

NOTES TO THE ACCOUNTS

1 ORGANISATION AND PRINCIPAL ACTIVITIES

Forefront International Holdings Limited (“the Company”) was incorporated in the Cayman Islands on 10th September 1998 as an exempted company with limited liability under the Companies Law (Revised). Its shares have been listed on The Stock Exchange of Hong Kong Limited since 12th July 2001.

The Company is an investment holding company. Its subsidiaries are principally engaged in the trading of motor trucks, coaches and vehicle accessories, provision of motor vehicle repair and maintenance services, sale of fuel, provision of other motor vehicle related services, and motor vehicle financing business, development of smart card system and investment holding.

2 PRINCIPAL ACCOUNTING POLICIES

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

(a) Basis of preparation

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with the 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, certain properties and investments in securities are stated at fair value.

帳目附註

1 組織及主要業務

福方國際控股有限公司（「本公司」）於一九九八年九月十日在開曼群島根據開曼群島公司法（經修訂）註冊成立為獲豁免有限公司。本公司的股份已於二零零一年七月十二日在香港聯合交易所有限公司上市。

本公司為一間投資控股公司，其附屬公司主要從事貨車、旅遊巴士及汽車零配件的貿易、提供汽車維修保養服務、銷售燃油、提供其他汽車相關服務、汽車融資、發展「智慧卡」系統及投資控股等業務。

2 主要會計政策

編製該等帳目所採納的主要會計政策載列如下：

(a) 編製基準

該等帳目乃按香港公認會計原則編製，符合香港會計師公會（「香港會計師公會」）頒佈的會計準則。帳目乃按歷史成本基準編製，惟下文所披露的會計政策中，若干物業及證券投資乃按公允值列帳除外。

NOTES TO THE ACCOUNTS

帳目附註

2 PRINCIPAL ACCOUNTING POLICIES

(continued)

(a) Basis of preparation (continued)

In the current year, the Group adopted the following Statements of Standard Accounting Practice (“SSAPs”) 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

Except for certain presentational changes which have been made upon the adoption of SSAP 1 (revised) and SSAP 15 (revised), the adoption of the above revised SSAPs had no material effect on the financial statements.

The 2001 comparative figures presented herein have incorporated the effect on the adoption of the revised SSAPs.

(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 more than half of the voting power; has the power to govern the financial and operating policies; to appoint or remove the majority of the members of the board of directors or to cast majority of votes at the meetings of the board of directors.

2 主要會計政策 (續)

(a) 編製基準 (續)

本集團於本年度採納了以下由香港會計師公會頒佈的會計實務準則(「會計實務準則」)，該等準則對二零零二年一月一日或以後起計的會計期間有效：

會計實務準則

第1號(經修訂)：帳目的呈報會計實務準則

第11號(經修訂)：外幣換算會計實務準則

第15號(經修訂)：現金流量表會計實務準則

第34號(經修訂)：僱員福利

除了因採納會計實務準則第1號(經修訂)及會計實務準則第15號(經修訂)而令若干呈報方式有變外，採納上述經修訂的會計實務準則對帳目並無重大影響。

本年報所呈列的二零零一年比較數字已經把採納上述會計實務準則的影響包括在內。

(b) 集團帳目

(i) 綜合入帳

綜合帳目包括本公司及其附屬公司截至十二月三十一日為止的帳目。附屬公司乃指公司可直接或間接控制超過一半投票權、有權監管其財政及營運決策、可委任或罷免董事會大多數成員或可於董事會會議上投大多數票的實體。

NOTES TO THE ACCOUNTS

帳目附註

2 PRINCIPAL ACCOUNTING POLICIES

(continued)

(b) Group accounting (continued)

(i) Consolidation (continued)

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.

Minority interests represent the interests of outside shareholders in the operating results and net assets of subsidiaries.

In the company's balance sheet, 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.

2 主要會計政策 (續)

(b) 集團帳目 (續)

(i) 綜合入帳 (續)

年內購入或出售的附屬公司之業績，由收購生效日期起或截至出售之生效日期止（如適用）於損益帳內綜合入帳。

本集團內公司間的所有重大交易及結餘已於綜合帳目時抵銷。

出售附屬公司的收益或虧損乃指出售所得的收入與本集團應佔該公司資產淨值的差額，連同任何未經攤銷的商譽或負商譽，或撥入儲備內但以往並未在綜合損益帳扣除或確認的商譽／負商譽。

少數股東權益指附屬公司經營業績及資產淨值中的少數股東利益。

在本公司的資產負債表內，於附屬公司的投資乃按成本值扣除減值虧損撥備列帳。附屬公司的業績由本公司根據已收及應收的股息入帳。

NOTES TO THE ACCOUNTS

帳目附註

2 PRINCIPAL ACCOUNTING POLICIES

(continued)

(b) Group accounting (continued)

(ii) Joint ventures

A joint venture is an entity established between the Group and one or more other parties for a pre-determined period of time, with the rights and obligations of the joint venture partners being governed by a contract. If the Group is able to control and govern the financial and operating policies of the joint venture so as to obtain benefits from its activities, such joint venture is considered as a de facto subsidiary and is accounted for as a subsidiary. If the Group is only be able to exercise significant influence over the joint venture, such joint venture is accounted for as an associate.

(iii) Associated companies

An associated company is a company, not being a subsidiary, 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 associated companies for the year, and the consolidated balance sheet includes the Group's share of the net assets of the associated companies and also goodwill/negative goodwill (net of accumulated amortisation) on acquisition.

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

2 主要會計政策 (續)

(b) 集團帳目 (續)

(ii) 合營企業

合營企業乃指本集團與另外一方或多方成立並在一段預定期間內經營的企業，而該合營企業伙伴的權利及責任須受合約規管。倘本集團能控制及監管合營企業的財政及營運決策，並從業務當中獲益，則該合營企業實際上被視為一間附屬公司，且列為附屬公司入帳。倘本集團只能對合營企業行使重大影響力，則該合營企業會列為聯營公司。

(iii) 聯營公司

聯營公司乃指本集團長期持有其股權，且對其管理層有重大影響力但並非附屬公司的公司。

綜合損益帳包括本集團應佔聯營公司於本年度的業績，而綜合資產負債表則包括本集團應佔聯營公司的資產淨值以及收購時的商譽／負商譽（扣除累計攤銷）。

在本公司的資產負債表內，於聯營公司的投資乃按成本值扣除減值虧損撥備列帳。聯營公司的業績由本公司根據已收及應收的股息入帳。

NOTES TO THE ACCOUNTS

帳目附註

2 PRINCIPAL ACCOUNTING POLICIES

(continued)

(b) Group accounting (continued)

(iii) Associated companies (continued)

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

(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.

The balance sheet of subsidiaries and associated companies 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) Property and equipment and depreciation

Property and equipment are stated at cost or valuation less accumulated depreciation and accumulated impairment losses. Major expenditures on modifications and betterments of property and equipment which will increase their future economic benefits are capitalised, where expenditures on maintenance and repairs are expensed when incurred. Properties are subject to independent valuations on a regular basis, with the last valuation performed on 31st December 2002. Any increase in valuation on properties is credited to the property revaluation reserve; and any decrease is firstly offset against any earlier increase in valuation in respect of the same asset and is thereafter charged to the profit and loss account.

2 主要會計政策 (續)

(b) 集團帳目 (續)

(iii) 聯營公司 (續)

倘聯營公司的投資的帳面值為零，則會終止使用權益會計法，除非本集團對該聯營公司產生責任或擔保責任則作別論。

(iv) 外幣換算

以外幣進行的交易乃按交易日適用的匯率換算。於結算日以外幣計值的貨幣資產及負債乃按結算日適用的匯率換算。由此產生的匯兌差額於損益帳內處理。

附屬公司及聯營公司以外幣計值的資產負債表乃以結算日適用的匯率換算，而盈利及虧損則按平均匯率換算。由此產生的差額列作儲備變動處理。

(c) 物業及設備與折舊

物業及設備乃按成本值或估值減累計折舊及累計減值虧損列帳。可增加未來經濟效益之物業及設備改造及修葺的主要開支乃撥充資本，而保養及維修物業及設備之開支於發生時列作支出。物業須進行定期獨立估值，而最近一次的估值已於二零零二年十二月三十一日進行。物業的增值會入帳列為物業重估儲備，而減值則先以該項資產先前的增值抵銷，之後則在損益帳扣除。

NOTES TO THE ACCOUNTS

帳目附註

2 PRINCIPAL ACCOUNTING POLICIES

(continued)

(c) Property and equipment and depreciation (continued)

Freehold land is not depreciated. Leasehold land 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	2%
Buildings	4%
Leasehold improvements	20% to 25%
Furniture and office equipment	10% to 50%
Motor vehicles	20% to 30%

At each balance sheet date, both internal and external sources of information are considered to assess whether there is any indication that assets included in property and equipment 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.

Gains and losses on disposals of property and equipment are recognised in the profit and loss account based on the net disposal proceeds less the then carrying amount of the assets. Upon disposal of revalued properties, the relevant portion of revaluation reserve recognised in respect of previous revaluations is released from the property revaluation reserve to retained profit.

2 主要會計政策 (續)

(c) 物業及設備與折舊 (續)

擁有永久業權的土地不會計提折舊。批租土地乃按租期計提折舊，而其他固定資產乃於估計可使用年期內，以直線法按足以撇銷其成本的比率計提折舊減累計減值虧損。主要年率如下：

批租土地	2%
樓宇	4%
租賃物業裝修	20%至25%
傢具及辦公室設備	10%至50%
汽車	20%至30%

於每個結算日均會考慮內部及外來訊息，以評定包括物業及設備內的資產是否有減值的跡象。倘發現有減值跡象，即會估計資產的可收回金額，並確認減值虧損，以便將資產減至其可收回金額(如適用)列帳。除非資產乃按估值列帳，且減值虧損不超逾該項資產的重估盈餘，以致有關減值虧損乃被視作重估減值，否則該等減值虧損乃於損益帳內確認。

出售物業及設備之盈虧按出售所得款項淨額減該項資產當時之帳面值於損益帳中確認。當出售重估物業時，先前重估物業確認的重估儲備有關部份會由物業重估儲備轉撥往保留溢利。

NOTES TO THE ACCOUNTS

帳目附註

2 PRINCIPAL ACCOUNTING POLICIES

(continued)

(d) Investments in securities

(i) Investment securities

Investment securities are stated at cost less any provision for impairment losses.

The carrying amounts of individual investments are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. When a decline other than temporary has occurred, the carrying amount of such securities will be reduced to its fair value. The impairment loss is recognised as an expense in the profit and loss account. This impairment loss is written back to the profit and loss account when the circumstances and events that led to the write-downs or write-offs cease to exist and there is persuasive evidence that the new circumstances and events will persist for the foreseeable future.

(ii) Other investments

Other investments are carried at fair value. At each balance sheet date, the net unrealised gains or losses arising from the changes in fair value of other investments are recognised in the profit and loss account. Profits or losses on disposal of other investments, representing the difference between the net sales proceeds and the carrying amounts, are recognised in the profit and loss account as they arise.

2 主要會計政策 (續)

(d) 證券投資

(i) 投資證券

投資證券乃按成本值減任何減值虧損撥備列帳。

個別項目投資的帳面值會於每個結算日複核，以釐定其公允值是否已低至帳面值。倘發生非暫時性的永久減值，則該等證券的帳面值將會撇減至其公允值。減值虧損乃於損益帳確認為開支。倘導致撇減或撇銷減值虧損的情況及事件不再出現，並有充足證明顯示新情況及事件於可見未來持續，則會於損益帳內撤回減值虧損。

(ii) 其他投資

其他投資乃按公允值列帳。於每個結算日，其他投資的公允值出現變動而產生的未變現收益或虧損淨額會於損益帳確認。出售其他投資的盈利或虧損指銷售所得款項淨額與帳面值之間的差額，在產生時會於損益帳確認。

NOTES TO THE ACCOUNTS

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2 PRINCIPAL ACCOUNTING POLICIES

(continued)

(e) Finance leases

A lease is classified as a finance lease where substantially all the risks and rewards of ownership of the underlying assets are transferred to the lessee. The amount due from the lessee under a finance lease is recorded in the balance sheet as receivable at the amount of the Group's net investments in the lease, being the total of the minimum lease rentals less earnings allocated to future periods, less bad and doubtful rental receivable. The total gross earnings (interest income) under a finance lease is allocated to accounting periods to give a constant periodic rate of return on the Group's net investment in the lease in each period. Initial direct costs are recognised as expense at the commencement of the lease.

(f) 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 business at the date of acquisition.

Goodwill is included in intangible assets and is amortised using the straight-line method over its estimated useful life of 10 years.

Where an indication of impairment exists, the carrying amount of the goodwill is assessed and written down immediately to its recoverable amount.

