

Notes to the Accounts

賬目附註

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

1. PRINCIPAL ACTIVITIES

China Everbright Limited (the “Company”) is incorporated in Hong Kong with its shares listed on The Stock Exchange of Hong Kong Limited. The directors of the Company consider China Everbright Holdings Company Limited, a company incorporated in Hong Kong, to be the ultimate holding company of the Company.

The Company is an investment holding company and, through its subsidiaries and associates, is principally engaged in investment holding and provision of financial services.

2. PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the accounts are set out below:

(a) Basis of presentation

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants (“HKSA”). They have been prepared under the historical cost convention except that, as disclosed in the accounting policies below, properties and investments in securities are stated at fair value.

In the current year, the Company and its subsidiaries (collectively the “Group”) adopted the following Statements of Standard Accounting Practice (“SSAP”) issued by the HKSA which are effective for accounting periods commencing on or after 1st January 2002:

SSAP 1 (revised)	:	Presentation of financial statements
SSAP 11 (revised)	:	Foreign currency translation
SSAP 15 (revised)	:	Cash flow statements
SSAP 34 (revised)	:	Employee benefits

1. 主要業務

中國光大控股有限公司(「本公司」)是一間在香港註冊成立的公司。本公司之股份於香港聯合交易所有限公司上市。本公司董事認為在香港註冊成立的中國光大集團有限公司為本公司之最終控股公司。

本公司為投資控股公司，並透過其附屬公司及聯營公司，主要經營投資控股及提供金融服務。

2. 主要會計政策

編製此等賬目所採用之主要會計政策列載如下：

(a) 編製基準

本賬目乃按照香港公認會計原則及香港會計師公會頒佈之會計標準編製。賬目並依據歷史成本常規法編製，惟物業及證券投資乃按公平值列賬（見下文會計政策）。

於本年度，本公司及其附屬公司（統稱「集團」）採納下列由香港會計師公會頒佈之會計準則，該等會計準則於二零零二年一月一日或以後開始之會計期間生效：

會計準則第1號	:	「財務報表（經修訂）之呈報」
會計準則第11號	:	「外幣換算（經修訂）」
會計準則第15號	:	「現金流量表（經修訂）」
會計準則第34號	:	「僱員福利（經修訂）」

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(a) Basis of presentation (Continued)

The adoption of the above SSAPs does not have material impact on the accounts of the Group other than presentational changes.

(b) Group accounting

(i) Consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries made up to 31st December.

Subsidiaries are those entities in which the Company, directly or indirectly, controls the composition of the board of directors, controls more than half the voting power or holds more than half of the issued share capital.

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

All significant intercompany transactions and balances within the Group are eliminated on consolidation.

The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any unamortised goodwill or negative goodwill or goodwill/negative goodwill taken to reserves and which was not previously charged or recognised in the consolidated profit and loss account.

2. 主要會計政策 (續)

(a) 編製基準 (續)

除了賬目表示的改變外，採納以上之新政策除對集團賬目並無重大影響。

(b) 集團會計

(i) 綜合賬目

綜合賬目包括本公司及各附屬公司截至十二月三十一日止之賬目。

附屬公司指本公司直接或間接控制董事會之組成、超過半數投票權或持有過半數發行股本之公司。

在年內購入或售出之附屬公司，其業績由收購生效日起計或計至出售生效日止列入綜合損益表內。

所有集團內公司間之重大交易及結餘已於綜合賬目時對銷。

出售附屬公司之收益或虧損指出售所得之收入與集團應佔該公司資產淨值之差額，連同之前已在儲備記賬之商譽／負商譽，及並未在綜合損益表內支銷或入賬之任何未攤銷商譽或負商譽。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

2. 主要會計政策 (續)

(b) Group accounting (Continued)

(b) 集團會計 (續)

(i) Consolidation (Continued)

In the Company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(i) 綜合賬目 (續)

在本公司之資產負債表內，附屬公司之投資以成本值扣除減值虧損撥備入賬。本公司將附屬公司之業績按已收及應收股息入賬。

(ii) Joint ventures

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity.

(ii) 合營業務

合營業務指集團與其他人士以合約協議方式共同進行經濟活動，該活動受雙方共同控制，任何一方均沒有單方面之控制權。

The consolidated profit and loss account includes the Group's share of the results of jointly controlled entity for the year, and the consolidated balance sheet includes the Group's share of the net assets of the jointly controlled entity and goodwill/negative goodwill (net of accumulated amortisation) on acquisition.

綜合損益表包括集團應佔共同控制實體本年度業績，而綜合資產負債表則包括集團應佔合營企業之資產淨值及收購產生之商譽／負商譽（扣除累計攤銷）。

In the Company's balance sheet, the investment in jointly controlled entity is stated at cost less provision for impairment losses. The results of jointly controlled entity are accounted for by the Company on the basis of dividends received and receivable.

在本公司之資產負債表內，共同控制實體之投資以成本值減去減值虧損撥備入賬。本公司將共同控制實體之業績按已收及應收股息入賬。

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For the year ended 31st December 2002
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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(b) Group accounting (Continued)

(iii) Associates

An associate is a company, not being a subsidiary or a jointly controlled entity, in which an equity interest is held for the long-term and significant influence is exercised in its management.

The consolidated profit and loss account includes the Group's share of the results of the associates for the year, and the consolidated balance sheet includes the Group's share of the net assets of the associates and goodwill/ negative goodwill (net of accumulated amortisation) on acquisition.

In the Company's balance sheet the investments in associates are stated at cost less provision for impairment losses. The results of associates are accounted for by the Company on the basis of dividends received and receivable.

Equity accounting is discontinued when the carrying amount of the investment in an associate reaches zero, unless the Group has incurred obligations or guaranteed obligations in respect of the associate.

(iv) Translation of foreign currencies

Transactions in foreign currencies are translated at exchange rates ruling at the transaction dates. Monetary assets and liabilities expressed in foreign currencies at the balance sheet date are translated at rates of exchange ruling at the balance sheet date. Exchange differences arising in these cases are dealt with in the profit and loss account.

2. 主要會計政策 (續)

(b) 集團會計 (續)

(iii) 聯營公司

聯營公司為附屬公司或共同控制實體以外，集團持有其股權作長期投資，並對其管理具有重大影響力之公司。

綜合損益表包括集團應佔聯營公司之本年度業績，而綜合資產負債表則包括集團應佔聯營公司之資產淨值及收購產生之商譽／負商譽（扣除累計攤銷）。

在本公司之資產負債表內，聯營公司之投資以成本值減去減值虧損撥備列賬。本公司將聯營公司之業績按已收及應收股息入賬。

當聯營公司之投資賬面值已全數撇銷，便不再採用權益會計法，除非本集團就該聯營公司提供承擔或有擔保之承擔。

(iv) 外幣換算

以外幣為本位之交易，均按交易當日之匯率折算。於結算日以外幣顯示之貨幣資產與負債則按結算日之匯率折算。由此產生之匯兌盈虧均計入損益表。

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For the year ended 31st December 2002
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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(b) Group accounting (Continued)

(iv) Translation of foreign currencies (Continued)

The balance sheet of subsidiaries, jointly controlled entity and associates expressed in foreign currencies are translated at the rates of exchange ruling at the balance sheet date whilst the profit and loss is translated at an average rate. Exchange differences are dealt with as a movement in reserves.

(c) Intangible assets

(i) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net assets of the acquired subsidiary/ joint venture/ associate at the date of acquisition.

Goodwill on acquisitions occurring on or after 1st January 2001 is included in intangible assets and is carried at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised using the straight-line method over its estimated useful life of 10 years.

Goodwill on acquisitions that occurred prior to 1st January 2001 was eliminated against reserves. Any impairment arising on such goodwill is accounted for in the consolidated profit and loss account.

2. 主要會計政策 (續)

(b) 集團會計 (續)

(iv) 外幣換算 (續)

附屬公司、共同控制實體及聯營公司以外幣顯示之資產負債表均按結算日之匯率折算，而損益表則按平均匯率折算。由此產生之匯兌盈虧作為儲備變動入賬。

(c) 無形資產

(i) 商譽

商譽指收購成本超出於收購日集團應佔所收購附屬公司／共同控制實體／聯營公司之淨資產之公平值。

於二零零一年一月一日或以後產生之收購商譽計入無形資產，其賬面值是按成本減累計攤銷額及累計減值損失計算，並於其估計可用之10年期內以直線法攤銷。

於二零零一年一月一日前產生之收購商譽已於儲備中對銷。若該商譽有耗蝕，所產生之任何減值均記入損益表。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(c) Intangible assets (Continued)

(ii) Trading rights

The trading rights of The Stock Exchange of Hong Kong Limited and Hong Kong Futures Exchange Limited are recognised as intangible assets on the balance sheet. The trading rights allocated on 6th March 2000, the effective day of the merger of The Stock Exchange of Hong Kong Limited, Hong Kong Futures Exchange Limited and Hong Kong Securities and Clearing Corporation Limited, were stated at nominal value of HK\$1 each. Trading right subsequently acquired was stated at amortised cost less any provision for impairment in value, where appropriate. Amortisation is calculated on a straight line basis at an annual rate of 20%.

(iii) Impairment of intangible assets

Where an indication of impairment exists, the carrying amount of any intangible asset, including goodwill previously written off against reserves, is assessed and written down immediately to its recoverable amount.

(d) Fixed assets

(i) Investment properties

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are held for their investment potential, any rental income being negotiated at arm's length.

2. 主要會計政策 (續)

(c) 無形資產 (續)

(ii) 交易權

在香港聯合交易所有限公司和香港期貨交易所有限公司的交易權於資產負債表上確認為無形資產。部份交易權分派於二零零零年三月六日，即香港聯合交易所有限公司、香港期貨交易所有限公司和香港交易及結算所有限公司合併之生效日，並以每單位港幣1元的名義價值列賬。以後收購的交易權以成本減累計攤銷額及減值損失撥備（如適用）列賬，並按直線法每年攤銷20%。

(iii) 無形資產耗蝕

如有跡象顯示出現耗蝕，則無形資產之賬面值，包括之前已在儲備記賬之商譽，均需評估及即時撇減至可收回價值。

(d) 固定資產

(i) 投資物業

投資物業乃在土地及樓宇中所佔之權益，而該等土地及樓宇之建築工程及發展經已完成，因其具有投資價值而持有，任何租金收入均按公平原則磋商。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(d) Fixed assets (Continued)

(i) Investment properties (Continued)

Investment properties are valued every year by an independent valuer. The valuations are on an open market value basis related to individual properties and separate values are not attributed to land and buildings. The valuations are incorporated in the annual accounts. Increases in valuation are credited to the asset revaluation reserve. Decreases in valuation are first set off against increases on earlier valuations on a portfolio basis and thereafter are debited to the profit and loss account. Any subsequent increases are credited to the profit and loss account up to the amount previously debited.

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

(ii) Other properties

Other properties are interests in land and buildings other than investment properties and are valued every year by an independent valuer. The valuations are on an open market basis related to individual properties and separate values are not attributed to land and buildings. Increases in valuation are credited to the asset revaluation reserve. Decreases in valuation are first offset against increases on earlier valuations in respect of the same property and are thereafter debited to the profit and loss account. Any subsequent increases are credited to the profit and loss account up to the amount previously debited.

2. 主要會計政策 (續)

(d) 固定資產 (續)

(i) 投資物業 (續)

投資物業每年皆由獨立估值師每年估值一次。估值是以個別物業之公開市值為計算基準，而土地及樓宇並不分開估值。估值會用於年度賬目內。重估之增值撥入資產重估儲備，減值則首先以整個組合為基礎與先前之增值對銷，然後從經營盈利中扣除。其後任何增值將撥入經營盈利，惟最高以先前扣減之金額為限。

在出售投資物業時，重估儲備中與先前估值有關之已變現部分，將從資產重估儲備轉撥至損益賬。

(ii) 其他物業

其他物業指除投資物業外，在土地及樓宇中所佔之權益，並由獨立估值師每隔一年進行一次估值。估值是以個別物業之公開市值為計算基準，而土地及樓宇並不分開估值。重估之增值撥入資產重估儲備，減值則首先與同一物業早前之增值對銷，然後在經營盈利中扣除。其後任何增值將撥入經營盈利，惟最高以早前扣減之金額為限。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(d) Fixed assets (Continued)

(iii) Other fixed assets

Other fixed assets, comprising leasehold improvements, furniture, fixtures, equipment and motor vehicles are stated at cost less accumulated depreciation and accumulated impairment losses.

(iv) Depreciation

Investment properties held on leases with unexpired periods of 20 years or less are depreciated over the remaining portion of the leases.

Leasehold land of other properties is depreciated over the period of the lease while other fixed assets are depreciated at rates sufficient to write off their cost less accumulated impairment losses over their estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold land and buildings	Over the shorter of the term of the lease, or 50 years
Leasehold improvements	20%
Furniture, fixtures and equipment	20%
Motor vehicles	20%

Major costs incurred in restoring fixed assets to their normal working condition are charged to the profit and loss account. Improvements are capitalised and depreciated over their estimated useful lives to the Group.

