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of goodwill which remains unamortised and any relevant reserves, as appropriate.

The carrying amount of goodwill is reviewed annually and written down for impairment when it is considered necessary. A previously recognised impairment loss for goodwill is not reversed unless the impairment loss was caused by a specific external event of an exceptional nature that was not expected to recur, and subsequent external events have occurred which have reversed the effect of that event.

Negative goodwill

Negative goodwill arising on the acquisition of subsidiaries, associates and jointly-controlled entities represents the excess of the Group's share of the fair values of the identifiable assets and liabilities acquired as at the date of acquisition, over the cost of the acquisition.

To the extent that negative goodwill relates to expectations of future losses and expenses that are identified in the acquisition plan and that can be measured reliably, but which do not represent identifiable liabilities as at the date of acquisition, that portion of negative goodwill is recognised as income in the consolidated profit and loss account when the future losses and expenses are recognised.

3. 主要會計政策概要 (續)

商譽 (續)

出售附屬公司、聯營公司或共同控制公司時，出售盈虧會按出售當日之資產淨值計算，包括應佔尚未攤銷之商譽之金額以及任何儲備(如適用)。

商譽之賬面值會每年檢討，並會在有需要時為減值撇減。除非減值虧損是由於一件預期不會再發生之外來特別事故所引致，而外界其後所發生之事件對該事件有撥回影響，否則之前確認之商譽減值不會撥回。

負商譽

因收購附屬公司、聯營公司及共同控制公司所產生的負商譽，即指本集團在收購當日購入之可識別資產及負債應佔部份之公允價值之權益超出收購成本之差額。

倘若負商譽為收購計劃內已確定且能可靠計算的預期未來虧損及開支，且並非指於收購當日之可確定負債時，該部份之負商譽會在未來虧損和開支確認時，在綜合損益表內確認為收入。

Notes to Financial Statements

31 December 2002

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Negative goodwill (continued)

To the extent that negative goodwill does not relate to identifiable expected future losses and expenses as at the date of acquisition, negative goodwill is recognised in the consolidated profit and loss account on a systematic basis over the remaining average useful life of the acquired depreciable/amortisable assets. The amount of any negative goodwill in excess of the fair values of the acquired non-monetary assets is recognised as income immediately.

In the case of associates and jointly-controlled entities, any negative goodwill not yet recognised in the consolidated profit and loss account is included in the carrying amount thereof, rather than as a separately identified item on the consolidated balance sheet.

SSAP 30 "Business combinations" was adopted as at 1 April 2001. Prior to that date, negative goodwill arising on acquisitions was credited to the capital reserve in the year of acquisition. On the adoption of SSAP 30, the Group applied the transitional provision of SSAP 30 that permitted such negative goodwill to remain credited to the capital reserve. Negative goodwill on acquisitions subsequent to 1 April 2001 is treated according to the SSAP 30 negative goodwill accounting policy above.

3. 主要會計政策概要 (續)

負商譽 (續)

倘若負商譽與收購當日之已確定未來虧損和開支無關時，負商譽會在綜合損益表內，按所收購的可折舊／攤銷資產之尚餘平均可用年期，以有系統之基準確認。任何負商譽的價值超出所收購之非貨幣資產之公允價值的部份會即時確認為收入。

若為聯營公司及共同控制公司，任何尚未在綜合損益表內確認的負商譽會包括在其賬面值中，而不會在綜合資產負債表內分開確認。

會計實務準則第30號「業務合併」於二零零一年四月一日採納。於該日前，因收購而產生之負商譽已在收購年度計入資本儲備中。採納會計實務準則第30號後，本集團採用會計實務準則第30號之過渡條文。條文准許二零零一年四月一日前因收購而產生之負商譽繼續計入資本儲備中。二零零一年四月一日後進行之收購而產生之負商譽會按上述會計實務準則第30號負商譽之會計政策處理。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Negative goodwill (continued)

On disposal of subsidiaries, associates or jointly-controlled entities, the gain or loss on disposal is calculated by reference to the net assets at the date of disposal, including the attributable amount of negative goodwill which has not been recognised in the consolidated profit and loss account and any relevant reserves, as appropriate. Any attributable negative goodwill previously credited to the capital reserve at the time of acquisition is written back and included in the calculation of the gain or loss on disposal.

Related parties

Parties are considered to be related if one party 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. Related parties may be individuals or corporate entities.

Impairment of assets

An assessment is made at each balance sheet date of whether there is any indication of impairment of any asset, or whether there is any indication that an impairment loss previously recognised for an asset in prior years may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. An asset's recoverable amount is calculated as the higher of the asset's value in use or its net selling price.

3. 主要會計政策概要 (續)

負商譽 (續)

出售附屬公司、聯營公司或共同控制公司時，出售盈虧會按出售當日之資產淨值計算，包括尚未在損益表及任何相關儲備(如適用)內確認負商譽應佔金額。任何已經於收購時計入資本儲備之負商譽會予以撥回，並包括在出售盈虧之中。

關連人士

任何一方有能力直接或間接控制對方或可能對對方之財務及營運決策發揮重大影響力者被視為關連人士，而任何共同受到控制或重大影響之各方亦為關連人士。關連人士可以是個人或公司。

資產減值

本集團於每個結算日進行評估，評估資產是否出現減值跡象，或有否顯示某項資產過往年度所確認之減值已不再存在或已減少。倘出現任何有關之跡象，則估計資產之可收回數額。資產之可收回數額按資產之使用價值或其售價淨額之較高者計算。

Notes to Financial Statements

31 December 2002

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of assets (continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. An impairment loss is charged to the profit and loss account in the period in which it arises, unless the asset is carried at a revalued amount, when the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, however not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation), had no impairment loss been recognised for the asset in prior years.

A reversal of an impairment loss is credited to the profit and loss account in the period in which it arises, unless the asset is carried at a revalued amount, when the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

3. 主要會計政策概要 (續)

資產減值 (續)

減值虧損只於資產之賬面值超過其可收回數額時確認。減值虧損於其產生之期間在損益表中支銷，除非資產乃按估值列賬，則減值虧損乃根據該項重估資產的有關會計政策入賬。

之前確認之減值虧損只於用以釐訂資產之可收回數額之估計出現變動始能撥回，惟該數額不得超過假設有關資產於過往年度並未有確認減值虧損而予以釐訂之賬面值（扣除任何折舊／攤銷）。

撥回之減值虧損乃於其產生之期間計入損益表，除非資產仍按估值列賬，則撥回減值虧損，乃根據該項重估資產的有關會計政策入賬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fixed assets and depreciation

Fixed assets, other than investment properties, are stated at cost or valuation less accumulated depreciation and any 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 fixed assets have been put into operation, such as repairs and maintenance, is normally charged to the profit and loss account 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 fixed asset, the expenditure is capitalised as an additional cost of that asset.

Changes in values of fixed assets, other than investment properties, are dealt with as movements in the revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the profit and loss account. Any subsequent revaluation surplus is credited to the profit and loss account to the extent of the deficit previously charged. On disposal of a revalued asset, the relevant portion of the revaluation reserve realised in respect of previous valuation is transferred to retained earnings as a movement in reserves.

3. 主要會計政策概要 (續)

固定資產及折舊

除投資物業以外之固定資產按成本值或估值減去累計折舊及任何減值虧損列賬。資產之成本值包括其購買價及促使有關資產達致其現時營運狀況及地點作擬定用途所產生之任何直接應計成本。固定資產投產後所產生之支出，例如維修及保養，通常於產生支出期間自損益表扣除。倘若可清楚顯示有關支出將令日後使用該固定資產時帶來經濟利益，則支出將撥充資本，作為該項資產之額外成本。

除投資物業以外之固定資產價值之變動乃作為重估儲備變動處理。倘若個別資產之重估儲備總數不足以填補其虧絀，則多出之虧絀會於損益表內扣除。其後如有任何重估盈餘，會以先前扣除之虧絀為限，計入損益表。重新估值之資產如予出售，重估儲備中就先前估值所變現之有關部份會轉至保留盈利，作為儲備變動。

Notes to Financial Statements

31 December 2002

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fixed assets and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost or valuation of each asset over its estimated useful life, after taking into account its estimated residual value, if any. The principal annual rates used for this purpose are as follows:

Freehold land	Nil
Leasehold land	Over the lease terms
Buildings	2%-5%
Leasehold improvements	20%-33%
Furniture, fixtures and equipment	10%-30%
Motor vehicles	20%

The gain or loss on disposal or retirement of a fixed asset recognised in the profit and loss account is the difference between the net proceeds on disposal and the carrying amount of the relevant asset.

3. 主要會計政策概要 (續)

固定資產及折舊 (續)

折舊乃以直線法按各項資產之估計可使用年期及其估計剩餘價值(如有)後撇銷其成本值或估值。折舊之主要年率如下：

永久業權土地	無
租賃土地	按租賃年期
樓宇	2%–5%
租賃物業裝修	20%–33%
傢俬、裝置及設備	10%–30%
汽車	20%

因固定資產出售或退廢所產生並於損益表內確認之收益或虧損乃出售該項資產所得款項淨額與其賬面值之差額。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are intended to be held on a long term basis for their investment potential, any rental income being negotiated at arm's length. Such properties are not depreciated and are stated at their open market values on the basis of annual professional valuations performed at the end of each financial year. Changes in the values of investment properties are dealt with as movements in the investment property revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on a portfolio basis, the excess of the deficit is charged to the profit and loss account. Any subsequent revaluation surplus is credited to the profit and loss account to the extent of the deficit previously charged.

On disposal of an investment property, the relevant portion of the investment property revaluation reserve realised in respect of previous valuations is released to the profit and loss account.

Intangible assets

Intangible assets represent purchased data library, copyright, trademark and domain name which are stated at cost and amortised on the straight-line basis over their estimated useful lives of 20 years.

3. 主要會計政策概要 (續)

投資物業

投資物業指建築工程及發展已完成並擬就其投資潛力而長期持有之土地及樓宇權益，而有關租金收入按公平磋商釐定。該等物業不予折舊，並按每個財政年度終結時專業估值所得之公開市值入賬。投資物業價值之變動均列作投資物業重估儲備之變動。若按投資組合基準計算，倘該儲備總額不足以彌補有關虧絀，則虧絀額會自損益表扣除。其後之任何重估盈餘計入損益表，惟以先前支銷之虧絀為限。

於出售投資物業時，根據以往估值變現之投資物業重估儲備之有關部份將撥入損益表內。

無形資產

無形資產指所購入之資料庫、版權、商標及域名，按成本列賬，並以直線法按估計可使用年期20年攤銷。

Notes to Financial Statements

31 December 2002

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leased assets

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases are included in fixed assets and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the profit and loss account so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to the profit and loss account on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the profit and loss account on the straight-line basis over the lease terms.

3. 主要會計政策概要 (續)

租賃資產

融資租約指資產擁有權(除法定業權外)所涉之絕大部份回報及風險屬於本集團之租約。於融資租約生效時，租賃資產之成本按最低租金之現值撥充資本，並連同債務(不包括利息部份)記錄，以反映採購及融資。根據已撥充資本之融資租約所持有之資產計入固定資產，並按租期與資產估計可使用年期之較短者計算折舊。此等租約之融資成本自損益表扣除，用以為租約年內提供一個固定定期扣除率。

經營租約乃指資產擁有權所涉之絕大部份回報及風險仍屬於出租者之租約。倘本集團為出租者，本集團根據經營租約所租賃之資產乃計入非流動資產，經營租約的應收租金乃於租約期內以直線法形式計入損益表。倘本集團乃承租者，經營租約之應付租金均按照租約年期以直線法自損益表扣除。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Long term investments

Long term investments are non-trading investments in listed and unlisted equity securities intended to be held on a long term basis.

Long term investments are stated at cost less provisions for any impairment losses, on an individual investment basis.

When impairments in values have occurred, the carrying amounts of the securities are reduced to their fair values, as estimated by the directors and the amounts of the impairments are charged to the profit and loss account in the period in which they arise. Where the circumstances and events which led to an impairment cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future, the amount of the impairment previously charged and any appreciation in fair value is credited to the profit and loss account to the extent of the amount previously charged.

Short term investments

Short term investments are investments in equity securities held for trading purposes and are stated at their fair values on the basis of their quoted market prices at the balance sheet date, on an individual investment basis. The gains or losses arising from changes in the fair value of a security are credited or charged to the profit and loss account in the period in which they arise.

3. 主要會計政策概要 (續)

長期投資

長期投資為擬長期持有且不作買賣之上市及非上市股本證券投資。

長期投資按個別投資之成本值減去減值虧損後列賬。

當出現減值情況時，有關證券之賬面值乃削減至由董事所估計之公平值，而減值數額乃於產生時計入損益表。當情況或事件導致減值現象停止存在而且有確定憑證證明新情況及事項於可預見之將來持續，則先前扣除之減值額及任何公允值增加額乃按先前扣除之金額為上限計入損益表。

短期投資

短期投資為以持作買賣用途之股本證券投資，乃按個別投資於結算日之市場報價以其公允價值列賬。證券之公允價值變動所產生之收益或虧損，於產生期間計入損益表或自損益表內扣除。

Notes to Financial Statements

31 December 2002

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other investments

Other investments represent club memberships which are intended to be held for long term purposes. They are stated at cost less any impairment losses, on an individual investment basis.

Properties held for sale

Properties held for sale are stated at the lower of cost, comprising land, construction and borrowing costs where appropriate, and net realisable value.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on actual cost, first-in, first-out basis or weighted average basis, where appropriate and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

3. 主要會計政策概要 (續)

其他投資

其他投資為擬長期持有之會所會籍，按個別投資之成本值減去減值虧損後列賬。

持作出售物業

持作出售物業按成本值(包括土地、建築及借貸成本(如適用))與可變現淨值兩者中之較低者列賬。

存貨

存貨按成本值與可變現淨值兩者中之較低者列賬。成本值乃根據實際成本、先入先出法或加權平均法(取適用者)計算。就在製品及製成品而言，成本值包括直接材料、直接人工及適當比例之經常性費用。可變現淨值以估計售價扣除完成及出售時預期所產生之任何估計成本計算。

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括留存現金及活期存款以及可隨時轉換為已知數額現金、並無重大價值變動風險及一般於購入時三個月內到期之短期可變現投資，減須於要求時即時償還之銀行透支，並構成本集團現金管理方面不可或缺之一部份。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents (continued)

For the purpose of the balance sheet, cash and cash equivalents comprise cash on hand and at banks, including time deposits, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the balance sheet date of future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in the finance costs in the profit and loss account.

Deferred tax

Deferred tax is provided, using the liability method, on all significant timing differences to the extent it is probable that the liability will crystallise in the foreseeable future. A deferred tax asset is not recognised until its realisation is assured beyond reasonable doubt.

3. 主要會計政策概要 (續)

現金及現金等值項目 (續)

就資產負債表而言，現金及現金等值項目包括並無限制用途之手頭及銀行現金(包括定期存款)。

撥備

倘因過往事項而產生之現時責任(法律或推定)，且將來極可能需有資源流出以應付有關責任時，則予以確認為撥備，惟責任所涉及之數額必須能可靠地估計。

倘貼現之影響屬重大時，所確認撥備之數額乃為預期須支付有關責任之未來開支於結算日之現值。因時間流逝而導致所貼現之現值增加之數額，乃計入損益賬之融資成本中。

遞延稅項

倘若負債有可能於可見將來出現，則會採用負債法就重大之時差作出遞延稅項撥備。遞延稅項資產不會予以確認，除非此遞延稅項可毫無疑問地變現。

Notes to Financial Statements

31 December 2002

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) rental income, on a time proportion basis over the lease terms;
- (c) interest income, on a time proportion basis taking into account the principal outstanding and the effective interest rate applicable;
- (d) dividend income, when the shareholders' right to receive payment is established;
- (e) circulation income, when the newspapers are delivered;
- (f) advertising income, when the advertisements are published or broadcasted;
- (g) from the rendering of services, when the services are rendered; and

3. 主要會計政策概要 (續)

收益確認

收益乃於本集團有可能獲得經濟利益及當收益能可靠地計算時，按下列基準確認入賬：

- (a) 貨品之銷售於擁有權之重大風險及回報均已轉嫁予買家時入賬，惟本集團必須並無維持該等已出售貨品一般與擁有權有關之管理權，亦無實際控制權；
- (b) 租金收入按租賃年期以時間比例計算入賬；
- (c) 利息收入以未償還本金及適用的有效利率按時間比例計算入賬；
- (d) 股息收入於股東獲得收款之權利確立時入賬；
- (e) 發行收入於報章交貨時入賬；
- (f) 廣告收入於廣告刊登或廣播時入賬；
- (g) 提供服務之收入於提供服務後入賬；及

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

- (h) revenue from sale of properties, upon the completion of the formal sale and purchase agreement.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained earnings within the capital and reserves section of the balance sheet, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because bye-law 140 of the Company's bye-laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Borrowing costs

Borrowing costs are charged to the profit and loss account in the period in which they are incurred.

Foreign currencies

Foreign currency transactions are recorded at the applicable exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the applicable exchange rates ruling at that date. Exchange differences are dealt with in the profit and loss account.

3. 主要會計政策概要 (續)

收益確認 (續)

- (h) 出售物業收入於正式買賣協議完成時入賬。

股息

董事擬派之末期股息，會於資產負債表內分類列為從股本與儲備項下的保留溢利的一項獨立分配。該等股息獲股東批准及宣派後則確認為負債。

由於本公司的公司組織章程第140條授予董事權力以宣派中期股息，故中期股息是同時提出及宣派。因此，中期股息於提出及宣派時隨即確認為負債。

借貸成本

借貸成本於產生之期間在損益表內扣除。

外幣

外幣交易按交易日之適用匯率換算。於結算日以外幣為單位之貨幣資產及負債按結算日之適用匯率折算。匯兌差額撥入損益表中處理。

Notes to Financial Statements

31 December 2002

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

On consolidation, the financial statements of overseas subsidiaries, jointly-controlled entities and associates are translated into Hong Kong dollars using the net investment method. The profit and loss accounts of overseas subsidiaries, jointly-controlled entities and associates are translated to Hong Kong dollars at the weighted average exchange rates for the year, and their balance sheets are translated into Hong Kong dollars at the exchange rates at the balance sheet date. The resulting translation differences are included in the exchange fluctuation reserve.

For the purpose of the consolidated cash flow statement, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated to Hong Kong dollars at the weighted average exchange rates for the year.

Prior to the adoption of the revised SSAPs 11 and 15 during the year, as explained in note 2 to the financial statements, the profit and loss accounts of overseas subsidiaries, jointly-controlled entities and associates and the cash flows of overseas subsidiaries were translated to Hong Kong dollars at the exchange rates ruling at the balance sheet date. The adoption of the revised SSAP 11 has had no material effect on the financial statements, while the adoption of the revised SSAP 15 has resulted in changes to the layout of the consolidated cash flow statement, further details of which are included in note 37(a) to the financial statements.

