

賬目附註

Notes to the Accounts

1. 主要會計政策

編製賬目所採納之主要會計政策如下：

(a) 編製基準

本賬目乃按照香港普遍採納之會計原則及香港會計師公會頒佈之準則編製。賬目並依據歷史成本常規法編製，惟若干投資證券、債務證券及其他投資乃按公平值列賬(見下文會計政策)。

香港會計師公會新頒佈及修訂多項香港財務報告準則及香港會計準則(「香港財務報告準則」)，該等準則於二零零五年一月一日或之後開始的會計期間生效。本集團截至二零零四年十二月三十一日止年度的帳目並無提早採用該等新香港財務報告準則。本集團正在評估採用該等香港財務報告準則的影響，但現時未能說明該等香港財務報告準則對其經營及財政狀況會否造成重大影響。

本公司之董事會(「董事會」)確認，董事已評估本集團於其聯營公司—康恩發展有限公司(「康恩」)之投資載於本集團於二零零四年十二月三十一日之綜合賬目之價值，而彼等相信，就彼等所深知，於二零零四年十二月三十一日，本集團於康恩之投資已正確列值。

董事會另亦確認，董事已評估康恩於二零零四年十二月三十一日持有之投資物業之估值，並確認就彼等所深知，該等投資物業載於康恩於二零零四年十二月三十一日之財務報表之價值，乃該等資產於該日之公平估值。

1. 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 accounting standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). They have been prepared under the historical cost convention except that, as disclosed in the accounting policies below, certain investment securities, debt securities and other investments are stated at fair value.

The HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards ("new HKFRSs") which are effective for accounting periods beginning on or after 1st January, 2005. The Group has not early adopted these new HKFRSs in the accounts for the year ended 31st December, 2004. The Group is assessing the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a significant impact on its results of operations and financial position.

The board of directors of the Company (the "Board") confirm that they have assessed the value at which the Group's investment in its associate, Honnex Development Limited ("Honnex"), was stated in the Group's consolidated accounts as at 31st December, 2004 and they believe that to the best of their knowledge, the Group's investment in Honnex is correctly stated as at 31st December, 2004.

The Board further confirm that they have assessed the valuation of the investment properties held by Honnex as at 31st December, 2004 and confirm that to the best of their knowledge the value of these investment properties as stated in the financial statements of Honnex as at 31st December, 2004 represent the fair valuation of these assets as at that date.

賬目附註

Notes to the Accounts

1. 主要會計政策(續)

(b) 綜合賬基準

綜合賬包括本公司及其附屬公司計算至十二月三十一日之賬目。附屬公司指本集團控制董事會之組成、超過半數投票權或持有過半數發行股本之公司。於本年度內收購或售出之附屬公司，其業績由收購生效日起計或計至出售生效日止(如適用)入綜合損益賬內。

所有本集團內公司間之重大交易及結餘已於綜合賬目時對銷。

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準備入賬。本公司將附屬公司之業績按已收及應收股息入賬。

(c) 投資

(i) 聯營公司(並非附屬公司)為本集團持有其股權作為長期投資，並對其管理具有重大影響力之公司。

綜合損益賬包括本集團所佔聯營公司之本年度業績，而綜合資產負債表包括本集團所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準備列賬。本公司將聯營公司之業績按已收及應收股息入賬。

當在聯營公司之投資賬面值到達零，便不再採用權益會計法，除非本集團就該聯營公司已產生承擔或有擔保之承擔。

(ii) 成立共同控權合資公司乃一項合約安排，據此本集團及其他訂約方進行一項受共同控制之經濟活動，而參與各方概不能單方面控制對該經濟活動。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(b) Consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries up to 31st December. Subsidiaries are those entities in which the Group 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.

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.

(c) Investments

(i) 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 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.

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.

(ii) A jointly controlled entity 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.