2. 主要會計政策 (續)

(d) 固定資產 (續)

(iii) 其他固定資產

其他固定資產(即租賃物業裝修、傢俬、裝置、設備及汽車)以成本值減累積折舊及累積減值虧損列賬。

(iv) 折舊

租約尚餘20年或以下年期之投資物業均按租約尚餘年期折舊。

其他物業之租約土地按租約年期折舊，其他固定資產則以直線法於其估計可用年限內將其成本值減累積減值虧損撇銷。主要之折舊年率如下：

租賃土地 及房產	以租約年期或 五十年較短 者計算
租賃物業 裝修	20%
傢俬、裝置 及設備	20%
汽車	20%

將固定資產回復至正常營運狀況所用之開支，於損益表列賬，而改良固定資產之開支則會資本化，並按其對本集團之估計可使用年期折舊。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

2. 主要會計政策 (續)

(d) Fixed assets (Continued)

(d) 固定資產 (續)

(v) Impairment and gain or loss on sale

(v) 減值與出售盈虧

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that fixed assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the profit and loss account except where the asset is carried at valuation and the impairment loss does not exceed the revaluation surplus for that same asset, in which case it is treated as a revaluation decrease.

在每年結算日，建築中物業，固定資產皆透過集團內部及外界所獲得的資訊，評核固定資產有否耗蝕。如有跡象顯示該等資產出現耗蝕，則估算其可收回價值，及在合適情況下將減值虧損列入損益賬以將資產減至其可收回價值。此等減值虧損在損益表入賬，但假若某資產乃按估值列賬，而減值虧損不超過該資產之重估盈餘，此等虧損則當作重估減值。

The gain or loss on disposal of a fixed asset other than investment properties is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the profit and loss account. Any revaluation reserve balance remaining attributable to the relevant asset is transferred to retained earnings and is shown as a movement in reserves.

出售固定資產之收益或虧損乃出售所得收入淨額與資產賬面值之差額。任何屬於被出售的資產之重估儲備結餘均轉撥至保留盈利，並列作儲備變動。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(e) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the lessor are accounted for as operating leases. Rentals applicable to such operating leases net of any incentives received from the lessor are charged to the profit and loss account on a straight-line basis over the lease periods.

(f) Investments in securities

(i) Non-trading securities

Investments which are held for non-trading purpose are stated at fair value at the balance sheet date. Fair value represents the quoted market price for securities that are actively traded in a liquid market. For securities which are not actively traded or are unlisted, fair value is estimated by way of various pricing techniques including discounted cash flow and dividend yield analysis.

Changes in fair value of non-trading securities are recognised in the investment revaluation reserve until the security is sold, or is determined to be impaired, at which time the cumulative gain or loss representing the difference between the net sales proceeds and the carrying amount of the relevant security, together with any surplus/deficit transferred from the investment revaluation reserve, is dealt with in the profit and loss account.

2. 主要會計政策 (續)

(e) 經營租賃

經營租賃是指擁有資產之風險及回報實質上由出租公司保留之租賃。租賃款額在扣除自出租公司收取之任何獎勵金後，於租賃期內以直線法在損益表中支銷。

(f) 證券投資

(i) 非交易證券

持作非交易用途之投資按結算日之公平值入賬。對於在市場中活躍交易的證券，公平值為市場報價。對無活躍交易市場或未上市的證券，公平值根據各種定價方法確定，包括貼現法和股息收益分析法。

非交易證券公平價值之變動在投資重估儲備中列賬，直至有關證券售出或確定已耗蝕為止。出售證券之累計收益或虧損代表出售所得款項淨額與有關證券賬面值之差額，連同轉撥自投資重估儲備之任何盈餘／虧損，並在損益表處理。

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2. PRINCIPAL ACCOUNTING POLICIES (Continued)

2. 主要會計政策 (續)

(f) Investments in securities (Continued)

(f) 證券投資 (續)

(ii) Trading securities

(ii) 交易證券

Trading securities are carried at fair value. Changes in fair value of trading securities are recognised in the profit and loss account as they arise. Gain or loss on disposal of trading securities, representing the difference between the net sales proceeds and the carrying amounts, are recognised in the profit and loss account as they arise.

交易證券按公平值列賬。交易證券之公平值變動而引致之未變現盈虧淨額均在損益表記賬。出售交易證券之盈利或虧損指出售所得款項淨額與賬面值之差額，並在產生時於損益表記賬。

(g) Accounts receivable

(g) 應收賬款

Provision is made against accounts receivable to the extent they are considered to be doubtful. Accounts receivable in the balance sheet are stated net of such provision.

凡被視為呆賬之應收賬款，均提撥準備。在資產負債表內列賬之應收賬款已扣除有關之準備金。

(h) Cash and cash equivalents

(h) 現金及現金等價物

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks, cash investments with a maturity of three months or less from date of investment and bank overdrafts.

現金及現金等價物按成本在資產負債表內列賬。在現金流量表中，現金及現金等價物包括庫存現金、銀行通知存款、由投資日起相等或少於三個月到期的可變現投資及銀行透支。

Notes to the Accounts

賬目附註

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(i) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

(j) Employee benefits

(i) *Employee leave entitlements*

Employee entitlements to long service leave are recognised when they accrue to employees. An accrual is made for the estimated liability for long service leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to annual leave, sick leave and maternity leave are recognised when the absences occur.

(ii) *Bonus plans*

The expected cost of bonus payments are recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

2. 主要會計政策 (續)

(i) 撥備

當集團因已發生的事件須承擔現有之法律性或推定性的責任，而解除責任時有可能消耗資源，並在責任金額能夠可靠地作出估算的情況下，需確立撥備。當集團預計撥備款可獲償付，則將償付款確認為一項獨立資產，惟只能在償付款可實質地確定時確認。

(j) 僱員福利

(i) 僱員應享假期

僱員在長期服務休假之權利在僱員應享有時確認。本集團為截至結算日止僱員已提供之服務而產生之長期服務休假之估計負債作出撥備。

僱員之年假、病假及產假不作確認，直至僱員正式休假為止。

(ii) 獎金計劃

當本集團因為僱員已提供之服務而產生現有法律或推定性責任，而責任金額能可靠估算時，則將獎金計劃之預計成本確認為負債入賬。

Notes to the Accounts

賬目附註

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

2. 主要會計政策 (續)

(j) Employee benefits (Continued)

(j) 僱員福利 (續)

(ii) Bonus plans (Continued)

(ii) 獎金計劃 (續)

Liabilities for bonus plans are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

獎金計劃之負債預期須在十二個月內償付，並根據在償付時預期會支付之金額計算。

(iii) Pension obligations

(iii) 退休金責任

The Group offers a mandatory provident fund scheme and defined contribution schemes, the assets of which are held in separate trustee – administered funds. These pension schemes are funded by payments from employees and by the Group.

本集團提供強積金及界定供款計劃，其資產由不同的信託基金管理。退休金計劃由集團與員工共同供款。

The Group's contributions to the mandatory provident fund scheme and the defined contribution schemes are expensed as incurred. Contributions to the defined contribution schemes forfeited in respect of those employees who leave the scheme prior to vesting fully in the contributions is recognised as other revenues in the profit and loss account.

本集團向強積金及界定供款計劃作出之供款在發生時作為費用支銷，而員工在全數取得既得之利益前退出界定供款計劃而被沒收之僱主供款則會在損益表內確認為其他收入。

(iv) Share options

(iv) 認股權

The Group operates share option schemes where directors or employees are granted with options to acquire shares of the Company at specified exercise price. No compensation cost is recognised in the profit and loss account.

本集團設有數個認股權計劃向董事及僱員授予認股權以讓其以特定行使價購買本公司之股份，補償成本不會在損益表確認。

Notes to the Accounts

賬目附註

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(k) Trust accounts

Trust accounts maintained by the Group to hold clients' monies in the ordinary course of business of dealing in securities, futures and leveraged foreign exchange are no longer recognised in the accounts but are treated as off balance sheet items and disclosed in the accounts. The effect of this change is that amounts previously recognised as "bank balances and cash – trust accounts" and "receivable from clearing house" on the balance sheet are de-recognised and netted off against the corresponding amounts classified under "trade payables".

(l) Deferred taxation

Deferred taxation is accounted for at the current taxation rate in respect of timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset is expected to be payable or recoverable in the foreseeable future.

(m) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the accounts. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

2. 主要會計政策 (續)

(k) 信託賬戶

本集團在信託賬戶中因證券、期貨及外匯買賣之正常商業活動而保管之客戶款項不再列於賬目內，而是作為資產負債表外項目在賬目中披露。該改變的影響令以前在資產負債表確認為「銀行結餘及現金—信託戶口」和「應收結算所款項」的項目，現在不再確認，並且與「應付款項」中對應的金額抵消。

(l) 遞延稅項

遞延稅項乃因應就課稅而計算之盈利與賬目所示之盈利二者間之時差，根據預期於可預見將來支付或可收回之負債及資產而按現行稅率計算。

(m) 或然負債及或然資產

或然負債指因已發生的事件而可能引起之責任，此等責任需就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生的事件引致之現有責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。

或然負債不會被確認，但會在賬目附註中披露。假若消耗資源之可能性改變導致可能出現資源消耗，此等負債將被確立為撥備。

Notes to the Accounts

賬目附註

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(m) Contingent liabilities and contingent assets (Continued)

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

A contingent asset is not recognised but is disclosed in the notes to the accounts when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

(n) Turnover

Turnover represents the aggregate of investment returns from trading securities, interest income, dividend income, rental income, brokerage commission and service income.

(o) Revenue recognition

Brokerage commission and realised gains and losses from disposal of trading and non-trading securities are recognised in the profit and loss account on a trade date basis when the relevant transactions are executed.

Unrealised gains and losses on trading securities are recognised in the profit and loss account on any change in fair values of trading securities.

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.

Dividend income is recognised when the right to receive payment is established.

2. 主要會計政策 (續)

(m) 或然負債及或然資產 (續)

或然資產指因已發生的事件而可能產生之資產，此等資產需就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。

或然資產不會被確認，但會於可能收到經濟效益時在賬目附註中披露。若實質確定有收到經濟效益時，此等效益才被確立為資產。

(n) 營業額

營業額包括累計交易證券之投資回報、利息收入、股息收入、租金收入及經紀佣金與服務收入。

(o) 收益確認

經紀佣金及出售交易證券與非交易證券產生之已實現盈利和虧損，於有關交易執行時，按交易日基準於損益表內確認。

買賣證券產生之未實現盈利和虧損於交易證券之公平值變動時於損益表內確認。

利息收入依據未償還本金額及適用利率按時間比例確認。

股息收入在收取股息之權利確定時確認。

Notes to the Accounts

賬目附註

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

(o) Revenue recognition (Continued)

Operating lease rental income is recognised on a straight-line basis.

Service income is recognised when the related service is provided.

(p) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset.

All other borrowing costs are charged to the profit and loss account in the year in which they are incurred.

(q) Segment reporting

In accordance with the Group's internal financial reporting the Group has determined that business segments be presented as the primary reporting format and geographical as the secondary reporting format.

Unallocated costs represent corporate expenses. Segment assets consist primarily of intangible assets, fixed assets, investments in securities, receivables and operating cash. Segment liabilities comprise operating liabilities and exclude items such as taxation and certain corporate borrowings. Capital expenditure comprises additions to intangible assets and fixed assets, including additions resulting from acquisitions through purchases of subsidiaries. In respect of geographical segment reporting, revenues are based on the country in which the operating activities are carried out. Segment assets and capital expenditure are where the assets are located.