3. 主要會計政策概要 (續)

外幣 (續)

於綜合賬目時，海外附屬公司、共同控制公司及聯營公司之財務報表按淨投資法換算為港元。海外附屬公司、共同控制公司及聯營公司之損益賬按年內加權平均匯率換算為港元，而資產負債表則按結算日之匯率換算為港元。所有換算差額均撥入匯兌波動儲備處理。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量當日之匯率換算為港元。海外附屬公司之全年經常性現金流量則按年內之加權平均匯率換算為港元。

按財務報表附註2所述，於年內採納經修訂會計實務準則第11號及第15號前，海外附屬公司、共同控制公司及聯營公司之損益表按結算日之匯率換算為港元。採納經修訂會計實務準則第11號對財務報表並無重大影響，而採納經修訂會計實務準則第15號則改變綜合現金流量表之格式，詳情載於財務報表附註37(a)。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits

Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the balance sheet date is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the balance sheet date for the expected future cost of such paid leave earned during the year by the employees and carried forward.

Employment Ordinance long service payments

Certain of the Group's employees have completed the required number of years of service to the Group in order to be eligible for long service payments under the Hong Kong Employment Ordinance in the event of the termination of their employment. The Group is liable to make such payments in the event that such a termination of employment meets the circumstances specified in the Employment Ordinance.

A provision is recognised in respect of the probable future long service payments expected to be made. The provision is based on the best estimate of the probable future payments which have been earned by the employees from their services to the Group to the balance sheet date.

3. 主要會計政策概要 (續)

僱員福利

有薪假期結轉

本集團根據僱員合約按年曆計算，向僱員提供有薪年假。在若干情況下，截至結算日仍未提取之假期可予以結轉至下一年度供有關僱員於來年使用。本集團將就僱員年內賺取並予以結轉之有薪假期之預期未來成本於結算日入賬列為應計項目。

僱傭條例的長期服務金

本集團部份僱員已服務滿指定年期，根據香港僱傭條例合資格於終止聘用時獲取長期服務金。當終止聘用符合僱傭條例之規定時，則本集團須作出該等繳款。

本集團已就預期未來或需支付之長期服務金作出撥備。撥備乃根據僱員截至結算日向本集團提供服務所賺取的服務金之最佳估計。

Notes to Financial Statements

31 December 2002

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Retirement benefits schemes

The Group operates defined contribution retirement benefit schemes in Hong Kong and overseas for those employees who are eligible and have elected to participate in the schemes. Contributions are made based on a percentage of the participating employees' basic salaries and are charged to the profit and loss account as they become payable in accordance with the rules of the schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. When an employee leaves the Mandatory Provident Fund Exempted ORSO retirement benefits scheme in Hong Kong or other retirement benefits schemes overseas prior to his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group may be reduced by the relevant amount of forfeited contributions. In respect of the Mandatory Provident Fund retirement benefits scheme, the Group's employer contributions vest fully with the employees when contributed into the scheme.

The staff in the Group's PRC subsidiaries are required to participate in a central pension scheme operated by the local municipal government. The PRC subsidiaries are required to contribute a specific amount for the employees in the PRC, pursuant to the local municipal government regulations. The contributions are charged to the profit and loss account, as they become payable in accordance with the rules of the central pension scheme.

3. 主要會計政策概要 (續)

僱員福利 (續)

退休福利計劃

本集團為其香港及海外合資格並已參與計劃之僱員設立定額供款退休福利計劃。根據該等計劃之規則，供款額按參與計劃僱員之基本薪金之某一百分比計算繳付，並將須繳之供款於損益表內扣除。退休福利計劃之資產與本集團之資產分開，由一獨立管理之基金持有。倘僱員於可全數領取本集團之僱主供款前退出獲豁免強制性公積金職業退休計劃條例之退休福利計劃或其他海外退休福利計劃，則本集團持續應付之供款額可減去該筆被沒收之供款額。就強制性公積金退休福利計劃而言，本集團之僱主供款乃全數歸於參與計劃供款的僱員。

本集團中國附屬公司之僱員須參與由地方市政府設立之中央退休金計劃。中國附屬公司須根據地方市政府之規定為中國僱員作出指定數額供款。供款根據中央退休金計劃規則在應付時自損益表扣除。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share option scheme

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The financial impact of share options granted under the share option scheme is not recorded in the Company's or the Group's balance sheet until such time as the options are exercised, and no charge is recorded in the profit and loss account or balance sheet for their cost. Upon the exercise of share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which are cancelled prior to their exercise date, or which lapse, are deleted from the register of outstanding options.

3. 主要會計政策概要 (續)

購股權計劃

本公司設立購股權計劃，旨在給予為本集團業務成功作出貢獻之合資格參與者鼓勵及獎勵。根據購股權計劃授出購股權之財務影響並無列入本公司或本集團之資產負債表，直至購股權獲行使為止，亦無就其成本自損益表或資產負債表扣除。行使購股權而發行之股份按股份面值列作本公司額外股本，而每股行使價高於股份面值之差額則列入本公司股份溢價賬。於行使日期前註銷或失效之購股權會於尚未行使購股權之登記冊中刪除。

Notes to Financial Statements

31 December 2002

4. SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other business segments. Summary details of the business segments are as follows:

- (a) the media segment publishes and distributes newspapers and magazines to readers in Hong Kong, Canada, the United States of America, Europe and Australia;
- (b) the trading segment trades photographic and electronic products;
- (c) the commercial printing segment provided the services of printing of illustrated books, typesetting and printing of financial documents. The segment was discontinued during the year (note 8); and
- (d) the corporate and others segment comprises the Group's Internet and information consultancy services, investment and property holding business and hotel operations together with corporate expense items.

4. 分類資料

分類資料以兩大類別呈報：(i)按業務劃分之基本分類方式；及(ii)按地區劃分之第二級分類方式。

本集團之經營業務按各自業務之經營性質與所提供之產品和服務獨立地構成和管理。本集團每個業務類別代表一個策略業務單位，各單位所提供的產品和服務承受與其他業務類別不同之風險與回報。以下是業務類別詳情之概述：

- (a) 媒體分類主要向香港、美加、歐洲和澳洲之讀者發行和分派報章及雜誌；
- (b) 貿易分類主要是攝影器材及電子產品貿易；
- (c) 商業印刷分類主要提供圖書印刷服務和財經文件排版及印刷服務，此分類已於年內終止(附註8)；及
- (d) 公司及其他分類包括本集團之互聯網及資訊顧問服務、投資及物業持有業務，以及酒店業務與其他公司支出項目。

4. SEGMENT INFORMATION *(continued)*

In determining the Group's geographical segments, revenues and results are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 分類資料 (續)

在劃分本集團之地區類別時，收益與業績會按客戶之所在地歸類，而資產則按其所在地歸類。

分類業務相互間之銷售與轉讓會參考與第三者進行買賣當時之市場售價而釐定。

Notes to Financial Statements

31 December 2002

4. SEGMENT INFORMATION (continued)

(a) Business segments

The following tables present revenue, profit/(loss) and certain asset, liability and expenditure information for the Group's business segments.

Group 本集團	Media 媒體		Trading 貿易		Commercial printing (Discontinued operations) 商業印刷 (已終止業務)		Corporate and others 公司及其他		Eliminations 對銷		Consolidated 綜合	
	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日
	止年度 HK\$'000 千港元	止期間 HK\$'000 千港元	止年度 HK\$'000 千港元	止期間 HK\$'000 千港元	止年度 HK\$'000 千港元	止期間 HK\$'000 千港元	止年度 HK\$'000 千港元	止期間 HK\$'000 千港元	止年度 HK\$'000 千港元	止期間 HK\$'000 千港元	止年度 HK\$'000 千港元	止期間 HK\$'000 千港元
Segment revenue:	分類收入:											
Sales to external customers	872,247	578,315	109,006	99,823	101,177	347,444	11,703	7,378	-	-	1,094,133	1,032,960
Intersegment sales	3,263	15,061	-	-	124	2,358	3,461	2,277	(6,848)	(19,696)	-	-
Other revenue and gains	24,331	-	5,743	107	207,312	-	31,906	1,418	-	-	269,292	1,525
Intersegment other revenue	-	-	383	-	-	-	3,115	1,586	(3,498)	(1,586)	-	-
Total	899,841	593,376	115,132	99,930	308,613	349,802	50,185	12,659	(10,346)	(21,282)	1,363,425	1,034,485
Segment results	分類業績											
	9,906	(67,156)	4,268	(2,103)	212,147*	47,439	(65,459)	(65,635)			160,862	(87,455)
Interest and dividend income	利息及股息收入											
Gain on disposal of subsidiaries	出售附屬公司收益											
Unallocated gains	未分配收益											
Restructuring costs	重組成本											
Unallocated expenses, net	未分配開支淨額											
Profit/(loss) from operating activities	經營業務溢利/(虧損)											
Finance costs	融資成本											
Provisions for amounts due from jointly-controlled entities	應收共同控制公司款項撥備											
Share of profits and losses of jointly-controlled entities	應佔下列公司溢利及虧損:											
Associates	共同控制公司											
Amortisation and impairment of goodwill on acquisition of jointly-controlled entities	收購共同控制公司之商譽之攤銷及減值											
Profit/(loss) before tax	除稅前溢利/(虧損)											
Tax	稅項											
Profit/(loss) before minority interests	未計少數股東權益前溢利/(虧損)											
Minority interests	少數股東權益											
Net profit/(loss) from ordinary activities attributable to shareholders	股東應佔日常業務溢利/(虧損)淨額											

* Including gain on disposal of discontinued operations of approximately HK\$207,312,000.

4. 分類資料 (續)

(a) 業務分類

下表呈列本集團按業務類別劃分之收入、溢利/(虧損)及若干資產、負債以及開支資料。

* 包括出售已終止業務之收益約為207,312,000港元。

Financial Statements

財務報表附註

二零零二年十二月三十一日

4. SEGMENT INFORMATION (continued)

(a) Business segments (continued)

Group 本集團		Media 媒體		Trading 貿易		Commercial printing (Discontinued operations) 商業印刷(已終止業務)		Corporate and others 公司及其他		Eliminations 對銷		Consolidated 綜合	
		Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日
Segment assets	分類資產	546,901	610,746	53,392	64,771	-	348,343	728,725	291,948	-	-	1,329,018	1,315,808
Interests in jointly-controlled entities	於共同控制公司之權益	11,882	55,062	-	-	-	-	223,478	221,240	-	-	235,360	276,302
Interests in associates	於聯營公司之權益	-	-	185	198	-	-	12,607	15,343	-	-	12,792	15,541
Total assets	資產總值	558,783	665,808	53,577	64,969	-	348,343	964,810	528,531	-	-	1,577,170	1,607,651
Segment liabilities	分類負債	222,623	194,150	23,148	17,352	-	85,207	169,042	186,995	-	-	414,813	483,704
Other segment information:	其他分類資料:												
Capital expenditure	資本開支	56,910	34,519	182	216	18,281	13,661	604	805	-	-	75,977	49,201
Depreciation and amortisation	折舊及攤銷	32,346	18,245	899	770	4,949	12,172	8,539	3,291	-	-	46,733	34,478
Impairment losses recognised in the profit and loss account	已於損益表內確認之減值虧損	7,432	-	-	-	177	-	18,259	1,059	-	-	25,868	1,059
Other non-cash expenses	其他非現金開支	8,863	1,519	(294)	814	138	45	18,175	27,199	-	-	26,882	29,577
Revaluation deficits	重估虧絀	15,871	20,997	-	313	-	7,350	(207)	2,334	-	-	15,664	30,994
Surpluses on revaluation recognised directly in equity	直接於權益確認之重估盈餘	8,987	3,232	-	-	-	-	862	217	-	-	9,849	3,449
Provision for properties held for sale	持作出售物業撥備	-	1,000	-	-	-	-	-	4,208	-	-	-	5,208

(b) Geographical segments

The following table presents revenue, certain asset and expenditure information for the Group's geographical segments.

Group 本集團		Hong Kong and PRC 香港及中國		North America 北美		Australia, New Zealand, and Europe 澳洲、新西蘭、及歐洲		Eliminations 對銷		Consolidated 綜合	
		Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日	Year ended 31 December 2002 二零零二年 十二月三十一日	Period ended 31 December 2001 二零零一年 十二月三十一日
Segment revenue:	分類收入:										
Sales to external customers	向外界客戶銷售	739,876	541,230	287,301	371,174	66,956	120,556	-	-	1,094,133	1,032,960
Other revenue	其他收入	241,601	1,525	27,691	-	-	-	-	-	269,292	1,525
		981,477	542,755	314,992	371,174	66,956	120,556	-	-	1,363,425	1,034,485
Segment results	分類業績	110,023	(119,084)	42,128	16,678	8,711	14,951	-	-	160,862	(87,455)
Other segment information:	其他分類資料:										
Segment assets	分類資產	1,195,787	1,303,983	338,256	257,083	43,127	46,585	-	-	1,577,170	1,607,651
Capital expenditure	資本開支	65,643	33,101	9,618	15,502	716	598	-	-	75,977	49,201

Notes to Financial Statements

31 December 2002

5. TURNOVER, REVENUE AND GAINS

Turnover represents the net invoiced value of goods sold, after allowances for returns and trade discounts; circulation income, after allowances for returns; net advertising income, after trade discounts; the value of services rendered; and gross rental income received and receivable during the year/period.

An analysis of turnover, other revenue and gains is as follows:

5. 營業額、收入及收益

營業額為期內／年內已售貨品減退貨及貿易折扣之發票淨值、已減退貨之發行收入、已減貿易折扣之廣告收入淨額、提供服務之價值以及已收及應收之租金收入總額。

營業額、其他收入及收益之分析如下：

		Year ended 31 December 2002 截至 二零零二年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一 日 HK\$'000 千港元
Turnover	營業額		
Advertising income	廣告收入	625,559	421,826
Circulation income	發行收入	193,652	114,117
Radio broadcasting advertising income	電台廣播廣告收入	21,553	12,975
Rendering of printing services (discontinued)	提供印刷服務 (已終止)	101,177	347,444
Sales of photographic products	銷售攝影器材產品	107,984	97,196
Sales of properties	銷售物業	—	4,400
Gross rental income	租金收入總額	6,848	6,255
Others	其他	37,360	28,747
		1,094,133	1,032,960

Financial Statements

財務報表附註

二零零二年十二月三十一日

5. TURNOVER, REVENUE AND GAINS (continued)

5. 營業額、收入及收益 (續)

			Year ended 31 December 2002 截至 二零零二年 十二月三十一日 止年度	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Other revenue	其他收入			
Interest income	利息收入		9,123	8,304
Dividend income from an unlisted investment	來自一項非上市 投資之股息收入		—	2,332
Dividend income from listed investments	來自上市投資 之股息收入		1,046	42
Declaration subsidy income	報關資助收入		5,251	—
Recognition of deferred income	遞延收入之確認	31	3,441	—
Others	其他		2,272	304
			21,133	10,982
Gains	收益			
Negative goodwill recognised as income during the year	於年內確認為收入 之負商譽	17	23,451	—
Gain on disposal of short term investments, net	出售短期投資 之收益淨額		1,009	989
Exchange gains, net	匯兌收益淨額		118	735
Gain on disposal of an associate	出售一間聯營公司 之收益		—	486
Other revenue and gains	其他收入及收益		45,711	13,192

6. RESTRUCTURING COSTS

During the period ended 31 December 2001, the Group incurred a total cost of HK\$19,043,000 for a series of restructuring exercises to streamline its operations which included the repositioning of The Standard (formerly known as Hong Kong iMail) into a newspaper focusing on financial news in the Greater China Region.

6. 重組成本

本集團截至二零零一年十二月三十一日止期間內進行一系列重組活動精簡業務，產生19,043,000港元之成本。重組包括把英文虎報(前稱Hong Kong iMail)重新定位成一份以大中華地區金融消息為主的報章。

Notes to Financial Statements

31 December 2002

7. PROFIT/(LOSS) FROM OPERATING ACTIVITIES

The Group's profit/(loss) from operating activities is arrived at after charging/(crediting):

7. 經營業務溢利/(虧損)

本集團之經營業務溢利/(虧損)已扣除/(計入):

			Year ended 31 December 2002 截至 二零零二年 十二月三十一 止年度	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一 止年度
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Depreciation	折舊	15	39,157	33,015
Revaluation deficit on land and buildings	土地及樓宇之 重估虧絀	15	14,927	30,994
Deficit on revaluation of investment properties	投資物業之 重估虧絀	15	737	—
Intangible assets:	無形資產:	16		
Amortisation for the year*	年度攤銷*		1,150	—
Impairment arising during the year*	年度減值*		6,704	—
			7,854	—
Goodwill:	商譽:	17		
Amortisation for the year*	年度攤銷*		1,050	—
Impairment arising during the year*	年度減值*		7,242	—
			8,292	—
Negative goodwill recognised as income during the year**	於年內確認為收入 之負商譽**	17	(23,451)	—
Auditors' remuneration:	核數師酬金:			
Current year/period	本年度/期間		2,799	2,897
Underprovision in prior year	上年度撥備不足		—	140
			2,799	3,037
Minimum leases payments under operating leases:	經營租約之 最低租約費用:			
Land and buildings	土地及樓宇		10,511	10,028
Other equipment	其他設備		226	313
			10,737	10,341

Financial Statements

財務報表附註

二零零二年十二月三十一日

7. PROFIT/(LOSS) FROM OPERATING ACTIVITIES

(continued)

The Group's profit/(loss) from operating activities is arrived at after charging/(crediting) (continued):

7. 經營業務溢利/(虧損) (續)

本集團之經營業務溢利/(虧損)已扣除/(計入) (續):

			Year ended 31 December 2002 截至 二零零二年 十二月三十一日 止年度	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Staff costs (including directors' remuneration (note 10))	員工成本(包括董事酬金(附註10))		424,725	392,899
Wages and salaries	工資及薪金			
Retirement benefits scheme contributions	退休福利計劃供款		23,171	16,458
Less: Forfeited contributions	減: 沒收之供款		(5,372)	(5,927)
Net retirement benefits schemes contributions***	退休福利計劃供款淨額***		17,799	10,531
Total staff costs	員工成本總額		442,524	403,430
Recognition of deferred income	遞延收入之確認	31	(3,441)	-
Loss on strike-off of a subsidiary	刪除一間附屬公司之虧損		2,277	-
Impairment of interests in associates	聯營公司權益減值		-	174
Impairment of long term investments	長期投資減值		2,631	-
Impairment of other investments	其他投資減值		-	885
Provision for properties held for sale	持作出售物業撥備		-	5,208
Loss on changes in fair values of short term investments, net	短期投資公平值變動虧損淨額		15,957	15,598
Provisions for bad and doubtful debts	呆壞賬撥備		166	591
Exchange gains, net	匯兌收益淨額		(118)	(735)
Loss/(gain) on disposal of fixed assets	出售固定資產之虧損/(收益)		(2,812)	1,816
Provision/(write-back of provision) for long service payments	長期服務金撥備/(撥備撥回)	32	2,163	(2,929)
Gross rental income	租金收入總額		(6,848)	(6,255)
Less: outgoings	減: 開銷		1,762	1,619
Net rental income	租金收入淨額		(5,086)	(4,636)

Notes to Financial Statements

31 December 2002

7. PROFIT/(LOSS) FROM OPERATING ACTIVITIES (continued)

- * The amortisation and impairment of goodwill and intangible assets for the year are included in "Other operating expenses, net" on the face of the consolidated profit and loss account.
- ** The negative goodwill recognised in the profit and loss account for the year is included in "Other revenue and gains" on the face of the profit and loss account. The amount of negative goodwill recognised included HK\$21,441,000 in respect of negative goodwill arising from acquisition of interest in a subsidiary which is in excess of the fair values of the acquired identifiable non-monetary assets as at the date of acquisition and HK\$2,010,000 of amortisation for the year.
- *** At 31 December 2002, forfeited contributions available to the Group to reduce its contributions to retirement benefits schemes in future years amounted to approximately HK\$42,000 (2001: HK\$1,946,000).