賬目附註

Notes to the Accounts

1. 主要會計政策(續)

(c) 投資(續)

綜合損益賬包括本集團應佔共同控權合資公司本年度業績，而綜合資產負債表則包括本集團應佔共同控權合資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，共同控權合資公司之投資以成本值減去減值虧損準備列賬。本公司將共同控權合資公司之業績按已收及應收股息入賬。

共同控權合資公司尚未開展業務。

- (iii) 投資證券及債務證券包括並非為買賣用途而持有之上市及非上市證券，分別按結算日之公平值及董事會所作估值列賬。個別證券之公平值或董事會所作估值之變動均計入重估投資儲備，直至證券售出或確定減值為止。出售證券時，代表出售所得款項淨額與有關證券賬面值之差額之累計損益，將與撥自重估投資儲備之有關盈餘／虧絀一併計入損益賬。

個別投資均定期檢討，以釐定是否有減值。當投資被視為出現減值時，於重估投資儲備中記錄之累計虧損在損益賬中支銷。

因出現減值而從重估投資儲備撥入損益賬之數額，將於導致減值之情況及事件不再出現時自損益賬內撥回。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(c) Investments (continued)

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

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

The jointly controlled entities have not started operation.

- (iii) Investment securities and debt securities including those listed and unlisted securities which are held for non-trading purpose are stated at fair value and directors' valuation respectively at the balance sheet date. Changes in the fair value or directors' valuation of individual securities are credited or debited to the investment revaluation reserve until the security is sold, or is determined to be impaired. Upon disposal, 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.

Individual investments are reviewed regularly to determine whether they are impaired. When an investment is considered to be impaired the cumulative loss recorded in the investment revaluation reserve is taken to the profit and loss account.

Transfers from the investment revaluation reserve to the profit and loss account as a result of impairments are written back in the profit and loss account when the circumstances and events leading to the impairment cease to exist.

賬目附註

Notes to the Accounts

1. 主要會計政策(續)

(c) 投資(續)

(iv) 其他投資及債務證券按公平值入賬。於每年結算日，因其他投資及債務證券之公平值變動而產生之未變現盈虧淨額將計入損益賬。出售其他投資及債務證券之盈虧即出售所得款項淨額與賬面值之差額，概於出現時計入損益賬。

(d) 經營及其他應收款

凡被視為屬呆賬之經營及其他應收款，均提撥準備。在資產負債表內列賬之經營及其他應收款已扣除有關之準備金。

(e) 現金及現金等價物

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手頭現金、銀行通知存款、由投資日起計三個月內到期之現金投資及銀行透支。

(f) 或然負債及或然資產

或然負債指因為過往事件而可能引起之承擔，而其存在只能就集團控制範圍以外之一宗或多宗不確定未來事件之出現而確認。或然負債亦可能是因為過往事件引致之現有承擔，但由於可能不需要有經濟資源流出，或承擔金額未能可靠衡量而未有記賬。

或然負債不會被確認，但會在賬目附註中披露。假若資源流出之可能性改變導致可能出現資源流出，則確認為準備。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(c) Investments (continued)

(iv) Other investments and debt securities 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 and debt securities are recognised in the profit and loss account. Profits or losses on disposal of other investments and debt securities, representing the difference between the net sales proceeds and the carrying amounts, are recognised in the profit and loss account as they arise.

(d) Trade and other receivables

Provision is made against trade and other receivables to the extent they are considered to be doubtful. Trade and other receivables in the balance sheet are stated net of such provision.

(e) Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purpose 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.

(f) 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.

賬目附註

Notes to the Accounts

1. 主要會計政策(續)

(f) 或然負債及或然資產(續)

或然資產指因為過往事件而可能產生之資產，而其存在只能就集團控制範圍以外之一宗或多宗不確定事件之出現而確認。

或然資產不會被確認，但會於經濟收益有可能流入時在賬目附註中披露。若實質確定有收益流入，則確認為資產。

(g) 遞延稅項

遞延稅項乃採用負債法，就資產及負債之課稅基礎與其於賬目內賬面值間產生之暫時差異全數撥備。於結算日訂立或實際上訂立之稅率乃用作計算遞延稅項。

遞延稅項資產乃以日後有可能動用作為與暫時差異抵銷之應課稅溢利為限予以確認。

遞延稅項乃就於附屬公司、聯營公司及共同控權合資公司之投資產生之暫時差異撥備，惟撥回暫時差異之時間可予控制及有可能不會於可見將來撥回暫時差異則另作別論。

於過往年度，遞延稅項乃按現行稅率，就課稅而計算之溢利與賬目載列之溢利間之時差入賬，惟以預期於可見將來應支付或應收回之負債或資產之數額為限。採納經修正之會計實務準則第12號代表會計政策有所改變，並須作出追溯應用。然而，此項會計政策變動被視為對本集團於過往年度之業績並無重大影響，因此，期初結餘及比較數字並無予以重列。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(f) 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.

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.