2. 主要會計政策 (續)

(o) 收益確認 (續)

經營租賃之租金收入按直線法確認。

服務收入在提供相關服務時確認。

(p) 借貸成本

凡直接與購置、興建或生產某項資產(該資產必須經過頗長時間籌備以作預定用途或出售)有關之借貸成本,均資本化為資產之部分成本。

所有其他借貸成本均於發生年度內在損益賬支銷。

(q) 分項報告

按照本集團之內部財務報告,本集團已決定將業務分項資料作為主要分項報告,而地區分佈資料則作為從屬形式呈列。

未分配成本指集團整體性開支。分項資產主要包括無形資產、固定資產、證券之投資、應收款項及經營現金。分項負債指經營負債,而不包括例如稅項及若干集團整體性之借款等項目。資本性開支包括購入無形資產及固定資產的費用,當中包括因收購附屬公司而添置之資產。至於地區分項報告,銷售額乃按照營業活動所在的國家計算。分項資產及資本性開支按資產所在地計算。

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賬目附註

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

3. TURNOVER AND OTHER REVENUES

The Company is an investment holding company and, through its subsidiaries and associates, is principally engaged in investment holding and provision of financial services. Turnover and other revenues recognised during the year are as follows:

3. 營業額和其他收入

本公司為投資控股公司，並透過其附屬公司及聯營公司，從事投資控股及提供金融服務。本年度列賬之營業額與其他收益如下：

		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Turnover	營業額		
Net (loss)/gain on disposal of trading securities	出售交易證券之實現(損失)／收益，淨額	(43,710)	55,488
Net unrealised loss on trading securities	交易證券之未實現損失，淨額	(55,023)	(24,965)
Interest income	利息收入		
– bank deposits	– 銀行存款	10,010	70,935
– advances to customers	– 客戶借款	11,280	4,132
– others	– 其他	3,419	4,628
Dividend income	股息收入		
– listed investments	– 上市投資	8,189	5,360
– unlisted investments	– 非上市投資	3,658	–
Gross rental income from investment properties	來自投資物業租金總收入	1,916	2,155
Brokerage commission and service income	經紀佣金與服務收入	58,601	41,403
		<u>(1,660)</u>	<u>159,136</u>
Other revenues	其他收入		
Net gain on disposal of non-trading securities	出售非交易證券之收益，淨額	56,933	60,598
Recovery of doubtful debts previously written off	收回往年已註銷之呆帳	1,046	983
Revaluation deficit of fixed assets written back	撥回固定資產重估減值	–	313
Gain on disposal of an associate	出售聯營公司權益溢利	25,805	–
Compensation from legal claim (note 30(a))	訴訟賠償(附註30(a))	–	270,918
Exchange gain, net	匯兌收益，淨額	6,410	–
Others	其他	1,213	3,184
		<u>91,407</u>	<u>335,996</u>
Total revenues	總收入	<u>89,747</u>	<u>495,132</u>

Notes to the Accounts

賬目附註

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

4. OPERATING (LOSS)/PROFIT

Operating (loss)/profit is stated after charging the following:

4. 經營(虧損)/盈利

經營(虧損)/盈利已扣除下列項目：

		2002	2001
		二零零二年	二零零一年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Depreciation on owned assets	自置固定資產折舊	6,523	8,109
Loss on disposal of fixed assets	出售固定資產虧損	414	-
Revaluation deficit on fixed assets	重估固定資產減值	20,545	8,236
Amortisation of goodwill	商譽攤銷	13,200	3,300
Amortisation of trading rights	交易權攤銷	490	-
Impairment loss on goodwill	商譽減值	-	13,728
Impairment loss on trading rights	交易權減值	960	-
Operating lease rentals in respect of rented premises	土地及樓宇經營租賃租金	4,709	5,124
Operating lease rentals in respect of rented equipments	機器設備經營租賃租金	161	206
Auditors' remuneration	核數師酬金	1,160	1,734
Exchange loss, net	匯兌損失淨額	-	5,210
Provision for impairment in value of non-trading securities	非交易證券減值撥備	-	1,743
Provision and write-off of bad and doubtful debts	呆壞賬準備及撇除	7,855	-

5. FINANCE COSTS

5. 財務費用

		2002	2001
		二零零二年	二零零一年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interest expenses on bank loans and overdrafts	銀行貸款及透支之利息	3,919	77
Interest expenses to ultimate holding company (note 27(b))	最終控股公司貸款利息(附註27(b))	9,897	12,548
		13,816	12,625

Notes to the Accounts

賬目附註

For the year ended 31st December 2002
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6. **DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS** 6. **董事及最高酬金之五名人員的酬金**

(a) **Directors' emoluments**

Details of directors' emoluments pursuant to Section 161 of the Hong Kong Companies Ordinance are set out below:

(a) **董事酬金**

依照香港公司條例第161條之董事酬金詳列如下：

		2002	2001
		二零零二年	二零零一年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Fees for executive directors	執行董事袍金	756	770
Fees for non-executive directors	非執行董事袍金	300	200
Other emoluments for executive directors	執行董事之其他酬金		
– Basic salaries and allowances	– 基本薪金及津貼	7,398	8,928
– Bonus	– 花紅	1,400	712
– Benefits in kind (i)	– 實物利益(i)	74	12,092
Other emoluments for non-executive directors	非執行董事之其他酬金		
– Benefits in kind (i)	– 實物利益(i)	–	387
– Others	– 其他	–	116
		9,928	23,205

Notes to the Accounts

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For the year ended 31st December 2002
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6. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

The emoluments of the directors analysed by the number of directors and emolument ranges were as follows:

Executive directors

- HK\$Nil to HK\$1,000,000
- HK\$1,000,001 to HK\$1,500,000
- HK\$1,500,001 to HK\$2,000,000
- HK\$2,000,001 to HK\$2,500,000
- HK\$3,000,001 to HK\$3,500,000
- HK\$5,500,001 to HK\$6,000,000
- HK\$7,000,001 to HK\$7,500,000

執行董事

- 港幣零元至港幣1,000,000元
- 港幣1,000,001元至港幣1,500,000元
- 港幣1,500,001元至港幣2,000,000元
- 港幣2,000,001元至港幣2,500,000元
- 港幣3,000,001元至港幣3,500,000元
- 港幣5,500,001元至港幣6,000,000元
- 港幣7,000,001元至港幣7,500,000元

Non-executive directors

- HK\$Nil to HK\$1,000,000

非執行董事

- 港幣零元至港幣1,000,000元

No directors waived the right to receive emoluments during the year.

The above analysis has taken into account the aggregate benefits realised by the directors on the exercise of share options as disclosed in note (i) below.

6. 董事及最高酬金之五名人員的酬金 (續)

(a) 董事酬金 (續)

按董事人數及酬金額分析之董事酬金詳情如下：

	2002 二零零二年	2001 二零零一年
Executive directors		
- HK\$Nil to HK\$1,000,000	7	3
- HK\$1,000,001 to HK\$1,500,000	-	2
- HK\$1,500,001 to HK\$2,000,000	1	-
- HK\$2,000,001 to HK\$2,500,000	1	1
- HK\$3,000,001 to HK\$3,500,000	1	1
- HK\$5,500,001 to HK\$6,000,000	-	1
- HK\$7,000,001 to HK\$7,500,000	-	1
	10	9
Non-executive directors		
- HK\$Nil to HK\$1,000,000	2	2
	2	2

於本年度，各董事均無免收酬金。

上述分析也考慮了在以下附註(i)中提列的董事們行使認股權所實現的利潤合計數。

Notes to the Accounts

賬目附註

For the year ended 31st December 2002
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6. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (Continued) 6. 董事及最高酬金之五名人員的酬金 (續)

(b) **Five highest paid individuals' emoluments**

Details of five highest paid individuals' emoluments are set out below:

Basic salaries and allowances	基本薪金及津貼
Bonus	花紅
Benefits in kind (i)	實物利益(i)

(b) **最高酬金之五名人士**

最高酬金之五名人士的酬金分析如下:

2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
9,272	7,828
1,500	1,025
41	12,279
10,813	21,132

Number of directors	董事人數
Number of employees	僱員人數

2002 二零零二年	2001 二零零一年
4	4
1	1
5	5

Their emoluments were within the following bands:

支付酬金組別如下:

	2002 二零零二年	2001 二零零一年
HK\$1,500,001 to HK\$2,000,000	3	-
HK\$2,000,001 to HK\$2,500,000	1	2
HK\$3,000,001 to HK\$3,500,000	1	1
HK\$5,500,001 to HK\$6,000,000	-	1
HK\$7,000,001 to HK\$7,500,000	-	1
	5	5

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For the year ended 31st December 2002
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6. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (Continued)

(b) Five highest paid individuals' emoluments (Continued)

During the year, no emoluments were paid to the five highest paid individuals (including directors and employees) as an inducement to join the Group or as compensation for loss of office.

- (i) *Benefits in kind includes the difference between the market price of the Company's shares and the exercise price of share options granted to the directors or employees at the date of exercise of those options irrespective of whether the resulting shares were sold or retained by the directors. The difference amounted to approximately HK\$74,000 (2001: approximately HK\$12,479,000) and does not affect the results of operations of the Group. Refer to note 25 to the accounts for details of options granted and exercised during the year.*

7. STAFF COSTS

Salaries and allowances	薪酬工資及津貼	42,009
Staff welfare and insurance	員工福利及保險	2,868
Staff training and recruitment	員工培訓及招聘	1,112
Pension costs – mandatory provident fund and defined contribution plans	退休成本 – 強積金及界定供款計劃	950
		46,939

Staff costs include directors' remuneration (note 6).

6. 董事及最高酬金之五名人員的酬金 (續)

(b) 最高酬金之五名人士 (續)

於本年度，最高酬金的五名人士（包括董事及僱員）所取得的酬金並不包括吸引其加入公司的高薪或對離職損失的賠償。

- (i) 實物利益包括發放給董事或僱員的認股權在發放日行使價和公司股票市價的差額，無論所獲得的股票是已出售還是仍為董事所保留。該差額約港幣74,000元（二零零一年：約港幣12,479,000元），不反映在本集團的經營成果中。關於本年度授出及行使認股權的詳情請參見賬目附註25。

7. 員工費用

2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
42,009	53,648
2,868	2,232
1,112	135
950	1,259
46,939	57,274

員工費用包括董事酬金（附註6）。

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For the year ended 31st December 2002
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8. TAXATION

Hong Kong profits tax has been provided at the rate of 16% (2001: 16%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

8. 稅項

香港利得稅乃按本年度之估計應課稅盈利按16% (二零零一年:16%) 作稅項準備。海外盈利之稅款，則按照本年度估計應課稅盈利依集團經營業務地區之現行稅率計算。

		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Hong Kong profits tax	香港利得稅		
– Provision for current year	– 本年度準備	(16)	(1,647)
– Write-back of overprovision in respect of prior years	– 撥回以前年度多計提的準備數	–	7,187
Overseas tax	海外稅項		
– Provision for current year	– 本年度準備	(581)	–
– Write-back of overprovision in respect of prior years	– 撥回以前年度多計提的準備數	51	–
Share of taxation attributable to associates	應佔聯營公司之稅項	394,433	21,313
		<u>393,887</u>	<u>26,853</u>

Deferred taxation credit for the year has not been provided in respect of the following:

於本年內未計提之遞延稅項收益包括：

		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Accelerated depreciation allowance	加速折舊免稅額	493	362
Tax losses	稅務虧損	7,117	7,181
		<u>7,610</u>	<u>7,543</u>

Notes to the Accounts

賬目附註

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

9. (LOSS)/PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The (loss)/profit attributable to shareholders includes a net loss of approximately HK\$51,062,000 (2001: net profit of approximately HK\$337,312,000) which has been dealt with in the accounts of the Company.

10. DIVIDENDS

Dividends declared before year end
– Interim dividend of HK\$ nil per share
(2001: HK\$0.036 per share)

Dividends proposed after year end
– Final dividend of HK\$ nil per share
(2001: HK\$0.012 per share)

The directors do not recommend the payment of a final dividend for the year ended 31st December 2002 (2001: HK\$0.012 per share)

11. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share for the year is based on the loss attributable to shareholders of approximately HK\$993,422,000 (2001: profit attributable to shareholders of approximately HK\$371,432,000) divided by the weighted average number of ordinary shares outstanding during the year of 1,563,259,972 shares (2001: 1,559,714,405 shares).

9. 股東應佔(虧損)/盈利

計入本公司賬目之股東應佔淨虧損約為港幣51,062,000元(二零零一年:淨盈利約港幣337,312,000元)。

10. 股息

2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
-----------------------------------	-----------------------------------

於結算日前公佈股息
– 不派發中期股息
(二零零一年:
每股港幣3.6仙)

於結算日後建議股息
– 不派發末期股息
(二零零一年:
每股港幣1.2仙)

–	56,257
–	18,759
–	75,016

董事們不建議派發二零零二年末期股息(二零零一年:每股港幣1.2仙)。

11. 每股(虧損)/盈利

每股基本(虧損)/盈利按股東應佔虧損約港幣993,422,000元(二零零一年:盈利約港幣371,432,000元)及本年內已發行股份之加權平均股數1,563,259,972股(二零零一年:1,559,714,405股)計算。

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For the year ended 31st December 2002
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11. (LOSS)/EARNINGS PER SHARE (Continued)

Diluted earnings per share for the year ended 31st December 2001 is computed by dividing adjusted net profit for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year adjusted for the effects of all dilutive potential ordinary shares from conversion of convertible notes and exercise of share options.

The diluted loss per share for the year ended 31st December 2002 is the same as the basic loss per share as all potential ordinary shares are anti-dilutive.