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. For motor vehicles, cost is determined on the specific identification basis, while for other inventories, cost is determined on the weighted average basis. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

2 主要會計政策 (續)

(e) 融資租賃

凡有關資產的所有權的絕大部分風險及回報已轉嫁予承租人的租賃乃被列為融資租賃。融資租賃項下應收承租人的款項會於資產負債表入帳列為本集團於租賃的淨投資的應收款項，即為最低應付租金總額減未來期間攤分的盈利減應收呆壞帳租金。融資租賃項下的總毛利(利息收入)會於會計期間內攤分，令本集團在各個期間於租賃的淨投資所得回報以固定比率計算。初步直接成本乃於租賃開始時確認為開支。

(f) 商譽

商譽指收購成本高出本集團於收購當日所佔收購業務淨資產的公允值的部分。

商譽已計入無形資產內，並按其估計可使用十年期限以直線法攤銷。

倘有跡象顯示會出現減值，則會評估商譽的帳面值，並隨即撇減至其可收回金額。

(g) 存貨

存貨乃按成本及可變現淨值兩者中之較低者入帳。汽車的成本按特定確認基準釐定，而其他存貨的成本按加權平均法計算。可變現淨值乃按預期從銷售所得款項減估計銷售開支計算。

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2 PRINCIPAL ACCOUNTING POLICIES

(continued)

(h) Accounts receivables

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

(i) Cash and cash equivalents

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.

(j) Operating leases

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

(k) Provisions

A provision is recognised when there is a present obligation, legal or constructive, as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligations. Provisions are reviewed regularly and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation.

2 主要會計政策 (續)

(h) 應收帳款

應收帳款凡被列為呆帳時將計提撥備。資產負債表內的應收帳款乃在扣除該項撥備後入帳。

(i) 現金及現金等值物

現金及現金等值物乃於資產負債表內按成本入帳。對現金流量表而言，現金及現金等值物包括手頭現金、存放於銀行可按要求提取的存款、自投資當日起計三個月或以內到期的現金投資以及銀行透支。

(j) 經營租約

凡租賃資產所有權之絕大部份風險及回報仍屬出租公司所有之租約均為經營租約。經營租約項下之付款扣除出租公司已收的任何減租寬免後，按有關租約年期以直線法於損益帳扣除。

(k) 撥備

倘因過往發生之事件引致目前出現法律或實際上之責任，而該等責任可能導致資源流出(包括經濟利益)以清還負債，並能夠可靠估計負債金額時，則會計提撥備。撥備金額會定期審核，並不時調整以反映目前最準確之估計數額。假如金額之時間值所導致影響屬重大，則撥備之金額將為預期清償債務所需開支之現值。

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帳目附註

2 PRINCIPAL ACCOUNTING POLICIES

(continued)

(l) 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.

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.

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

(m) Employee benefits

(i) Employee leave entitlements

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

Employee entitlements to sick leave and maternity are not recognised until the time of leave.

2 主要會計政策 (續)

(l) 或然負債及或然資產

或然負債指因過往事件而可能產生的負債，其最終是否出現則要視乎一項或多項不明朗事件是否發生而定，而該等不明朗事件更非本集團控制之內。或然負債亦可能是因過往事件而產生但尚未確認的現有負債，尚未確認的原因是經濟資源流出的機會不大或未能可靠衡量負債金額。

或然負債並未確認，惟已於帳目附註內披露。凡經濟資源流出的可能性出現變動而導致可能出現經濟資源流出時，或然負債之後將會確認為撥備。

或然資產指因過往事件而可能產生的資產，其最終是否出現則要視乎一項或多項不明朗事件是否發生而定，而該等不明朗事件更非本集團控制之內。

或然資產並未確認，惟凡有可能出現經濟效益流入時會於帳目附註內披露。資產於經濟效益流入已實際肯定時確認。

(m) 僱員福利

(i) 僱員可享有的假期

僱員可享有的年假於僱員應可取得時確認入帳。本集團會就直至結算日為止，僱員提供服務而可享有的年假及長期服務假期的估計債務作出撥備。

僱員可享有的病假及產假於請假時方會確認。

NOTES TO THE ACCOUNTS

帳目附註

2 PRINCIPAL ACCOUNTING POLICIES

(continued)

(m) Employee benefits (continued)

(ii) Pension obligations

The Group operates a number of defined benefit and defined contribution plans in Hong Kong and Taiwan, the assets of which are generally held in separate trustee – administered funds. The pension plans are generally funded by payments from employees and by the relevant Group companies, taking account of the recommendations of independent qualified actuaries.

The Group's contributions to the defined contribution retirement scheme are expensed as incurred and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

For defined benefit plans, pension costs are assessed using the projected unit credit cost method : the cost of providing pensions is charged to the profit and loss account so as to spread the regular cost over the service lives of employees in accordance with the advice of the actuaries who carry out a full valuation of the plans each year. The pension obligation is measured as the present value of the estimated future cash outflows using interest rates of government securities. Actuarial gains and losses are recognised over the average remaining service lives of employees. Past service costs are recognised as an expense on a straight-line basis over the average period until the benefits become vested.

The Group's contributions to defined benefits pension plans are charged to the profit and loss account in the period to which the contributions relate.

2 主要會計政策 (續)

(m) 僱員福利 (續)

(ii) 退休責任

本集團於香港及台灣設立多項定額福利及定額供款計劃，該等計劃的資產一般由獨立管理的基金受託人持有。退休計劃通常於考慮獨立合資格精算師的推薦意見後，由僱員及有關集團公司供款。

本集團在定額供款退休計劃的供款於產生時列作開支，僱員在全數取得供款前離開該計劃而被沒收的供款用作減少本集團的供款。

對於定額福利計劃而言，退休成本利用預計單位信貸成本法評估：提供退休福利的成本會根據精算師每年對該等計劃進行全面評估後作出的建議於損益帳內扣除，令退休成本於僱員服務年期內固定攤分。退休責任會利用政府證券的息率，按估計未來現金流出量的現值計算。精算收益及虧損於僱員的平均餘下服務年期內確認。過往服務成本會按直線法於平均期間內確認為開支，直至給予有關福利為止。

本集團於定額退休福利計劃的供款於作出的有關期間在損益帳內扣除。

NOTES TO THE ACCOUNTS

帳目附註

2 PRINCIPAL ACCOUNTING POLICIES

(continued)

(n) Turnover and revenue recognition

Revenue is recognised when the outcome of a transaction can be measured reliably and when it is probable that the economic benefits associated with the transaction will flow to the Group. Sales revenue is recognised when the significant risks and rewards of ownership of the merchandise have been transferred to the buyers. Service fees are recognised when the services are rendered. Interest income is recognised on a time-proportion basis on the principal outstanding and at the rates applicable.

(o) Taxation

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

Deferred taxation is provided for under the liability method, at the current tax rate, in respect of significant timing differences between profit as computed for taxation purposes and profit as stated in the accounts, except when it is considered that no liability will arise in the foreseeable future. Deferred tax assets are not recognised unless the related benefits are expected to crystallise in the foreseeable future.

(p) Borrowing costs

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

2 主要會計政策 (續)

(n) 營業額及收入確認

收入乃於交易之結果得以可靠衡量且有關交易之經濟利益可能流入本集團時確認。銷售收入於商品的所有權的絕大部份風險及回報已轉移買方時確認。服務費用於提供有關服務時確認。利息收入以未到期本金按時間比例及適用利率確認。

(o) 稅項

就財務申報而言，本集團內個別公司會按其溢利，就毋須課稅或可予扣除利得稅之收入及支出項目作出調整後，提呈利得稅撥備。

遞延稅項按負債法，對用於計算稅項之溢利與帳目所述溢利間之重大時差按現行稅率作出撥備，惟認為於可見將來不會產生負債時除外。除非有關利益預期可於可見將來變現，否則遞延稅項資產不予確認。

(p) 借貸成本

購買、建造或生產一項需要一段頗長時間始能達至其擬定用途或出售之資產而直接產生之借貸成本按特定借貸之實際成本撥充資本，作為資產成本之一部份。所有其他借貸成本均於發生之期間內確認為開支。

NOTES TO THE ACCOUNTS

帳目附註

2 PRINCIPAL ACCOUNTING POLICIES

(continued)

(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, inventories, receivables, operating cash, investments in securities and investments in associated companies. 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, sales are based on the country in which the customer is located. Total assets and capital expenditure are where the assets are located.

2 主要會計政策 (續)

(q) 分類申報

根據本集團的內部財務申報，本集團決定將業務分類作為主要申報形式，而地區分類則為次要申報形式。

未分類成本乃指集團開支。分類資產主要包括無形資產、固定資產、存貨、應收款項及經營現金以及證券投資及在聯營公司的投資。分類負債包括經營負債，且不包括稅項和若干公司借貸等項目。資本開支包括添置無形資產及固定資產，當中包括因透過收購附屬公司而添置的無形資產及固定資產。

就地區分類申報而言，銷售額會按客戶所在國家劃分。總資產及資本開支則以資產所在地劃分。

NOTES TO THE ACCOUNTS

帳目附註

3 RELATED PARTY TRANSACTIONS

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

(a) Particulars of significant transactions with related parties are summarised below:

3 有關連人士交易

倘一方有能力直接或間接控制另一方，或在另一方的財務及經營決策上發揮重大影響力者，則該等人士被視為有關連人士。倘任何人士受同一控制權或受同一重大影響，亦被視為有關連人士。

(a) 與有關連人士進行的重大交易詳情摘要如下：

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Sales to	向以下公司進行銷售：		
– Sunshine Finance Co., Ltd.*	– 勝山實業股份有限公司*	21,461	104,103
– Forefront Motors (Hong Kong) Limited*	– 福方汽車(香港)有限公司*	157	190
– Ankor Services Limited*	– 安佳汽車維修有限公司*	351	362
Interest income in respect of overdue accounts receivable from Sunshine Finance Co., Ltd. *	關於應收勝山實業股份有限公司逾期帳款的利息收入*	761	–
Rental income received/receivable from Forefront Motors (Hong Kong) Limited *	已收/應收福方汽車(香港)有限公司租金收入*	360	120
Management fee income received/receivable from	已收/應收以下公司的管理費：		
– Sunshine Finance Co., Ltd.*	– 勝山實業股份有限公司*	37	–
– 福企租賃股份有限公司**	– 福企租賃股份有限公司**	32	–
– 福友租賃股份有限公司**	– 福友租賃股份有限公司**	32	–
– 福兆租賃股份有限公司**	– 福兆租賃股份有限公司**	32	–
– 福之租賃股份有限公司***	– 福之租賃股份有限公司***	32	–

NOTES TO THE ACCOUNTS

帳目附註

3 RELATED PARTY TRANSACTIONS

(continued)

3 有關連人士交易 (續)

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Rental expense in respect of office premises paid/ payable to Forefront International Limited*	已付／應付福方股份有限公司的 辦公室物業租金開支*	4,320	4,037
Purchase of motor vehicles from	從以下公司購入汽車：		
- Forefront International Limited*	- 福方股份有限公司*	139	-
- Forefront Motors (Hong Kong) Limited*	- 福方汽車(香港)有限公司*	998	122
(b) Particulars of significant balances with related parties are summarised below:	(b) 與有關連人士的主要結餘摘要如 下：		

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Accounts receivable from	應收以下公司的帳款：		
- Forefront International Limited*	- 福方股份有限公司*	676	-
- Sunshine Finance Co., Ltd.*	- 勝山實業股份有限公司*	-	48,844
- Forefront Motors (Hong Kong) Limited*	- 福方汽車(香港)有限公司*	2,132	-
- Ankor Services Limited*	- 安佳汽車維修有限公司*	498	-
Finance lease receivables from Sunshine Finance Co., Ltd.* (Note 3(c))	應收勝山實業股份有限公司的 融資租賃款項*(附註3(c))	28,005	-
Other receivables from	應收以下公司的其他款項：		
- Sunshine Finance Co., Ltd.*	- 勝山實業股份有限公司*	155	-
- Forefront Motors (Hong Kong) Limited*	- 福方汽車(香港)有限公司*	421	-
- Ankor Services Limited*	- 安佳汽車維修有限公司*	35	-

All the balances with related companies were unsecured, non-interest bearing and repayable within the granted credit terms.

所有與有關連公司之間的結餘均屬無抵押、免息及根據獲授的信貸期償還。

NOTES TO THE ACCOUNTS

帳目附註

3 RELATED PARTY TRANSACTIONS

(continued)

- (c) During the year, the Group acquired the motor vehicle and equipment financing businesses from Sunshine Finance Co., Ltd. at a consideration (“the Consideration”) of approximately HK\$47,067,000. The excess of the Consideration and the net asset value of the businesses acquired amounting to approximately HK\$9,283,000 have been accounted for as a goodwill. In connection with such acquisition, Forefront International Limited and Sunshine Finance Co., Ltd. have agreed to indemnify the Group against any default of the related finance lease receivables acquired by the Group. During the year, Sunshine Finance Co., Ltd. paid to the Group interest income of approximately HK\$777,000 (2001: nil) in respect of such finance lease receivables. As at 31st December 2002, the remaining balance of such finance lease receivables amounted to approximately HK\$28,005,000 (2001: nil).
- (d) Forefront International Limited and Sunshine Finance Co., Ltd. have agreed to indemnify the Group against any shortfall in respect of payments to employees who were transferred from these two companies to the Group up to an amount of approximately HK\$6,906,000 (2001: HK\$4,611,000) (Note 24(b)).