8. DISCONTINUED OPERATIONS

On 25 January 2002, the Group entered into a sale and purchase agreement with an independent third party to dispose of its entire interests in Roman Enterprises Holdings Limited and Super Grand Holdings Limited, which together held the Group's entire interests in South China Printing Company (1988) Limited, Noble World Printing Company Limited, Roman Financial Press Limited, Valiant Packaging (Holdings) Limited and their subsidiaries (collectively referred to as the "Disposed Assets"), for an adjusted consideration of approximately HK\$388,808,000. The Disposed Assets were principally engaged in the provision of commercial printing and financial printing services in Hong Kong and overseas. The disposal was completed on 19 April 2002.

7. 經營業務溢利／(虧損) (續)

- * 本年度商譽及無形資產之攤銷和減值計入綜合損益表「其他經營開支，淨額」內。
- ** 於本年度損益表確認之負商譽計入綜合損益表「其他收入及收益」內。已確認之負商譽金額包括21,441,000港元因收購一間附屬公司權益而產生之負商譽，且超逾於收購日期所收購可辨別非貨幣資產之公允價值，及本年度2,010,000港元的攤銷。
- *** 於二零零二年十二月三十一日，可供本集團於扣減未來數年退休福利供款之沒收供款額約為42,000港元（二零零一年：1,946,000港元）。

8. 已終止業務

本集團於二零零二年一月二十五日與獨立第三者訂立買賣協議，以經調整代價約388,808,000港元出售於Roman Enterprises Holdings Limited及Super Grand Holdings Limited之全部權益，該兩間公司共同持有本集團於南華印刷（一九八八）有限公司、卓越印刷有限公司、洛文財經印刷有限公司、Valiant Packaging (Holdings) Limited及其附屬公司之全部權益（合稱「已出售資產」）。已出售資產主要在香港與海外提供商業印刷及金融印刷服務。此出售於二零零二年四月十九日完成。

8. DISCONTINUED OPERATIONS (continued)

A gain on disposal of the Disposed Assets of approximately HK\$207,312,000 was recorded by the Group upon the completion of the above disposal and there were no tax expenses arising from the disposal.

The segment information of the Disposed Assets has been disclosed under the "Commercial printing" segment in note 4 to the financial statements.

The turnover, other revenue, expenses, profit from ordinary activities and tax expenses attributable to the Disposed Assets were as follows:

Turnover	營業額
Other revenue	其他收入
Expenses	開支
Profit from ordinary activities	經營業務溢利
Tax expenses	稅項開支

8. 已終止業務(續)

本集團於完成出售已出售資產後所錄得之一項收益約為207,312,000港元，而此出售並無產生稅項開支。

已出售資產之分類資料已於財務報表附註4「商業印刷」作出分類披露。

撥歸已出售資產之營業額、其他收入、開支、經營業務溢利及稅項開支如下：

Year ended 31 December 2002 截至 二零零二年 十二月三十一日 止年度 HK\$'000 千港元	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一日 HK\$'000 千港元
101,177	347,444
138	623
(91,349)	(295,643)
9,966	52,424
(496)	(4,472)

Notes to Financial Statements

31 December 2002

9. FINANCE COSTS

9. 融資成本

	Year ended 31 December 2002 截至 二零零二年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一 止年度 HK\$'000 千港元
Interest expense on bank loans wholly repayable within five years	1,220	424
	須於五年內悉數償還之 銀行貸款之利息開支	

10. DIRECTORS' REMUNERATION

10. 董事酬金

Directors' remuneration, disclosed pursuant to the Listing Rules and Section 161 of the Companies Ordinance, is as follows:

以下是根據上市規則及公司條例第161條披露之董事酬金：

	Year ended 31 December 2002 截至 二零零二年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一 止年度 HK\$'000 千港元
Fees:		
Executive directors	136	90
Non-executive directors	80	90
Independent non-executive directors	432	270
	648	450
Other emoluments to executive directors:		
Salaries and other benefits	26,254	14,251
Retirement benefits schemes contributions	241	57
	26,495	14,308
	27,143	14,758

10. DIRECTORS' REMUNERATION (continued)

There were no other emoluments payable to the independent non-executive directors during the year (Period ended 31 December 2001: Nil).

The number of directors whose remuneration fell within the following bands is as follows:

Nil to HK\$1,000,000	零至1,000,000 港元
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至1,500,000 港元
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至2,000,000 港元
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至3,000,000 港元
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至3,500,000 港元
HK\$4,500,001 to HK\$5,000,000	4,500,001 港元至5,000,000 港元
HK\$5,000,001 to HK\$5,500,000	5,000,001 港元至5,500,000 港元
HK\$6,500,001 to HK\$7,000,000	6,500,001 港元至7,000,000 港元

There was no arrangement under which a director waived or agreed to waive any remuneration during the year/period.

During the year, no share options of the Company were granted to the directors in respect of their services to the Group, further details of which are included in the disclosures in note 35 to the financial statements.

10. 董事酬金 (續)

年內並無向獨立非執行董事支付其他酬金 (截至二零零一年十二月三十一日止期間：無)。

董事酬金介乎下列組別：

Number of directors 董事人數	
Year ended 31 December 2002 截至 二零零二年 十二月三十一日 止年度	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一日
6	7
—	1
2	1
1	—
2	—
—	1
—	1
2	—

本年度／期間內董事概無訂立放棄或同意放棄任何酬金之安排。

年內，本公司並無就董事向本集團所提供服務而授出購股權，詳情載於財務報表附註35之披露。

Notes to Financial Statements

31 December 2002

11. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four directors (period ended 31 December 2001: two), details of whose remuneration are set out in note 10 above. Details of the remuneration of the remaining one non-director (period ended 31 December 2001: three), highest paid employees are as follows:

11. 五位最高薪僱員

年內五位最高薪僱員包括四位董事(截至二零零一年十二月三十一日止期間：兩位)，彼等之酬金詳情已於上文附註10披露。餘下一位最高薪非董事僱員(截至二零零一年十二月三十一日止期間：三位)之酬金詳情如下：

		Year ended 31 December 2002 截至 二零零二年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一 日 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,080	5,729
Compensation for loss of office	離職補償	1,500	4,113
Performance related bonuses	業績表現酬金	—	3,200
Pension contributions	退休金供款	50	278
		3,630	13,320

11. FIVE HIGHEST PAID EMPLOYEES (continued)

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至3,000,000 港元
HK\$3,500,001 to HK\$4,000,000	3,500,001 港元至4,000,000 港元
HK\$4,000,001 to HK\$4,500,000	4,000,001 港元至4,500,000 港元
HK\$6,500,001 to HK\$7,000,000	6,500,001 港元至7,000,000 港元

During the period ended 31 December 2001, 4,000,000 share options of Sing Tao Holdings Limited, were granted to the three non-director, highest paid employees in respect of their services to the Group. No value in respect of the share options granted during the period was included in the employees' remuneration or charged to the profit and loss account because in the absence of a readily available market value of these share options, the directors were unable to arrive at an assessment of the value of these share options.

11. 五位最高薪僱員 (續)

最高薪之非董事僱員之酬金介乎下列組別：

Number of employees 僱員人數	
Year ended 31 December 2002 截至 二零零二年 十二月三十一日 止年度	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一日
—	1
1	—
—	1
—	1

截至二零零一年十二月三十一日止期間內，為本集團服務之三位最高薪非董事僱員獲授 Sing Tao Holdings Limited 4,000,000 份購股權。由於在期內向僱員授出之購股權缺乏可參考之市場價值，董事無法評估此等購股權之價值，因此該等購股權之價值並未包括在僱員酬金中，亦無在損益表內扣除。

Notes to Financial Statements

31 December 2002

12. TAX

Hong Kong profits tax has been provided at the rate of 16% (period ended 31 December 2001: 16%) on the estimated assessable profits arising in Hong Kong during the year/period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

12. 稅項

香港利得稅乃按年度／期間於香港產生之估計應課稅溢利，以16%（截至二零零一年十二月三十一日期間：16%）稅率撥備。於其他地區應課稅溢利之稅項，乃按本集團經營業務之國家之現行稅率，並以當地現行法例、詮釋及慣例為依據。

		Year ended 31 December 2002 截至 二零零二年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一 日 HK\$'000 千港元
Group:	本集團：		
The People's Republic of China:	中華人民共和國		
Hong Kong	香港	1,265	5,417
Elsewhere	其他地區	123	66
Elsewhere	其他地區	18,201	15,886
Under/(over) provision in prior years	過往年度撥備不足 ／(超額撥備)	10	(1,360)
Deferred tax (note 33)	遞延稅項(附註33)	(491)	(1,631)
		19,108	18,378
Share of tax attributable to: Jointly-controlled entities	應佔下列公司稅項： 共同控制公司	4,008	461
Tax charge for the year/period	本年度／期間稅項支出	23,116	18,839

13. NET LOSS FROM ORDINARY ACTIVITIES ATTRIBUTABLE TO SHAREHOLDERS

The net loss from ordinary activities attributable to shareholders for the year ended 31 December 2002 dealt with in the financial statements of the Company was HK\$79,071,000 (period ended 31 December 2001: HK\$206,166,000).

13. 股東應佔日常業務虧損淨額

於本公司財務報表中處理之截至二零零二年十二月三十一日止年度的股東應佔日常業務虧損淨額為79,071,000港元（截至二零零一年十二月三十一日止期間：206,166,000港元）。

14. EARNINGS/(LOSS) PER SHARE

The calculation of basic earning per share is based on the net profit from ordinary activities attributable to shareholders for the year of HK\$162,211,000 (period ended 31 December 2001: net loss of HK\$131,446,000) and the weighted average of 1,556,243,668 (period ended 31 December 2001: 1,431,873,113) ordinary shares in issue during the year.

The calculation of diluted earnings per share is based on the net profit attributable to shareholders for the year of HK\$162,211,000, adjusted by additional interest income of HK\$6,459,000 assuming partly paid-up preference shares had been fully paid up at the beginning of the year before converted into ordinary shares, and the proceeds of which were placed on 12-month Hong Kong dollar fixed deposits earning interests of 1% per annum. The weighted average number of ordinary shares used in the calculation is the 1,556,243,668 ordinary shares in issue during the year, as used in the basic earnings per share calculation; the weighted average of 88,900 ordinary shares assumed to have been issued at no consideration on the deemed exercise of all share options during the year and the weighted average 1,159,289,648 ordinary shares assumed to have been issued on the deemed conversion of all preference shares at the beginning of the year.

The diluted loss per share for the period ended 31 December 2001 has not been presented as there was no dilutive effect on the basic loss per share during the period ended 31 December 2001. The conversion of the preference shares and the outstanding share options would have an anti-dilutive effect on the basic loss per share for the period ended 31 December 2001.

14. 每股盈利／(虧損)

每股基本盈利乃按本年度股東應佔日常業務純利162,211,000港元(截至二零零一年十二月三十一日止期間：虧損淨額131,446,000港元)及本年度已發行普通股之加權平均數1,556,243,668股(截至二零零一年十二月三十一日止期間：1,431,873,113股)計算。

每股攤薄盈利乃按本年度股東應佔純利淨額162,211,000港元及經額外利息收入6,459,000港元作調整計算(假設於兌換為普通股前，未繳足的優先股已於年初繳足而把所得的款項存入12個月之港元定期存款按年利率1厘計息)。用作計算的普通股之加權平均數為用作計算每股基本盈利的1,556,243,668股於年內已發行的普通股；於年內因被視為行使全數購股權而假設無償發行之普通股之加權平均數的88,900股及於年初因被視為兌換全數優先股而假設發行之普通股之加權平均數的1,159,289,648股。

由於截至二零零一年十二月三十一日止期間之每股基本虧損並無受攤薄之影響，故並無呈列該期間之每股攤薄虧損。兌換優先股及尚未行使之購股權對截至二零零一年十二月三十一日止期間之每股基本虧損具有反攤薄影響。

Notes to Financial Statements

31 December 2002

15. FIXED ASSETS

15. 固定資產

Group

本集團

		Land and buildings 土地及樓宇 HK\$'000 千港元	Investment properties 投資物業 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Cost or valuation:	成本值或估值：						
At 1 January 2002	於二零零二年 一月一日	396,801	—	4,231	407,800	1,022	809,854
Transfer	轉讓	(36,301)	36,035	—	—	—	(266)
Additions	添置	—	—	3,272	49,568	133	52,973
Disposal of subsidiaries (note 37(c))	出售附屬公司 (附註37(c))	(59,858)	—	(1,857)	(218,098)	—	(279,813)
Disposals	出售	(27,557)	—	—	(19,149)	(500)	(47,206)
Deficit on revaluation	重估虧絀	(11,530)	(737)	—	—	—	(12,267)
Exchange realignment	滙兌調整	1,205	—	(77)	(2,258)	—	(1,130)
At 31 December 2002	於二零零二年 十二月三十一日	262,760	35,298	5,569	217,863	655	522,145
Analysis of cost or valuation:	成本值或估值分析：						
At cost	按成本值	—	—	5,569	217,863	655	224,087
At directors' valuation	按董事之估值	169,432	35,298	—	—	—	204,730
At 31 December 2002 professional valuation	二零零二年 十二月三十一日 之專業估值	93,328	—	—	—	—	93,328
		262,760	35,298	5,569	217,863	655	522,145
Accumulated depreciation:	累計折舊：						
At 1 January 2002	於二零零二年 一月一日	—	—	1,293	257,934	358	259,585
Transfer	轉讓	(266)	—	—	—	—	(266)
Provided during the year	年內撥備	6,640	—	1,294	31,050	173	39,157
Disposal of subsidiaries (note 37(c))	出售附屬公司 (附註37(c))	(683)	—	(252)	(133,978)	—	(134,913)
Disposals	出售	(253)	—	—	(18,488)	(242)	(18,983)
Write-back on revaluation	重估撥回	(6,452)	—	—	—	—	(6,452)
Exchange realignment	滙兌調整	1,014	—	(72)	(2,059)	—	(1,117)
At 31 December 2002	於二零零二年 十二月三十一日	—	—	2,263	134,459	289	137,011
Net book value:	賬面淨值：						
At 31 December 2002	於二零零二年 十二月三十一日	262,760	35,298	3,306	83,404	366	385,134
At 31 December 2001	於二零零一年 十二月三十一日	396,801	—	2,938	149,866	664	550,269

Financial Statements

財務報表附註

二零零二年十二月三十一日

15. FIXED ASSETS (continued)

15. 固定資產 (續)

Company

本公司

		Land and buildings 土地及 樓宇 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Cost or valuation:	成本值或估值：				
At 1 January 2002	於二零零二年 一月一日	8,100	515	521	9,136
Additions	添置	—	7	—	7
Disposals	出售	—	(11)	—	(11)
Surplus on revaluation	重估盈餘	(70)	—	—	(70)
At 31 December 2002	於二零零二年 十二月三十一日	8,030	511	521	9,062
Analysis of cost or valuation:	成本值或估值分析：				
At cost	按成本值	—	511	521	1,032
At directors' valuation	按董事之估值	8,030	—	—	8,030
		8,030	511	521	9,062
Accumulated depreciation:	累計折舊：				
At 1 January 2002	於二零零二年 一月一日	—	409	183	592
Provided during the year	年內撥備	167	67	104	338
Disposals	出售	—	(10)	—	(10)
Write-back on revaluation	重估撥回	(167)	—	—	(167)
At 31 December 2002	於二零零二年十二月 三十一日	—	466	287	753
Net book value:	賬面淨值：				
At 31 December 2002	於二零零二年十二月 三十一日	8,030	45	234	8,309
At 31 December 2001	於二零零一年十二月 三十一日	8,100	106	338	8,544

Notes to Financial Statements

31 December 2002

15. FIXED ASSETS (continued)

The land and buildings of the Group included above are held under the following lease terms:

		Hong Kong 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元	Elsewhere 其他地區 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Freehold	永久	—	—	93,328	93,328
Long term leases	長期租賃	22,402	1,280	—	23,682
Medium term leases	中期租賃	145,750	—	—	145,750
		168,152	1,280	93,328	262,760

The land and buildings of the Company included above are held under the following lease terms:

		Hong Kong 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Long term leases	長期租賃	—	1,280	1,280
Medium term leases	中期租賃	6,750	—	6,750
		6,750	1,280	8,030

15. 固定資產 (續)

上述本集團之土地及樓宇按下列租賃年期持有：

上述本公司之土地及樓宇按下列租賃年期持有：

15. FIXED ASSETS (continued)

Certain of the Group's land and buildings were valued individually at 31 December 2002 by Chung, Chan & Associates, independent professionally qualified valuers, at an aggregate value of HK\$93,328,000, on an open market value and existing state basis. The Group's remaining land and buildings and all of the Company's land and buildings were valued individually at 31 July 2002 by Chung, Chan & Associates and Jones Lang LaSalle Limited at an aggregate value of HK\$176,432,000 and HK\$8,030,000, respectively, on an open market value and existing state basis (the "July Valuations"). Based on a letter dated 29 January 2003 issued by Chung, Chan & Associates and a letter dated 13 February 2003 issued by Jones Lang LaSalle Limited (the "Letters"), the directors are of the opinion that, except for one of the Group's properties which has its value declined by HK\$7,000,000 during the period between 31 July 2002 and 31 December 2002, the differences between individual valuations of the remaining land and buildings as at 31 July 2002 and 31 December 2002 are not significant and accordingly, these land and buildings were stated at the directors' valuation at HK\$169,432,000 with reference to the July Valuations and the Letters.

Had all the land and buildings of the Group and the Company been carried at cost less accumulated depreciation and impairment, the carrying values of these properties would have been stated at approximately HK\$249,921,000 (2001: HK\$434,805,000) and HK\$8,030,000 (2001: HK\$9,444,000), respectively.

An aggregate revaluation surplus of HK\$9,849,000 (2001: HK\$3,449,000) and an aggregate revaluation deficit of HK\$14,927,000 (2001: HK\$30,994,000) attributable to the Group has been credited to the Group's land and buildings revaluation reserve and charged to the profit and loss account, respectively. An aggregate revaluation surplus attributable to the Company of HK\$97,000 (2001: deficit of HK\$95,000) has been credited to the Company's profit and loss account.