The calculation of diluted (loss)/earnings per share is as follows:

11. 每股(虧損)/盈利(續)

截至二零零一年十二月三十一日止年度的每股攤薄盈利按調整後股東應佔淨盈利及經調整兌換可換股票據和行使購股權而產生有潛在攤薄性股份之加權平均股數計算。

截至二零零二年十二月三十一日止年度的每股攤薄虧損與每股基本虧損相同，因所有潛在的普通股均具反攤薄影響。

每股基本及攤薄後(虧損)/盈利乃根據下列數據計算：

		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Computation of adjusted net (loss)/profit	調整後淨(虧損)/盈利的計算		
(Loss)/profit attributable to shareholders	股東應佔(虧損)/盈利	(993,422)	371,432
Add: Interest expenses of the convertible notes	加：可換股票據利息支出	-	12,548
Adjusted net (loss)/profit	調整後淨(虧損)/盈利	<u>(993,422)</u>	<u>383,980</u>
Computation of adjusted weighted average number of shares	調整後加權平均股數的計算		
		2002 二零零二年	2001 二零零一年
Weighted average number of shares in issue during the year	本年內已發行股份之加權平均股數	1,563,259,972	1,559,714,405
Number of shares that would have been issued if the convertible notes were converted into shares during the year	假設可換股票據於本年內兌換為新股份	N/A 不適用	52,986,902
Number of shares that would have been issued if the outstanding share options were exercised during the year	假設年內未行使之認股權被行使而發行之新股份	N/A 不適用	4,483,451
Adjusted weighted average number of shares	調整後加權平均股數	<u>1,563,259,972</u>	<u>1,617,184,758</u>

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For the year ended 31st December 2002
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12. FIXED ASSETS

12. 固定資產

		Consolidated 綜合				
		Leasehold land and buildings 租賃土地 及房產 HK\$'000 港幣千元	Investment properties 投資物業 HK\$'000 港幣千元	Leasehold improve- ments 租賃物業 裝修 HK\$'000 港幣千元	Furniture, fixtures, equipment and motor vehicles 傢具、裝置、 設備及汽車 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Cost or valuation	成本或估值：					
Beginning of year	年初餘額	99,232	16,263	9,340	35,239	160,074
Additions	添置	-	-	30	639	669
Disposal	出售	-	-	-	(533)	(533)
Reclassification	重新分類	(22,770)	22,770	-	-	-
Deficit on revaluation	重估減值	(21,021)	(2,058)	-	-	(23,079)
		<u>55,441</u>	<u>36,975</u>	<u>9,370</u>	<u>35,345</u>	<u>137,131</u>
End of year	年末餘額	55,441	36,975	9,370	35,345	137,131
The analysis of cost or valuation is as follows:	成本或估值分析如下：					
At cost	成本	-	-	9,370	35,345	44,715
At professional valuation	專業估值	55,441	36,975	-	-	92,416
		<u>55,441</u>	<u>36,975</u>	<u>9,370</u>	<u>35,345</u>	<u>137,131</u>
Accumulated depreciation	累積折舊：					
Beginning of year	年初餘額	-	-	6,348	25,894	32,242
Charge for the year	本年度計提	2,327	-	1,124	3,072	6,523
Written back on disposal	出售時撥回	-	-	-	(85)	(85)
Written back on revaluation	重估時撥回	(2,327)	-	-	-	(2,327)
		<u>-</u>	<u>-</u>	<u>7,472</u>	<u>28,881</u>	<u>36,353</u>
End of year	年末餘額	-	-	7,472	28,881	36,353
Net book value	賬面淨值：					
End of year	年末餘額	55,441	36,975	1,898	6,464	100,778
Beginning of year	年初餘額	99,232	16,263	2,992	9,345	127,832

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12. FIXED ASSETS (Continued)

12. 固定資產(續)

		Company 公司		
		Furniture, fixtures and equipment 傢具、裝置 及設備 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Cost	成本：			
Beginning and end of year	年初及年末餘額	1,843	884	2,727
Accumulated depreciation	累積折舊：			
Beginning of year	年初餘額	1,481	720	2,201
Charge for the year	本年度計提	219	118	337
End of year	年末餘額	1,700	838	2,538
Net book value	賬面淨值：			
End of year	年末餘額	143	46	189
Beginning of year	年初餘額	362	164	526

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For the year ended 31st December 2002
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12. FIXED ASSETS (Continued)

The analysis of net book value of land and buildings and investment properties is as follows:

12. 固定資產 (續)

租賃土地及房產與投資物業的賬面淨值分析如下：

		Consolidated 綜合			
		Leasehold land and buildings 租賃土地及房產		Investment properties 投資物業	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Held in Hong Kong	於香港的土地及房產				
– on long lease (over 50 years)	– 以長期租約持有 (超過五十年)	46,831	59,202	6,168	7,797
– on medium lease (10 to 50 years)	– 以中期租約持有 (十至五十年)	6,700	37,880	24,390	1,842
Held outside Hong Kong	於香港以外的土地及房產				
– on long lease (over 50 years)	– 以長期租約持有 (超過五十年)	1,910	2,150	6,417	6,624
		55,441	99,232	36,975	16,263

The Group's leasehold land and buildings and investment properties in Hong Kong and other regions of the People's Republic of China as at 31st December 2002 were appraised by CB Richard Ellis Limited, an independent professional valuer in Hong Kong. The investment properties of the Group in Malaysia as at 31st December 2002 were appraised by Messrs. Colliers, Jordan Lee & Jaafar Sdn. Bhd., independent professional valuers in Malaysia. These properties were appraised on an open market basis and are carried in the balance sheet at market value.

As at year end, had the leasehold land and buildings been carried at cost less accumulated depreciation and impairment losses, their carrying amount would have been approximately HK\$55,441,000 (2001: approximately HK\$99,232,000).

本集團於香港及中國其他地區之土地及房產及投資物業由香港的獨立專業評估師CB Richard Ellis., Ltd. (世邦魏理仕)於二零零二年十二月三十一日重估；於馬來西亞之投資物業則由馬來西亞的獨立專業評估師Messrs. Colliers, Jordan Lee & Jaafar Sdn. Bhd.於二零零二年十二月三十一日重估。這些物業均以公開市值重估並以市價入賬。

於年末，財務報告書之租賃土地及房產的價值若按購入成本減累積折舊及累計減值損失列賬，則其賬面值應約港幣55,441,000元(2001年：約港幣99,232,000元)。

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For the year ended 31st December 2002
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12. FIXED ASSETS (Continued)

Investment properties of approximately HK\$28,939,000 (2001: HK\$7,798,000) of the Group are rented out under operating leases, of which approximately HK\$6,169,000 (2001: HK\$7,798,000) are rented to an associate and approximately HK\$3,700,000 (2001: HK\$4,100,000) are rented to the ultimate holding company.

13. INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES

(a) Investments in subsidiaries

Investment, at cost	投資·按成本值:
Unlisted shares	非上市股份
Less: provision for impairment in value	減:投資減值撥備

The directors are of the opinion that the underlying value of the subsidiaries is not less than the carrying amount of the subsidiaries at 31st December 2002.

12. 固定資產(續)

本集團價值約港幣28,939,000元(二零零一年:約港幣7,798,000元)之投資物業已根據經營租約租出,其中約港幣6,169,000元(二零零一年:約港幣7,798,000元)已出租與一間聯營公司及約港幣3,700,000元(二零零一年:約港幣4,100,000元)已出租與最終控股公司。

13. 附屬公司投資及與附屬公司的往來賬款

(a) 於附屬公司之投資

2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
1,620,658	1,620,558
<u>(92,412)</u>	<u>(92,412)</u>
1,528,246	1,528,146

董事們認為附屬公司的價值並不低於其二零零二年十二月三十一日的賬面價值。

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13. INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES (Continued)

(a) Investments in subsidiaries (Continued)

As at 31st December 2002, particulars of the principal subsidiaries of the Company are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation and kind of legal entity 註冊/經營地點 及法定地位	Class of shares 股份類別	Particulars of issued share capital 已發行 股本面值	Percentage of equity interest held 本公司所佔 資本權益百分比	Principal activities 主要業務
CEL Venture Capital (Shenzhen) Limited 光大控股創業投資 (深圳)有限公司	The PRC, wholly foreign owned enterprise 中國· 外資獨資企業	Not applicable 不適用	HK\$50,000,000 港幣50,000,000元	100%	Provision of investment advisory services and investment holding 提供投資顧問服務及 投資控股
CEL Management Services Limited 光大控股管理服務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100%	Provision of management services 提供管理服務
CEL (Secretaries) Limited 光大控股(秘書)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100%	Provision of secretarial services 提供秘書服務
China Everbright Assets Management Limited 中國光大資產管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000,000 港幣1,000,000元	100% #	Investment 投資
China Everbright Capital Limited 中國光大融資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100,000 港幣100,000元	100% #	Provision of corporate finance and investment advisory services 提供企業融資及投資顧問服務
China Everbright Finance Limited 中國光大財務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100,000,000 港幣100,000,000元	100% #	Money lending 放款業務

13. 附屬公司投資及與附屬公司的往來賬款(續)

(a) 於附屬公司之投資(續)

本公司於二零零二年十二月三十一日擁有下列主要附屬公司：

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13. INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES 13. 附屬公司投資及與附屬公司的往來賬款 (續)
(Continued)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation and kind of legal entity 註冊/經營地點 及法定地位	Class of shares 股份類別	Particulars of issued share capital 已發行股本面值	Percentage of equity interest held 本公司所佔資本權益百分比	Principal activities 主要業務
China Everbright Financial Holdings Limited 中國光大金融控股有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100 港幣100元	100% #	Investment holding 投資控股
		Non-voting deferred 無投票權遞延股	HK\$200,000,000 港幣200,000,000元		
China Everbright Financial Investments Limited 中國光大財務投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100% #	Investment 投資
China Everbright Forex Limited 中國光大外匯有限公司	Hong Kong 香港	Ordinary 普通股	HK\$38,000,000 港幣38,000,000元	100% #	Provision of leveraged foreign exchange trading services 提供槓桿外匯交易服務
China Everbright Futures Limited 中國光大期貨有限公司	Hong Kong 香港	Ordinary 普通股	HK\$11,000,000 港幣11,000,000元	100% #	Provision of futures brokerage services 提供期貨經紀服務
China Everbright Insurance Agency Limited 中國光大保險代理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100%	Provision of insurance agency services 提供保險代理服務
China Everbright Research Limited 中國光大資料研究有限公司	Hong Kong 香港	Ordinary 普通股	HK\$5,500,000 港幣5,500,000元	100% #	Investment research 投資研究
China Everbright Securities (HK) Limited 中國光大證券(香港)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$50,000,000 港幣50,000,000元	100% #	Provision of stock brokerage services 提供證券經紀服務

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13. INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES (Continued)

13. 附屬公司投資及與附屬公司的往來賬款 (續)

(a) Investments in subsidiaries (Continued)

(a) 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation and kind of legal entity 註冊/經營地點 及法定地位	Class of shares 股份類別	Particulars of issued share capital 已發行 股本面值	Percentage of equity interest held 本公司所佔 資本權益百分比	Principal activities 主要業務
China Everbright Securities (Nominees) Limited 中國光大證券(代理人) 有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100% #	Provision of nominee services 提供代理人服務
Dial Eight Investments Limited	British Virgin Islands 英屬維京群島	Ordinary 普通股	US\$1 1美元	100% #	Investment in telecommunications business 投資電訊業務
Double Fortune Assets Limited 倍富資產有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100% #	Investment 投資
Haiford Company Limited 向豐有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100% #	Property investment 物業投資
Hairich Enterprises Limited	Hong Kong 香港	Ordinary 普通股	HK\$10,000 港幣10,000元	100% #	Property investment 物業投資
IHD (Malaysia) Sdn. Bhd. *	Malaysia 馬來西亞	Ordinary 普通股	M\$25,000 25,000馬元	100%	Investment holding 投資控股
Janco Development Limited 青高發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100%	Property investment 物業投資
Land City Company Limited 凌業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100%	Property investment 物業投資
Mindson Investment Limited *	British Virgin Islands 英屬維京群島	Ordinary 普通股	US\$1 1美元	100% #	Investment 投資

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13. INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES (Continued) **13. 附屬公司投資及與附屬公司的往來賬款** (續)

(a) Investments in subsidiaries (Continued)**(a) 於附屬公司之投資** (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation and kind of legal entity 註冊/經營地點 及法定地位	Class of shares 股份類別	Particulars of issued share capital 已發行 股本面值	Percentage of equity interest held 本公司所佔 資本權益百分比	Principal activities 主要業務
Mutiplus (Warehouse) Limited 民迪(貨倉)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100%	Property investment 物業投資
Solidpole Limited 億捷有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100%	Investment holding 投資控股
Tankey Management Service 得基有限公司	Hong Kong 香港	Ordinary 普通股	HK\$20 港幣20元	100%	Property investment 物業投資
Tendai Limited 天大有限公司	Hong Kong 香港	Ordinary 普通股 Non-voting deferred shares 無投票權遞延股份	HK\$2 港幣2元 HK\$445,000,000 港幣445,000,000元	100%	Investment in banking operations 投資銀行業務
Well Logic Investment Limited 威萊投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 港幣2元	100%#	Property investment 物業投資

Subsidiaries held indirectly.