Notes –

- * Forefront International Limited is a substantial shareholder of the Company, and Sunshine Finance Co., Ltd., Forefront Motors (Hong Kong) Limited and Ankor Services Limited are subsidiaries of Forefront International Limited.
- ** Mr. Liu Chen Wei, Jerry, a director of the Company has interests on 福企租賃股份有限公司, 福友租賃股份有限公司, 福兆租賃股份有限公司 and 福之租賃股份有限公司.
- *** Mr. Lee Mao Fang, a director of the Company has interests on 福企租賃股份有限公司, 福友租賃股份有限公司, 福兆租賃股份有限公司 and 福之租賃股份有限公司.

In the opinion of the Directors, the above related party transactions were conducted in accordance with the respective arrangements entered into between the Group and the related parties.

3 有關連人士交易 (續)

- (c) 本年度內，本集團以大約47,067,000港元的代價(「代價」)從勝山實業股份有限公司收購汽車及設備融資業務，代價比收購所得業務的資產淨值超出約9,283,000港元，已經列為商譽入帳。在該項收購中，福方股份有限公司及勝山實業股份有限公司已經同意向本集團賠償，本集團所購入相關融資租賃應收款項的違約金。本年度內，勝山實業股份有限公司已經就該融資租賃應收款項向本集團支付約777,000港元(二零零一年：無)的利息收入。於二零零二年十二月三十一日，該等融資租賃應收款項餘額約28,005,000港元(二零零一年：無)。
- (d) 福方股份有限公司和勝山實業股份有限公司已經同意向本集團賠償，關於從這兩家公司轉職到本集團的僱員而須支付款項的差額，該筆款項約高達6,906,000港元(二零零一年：4,611,000港元)(附註24(b))。

附註一

- * 福方股份有限公司為本公司的主要股東，而勝山實業股份有限公司、福方汽車(香港)有限公司及安佳汽車維修有限公司則為福方股份有限公司的附屬公司。
- ** 本公司董事劉振偉先生擁有福企租賃股份有限公司、福友租賃股份有限公司、福兆租賃股份有限公司及福之租賃股份有限公司之權益。
- *** 本公司董事李茂芳先生擁有福企租賃股份有限公司、福友租賃股份有限公司、福兆租賃股份有限公司及福之租賃股份有限公司之權益。

董事認為，上述的有關連人士交易乃按本集團與該等有關連人士各自訂立的安排而進行。

NOTES TO THE ACCOUNTS

帳目附註

4 TURNOVER, REVENUE AND SEGMENT INFORMATION

Analysis of turnover and revenue in the consolidated profit and loss account is as follows:

4 營業額、收益及分類資料

綜合損益帳內營業額及收益之分析如下：

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Sale of motor trucks, coaches and vehicle accessories	銷售貨車、旅遊巴士及汽車零配件	428,235	545,982
Provision of motor vehicle repairs and maintenance services	提供汽車維修保養服務	136,473	136,279
Sale of fuel	銷售燃油	71,883	43,003
Provision of other vehicle related services	提供其他汽車相關服務	2,459	2,240
Interest income in respect of financing businesses	融資業務的利息收入	3,002	1,684
Total turnover	總營業額	642,052	729,188
Interest income	利息收入	6,883	2,630
Others	其他	4,964	2,780
Total revenue	總收益	653,899	734,598

NOTES TO THE ACCOUNTS

帳目附註

4 TURNOVER, REVENUE AND SEGMENT INFORMATION (continued)

Business segments

The Group is principally engaged in the trading of motor trucks, coaches and vehicle accessories, provision of motor vehicle repair and maintenance services, sale of fuel, provision of other motor vehicle related services, motor vehicle financing businesses, development of smart card system and investment holding. An analysis by business segment is as follows:

4 營業額、收益及分類資料 (續)

業務分類

本集團主要從事貨車、旅遊巴士及汽車零配件的貿易；提供汽車維修及保養服務；銷售燃油；提供其他汽車相關服務以及汽車融資業務；發展「智慧卡」系統及投資控股業務。按業務劃分的分析如下：

		2002 二零零二年								
		Trading of trucks, coaches and vehicle accessories	Provision of repairs and maintenance services	Sale of fuel	Provision of other motor vehicle related services	Motor vehicle financing businesses	Development of smart card system	Investment holding	Elimination	Total
		貨車、旅遊巴士及汽車零配件的貿易	提供汽車維修及保養服務	銷售燃油	提供其他汽車相關服務	汽車融資業務	「智慧卡」系統	投資控股	對銷	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額									
Sales to external customers	對外間客戶銷售	428,235	136,473	71,883	2,459	3,002	-	-	-	642,052
Inter-segment sales	分類業務間銷售	480	14,735	341	105	-	-	-	(15,661)	-
Total turnover	總營業額	428,715	151,208	72,224	2,564	3,002	-	-	(15,661)	642,052
Operating results	經營業績									
Segment result	分類業績	(17,929)	8,101	(4,050)	(330)	(293)	(5,955)	4,740	5,160	(10,556)
Unallocated corporate expenses	未分配公司開支									(8,474)
Unallocated other revenue	未分配其他收入									
- interest income	- 利息收益									4,822
Interest expense	利息開支									(10,498)
Taxation	稅項									(6,663)
Loss after taxation but before minority interests	稅後但未計少數股東權益前虧損									(31,369)

NOTES TO THE ACCOUNTS

帳目附註

4 TURNOVER, REVENUE AND SEGMENT INFORMATION (continued)

Business segments (continued)

4 營業額、收益及分類資料 (續)

業務分類 (續)

		2002 二零零二年								
		Trading of trucks, coaches and vehicle accessories	Provision of repairs and maintenance services	Sale of fuel	Provision of other motor vehicle related services	Motor vehicle financing businesses	Development of smart card system	Investment holding	Elimination	Total
		貨車、旅遊巴士 及汽車零配件 的貿易	提供 汽車維修 及保養服務	銷售燃油	提供 其他汽車 相關服務	汽車融資 業務	「智慧卡」 系統	投資控股	對銷	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Other information	其他資料									
Assets –	資產 –									
Segment assets	分類資產	254,976	101,395	14,207	4,634	114,546	35,826	72,543		598,127
Unallocated assets	未分配資產									57,024
										655,151
Liabilities –	負債 –									
Segment liabilities	分類負債	163,359	40,442	7,222	2,202	48,728	291	15		262,259
Unallocated liabilities	未分配負債									104,355
										366,614
Capital expenditures –	資本開支 –									
Segment capital expenditures	分類資本開支	7,448	2,916	582	-	119	22,664	-		33,729
Unallocated capital expenditures	未分配資本開支									1,453
										35,182
Depreciation and amortisation –	折舊及攤銷 –									
Segment depreciation and amortisation	分類折舊及攤銷	3,936	2,478	237	241	385	386	-		7,663
Unallocated depreciation and amortisation	未分配折舊及攤銷									3,617
										11,280
Non-cash expenditures other than depreciation and amortisation	折舊及攤銷以外之 非現金開支	1,120	3,227	886	38	880	-	-		6,151

NOTES TO THE ACCOUNTS

帳目附註

4 TURNOVER, REVENUE AND SEGMENT INFORMATION (continued)

Business segments (continued)

4 營業額、收益及分類資料 (續)

業務分類 (續)

		2001 二零零一年						
		Trading of trucks, coaches and vehicle accessories 貨車、旅遊巴士 及汽車零配件 的貿易	Provision of repairs and maintenance services 提供 汽車維修 及保養服務	Sale of fuel 銷售燃油	Provision of other motor vehicle related services 提供 其他汽車 相關服務	Motor vehicle financing businesses 汽車融資 業務	Elimination 對銷	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額							
Sales to external customers	對外間客戶銷售	545,982	136,279	43,003	2,240	1,684	-	729,188
Inter-segment sales	分類業務間銷售	960	18,781	310	459	-	(20,510)	-
Total turnover	總營業額	546,942	155,060	43,313	2,699	1,684	(20,510)	729,188
Operating results	經營業績							
Segment result	分類業績	20,908	23,954	(5,731)	(496)	(117)	1,660	40,178
Unallocated corporate expenses	未分配公司開支							(2,603)
Unallocated other revenue - interest income	未分配其他收入 - 利息收益							2,630
Interest expense	利息開支							(13,196)
Gain on disposal of interest in a subsidiary	出售附屬公司權益 之收益							10,484
Taxation	稅項							(10,976)
Profit after taxation but before minority interests	稅後但未計少數股東 權益前溢利							26,517

NOTES TO THE ACCOUNTS

帳目附註

4 TURNOVER, REVENUE AND SEGMENT INFORMATION (CONTINUED)

Business segments (continued)

					2001 二零零一年			
		Trading of trucks, coaches and vehicle accessories 貨車、旅遊巴士 及汽車零配件 的貿易	Provision of repairs and maintenance services 提供 汽車維修 及保養服務	Sale of fuel 銷售燃油	Provision of other motor vehicle related services 提供 其他汽車 相關服務	Motor vehicle financing businesses 汽車融資 業務	Elimination 對銷	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Other information	其他資料							
Assets –	資產 –							
Segment assets	分類資產	370,228	104,504	13,602	3,282	21,499		513,115
Unallocated assets	未分配資產							59,338
								<u>572,453</u>
Liabilities –	負債 –							
Segment liabilities	分類負債	250,553	42,283	7,694	8,694	26,130		335,354
Unallocated liabilities	未分配負債							19,819
								<u>355,173</u>
Capital expenditures –	資本開支 –							
Segment capital expenditures	分類資本開支	3,667	5,830	211	11	–		9,719
Unallocated capital expenditures	未分配資本開支							21,255
								<u>30,974</u>
Depreciation –	折舊 –							
Segment depreciation	分類折舊	3,338	2,410	279	365	–		6,392
Unallocated depreciation	未分配折舊							1,157
								<u>7,549</u>
Non-cash expenditures other than depreciation	折舊以外之非現金開支	4,333	2,543	858	–	1,212		8,946

4 營業額、收益及分類資料 (續)

業務分類 (續)

NOTES TO THE ACCOUNTS

帳目附註

4 TURNOVER, REVENUE AND SEGMENT INFORMATION (continued)

Geographical segments

The Group's activities are conducted predominantly in Taiwan, Hong Kong and People's Republic of China ("Mainland China"). An analysis by geographical segment is as follows:

		2002 二零零二年				
		Mainland				
		Taiwan	Hong Kong	China	Unallocated	Total
		台灣	香港	中國內地	未分配	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Turnover	營業額	358,690	239,632	43,730	-	642,052
Segment result	分類業績	22,815	(30,498)	(2,873)	-	(10,556)
Profit/(Loss) from operations	經營溢利/(虧損)	21,121	(32,194)	(3,085)	-	(14,158)
Assets	資產	421,517	141,152	35,458	57,024	655,151
Capital expenditures	資本開支	31,458	1,388	883	1,453	35,182
		2001 二零零一年				
		Mainland				
		Taiwan	Hong Kong	China	Unallocated	Total
		台灣	香港	中國內地	未分配	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Turnover	營業額	427,379	274,974	26,835	-	729,188
Segment result	分類業績	46,475	(6,131)	(166)	-	40,178
Profit/(Loss) from operations	經營溢利/(虧損)	46,654	(6,294)	(155)	-	40,205
Assets	資產	298,215	193,635	21,265	59,338	572,453
Capital expenditures	資本開支	2,933	5,833	953	21,255	30,974

Turnover by geographical location is determined on the basis of the destination of shipment of merchandise.

4 營業額、收益及分類資料 (續)

地區分類

本集團的業務主要在台灣、香港及中華人民共和國(「中國內地」)進行。以地區劃分的分析如下：

		2002 二零零二年				
		Mainland				
		Taiwan	Hong Kong	China	Unallocated	Total
		台灣	香港	中國內地	未分配	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Turnover	營業額	358,690	239,632	43,730	-	642,052
Segment result	分類業績	22,815	(30,498)	(2,873)	-	(10,556)
Profit/(Loss) from operations	經營溢利/(虧損)	21,121	(32,194)	(3,085)	-	(14,158)
Assets	資產	421,517	141,152	35,458	57,024	655,151
Capital expenditures	資本開支	31,458	1,388	883	1,453	35,182
		2001 二零零一年				
		Mainland				
		Taiwan	Hong Kong	China	Unallocated	Total
		台灣	香港	中國內地	未分配	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Turnover	營業額	427,379	274,974	26,835	-	729,188
Segment result	分類業績	46,475	(6,131)	(166)	-	40,178
Profit/(Loss) from operations	經營溢利/(虧損)	46,654	(6,294)	(155)	-	40,205
Assets	資產	298,215	193,635	21,265	59,338	572,453
Capital expenditures	資本開支	2,933	5,833	953	21,255	30,974

按地區劃分的營業額以貨品付運之目的地而釐定。

NOTES TO THE ACCOUNTS

帳目附註

5 (LOSS)/PROFIT BEFORE TAXATION

(Loss)/Profit before taxation is stated after charging and crediting the following:

5 稅前(虧損)/溢利

稅前(虧損)/溢利乃於扣除及計入下列各項後列帳：

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Charging	經扣除		
Staff costs (include directors' emoluments) (Note 6)	員工成本(包括董事酬金)(附註6)	75,689	62,068
Operating lease rental of premises	經營物業租賃租金	16,279	15,265
Provision for obsolete and slow-moving inventories	陳舊及滯銷存貨撥備	-	1,143
Provision for/write-off of bad and doubtful receivables	呆壞帳款撥備/撇銷	3,668	5,467
Provision for other receivables	應收帳款撥備	267	-
Depreciation of property and equipment	物業及設備折舊	10,914	7,549
Amortisation of goodwill (included in general and administrative expenses)	商譽攤銷(包括在一般及行政開支內)	366	-
Loss on disposal of equipment	出售設備虧損	65	-
Interest expense on bank borrowings wholly repayable	須於以下年期全數償還的銀行借貸利息開支		
- within five years	- 五年內	10,498	12,813
- over five years	- 超過五年	-	383
Auditors' remuneration	核數師酬金	922	772
Crediting	經計入		
Interest income from	利息收入		
- bank deposits	- 銀行存款	165	2,630
- government debt security	- 政府債務證券	2,061	-
- overdue accounts receivables	- 逾期應收帳款	4,657	-
Gain on disposal of equipment	出售設備收益	-	90
Dividend income from long-term investment	長期投資的股息收入	167	-
Dividend income from other investments	其他投資的股息收入	46	-
Gain on disposal of other investments	出售其他投資的收益	866	-
Unrealised gain on other investments	其他投資未變現的收益	1,689	-
Net exchange gain	匯兌收益淨額	1,613	521
Gain on disposal of interest in a subsidiary	出售附屬公司權益的收益	-	10,484
Write back of provision for obsolete and slow-moving inventories	陳舊及滯銷存貨撥備撥回	212	-

NOTES TO THE ACCOUNTS

帳目附註

6 STAFF COSTS

Staff costs, including directors' emoluments (consolidated) consisted of:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Wages and salaries	工資及薪金	65,941	56,075
Unutilised annual leave	未動用年假	1,348	-
Other staff benefits	其他的員工福利	5,765	4,299
Pension costs – defined contribution plans (Note 24(a))	退休成本 – (定額供款計劃 (附註24(a)))	1,392	1,259
Pension costs – defined benefits plans (Note 24(b))	退休成本 – (定額福利計劃 (附註24(b)))	1,243	435
		75,689	62,068

6 員工成本

員工成本(包括綜合入帳的董事酬金)包括：

7 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

(a) Details of emoluments of the Company's directors are:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Fees for executive directors	執行董事袍金	43	38
Fees for non-executive directors	非執行董事袍金	100	13
Fees for independent non-executive directors	獨立非執行董事袍金	273	202
Other emoluments for executive directors	執行董事其他酬金		
– Basic salaries and allowances	– 基本薪金及津貼	4,425	4,051
– Pension scheme contributions	– 退休計劃供款	93	78
		4,934	4,382

7 董事及高級行政人員酬金

(a) 本公司董事的酬金詳情如下：

No directors waived any emoluments during the year. No incentive payment nor compensation for loss of office was paid or payable to any directors for the year ended 31st December 2002.

年內並無董事放棄任何酬金。於截至二零零二年十二月三十一日止年度，本集團概無向董事支付或應付任何款項作為獎金或離職補償。

NOTES TO THE ACCOUNTS

帳目附註

7 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS *(continued)*

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

		2002 二零零二年	2001 二零零一年
Executive directors	執行董事		
- Nil to HK\$1,000,000	- 零至1,000,000港元	3	2
- HK\$1,000,001 to HK\$1,500,000	- 1,000,001港元至1,500,000港元	1	1
- HK\$1,500,001 to HK\$2,000,000	- 1,500,001港元至2,000,000港元	1	1
Non-executive directors	非執行董事		
- Nil to HK\$1,000,000	- 零至1,000,000港元	3	4
		8	8

- (b) The five individuals whose emoluments were the highest in the Group for the year included three (2001: three) directors whose emoluments are reflected in the analysis presented above.

The emolument payable to the remaining two (2001: two) individuals during the year are as follows:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	1,560	1,560
Pension scheme contributions	退休計劃供款	24	24
		1,584	1,584

7 董事及高級行政人員酬金 (續)

屬於以下酬金範圍的董事人數如下：

- (b) 本集團本年度五位最高薪人士包括三位董事（二零零一年：三位），其酬金已於上文分析。

本年度其餘兩位最高薪人士（二零零一年：兩位）的酬金如下：

NOTES TO THE ACCOUNTS

帳目附註

7 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

The emoluments fell within the following band:

	Number of individual 人數	
	2002 二零零二年	2001 二零零一年
Nil to HK\$1,000,000 零至1,000,000港元	2	2

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

酬金介乎以下範圍：

	Number of individual 人數	
	2002 二零零二年	2001 二零零一年
Nil to HK\$1,000,000 零至1,000,000港元	2	2

年內，本集團並無向五位最高薪人士（包括董事及其他僱員）支付酬金，作為鼓勵加盟或加盟本集團時的獎金或離職補償。

8 TAXATION

The Company is incorporated in the Cayman Islands and is exempt from taxation in the Cayman Islands. Hong Kong profits tax was provided at the rate of 16% (2001 – 16%) on estimated assessable profit arising in or derived from Hong Kong. Taiwan income tax was provided at the rate of 25% (2001 – 25%) on estimated taxable profit in Taiwan.

Taxation in the consolidated profit and loss account consisted of:

8 稅項

本公司於開曼群島註冊成立，並獲豁免繳納開曼群島稅項。香港利得稅乃根據於香港產生或源自香港的估計應課稅溢利按稅率16%（二零零一年：16%）提呈撥備。台灣所得稅乃根據台灣的估計應課稅溢利按稅率25%（二零零一年：25%）提呈撥備。

綜合損益帳內的稅項包括：

		2002	2001
		二零零二年	二零零一年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong profits tax	香港利得稅		
– Current taxation	– 本年度稅項	91	248
– Under provision in prior year	– 往年度撥備不足	4	–
Taiwan income tax	台灣所得稅		
– Current taxation	– 本年度稅項	6,568	10,728
		6,663	10,976

NOTES TO THE ACCOUNTS

8 TAXATION *(continued)*

There was no significant unprovided deferred taxation as at 31st December 2002. No deferred tax on the revaluation surplus of land and buildings was provided because the revaluation does not constitute a timing difference as the Group intends to hold the land and buildings for long-term and management has no intention to dispose of these land and buildings in the foreseeable future.

9 (LOSS)/PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The consolidated loss attributable to shareholders included a loss of approximately HK\$26,902,000 (2001: profit of HK\$32,686,000) dealt with in the accounts of the Company.

10 (LOSS)/EARNINGS PER SHARE

The calculation of loss per share for the year ended 31st December 2002 is based on the consolidated loss attributable to shareholders of approximately HK\$30,833,000 (2001: consolidated profit attributable to shareholders of HK\$26,137,000) and on the weighted average number of approximately 439,261,000 shares (2001: 350,918,000 shares) in issue during the year.

No diluted loss/earnings per share is presented as there were no dilutive potential ordinary shares in existence during the years ended 31st December 2002 and 2001.

帳目附註

8 稅項 (續)

於二零零二年十二月三十一日並無任何重大未撥備的遞延稅項。由於本集團擬長期持有土地及樓宇，而管理層亦無意在可見將來出售該等土地及樓宇，故此重估該等土地及樓宇不會構成時差，因此並無為土地及樓宇的重估盈餘計提遞延稅項撥備。

9 股東應佔 (虧損) / 溢利

股東應佔綜合虧損包括虧損約26,902,000港元(二零零一年：溢利32,686,000港元)，已於本公司帳目內處理。

10 每股 (虧損) / 盈利

截至二零零二年十二月三十一日止年度之每股虧損乃按股東應佔綜合虧損約30,833,000港元(二零零一年：股東應佔綜合溢利26,137,000港元)及本年度內已發行之加權平均數目約439,261,000股(二零零一年：350,918,000股)計算。

由於截至二零零一年及二零零二年十二月三十一日止年度內並無任何具攤薄作用之潛在普通股，故此並無呈列每股攤薄虧損 / 盈利。

NOTES TO THE ACCOUNTS

帳目附註

11 INVESTMENT IN SUBSIDIARIES

In the Company's balance sheet, investment in subsidiaries consisted of:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	74,934	74,934
Due from subsidiaries	應收附屬公司款項	340,258	146,684
Due to subsidiaries	應付附屬公司款項	(10,013)	(9,996)
		405,179	211,622
Less: Provision for amounts due from subsidiaries	減：應收附屬公司款項的撥備	(27,000)	–
		378,179	211,622

The balances with subsidiaries are unsecured, non-interest bearing and not repayable within the next twelve months.

The underlying value of investment in subsidiaries is, in the opinion of the Directors, not less than its carrying value as at 31st December 2002.

11 於附屬公司的投資

在本公司的資產負債表中，於附屬公司的投資包括：

與附屬公司有關的結餘均為無抵押、免息及不需於未來十二個月內償還。

董事認為，於附屬公司的投資之相關價值不會比其於二零零二年十二月三十一日之帳面值低。

NOTES TO THE ACCOUNTS

帳目附註

11 INVESTMENT IN SUBSIDIARIES (continued)

Details of the subsidiaries as at 31st December 2002 were as follows:

Name 名稱	Place of incorporation/ operations 註冊 成立/經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of equity interest held (i) 所持股本 權益百分比 (i)	Principal activities 主要業務
Allen Motor Co. Limited 亞倫車行有限公司	Hong Kong 香港	HK\$2 2港元	95%	Provision of agency services for insurance and financing of motor vehicles 提供汽車保險及 融資代理服務
Cybergear Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	Investment holding 投資控股
Cyber Centre Holdings Limited 數碼中心控股有限公司	Hong Kong 香港	HK\$2 2港元	100%	Inactive 暫無業務
Cyber Centre Limited 數碼中心有限公司	Hong Kong 香港	HK\$2 2港元	100%	Property holding 持有物業
Digital Cyber Technologies Group Ltd.	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	Property holding 持有物業
Forefront Automotive Services Company Limited 福方汽車服務有限公司	Hong Kong 香港	HK\$20 20港元	100%	Trading of motor vehicle accessories and provision of motor vehicle repair and maintenance services 汽車零配件貿易及提供 汽車維修保養服務
Forefront Automotive Industry Limited	Taiwan 台灣	NT\$100,000,000 新台幣100,000,000元	100%	Investment holding 投資控股
Forefront (China) Company Limited 福方(中國)有限公司	Hong Kong 香港	HK\$20 20港元	100%	Investment holding 投資控股

11 於附屬公司的投資 (續)

於二零零二年十二月三十一日之附屬公司詳情如下：

NOTES TO THE ACCOUNTS

帳目附註

11 INVESTMENT IN SUBSIDIARIES (continued)

11 於附屬公司的投資 (續)

Name 名稱	Place of incorporation/ operations 註冊 成立/經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of equity interest held (i) 所持股本 權益百分比 (i)	Principal activities 主要業務
Forefront Finance Co. Limited 福方財務有限公司	Hong Kong 香港	HK\$2,000,000 2,000,000港元	95%	Provision of hire purchase financing 提供租購融資
Forefront International Automotive Limited 福方國際汽車股份有限公司	British Virgin Islands/ Taiwan 英屬處女群島/台灣	US\$3,254,681 3,254,681 美元	100%	Trading of motor trucks, coaches and vehicle accessories and provision of motor vehicle repair and maintenance services 貨車、旅遊巴士及汽車零 配件貿易以及提供汽車 維修保養服務
Forefront International (Hong Kong) Limited 福方(香港)有限公司	Hong Kong 香港	HK\$100,000 ordinary shares HK\$6,000,000 non-voting deferred shares (ii) 100,000 港元普通股 6,000,000 港元無投票 權遞延股份 (ii)	100% —	Trading of motor trucks and coaches 貨車及 旅遊巴士貿易
Forefront International Management Limited	British Virgin Islands 英屬處女群島	US\$10 10美元	100%	Inactive 暫無業務
Forefront International Trading (Shanghai) Co., Ltd. (iii) 福方國際貿易(上海) 有限公司 (iii)	Mainland China 中國內地	US\$200,000 200,000 美元	100%	Trading of motor trucks and vehicle accessories 貨車及汽車零配件貿易
Forefront Investment Holdings Limited	British Virgin Islands 英屬處女群島	US\$47,252 47,252 美元	100%	Investment holding 投資控股

NOTES TO THE ACCOUNTS

帳目附註

11 INVESTMENT IN SUBSIDIARIES (continued)

11 於附屬公司的投資 (續)

Name 名稱	Place of incorporation/ operations 註冊 成立/經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of equity interest held (i) 所持股本 權益百分比 (i)	Principal activities 主要業務
Forefront (Macau) Automotive Limited 福方澳門汽車有限公司	Macau 澳門	MOP25,000 澳門幣25,000元	100%	Trading of coaches and vehicle accessories and provision of motor vehicle repair and maintenance services 旅遊巴士與汽車零配件 貿易及提供汽車維修保養服務
Forefront Science and Technology Company Limited 福方科技有限公司	Hong Kong 香港	HK\$2 2港元	100%	Inactive 暫無業務
Forerunner (China) Development Co. Limited 福倫(中國)發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	63.75%	Investment holding 投資控股
Pureland Development Corporation	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	Investment holding 投資控股
Prime Wish Development Limited	Hong Kong 香港	HK\$2 2港元	95%	Investment holding 投資控股
Scantle Management Limited	British Virgin Islands 英屬處女群島	US\$2 2美元	100%	Investment holding 投資控股
Shenzhen Forerunner Automotive Services Limited (iv) 深圳福聯通汽車修配有限公司 (iv)	Mainland China 中國內地	RMB2,000,000 人民幣2,000,000元	51%	Provision of motor vehicle repair and maintenance services 提供汽車維修及保養服務
Stareast International Limited	British Virgin Islands 英屬處女群島	US\$2 2美元	100%	Investment holding 投資控股