15. 固定資產 (續)

本集團若干土地及樓宇已經於二零零二年十二月三十一日由獨立專業合格估值師衡量行按公開市值及現況個別地估值為合共93,328,000港元。本集團其餘土地及樓宇，以及本公司所有土地及樓宇已經於二零零二年七月三十一日由衡量行及仲量行按公開市值及現況分別個別地估值為合共176,432,000港元及8,030,000港元（「七月估值」）。根據衡量行於二零零三年一月二十九日發出之函件及仲量行於二零零三年二月十三日發出之函件（「函件」），董事認為除本集團之一幢物業之價值於二零零二年七月三十一日至二零零二年十二月三十一日期間減值7,000,000港元外，其餘土地及樓宇於二零零二年七月三十一日與二零零二年十二月三十一日之個別估值差額並不重大，因此，該等土地及樓宇根據七月估值及函件按董事之估值169,432,000港元列賬。

倘本集團及本公司所有土地及樓宇均按成本值減累計折舊及減值列賬，則該等物業之賬面值應分別約為249,921,000港元（二零零一年：434,805,000港元）及8,030,000港元（二零零一年：9,444,000港元）。

本集團之重估盈餘合共9,849,000港元（二零零一年：3,449,000港元），及重估虧絀合共14,927,000港元（二零零一年：30,994,000港元），已分別計入本集團土地及樓宇重估儲備及自損益表扣除。本公司之重估盈餘合共97,000港元（二零零一：虧絀95,000港元）已計入本公司損益表。

Notes to Financial Statements

31 December 2002

15. FIXED ASSETS (continued)

At 31 December 2001, certain of the Group's land and buildings and equipment with an aggregate net book value of approximately HK\$155,000,000 and HK\$6,583,000, respectively, were pledged to secure banking facilities granted to the Group (note 28). At 31 December 2002, no fixed assets were pledged.

The Group's investment properties are situated in Hong Kong and are held under the following lease terms:

		HK\$'000 千港元
Long term leases	長期租賃	4,298
Medium term leases	中期租賃	31,000
		<hr/> 35,298

The Group's investment properties were valued at 31 July 2002 by Chung, Chan & Associates and Jones Lang LaSalle Limited, independent professionally qualified valuers, at an aggregate value of HK\$35,298,000, on an open market value and existing state basis. Based on the Letters, the directors are of the opinion that the differences between valuations of these investment properties as at 31 December 2002 and 31 July 2002 are not significant and, accordingly, these investment properties were stated at the directors' valuation with reference to the professional valuations performed on 31 July 2002.

15. 固定資產 (續)

於二零零一年十二月三十一日，本集團若干土地及樓宇與設備之賬面淨值分別合共約155,000,000港元及6,583,000港元，已抵押作為本集團所獲銀行備用額之擔保(附註28)。於二零零二年十二月三十一日，並無抵押任何固定資產。

本集團於香港之投資物業按下列租賃年期持有：

本集團若干投資物業已經於二零零二年七月三十一日由獨立專業合格估值師衡量行及仲量行按公開市值及現況估值為35,298,000港元。根據函件，董事認為該等投資物業於二零零二年十二月三十一日之估值與二零零二年七月三十一日之分別估值差額並不重大，因此，該等投資物業根據二零零二年七月三十一日之專業估值按董事之估值列賬。

15. FIXED ASSETS (continued)

An aggregate revaluation deficit of HK\$737,000 attributable to the Group has been charged to the profit and loss account (note 7).

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 40(a) to the financial statements.

Further particulars of the Group's land and buildings and investment properties are included on pages 170 to 173 of this Annual Report.

15. 固定資產 (續)

本集團之重估虧絀合共737,000港元，已自損益表扣除(附註7)。

投資物業按經營租約租予第三者，詳情概述於財務報表附註40(a)。

本集團之土地及樓宇與投資物業詳情載於本年報第170至173頁。

16. INTANGIBLE ASSETS

Group
本集團

16. 無形資產

		HK\$'000 千港元
Cost:	成本值：	
Additions and at 31 December 2002	添置及於二零零二年十二月三十一日	23,004
Accumulated amortisation and impairment:	累計攤銷及減值：	
Amortisation provided during the year	年內攤銷撥備	1,150
Impairment during the year recognised in the profit and loss account	於損益表確認之年內減值	6,704
At 31 December 2002	於二零零二年十二月三十一日	7,854
Net book value:	賬面淨值：	
At 31 December 2002	於二零零二年十二月三十一日	15,150
At 31 December 2001	於二零零一年十二月三十一日	—

Notes to Financial Statements

31 December 2002

17. GOODWILL AND NEGATIVE GOODWILL

The amounts of the goodwill and negative goodwill capitalised as an asset or recognised in the consolidated balance sheet, arising from the acquisition of subsidiaries and jointly-controlled entities, are as follows:

Group
本集團

17. 商譽與負商譽

因收購附屬公司和共同控制公司而產生並資本化作為資產或已於綜合資產負債表確認之商譽及負商譽如下：

		Goodwill arising on acquisition of subsidiaries 收購附屬公司所產生之商譽 HK\$'000 千港元	Goodwill arising on acquisition of jointly-controlled entities (Note 20) 收購共同控制公司所產生之商譽 (附註20) HK\$'000 千港元	Negative goodwill arising on acquisition of subsidiaries 收購附屬公司所產生之負商譽 HK\$'000 千港元
Cost:	成本值：			
At beginning of year	年初	5,952	16,130	—
Acquisition of subsidiaries (note 37(b))	收購附屬公司 (附註37(b))	2,340	—	—
Acquisition of interest in a subsidiary (note 37(d))	收購一間附屬公司 權益(附註37(d))	—	—	(160,100)
At 31 December 2002	於二零零二年 十二月三十一日	8,292	16,130	(160,100)
Accumulated amortisation and impairment/(recognition as income):	累計攤銷及減值/ (確認為收入)：			
At beginning of year	年初	—	1,463	—
Amortisation provided/(recognised as income) during the year	年內攤銷撥備 /(確認為收入)	1,050	5,376	(23,451)
Impairment provided during the year	年內減值	7,242	9,291	—
At 31 December 2002	於二零零二年 十二月三十一日	8,292	16,130	(23,451)
Net book value:	賬面淨值：			
At 31 December 2002	於二零零二年 十二月三十一日	—	—	(136,649)
At 31 December 2001	於二零零一年 十二月三十一日	5,952	14,667	—

17. GOODWILL AND NEGATIVE GOODWILL (continued)

As detailed in note 3 to the financial statements, on the adoption of SSAP 30, the Group applied the transitional provision of SSAP 30 that permitted negative goodwill in respect of acquisitions which occurred prior to 1 April 2001, to remain credited to the capital reserve.

The aggregate amount of the negative goodwill remaining in capital reserve, arising from the acquisition of subsidiaries prior to 1 April 2001, were HK\$212,827,000 and HK\$128,614,000, as at 1 January 2002 and 31 December 2002, respectively.

18. INTERESTS IN SUBSIDIARIES

Company

本公司

Unlisted shares, at cost	非上市股份，按成本值		
Less: Provisions for impairment	減：減值撥備		
		5,000	5,000
Due from subsidiaries	應收附屬公司款項	1,362,680	1,030,764
Less: Provisions for amounts due from subsidiaries	減：應收附屬公司款項撥備	(318,134)	(245,425)
		1,044,546	785,339
Due to subsidiaries	應付附屬公司款項	(267,575)	(25,214)
		781,971	765,125

The balances with subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

17. 商譽與負商譽 (續)

誠如財務報表附註3所述，於採納會計實務準則第30號後，本集團已經採用會計實務準則第30號之過渡條文，條文准許二零零一年四月一日前進行之收購所產生之負商譽，可繼續計入資本儲備中。

二零零一年四月一日前收購附屬公司所產生之負商譽之總額於二零零二年一月一日及二零零二年十二月三十一日分別為212,827,000港元及128,614,000港元，仍繼續保留在資本儲備內。

18. 於附屬公司之權益

2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
115,258	115,258
(110,258)	(110,258)
5,000	5,000
1,362,680	1,030,764
(318,134)	(245,425)
1,044,546	785,339
(267,575)	(25,214)
781,971	765,125

與附屬公司之間之結餘為無抵押、免息及無固定還款期。

Notes to Financial Statements

31 December 2002

18. INTERESTS IN SUBSIDIARIES (continued)

Particulars of the principal subsidiaries as at 31 December 2002 are set out in note 44 to the financial statements.

19. INVESTMENT IN AN UNCONSOLIDATED SUBSIDIARY

Group and Company
本集團及本公司

Unlisted shares, at cost	非上市股份，按成本值
Less: Provision for impairment	減：減值撥備

The investment represents the cost incurred by the Company under an agreement completed in January 2000 (the "Agreement") to acquire a 70% equity interest in Artland International Limited ("Artland"), an investment holding company incorporated in Hong Kong, the sole asset of which is a 50% equity interest in Sichuan Allday TV Development Co., Ltd. ("Sichuan Allday"), a Sino-foreign equity joint venture established in the PRC. At the balance sheet date, of the total consideration of HK\$36,000,000, the Company had paid HK\$18,000,000; the remaining HK\$18,000,000 of the original purchase consideration has been included as a liability in other payables and accruals.

18. 於附屬公司之權益 (續)

於二零零二年十二月三十一日之主要附屬公司詳情載於附註44內。

19. 於一間未有作合併賬處理之附屬公司之投資

2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
36,000	36,000
(36,000)	(36,000)

— —

該項投資是指本公司根據一項於二零零零年一月完成之協議（「該協議」），收購藝傳國際有限公司（「藝傳」）之70%股本權益所產生之成本。藝傳為一間於香港註冊成立之投資控股公司，其唯一資產為擁有一間在中國成立之中外合資合營企業——四川全天電視發展有限公司（「四川全天」）之50%股本權益。於結算日，在總代價36,000,000港元中，本公司已支付18,000,000港元，餘額18,000,000港元之原購買代價已列入其他應付款項及應計款項作為負債。

19. INVESTMENT IN AN UNCONSOLIDATED SUBSIDIARY (continued)

Pursuant to the Agreement, the vendors are responsible, inter alia, to procure for the appointment of the Company's representatives as directors of Sichuan Allday. However, up to the date of approval of these financial statements, the vendors have not been able to honour their obligations under the Agreement, including significantly the obligations relating to the appointment of directors representing Artland, and hence the Company, in Sichuan Allday. As a result, the Group has been unable either to participate in the management of its investment, or to obtain any financial information of Sichuan Allday. Against this background, the directors consider that in substance the Group is unable to exercise effective control over its investment as a whole and, accordingly, have accounted for Artland as an unconsolidated subsidiary.

Although the Group had resumed discussion with the PRC joint venture partner of Sichuan Allday, up to the date of approval of these financial statements, the Group had not been able to achieve any progress on the discussion of cooperation. The Group has commenced a legal action against the vendors during the year for rescission of the Agreement made between the parties and/or damages to be assessed. The vendors then put forward a counterclaim against the Group for the remaining consideration of HK\$18,000,000. According to a legal opinion, the Group has a good arguable case against the counterclaim. However, as the legal action is at its early stage and its outcome is uncertain, the directors consider that it is prudent to continue to carry a full provision of HK\$36,000,000 against the Group's interest in Artland.

19. 於一間未有作合併賬處理之附屬公司之投資 (續)

根據該協議，賣方有責任(包括其他事項)促使本公司之代表獲委任為四川全天之董事。然而，直至此等財務報表獲批准之日為止，賣方仍未能根據該協議履行彼等之責任，最重要的包括有關在四川全天委任代表藝傳(繼而代表本公司)之董事。因此，本集團未能參與其所投資之公司之管理層，亦未能取得四川全天的任何財務資料。在此背景下，董事認為本集團實際上仍未能對所投資之公司行使整體實際控制權，因此將藝傳以未有作合併賬處理之附屬公司列賬。

雖然本集團已恢復與四川全天的中國合營企業夥伴磋商，然而，直至此等財務報表獲批准之日為止，本集團仍未能就洽談合作方面取得任何進展。本集團於年內就賣方違反與各訂約方所訂立之協議及/或所蒙受之損失控告賣方，惟賣方反控告本集團申索代價餘額18,000,000港元。根據法律意見，本集團有充份證據將反控告訴訟駁回。然而，由於訴訟剛開始而未有審判結果，故董事認為應採取審慎策略繼續就本集團於藝傳之權益作出全數36,000,000港元撥備。

Notes to Financial Statements

31 December 2002

19. INVESTMENT IN AN UNCONSOLIDATED SUBSIDIARY (continued)

As extracted from the unaudited management accounts, the deficiency of assets of Artland as at 31 December 2002 was HK\$23,102,000 (2001: HK\$23,041,000) and the Group's share thereof was HK\$16,171,000 (2001: HK\$16,129,000). The post-acquisition loss of Artland for the year ended 31 December 2002 was HK\$61,000 (period ended 31 December 2001: HK\$17,000) and the Group's share thereof was HK\$42,000 (period ended 31 December 2001: HK\$12,000).

No guarantee had been given by the Group to Artland or its creditors and thus no material contingent liability in respect thereof is considered likely to arise.

19. 於一間未有作合併賬處理之附屬公司之投資 (續)

根據未經審核管理賬目，於二零零二年十二月三十一日，藝傳之資產虧絀為23,102,000港元(二零零一年：23,041,000港元)，本集團應佔數額為16,171,000港元(二零零一年：16,129,000港元)。截至二零零二年十二月三十一日止年度，藝傳之收購後虧損為61,000港元(截至二零零一年十二月三十一日止期間：17,000港元)，本集團應佔數額為42,000港元(截至二零零一年十二月三十一日止期間：12,000港元)。

由於本集團並無向藝傳或其債權人發出任何擔保，故應不會就此而產生任何重大或然負債。

20. INTERESTS IN JOINTLY-CONTROLLED ENTITIES

Group
本集團

Share of net assets 應佔資產淨值
Goodwill on acquisition (note 17) 因收購產生之商譽(附註17)

20. 於共同控制公司之權益

2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
161,560	181,371
—	14,667
161,560	196,038
182,386	417,377
(108,586)	(337,113)
73,800	80,264
235,360	276,302

Due from jointly-controlled entities 應收共同控制公司款項
Less: Provisions for amounts due 減：應收共同控制公司
from jointly-controlled 款項之撥備
entities

20. INTERESTS IN JOINTLY-CONTROLLED ENTITIES

(continued)

Except for an amount of HK\$3,300,000 due from a jointly-controlled entity which bears interest at 5% per annum, the balances due from jointly-controlled entities are interest-free, unsecured and have no fixed terms of repayments.

The Group's trade payable balance due to a jointly-controlled entity is disclosed in note 27 to the financial statements.

The balance due to a jointly-controlled entity was unsecured, interest-free and was repaid during the year.

20. 於共同控制公司之權益 (續)

除一筆應收一間共同控制公司之3,300,000港元款項須按年利率5厘計息外，應收共同控制公司之其餘款項為免息及無抵押，且無固定還款期。

本集團應付一間共同控制公司之貿易賬款於財務報表附註27披露。

應付一間共同控制公司之款項為無抵押及免息，並已於年內償還。

Notes to Financial Statements

31 December 2002

20. INTERESTS IN JOINTLY-CONTROLLED ENTITIES

(continued)

Particulars of the principal jointly-controlled entities, which are held indirectly through subsidiaries, are as follows:

20. 於共同控制公司之權益 (續)

本集團透過附屬公司間接持有之主要共同控制公司之詳情如下：

Name 名稱	Business structure 業務架構	Place of incorporation/ registration/ and operations 註冊成立/ 登記及經營地點	Percentage of ownership interest attributable to the Group 本集團應佔股本 百分比		Principal activities 主要業務
			2002 二零零二年	2001 二零零一年	
Beelink Information Science & Technology Co., Ltd. 百靈訊息科技 有限公司	Corporate 企業	Mainland China 中國內地	40	40	Provision of technical support and consultancy services for Internet service providers 為互聯網服務供應商提供 技術支援及諮詢服務
北京新華電廣影視 技術有限公司 #	Corporate 企業	Mainland China 中國內地	49	49	Provision of consultancy services on film production and sale of film broadcasting rights 為電影製作提供顧問服 務及銷售電影播放權
北京聯成互動軟件 技術有限公司 #	Corporate 企業	Mainland China 中國內地	20	20	Software development 軟件研發

20. INTERESTS IN JOINTLY-CONTROLLED ENTITIES
(continued)

20. 於共同控制公司之權益 (續)

Name 名稱	Business structure 業務架構	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Percentage of ownership interest attributable to the Group 本集團應佔股本 百分比		Principal activities 主要業務
			2002 二零零二年	2001 二零零一年	
北京新華在線信息 技術有限公司	Corporate 企業	Mainland China 中國內地	55	55	Provision of value-added PRC business information 提供中國商業增值資訊
北京經華智業教育 科技有限公司	Corporate 企業	Mainland China 中國內地	70	—	Provision of on-line and off-line corporate and vocational training and related services 提供線上及非網上企業及 職業培訓及相關服務
Premier Printing Group Limited # 出版之友印務集團 有限公司 #	Corporate 企業	Hong Kong 香港	50	37	Printing 印刷
Sing Tao Daily Limited	Corporate 企業	Canada 加拿大	25	19	Newspaper Publishing 報章發行
Sing Tao Newspapers (Canada 1988) Limited	Corporate 企業	Canada 加拿大	50	37	Newspaper production 報章製作
Singdeer Joint Venture #	Unincorporated 非註冊成立	Canada 加拿大	50	37	Hotel operations 酒店經營

The financial statements of the above jointly-controlled entities are coterminous with those of the Group except for Singdeer Joint Venture ("Singdeer") which has a financial year ended 31 March 2002. The Group's financial statements have taken into account the results of Singdeer between 1 April 2002 and 31 December 2002.

以上共同控制公司中，除了 Singdeer Joint Venture (「Singdeer」) 之財政年度於二零零二年三月三十一日完結外，其他之財務報表結算日均與本集團相同。本集團之財務報表已經包括 Singdeer 由二零零二年四月一日至二零零二年十二月三十一日之業績。

Notes to Financial Statements

31 December 2002

20. INTERESTS IN JOINTLY-CONTROLLED ENTITIES

(continued)

The above table lists the jointly-controlled entities of the Group which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other jointly-controlled entities would, in the opinion of the directors, result in particulars of excessive length.

Not audited by Ernst & Young Hong Kong or other Ernst & Young International member firms.

21. INTERESTS IN ASSOCIATES

20. 於共同控制公司之權益 (續)

董事認為上表列出之本集團共同控制公司，主要影響本集團本年度之業績，或組成本集團淨資產之主要部份。董事認為詳細交待其他共同控制公司之詳情會令篇幅過於冗長。

並非由安永會計師事務所或 Ernst & Young International 之成員公司所審核。

21. 於聯營公司之權益

		Group 本集團		Company 本公司	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份， 按成本值	—	—	8,979	10,729
Less: Provision for impairment	減：減值撥備	—	—	(8,979)	(10,729)
		—	—	—	—
Share of net assets	應佔資產淨值	5,488	5,320	—	—
Due from associates	應收聯營公司款項	17,528	21,358	—	—
Less: Provisions for amounts due from associates	減：應收聯營公司 款項撥備	(10,224)	(11,137)	—	—
		12,792	15,541	—	—

The amounts due from associates are unsecured, interest-free and have no fixed terms of repayment.