(g) Deferred taxation

Deferred taxation is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the accounts. Taxation rates enacted or substantively enacted by the balance sheet date are used to determine deferred taxation.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred taxation is provided on temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

In prior years, deferred taxation was 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 was expected to be payable or recoverable in the foreseeable future. The adoption of the revised SSAP 12 represents a change in accounting policy which requires retrospective application. However, the effect of this change in accounting policy is considered not material to the Group's results in prior years and therefore the opening balances and comparative figures herein have not been restated.

賬目附註

Notes to the Accounts

1. 主要會計政策(續)

(h) 收益確認

股息收入在收取股息之權利確定時確認。銀行利息，非買賣債務證券及債務證券利息收入在考慮未償還本金額及適用利率後按時間比例確認。收購持至到期日之證券之折讓或溢價，乃於截至到期日止期間攤銷。

(i) 外幣換算

以外幣進行之交易以交易日期之匯率折算。於結算日以外幣顯示之貨幣資產及負債均按結算日之匯率折算。一切滙兌差額均撥入損益賬。

(j) 借貸成本

所有借貸成本於產生之年度在損益賬扣除。

1. PRINCIPAL ACCOUNTING POLICIES (continued)

(h) Revenue recognition

Dividend income is recognised when the right to receive payment is established. Bank interest income, interest income from non-trading debt securities and debt securities are recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable. Discount or premium on acquisition of held-to-maturity securities is amortised over the period to maturity.

(i) 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. All exchange differences are dealt with in the profit and loss account.

(j) Borrowing costs

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

賬目附註

Notes to the Accounts

2. 營業額

本公司及其附屬公司之主要業務為持有上市及非上市證券。

2. TURNOVER

The principal activity of the Company and its subsidiaries is the holding of listed and unlisted securities.

	2004	2003
	二零零四年	二零零三年
	HK\$	HK\$
	港元	港元
Interest income from non-trading debt securities 非買賣債務證券之利息收入	16,230,206	—
Amortisation of held-to-maturity securities 持至到期日之證券之攤銷	6,096,388	—
Interest income from debt securities 債務證券之利息收入	550,940	3,697,106
Bank interest income 銀行利息收入	3,811,189	3,592,553
Dividend income from 來自下列項目之股息收入		
– listed investments 上市投資	904,550	107,600
– unlisted investments 非上市投資	—	282,324
	27,593,273	7,679,583

本集團只從事單一投資控股業務。

The Group operates in a single business segment of investments holding.

由於本集團綜合營業額及綜合經營業績少於10%源自海外業務，故無按地域分析本集團之營業額及經營業績。

No geographical analysis is provided as less than 10% of the consolidated turnover and less than 10% of the consolidated trading results of the Group are attributable to operations outside Hong Kong.

賬目附註

Notes to the Accounts

3. 經營溢利

3. OPERATING PROFIT

	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Operating profit is stated after charging the following: 經營溢利已扣除下列各項：		
Staff cost (excluding directors' emoluments) 員工成本(董事酬金除外)	358,294	390,332
Auditors' remuneration 核數師酬金	330,000	225,000
Net exchange loss 外匯虧損淨額	281,437	4,391,351

4.(a) 董事酬金

4.(a) DIRECTORS' EMOLUMENTS

	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Fees: 袍金：		
Executive directors 執行董事	100,000	100,000
Non-executive directors 非執行董事	330,000	80,000
	430,000	180,000

賬目附註

Notes to the Accounts

4.(a) 董事酬金 (續)

上述袍金乃根據所有董事(包括執行及非執行董事)對本集團之服務按服務年期比例支付。

支付予董事之酬金組別如下：

Emolument band (HK\$)
酬金組別 (港元)

nil – 1,000,000
無 – 1,000,000

4.(a) DIRECTORS' EMOLUMENTS (continued)

The above fees were paid to all directors, executive and non-executive, in respect of their length of service to the Group.