NOTES TO THE ACCOUNTS

帳目附註

11 INVESTMENT IN SUBSIDIARIES (continued)

11 於附屬公司的投資 (續)

Name 名稱	Place of incorporation/ operations 註冊 成立/經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of equity interest held (i) 所持股本 權益百分比 (i)	Principal activities 主要業務
Sunshine Credit Limited 勝山財務有限公司	Taiwan 台灣	NT\$201,000,000 新台幣201,000,000元	95%	Provision of hire purchase financing and debt factoring service 提供租購融資及債權貼現服務
U-Drive Company Limited 任我行有限公司	Hong Kong 香港	HK\$1,000 1,000 港元	95%	Provision of chain services to vehicle customers 向汽車客戶提供連鎖服務
U-Drive Smart Card Company Limited	Taiwan 台灣	NT\$360,000,000 新台幣360,000,000元	95%	Development and operation of multi-application smart card system 研發及經營多用途智慧咭系統
U-Drive Company (B.V.I.) Limited	British Virgin Islands 英屬處女群島	US\$10 10 美元	95%	Investment holding 投資控股
V-Guard Technology Limited	Hong Kong 香港	HK\$100 100 港元	95%	Provision of telematics services 提供遙距傳訊服務

Notes –

- i. Cybergear Limited, Forefront International Automotive Limited, Forefront International Management Limited, Forefront Investment Holdings Limited and Scantle Management Limited are held directly by the Company, while the other subsidiaries are held indirectly.
- ii. Holders of deferred shares have no rights to vote at general meetings or receive any dividend. Upon winding-up, they are entitled to one half of the balance of the company's assets after HK\$100,000,000,000 has been distributed to holders of ordinary shares.

附註一

- i. Cybergear Limited、福方國際汽車股份有限公司、Forefront International Management Limited、Forefront Investment Holdings Limited及Scantle Management Limited 由本公司直接持有，而其他附屬公司則由本公司間接持有。
- ii. 遞延股份的持有人無權在股東大會上投票或收取任何股息。在清盤時，首筆剩餘資產100,000,000,000 港元將首先用於分派予普通股的持有人，然後該筆資產餘額的一半才分派予遞延股份的持有人。

NOTES TO THE ACCOUNTS

帳目附註

11 INVESTMENT IN SUBSIDIARIES (continued)

- iii. Forefront International Trading (Shanghai) Co., Ltd. is a wholly foreign owned enterprise established in Mainland China to be operated for a period of 50 years up to May 2050.
- iv. Shenzhen Forerunner Automotive Services Limited is a sino-foreign equity joint venture established in Mainland China to be operated for a period of 20 years up to September 2019.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31st December 2002.

12 INVESTMENT IN AN ASSOCIATED COMPANY

Investment in an associated company (consolidated) consisted of:

Unlisted share, at cost	非上市股份，按成本
Share of losses	應佔虧損
Share of net assets	應佔資產淨值

The underlying value of investment in an associated company is, in the opinion of the Directors, not less than its carrying value as at 31st December 2002.

Details of the associated company as at 31st December 2002 were as follows:

Name	Place of incorporation/ operations 註冊成立/ 經營地點	Issued and fully paid share capital 已發行及 繳足股本	Percentage of equity interest held indirectly 間接所持 股本權益百分比	Principal activities 主要業務
清美國際股份有限公司	Taiwan 台灣	NT\$350,000,000 新台幣350,000,000元	28.57%	Property investment and management 物業投資及管理

11 於附屬公司的投資 (續)

- iii. 福方國際貿易(上海)有限公司為在中國內地成立的全外資企業，經營期限將直至二零五零年五月，為期五十年。
- iv. 深圳福聯通汽車修配有限公司為在中國內地成立的中外合資合營企業，經營期限將直至二零一九年九月，為期二十年。

各附屬公司於截至二零零二年十二月三十一日止年度內的任何時間並無任何已發行借貸資本。

12 於聯營公司的投資

於聯營公司的投資(經綜合入帳)包括：

	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Unlisted share, at cost	22,800	—
Share of losses	(50)	—
Share of net assets	22,750	—

本公司董事認為，於聯營公司的投資之相關價值不會比其於二零零二年十二月三十一日的帳面值低。

於二零零二年十二月三十一日之聯營公司詳情如下：

NOTES TO THE ACCOUNTS

帳目附註

13 PROPERTY AND EQUIPMENT

Movements of property and equipment (consolidated) were:

13 物業及設備

物業及設備(經綜合入帳)之變動如下:

		2002 二零零二年				2001 二零零一年	
		Land and buildings 土地及樓宇	Leasehold improvements 租賃裝修	Furniture and equipment 傢俬及設備	Motor vehicles 汽車	Total 總計	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost or valuation	成本或估值						
Beginning of year	年初	55,430	15,285	24,884	3,086	98,685	75,328
Additions	添置	4,840	3,063	25,039	2,240	35,182	30,974
Deficit on revaluation, net	重估虧絀淨額	(2,590)	-	-	-	(2,590)	(5,028)
Disposals	出售	-	(62)	(663)	(466)	(1,191)	(1,863)
Translation adjustments	匯兌調整	-	94	55	14	163	(726)
End of year	年終	57,680	18,380	49,315	4,874	130,249	98,685
Representing -	呈報方式 -						
At cost	按成本	-	18,380	49,315	4,874	72,569	43,255
At professional valuation in December 2002	按二零零二年十二月 之專業估值	57,680	-	-	-	57,680	55,430
		57,680	18,380	49,315	4,874	130,249	98,685
Accumulated depreciation	累計折舊						
Beginning of year	年初	-	2,931	11,241	1,609	15,781	13,823
Charge for the year	本年度支出	1,910	3,367	4,799	838	10,914	7,549
Disposals	出售	-	(62)	(287)	(122)	(471)	(1,717)
Revaluation	重估	(1,910)	-	-	-	(1,910)	(3,666)
Translation adjustments	匯兌調整	-	13	19	3	35	(208)
End of year	年終	-	6,249	15,772	2,328	24,349	15,781
Net book value	帳面淨值						
End of year	年終	57,680	12,131	33,543	2,546	105,900	82,904
Beginning of year	年初	55,430	12,354	13,643	1,477	82,904	61,505

NOTES TO THE ACCOUNTS

帳目附註

13 PROPERTY AND EQUIPMENT (continued)

Analysis of land and buildings by geographical locations is as follows:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Hong Kong	香港	50,800	53,500
Mainland China	中國內地	2,040	1,930
Taiwan	台灣	4,840	—
		57,680	55,430

Land and buildings in Hong Kong are held under leases of 50 years on the basis of the rights of extension provided by the New Territories Leases (Extension) Ordinance. Approximately HK\$370,000 (2001: HK\$370,000) of the land and buildings in Mainland China are held under land use rights for 70 years up to 2055, approximately HK\$850,000 (2001: HK\$800,000) of the land and buildings in Mainland China are held under land use rights for 45 years up to 2042, and approximately HK\$820,000 (2001: HK\$760,000) of land and buildings in Mainland China are held under land use rights without a specified land use period. Land in Taiwan is freehold and held by a director of the Company in trust of the Group.

Land and buildings were revalued as at 31st December 2002 on an open market value basis of approximately HK\$57,680,000 (2001: HK\$55,430,000) as determined by LCH (Asia-Pacific) Surveyors Limited, independent qualified valuers. Had all land and buildings been carried at cost less depreciation, the net book value of the Group's land and buildings as at 31st December 2002 would have been approximately HK\$59,418,000 (2001: HK\$56,792,000).

13 物業及設備 (續)

按地區分析之土地及樓宇如下：

	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
香港	50,800	53,500
中國內地	2,040	1,930
台灣	4,840	—
	57,680	55,430

香港之土地及樓宇均按五十年租約持有，並享有新界土地契約(續期)條例訂明之權利。在中國內地持有之土地及樓宇中，有價值約370,000港元(二零零一年：370,000港元)乃根據二零五五年到期為期七十年之土地使用權而持有；另有價值約850,000港元(二零零一年：800,000港元)的土地及樓宇乃根據二零四二年到期為期四十五年之土地使用權而持有；以及價值約820,000港元(二零零一年：760,000港元)之土地及樓宇乃根據無特定土地使用期之土地使用權持有。在台灣之土地乃按永久產權及由本公司一名董事以信託方式替本集團持有。

土地及樓宇於二零零二年十二月三十一日之公開市值重估為約57,680,000港元(二零零一年：55,430,000港元)，由獨立合資格估值師利駿行測量師行有限公司進行估值。倘所有土地及樓宇均按成本減折舊列值，則本集團之土地及樓宇於二零零二年十二月三十一日之帳面淨值應約為59,418,000港元(二零零一年：56,792,000港元)。

NOTES TO THE ACCOUNTS

帳目附註

14 GOODWILL

Movements of goodwill (consolidated) were:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
At 1st January	於一月一日	-	-
Additions	添置	9,283	-
Translation adjustment	滙兌調整	(34)	-
Amortisation during the year	年度攤銷	(366)	-
At 31st December	於十二月三十一日	8,883	-
Analysis of goodwill:	商譽分析:		
Cost	成本	9,249	-
Accumulated amortisation	累計攤銷	(366)	-
Net book value	帳面淨值	8,883	-

During the year ended 31st December 2002, the Group acquired the motor vehicle and equipment financing businesses from a related company at consideration of approximately HK\$47,067,000, resulting in a goodwill of approximately HK\$9,283,000, which was amortised on a straight-line basis over the estimated useful life of 10 years (see Note 3(c)).

14 商譽

商譽變動(經綜合入帳)包括:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
At 1st January	於一月一日	-	-
Additions	添置	9,283	-
Translation adjustment	滙兌調整	(34)	-
Amortisation during the year	年度攤銷	(366)	-
At 31st December	於十二月三十一日	8,883	-
Analysis of goodwill:	商譽分析:		
Cost	成本	9,249	-
Accumulated amortisation	累計攤銷	(366)	-
Net book value	帳面淨值	8,883	-

截至二零零二年十二月三十一日止年度內，本集團向一間有關連公司收購汽車及設備融資業務，代價約為47,067,000港元，所得商譽約為9,283,000港元，會按直線法於十年的估計可使用年期內攤銷(見附註3(c))。

NOTES TO THE ACCOUNTS

帳目附註

15 LONG-TERM INVESTMENTS

Long-term investments comprised:

		Consolidated		Company	
		綜合入帳		本公司	
		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
		千港元	千港元	千港元	千港元
Unlisted equity securities in Taiwan, at cost	台灣的非上市 股本證券，按成本	8,516	–	6,908	–

The underlying value of long-term investments is, in the opinion of the Directors, not less than its carrying value as at 31st December 2002.

During the year ended 31st December 2002, the Group acquired a 9.64% interest in Wahoo International Enterprise Co., Ltd. ("Wahoo-Taiwan"), a company incorporated in Taiwan at a cash consideration of approximately HK\$6,908,000 from an independent third party. Wahoo-Taiwan is a subsidiary of Wahoo International Enterprise Co., Ltd., a company incorporated in the British Virgin Islands ("Wahoo-BVI"), and is principally engaged in the development of software and provision of system integration services in Taiwan. As at 31st December 2002, the Directors evaluated the carrying value of the Group's investment in Wahoo-Taiwan and considered no provision for impairment loss is required.

During the year ended 31st December 2002, the Group acquired a 0.55% interest in 統聯汽車客運股份有限公司 ("統聯"), a company incorporated in Taiwan, at a cash consideration of approximately HK\$1,608,000. 統聯 is principally engaged in the operation of buses in Taiwan. As at 31st December 2002, the Directors evaluated the carrying value of the Group's investment in 統聯 and considered no provision for impairment loss is required.