應收聯營公司之款項為無抵押、免息及並無固定還款期。

21. INTERESTS IN ASSOCIATES (continued)

Particulars of the principal associate are as follows:

Name 名稱	Business structure 業務架構	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Percentage of ownership interest attributable to the Group 本集團應佔股本 百分比		Principal activity 主要業務
			2002 二零零二年	2001 二零零一年	
Dragon Fly Assets Limited	Corporate 企業	British Virgin Islands 英屬處女群島	50*	37*	Investment holding 投資控股

* Held indirectly through a subsidiary

The above table lists the associate of the Group which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

21. 於聯營公司之權益 (續)

主要聯營公司之詳情如下：

Name 名稱	Business structure 業務架構	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Percentage of ownership interest attributable to the Group 本集團應佔股本 百分比		Principal activity 主要業務
			2002 二零零二年	2001 二零零一年	
Dragon Fly Assets Limited	Corporate 企業	British Virgin Islands 英屬處女群島	50*	37*	Investment holding 投資控股

* 由一間附屬公司間接持有

董事認為上表列出之本集團聯營公司，主要影響本集團本年度之業績，或組成本集團淨資產之主要部份。董事認為詳細交待其他聯營公司之詳情會令篇幅過於冗長。

Notes to Financial Statements

31 December 2002

22. INVESTMENTS

22. 投資

Long term investments, at cost

長期投資，按成本值

		Group 本集團	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Listed equity investments:	上市股本投資：		
Hong Kong	香港	—	3,279
Elsewhere	其他地區	872	872
		872	4,151
Less: Provision for impairment	減：減值撥備	(304)	—
		568	4,151
Unlisted equity investments	非上市股本投資	4,999	4,999
Unlisted debt securities	非上市債務證券	3,820	4,320
		8,819	9,319
Less: Provision for impairment	減：減值撥備	(2,327)	—
		6,492	9,319
		7,060	13,470
Market value of listed equity investments included above at cost less impairment	以上按成本值減去減值入賬之上市股本之市值	568	4,141

Financial Statements

財務報表附註

二零零二年十二月三十一日

22. INVESTMENTS (continued)

22. 投資(續)

Short term investments, at fair value

短期投資，按公允價值

		Group 本集團	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Listed equity investments:	上市股本投資：		
Hong Kong	香港	21,371	36,562
Elsewhere	其他地區	973	1,034
		22,344	37,596
Market value of listed investments	上市投資市值	22,344	37,596

23. INVENTORIES

23. 存貨

		Group 本集團	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Raw materials	原材料	13,411	43,517
Work in progress	在製品	—	7,611
Finished goods	製成品	3,599	3,637
Inventories held for resale	持作轉售之存貨	10,359	17,361
		27,369	72,126

The cost of inventories recognised as an expense during the year amounted to HK\$260,080,000 (period ended 31 December 2001: HK\$389,913,000).

The carrying amount of inventories at net realisable value included in the above is HK\$4,045,000 (2001: HK\$4,307,000).

在本年度確認為支出之存貨成本為260,080,000港元(截至二零零一年十二月三十一日止期間：389,913,000港元)。

上表按可變現淨值列賬之存貨賬面值為4,045,000港元(二零零一年：4,307,000港元)。

Notes to Financial Statements

31 December 2002

24. TRADE AND BILLS RECEIVABLES

The Group allows an average credit period of 30 to 90 days to its trade customers. An aged analysis of trade and bills receivables, as at the balance sheet date, based on the payment due date, is as follows:

		Group 本集團	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Current to 30 days	即期至30天	133,371	210,247
31 to 60 days	31至60天	21,967	12,491
61 to 90 days	61至90天	11,350	9,239
91 to 120 days	91至120天	3,774	5,763
Over 120 days	120天以上	6,826	7,626
		177,288	245,366
Less: Provisions for bad and doubtful debts	減：呆壞賬撥備	(6,076)	(12,917)
		171,212	232,449

25. PLEDGED TIME DEPOSITS

The pledged time deposits were used to secure general banking facilities granted to the Group (note 28) and a jointly-controlled entity.

24. 應收賬款及票據

本集團給予貿易客戶平均30至90天之信貸期。於結算日，按到期日分析於之應收賬款及票據之賬齡如下：

25. 已抵押定期存款

已抵押定期存款用作本集團及一間共同控制公司獲授之一般銀行備用額(附註28)之抵押。

26. CASH AND CASH EQUIVALENTS

26. 現金及現金等值項目

		Group 本集團		Company 本公司	
		2002 二零零二年	2001 二零零一年	2002 二零零二年	2001 二零零一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	167,386	145,588	347	6,577
Time deposits	定期存款	591,619	140,095	73,167	—
		759,005	285,683	73,514	6,577

At the balance sheet date, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$15,739,000 (2001: HK\$6,060,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於結算日，本集團以人民幣為單位之現金及銀行結餘為15,739,000港元(二零零一年：6,060,000港元)。人民幣並不可自由兌換為其他貨幣，然而，根據中國大陸之外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准可透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

Notes to Financial Statements

31 December 2002

27. TRADE AND BILLS PAYABLES

An aged analysis of trade and bills payables, as at the balance sheet date, based on the payment due date, is as follows:

Current to 30 days	即期至30天
31 to 60 days	31至60天
61 to 90 days	61至90天
91 to 120 days	91至120天
Over 120 days	120天以上

Included in the balance is HK\$10,042,000 (2001: HK\$18,844,000) due to a jointly-controlled entity arising from printing services transactions, which is payable in accordance with the credit terms granted by the jointly-controlled entity.

27. 應付賬款及票據

於結算日，按到期日分析之應付賬款之賬齡如下：

		Group 本集團	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
		58,412	84,455
		3,515	13,810
		1,145	5,581
		225	520
		11,334	8,262
		74,631	112,628

以上結餘包括在印刷服務交易中，應付一間共同控制公司10,042,000港元(二零零一年：18,844,000港元)之款項。款項須按共同控制公司所授之信貸期支付。

28. INTEREST-BEARING BANK BORROWINGS

28. 附息銀行借貸

		Group 本集團	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Secured bank loans repayable:	須於下列期間償還之有抵押銀行貸款：		
Within one year or on demand	一年內或接獲通知時	9,675	29,206
In the second year	第二年	—	3,000
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	—	4,250
		9,675	36,456
Portion classified as current liabilities	歸類為流動負債之部份	(9,675)	(29,206)
Long term portion	長期部份	—	7,250

The Group's bank loans are secured by certain of the Group's pledged time deposits with an aggregate carrying amount of HK\$9,675,000 (2001: HK\$26,206,000) (note 25).

本集團之銀行貸款由本集團總賬面值達9,675,000港元(二零零一年: 26,206,000港元)之已抵押定期存款作抵押(附註25)。

At 31 December 2001, the Group's bank loans were also secured by mortgages over certain of the Group's land and buildings, with an aggregate carrying amount of approximately HK\$155,000,000 as at 31 December 2001 and floating charge over certain of the Group's equipment with an aggregate carrying amount of approximately HK\$6,583,000 as at 31 December 2001 (note 15).

於二零零一年十二月三十一日，本集團之銀行貸款由本集團於二零零一年十二月三十一日總面值約155,000,000港元之若干土地及樓宇之按揭及本集團於二零零一年十二月三十一日總面值約6,583,000港元之若干設備之浮動押記作抵押(附註15)。

Notes to Financial Statements

31 December 2002

29. FINANCE LEASE PAYABLES

The Group leases certain of its furniture and fixtures for its media business. These leases are classified as finance leases and have remaining lease terms ranging from four to five years.

At the balance sheet date, the total future minimum lease payments under finance leases and their present values, were as follows:

Group
本集團

		Minimum lease payments 2002 最低租金 二零零二年 HK\$'000 千港元	Minimum lease payments 2001 最低租金 二零零一年 HK\$'000 千港元	Present value of minimum lease payments 2002 最低租金 之現值 二零零二年 HK\$'000 千港元	Present value of minimum lease payments 2001 最低租金 之現值 二零零一年 HK\$'000 千港元
Amounts payable:	應付款項：				
Within one year	一年內	196	—	142	—
In the second year	第二年	196	—	153	—
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	543	—	489	—
Total minimum finance lease payments	最低融資租金總額	935	—	784	—
Future finance charges	未來融資費用	(151)	—		
Total net finance lease payables	融資租約應付款項 總淨額	784	—		
Portion classified as current liabilities	歸類為流動負債 之部份	(142)	—		
Long term portion	長期部份	642	—		

29. 融資租約應付款項

本集團出租其媒體業務之若干傢俬及裝置。該等租約屬融資租約，餘下之租期為四年至五年不等。

於結算日，根據融資租約之未來最低總租金及其現值如下：

30. LONG TERM OTHER PAYABLES

The balance represents a payable to a joint venture partner of a jointly-controlled entity which is unsecured, interest-free and payable on or before 7 December 2005.

31. DEFERRED INCOME

As part of the disposal arrangement of the Disposed Assets (note 8), the Group entered into a lease agreement with South China Printing Company (1988) Limited ("South China"), an ex-subsiary of the Group, to continue to lease certain of the Group's investment properties to South China for a period of five years commencing from 19 April 2002 (the "Lease Period") at a nominal consideration of HK\$1. The aggregate rental value of these properties for the Lease Period was estimated by the directors to be HK\$24,583,000 by reference to the then existing market rate. The directors consider that the lease agreement was entered into as part of the disposal arrangement of the Disposed Assets. Accordingly, such rental value has been excluded from the gain on disposal of the Disposed Assets (note 8) and recognised as a deferred income in the balance sheet. The deferred income is amortised and credited to the profit and loss account over the Lease Period on a straight-line basis.

30. 其他長期應付款項

結餘指應付予一間共同控制公司之合營企業夥伴，款項為無抵押、免息及須於二零零五年十二月七日或之前償還。

31. 遞延收入

作為出售資產(附註8)之出售安排其中一部份，本集團與前附屬公司South China Printing Company(「South China」)訂立一項租約協議，按1港元之代價向South China租出若干本集團之投資物業，由二零零二年四月十九日起為期五年(「租約期間」)。董事經考慮當時之市場利率後估計該等物業於租約期間之總租值為24,583,000港元。董事認為訂立租約協議為出售資產之出售安排其中一部份，故該租值並無計入出售資產(附註8)之出售收益內，而於資產負債表確認為遞延收入。遞延收入經攤銷後按直線法於租約期間計入損益表。

		Group 本集團 2002 二零零二年 HK\$'000 千港元
Arising during the year	年內產生	24,583
Less: Credited to the profit and loss account during the year	減：於年內計入損益表	(3,441)
Balance as at 31 December 2002	於二零零二年十二月三十一日之結餘	21,142
Portion classified as current liabilities	歸類為流動負債之部份	(4,917)
Long term portion	長期部份	16,225

Notes to Financial Statements

31 December 2002

32. PROVISION FOR LONG SERVICE PAYMENTS

32. 長期服務金撥備

		Group 本集團	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Balance at beginning of year/period	年初／期初結餘	5,608	11,616
Disposal of subsidiaries (note 37(c))	出售附屬公司(附註37(c))	(625)	—
Charge for the year (note 7)	年內撥備(附註7)	2,163	—
Write-back during the period	期內撥回	—	(2,929)
Payments during the year/period	年內／期內繳款	(4,517)	(3,092)
Exchange realignment	匯兌調整	44	13
At 31 December	於十二月三十一日	2,673	5,608

The Group provides for the probable future long service payments expected to be made to employees under the Hong Kong Employment Ordinance, as further explained under the heading "Employee benefits" in note 3 to the financial statements. The provision is based on the best estimate of the probable future payments which have been earned by the employees from their services to the Group to the balance sheet date.

本集團根據香港僱傭條例就預期未來或需向僱員支付之長期服務金作出撥備，詳情請見財務報表附註3「僱員福利」一節。撥備乃根據僱員截至結算日向本集團提供服務所賺取的未來繳款之最佳估計。

33. DEFERRED TAX

33. 遞延稅項

		Group 本集團	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Balance at beginning of year/period	年初／期初結餘	7,380	9,005
Disposal of subsidiaries (note 37 (c))	出售附屬公司(附註37(c))	(6,886)	—
Credit for the year/period (note 12)	年內／期內計入(附註12)	(491)	(1,631)
Exchange realignment	匯兌調整	(3)	6
At 31 December	於十二月三十一日	—	7,380

33. DEFERRED TAX (continued)

The principal components of the Group's provision for deferred tax, and the net deferred tax asset position not recognised in the financial statements, are as follows:

Accelerated depreciation allowances	加速折舊免稅額
Tax losses	稅務虧損
Others	其他

33. 遞延稅項 (續)

本集團遞延稅項撥備之主要項目連同未於本財務報表確認之遞延稅項資產淨值如下：

		Provided 已撥備		Not provided 尚未撥備	
		2002 二零零二年	2001 二零零一年	2002 二零零二年	2001 二零零一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		445	7,261	5,826	9,609
		—	—	(131,641)	(125,780)
		(445)	119	—	(2,904)
		—	7,380	(125,815)	(119,075)

No provision has been made for taxes which would arise on the remittance to Hong Kong of retained profits of overseas companies as it is not anticipated that these amounts will be remitted in the near future.

The potential tax benefits attributable to tax losses of certain subsidiaries have not been recognised as they are not expected to be utilised in the foreseeable future.

The revaluations of the Group's land and buildings and investment properties do not constitute timing differences and, consequently, the amount of potential deferred tax thereon has not been quantified.

由於預期海外公司之留存溢利在短期內不會匯往香港，因此並無為該筆款項在匯兌時可產生之稅項撥備。

由於若干附屬公司稅務虧損之應佔潛在稅務利益預期在可見將來不會變現，因此並無就此確認。

本集團土地及樓宇及投資物業之重估並不構成時差，故並無計算有關潛在遞延稅項之數額。

Notes to Financial Statements

31 December 2002

33. DEFERRED TAX (continued)

The principal components of the Company's net deferred tax asset position not recognised in the financial statements are as follows:

Accelerated depreciation allowances	加速折舊免稅額
Tax losses	稅務虧損

The revaluations of the Company's land and buildings do not constitute timing differences and, consequently, the amount of potential deferred tax thereon has not been quantified.

33. 遞延稅項 (續)

本公司尚未於財務報表確認之遞延稅項資產淨值之主要成份如下：

Not provided 尚未撥備	
2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
720	30
(4,696)	(4,163)
(3,976)	(4,133)

本公司土地及樓宇之重估並不構成時差，故並無計算有關潛在遞延稅項之數額。

Financial Statements

財務報表附註

二零零二年十二月三十一日

34. SHARE CAPITAL

34. 股本

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
<i>Authorised:</i>	法定股本：		
4,708,513,092 ordinary shares of HK\$0.10 each	4,708,513,092股每股面值 0.10 港元之普通股	470,851	470,851
1,291,486,908 5% redeemable cumulative convertible preference shares of HK\$0.10 each	1,291,486,908股每股面值 0.10 港元之 5%累積可贖回 可轉換優先股	129,149	129,149
		600,000	600,000
<i>Issued and fully paid:</i>	已發行及繳足股本：		
1,818,086,074 (2001: 1,470,345,273) ordinary shares of HK\$0.10 each	1,818,086,074 (二零零一年： 1,470,345,273) 每股面值0.10 港元之普通股	181,809	147,035
<i>Issued and partly paid:</i>	已發行及部份繳足股本：		
1,123,486,908 (2001: 1,159,486,908) 5% redeemable cumulative convertible preference shares of HK\$0.10 each	1,123,486,908 (二零零一年： 1,159,486,908) 每股面值0.10 港元之5%累積 可贖回可轉換優先股	71,768	74,068
		253,577	221,103

Notes to Financial Statements

31 December 2002

34. SHARE CAPITAL (continued)

During the period ended 31 December 2001 and the year ended 31 December 2002, there were the following movements in the Company's share capital:

(a) Ordinary shares

- (i) On 20 June 2001, Luckman paid up the remaining 90% of the cash subscription price of HK0.6388 per share for 132,000,000 preference shares so as to enable it to exercise the conversion rights attached to these fully paid-up preference shares. The net proceeds received by the Company thereof amounted to approximately HK\$75,889,000 and such conversion resulted in 132,000,000 new ordinary shares of the Company being issued to Luckman and credited as fully paid. The proceeds were used for working capital purpose.
- (ii) During the period ended 31 December 2001, the subscription rights attaching to 226,000 share options were exercised at the subscription price of HK\$0.4032 per share, resulting in the issue of 226,000 shares of HK\$0.10 each for a total cash consideration, before expenses, of HK\$92,000.

34. 股本 (續)

截至二零零一年十二月三十一日止期間及截至二零零二年十二月三十一日止年度之本公司股本變動如下：

(a) 普通股

- (i) 於二零零一年六月二十日，Luckman 支付132,000,000股每股0.6388港元之優先股餘下之90%現金認購價，以便行使該等繳足股款優先股所附之兌換權。本公司由此收取之款項淨額共約75,889,000港元，而兌換優先股導致本公司向Luckman 發行132,000,000股入賬列為繳足之新普通股。所得款項用作營運資金。
- (ii) 截至二零零一年十二月三十一日止期間，226,000份購股權附有之認購權按認購價每股0.4032港元行使，從而發行226,000股每股面值0.10港元之股份，未扣除開支之總現金代價為92,000港元。

34. SHARE CAPITAL (continued)

(a) Ordinary shares (continued)

(iii) On 3 July 2002, three subscription agreements were entered into between the Company and Concord Fortune Limited, CyberTime Limited and Novel Investments (Overseas) Limited (the "Subscribers") whereby each of the Subscribers agreed to subscribe for 41,500,000 new ordinary shares in the Company of HK\$0.10 each for cash at HK\$0.6388 each at an aggregate cash consideration of HK\$79,531,000. The proceeds were raised for working capital purpose.

(iv) Pursuant to a conditional securities exchange offer (the "Offer") announced by the Company on 11 July 2002, the Company issued 187,240,801 new ordinary shares of HK\$0.10 each at issue prices ranging from HK\$0.32 to HK\$0.40 per ordinary share for an aggregate consideration of HK\$63,859,000, for the purpose of acquiring the remaining 25.5% equity interests in Sing Tao Media Holdings Limited ("Sing Tao Media") then held by the minority shareholders of Sing Tao Media. After the completion of the Offer, Sing Tao Media became a wholly-owned subsidiary of the Company. Details of the Offer are included in the Company's circular dated 30 August 2002.