間接持有之附屬公司。

* Subsidiaries not audited by PricewaterhouseCoopers. The aggregate net assets of subsidiaries not audited by PricewaterhouseCoopers is less than 1% of the Group's total assets.

* 非經羅兵咸永道會計師事務所審核之附屬公司。非經羅兵咸永道會計師事務所審核的附屬公司之淨資產佔本集團總資產少於1%。

(b) Amounts due from subsidiaries

Amounts due from subsidiaries are unsecured, interest free and have no fixed terms of repayment except for an amount approximately HK\$381,022,000 (2001: approximately HK\$687,525,000) which bears interest at an average of 0.325% per annum (2001: average of 2.5% per annum).

(b) 應收附屬公司款項

應收附屬公司款項為無抵押及無固定償還日期，除約港幣381,022,000元(2001年：約港幣687,525,000元)需按平均年息0.325%付息(2001年：平均年息2.5%)外，其餘金額無須計息。

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13. INVESTMENTS IN AND BALANCES WITH SUBSIDIARIES (Continued) 13. 附屬公司投資及與附屬公司的往來賬款 (續)

(c) Amounts due to subsidiaries (c) 應付附屬公司款項

Amounts due to subsidiaries are unsecured, interest free and have no fixed terms of repayment.

應收附屬公司款項均無須計息，無抵押及無固定償還日期。

14. INVESTMENTS IN AND AMOUNTS DUE TO ASSOCIATES 14. 聯營公司投資及應付聯營公司款項

(a) Investments in associates: (a) 聯營公司權益：

	Consolidated 綜合		Company 公司	
	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Investment, at cost	投資，按成本值：			
Unlisted shares in	非上市股份			
– Hong Kong	40,458	102,174	40,390	102,106
– Overseas	5,500,755	4,985,693	3,751,184	3,751,184
Listed shares in Hong Kong	904,411	904,411	–	–
Share of post-acquisition reserves	(252,036)	642,012	–	–
	6,193,588	6,634,290	3,791,574	3,853,290
Less: Accumulated provision for impairment in value	減：累計減值準備			
Premium on acquisition	(165,548)	(165,548)	(40,931)	(40,931)
	(3,830,061)	(3,843,789)	–	–
	2,197,979	2,624,953	3,750,643	3,812,359
Quoted market value of listed shares	上市公司股份 市值			
	591,941	443,076	–	–

The directors are of the opinion that the underlying value of the associates is not less than the carrying amount of the associates at 31st December 2002.

董事們認為聯營公司的價值不低於聯營公司在二零零二年十二月三十一日的賬面價值。

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14. INVESTMENTS IN AND AMOUNTS DUE TO ASSOCIATES
(Continued)

(b) As at 31st December 2002, particulars of the principal associates of the Group are as follows:

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊/經營地點	Principal activities 主要業務	Percentage of equity interest held 本公司所佔資本權益百分比	
			Directly 直接	Indirectly 間接
China Everbright Bank Company Limited ("Everbright Bank") 中國光大銀行股份有限公司(「光大銀行」)	The PRC 中國	Banking operations 銀行業務	21.39%	-
Everbright Securities Company Limited ("Everbright Securities") (i) 光大證券有限責任公司(「光大證券」) (i)	The PRC 中國	Securities operations 證券業務	-	49%
International Bank of Asia Limited ("Int'l Bank of Asia") (ii) 港基國際銀行有限公司(「港基國際」) (ii)	Hong Kong 香港	Banking operations 銀行業務	-	20%

(i) Pursuant to a rights issue arrangement of Everbright Securities in April 2002, the Group has paid cash consideration of approximately HK\$515 million in April 2002 maintaining its shareholding in EBS at 49%.

(ii) Associate not audited by PricewaterhouseCoopers.

(iii) During the year, the Group disposed the entire interest in Standard Life (Asia) Limited at a consideration of HK\$40,000,000. Gain on disposal amounted to approximately HK\$25,805,000.

14. 聯營公司投資及應付聯營公司款項 (續)

(b) 本集團於二零零二年十二月三十一日，主要聯營公司資料如下：

(i) 按光大證券於二零零二年四月之供股安排，本集團於二零零二年四月以現金繳付約港幣5.15億元，以保持其在光大證券所持有的49%控股比例。

(ii) 非經羅兵咸永道會計師事務所審核之聯營公司。

(iii) 本集團於本年度出售了其持有的標準人壽保險(亞洲)有限公司之全部股份，轉讓價格為港幣40,000,000元，獲得轉讓收益約港幣25,805,000元。

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For the year ended 31st December 2002
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14. INVESTMENTS IN AND AMOUNTS DUE TO ASSOCIATES (Continued) 14. 聯營公司投資及應付聯營公司款項(續)

(c) Supplementary financial information of principal associates is as follows: (c) 主要聯營公司之補充財務資料:

		Everbright Bank 光大銀行 For the year ended 31st December 2002 截至二零零二年 十二月三十一日 止年度 RMB'000 人民幣千元	Everbright Securities 光大証券 For the year ended 31st December 2002 截至二零零二年 十二月三十一日 止年度 RMB'000 人民幣千元	Int'l Bank of Asia 港基國際 For the year ended 31st December 2002 截至二零零二年 十二月三十一日 止年度 HK\$'000 港幣千元
Profit and loss account	損益表			
Turnover	營業額	10,256,182	544,628	2,738,354
(Loss)/profit before taxation	除稅前(虧損)/盈利	(5,924,334)	(355,507)	221,868
Current taxation	本年度稅項	-	(16,362)	-
Deferred tax credit	遞延稅項貸項	1,768,040	97,288	3,470
(Loss)/profit attributable to shareholders	股東應佔(虧損)/盈利	(4,156,294)	(274,581)	225,338
Dividends	股息	-	-	128,937

(d) **Amounts due to associates** (d) **應付聯營公司款項**

The amounts due to associates are unsecured, interest free and have no fixed term of repayment.

應付聯營公司款項均為無抵押、免息及無固定償還日期。

15. INVESTMENT IN JOINTLY CONTROLLED ENTITY 15. 共同控制實體投資

		Consolidated 綜合	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Unlisted shares, at cost	非上市股份成本	457	457
Share of post-acquisition reserves	應佔收購後儲備	1,782	1,782
Share of net assets	應佔淨資產	2,239	2,239

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For the year ended 31st December 2002
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15. INVESTMENT IN JOINTLY CONTROLLED ENTITY 15. 共同控制實體投資 (續)
(Continued)

The jointly controlled entity is under liquidation where the Group's share of its net assets is stated at the carrying amount as at 31st December 2000. The directors are of the opinion that the underlying value of the investment in jointly controlled entity is not less than its carrying amount at 31st December 2002.

As at 31st December 2002, particulars of the jointly controlled entity of the Group are as follows:

共同控制實體正進行清盤。本集團於共同控制實體應佔淨資產按二零零零年十二月三十一日的賬面值記賬。董事們認為共同控制實體之投資價值並不低於其在二零零二年十二月三十一日的賬面價值。

於二零零二年十二月三十一日，本集團於共同控制實體之投資的資料如下：

Name 公司名稱	Form of business structure 經營形式	Place of incorporation and operation 註冊及 經營地點	Issued and paid up capital 已發行及 繳足股本面值	Percentage of equity interest indirectly held 本公司間接 所佔資本 權益百分比	Principal activity 主要業務
China Everbright Industrial Investment Management Pte Ltd. 中國光大工業投資管理私人有限公司	Incorporated 註冊公司	Singapore 新加坡	S\$200,000 200,000 新加坡幣	50%	Fund management (in liquidation) 基金管理(清盤中)

16. NON-TRADING SECURITIES

16. 非交易證券

		Consolidated 綜合		Company 公司	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Equity securities listed in Hong Kong, at fair value	香港上市證券 公平值	1,302,769	1,508,019	2,750	10,250

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16. NON-TRADING SECURITIES (Continued)

16. 非交易證券 (續)

The following is a list of the principal non-trading securities of the Group as at 31st December 2002:

於二零零二年十二月三十一日，本集團主要非交易證券投資之資料如下：

Company name 公司名稱	Place of incorporation/ operation 註冊/ 經營地點	Principal activities 主要業務	Effective equity interest held 本集團所佔 資本權益百分比
China Mobile (Hong Kong) Limited (i) 中國移動(香港)有限公司 (i)	Hong Kong 香港	Provision of telecommunication services 提供通訊服務	0.23%
Hong Kong Exchanges and Clearing Limited 香港交易及結算所有限公司	Hong Kong 香港	Operation of stock exchange and futures exchange in Hong Kong and their related clearing houses 經營香港股票及期貨交易所及相關結算公司	0.04%
China Unicom Limited 中國聯通股份有限公司	Hong Kong 香港	Provision of telecommunication services 提供通訊服務	0.06%
Frankie Dominion International Limited 嘉利美商國際有限公司	Bermuda 百慕達	Manufacturing and trading 製造及貿易業務	7.29%
Theme International Holdings Limited 三商行國際集團有限公司	Bermuda 百慕達	Manufacturing and retail operation 製造及零售業務	4.98%
Stockmartnet Holdings Limited 證券業合作社控股有限公司	Hong Kong 香港	Securities brokerage 證券經紀業務	0.31%
Bank of China (Hong Kong) Limited 中國銀行(香港)有限公司	Hong Kong 香港	Banking operation 銀行業務	0.49%

(i) At 31st December 2002, the carrying amount of interests in China Mobile (Hong Kong) Limited exceeds 10% of total assets of the Group.

(i) 於二零零二年十二月三十一日，投資在中國移動(香港)有限公司的賬面值高於本集團總資產的10%。

Non-trading securities of aggregate carrying amount of HK\$592 million (2001: HK\$nil) have been pledged to secure bank loan and overdraft facilities for the Company and China Everbright Securities (HK) Limited, a subsidiary.

於二零零二年十二月三十一日，總額約港幣5.92億元(二零零一年：無)之非交易證券已作銀行抵押，為本公司及其附屬公司中國光大證券(香港)有限公司獲取銀行貸款及透支額度。

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17. INTANGIBLE ASSETS

17. 無形資產

		Consolidated		
		Goodwill	Trading rights	Total
		商譽	交易權	合計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
Cost	成本			
Beginning of year	年初餘額	145,728	2,450	148,178
Disposal of an associate	出售聯營公司	(13,728)	-	(13,728)
End of year	年末餘額	132,000	2,450	134,450
Accumulated amortisation	累計攤銷			
Beginning of year	年初餘額	(17,028)	-	(17,028)
Charge for the year	本年計提	(13,200)	(490)	(13,690)
Written back on disposal of an associate	出售聯營公司撥回	13,728	-	13,728
Impairment loss	減值損失	-	(960)	(960)
End of year	年末餘額	(16,500)	(1,450)	(17,950)
Net book value	賬面淨值			
End of year	年末餘額	115,500	1,000	116,500
Beginning of year	年初餘額	128,700	2,450	131,150

Goodwill, which arose from acquisition of associates, is amortised over a period of 10 years. Trading rights are amortised over a period of 5 years.

商譽產生自本集團收購聯營公司之權益，並按十年期限攤銷。交易權於五年期限攤銷。

18. ADVANCES TO CUSTOMERS

18. 客戶借款

		Consolidated	
		2002	2001
		二零零二年	二零零一年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Amounts due from margin clients	孖展客戶借款	115,050	72,907
Less: provision for doubtful debts	減：呆賬準備	(2,503)	(1,203)
		112,547	71,704

Advances to customers are secured by listed securities of margin clients held as collateral.

客戶借款以孖展客戶持有之上市證券作抵押。

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19. DEBTORS, DEPOSITS AND PREPAYMENTS

19. 應收賬款、按金及預付款

		Consolidated		Company	
		綜合		公司	
		2002	2001	2002	2001
		二零零二年	二零零一年	二零零二年	二零零一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Trade receivables, net	應收交易款·淨值	172,861	68,444	-	-
Deposits, prepayments and other receivables	按金·預付款及其他應收賬款	115,167	65,459	11,541	11,170
Deposits with brokers for futures and derivative transactions	期貨及衍生工具交易按金	-	18,566	-	-
Unrealised loss on futures and derivative transactions	期貨及衍生工具之未實現虧損	-	(1,391)	-	-
		288,028	151,078	11,541	11,170

Details of the aging analysis on trade receivables are as follows:

應收交易款的賬齡分析如下:

		Consolidated	
		綜合	
		2002	2001
		二零零二年	二零零一年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within 1 month	一個月以下	172,163	68,858
Within 1 to 2 months	一至二個月	263	-
Within 2 to 3 months	二至三個月	1,264	-
Within 3 to 6 months	三至六個月	168	-
Over 6 months	六個月以上	3	586
		173,861	69,444
Less: provision for doubtful debts	減:呆賬準備	(1,000)	(1,000)
		172,861	68,444

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19. DEBTORS, DEPOSITS AND PREPAYMENTS (Continued)

Trade receivables mainly comprised amounts due from the Group's brokerage clients, brokers and clearing houses. These receivables are normally due two days after trade date, and the extension of credit requires management's approval on a case-by-case basis. These receivables have excluded the brokerage client monies maintained in the trust accounts with Hong Kong Futures Exchange Clearing Corporation Limited.