The emoluments of directors fell within the following band:

Number of directors	
董事數目	
2004	2003
二零零四年	二零零三年

11	9
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4.(b) 五位最高薪酬人士

本年度本集團五位最高薪酬人士包括四名董事，其酬金已反映在附註4(a)內。其餘一位(二零零三年：二位)僱員本年度的薪酬分析如下：

4.(b) FIVE HIGHEST PAID INDIVIDUALS

The five individuals whose emoluments were the highest in the Group for the year include four directors whose emoluments are reflected in the analysis presented in 4(a). The emoluments payable to one (2003: two) employee during the year are as follows:

2004	2003
二零零四年	二零零三年
HK\$	HK\$
港元	港元

Basic salaries
基本薪金

246,294	280,300
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Bonus
花紅

100,000	20,000
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Retirement scheme contribution
退休計劃供款

12,000	13,000
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Termination benefits
終止僱用福利

—	77,032
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358,294	390,332
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賬目附註

Notes to the Accounts

5. 稅項

香港利得稅乃按本年度之估計應課溢利以稅率17.5% (二零零三年：17.5%) 提撥準備。

於綜合損益賬支出／(撥回) 之稅項款額乃指：

5. TAXATION

Hong Kong profits tax has been provided at the rate of 17.5% (2003: 17.5%) on the estimated assessable profits for the year.

The amount of taxation charged/(credited) to the consolidated profit and loss account represents:

	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Current taxation 本年度稅項		
– Under/(over) provisions in prior years – 過往年度撥備不足／(超額撥備)	2,613,812	(4,781,725)
Share of taxation attributable to: 攤佔下列公司之稅項：		
Associated companies 聯營公司	584,276	(16,961)
Taxation charge/(credit) 稅項支出／(撥回)	3,198,088	(4,798,686)

由於資產及負債之課稅基礎及其賬面值之暫時差異對本集團並無重大影響，故毋須確認遞延稅項。

遞延收入稅項資產乃就所結轉之稅項虧損而予以確認，惟以有可能透過日後之應課稅溢利變現之相關稅項利益為限。於二零零四年十二月三十一日，本集團之未確認估計稅項虧損為2,145,217港元 (二零零三年：2,145,217港元)，可予以結轉以抵銷日後之應課稅收入。此等稅項虧損並無屆滿日期。

Deferred tax is not recognised as the temporary difference between the tax bases of assets and liabilities and their carrying amounts are not material to the Group.

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. As at 31st December, 2004, the Group has unrecognised estimated tax losses of HK\$2,145,217 (2003: HK\$2,145,217) to carry forward against future taxable income. These tax losses have no expiry date.

賬目附註

Notes to the Accounts

5. 稅項 (續)

本集團之除稅前溢利稅項與採用本公司所在國家之稅率計算之理論款額之差異如下：

5. TAXATION (continued)

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the taxation rate of the home country of the Company as follows:

	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Profit before taxation (excluding share of profits less losses of associated companies) 除稅前溢利 (不包括所佔聯營公司溢利減虧損)	6,257,302	134,610,171
Calculated at a taxation rate of 17.5% (2003: 17.5%) 按稅率17.5% (二零零三年：17.5%) 計算	1,095,028	23,556,780
Income not subject to taxation 毋須課稅之收入	(4,119,561)	(30,494,332)
Expenses not deductible for taxation purposes 就課稅而言不可扣減之開支	3,024,533	7,361,269
Utilisation of previously unrecognised tax losses 動用先前未確認之稅項虧損	—	(423,717)
Under/(over) provisions in prior years 過往年度撥備不足 / (超額撥備)	2,613,812	(4,781,725)
Taxation charge/(credit) before share of taxation of associated companies 除所佔聯營公司稅項之稅項支出 / (撥回)	2,613,812	(4,781,725)
Share of taxation of associated companies 所佔聯營公司稅項	584,276	(16,961)
Taxation charge/(credit) 稅項支出 / (撥回)	3,198,088	(4,798,686)

6. 股東應佔溢利

列於本公司賬目上之股東應佔溢利為38,313,737港元 (二零零三年：139,089,781港元)。

6. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The profit attributable to shareholders is dealt with in the accounts of the Company to the extent of HK\$38,313,737 (2003: HK\$139,089,781).

7. 股息

董事會已議決不派發本年間之股息 (二零零三年：無)。

7. DIVIDENDS

The Board have resolved not to declare a dividend for the year (2003: Nil).

賬目附註

Notes to the Accounts

8. 每股基本盈利

每股基本盈利乃按照年內本集團股東應佔溢利 39,377,902 港元 (二零零三年：143,401,200 港元) 及已發行之普通股數目合共 1,691,171,989 (二零零三年：1,691,171,989) 股計算。

由於本集團並無具攤薄性潛在普通股，故並無呈列每股攤薄盈利。

8. BASIC EARNINGS PER SHARE

The calculation of basic earnings per share is based on the Group's profit attributable to shareholders of HK\$39,377,902 (2003: HK\$143,401,200) and the number of ordinary shares in issue during the year amounting to 1,691,171,989 (2003: 1,691,171,989) shares.