34. 股本 (續)

(a) 普通股 (續)

(iii) 於二零零二年七月三日，本公司與 Concord Fortune Limited、CyberTime Limited 及 Novel Investments (Overseas) Limited (「認購者」) 訂立三項認購協議，認購者同意各自以現金0.6388港元，即現金代價合共79,531,000港元，認購41,500,000股每股0.10港元之本公司新普通股。所得款項用作營運資金。

(iv) 根據本集團於二零零二年七月十一日公佈之有條件換股建議 (「建議」)，本公司以總代價63,859,000港元按發行價每股普通股0.32港元至0.40港元發行187,240,801股每股0.10港元新普通股，用作收購當時由 Sing Tao Media Holdings Limited (「Sing Tao Media」) 之少數股東所持有的 Sing Tao Media 餘下25.5%股權。建議完成後，Sing Tao Media 成為本公司之全資附屬公司。有關建議之詳情載於本公司於二零零二年八月三十日發出之通函。

Notes to Financial Statements

31 December 2002

34. SHARE CAPITAL (continued)

(a) Ordinary shares (continued)

- (v) On 19 July 2002, on a conditional basis, Luckman exercised the conversion rights attached to 36,000,000 preference shares to subscribe for 36,000,000 ordinary shares of the Company. On 30 December 2002, Luckman paid up the remaining 90% of the cash subscription price of HK\$0.6388 per share for 36,000,000 preference shares so as to enable it to exercise the conversion rights attached to these fully paid-up preference shares. The additional proceeds received by the Company thereof amounted to approximately HK\$20,696,000 and such conversion resulted in 36,000,000 new ordinary shares of the Company being issued to Luckman and credited as fully paid. The proceeds were used for working capital purpose.

34. 股本 (續)

(a) 普通股 (續)

- (v) 於二零零二年七月十九日，Luckman有條件行使36,000,000股優先股所附有之兌換權，認購本公司36,000,000股普通股。於二零零二年十二月三十日，Luckman繳足每股0.6388港元之36,000,000股優先股餘下90%之款項，以行使該等繳足優先股附有之兌換權。本公司從中所得之額外款項約為20,696,000港元，而該等兌換則導致本公司向Luckman發行36,000,000股入賬列為繳足之新普通股。所得款項用作營運資金。

34. SHARE CAPITAL (continued)

(a) Ordinary shares (continued)

A summary of the transactions during the period ended 31 December 2001 and year ended 31 December 2002 with reference to above movements in the Company's issued ordinary share capital is as follows:

34. 股本 (續)

(a) 普通股 (續)

截至二零零一年十二月三十一日止期間及截至二零零二年十二月三十一日止年度有關上述本公司已發行普通股變動之交易概要如下：

		Notes 附註	Number of ordinary shares in issue 已發行 普通股數目	Issued ordinary share capital 已發行 普通股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2001	於二零零一年 四月一日		1,338,119,273	133,812	761,605	895,417
Conversion of preference shares	兌換優先股	(i)	132,000,000	13,200	71,121	84,321
Exercise of options	行使購股權	(ii)	226,000	23	69	92
			132,226,000	13,223	71,190	84,413
Share issue expenses	發行股份開支		—	—	(47)	(47)
At 31 December 2001 and 1 January 2002	於二零零一年 十二月三十一日 及二零零二年 一月一日		1,470,345,273	147,035	832,748	979,783
Issue of new shares to subscribers	向認購者發行 新股份	(iii)	124,500,000	12,450	67,081	79,531
Issue of new shares under the Offer	根據建議 發行新股份	(iv)	187,240,801	18,724	45,135	63,859
Conversion of preference shares	兌換優先股	(v)	36,000,000	3,600	19,396	22,996
			347,740,801	34,774	131,612	166,386
At 31 December 2002	於二零零二年 十二月三十一日		1,818,086,074	181,809	964,360	1,146,169

Notes to Financial Statements

31 December 2002

34. SHARE CAPITAL (continued)

34. 股本 (續)

(b) Preference shares

(b) 優先股

		Number of preference shares 優先股數目	Issued and partly paid 已發行及 部份繳足 HK\$'000 千港元
At 1 April 2001	於二零零一年四月一日	1,291,486,908	82,500
Paid up preference shares	繳付優先股		75,889
Converted into ordinary shares	兌換為普通股	(132,000,000)	(84,321)
At 31 December 2001 and 1 January 2002	於二零零一年 十二月三十一日 及二零零二年 一月一日	1,159,486,908	74,068
Paid up preference shares	繳付優先股		20,696
Converted into ordinary shares	兌換為普通股	(36,000,000)	(22,996)
At 31 December 2002	於二零零二年 十二月三十一日	1,123,486,908	71,768

During the year ended 31 March 2001, 1,291,486,908 preference shares were issued at a cash subscription price of HK\$0.6388 per preference share to Luckman, and had been partly paid up as to 10% of the subscription price. 132,000,000 and 36,000,000 of such preference shares were fully paid up and converted into ordinary shares during the period ended 31 December 2001 and the year ended 31 December 2002, respectively. At 31 December 2002, there were 1,123,486,908 preference shares in issue, and such preference shares were partly paid up as to 10% of the subscription price.

於截至二零零一年三月三十一日止年度，1,291,486,908股優先股已按現金認購價每股0.6388港元發行予Luckman。該等優先股已繳付認購價10%的股款，其中132,000,000股及36,000,000股優先股已分別於截至二零零一年十二月三十一日止期間及截至二零零二年十二月三十一日止年度內繳足股款，並已兌換為普通股。於二零零二年十二月三十一日，已發行1,123,486,908股優先股，而該等優先股已繳付10%之認購價。

34. SHARE CAPITAL (continued)

(b) Preference shares (continued)

The holders of the preference shares may elect to advance to the Company all or part of moneys uncalled or unpaid on any such preference shares. However, the Company is not permitted to make calls with respect to amounts unpaid on such partly paid preference shares.

The holders of preference shares are entitled to fixed cumulative preferential dividends at the rate of 5% per annum provided that the preference shares have been fully paid up.

The preference shares are convertible into new ordinary shares of the Company upon being fully paid up, in the period between 20 July 2000 and 19 July 2002, in the ratio of one new ordinary share for every preference share. As at 31 December 2002, Luckman had converted 168,000,000 preference shares into ordinary shares upon the relevant preference shares being paid up.

In addition, the preference shares are redeemable at any time by their holders for the amount paid up together with any arrears or accruals of the fixed cumulative preferential dividend on the preference shares, subject to the provisions of the Companies Act of Bermuda.

34. 股本 (續)

(b) 優先股 (續)

優先股持有人可選擇向本公司預付全部或部份未催繳或未支付的優先股股款。然而，本公司不得向該等部份繳足股款的優先股催繳未繳股款。

優先股持有人若已繳足優先股股款，則有權獲派按年率5厘計算的固定累積優先股股息。

於二零零零年七月二十日至二零零二年七月十九日期間，優先股於繳足股款後，每股可按一兌一的比例兌換為本公司新普通股。於二零零二年十二月三十一日，Luckman 在繳付 168,000,000股優先股之股款後，已經將該等優先股兌換為普通股。

此外，在百慕達公司法的條文規限下，優先股持有人可隨時連同拖欠或應計之優先股固定累積股息贖回已繳付之優先股本。

Notes to Financial Statements

31 December 2002

34. SHARE CAPITAL (continued)

(b) Preference shares (continued)

Subsequent to the balance sheet date, on 2 January 2003, the Company received a redemption notice from Luckman, requiring the Company to redeem all the outstanding preference shares in issue of the Company registered in the name of Luckman at a redemption price of HK\$0.06388 per preference share, being its partly paid up capital (the "Redemption"). Upon the completion of the Redemption, the share capital and the net assets of the Company and the Group were reduced by HK\$71,768,000.

(c) Share options

Details of the Company's share option schemes and the share options issued under the scheme are included in note 35 to the financial statements.

35. SHARE OPTION SCHEMES

SSAP 34 was adopted during the year, as explained in note 2 and under the heading "Employee benefits" in note 3 to the financial statements. As a result, these detailed disclosures relating to the Company's share option schemes are now included in the notes to the financial statements. In the prior year, these disclosures were included in the Report of the Directors, as their disclosure is also a requirement of the Listing Rules.

34. 股本 (續)

(b) 優先股 (續)

結算日後，於二零零三年一月二日，本公司接獲Luckman之贖回通知，要求本公司按每股優先股贖回價0.06388港元(即部份已繳足股本)贖回以Luckman名義登記之所有已發行但尚未行使之優先股(「贖回」)。贖回完成後，本公司及本集團之股本及資產淨值減少71,768,000港元。

(c) 購股權

有關本公司購股權計劃及根據計劃授出購股權之詳情載於財務報表附註35。

35. 購股權計劃

按財務報表附註2及附註3「僱員福利」一節所述，本集團於年內採納會計實務準則第34號。因此，有關本公司購股權計劃之詳細披露現在載於財務報表附註。去年，該等披露根據上市規則之規定載於董事會報告內。

35. SHARE OPTION SCHEMES (continued)

On 14 June 1996, the Company adopted a share option scheme (the "Old Scheme") for the purpose of providing incentives and rewards to eligible persons including the employees and executive directors of the Company or any of its subsidiaries. The exercise period of the options granted under the Old Scheme is determinable by the directors, and commences after a certain holding period and ends on the tenth anniversary of the date of grant of the options.

The maximum number of options may be granted which would result in the aggregate number of shares issued or issuable under the Old Scheme, may not exceed 10% of the issued share capital of the Company at the time of granting options. The maximum number of options which may be granted to any eligible person should not exceed 25% of the total number of options which may be granted under the Old Scheme at the date of granting options to such person. The exercise price of options pursuant to the Old Scheme is determinable by the directors, but must be the higher of 80% of the average closing price of the Company's shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the five trading days immediately preceding the date of offer of the grant of the options, or the nominal value per share.

35. 購股權計劃 (續)

本公司於一九九六年六月十四日採納購股權計劃(「舊有計劃」)，以便向合資格人士(包括本公司或其任何附屬公司之僱員及執行董事)提供獎勵和回報。根據舊有計劃授出之購股權之行使期由董事釐定，在一段持有期完結後開始，並於購股權授出之日十週年屆滿。

最多可予授出之購股權以根據舊有計劃發行或可予發行之股份總數不得超過本公司於購股權授出當日已發行股本之10%為上限。向任何一位合資格人士授出之購股權，最多不得超過向該位合資格人士授出購股權當日，根據舊有計劃可授出之購股權總數之25%。根據舊有計劃授出之購股權之行使價由董事釐定，但必須為本公司股份在提議授出購股權當日的前五個交易日，在香港聯合交易所有限公司(「聯交所」)之平均收市價之80%或每股面值兩者之較高價。

Notes to Financial Statements

31 December 2002

35. SHARE OPTION SCHEMES (continued)

At the beginning of the year, there were 85,306,000 options outstanding under the Old Scheme, which entitled the holders to subscribe for shares of the Company at any time during the periods ranging from 25 September 2000 to 23 December 2011. The subscription prices payable upon the exercise of these options ranged from HK\$0.3528 to HK\$1.35, subject to adjustment.

During the year, the Company granted a total of 400,000 share options under the Old Scheme. The share options granted entitle the holders to subscribe for shares of the Company at any time during periods ranging from 1 June 2002 to 21 March 2012. The subscription price per share payable upon the exercise of these options is HK\$0.282, subject to adjustment.

During the year, no share option granted under the Old Scheme was exercised, and 23,324,000 share options granted under the Old Scheme with exercise prices ranging from HK\$0.3528 to HK\$1.35 lapsed during the year.

No cash consideration was received by the Company for the options granted during the year.

Pursuant to the resolutions passed at the annual general meeting of the Company held on 28 May 2002, the Old Scheme was terminated and a new share option scheme (the "New Scheme") was adopted.

35. 購股權計劃 (續)

年初，共有85,306,000份舊有計劃之購股權尚未行使。該等購股權持有人有權於二零零零年九月二十五日至二零一一年十二月二十三日期間隨時認購本公司股份。行使該等購股權時應付介乎0.3528港元至1.35港元之行使價(或會調整)。

年內，本公司根據舊有計劃合共授出400,000份購股權。該等購股權賦予持有人有權於二零零二年六月一日至二零一二年三月二十一日期間隨時認購本公司股份。行使該等購股權時應付每股0.282港元之行使價(或會調整)。

年內，並無行使根據舊有計劃授出之購股權，而根據舊有計劃授出之23,324,000份購股權(每份行使價0.3528港元至1.35港元)於年內已告無效。

本公司於年內並無就授出之購股權收取任何現金代價。

本公司於二零零二年五月二十八日舉行股東週年大會，通過決議案終止舊有計劃，並採納新購股權計劃(「新計劃」)。

35. SHARE OPTION SCHEMES (continued)

The following is a summary of the New Scheme:

1. Purpose: The New Scheme seeks to recognise and acknowledge the contributions or potential contributions made or to be made by the qualified persons to the Group, to motivate the qualified persons to optimise their performance and efficiency for the benefit of the Group, and to maintain or attract business relationship with the qualified persons whose contributions are or may be beneficial to the growth of the Group.
2. Participants:
 - (i) any part-time or full time employee or officer of any member of the Group or of any associate;
 - (ii) any director (executive or non-executive) of any member of the Group or of any associate; or

35. 購股權計劃(續)

新計劃概述如下：

1. 目的：新計劃目的為確認合資格人士所作出或將作出之貢獻，從而激勵合資格人士發揮潛能及提高效率而有利於本集團，並對作出對本集團增長有利之貢獻之合資格人士保持或促進業務關係。
2. 參與者：
 - (i) 本集團成員公司或任何聯營公司之任何兼職或全職僱員或主管；
 - (ii) 本集團成員公司或其任何聯營公司之任何董事(執行或非執行董事)；或

Notes to Financial Statements

31 December 2002

35. SHARE OPTION SCHEMES (continued)

2. Participants: (continued)
- (iii) any supplier, agent, customer, business associate, distributor, professional or other adviser of, or consultant or contractor to, any member of the Group.
3. Total number of shares available for issue and percentage of issued share capital:
- The total number of shares available for issue under the New Scheme as at 31 December 2002 was 147,034,527 shares (including options for 650,000 shares that have been granted but not yet lapsed or exercised) which represented approximately 8.09% of the issued share capital of the Company at 31 December 2002.
4. Maximum entitlement of each participant:
- Unless separately approved by shareholders in a general meeting in the manner as prescribed in the Listing Rules, the total number of shares issued and to be issued upon exercise of option granted to each qualified person (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares then in issue.

35. 購股權計劃 (續)

2. 參與者：(續)
- (iii) 本集團成員公司之供應商、代理、客戶、業務夥伴、分銷商、專業人士、諮詢人、顧問或承包商。
3. 可供發行之股份總數及已發行股本百分比：
- 截至二零零二年十二月三十一日，根據新計劃可供發行之股份總數為147,034,527股（包括650,000股已授出但尚未失效或尚未行使之購股權），佔本公司於二零零二年十二月三十一日之已發行股本約8.09%。
4. 各參與者可獲之最高股數：
- 於任何十二個月期間因行使向各合資格人士授出的購股權（包括已行使及尚未行使之購股權）而發行及將發行之股份總數，不得超過當時已發行股份的1%，惟根據上市規則規定由股東於股東大會另行通過則除外。

35. SHARE OPTION SCHEMES (continued)

5. Period within which the shares must be taken up: The period during which an option may be exercised in accordance with the terms of the New Scheme shall be the period set out in the relevant offer letter provided that such period must expire no later than the tenth anniversary of the date on which it is granted.

6. Minimum period for which an option must be held before it can be exercised: To be determined by the directors and included in the relevant offer letters.

7. Amount payable on application or acceptance and the payment period: Nil

8. Basis of determining the exercise price: The exercise price will be determined by the directors and shall be the highest of:

- (i) the closing price of the Company's shares as stated on the Stock Exchange's daily quotation sheets on the date of grant of the relevant options;

35. 購股權計劃 (續)

5. 必須認購股份之期間：根據新計劃條款，可行使購股權之期間為有關建議函件所列明之期間，惟該等期間必須於購股權授出日期後十年屆滿。

6. 購股權於行使前須持有之最短限期：由董事釐定，並載於有關建議函件。

7. 申請或接納購股權之應付款項及付款期間：無。

8. 釐定行使價之基準：行使價由董事釐定，以下列較高者為準：

- (i) 授出有關購股權當日本公司股份在聯交所每日報價表所示之收市價；

Notes to Financial Statements

31 December 2002

35. SHARE OPTION SCHEMES (continued)

8. Basis of determining the exercise price: (continued)
- (ii) the average of the closing prices of the Company's shares as stated on the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the grant of the relevant options; or
- (iii) the nominal value of the Company's shares.
9. Remaining life of the New Scheme: The New Scheme will expire on 27 May 2012.
10. Options granted and lapsed during the year: During the year ended 31 December 2002, a total of 1,454,000 options were granted to employees of the Group pursuant to the New Scheme, of which 804,000 options lapsed and 650,000 options remained outstanding with exercise period from 6 August 2002 to 2 June 2012 and exercise price of HK\$0.40.