15 長期投資

長期投資包括：

董事認為，長期投資的相關價值不低於其於二零零二年十二月三十一日的帳面值。

截至二零零二年十二月三十一日止年度，本集團從一獨立第三方購入一家在台灣註冊成立的公司－網虎國際企業股份有限公司（「台灣網虎」）的9.64%權益，代價約為現金6,908,000港元。台灣網虎是 Wahoo International Enterprise Co., Ltd.（一家在英屬處女群島註冊成立的公司）（「BVI網虎」）的附屬公司，並主要在台灣從事開發軟件和提供系統整合服務。董事已經評估本集團在台灣網虎的投資於二零零二年十二月三十一日之帳面值，並認為無需計提減值虧損撥備。

於截至二零零二年十二月三十一日止年度內，本集團購入一家在台灣註冊成立的公司－統聯汽車客運股份有限公司（「統聯」）0.55%的權益，代價約為現金1,608,000港元。統聯主要在台灣從事巴士經營業務。董事已經評估本集團在統聯的投資於二零零二年十二月三十一日之帳面值，並認為無需計提減值虧損撥備。

NOTES TO THE ACCOUNTS

帳目附註

16 FINANCE LEASE RECEIVABLES

Finance lease receivables (consolidated) are analysed as follows:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Finance lease rental receivables within a period	融資租約應收租金年期		
– not exceeding one year	— 一年內	54,156	9,332
– of more than one year but not exceeding five years	— 一年後但五年內	43,964	8,497
		98,120	17,829
Less: Earnings allocated to future periods	減：分配入未來期間的盈利	(8,763)	(1,780)
Present value of minimum lease rental receivables	最低應收租金的折現值	89,357	16,049
Less: Provision for bad and doubtful rental receivables	減：應收租金的呆壞帳撥備	(190)	(1,212)
		89,167	14,837

Present value of minimum lease rental receivables, less provision for bad and doubtful amounts, is analysed as follows:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
– not exceeding one year	— 一年內	49,213	7,146
– more than one year but not exceeding five years	— 一年後但五年內	39,954	7,691
		89,167	14,837

16 融資租約應收款項

融資租約應收款項(經綜合入帳)分析如下：

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Finance lease rental receivables within a period	融資租約應收租金年期		
– not exceeding one year	— 一年內	54,156	9,332
– of more than one year but not exceeding five years	— 一年後但五年內	43,964	8,497
		98,120	17,829
Less: Earnings allocated to future periods	減：分配入未來期間的盈利	(8,763)	(1,780)
Present value of minimum lease rental receivables	最低應收租金的折現值	89,357	16,049
Less: Provision for bad and doubtful rental receivables	減：應收租金的呆壞帳撥備	(190)	(1,212)
		89,167	14,837

應收租金最低金額折現值減呆壞帳撥備之分析如下：

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
– not exceeding one year	— 一年內	49,213	7,146
– more than one year but not exceeding five years	— 一年後但五年內	39,954	7,691
		89,167	14,837

NOTES TO THE ACCOUNTS

帳目附註

17 INVENTORIES

Inventories (consolidated) consisted of:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Motor trucks and coaches	貨車及旅遊巴士	98,891	105,314
Vehicle accessories	汽車零配件	49,396	54,856
		148,287	160,170
Less: Provision for obsolete and slow-moving inventories	減：陳舊及滯銷存貨撥備	(1,852)	(2,057)
		146,435	158,113

As at 31st December 2002 and 2001, no inventories were stated at net realisable value.

Certain inventories were held under trust receipts bank loans or pledged as securities for certain of the Group's banking facilities (see Note 31).

17 存貨

存貨(經綜合入帳)包括：

	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
	98,891	105,314
	49,396	54,856
	148,287	160,170
	(1,852)	(2,057)
	146,435	158,113

於二零零二年及二零零一年十二月三十一日，沒有存貨以可變現淨值列帳。

若干存貨乃根據信託收據銀行貸款而持有或已質押作為本集團若干銀行備用額的抵押品(見附註31)。

NOTES TO THE ACCOUNTS

帳目附註

18 ACCOUNTS RECEIVABLE

The Group grants to its customers credit terms ranging from 1 to 3 months. Aging analysis of accounts receivable (consolidated) is analysed as follows:

0 to under 3 months	零至不超過三個月
3 to under 6 months	三至不超過六個月
6 to under 9 months	六至不超過九個月
9 to under 12 months	九至不超過十二個月
Over 12 months	超過十二個月

Less: Provision for bad and doubtful debts 減：呆壞帳撥備

Subsequent to 31st December 2002, approximately HK\$22,299,000 of the balances due over 12 months have been settled.

19 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

As at 31st December 2002, prepayments, deposits and other receivables included, among others, a deposit paid for a potential investment in Wahoo-BVI (see Note 15) amounting to HK\$11,902,000 (2001: nil).

Subsequent to 31st December 2002, the Group cancelled the proposed acquisition and the entire deposit had been refunded to the Group.

18 應收帳款

本集團給予客戶的信貸期介乎一至三個月不等。應收帳款(經綜合入帳)的帳齡分析如下：

	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
0 to under 3 months	60,234	147,056
3 to under 6 months	27,090	51,707
6 to under 9 months	9,557	6,180
9 to under 12 months	3,028	7,013
Over 12 months	29,594	4,148
	129,503	216,104
Less: Provision for bad and doubtful debts	(7,672)	(6,353)
	121,831	209,751

於二零零二年十二月三十一日以後，逾期十二個月的應收餘額約22,299,000港元已經清還。

19 預付款項、按金及其他應收款項

於二零零二年十二月三十一日，預付款項、按金及其他應收款項包括(但不限於)就BVI網虎(見附註15)之潛在投資所支付11,902,000港元(二零零一年：無)之按金。

於二零零二年十二月三十一日以後，本集團取消建議中的收購以及向本集團退回全部按金。

NOTES TO THE ACCOUNTS

帳目附註

20 OTHER INVESTMENTS

20 其他投資

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Government debt securities in Taiwan	台灣政府債務證券	39,096	—
Equity securities listed in Taiwan	台灣上市股本證券	1,743	—
		40,839	—
Fair value of other investments	其他投資的公允值	40,839	—

Equity securities listed in Taiwan of approximately HK\$1,743,000 (2001: nil) were pledged as collateral for certain of the Group's banking facilities (see Note 31).

約1,743,000港元(二零零一年：無)的台灣上市股本證券已經質押，作為本集團若干銀行備用額的抵押品(見附註31)。

21 PLEDGED BANK DEPOSITS

As at 31st December 2002, the Group's bank deposits of approximately HK\$6,455,000 (2001: HK\$3,476,000) were pledged as collateral for certain of the Group's banking facilities in Taiwan (see Note 31).

21 已抵押銀行存款

於二零零二年十二月三十一日，本集團約有6,455,000港元(二零零一年：3,476,000港元)的銀行存款已經質押，作為本集團於台灣若干銀行備用額的抵押品(見附註31)。

NOTES TO THE ACCOUNTS

帳目附註

22 SHORT-TERM BORROWINGS

Short-term borrowings consisted of:

		Consolidated		Company	
		綜合入帳		本公司	
		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\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Trust receipts bank loans	信託收據銀行貸款	40,470	57,955	-	-
Short-term bank loans	短期銀行貸款				
– secured	有抵押	51,998	144,753	-	-
– unsecured	無抵押	111,865	41,947	-	-
Short-term loans from financial institutions	財務機構之短期貸款	1,489	12,341	-	-
Long-term bank loans, current portion (Note 25)	長期銀行貸款，即期部分(附註25)	11,000	6,001	11,000	-
		216,822	262,997	11,000	-

Refer to Note 31 for details of the Group's banking facilities.

有關本集團銀行備用額的詳情，請參閱附註31。

23 BILLS AND ACCOUNTS PAYABLE

Aging analysis of bills and accounts payable (consolidated) is analysed as follows:

		2002	2001
		二零零二年	二零零一年
		HK\$'000	HK\$'000
		千港元	千港元
0 to under 3 months	零至不超過三個月	21,574	29,392
3 to under 6 months	三至不超過六個月	2,176	5,743
6 to under 9 months	六至不超過九個月	19	320
9 to under 12 months	九至不超過十二個月	-	1
Over 12 months	超過十二個月	116	105
		23,885	35,561

23 應付票據及應付帳款

應付票據及應付帳款(經綜合入帳)之帳齡分析如下：

NOTES TO THE ACCOUNTS

帳目附註

24 PENSIONS OBLIGATIONS

24 退休金責任

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Obligations (included in accruals and other payables) on:	關於下列計劃的責任(包括應計費用及其他應付款項):		
- pensions – defined contribution plans (note (a))	- 退休金 – 定額供款計劃 (附註(a))	214	216
- pensions - defined benefits plans (note (b))	- 退休金 – 定額福利計劃 (附註(b))	783	-
		997	216

(a) Pensions – defined contribution plans

The group companies in Hong Kong participate in the Mandatory Provident Fund (“the MPF Scheme”) which is a defined contribution scheme managed by independent trustees. The assets of the fund are held separately from those of the Group and are managed by independent professional fund managers. Under the MPF Scheme, each of the Group (the employer) and its employees make monthly contributions to the MPF Scheme at 5% of the employees’ earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employees are subject to a cap of HK\$1,000 and thereafter contributions are voluntary.

Contributions of approximately HK\$214,000 (2001: HK\$216,000) were payable to the fund as at 31st December 2002.

(a) 退休金 – 定額供款計劃

集團在香港的公司參加了強制性公積金計劃(「強積金計劃」)，該計劃是一個由獨立受託人管理的定額供款計劃。該基金的資產與本集團的資產分開持有，並由獨立專業基金經理管理。根據強積金計劃，本集團(僱主)及其僱員須根據強積金法例之規定，各自每月向強積金計劃作出相等於僱員收入5%之供款。每名僱員之每月供款上限為1,000港元，超出的供款純屬自願性質。

於二零零二年十二月三十一日，本集團已向該基金支付的供款約為214,000港元(二零零一年：216,000港元)。

NOTES TO THE ACCOUNTS

帳目附註

24 PENSIONS OBLIGATIONS (continued)

(b) Pensions – defined benefits plans

As stipulated by laws in Taiwan, the Group's operations in Taiwan have maintained defined benefits retirement plans for its employees in Taiwan. Under the plans, the Group has an obligation to make contributions as stipulated by the laws and to make payments to qualifying employees, upon retirement, in the manner stipulated by the laws. However, there is no requirement that the Group should ensure that there are sufficient funds in the plans.

The assets of the funded plans are held independently of the Group's assets in separate trustee administered funds. The Group's major plans are valued by qualified actuaries annually using the projected unit credit cost method. Defined benefit plans are valued by KPMG Consulting Co. Ltd., fellow member of Actuarial Institute in Taiwan.

The amounts recognised in the balance sheet are determined as follows:

Present value of funded obligations	供款責任的折現值
Fair value of plan assets	計劃資產的公允值
Present value of unfunded obligations	未供款責任的現值
Less: Amount to be indemnified by related companies*	減：有關連公司將會賠償的金額*
Liability in the balance sheet	於資產負債表的負債

* Forefront International Limited, a substantial shareholder of the Company, and Sunshine Finance Co., Ltd., a subsidiary of Forefront International Limited, have agreed to indemnify the Group against any shortfall in respect of payments to employees who were transferred from these two companies to the Group up to an amount of approximately HK\$6,906,000 (2001: HK\$4,611,000) (Note 3(d)).

24 退休金責任 (續)

(b) 退休金 – 定額福利計劃

本集團已根據台灣法例的規定，為其台灣業務的僱員設立定額福利退休計劃。根據該等計劃，本集團有責任按法例規定作出供款，並按法例規定的方式於合資格僱員退休時向彼等支付款項。然而，法例並無規定本集團須確保該等計劃備有充盈的資金。

該等供款計劃的資產與本集團的資產分開持有，由獨立管理的基金受託人負責管理。本集團的主要計劃由合資格精算師按預計單位貸記法每年評估。定額福利計劃由安候企業管理股份有限公司（其為台灣精算師公會資深會員）進行估值。

於資產負債表確認的金額如下：

	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Present value of funded obligations	9,362	5,786
Fair value of plan assets	(1,673)	(1,175)
Present value of unfunded obligations	7,689	4,611
Less: Amount to be indemnified by related companies*	(6,906)	(4,611)
Liability in the balance sheet	783	–

* 福方股份有限公司(本公司的主要股東)和勝山實業股份有限公司(福方股份有限公司的附屬公司)已經同意向本集團賠償，關於從這兩家公司轉職到本集團的僱員而須支付款項的差額，該筆款項約高達 6,906,000 港元 (二零零一年：4,611,000 港元) (附註 3(d))。

NOTES TO THE ACCOUNTS

帳目附註

24 PENSIONS OBLIGATIONS (continued)

The amounts recognised in the profit and loss account (included in general and administrative expenses) are as follows:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Current service cost	現時的服務成本	364	435
Interest cost	利息成本	70	-
Expected return on plan assets	計劃資產的預期回報	(32)	-
Net actuarial losses recognised	已確認的精算虧損淨額	841	-
Total, included in staff costs (Note 6)	總額(已包括入員工成本內) (附註6)	1,243	435

Movement of the liability recognised in the balance sheet:

於資產負債表確認的負債變動：

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
At 1st January	於一月一日	-	-
Total expense – as shown above	總開支 – 如上文所示	1,243	435
Exchange differences	匯兌差額	8	-
Contributions paid	已付供款	(468)	(435)
At 31st December	於十二月三十一日	783	-

The principal actuarial assumptions used were as follows:

所用的主要精算假設如下：

		2002 二零零二年 %	2001 二零零一年 %
Discount rate	折扣率	3.75	4.5
Expected rate of return on plan assets	計劃資產的預期回報率	3.75	4.5
Expected rate of future salary increases	未來薪金的預期增幅	2	2

NOTES TO THE ACCOUNTS

帳目附註

25 LONG TERM BANK LOANS

Long-term bank loans consisted of:

25 長期銀行貸款

長期銀行貸款包括：

		Consolidated 綜合入帳		Company 本公司	
		2002 二零零二年	2001 二零零一年	2002 二零零二年	2001 二零零一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Amounts repayable within a period	須於下列年期償還的金額				
– not exceeding one year	– 一年內	11,000	6,001	11,000	–
– more than one year but not exceeding two years	– 一年後但兩年內	44,000	4,639	44,000	–
– more than two years but not exceeding five years	– 兩年後但五年內	45,000	4,683	45,000	–
– over five years	– 五年以後	–	571	–	–
		100,000	15,894	100,000	–
Less: Amounts repayable within one year included under current liabilities (Note 22)	減：須於一年內償還並已計入流動負債的金額(附註22)	(11,000)	(6,001)	(11,000)	–
		89,000	9,893	89,000	–

Refer to Note 31 for details of the Group's banking facilities.