20. TRADING SECURITIES

At fair value:

Debt securities:

- listed overseas
- unlisted

Equity securities:

- listed in Hong Kong
- listed overseas

19. 應收賬款、按金及預付款(續)

應收交易款主要為本集團之經紀業務客戶、經紀商戶及結算所賬款，一般在交易後兩天到期，延期還款需由管理層個別批准。此類賬款並不包括保管於香港期貨交易所有限公司的信託帳戶之經紀業務客戶款項。

20. 交易證券

公平值：

債券：

- 海外上市
- 非上市

股本證券：

- 香港上市
- 海外上市

		Consolidated 綜合	
		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
		-	7,216
		45,956	78,849
		45,956	86,065
		257,777	139,029
		197	-
		257,974	139,029
		303,930	225,094

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21. BANK BALANCES AND CASH

21. 銀行結餘及現金

		Consolidated 綜合		Company 公司	
		2002	2001	2002	2001
		二零零二年	二零零一年	二零零二年	二零零一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Cash on hand, savings and current accounts	現金·儲蓄及往來賬戶	73,984	108,488	216	1,023
Fixed deposits with banks	銀行定期存款	50,209	1,144,412	37,600	320,431
		124,193	1,252,900	37,816	321,454

The Group maintains trust accounts with authorised institutions as part of its normal business transactions. At 31st December 2002, trust accounts not otherwise dealt with in these accounts amounted to approximately HK\$98 million (2001: approximately HK\$82 million).

本集團在銀行開立信託賬戶，用以託管客戶在正常業務往來中產生之存款。於二零零二年十二月三十一日，未計入賬目內的信託賬戶餘額約港幣9,800萬元（二零零一年：約港幣8,200萬元）。

22. CREDITORS, DEPOSITS RECEIVED AND ACCRUED CHARGES

22. 應付賬款、已收按金及預提費用

		Consolidated 綜合		Company 公司	
		2002	2001	2002	2001
		二零零二年	二零零一年	二零零二年	二零零一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Trade payables	交易應付款	57,905	63,425	-	-
Other creditors, deposits received and accrued charges	其他應付賬款、已收按金及預提費用	18,844	27,673	3,925	6,403
		76,749	91,098	3,925	6,403

Trade payables represent amounts due to brokerage clients, brokers and clearing houses, and are due in one month. Trade payables to clients exclude those payables placed in trust accounts.

交易應付款代表應付經紀業務客戶、經紀商戶及結算所的賬款，並在一個月之內到期。應付經紀業務客戶賬款不包括於信託賬戶的應付賬款。

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23. DEFERRED TAXATION

The potential net deferred tax assets, which is not recognised in the balance sheet as its realisation in the foreseeable future is not certain, comprising the following:

23. 遞延稅項

因未能確認其於可見將來能否變現，遞延稅項淨資產並未確認於賬目內。未確認的遞延稅項資產如下：

		Consolidated		Company	
		綜合		公司	
		2002	2001	2002	2001
		二零零二年	二零零一年	二零零二年	二零零一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Tax losses	稅務虧損	46,659	39,542	8,599	5,310
Accelerated depreciation allowances	加速折舊免稅額	(399)	(892)	(26)	(79)
		46,260	38,650	8,573	5,231

24. BANK LOANS AND OVERDRAFTS

Secured bank loans (note 33) 銀行抵押借款
(附註33)

Overdrafts 透支

24. 銀行貸款及透支

		Consolidated		Company	
		綜合		公司	
		2002	2001	2002	2001
		二零零二年	二零零一年	二零零二年	二零零一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Secured bank loans (note 33)	銀行抵押借款 (附註33)	40,000	-	40,000	-
Overdrafts	透支	-	155	-	-
		40,000	155	40,000	-

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25. SHARE CAPITAL

25. 股本

		2002	2001
		二零零二年	二零零一年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Authorised:	法定股本：		
Ordinary shares of HK\$1.00 each	每股港幣1.00元之 普通股份	<u>2,000,000</u>	<u>2,000,000</u>
Issued and fully paid:	已發行及已繳足股本：		
Beginning of year	年初餘額	1,562,991	1,543,741
Exercise of convertible note	行使可換股票據換股	-	10,539
Exercise of share options	行使認股權	<u>360</u>	<u>8,711</u>
End of year	年末餘額	<u>1,563,351</u>	<u>1,562,991</u>

Share option scheme

Pursuant to the Company's share option scheme adopted on 27th September 1996, the Company may grant options to the Directors and full time employees of the Group to subscribe for shares in the Company, subject to a maximum of 10% of the issued share capital of the Company from time to time. The subscription price will be determined by the Directors, and will not be less than the higher of the nominal value of the shares and 80% of the average closing price of the shares quoted on The Stock Exchange of Hong Kong Limited on the five trading days immediately preceding the date of offer of the option.

Pursuant to the share option scheme, options which are exercisable in prescribed portion for a period of six years following the date of offer to subscribe for 36,300,000 shares of HK\$1.00 each in the share capital of the Company at a subscription price of HK\$5.152 per share (subject to adjustment) were granted on 21st March 1997 to the Directors and employees of the Group. The options are not exercisable prior to the expiry of two years after the date of offer of the options.

認股權計劃

根據本公司於一九九六年九月二十七日採納的認股權計劃，本公司可酌情向本集團董事及全職僱員授予認股權，據此可認購最多為本公司當時已發行股本百分之十的股份。行使價將由董事會決定，惟不可低於股份面值及股份於緊隨授出認股權前的五個交易日於香港聯合交易所有限公司平均收市價的百分之八十。

根據認股權計劃，本公司於一九九七年三月二十一日向本集團董事及僱員授出認股權。該等認股權須於授出日期後六年內，每年以特定數額並按每股港幣5.152元（可予以調整）的行使價，認購合共36,300,000股本公司股本中每股面值港幣1.00元之股份。該等認股權不可於授出日期後兩年內行使。

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25. SHARE CAPITAL (Continued)

Share option scheme (Continued)

In 1999, further share options, which are exercisable in prescribed portion for a period of three years following the date of offer, to subscribe for 29,050,000 and 800,000 shares of HK\$1.00 each in the share capital of the Company at a subscription price of HK\$4.308 and HK\$5.805 per share respectively (subject to adjustment) were granted to Directors and employees of the Group.

In 2000, further share options, which are exercisable in prescribed portion for a period of four and three years respectively following the date of offer, to subscribe for 2,000,000 and 500,000 shares of HK\$1.00 each in the share capital of the Company at a subscription price of HK\$5.220 per share (subject to adjustment) were granted to a Director and an employee of the Group.

At the Extraordinary General Meeting of the Company held on 24th May 2002, an ordinary resolution was passed to adopt the New Share Option Scheme (the "New Scheme") and to terminate the share option scheme adopted on 27th September 1996 (the "Old Scheme").

Pursuant to the New Scheme, the Company may grant options to the Directors and full time employees of the Group and its associated companies to subscribe for shares in the Company, subject to a maximum of 10% of the issued share capital of the Company as at 24th May 2002. The exercise price is determined by the Directors which shall be at least the highest of (i) the nominal value of the shares; (ii) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer; and (iii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of the offer.

25. 股本 (續)

認股權計劃 (續)

於一九九九年，本公司再向本集團董事和僱員授出認股權。該等認股權須於授出日期後三年內每年以特定數額並分別按每股港幣4.308元和港幣5.805元（可予以調整）的行使價，認購合共29,050,000和800,000股本公司股本中每股面值港幣1.00元之股份。

於二零零零年，本公司再向本集團一名董事和一名僱員授出認股權。該等認股權分別於授出日期後四年及三年內，每年以特定數額並按每股港幣5.220元（可予以調整）的行使價，認購合共2,000,000股和500,000股本公司股本中每股面值港幣1.00元之股份。

於二零零二年五月二十四日，本公司舉行之股東特別大會上，通過了一項普通決議以採納新認股權計劃（「新計劃」）並終止了採納於一九九六年九月二十七日的認股權計劃（「舊計劃」）。

根據新計劃，本公司可酌情向本集團及其聯營公司的董事及全職僱員授予認股權，據此可認購最多為本公司於二零零二年五月二十四日已發行股本百分之十的股份。行使價將由董事會釐定，並至少須為下列三者中之最高者：(i)股份面值；(ii)於授出認股權當日，股份於聯交所每日報價表示之收市價；及(iii)緊接授出認股權當日前五個交易日，股份於聯交所每日報價表所示之平均收市價。

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25. SHARE CAPITAL (Continued)

Share option scheme (Continued)

Pursuant to the New Scheme, options which are exercisable in prescribed portion for a period of three and a half year following the date of offer, to subscribe for 21,600,000 shares of HK\$1.00 each in the share capital of the Company at a subscription price of HK\$4.360 per share (subject to adjustment) were granted on 26th June 2002 to the Directors and employees of the Group.

Movements in share options during the year ended 31st December 2002 are as follows:

Date of offer 授出日期	Subscription price 每股行使價	Number of share options 認股權數目					End of year 年末餘額
		Beginning of year 年初餘額	Offered during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使		
21st March 1997 一九九七年三月二十一日	HK\$5.152	3,264,000	-	102,000	-	3,162,000	
11th June 1999 一九九九年六月十一日	HK\$4.308	9,360,000	-	9,000,000	360,000	-	
15th November 1999 一九九九年十一月十五日	HK\$5.805	480,000	-	480,000	-	-	
29th June 2000 二零零零年六月二十九日	HK\$5.220	500,000	-	500,000	-	-	
26th June 2002 二零零二年六月二十六日	HK\$4.360	-	21,600,000	800,000	-	20,800,000	

26. RESERVES

Distributable reserves of the Company at 31st December 2002 as calculated under Section 79B of the Hong Kong Companies Ordinance amounted to approximately HK\$352,315,000 (2001: HK\$422,136,000).

25. 股本 (續)

認股權計劃 (續)

根據新計劃，本公司於二零零二年六月二十六日向本集團董事及僱員授出認股權。該等認股權須於授出日期後三年半內，每年以特定數額並按每股港幣4.360元（可予以調整）的行使價，認購合共21,600,000股本公司股本中每股面值港幣1.00元之股份。

截至二零零二年十二月三十一日止年度，根據認股權計劃而授出的認股權的變動如下：

26. 儲備

於二零零二年十二月三十一日，本公司按照香港公司法第79B章計算的可分配予股東之儲備約為港幣352,315,000元（二零零一年：約港幣422,136,000元）。

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27. RELATED PARTY TRANSACTIONS

27. 關連人士交易

(a) The following continuing connected transactions were entered into during the year:

(a) 本集團於年內的持續關聯交易如下：

		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Securities brokerage commission received from China Everbright Technology Limited, an associate of ultimate holding company	向最終控股公司之聯營公司中國光大科技有限公司收取之經紀佣金	9	7
Management fee received from an investment fund of ultimate holding company	向最終控股公司持有之投資基金收取管理費	-	51
Rental expense paid to wholly owned subsidiary of ultimate holding company (note(d))	向最終控股公司持有之全資附屬公司支付租金(附註(d))	<u>4,147</u>	<u>4,147</u>

(b) The following transactions were entered into with related parties during the year:

(b) 本集團於年內與關聯人士之交易如下：

		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
Interest expenses paid to ultimate holding company:	向最終控股公司支付之利息支出：		
– on convertible notes	– 可換股票據	6,233	12,548
– on revolving loan	– 循環貸款	3,664	-
Interest income earned from associates on deposits placed	從聯營公司收取存款之利息收入	2,590	23,493
Consultancy fee received from an associate (note(i))	從聯營公司收取的諮詢費(附註(i))	1,265	310
Rental income received from:	租金收入：		
– an associate (note(g))	– 聯營公司(附註(g))	453	453
– ultimate holding company (note(h))	– 最終控股公司(附註(h))	228	312
Rental expense paid to ultimate holding company (note (e), (f) and (j))	向最終控股公司支付租金(附註(e)、(f)及(j))	<u>196</u>	<u>384</u>

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27. RELATED PARTY TRANSACTIONS (Continued)

27. 關連人士交易 (續)

(c) Included in the balance sheets are the following balances with related parties:

(c) 於資產負債表內的關聯人士往來款包括：

	Consolidated		Company	
	綜合		公司	
	2002	2001	2002	2001
	二零零二年	二零零一年	二零零二年	二零零一年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元
Deposits placed with associates (included in bank balances and cash) (i)	52,153	168,847	-	38,117
Interest receivable from an associate (included in debtors, deposits and prepayments)	5,745	5,025	5,745	4,624
Amount due from a related company (ii)	-	167	-	-
Amount due from an associate (included in debtors, deposits and prepayment) (iii)	78,243	25,823	-	-
Convertible notes issued to ultimate holding company (iv)	-	(250,000)	-	(250,000)
Loan from ultimate holding company (iv)	(250,000)	-	(250,000)	-
Interest payable on loan from ultimate holding company (iv)	(1,577)	-	(1,577)	-

(i) Deposits placed with associates are unsecured, bear interest at commercial terms and will be repayable in the year 2003.