35. 購股權計劃 (續)

8. 釐定行使價之基準: (續)
- (ii) 授出有關購股權日期前五個交易日日本公司股份在聯交所每日報價單之平均收市價; 或
- (iii) 本公司股份面值。
9. 新計劃之剩餘期間: 新計劃將於二零一二年五月二十七日屆滿。
10. 年內授出及失效之購股權: 截至二零零二年十二月三十一日止年度, 本集團根據新計劃向僱員授出之購股權總數為1,454,000份, 其中804,000份已告失效, 而650,000份尚未行使之購股權可於二零零二年八月六日至二零一二年六月二日期間按行使價0.40港元行使。

35. SHARE OPTION SCHEMES (continued)

At the balance sheet date, the Company had 62,382,000 and 650,000 share options outstanding under the Old Scheme and the New Scheme, respectively, with exercise period from 25 September 2000 to 2 June 2012 and exercise prices ranging from HK\$0.2820 to HK\$0.9184. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 63,032,000 additional shares of HK\$0.10 each for an aggregate consideration, before expenses, of approximately HK\$46 million.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

35. 購股權計劃 (續)

於結算日，本公司分別共有62,382,000份及650,000份舊有及新計劃之購股權尚未行使。該等購股權之行使期介乎二零零零年九月二十五日至二零一二年六月二日，行使價介乎0.2820港元至0.9184港元。此等餘下之購股權在全部行使時，將會導致本公司在現時的股本結構下額外發行63,032,000股每股面值0.10港元之股份，未扣除開支前之總代價為46,000,000港元。

購股權並無給予持有人收取股息或於股東大會投票之權利。

Notes to Financial Statements

31 December 2002

35. SHARE OPTION SCHEMES (continued)

35. 購股權計劃 (續)

The following share options were outstanding during the year:

以下是於年內尚未行使之購股權：

Name or category of participant	Number of share options 購股權數目					At 31 December 2002 於二零零二年十二月三十一日	Date of grant of share options 購股權授出日期	Exercise period of share options 購股權行使期	Price of Company's shares**** 本公司股價****		
	At 1 January 2002 於二零零二年一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Cancelled during the year 年內註銷				Exercise price of share options* 購股權之行使價* HK\$ 港元	At grant date of options 購股權授出當日 HK\$ 港元	At exercise date of options 購股權行使當日 HK\$ 港元
Directors 董事 ##											
Under the Old Scheme											
<i>根據舊有計劃</i>											
Ms. Inn, Judy# 邢珠迪小姐#	10,000,000	-	-	(10,000,000)	-	-	23-10-00	24-10-00 to 23-10-10	0.8704	0.65	-
	3,000,000	-	-	(3,000,000)	-	-	31-8-01	20-9-02 to 19-9-11	0.3528	0.41	-
	13,000,000	-	-	(13,000,000)	-	-					
Mr. Jia Hong Ping 賈紅平先生	3,500,000	-	-	-	-	3,500,000	23-10-00	01-12-00 to 23-10-10	0.8704	0.65	-
Mrs. Sy Wong Chor Fong 施黃楚芳女士	3,500,000	-	-	(3,500,000)	-	-	3-1-00	1-1-01 to 31-12-02	1.35	1.87	-
	754,000	-	-	-	-	754,000	23-10-00	24-10-00 to 23-10-10	0.8704	0.65	-
	400,000	-	-	-	-	400,000	31-8-01	20-9-02 to 19-9-11	0.3528	0.41	-
	4,654,000	-	-	(3,500,000)	-	1,154,000					
Mr. Wong Wai Ming 黃偉明先生	30,000,000	-	-	-	-	30,000,000	23-10-00	24-10-00 to 23-10-10	0.8704	0.65	-
	6,000,000	-	-	-	-	6,000,000	31-8-01	20-9-02 to 19-9-11	0.3528	0.41	-
	36,000,000	-	-	-	-	36,000,000					
Mr. Yang Yiu Chong, Ronald Jeffrey 楊耀宗先生	1,960,000	-	-	-	-	1,960,000	24-9-00	25-9-00 to 24-9-10	0.9184	1.10	-
	2,700,000	-	-	-	-	2,700,000	31-8-01	20-9-02 to 19-9-11	0.3528	0.41	-
	4,660,000	-	-	-	-	4,660,000					
Mr. Young, Terence# 楊宏錫先生#	2,000,000	-	-	(2,000,000)	-	-	23-10-00	24-10-00 to 23-10-10	0.8704	0.65	-
Other employees											
其他僱員											
In aggregate (under the Old Scheme)											
合共(根據舊有計劃)	21,492,000	400,000	-	(4,824,000)	-	17,068,000	**	**	**	**	-
In aggregate (under the New Scheme)											
合共(根據新計劃)	-	1,454,000	-	(804,000)	-	650,000	***	***	***	***	-
Total 合共	85,306,000	1,854,000	-	(24,128,000)	-	63,032,000					

35. SHARE OPTION SCHEMES (continued)

- * The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- ** These represent options granted to employees with exercise prices ranging from of HK\$0.282 to HK\$1.35, exercise period starting on the earliest on 31 October 2000 and ending on the latest on 21 March 2012 and the price of the Company's shares at grant date of options ranging from HK\$0.27 to HK\$1.87.
- *** These represent options granted to employees with an exercise price of HK\$0.40, exercise period starting on the earliest on 6 August 2002 and ending on the latest on 2 June 2012 and the price of the Company's shares at grant date of options of HK\$0.41.
- **** The price of the Company's shares disclosed at grant date of options is the closing price on the Stock Exchange on the trading day immediately prior to the date of offer of the grant of the options.
- # Mr. Terrence Young and Ms. Judy Inn resigned as directors of the Company on 30 October 2002 and the options granted to them lapsed during the year.
- ## All the outstanding share options to the directors were granted under the Old Scheme.

35. 購股權計劃 (續)

- * 購股權之行使價會視乎供股或發行紅股，或本公司股本出現類似變動而調整。
- ** 此等購股權為向僱員授出之購股權，行使價介乎0.282港元至1.35港元，行使期由最早的二零零零年十月三十一日開始至最遲的二零一二年三月三十一日完結，本公司股份於購股權授出當日之價格介乎0.27港元至1.87港元。
- *** 此等購股權為向僱員授出之購股權，行使價為0.40港元，行使期由最早的二零零二年八月六日開始至最遲的二零一二年六月二日完結，本公司股份於購股權授出當日之價格為0.41港元。
- **** 上表所披露於購股權授出之日之股價指提議授出購股權日之前一個交易日，本公司股份在聯交所之收市價。
- # 楊宏暢先生及邢珠迪小姐於二零零二年十月三十日辭退本公司董事職位，向彼等授出之購股權於年內已告失效。
- ## 董事所持之所有尚未行使購股權均為根據舊有計劃授出之購股權。

Notes to Financial Statements

31 December 2002

36. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 50 to 51 of this Annual Report.

The Group's contributed surplus represents the difference between the nominal value of shares issued by Perfect Treasure Holdings (BVI) Limited in exchange for the aggregate nominal value of the issued capital of subsidiaries acquired pursuant to the group reorganisation in 1996, prior to the listing of the Company's shares.

Certain amounts of negative goodwill arising on the acquisition of subsidiaries in prior years remain credited to the capital reserve as explained in note 17 to the financial statements.

36. 儲備

(a) 本集團

本集團於本年度及過往年度之儲備數額及其變動已呈列於本年報第50至第51頁之綜合股權變動表。

本集團之繳入盈餘為 Perfect Treasure Holdings (BVI) Limited 已發行股份之面值，與本公司股份上市前，用作交換根據一九九六年集團重組時收購附屬公司已發行股本總面值之差額。

若干因過往年度收購附屬公司而產生之負商譽金額仍繼續計入資本儲備內，有關解釋載於財務報表附註17內。

Financial Statements

財務報表附註

二零零二年十二月三十一日

36. RESERVES (continued)

(b) Company

Company

		Share premium account 股份溢價賬 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2001	於二零零一年四月一日	761,605	104,950	(190,193)	676,362
Issue of shares	發行股份	71,190	—	—	71,190
Share issue expenses	發行股份開支	(47)	—	—	(47)
Net loss for the period	期內虧損淨額	—	—	(206,166)	(206,166)
At 31 December 2001 and 1 January 2002	於二零零一年 十二月三十一日及 二零零二年一月一日	832,748	104,950	(396,359)	541,339
Issue of shares	發行股份	131,612	—	—	131,612
Net loss for the year	年內虧損淨額	—	—	(79,071)	(79,071)
At 31 December 2002	於二零零二年 十二月三十一日	964,360	104,950	(475,430)	593,880

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the group reorganisation in 1996, prior to the listing of the Company's shares, over the nominal value of the Company's shares issued in exchange therefor. Under the Companies Act 1981 of Bermuda (as amended), the Company may make distributions to its members out of the contributed surplus under certain circumstances.

36. 儲備 (續)

(b) 本公司

本公司之繳入盈餘為本公司股份上市前於根據一九九六年集團重組所收購之附屬公司之股份公允價值，與本公司為交換該等股份而發行之股份面值之差額。根據百慕達一九八一年公司法（經修訂），本公司可在若干情況下，以繳入盈餘向股東作出分派。

Notes to Financial Statements

31 December 2002

37. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(a) Changes to the layout of the consolidated cash flow statements

SSAP 15 (Revised) was adopted during the current year, as detailed in note 2 to the financial statements, which has resulted in a change to the layout of the cash flow statement. The consolidated cash flow statement is now presented under three headings: cash flows from operating activities, investing activities and financing activities. Previously, five headings were used, comprising the three headings listed above, together with cash flows from returns on investments and servicing of finance and from taxes paid. The significant reclassifications resulting from the change in presentation are that taxes paid are now included in cash flows from operating activities, interest and dividends received are now included in cash flows from investing activities and interest paid are now included in cash flows from financing activities. The presentation of the comparative consolidated cash flow statement for the period ended 31 December 2001 has been changed to accord with the new layout.

37. 綜合現金流量表附註

(a) 更改綜合現金流量表之呈報格式

根據財務報表附註2所載於本年度內所採納之會計實務準則第15號(經修訂)，綜合現金流量表之呈報格式有所更改。綜合現金流量表現時分為經營業務、投資業務及融資活動之現金流量三個項目。過往之五個項目包括上述三個項目，以及投資回報及融資費用之現金流量，及已付稅項之現金流量。重大之重新分類導致呈報方式有所更改，已付稅項現時計入經營業務之現金流量，已收利息及股息則計入投資業務之現金流量，而已付利息計入融資活動之現金流量。截至二零零一年十二月三十一日止期間以作比較的綜合現金流量表之呈報方式已根據新格式呈列。

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

(a) Changes to the layout of the consolidated cash flow statements (continued)

The method of calculation of certain items in the consolidated cash flow statement has changed under the revised SSAP 15, as explained under the heading "Foreign currencies" in note 3 to the financial statements. Cash flows of overseas subsidiaries are now translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year. Previously, the cash flows of overseas subsidiaries were translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. This change has no significant impact in the presentation of consolidated cash flow statement for the period ended 31 December 2001.

37. 綜合現金流量表附註(續)

(a) 更改綜合現金流量表之呈報方式(續)

根據經修訂之會計實務準則第15號，綜合現金流量表若干項目之計算方法有所更改，詳情載於財務報表附註3「外幣」一節。現時，海外附屬公司之現金流量按現金流量當日之匯率換算為港元。經常持續發生的海外附屬公司之現金流量亦按年內之加權平均匯率換算為港元。過往，海外附屬公司之現金流量按結算日之匯率換算為港元。此項更改對截至二零零一年十二月三十一日止期間之綜合現金流量表的呈報並無重大影響。

Notes to Financial Statements

31 December 2002

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

(b) Acquisition of subsidiaries

37. 綜合現金流量表附註(續)

(b) 收購附屬公司

			Year ended 31 December 2002 截至 二零零二年 十二月三十一日 止年度	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一日
	Note 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Net assets acquired:				
Fixed assets		—	307	
Inventories		—	34	
Trade and bills receivables, prepayments, deposits and other receivables		348	387	
Cash and bank balances		8,021	424	
Trade and bills payables, other payables and accruals		(1,628)	(754)	
Minority interests		(1,281)	(183)	
		5,460	215	
Goodwill on acquisition	17	2,340	5,952	
		7,800	6,167	
Satisfied by:				
Cash		7,800	2,157	
Consideration included under other payables and accruals		—	4,010	
		7,800	6,167	

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

(b) Acquisition of subsidiaries (continued)

An analysis of the net inflow/(outflow) of cash and cash equivalents in respect of the acquisition of subsidiaries is as follows:

Cash consideration	現金代價
Cash and bank balances acquired	已收購之現金及銀行結餘

The subsidiaries acquired during the year/period made no significant contribution to the Group in respect of the turnover and consolidated profit/(loss) after tax and before minority interests for the year/period.

37. 綜合現金流量表附註(續)

(b) 收購附屬公司(續)

收購附屬公司之現金及現金等值項目之流入/(流出)淨額分析如下:

Year ended 31 December 2002 截至 二零零二年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一 日 HK\$'000 千港元
(7,800)	(2,157)
8,021	424
221	(1,733)

年內/期內收購之附屬公司對本集團年內/期內之營業額及除稅後但未計少數股東權益前之綜合溢利/(虧損), 並無帶來重大貢獻。

Notes to Financial Statements

31 December 2002

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

37. 綜合現金流量表附註 (續)

(c) Summary of effects of disposal of subsidiaries and discontinued operations

(c) 出售附屬公司及已終止業務之影響概要

		Notes 附註	Year ended 31 December 2002 截至二零零二年 十二月三十一日 止年度 HK\$'000 千港元
Net assets disposed of:	已出售淨資產：		
Fixed assets	固定資產	15	144,900
Long term investment	長期投資		500
Properties held for sale	持作出售之物業		22,735
Inventories	存貨		24,369
Trade and bills receivables, prepayments, deposits and other receivables	應收賬款及票據、預付款項、按金及其他應收款項		87,255
Tax recoverable	可收回稅項		47
Cash and bank balances	現金及銀行結餘		124,699
Trade and bills payables, other payables and accruals	應付賬款及票據、其他應付款項及應計款項		(72,065)
Tax payable	應付稅項		(3,124)
Provision for long service payments	長期服務金撥備	32	(625)
Deferred tax	遞延稅項	33	(6,886)
Minority interests	少數股東權益		(26,751)
Net assets disposed of	已出售淨資產		295,054
Capital reserve realised on disposal	出售時變現之資本儲備		(84,213)
Gain on disposal*	出售收益*		93,352
Gain on disposal of discontinued operations	出售已終止業務之收益	8	207,312
			511,505
Satisfied by:	支付方式：		
Cash consideration, net of expenses	現金代價，減開支		536,088
Deferred income	遞延收入	31	(24,583)
			511,505

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

(c) Summary of effects of disposal of subsidiaries and discontinued operations (continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries and discontinued operations is as follows:

Cash consideration, net of expenses
Cash and bank balances disposed of

37. 綜合現金流量表附註 (續)

(c) 出售附屬公司及已終止業務之影響概要 (續)

出售附屬公司及已終止業務之現金及現金等值項目之流入淨額分析如下：

Year ended
31 December
2002
截至二零零二年
十二月三十一日
止年度
HK\$'000
千港元

現金代價，減開支	536,088
已出售現金及銀行結餘	(124,699)
	411,389

Notes to Financial Statements

31 December 2002

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

(c) Summary of effects of disposal of subsidiaries and discontinued operations (continued)

- * On 3 July 2002, the Group disposed of its 74.5% equity interests in Sing Tao Holdings Limited to Ming Yuan Investments Group Limited, an independent third party, for a total consideration of HK\$163,800,000 (the "Disposal"). The completion of the Disposal was conditional upon certain conditions, one of which was the completion of the distribution of the entire issued share capital of Sing Tao Media, one of the then wholly-owned subsidiaries of Sing Tao Holdings Limited which was also the then holding company of the subsidiaries engaging in the Group's publishing and media business, by way of a special interim dividend in specie in the proportion of one ordinary share of Sing Tao Media for every ordinary share of Sing Tao Holdings Limited (the "Distribution"). Immediately after the Distribution, the Group's equity interests in Sing Tao Media remained at 74.5% and the assets of Sing Tao Holdings Limited primarily comprised non-media-related properties in Hong Kong, the Mainland China and Canada and cash. The Distribution was completed on 21 August 2002 and had no significant financial impact to the Group. The Disposal was completed on 23 August 2002 and resulted in a net gain on disposal of HK\$93,352,000.

37. 綜合現金流量表附註 (續)

(c) 出售附屬公司及已終止業務之影響概要 (續)

- * 於二零零二年七月三日，本集團向一名獨立第三者 Ming Yuan Investments Group Limited 以總代價 163,800,000 港元出售於 Sing Tao Holdings Limited 之 74.5% 股權（「出售」）。出售在若干條件下才算完成，其中一項條件為按以股代息之方式，以每股 Sing Tao Holdings Limited 普通股獲發一股 Sing Tao Media 普通股之比例，向 Sing Tao Holdings Limited 之每股普通股持有人分派 Sing Tao Holdings Limited 當時其中一間全資附屬公司兼本集團從事出版及媒體業務之附屬公司之控股公司 Sing Tao Media 之全部已發行股份，作為特別中期股息（「分派」）。緊隨分派後，本集團於 Sing Tao Media 之股權維持 74.5%，而 Sing Tao Holdings Limited 之資產主要包括在香港、中國大陸及加拿大之非媒體相關物業以及現金。分派於二零零二年八月二十一日完成，對本集團並無重大之財務影響。出售於二零零二年八月二十三日完成，出售所得之收益淨額為 93,352,000 港元。

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

(d) Major non-cash transactions

- (i) After the Distribution, the Company issued 187,240,801 ordinary shares of HK\$0.10 each during the year to the then minority shareholders of Sing Tao Media to acquire their 25.5% equity interests in Sing Tao Media (note 34(a)(iv)), and give rise to a negative goodwill on acquisition of approximately HK\$160,100,000 (note 17).
- (ii) During the year, the Group entered into finance lease arrangements in respect of fixed assets with a total capital value at the inception of the leases of approximately HK\$817,000 (2001: Nil).

37. 綜合現金流量表附註(續)

(d) 主要非現金交易

- (i) 完成分派後，本公司向 Sing Tao Media 當時之少數股東發行 187,240,801 股每股 0.10 港元之普通股，以收購彼等於 Sing Tao Media 之 25.5% 股權(附註 34(a)(iv))。收購產生之負商譽約為 160,100,000 港元(附註 17)。
- (ii) 年內，本集團就固定資產訂立融資租約安排，其生效時的資本總值約為 817,000 港元(二零零一年：無)。

Notes to Financial Statements

31 December 2002

38. CONTINGENT LIABILITIES

38. 或然負債

		Notes 附註	Group 本集團		Company 本公司	
			2002 二零零二年	2001 二零零一年	2002 二零零二年	2001 二零零一年
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Guarantees for banking facilities granted to subsidiaries	附屬公司獲授銀行備用額之擔保	(a)	—	—	68,650	31,450
Guarantees for banking facilities granted to a jointly-controlled entity	共同控制公司獲授銀行備用額之擔保	(b)	15,000	—	—	—
Several guarantees for banking facilities granted to a jointly-controlled entity	共同控制公司獲授銀行備用額之 多項擔保	(c)	63,471	49,408	—	—
Other guarantees	其他擔保	(d)	—	110,000	—	—
			78,471	159,408	68,650	31,450

Notes:

附註：

(a) At 31 December 2002, the Company had outstanding corporate guarantees of approximately HK\$68,650,000 (2001: HK\$31,450,000) issued in favour of banks to secure general banking facilities granted to its subsidiaries. These subsidiaries had not utilised any of the facilities as at 31 December 2002 (2001: Nil).

(a) 於二零零二年十二月三十一日，本公司就其附屬公司獲授之一般銀行備用額向多間銀行發出之公司擔保約68,650,000港元（二零零一年：31,450,000港元）。此等附屬公司在二零零二年十二月三十一日時尚未動用任何銀行備用額（二零零一年：無）。

(b) At 31 December 2002, the Group had outstanding corporate guarantees of approximately HK\$15,000,000 (2001: Nil) issued in favour of a bank to secure general banking facilities granted to a jointly-controlled entity. The facilities were also secured by certain of the Group's cash deposits amounting to HK\$18,717,000 (US\$2,400,000). The jointly-controlled entity had fully utilised the facilities as at 31 December 2002.

(b) 於二零零二年十二月三十一日，本集團就其共同控制公司獲授之一般銀行備用額向一間銀行發出之公司擔保約15,000,000港元（二零零一年：無）。該等備用額以本集團若干現金存款18,717,000港元（2,400,000美元）作抵押。共同控制公司已於二零零二年十二月三十一日全數動用該等備用額。

38. CONTINGENT LIABILITIES (continued)

- (c) At 31 December 2002, the Group had given several guarantees in favour of a bank to secure 50% of the credit facilities granted to, and utilised by, a jointly-controlled entity in Canada. As at 31 December 2002, the Group's proportionate share of such utilised credit facilities was approximately HK\$63,471,000 (2001: HK\$49,408,400).
- (d) The Group has an interest in a joint venture which, until December 1996, owned a property which was financed in part by a loan secured by a mortgage on the property. Each joint venturer is committed to the repayment of its proportionate share of the liability under the mortgage and this is reflected in a several guarantee given by the venturers to the mortgagee. During 1996, the property was sold by the mortgagee and the Group has written off its investment in the joint venture and provided for its proportionate share of the mortgage liability of approximately HK\$27,447,000 under the guarantee. There was a contingent liability in respect of the remaining excess mortgage liability of approximately HK\$110,000,000, in the event that the Group's obligations were determined to be joint and several, and the other venturers failed to honour their attributable portions. The Group had obtained legal advice which confirmed that such a claim, whilst possible, was unlikely to succeed.