有關本集團銀行備用額的詳情，請參閱附註31。

NOTES TO THE ACCOUNTS

帳目附註

26 SHARE CAPITAL

Movements were:

26 股本

股本的變動如下：

		2002		2001	
		二零零二年		二零零一年	
		Number of shares 股數 '000 千股	Nominal value 面值 HK\$'000 千港元	Number of shares 股數 '000 千股	Nominal value 面值 HK\$'000 千港元
Authorised	法定				
– ordinary shares of HK\$0.10 each	– 每股面值0.10 港元 之普通股				
At 1st January	於一月一日	1,000,000	100,000	3,500	350
Increase in authorised share capital	法定股本 增加	–	–	996,500	99,650
At 31st December	於十二月三十一日	1,000,000	100,000	1,000,000	100,000
Issued and fully paid	已發行及繳足				
– ordinary shares of HK\$0.10 each	– 每股面值0.10 港元 之普通股				
At 1st January	於一月一日	407,500	40,750	207	21
Issue of shares in connection with the group reorganisation	為集團重組 而發行 股份	–	–	61	6
Issue of shares through public offering and placing	藉公开发售及 配售而 發行股份	–	–	107,500	10,750
Capitalisation of share premium	股份溢價 撥充資本	–	–	299,732	29,973
Issue of shares through placing (i)	透過配售而發行 股份 (i)	40,000	4,000	–	–
Repurchases of shares (ii)	購回股份 (ii)	(5,800)	(580)	–	–
At 31st December	於十二月三十一日	441,700	44,170	407,500	40,750

NOTES TO THE ACCOUNTS

帳目附註

26 SHARE CAPITAL (continued)

Notes –

- i. Pursuant to the placing agreement dated 1st February 2002 entered into between a substantial shareholder (“the Vendor”) of the Company and a placing agent, 40,000,000 existing shares held by the Vendor were placed to certain independent third parties at HK\$2.95 per placing share. Further, pursuant to a subscription agreement dated 1st February 2002, the Company issued 40,000,000 new shares to the Vendor at HK\$2.95 per subscription share. These shares were issued to the Vendor on 15th February 2002.
- ii. During the year, the Company repurchased 5,800,000 ordinary shares at an aggregate price of approximately HK\$12,128,000 (before expenses). These shares were subsequently cancelled. The nominal value of the cancelled shares of approximately HK\$580,000 was credited to capital redemption reserve.

26 股本 (續)

附註 –

- i. 根據本公司一位主要股東(「賣方」)與一位配售代理於二零零二年二月一日訂立的配售協議，賣方將持有的40,000,000股現有股份向若干獨立第三方配售，配售價每股2.95港元。此外，根據二零零二年二月一日訂立的認購協議，本公司向賣方發行40,000,000股新股，認購價每股2.95港元。本公司於二零零二年二月十五日向賣方發行此等股份。
- ii. 本年度內，本公司以總值約12,128,000港元(未計開支前)購回5,800,000股普通股。該等股份其後已被註銷。已註銷股份的面值約為580,000港元，並撥入資本贖回儲備內。

Date of repurchase 購回日期		Number of ordinary shares repurchased 購回之普通股數目	Price per share 每股價格	Aggregate price paid 已繳總額
		'000 千股	HK\$ 港元	HK\$'000 千港元
21st March 2002	二零零二年三月二十一日	2,000	1.800	3,600
21st March 2002	二零零二年三月二十一日	500	1.770	885
22nd March 2002	二零零二年三月二十二日	800	1.600	1,280
22nd March 2002	二零零二年三月二十二日	500	1.590	795
24th October 2002	二零零二年十月二十四日	350	2.800	980
24th October 2002	二零零二年十月二十四日	650	2.775	1,804
25th October 2002	二零零二年十月二十五日	630	2.775	1,748
25th October 2002	二零零二年十月二十五日	370	2.800	1,036
		<u>5,800</u>		<u>12,128</u>

NOTES TO THE ACCOUNTS

帳目附註

27 SHARE OPTIONS

The Company has a share option scheme, under which it may grant options to employees of the Group (including executive directors of the Company) to subscribe for shares in the Company, subject to a maximum of 30% of the nominal value of the issued share capital of the Company from time to time, excluding for this purpose any shares issued on the exercise of options granted under the scheme. The subscription price will be determined by the Company's board of directors, and will not be less than the highest of:

- (a) the closing price of the shares as stated in The Stock Exchange of Hong Kong Limited ("SEHK") daily quotations sheet on the date of offer;
- (b) the average closing price of the shares as stated in the SEHK daily quotations sheets for the five business days immediately preceding the date of offer; and
- (c) the nominal value of the shares.

As at 31st December 2002, no option has been granted under the share option scheme.

27 購股權

本公司設有一項購股權計劃，據此可向本集團僱員（包括本公司執行董事）授出購股權，認購最多可達本公司不時已發行股本30%面值之股份（就此而言，並不包括行使根據該計劃所授出之購股權而發行之任何股份）。認購價將由本公司董事會釐定，而且不會低於下列三者的最高價格：

- (a) 股份在購股權授出之日，於香港聯合交易所有限公司（「聯交所」）日報表所報之收市價；
- (b) 股份在緊接購股權授出之日前五個交易日，於聯交所日報表所報之平均收市價；及
- (c) 股份面值。

於二零零二年十二月三十一日，本公司並無根據購股權計劃授出任何購股權。

NOTES TO THE ACCOUNTS

帳目附註

28 EQUITY

Movements of equity were:

Consolidated –

28 股權

股權變動如下：

綜合 –

		2002 二零零二年								
		Share capital	Share premium	Capital reserve	Capital redemption reserve	Properties revaluation reserve	Cumulative translation adjustments	Retained earnings/ (Accumulated deficit)	Proposed dividends	Total
		股本	股份溢價	資本儲備	贖回儲備	物業重估儲備	累計匯兌調整	保留溢利/ (累積虧絀)	擬派股息	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st January 2002	於二零零二年一月一日	40,750	144,380	10,482	-	1,443	(8,183)	25,278	3,550	217,700
Translation adjustments	匯兌調整	-	-	-	-	-	3,494	-	-	3,494
Deficit on revaluation of properties not recognised in the profit and loss account	未確認於損益帳中的重估物業虧絀	-	-	-	-	(148)	-	-	-	(148)
Net gains/(losses) not recognised in the profit and loss account	未確認於損益帳中的收益/(虧損)淨額	-	-	-	-	(148)	3,494	-	-	3,346
Loss for the year	本年度虧損	-	-	-	-	-	-	(30,833)	-	(30,833)
Final dividends for the year ended 31st December 2001, paid (HK\$0.008 per share)	已付截至二零零一年十二月三十一日止年度之末期股息 (每股0.008港元)	-	-	-	-	-	-	-	(3,550)	(3,550)
Issue of shares through placing	透過配售發行股份	4,000	114,000	-	-	-	-	-	-	118,000
Share issue expenses	發行股份開支	-	(2,984)	-	-	-	-	-	-	(2,984)
Repurchases of shares	購回股份	(580)	(11,548)	-	580	-	-	(580)	-	(12,128)
Share repurchase expenses	股份購回開支	-	(48)	-	-	-	-	-	-	(48)
At 31st December 2002	於二零零二年十二月三十一日	44,170	243,800	10,482	580	1,295	(4,689)	(6,135)	-	289,503
Representing:	代表：									
Company and subsidiaries	本公司與附屬公司	44,170	243,800	10,482	580	1,295	(4,689)	(6,085)	-	289,553
Associated company	聯營公司	-	-	-	-	-	-	(50)	-	(50)
		44,170	243,800	10,482	580	1,295	(4,689)	(6,135)	-	289,503

NOTES TO THE ACCOUNTS

帳目附註

28 EQUITY (continued)

Consolidated –

		2001 二零零一年							
		Share capital	Share premium	Capital reserve	Properties revaluation reserve	Cumulative translation adjustments	Retained earnings	Proposed dividends	Total
		股本	股份溢價	資本儲備	物業重估儲備	累計匯兌調整	保留溢利	擬派股息	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st January 2001	於二零零一年一月一日	21	52,355	50,747	-	(6,252)	60,637	24,901	182,409
Translation adjustments	匯兌調整	-	-	-	-	(1,931)	-	-	(1,931)
Surplus on revaluation of properties not recognised in the profit and loss account	未確認於損益帳中的重估物業盈餘	-	-	-	1,443	-	-	-	1,443
Net gains/(losses) not recognised in the profit and loss account	未確認於損益帳中的收益/(虧損)淨額	-	-	-	1,443	(1,931)	-	-	(488)
Profit for the year	本年度溢利	-	-	-	-	-	26,137	-	26,137
Final dividends for the year ended 31st December 2000, paid	已付截至二零零零年十二月三十一日止年度末期股息	-	-	-	-	-	-	(24,901)	(24,901)
Special dividends paid to shareholders of the Company prior to reorganisation	重組前已付本公司股東之特別股息	-	-	-	-	-	(48,573)	-	(48,573)
Interim dividends for the year ended 31st December 2001, paid (HK\$0.023 per share)	已付截至二零零一年十二月三十一日止年度中期股息(每股0.023港元)	-	-	-	-	-	(9,373)	-	(9,373)
Final dividends for the year ended 31st December 2001, proposed (HK\$0.008 per share)	截至二零零一年十二月三十一日止年度擬派末期股息(每股0.008港元)	-	-	-	-	-	(3,550)	3,550	-
Issue of shares in connection with the reorganisation	為重組而發行股份	6	40,259	(40,265)	-	-	-	-	-
Issue of shares through public offering and placing	透過公開發售和配售而發行股份	10,750	105,350	-	-	-	-	-	116,100
Share issue expenses	發行股份開支	-	(23,611)	-	-	-	-	-	(23,611)
Capitalisation of share premium	股份溢價撥充資本	29,973	(29,973)	-	-	-	-	-	-
At 31st December 2001	於二零零一年十二月三十一日	40,750	144,380	10,482	1,443	(8,183)	25,278	3,550	217,700

28 股權 (續)

綜合 –

NOTES TO THE ACCOUNTS

帳目附註

28 EQUITY (continued)

Company –

28 股權 (續)

本公司 –

		2002 二零零二年							
		Share capital	Share premium	Contributed surplus	Capital reserve	Capital redemption reserve	Retained earnings/ (Accumulated deficit)	Proposed dividends	Total
		股本	股份溢價	繳入盈餘	資本儲備	資本贖回儲備	保留溢利/ (累積虧絀)	擬派股息	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st January 2002	於二零零二年一月一日	40,750	144,380	16,692	4,492	-	3,194	3,550	213,058
Loss for the year	本年度虧損	-	-	-	-	-	(26,902)	-	(26,902)
Final dividends for the year ended 31st December 2001, paid (HK\$0.008 per share)	已付截至二零零一年十二月三十一日止年度末期股息 (每股0.008港元)	-	-	-	-	-	-	(3,550)	(3,550)
Issue of shares through placing	透過配售發行股份	4,000	114,000	-	-	-	-	-	118,000
Share issue expenses	發行股份開支	-	(2,984)	-	-	-	-	-	(2,984)
Repurchases of shares	購回股份	(580)	(11,548)	-	-	580	(580)	-	(12,128)
Share repurchase expenses	股份購回開支	-	(48)	-	-	-	-	-	(48)
At 31st December 2002	於二零零二年十二月三十一日	44,170	243,800	16,692	4,492	580	(24,288)	-	285,446

NOTES TO THE ACCOUNTS

帳目附註

28 EQUITY (continued)

Company –

28 股權 (續)

本公司 –

		2001 二零零一年						
		Share capital	Share premium	Contributed Surplus	Capital reserve	Retained earnings	Proposed dividends	Total
		股本	股份溢價	繳入盈餘	資本儲備	保留溢利	擬派股息	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st January 2001	於二零零一年一月一日	21	52,355	48,692	-	4	24,901	125,973
Profit for the year	本年度溢利	-	-	-	-	32,686	-	32,686
Final dividends for the year ended 31st December 2000, paid	已付截至二零零零年 十二月三十一日 止年度末期股息	-	-	-	-	-	(24,901)	(24,901)
Special dividends paid to shareholders of the Company prior to reorganisation	重組前已付本公司 股東之特別股息	-	-	-	-	(48,573)	-	(48,573)
Interim dividends for the year ended 31st December 2001, paid (HK\$0.023 per share)	已付截至二零零一年 十二月三十一日 止年度中期股息 (每股0.023港元)	-	-	-	-	(9,373)	-	(9,373)
Final dividends for the year ended 31st December 2001, proposed (HK\$0.008 per share)	截至二零零一年 十二月三十一日 止年度擬派末期股息 (每股0.008港元)	-	-	-	-	(3,550)	3,550	-
Issue of shares in connection with the reorganisation	為重組而 發行股份	6	40,259	-	4,492	-	-	44,757
Issue of shares through public offering and placing	透過公開發售和配售 而發行股份	10,750	105,350	-	-	-	-	116,100
Share issue expense	發行股份開支	-	(23,611)	-	-	-	-	(23,611)
Capitalisation of share premium	股份溢價撥充資本	29,973	(29,973)	-	-	-	-	-
Transfer to retained profit	轉撥至保留溢利	-	-	(32,000)	-	32,000	-	-
At 31st December 2001	於二零零一年 十二月三十一日	40,750	144,380	16,692	4,492	3,194	3,550	213,058