No diluted earnings per share is presented as the Group had no dilutive potential ordinary share.

9. 財務成本

9. FINANCE COSTS

	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Interest on loan from a financial institution 財務機構之貸款利息	2,305,706	762,596
Bank charges 銀行費用	-	125,442
	2,305,706	888,038

賬目附註

Notes to the Accounts

10. 附屬公司

10. SUBSIDIARIES

	Company	
	本公司	
	2004	2003
	二零零四年	二零零三年
	HK\$	HK\$
	港元	港元
Unlisted shares, at cost 非上市股份，按成本	1,503,177	1,503,177
Amounts due from subsidiaries 附屬公司欠款	1,021,919,788	883,172,263
Amounts due to subsidiaries 欠附屬公司款項	(10,666,340)	(136,969,989)
Impairment 耗蝕	(457,752,012)	(393,662,298)
	555,004,613	354,043,153

附屬公司欠款及欠附屬公司款項均為無抵押，免息及不設固定償還期。

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

以下為各間附屬公司之詳情：

Details of the subsidiaries are as follows:

Name	Place of incorporation/ operation 註冊成立/ 營業地點	Principal activities	Particulars of issued share capital	Group's equity interest 本集團之股本權益
Asia Vision Holdings Limited 亞洲創見控股有限公司	Hong Kong 香港	Investment holding 投資控股	2 ordinary shares of HK\$0.01 each 2股普通股，每股面值0.01港元	100%

賬目附註

Notes to the Accounts

10. 附屬公司 (續)

10. SUBSIDIARIES (continued)

Name	Place of incorporation/ operation 註冊成立/ 營業地點	Principal activities 主要業務	Particulars of issued share capital 已發行股本詳情	Group's equity interest 本集團之股本權益
Capital Sharp Investment Limited 昌鍵投資有限公司	Hong Kong 香港	Investment holding 投資控股	2 ordinary shares of HK\$1 each 2股普通股，每股面值1港元	100%
Contana Investment Limited 家利投資有限公司	Hong Kong 香港	Investment holding 投資控股	2 ordinary shares of HK\$1 each 2股普通股，每股面值1港元	100%
Grand Fast Investments Limited	British Virgin Islands 英屬處女群島	Dormant 暫無營業	1 ordinary share of US\$1 1股普通股，面值1美元	100%
The Hong Kong Equity Guarantee Corporation Limited	Hong Kong 香港	Investment holding 投資控股	2 ordinary shares of HK\$1 each 2股普通股，每股面值1港元	100%
Long Lead Investments Limited 朗領投資有限公司	Hong Kong 香港	Deregistration 撤銷註冊	2 ordinary shares of HK\$1 each 2股普通股，每股面值1港元	100%

賬目附註

Notes to the Accounts

10. 附屬公司 (續)

10. SUBSIDIARIES (continued)

Name	Place of incorporation/ operation 註冊成立/ 營業地點	Principal activities	Particulars of issued share capital	Group's equity interest 本集團之 股本權益
公司名稱		主要業務	已發行股本詳情	
Long Oceanic Development Limited 長海發展有限公司	Hong Kong 香港	Investment holding 投資控股	2 ordinary shares of HK\$1 each 2股普通股， 每股面值1港元	100%
Long Rainbow Limited 大利標有限公司	Hong Kong 香港	Investment holding 投資控股	2 ordinary shares of HK\$1 each 2股普通股， 每股面值1港元	100%
Long Resources Limited 隆源有限公司	Hong Kong 香港	Dormant 暫無營業	2 ordinary shares of HK\$1 each 2股普通股， 每股面值1港元	100%
Long Scene Limited 朗倩有限公司	Hong Kong 香港	Investment holding 投資控股	2 ordinary shares of HK\$1 each 2股普通股， 每股面值1港元	100%
Long Set Investments Limited 朗式投資有限公司	Hong Kong 香港	Investment holding 投資控股	2 ordinary shares of HK\$1 each 2股普通股， 每股面值1港元	100%
Longfine Investment Limited 朗利投資有限公司	Hong Kong 香港	Investment holding 投資控股	2 ordinary shares of HK\$1 each 2股普通股， 每股面值1港元	100%

賬目附註

Notes to the Accounts

10. 附屬公司 (續)