(i) 於聯營公司的存款為無抵押，按商業條款計息，並將於二零零三年內償還。

(ii) Amount due from a related company is unsecured, interest free and has no fixed terms of repayment.

(ii) 應收關聯公司款項為無抵押，免息且無固定償還日期。

(iii) Amount due from an associate arose in the normal course of securities brokerage business, and is unsecured, interest free and have no fixed terms of repayment.

(iii) 應收聯營公司款項乃產生自與證券經紀商戶之正常證券交易，款項為無抵押，免息及無固定償還日期。

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27. RELATED PARTY TRANSACTIONS (Continued)

27. 關連人士交易 (續)

(c) (Continued)

(c) (續)

(iv) On 30th June 1999, the Company issued convertible notes amounting to HK\$300,000,000 to the ultimate holding company as part of the consideration for the acquisition of a 49% interests in Everbright Securities Company Limited. The convertible notes bear interest at a rate of 5% per annum and repayable in 3 years from drawdown date. The noteholder has the right at any time before and including the maturity date to convert the notes into the shares of the Company at an initial conversion price of HK\$4.744 per share (subject to adjustment). Convertible notes were recorded as current liabilities as at 31st December 2001. The convertible notes matured on 2nd July 2002 and were repaid through a one year renewable term loan of the same amount obtained from the ultimate holding company which bears interest at the Hong Kong Interbank Offer Rate ("HIBOR") plus 1.50% per annum and becomes due on 30th June 2003. On 2nd October 2002, the Company has re-negotiated the interest rate with the ultimate holding company and lowered it to HIBOR plus 0.72% per annum.

(iv) 於一九九九年六月三十日，本公司向最終控股公司發行總值為港幣300,000,000元的可換股票據作為收購光大證券有限公司49%權益的部份代價。此可換股票據按5%的年利率計息，期限為三年。票據持有者有權在到期日前的任何時間或到期日按初步轉換價每股港幣4.744元（可予以調整）將票據轉換成本公司股份。可換股票據在二零零一年十二月三十一日計入流動負債。可換股票據在二零零二年七月二日到期，以一筆自最終控股公司獲取的同等金額的一年期可續借定期借款償還。該借款按香港銀行同業借款利率加1.50%付息並將於二零零三年六月三十日到期。於二零零二年十月二日，本公司與最終控股公司協商後，將有關息率調低至香港銀行同業借款利率加0.72%。

(d) On 17th January 2001, a wholly owned subsidiary of the ultimate holding company entered into a tenancy agreement with the Group in relation to the leasing of office premises to the Group for the period from 31st December 2000 to 30th December 2002. The rent payable by the Group amounted to HK\$4,147,200 per annum. On 22nd January 2003, the said lease was renewed for a period of two years from 31st December 2002 to 30th December 2004. The rent payable by the Group has been revised to HK\$2,400,000 per annum.

(d) 於二零零一年一月十七日，最終控股公司之全資附屬公司與本集團簽訂一項租約，本集團同意向其租用一項辦公物業，租期由二零零零年十二月三十一日至二零零二年十二月三十日止。年租金為港幣4,147,200元。於二零零三年一月二十二日，原租約到期日自二零零二年十二月三十一日展期至二零零四年十二月三十日，年租金調整為港幣2,400,000元。

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27. RELATED PARTY TRANSACTIONS (Continued)

- (e) On 18th July 2001, the Group entered into a tenancy agreement with the ultimate holding company in relation to the leasing of residential premises to the Group for the period from 3rd July 2001 to 2nd July 2002. The rent payable by the Group amounted to HK\$84,000 per annum. On 14th June 2002, the said lease was renewed for a period of one year from 3rd July 2002 to 2nd July 2003. The rent payable by the Group remains the same.
- (f) On 26th July 2001, the Group entered into a tenancy agreement with the ultimate holding company in relation to the leasing of residential premises to the Group for the period from 1st August 2001 to 31st July 2002. The rent payable by the Group amounted to HK\$84,000 per annum.
- (g) On 28th September 2001, the Group entered into a tenancy agreement with Everbright Bank in relation to the leasing of office premises to Everbright Bank for the period from 22nd October 2001 to 21st October 2002 with an option to renew for another term of one year. Pursuant to the exercise of such option, the lease has been renewed for one year from 22nd October 2002 to 21st October 2003 at the same rent. The rent payable to the Group amounted to HK\$452,520 per annum.

27. 關連人士交易 (續)

- (e) 於二零零一年七月十八日，本集團與最終控股公司簽訂一項租約，本集團據此向其租用一項住宅物業，租期由二零零一年七月三日起至二零零二年七月二日止，年租金為港幣84,000元。於二零零二年六月十四日，原租約到期日已予續期一年自二零零二年七月三日展期至二零零三年七月二日止，年租金不變。
- (f) 於二零零一年七月二十六日，本集團與最終控股公司簽訂一項租約，本集團向其租用一項住宅物業，租期從二零零一年八月一日至二零零二年七月三十一日止。年租金為港幣84,000元。
- (g) 於二零零一年九月二十八日，本集團與光大銀行簽訂一項租約，本集團據此向光大銀行出租其一項辦公物業，租期由二零零一年十月二十二日至二零零二年十月二十一日止，光大銀行有權於該租約期滿時續租一年。而光大銀行已行使前述權利，該租約已予延期一年，由二零零二年十月二十二日至二零零三年十月二十一日止，租金維持不變。本集團應收年租金為港幣452,520元。

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27. RELATED PARTY TRANSACTIONS (Continued)

- (h) On 17th December 2001, the Group entered into a tenancy agreement with the ultimate holding company in relation to the leasing of residential premises to the ultimate holding company for the period from 1st January 2002 to 31st December 2002. The rent payable to the Group amounted to HK\$228,000 per annum. On 22nd December 2002, the said lease was renewed for a period of one year from 1st January 2003 to 31st December 2003. The rent payable to the Group has been revised to HK\$192,000 per annum.
- (i) On 21st December 2001, a wholly owned subsidiary of the Company entered into an Investment Consultancy Agreement with Everbright Securities whereby the said subsidiary provides investment consultancy services to Everbright Securities. The aggregate consultancy fee payable by Everbright Securities in 2002 amounted to RMB1,332,000.
- (j) On 14th June 2002, the Group entered into a tenancy agreement with the ultimate holding company in relation to the leasing of residential premises to the Group for the period from 8th April 2002 to 7th April 2003. The rent payable by the Group amounted to HK\$84,000 per annum.

27. 關連人士交易 (續)

- (h) 於二零零一年十二月十七日，本集團與最終控股公司簽訂一項租約，本集團向其出租一項住宅物業，租期由二零零二年一月一日至二零零二年十二月三十一日止，年租金為港幣228,000元。於二零零二年十一月二十二日，該租約已予續期一年，由二零零三年一月一日至二零零三年十二月三十一日止，年租金調整為港幣192,000元。
- (i) 於二零零一年十二月二十一日，本公司之全資附屬公司與光大證券簽訂一項投資諮詢協議，據此向光大證券提供投資諮詢服務。光大證券於二零零二年須就此支付諮詢費人民幣1,332,000元。
- (j) 於二零零二年六月十四日，本集團與最終控股公司簽訂一項租約，本集團據此向其租用一項住宅物業，租期由二零零二年四月八日起至二零零三年四月七日止。年租金為港幣84,000元。

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28. CONTINGENT LIABILITIES

28. 或然負債

		Consolidated		Company	
		綜合		公司	
		2002	2001	2002	2001
		二零零二年	二零零一年	二零零二年	二零零一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Provision of banking guarantee in respect of Mr. Ch'ng Poh intended appeal (note 30(a))	與莊寶先生上訴有關的銀行擔保 (附註30(a))	-	270,919	-	270,919
Guarantee given to financial institutions in respect of banking facilities granted to subsidiaries	為附屬公司的銀行額度向金融機構提供擔保	-	-	380,000	1,436,002

At 31st December 2002, the Group's subsidiaries had not utilised any of its banking facilities. As at 31st December 2002, the Company had issued corporate guarantees to certain financial institutions for trading facilities granted to a subsidiary which engages in leveraged foreign exchange trading and other subsidiaries which carry out derivatives transactions. The guarantee amounts vary and are dependent on the volume of transactions effected with the financial institutions.

於二零零二年十二月三十一日，集團屬下之子公司並未有任何借款。於二零零二年十二月三十一日，本公司為一間參與槓杆外匯交易之附屬公司及參與衍生工具買賣之其他附屬公司的交易額度向金融機構提供擔保。該擔保額度根據與金融機構產生之交易額而變動。

29. COMMITMENTS

29. 承擔

(a) Capital commitments

The Group did not have any capital commitments as at 31st December 2002 (2001: nil).

(a) 資本承擔

於二零零二年十二月三十一日，本集團無資本承擔（二零零一年：無）。

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29. COMMITMENTS (Continued)

(b) Operating lease commitments

Operating lease commitments as at 31st December 2002 amounted to approximately HK\$5,711,000 (2001: approximately HK\$5,125,000) of which approximately HK\$3,158,000 (2001: approximately HK\$5,038,000) is payable in the next twelve months. The Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

29. 承擔 (續)

(b) 經營租賃承擔

於二零零二年十二月三十一日，經營租賃承擔總額約為港幣5,711,000元（二零零一年：約港幣5,125,000元），其中約港幣3,158,000元（二零零一年：約港幣5,038,000元）為未來十二個月內須支付之承擔金額。本集團根據不可撤銷之經營租賃，於未來支付之最低租賃付款總額如下：

		Consolidated 綜合			
		2002 二零零二年		2001 二零零一年	
		Properties 房產	Others 其他	Properties 房產	Others 其他
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Not later than one year	一年內到期	2,758	400	4,648	390
Later than one year and not later than five years	二至五年內 到期	2,553	-	87	-
		5,311	400	4,735	390

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For the year ended 31st December 2002
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29. COMMITMENTS (Continued)

(c) Future operating lease arrangement

As at 31st December 2002, the Group had future aggregate minimum lease receipts under non-cancellable operating leases for investment properties as follows:

Not later than one year
Later than one year and
not later than five years

29. 承擔 (續)

(c) 未來經營租賃安排

於二零零二年十二月三十一日，本集團根據不可撤銷的投資物業經營租約，於未來可收取之最低租賃款項總額如下：

		Consolidated	
		綜合	
		2002	2001
		二零零二年	二零零一年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
	一年內到期	1,223	1,506
	二至五年內到期	268	587
		1,491	2,093

(d) Derivatives

Notional amount:
Futures contracts

名義金額：
期貨合約

		Consolidated		Company	
		綜合		公司	
		2002	2001	2002	2001
		二零零二年	二零零一年	二零零二年	二零零一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
		-	515,971	-	-
		-	515,971	-	-

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30. LITIGATION

- (a) On 12th December 1995, the Company issued civil proceedings against Mr. Ch'ng Poh claiming damages for conspiracy and/or conversion and/or breach of fiduciary duty arising from his unlawful use of approximately HK\$127 million of the Company's funds in 1985 to finance a purchase of shares in the Company. Mr. Ch'ng Poh was a former Chief Executive Officer and Chairman of the Company which was then known as IHD Holdings Limited. The trial of the matter was concluded on 28th February 2000, and the Court handed down its judgment (the "Judgment") on 27th February 2001. Mr. Ch'ng Poh was held liable to the Company for damages in conversion and conspiracy and for breach of fiduciary duty. The judgment sum amounted to HK\$336,310,069 as at 27th February 2001. On 27th April 2001, a sum of HK\$270,918,527 was paid to the Company under the Judgment and recognised as other revenue in the consolidated profit and loss account of the Company for the year ended 31st December 2001. Mr. Ch'ng Poh subsequently appealed to the Court of Appeal and further appealed to the Court of Final Appeal. The Court of Appeal and the Court of Final Appeal dismissed Mr. Ch'ng Poh's appeals on 19th February 2002 and 19th December 2002 respectively and upheld the Judgment in favour of the Company. As at the date of this report, Mr. Ch'ng Poh still owes the Company a sum of approximately HK\$82 million under the Judgment and approximately HK\$20 million in legal costs and the Company is taking steps to recover such sum together with costs from Mr. Ch'ng Poh. However, there is no assurance that the Company can recover any part of these sums or at all.