NOTES TO THE ACCOUNTS

帳目附註

29 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

29 綜合現金流量表附註

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

(a) 以下為稅前(虧損)/溢利與經營業務的現金流入/(流出)淨額的對帳:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
(Loss)/profit from operations	經營(虧損)/溢利	(14,158)	40,205
Interest income	利息收入	(6,883)	(2,630)
Depreciation of property and equipment	物業及設備折舊	10,914	7,549
Amortisation of goodwill	商譽攤銷	366	-
Loss/(Gain) on disposal of equipment	出售設備虧損/(收益)	65	(90)
Deficit on revaluation of properties	物業重估虧絀	532	2,805
Gain on disposal of other investments	出售其他投資之收益	(866)	-
Unrealised gain on other investments	其他投資之未變現收益	(1,689)	-
Dividend income from long-term investments	長期投資之股息收入	(167)	-
Dividend income from other investments	其他投資之股息收入	(46)	-
(Increase)/Decrease in finance lease receivables	融資租賃應收款項 (增加)/減少	(36,546)	1,397
Decrease in inventories	存貨減少	11,678	4,012
Decrease/(Increase) in accounts receivable	應收帳款減少/(增加)	87,920	(143,055)
(Increase)/Decrease in prepayments, deposits and other receivables	預付款項、按金及其他 應收款項(增加)/減少	(1,827)	1,867
(Decrease)/Increase in bills and accounts payable	應付票據及應付帳款 (減少)/增加	(11,676)	1,871
(Decrease)/Increase in accruals and other payables	應計費用及其他應付款項 (減少)/增加	(3,858)	11,987
Hong Kong profits tax paid	已付香港利得稅	(140)	(5,565)
Overseas taxation paid	已付海外稅項	(12,480)	(7,956)
Net cash inflow/(outflow) from operating activities	經營業務的現金流入/ (流出)淨額	21,139	(87,603)

NOTES TO THE ACCOUNTS

帳目附註

29 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT *(continued)*

(b) Acquisition of businesses

During the year, the Group acquired certain motor vehicle and equipment financing businesses from Sunshine Finance Co., Ltd. (see Note 3(c)), details of which are as follows:

29 綜合現金流量表附註 (續)

(b) 收購業務

本年度內，本集團向勝山實業股份有限公司收購若干汽車與設備融資業務(見附註3(c))，詳情如下：

		HK\$'000 千港元
Net assets acquired – Finance lease receivables	收購資產淨值 – 融資租約	37,784
Goodwill	應收款項商譽	9,283
Total purchase price paid and net cash outflow in respect of acquisition of businesses	已付總收購價及收購業務 之現金流出淨額	<u>47,067</u>

NOTES TO THE ACCOUNTS

帳目附註

29 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

(c) Analysis of changes in financing is as follows:

29 綜合現金流量表附註 (續)

(c) 融資變動分析如下：

		Share capital and share premium	Bank loans	Loans from financial institutions	Due to related companies	Minority interests and amount due to a minority shareholder	Total
		股本及 股份溢價	銀行貸款	財務機構 貸款	應付關連 公司款項	名少數權益 股東之款項	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Balance as at	於二零零一年						
31st December 2001	十二月三十一日的結餘	52,376	119,977	10,538	148	47	183,086
Issue of shares in connection with the reorganisation	為重組而 發行股份	40,265	-	-	-	-	40,265
Issue of shares	發行股份	116,100	-	-	-	-	116,100
Share issue expenses	發行股份開支	(23,611)	-	-	-	-	(23,611)
New loans	新造貸款	-	245,316	6,149	-	-	251,465
Repayment of loans	償還貸款	-	(104,744)	(4,346)	-	-	(109,090)
Decrease in amount due to related companies	應付關連公司 款項減少	-	-	-	(148)	-	(148)
Decrease in amount due to a minority shareholder of a subsidiary	應付附屬公司一名 少數權益股東 款項減少	-	-	-	-	(363)	(363)
Attributable to disposal of interest in a subsidiary	出售附屬 公司權益	-	-	-	-	(484)	(484)
Share of profit for the year	所佔本年度溢利	-	-	-	-	380	380
Balance as at	於二零零一年十二月						
31st December 2001	三十一日的結餘	185,130	260,549	12,341	-	(420)	457,600
Issue of share	發行股份	118,000	-	-	-	-	118,000
Share issue expenses	發行股份開支	(2,984)	-	-	-	-	(2,984)
Repurchase of shares	購回股份	(12,128)	-	-	-	-	(12,128)
Share repurchase expenses	購回股份開支	(48)	-	-	-	-	(48)
New loans	新造貸款	-	304,333	-	-	-	304,333
Repayment of loans	償還貸款	-	(260,549)	(10,852)	-	-	(271,401)
Share of loss for the year	所佔本年度虧損	-	-	-	-	(536)	(536)
Balance as at	於二零零二年十二月						
31st December 2002	三十一日的結餘	287,970	304,333	1,489	-	(956)	592,836

NOTES TO THE ACCOUNTS

帳目附註

30 COMMITMENTS

(a) Capital commitments

The Group has the following capital commitments for purchases of properties and equipment:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Contracted but not provided for	已訂約但未撥備	10,651	-
Authorised by the Directors but not contracted for	已經董事批准但未訂約	623	-
		11,274	-

(b) Operating commitments

The Group has operating lease commitments in respect of rented premises under non-cancellable operating lease agreements extending to December 2008. The total amount of commitments payable under these agreements is analysed as follows:

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Amounts payable within a period	須於下列年內支付		
- within one year	- 一年內	7,952	5,683
- of between two to five years	- 二至五年內	11,932	3,641
- over five years	- 五年後	642	1,273
		20,526	10,597

(c) Foreign currency forward contracts

		2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Commitment to buy US\$528,000 and EUR\$300,000 (2001: US\$15,000,000 and EUR\$200,000)	承諾購入528,000美元及300,000歐元(二零零一年: 15,000,000美元及200,000歐元)	6,385	118,420

30 承擔

(a) 資本承擔

本集團就購入物業及設備有下列的資本承擔：

	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Contracted but not provided for	10,651	-
Authorised by the Directors but not contracted for	623	-
	11,274	-

(b) 經營承擔

本集團根據已續期至二零零八年十二月之不可撤銷經營租賃協議而有物業租金之經營租賃承擔。根據此等協議須付之承擔總額分析如下：

	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Amounts payable within a period		
- within one year	7,952	5,683
- of between two to five years	11,932	3,641
- over five years	642	1,273
	20,526	10,597

(c) 外幣遠期合約

	2002 二零零二年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元
Commitment to buy US\$528,000 and EUR\$300,000 (2001: US\$15,000,000 and EUR\$200,000)	6,385	118,420

NOTES TO THE ACCOUNTS

帳目附註

31 BANKING FACILITIES

As at 31st December 2002, the Group had the following banking facilities for overdrafts, loans, and trade financing:

		2002 二零零二年		2001 二零零一年	
		Amount available 可供動用 金額 HK\$'000 千港元	Amount utilised 已動用 金額 HK\$'000 千港元	Amount available 可供動用 金額 HK\$'000 千港元	Amount utilised 已動用 金額 HK\$'000 千港元
	Note 附註				
Unsecured long-term syndication loans	無抵押長期銀團貸款 (a)	140,000	100,000	-	-
Short-term banking facilities	短期銀行貸款之銀行備用額 (b)	557,814	210,831	547,955	275,401
		697,814	310,831	547,955	275,401

Notes-

- a. The Group is required to comply with certain financial covenants imposed by the banks in respect of such unsecured long-term syndication loans. The financial covenants include, among others, the maintenance of consolidated tangible net worth of not less than HK\$280,000,000;
- b. These facilities were secured by:
- (i) Pledges of certain of the Group's inventories with a carrying amount of approximately HK\$40,470,000 (2001: HK\$57,955,000) held under trust receipt loans;
- (ii) Pledges of the Group's other investment in Taiwan with a net book value of approximately HK\$1,743,000 (2001: nil) (see Note 20);

31 銀行備用額

於二零零二年十二月三十一日，本集團有以下透支、貸款及貿易融資之銀行備用額：

		2002 二零零二年		2001 二零零一年	
		Amount available 可供動用 金額 HK\$'000 千港元	Amount utilised 已動用 金額 HK\$'000 千港元	Amount available 可供動用 金額 HK\$'000 千港元	Amount utilised 已動用 金額 HK\$'000 千港元
	附註				
Unsecured long-term syndication loans	無抵押長期銀團貸款 (a)	140,000	100,000	-	-
Short-term banking facilities	短期銀行貸款之銀行備用額 (b)	557,814	210,831	547,955	275,401
		697,814	310,831	547,955	275,401

附註一

- a. 本集團必須遵行就有關該無抵押長期銀團貸款由銀行實施的若干財務契諾。此等財政契諾當中包括必須維持綜合有形淨值不得少於280,000,000港元；
- b. 此等備用額以下列為抵押：
- (i) 本集團以信託收據銀行貸款持有的存貨，其帳面淨值約為40,470,000港元（二零零一年：57,955,000港元）；
- (ii) 本集團以帳面淨值約1,743,000港元（二零零一年：無）於台灣之其他投資作抵押（見附註20）；

NOTES TO THE ACCOUNTS

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31 BANKING FACILITIES (continued)

- (iii) Pledges over certain inventories (vehicles) owned by the Group with a carrying value of approximately HK\$1,504,000 (2001: HK\$5,228,000) (see Note 17);
- (iv) Pledges of the Group's bank deposits in Taiwan of approximately HK\$6,455,000 (2001: HK\$3,476,000) (see Note 21);
- (v) Pledges over certain vehicles of the Group's customers which are pledged to the Group as security for finance leases granted by the Group;
- (vi) Corporate guarantees provided by the Company.

In addition, the Group is required to comply with certain financial covenants imposed by the banks. The financial covenants include, among others, maintenance of consolidated net worth of not less than HK\$300,000,000 and consolidated net gearing ratio of not greater than 0.7:1. The Group has not fulfilled these two covenants as at 31st December 2002, but have obtained waivers from the relevant banks subsequent to 31st December 2002.

The Directors are confident that the Group will be able to continue to meet the required financial covenants in the future and maintain similar terms and conditions with the Group's banks.

31 銀行備用額 (續)

- (iii) 由本集團擁有若干存貨(車輛)作為抵押，其帳面淨值約1,504,000港元(二零零一年：5,228,000港元)(見附註17)；
- (iv) 本集團抵押約值6,455,000港元(二零零一年：3,476,000港元)於台灣之銀行存款(見附註21)；
- (v) 將抵押予本集團之若干客戶汽車用作擔保品，以抵押本集團獲授之融資租約；
- (vi) 本公司提供的公司擔保。

此外，本集團必須遵行若干由銀行實施的財務契諾，此等財務契諾當中包括必須維持綜合有形資產淨值不得少於300,000,000港元及綜合淨資本負債比率不得超過0.7:1。於二零零二年十二月三十一日未能履行此兩項契諾，但獲有關銀行豁免於二零零二年十二月三十一日以後遵守該等契諾。

董事有信心本集團將可於未來符合必須的財務契諾，並與本集團的銀行維持相似條款及條件。

NOTES TO THE ACCOUNTS

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32 CONTINGENT LIABILITIES

Details of contingent liabilities not provided for in the accounts are:

		Consolidated		Company	
		綜合入帳		本公司	
		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
		千港元	千港元	千港元	千港元
Guarantees provided by the Company in respect of banking facilities granted to its subsidiaries	本公司就其附屬公司獲授之銀行備用額所提供之擔保	-	-	426,292	403,400
Guarantees provided in respect of banking facilities granted to customers	本公司就客戶獲授之銀行備用額所提供之擔保	68,495	-	-	-
Guarantees provided in favour of a subsidiary's supplier	本集團為一家附屬公司之供應商提供之擔保	-	-	7,000	-
		68,495	-	433,292	403,400

33 SUBSEQUENT EVENT

In April 2003, the Group entered into an agreement to dispose approximately 1.3% equity interest in U-Drive Company Limited, a 95%-owned subsidiary to an independent third party, at a consideration of approximately HK\$10,612,000 (2001: nil) and the Group recognised a gain on disposal of approximately HK\$10,936,000 (2001: nil) .

32 或然負債

未有在帳目中計提撥備之或然負債詳情如下：

33 結算日後事項

於二零零三年四月，本集團與一獨立第三者簽訂協議出售其一家擁有95%權益附屬公司任我行有限公司約1.3%股權，代價約10,612,000港元（二零零一年：無）。本集團就此確認出售收益約10,936,000港元（二零零一年：無）。