10. SUBSIDIARIES (continued)

Name	Place of incorporation/ operation 註冊成立/ 營業地點	Principal activities	Particulars of issued share capital	Group's equity interest 本集團之 股本權益
公司名稱		主要業務	已發行股本詳情	
Longjoy Development Limited 朗悅發展有限公司	Hong Kong 香港	Investment holding 投資控股	2 ordinary shares of HK\$1 each 2股普通股， 每股面值1港元	100%
Longson Limited 朗星有限公司	Hong Kong 香港	Investment holding 投資控股	2 ordinary shares of HK\$1 each 2股普通股， 每股面值1港元	100%
Mark Light Limited 貴健有限公司	Hong Kong 香港	Deregistration 撤銷註冊	2 ordinary shares of HK\$1 each 2股普通股， 每股面值1港元	100%
Mix Limited	Hong Kong 香港	Investment holding 投資控股	1,400,000 ordinary shares of HK\$1 each 1,400,000股普通股， 每股面值1港元	100%
NV Limited	Hong Kong 香港	Dormant 暫無營業	7,846 ordinary shares of HK\$1 each 7,846股普通股， 每股面值1港元 2,154 preference shares of HK\$8,755 each 2,154股優先股， 每股面值8,755港元	100% 100%

賬目附註

Notes to the Accounts

10. 附屬公司 (續)

10. SUBSIDIARIES (continued)

Name	Place of incorporation/ operation 註冊成立/ 營業地點	Principal activities	Particulars of issued share capital	Group's equity interest 本集團之 股本權益
公司名稱		主要業務	已發行股本詳情	
Odelon Limited 協成利有限公司	Hong Kong 香港	Investment holding 投資控股	2 ordinary shares of HK\$1 each 2股普通股， 每股面值1港元	100%
Odino Limited	Hong Kong 香港	Deregistration 撤銷註冊	2 ordinary shares of HK\$1 each 2股普通股， 每股面值1港元	100%
Kickradio.com Limited*	Hong Kong 香港	Internet radio broadcasting 網上電台 廣播	13,125,000 ordinary shares of HK\$0.01 each 13,125,000股普通股， 每股面值0.01港元	79%

除 NV Limited 外，所有附屬公司均由本公司直接持有。

All subsidiaries, except NV Limited, are held directly by the Company.

* 此附屬公司非由羅兵咸永道會計師事務所審核。

* This subsidiary is not audited by PricewaterhouseCoopers.

賬目附註

Notes to the Accounts

11. 聯營公司

11. ASSOCIATED COMPANIES

	本集團	
	Group	
	2004	2003
	二零零四年	二零零三年
	HK\$	HK\$
	港元	港元
Share of net assets 應佔資產淨值	38,098,277	2,363,865
Loans to associated companies 借予聯營公司之貸款	133,428,135	137,028,135
Loans from an associated company 來自聯營公司之貸款	(220,305)	(220,305)
	171,306,107	139,171,695
Impairment 耗蝕	(38,418,041)	(38,418,041)
	132,888,066	100,753,654
Investments in unlisted associated companies, at cost 非上市聯營公司投資，按成本	11,127	11,127

借予／來自聯營公司之貸款均為無抵押，免息及不設固定償還期。

The loans to/from associated companies are unsecured, interest free and have no fixed terms of repayment.

賬目附註

Notes to the Accounts

11. 聯營公司 (續)

非直接持有之聯營公司之詳情如下：

11. ASSOCIATED COMPANIES (continued)

Details of the indirectly held associated companies are as follows:

Name	Place of incorporation	Principal activities/ Place of business	Particulars of issued share capital	Group's equity interest
公司名稱	註冊成立地點	主要業務及 營業地點	已發行股本詳情	本集團之 股本權益
Honnex Development Limited*	Hong Kong	Investment holding, property investment, trading and letting in Hong Kong	Ordinary shares of HK\$1 each	30%
康恩發展有限公司*	香港	香港投資控股、物業投資、買賣及租賃	普通股，每股面值1港元	
China Power Investment Limited	British Virgin Islands 英屬處女群島	Dormant 暫無營業	Ordinary shares of US\$1 each 普通股，每股面值1美元	50%
Advance Super International Limited 浚裕國際有限公司	Hong Kong 香港	Deregistration 撤銷註冊	Ordinary shares of HK\$1 each 普通股，每股面值1港元	50%
Long Vocation Investments Limited#	British Virgin Islands 英屬處女群島	Investment holding in Hong Kong 香港投資控股	Ordinary shares of HK\$1 each 普通股，每股面值1港元	33.3%