38. 或然負債 (續)

- (c) 於二零零二年十二月三十一日，本集團已就其位於加拿大之一間共同控制公司獲受及已動用之銀行備用額向一間銀行發出多項擔保，抵押50%之備用額。於二零零二年十二月三十一日，本集團按比例應佔該等已動用之信貸備用額約為63,471,000港元(二零零一年：49,408,400港元)。
- (d) 本集團擁有一間合營企業之權益。該企業在一九九六年十二月前擁有一項物業，資金部份來自以該項物業按揭為抵押之貸款。各合營方已經承諾會按應佔比例償還有關按揭的債務，此等承擔可從合營方向承按人發出的個別按揭擔保中反映。於一九九六年，承按人將該項物業出售，而本集團亦已撤銷在合營企業之投資，並為本集團根據擔保而須按應佔比例之按揭債務撥備約27,447,000港元。倘若本集團之責任被裁定為聯合及個別責任，而其他合營方未能履行各自之部份，則餘下之按揭債務中，會有約110,000,000港元之或然負債。本集團已取得法律意見，確定該項申索得直機會不大，但仍有此可能性。

Notes to Financial Statements

31 December 2002

38. CONTINGENT LIABILITIES (continued)

(d) (continued)

The applicable limitation period with respect to the mortgagee's ability to assert a claim would be six years from the date of disposal of the property, which ended in December 2002. The Group has not received any claims from the mortgagee during the aforesaid limitation period and up to the date of approval of these financial statements. Based on a legal advice, the directors consider that the limitation period has run and that a claim would not be likely to succeed against the Group. Accordingly, the Group reversed the provision in respect of its proportionate share of mortgage liability of approximately HK\$27,447,000 under the guarantee and the directors are of the opinion that the contingent liability in respect of the remaining excess mortgage liability no longer existed as at 31 December 2002.

39. PENDING LITIGATION

The Group has received claims made against certain subsidiaries for damages in respect of alleged defamation. Based on legal opinion, the directors are of the opinion that adequate provision has been made in the financial statements to cover any potential liabilities arising from the litigation.

38. 或然負債 (續)

(d) (續)

承按人可提出申索之有關限制期限為出售物業日期起六年，而該期限已於二零零二年十二月屆滿。本集團由上述有關限制期限至財務報表批准日期並無接獲承按人之任何申索。根據法律意見，董事認為限制期限已過去，而向本集團提出之申索得直機會不大可能成功。因此，本集團撥回根據擔保按應佔比例之按揭債務約27,447,000港元，而董事認為截至二零零二年十二月三十一日並無有關剩餘按揭債務之或然負債。

39. 等候待判決之訴訟

本集團接獲若干附屬公司因涉及誹謗而遭提出之申索。根據法律意見，董事認為本集團已就此在財務報表中作出足夠撥備以償還任何可能因訴訟而產生之債務。

40. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases certain investment properties (note 15 to the financial statements) under operating lease arrangements, with leases negotiated for terms ranging from one to five years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At the balance sheet date, the Group had total future minimum lease rental receivables under non-cancellable operating leases with its tenants falling due as follows:

Within one year	一年內	5,277	4,052
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	4,925	4,740
		10,202	8,792

40. 經營租約安排

(a) 作為出租人

本集團根據經營租約安排租出若干投資物業(財務報表附註15)，經磋商之租約為期一至五年。租約之條款一般規定租客須支付保證金，亦規定租金可定期按當時市況調整。

於結算日，本集團根據下列期間屆滿之不可撤銷經營租約應收之未來最低租金總額為：

		Group 本集團	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
		5,277	4,052
		4,925	4,740
		10,202	8,792

Notes to Financial Statements

31 December 2002

40. OPERATING LEASE ARRANGEMENTS (continued)

(b) As lessee

The Group leases certain of its office properties and printing equipment under operating lease arrangements. Leases for these properties and printing equipment are negotiated for terms ranging from one to two years.

At the balance sheet date, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

40. 經營租約安排 (續)

(b) 作為承租人

本集團根據經營租約安排租賃若干辦公室物業及印刷設備。經磋商之物業及印刷設備之租約為期一至二年。

於結算日，本集團根據下列期間屆滿之不可撤銷經營租約應付之未來最低租金總額為：

		Group 本集團	
		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Within one year	一年內	12,679	15,854
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	5,300	15,706
		17,979	31,560

41. COMMITMENTS

In addition to the operating lease commitments detailed in note 40(b) above, the Group had the following commitments at the balance sheet date:

(a) Capital commitments

Capital commitments:	資本承擔：
Contracted for	已訂約
Authorised, but not contracted for	已批准但未訂約

	60,678	17,578
	494	8,421
	61,172	25,999

In addition, the Group's share of jointly-controlled entities' own capital commitments which are not included in the above, was as follows:

Contracted, but not provided for	已訂約但未撥備	3,367	1,915
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(b) Forward foreign exchange contracts

At the balance sheet date, the Group had no commitments in respect of forward foreign exchange contracts (2001: HK\$4,365,000).

The Company had no material commitments at the balance sheet date.

41. 承擔

除上文附註40(b)之經營租賃承擔外，本集團於結算日有以下之承擔：

(a) 資本承擔

Group 本集團	
2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元

	60,678	17,578
	494	8,421
	61,172	25,999

此外，上文並未包括的本集團應佔之共同控制公司本身之資本承擔如下：

Group 本集團	
2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元

Contracted, but not provided for	已訂約但未撥備	3,367	1,915
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(b) 遠期外匯合約

於結算日，本集團並無任何有關遠期外匯合約之承擔（二零零一年：4,365,000港元）。

本公司於結算日並無任何重大承擔。

Notes to Financial Statements

31 December 2002

42. POST BALANCE SHEET EVENTS

- (a) On 2 January 2003, the Company received a redemption notice from Luckman, which required the Company to redeem 1,123,486,908 preference shares in issue of the Company registered in the name of Luckman at a redemption price of HK\$0.06388 per preference share, being its partly paid-up capital (the "Redemption"). Upon the completion of the Redemption, the share capital and net assets of the Company and the Group were reduced by approximately HK\$72 million.
- (b) On 16 January 2003, the Group entered into three conditional sale and purchase agreements to dispose of certain of the Group's investment properties with an aggregate carrying value of HK\$31 million as at 31 December 2002, to two independent third parties at a total consideration of HK\$36 million. The disposal is expected to be completed during May to June 2003 and would result in a net gain, before expenses, of approximately HK\$5 million.
- (c) On 10 February 2003, Singdeer Investments Limited, bare trustee of Singdeer Joint Venture which is a jointly-controlled entity in which the Group holds 50% equity interests, entered into a conditional sale and purchase agreement with an independent third party to dispose of the Colony Hotel, a hotel in Toronto beneficially owned by Singdeer Joint Venture for a consideration of HK\$333.6 million (C\$67.4 million), subject to adjustments. The transaction has not been completed at the date of approval of these financial statements and, accordingly, the financial impact of this transaction cannot be reliably estimated and no disclosures were made in respect thereof.

42. 結算日後事項

- (a) 於二零零三年一月二日，本公司接獲 Luckman 之贖回通知，要求本公司按作為部份已繳足股本的每股優先股贖回價 0.06388 港元贖回以 Luckman 名義登記之 1,123,486,908 股本公司已發行優先股，（「贖回」）。贖回完成後，本公司及本集團之股本及資產淨值減少約 72,000,000 港元。
- (b) 於二零零三年一月十六日，本集團訂立三項有條件買賣協議，向兩名獨立第三者按總代價 36,000,000 港元出售本集團若干投資物業，該等投資物業於二零零二年十二月三十一日之總賬面值為 31,000,000 港元。出售預期於二零零三年五月至六月期間完成，將產生約 5,000,000 港元之收益淨額（扣除開支前）。
- (c) 於二零零三年二月十日，Singdeer Joint Venture（本集團擁有其 50% 股權之共同控制公司）之無條件受託機構 Singdeer Investments Limited 與一名獨立第三者訂立有條件買賣協議，出售位於多倫多之 Colony Hotel（Singdeer Joint Venture 實益擁有一間酒店），以獲取代價 333,600,000 港元（67,400,000 加元，或會調整）。上述交易於此等財務報表批准日期仍未完成，因此無法可靠估計該交易所產生之財務影響，且並無作出披露。

42. POST BALANCE SHEET EVENTS (continued)

(d) On 24 April 2003, the directors have proposed a distribution of HK\$0.01 per share to the shareholders of the Company (the "Proposed Distribution") in an aggregate amount of approximately HK\$18.2 million. The Proposed Distribution is conditional, amongst others, upon the approval by the Company's shareholders, at a special general meeting to be convened, of the proposed resolutions for the reduction of the Company's share premium account, applying the credit arising therefrom to offset the Company's accumulated losses and to increase the Company's contributed surplus.

43. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year/period:

42. 結算日後事項 (續)

(d) 於二零零三年四月二十四日，董事建議向本公司股東作出每股0.01港元之分派，合共約18,200,000港元（「擬分派」），擬分派須待本公司股東於本公司將舉行的股東特別大會上通過擬就削減本公司股份溢價賬、動用所得進賬以抵銷本公司之累計虧損以及增加本公司繳入盈餘而提呈之決議案後，方可作實。

43. 關連人士交易

除財務報表的其他地方詳述之交易與結餘外，本集團於年內／期內亦與關連人士訂立下列之重大交易：

		Year ended 31 December 2002 截至 二零零二年 十二月三十一日 止年度	Period from 1 April 2001 to 31 December 2001 由二零零一年 四月一日至 二零零一年 十二月三十一日
		Notes 附註	HK\$'000 千港元
Rental income received from associates	來自聯營公司之 已收租金收入	(i)	150
News service fee income received from a jointly-controlled entity	來自一間共同控制公司之 已收新聞服務費用收入	(ii)	8,000
Printing service charges paid and payable to a jointly-controlled entity	已付及應付一間共同控制 公司之印刷服務費用	(iii)	59,429
Reimbursement of expenses paid on behalf of the Company to an affiliate of the Company's controlling shareholder	向本公司之控權股東 之一間聯屬公司償還 代本公司支付之開支	(iv)	1,153

Notes to Financial Statements

31 December 2002

43. RELATED PARTY TRANSACTIONS (continued)

Notes:

- (i) The rental income was determined between parties with reference to the prevailing market price.
- (ii) The news service fee was charged on an annual fixed amount basis pursuant to the news service agreement.
- (iii) The printing service was charged on a cost plus mark-up basis pursuant to the printing agreement.
- (iv) The reimbursement of expenses was made at cost.

During the year, the Group had granted corporate guarantees of HK\$15,000,000 and pledged certain of its cash deposits amounting to HK\$18,717,000 (US\$2,400,000) as securities for banking facilities of approximately HK\$15,000,000 granted to a jointly-controlled entity. As at 31 December 2002, such facilities were fully utilised.

Details of the Group's balances with jointly-controlled entities and associates as at the balance sheet date are disclosed in notes 20 and 21 to the financial statements, respectively.

43. 關連人士交易 (續)

附註：

- (i) 租金收入由有關各方參考現行市價釐定。
- (ii) 新聞服務費用根據新聞服務協議每年定額收費。
- (iii) 印刷服務按印務協議收取成本連同溢利。
- (iv) 償還之開支按成本收費。

年內，本集團就一間共同控制公司獲授約15,000,000港元之銀行備用額發出15,000,000港元之公司擔保及抵押18,717,000港元(2,400,000美元)之若干現金存款作為抵押。於二零零二年十二月三十一日，該等備用額已全數動用。

本集團與共同控制公司及聯營公司於結算日之結餘詳情於財務報表附註20及21披露。

44. PARTICULARS OF SUBSIDIARIES

44. 附屬公司詳情

Particulars of the Company's principal subsidiaries as at 31 December 2002 were as follows:

本公司主要附屬公司於二零零二年十二月三十一日之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued share/registered capital 已發行股份面值/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Artland International Limited 藝傳國際有限公司	Hong Kong 香港	HK\$1,000 ordinary shares 1,000港元普通股	70	–	Investment holding 投資控股
北京泛華滙通軟件科技有限公司#	Mainland China 中國大陸	RMB3,000,000 registered capital 人民幣3,000,000元 註冊資本	–	100	Software development 軟件開發
Beijing Meitian Yingfu Network Co., Ltd. ## 北京美天英孚網絡有限公司##	Mainland China 中國大陸	US\$1,200,000 registered capital 1,200,000美元 註冊資本	55	–	Sale of photographic products 攝影器材銷售
Flash Bright Development Limited 亮馳發展有限公司	Hong Kong 香港	HK\$5,000,000 ordinary shares 5,000,000港元 普通股	–	100	Distribution of photographic products 攝影器材分銷
Global China Broad Band Network Company Limited	Hong Kong 香港	HK\$1,000 ordinary shares 1,000港元普通股	–	100	Investment holding 投資控股
Global China Convergence Software Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100	–	Investment holding 投資控股

Notes to Financial Statements

31 December 2002

44. PARTICULARS OF SUBSIDIARIES (continued)

44. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued share/registered capital 已發行股份面值/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔股本 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Global China Corporate Finance Limited 泛華財務顧問有限公司	Hong Kong 香港	HK\$5,000,000 ordinary shares 5,000,000港元 普通股	100	—	Provision of corporate finance advisory services 提供企業財務顧問服務
Global China Infohub Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	—	100	Investment holding 投資控股
Global China Information Services Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	—	100	Investment holding 投資控股
Global China Information Technology (Beijing) Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	—	100	Investment holding 投資控股
Global China Management Services Limited	Hong Kong 香港	HK\$20 ordinary shares 20港元普通股	100	—	Provision of management services to Group companies 向集團公司 提供管理服務
Global China Marketing Limited 泛華創建有限公司	Hong Kong 香港	HK\$10,000,000 ordinary shares 10,000,000港元 普通股	—	100	Distribution of watches 手錶分銷

44. PARTICULARS OF SUBSIDIARIES (continued)

44. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued share/registered capital 已發行股份面值/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔股本 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Global China Media Technology Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100	—	Investment holding 投資控股
Global China Multimedia Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100	—	Investment holding 投資控股
Global China Training Service and Technology Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	—	100	Investment holding 投資控股
Golden Glory Technology Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100	—	Investment holding 投資控股
Perfect Treasure Holdings (BVI) Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1,000 ordinary shares 1,000美元普通股	100	—	Investment holding 投資控股
Perfect Treasure Investment Limited 栢寶發展有限公司	Hong Kong 香港	HK\$100,000 ordinary shares 100,000港元普通股	—	100	Securities trading and investing 證券買賣及投資

Notes to Financial Statements

31 December 2002

44. PARTICULARS OF SUBSIDIARIES (continued)

44. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued share/registered capital 已發行股份面值/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔股本 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Topgain Trading Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	100	—	Group treasury 集團司庫
The Standard Newspapers Limited (formerly known as "Hong Kong iMail Newspapers Limited")	Hong Kong 香港	HK\$3,435,000 ordinary shares 3,435,000港元普通股	—	100	Newspaper publishing and property holding 報章發行及物業持有
Mapleleaf Holdings Limited	Cayman Islands/ Hong Kong 開曼群島/香港	US\$1 ordinary share US\$2 redeemable preference shares 1美元普通股 2美元可贖回優先股	—	100	Investment holding 投資控股
China Touch Magazine Group (BVI) Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	HK\$150,000,000 ordinary shares 150,000,000港元 普通股	—	94.6	Investment holding 投資控股
China Touch Media Solutions and Services Limited	Hong Kong 香港	US\$1 ordinary share 1美元普通股	—	94.6	Magazine publishing 雜誌發行

44. PARTICULARS OF SUBSIDIARIES (continued)

44. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued share/registered capital 已發行股份面值/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔股本 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Sing Tao (Canada) Limited	Canada 加拿大	C\$1 ordinary share C\$8,250,000 preference shares 1加元普通股 8,250,000加元 優先股	—	100	Investment holding and property holding 投資控股及物業持有
Sing Tao Finance Limited	Hong Kong 香港	HK\$2 ordinary shares 2港元普通股	—	100	Financing intermediary 財務媒介
Sing Tao Holdings (BVI) Limited	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 ordinary share 1美元普通股	—	100	Investment holding 投資控股
Sing Tao Limited	Hong Kong 香港	HK\$77,650,000 ordinary shares 77,650,000港元 普通股	—	100	Newspaper publishing 報章發行
Sing Tao Newspapers (Los Angeles) Limited	United States of America 美國	US\$100,000 ordinary shares 100,000美元 普通股	—	100	Newspaper publishing 報章發行
Sing Tao Newspapers New York Limited	United States of America 美國	US\$1,750,000 ordinary shares 1,750,000美元 普通股	—	100	Newspaper publishing 報章發行
Sing Tao Newspapers Pty. Limited	Australia 澳洲	A\$250,000 ordinary shares 250,000澳元普通股	—	100	Newspaper publishing 報章發行

Notes to Financial Statements

31 December 2002

44. PARTICULARS OF SUBSIDIARIES (continued)

44. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued share/registered capital 已發行股份面值/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔股本 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Sing Tao Newspapers San Francisco Limited	United States of America 美國	US\$250,000 ordinary shares 250,000美元普通股	—	100	Newspaper publishing 報章發行
Sing Tao (U.K.) Limited	United Kingdom 英國	£100 ordinary shares 100英鎊普通股	—	100	Newspaper publishing 報章發行
Sing Tao Media Holdings Limited	Cayman Islands 開曼群島	HK\$4,196,192 ordinary shares 4,196,192港元普通股	—	100	Investment holding 投資控股
Wealthpop Limited	Hong Kong 香港	HK\$2 ordinary shares 2港元普通股	—	100	Property holding 物業持有
Sing Tao Educational Publications Limited	Hong Kong 香港	HK\$10,000 ordinary shares 10,000港元普通股	—	100	Book publishing 書籍發行

The subsidiary is a wholly foreign owned enterprise.

該附屬公司為一間外商獨資企業。

The subsidiary is a sino-foreign equity joint venture. It is not audited by Ernst & Young Hong Kong or other Ernst & Young International member firms.

該附屬公司為一間中外合資企業，並非由安永會計師事務所或 Ernst & Young International 成員公司審核。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets and/or liabilities of the Group. To give details of all the Company's subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

董事認為，上表列出之附屬公司主要影響本年度業績，或構成本集團資產及／或負債淨值之主要部份。董事認為，詳列本公司所有附屬公司會令篇幅過於冗長。

45. COMPARATIVE AMOUNTS

As further explained in note 2 to the financial statements, due to the adoption of certain new and revised SSAPs during the current year, the accounting treatment and presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain comparative amounts have been reclassified to conform with the current year's presentation.

46. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 24 April 2003.

45. 比較數字

誠如財務報表附註2所述，由於本年度採納若干全新及經修訂之會計實務準則，若干項目及結餘之會計處理方法及在財務報表之呈報方式已經修訂，以符合新規定。因此，若干比較數字亦已重分類，以符合本年度之呈報方式。

46. 批核本財務報表

董事會於二零零三年四月二十四日批核本財務報表。