30. 訴訟

- (a) 於一九九五年十二月十二日，本公司對莊寶先生提出民事訴訟，索取因其於一九八五年非法自本公司提取約港幣127,000,000元作為購入本公司股份之資金有關之串謀及／或侵佔及／或違反誠信責任之損失。莊寶先生乃本公司（當時稱明輝發展有限公司）之前行政總裁及主席。該訴訟於二零零零年二月二十八日審結，且法院已於二零零一年二月二十七日做出判決（「該判決」）。根據該判決，法院裁定莊寶先生要向本公司賠償因其串謀、侵佔及違反誠信責任之損失。於二零零一年二月二十七日之賠償金額為港幣336,310,069元。遵照該判決一筆共港幣270,918,527元的款項已於二零零一年四月二十七日劃撥本公司賬戶並列賬於本公司截至二零零一年十二月三十一日止年度綜合損益表其他收入內。莊寶先生其後上訴至上訴庭及終審庭。上訴庭及終審庭分別於二零零二年二月十九日及二零零二年十二月十九日頒佈其判決，先後駁回莊寶先生的上訴申請。截至本報告簽署日，莊寶先生仍欠本公司訴訟賠款約港幣82,000,000元及訴訟費用約港幣20,000,000元，並且本公司正採取措施向莊寶先生索回以上款項。但本公司不能確定能否全部或部分收回該款項。

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30. LITIGATION (Continued)

- (b) In January 1998, Mr. Ch'ng Poh commenced civil proceedings against the Company claiming damages for breach of an alleged oral agreement by the Company to sell to him the entire issued share capital of Keepmore Limited, a wholly-owned subsidiary of the Company. The trial of this matter concluded on 12th October 2001. The Court handed down its judgment on 31st October 2001 and dismissed Mr. Ch'ng Poh's claims against the Company. Mr. Ch'ng Poh appealed against the aforesaid judgment. The appeal was heard by the Court of Appeal on 27th September 2002. Mr. Ch'ng Poh's appeal was dismissed by the Court of Appeal with costs.
- (c) In July 1998, the Company and I.H.D. Management Services Limited (now known as CEL Management Services Limited), a wholly owned subsidiary of the Company, were served with a Statement of Claim by one of its former senior executives claiming damages for alleged failure by the Company and I.H.D. Management Services Limited to grant him certain share options pursuant to his employment contract. Pleadings have closed and discovery has completed. The parties are preparing to set this matter down for trial.
- (d) In August 2001, Avon Investments Limited ("Avon") commenced civil proceedings against the Company claiming damages for alleged wrongful repudiation of a management agreement between the Company and Avon. The Company has filed a defence to rebut the allegations of Avon. The next step in the proceedings will be exchange of witness statements which has yet to be completed.
- (e) In December 2002, Avon commenced civil action against the ex-directors, the independent directors and the current directors of the Company and the Company. The action is a derivative action in nature and the action was brought in the name of Avon as a minority shareholder. The action is at a preliminary stage and the Company has filed a defence. The next step is discovery whereby the parties will exchange documentary evidence in relation to the claim of the case.

30. 訴訟 (續)

- (b) 於一九九八年一月，莊寶先生向本公司提出民事訴訟，索取因本公司違反口頭協議拒絕向莊寶先生出售本公司於全資附屬公司Keepmore Limited全部已發行股本權益而引致之損失。審訊在二零零一年十月十二日進行，法院在二零零一年十月三十一日做出判決，撤銷莊寶先生對本公司的起訴。莊寶先生不服此審判結果而提出上訴。法院已於二零零二年九月二十七日撤銷莊寶先生此上訴申請。
- (c) 於一九九八年七月，本集團一名前高級職員向本公司及旗下一全資附屬公司明輝管理服務有限公司(現稱光大控股管理服務有限公司)提出民事訴訟，索取因本公司及明輝管理服務有限公司未能根據僱傭合約向其授予認股權而引致之損失。各方已提交狀書及交換呈堂證據，現正準備排期正式審訊。
- (d) 於二零零一年八月，Avon Investments Limited (「Avon」)向本公司提出民事訴訟，索取因公司不正當地解除與債權人間的協議而引致之損失。本公司已提交抗辯書以反駁回Avon的指控。該訴訟程序的下一步驟為交換證人供詞，目前有關程序尚未完成。
- (e) 於二零零二年十二月，Avon向本公司的前董事、獨立董事及現屆董事及本公司提出訴訟。Avon以小股東身份提出，有關訴訟屬於衍生訴訟性質。現時訴訟在初步階段，本公司已提交答辯書，下一步驟為雙方交換呈堂證據。

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31. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT 31. 綜合現金流量表附註

(a) Reconciliation of (loss)/profit before taxation to net cash (outflow)/inflow from operating activities

(a) 除稅前(虧損)/盈利與經營活動之現金(流出)/流入淨額對賬表

		2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元
(Loss)/profit before taxation	除稅前(虧損)/盈利	(1,387,309)	344,579
Interest income	利息收入	(24,709)	(79,695)
Interest expenses	利息支出	13,816	12,625
Interest received on advances to customers	客戶借款所收利息	11,280	4,132
Other interest received	其他已收利息	3,419	4,628
Dividend income	股息收入	(11,847)	(5,360)
Share of profits less losses of associates	應佔聯營公司盈利減虧損	1,308,129	(15,629)
Depreciation	折舊	6,523	8,109
Amortisation of goodwill and trading rights	商譽及交易權之攤銷	13,690	3,300
Impairment loss on trading right	交易權之減值	960	-
Impairment loss on goodwill	商譽減值損失	-	13,728
Net gain on disposal of non-trading securities	出售非交易證券之淨收益	(56,933)	(60,598)
Provision for impairment in value of non-trading securities	非交易證券之減值撥備	-	1,743
Net gain on disposal of an associate	出售聯營公司之淨收益	(25,805)	-
Loss on disposal of fixed assets	出售固定資產之虧損	414	-
Write back of revaluation deficit on fixed assets	撥回固定資產重估減值	-	(313)
Revaluation deficit on fixed assets	重估固定資產之減值	20,545	8,236
Operating (loss)/profit before working capital changes	營運資金變動前之經營(虧損)/盈利	(127,827)	239,485
Increase in advances to customers	客戶借款增加	(40,843)	(55,825)
Increase in debtors, deposits and prepayments	應收賬款、按金及預付款增加	(136,011)	(35,537)
Decrease in amount due from a related company	應收關連公司款項減少	167	-
Increase in trading securities	交易證券增加	(78,836)	(60,036)
(Decrease)/increase in creditors, deposits received and accrued expenses	應付賬款、已收按金及預提費用(減少)/增加	(14,349)	41,018
Cash (used in)/generated from operations	經營活動(使用)/產生之現金	(397,699)	129,105
Hong Kong profits tax paid	已付香港利得稅	(2,047)	(545)
Interest paid	已付利息	(12,239)	(12,625)
Net cash (outflow)/inflow from operating activities	經營活動產生之現金(流出)/流入淨額	(411,985)	115,935

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31. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (Continued) 31. 綜合現金流量表附註(續)

(b) Analysis of the balances of cash and cash equivalents

(b) 現金及現金等價物餘額分析

		2002	2001
		二零零二年	二零零一年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Bank balances and cash	銀行結餘賬及現金		
– general accounts	– 一般賬戶	124,193	1,252,900
Deposits pledged or with maturity over three months	已作抵押或逾三個月到期之存款	–	(341,382)
		124,193	911,518
Short-term bank loans and overdrafts	銀行短期貸款及透支	(40,000)	(155)
		84,193	911,363

(c) Major non-cash transactions

(c) 重大非現金交易

		2002	2001
		二零零二年	二零零一年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Repayment of convertible notes by drawdown of revolving loan (note 27(c)(iv))	通過提取循環貸款償還可換股票據款項(附註27(c)(iv))	250,000	–
Issue of shares on conversion of convertible notes	因轉換可換股票據發行股份	–	49,997

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32. SEGMENT INFORMATION

32. 分項資料

(a) Business segments

(a) 業務分項

The Group conducts the majority of its business activities in three areas: short-term investment holding, financial services and long-term investment holding plus other operations. An analysis by business segment is as follows:

本集團所經營之業務主要可分為三類：短期投資、金融服務和長期投資與其他業務。按業務分項之資料分析如下：

		Short-term investment		Financial services		Long-term investment plus others		Total	
		短期投資		金融服務		長期投資及其他		合計	
		2002	2001	2002	2001	2002	2001	2002	2001
		二零零二年	二零零一年	二零零二年	二零零一年	二零零二年	二零零一年	二零零二年	二零零一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
REVENUE	收入								
Investment income/(loss)	投資收入/(損失)	(71,497)	42,043	-	-	-	-	(71,497)	42,043
Brokerage commission and service income	佣金和服務收入	-	-	70,411	49,635	-	-	70,411	49,635
Other income	其他收入	-	-	-	-	90,833	403,454	90,833	403,454
Total revenues	總收入	(71,497)	42,043	70,411	49,635	90,833	403,454	89,747	495,132
RESULTS	業績								
Segment results	分項業績	(78,517)	33,534	2,781	(12,526)	55,915	371,477	(19,821)	392,485
Unallocated corporate expenses	未分配的公司費用							(45,543)	(50,910)
Operating (loss)/profit	經營(虧損)/盈利							(65,364)	341,575
Interest expenses	利息費用							(13,816)	(12,625)
Share of profits less losses of associates	應佔聯營公司盈利減虧損							(1,308,129)	15,629
Taxation	稅項							393,887	26,853
Net (loss)/profit attributable to shareholders	股東應佔(虧損)/盈利							(993,422)	371,432
OTHER INFORMATION	其他資料								
Segment assets	分項資產	370,567	239,261	287,071	250,222	1,321,993	1,801,159	1,979,631	2,290,642
Investments in associates	聯營公司權益							2,197,979	2,624,953
Goodwill	商譽							115,500	128,700
Investments in jointly controlled entity	共同控制實體權益							2,239	2,239
Unallocated corporate assets	未分配的公司資產							253,614	1,048,702
Total assets	總資產							4,548,963	6,095,236
Segment liabilities	分項負債	-	-	57,905	71,518	-	-	57,905	71,518
Unallocated corporate liabilities	未分配的公司負債							521,067	481,882
Total liabilities	總負債							578,972	553,400
Capital expenditures	資本性開支	167	-	398	1,331	104	3,488	669	4,819
Depreciation and amortisation	折舊及攤銷	278	358	867	120	19,068	10,931	20,213	11,409
Impairment loss recognised in the profit and loss account	在損益表中確認的減值損失	-	-	960	-	-	13,728	960	13,728

Notes to the Accounts

賬目附註

For the year ended 31st December 2002
截至二零零二年十二月三十一日止年度

32. SEGMENT INFORMATION (Continued)

(b) Geographical segments

Most of the activities of the Group are based in Hong Kong from where (i) it derives more than 90% of its revenues and operating results; and (ii) most of its segment assets and capital expenditures are located in Hong Kong.

33. BANKING FACILITIES AND PLEDGE OF ASSETS

Aggregate banking facilities of the Group as at 31st December 2002 amounted to approximately HK\$630,000,000 (2001: approximately HK\$1,721,971,000) of which the unused facilities as at the same date amounted to approximately HK\$590,000,000 (2001: approximately HK\$1,721,816,000). These facilities were secured by certain non-trading securities held by the Group and corporate guarantees of the Company.

34. COMPARATIVE FIGURES

The accounts for the year ended 31st December 2001 were audited by certified public accountants other than PricewaterhouseCoopers whose report dated 27th March 2002 expressed an unqualified opinion on those accounts.

Certain comparative figures have been reclassified to reflect (i) the change in the accounting treatment for trust accounts (see note 2(k)) and (ii) the reclassification of amounts due to subsidiaries and associates from non-current assets to current liabilities.

35. APPROVAL OF ACCOUNTS

The accounts on pages 41 to 107 were approved by the Board of Directors on 23rd April 2003.

32. 分項資料 (續)

(b) 區域分項

本集團絕大部分業務均在香港運作，(i)多於90%之收入與經營業績在香港產生及(ii)大部份的分項資產及資本性支出是處於香港。

33. 銀行貸款額度及資產抵押

本集團於二零零二年十二月三十一日之銀行貸款額度約為港幣630,000,000元(二零零一年:約港幣1,721,971,000元)，其中同日本未用之貸款額度約為港幣590,000,000元(二零零一年:約港幣1,721,816,000元)。該等貸款額度由本集團持有之非交易證券作抵押及本公司作擔保。

34. 比較數據

二零零一年賬目已由非羅兵咸永道會計師事務所的核數師於二零零二年三月二十七日出具無保留意見的核數師報告。

某些比較收據已進行重新分類以反映:(i)對信託賬戶會計處理的改變(見附註2(k))及(ii)將應付附屬公司及聯營公司款項由非流動資產重分類為流動負債。

35. 賬目批准

本年度賬目於第41至107頁已於二零零三年四月二十三日由董事會批准。