賬目附註

Notes to the Accounts

11. 聯營公司 (續)

11. ASSOCIATED COMPANIES (continued)

Name	Place of incorporation	Principal activities/ Place of business	Particulars of issued share capital	Group's effective interest
公司名稱	註冊成立地點	主要業務及營業地點	已發行股本詳情	本集團之有效權益
J.J. Richardson (Holdings) Limited	Hong Kong 香港	Dormant 暫無營業	Ordinary shares of HK\$1 each 普通股，每股面值1港元	33%

* 康恩發展有限公司(「康恩」)主要從事投資控股，物業投資，買賣及租賃。

* The principal activities of Honnex Development Limited (“Honnex”) are investment holding, property investment, trading and letting.

Long Vocation Investments Limited之業務為持有康恩。

The activity of Long Vocation Investments Limited is the holding of Honnex.

年內並無收到康恩任何股息。

No dividend was received from Honnex during the year.

賬目附註

Notes to the Accounts

12. 共同控權合資公司

12. JOINTLY CONTROLLED ENTITIES

	Group 本集團		Company 本公司	
	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Share of net assets 攤佔資產淨值	77,850	77,850	77,850	77,850
Loans to jointly controlled entities 借予共同控權合資公司貸款	60,903,031	9,670,627	60,903,031	9,670,627
	60,980,881	9,748,477	60,980,881	9,748,477
Unlisted shares, at cost 非上市股份，按成本	77,850	77,850	77,850	77,850

Name 公司名稱	Place of incorporation 註冊成立地點	Principal activities 主要業務	Percentage of interest in ownership 擁有權益百分比
IEC Investments Limited	Hong Kong 香港	Investment holdings 投資控股	37.85%
AsiaWorld-Expo Management Limited (Previously IEC Operations Limited) 亞洲國際博覽館管理有限公司 (前為IEC Operations Limited)	Hong Kong 香港	Management and operation of exhibition facilities 管理及經營展覽設施	40.00%

於二零零三年八月，本集團組成共同控權合資公司（「合資公司」），隨同香港特別行政區政府及機場管理局投資發展及經營位於香港國際機場之香港國際展覽中心（「國際展覽中心」）。於二零零四年十二月三十一日，本集團擁有該合資公司37.85%權益，亦有權向一名關連人士支付所涉及之成本，以增加其於該合資公司之權益至60%。而該合資公司則擁有國際展覽中心13.5%權益。

於二零零四年十二月三十一日，本集團已抵押約74,000,000港元之銀行存款予銀行，以供發出備用信用證予合資公司。

In August 2003, the Group formed a jointly controlled entity ("JCE") to invest with the Hong Kong Government and the Airport Authority to develop and operate the Hong Kong International Exhibition Centre ("IEC") at the Hong Kong International Airport. As at 31st December, 2004, the Group had 37.85% interest in JCE and has a right to increase its interest in JCE to 60% at cost from a connected person. That JCE in turn has 13.5% interest in IEC.

As at 31st December, 2004, the Group had pledged bank deposits of approximately HK\$74 million to banks for the issuance of standby letters of credit to JCE.

賬目附註

Notes to the Accounts

13. 投資證券

13. INVESTMENT SECURITIES

	Group 本集團	
	2004 二零零四年	2003 二零零三年
	HK\$ 港元	HK\$ 港元
Shares listed in Hong Kong, at market value 香港上市股份，按市值	14,533,363	10,159,904
Shares listed outside Hong Kong, at market value 海外上市股份，按市值	23,250,947	—
Unlisted shares, at directors' valuation 非上市股份，按董事會估值	2	2
Listed investments, at market value 上市投資，按市值	51,023,620	21,929,565
Unlisted investments, at directors' valuation 非上市投資，按董事會估值	—	23,841,698
	88,807,932	55,931,169

主要投資之投資證券詳情：

MYM High Yield Bond Trust (「MYMBT」)

MYMBT之主要業務為自二手市場上購入正在進行重組活動之高回報債務工具，將該等債務工具組成多元化投資組合進行投資，從而達到中期資本增長。

本集團持有101.46個(二零零三年：101.46個)MYMBT信託單位。投資成本約為2,900,000美元。本年度內並無收取股息(二零零三年：無)。根據於二零零四年十二月三十一日發出之每週報告，本集團應佔MYMBT之資產淨值約為3,290,000美元(二零零三年：約為2,800,000美元)。

MYMBT乃由MYM Management Limited (「MYMML」)管理。本公司之某一位董事為MYMML之董事。

Particulars of major investments in investment securities:

MYM High Yield Bond Trust ("MYMBT")

The principal business activities of MYMBT is to achieve medium term capital growth through investments primarily in a diversified portfolio of high yield debt instruments available on the secondary market and going through restructuring exercises.

The Group holds 101.46 units (2003: 101.46 units) in MYMBT. The cost of investment is approximately US\$2.9 million. No dividend was received during the year (2003: Nil). Based on the weekly report as at 31st December, 2004, our share of net asset value of MYMBT was approximately US\$3.29 million (2003: approximately US\$2.8 million).

MYMBT is managed by MYM Management Limited ("MYMML"). A director of MYMML is also a director of the Company.

賬目附註

Notes to the Accounts

13. 投資證券 (續)

MYM China Trust (「MYMCT」)

MYMCT之主要業務為從事股票及與股票有關之投資，從而取得短期至中期之資本增長，而涉及之公司主要為在香港及／或南中國管理及經營之公司。

本集團目前持有136.10個(二零零三年：不適用) MYMCT信託單位，而投資成本約為3,000,000美元。年內並無收到任何股息(二零零三年：不適用)。按MYMCT二零零四年十二月三十一日結算之每週報告所述，我們應佔MYMCT資產值約3,250,000美元(二零零三年：不適用)。

MYMCT由MYMML管理。本公司之某一位董事為MYMML之董事。

MCI Inc. (「MCI」)

MCI提供商業用及住宅用通訊服務。本公司擁有及管理遍及北美洲、拉丁美洲、歐洲、非洲及亞太區之網絡設施。MCI與Worldcom Inc合併後成為後繼者。

本集團目前持有144,960股(二零零三年：不適用) MCI股份，佔MCI已發行股本0.05%，而投資成本約為19,000,000港元。年內收到股息115,968美元(二零零三年：不適用)。按MCI二零零四年九月三十日結算之季度業績報告所述，MCI資產淨值約4,502,000,000美元。

於二零零四年十二月三十一日，投資於MCI之市值約22,800,000港元(二零零三年：不適用)。

13. INVESTMENT SECURITIES (continued)

MYM China Trust ("MYMCT")

The principal business activities of MYMCT is to achieve short to medium term capital growth through equity and equity-related investments primarily in companies managed and operated from Hong Kong and/or the southern part of China.

The Group holds 136.10 units (2003: N/A) in MYMCT. The cost of investment is approximately US\$3 million. No dividend was received during the year (2003: N/A). Based on the weekly report at 31st December, 2004, our share of net asset value of MYMCT was approximately US\$3.25 million (2003: N/A).

MYMCT is managed by MYMML. A director of MYMML is also a director of the Company.

MCI Inc. ("MCI")

MCI provides business and residential communications services. The Company owns and operates network facilities throughout North America, Latin America, Europe, Africa, and the Asia-Pacific region. MCI is the successor by merger to Worldcom Inc.

The Group currently holds 144,960 shares (2003: N/A) in MCI, representing 0.05% interest in the issued share capital of MCI. The cost of investment is approximately HK\$19 million. Dividend of US\$115,968 was received during the year (2003: N/A). Based on the quarterly report of MCI at 30th September, 2004, the net assets of MCI were approximately US\$4,502 million.

As at 31st December, 2004, the market value of the investment in MCI was approximately HK\$22,800,000 (2003: N/A).

賬目附註

Notes to the Accounts

14. 非買賣債務證券

14. NON-TRADING DEBT SECURITIES

	Group 本集團	
	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
At market value 按市值		
– listed outside Hong Kong – 香港以外上市	62,667,999	—
– unlisted outside Hong Kong – 香港以外非上市	124,039,498	—
	186,707,497	—

於二零零四年十二月三十一日，本集團已抵押約46,000,000港元之銀行存款予一間財務機構，作為取得可供投資於非買賣債務證券所須資金之貸款抵押品。

As at 31st December, 2004, the Group had pledged bank deposit of approximately HK\$46 million to a financial institution to secure borrowing facilities available for financing the investment of non-trading debt securities.

賬目附註

Notes to the Accounts

14. 非買賣債務證券 (續)

主要投資之非買賣債務證券詳情：

Waterford Wedgwood Plc. (「Waterford」)

Waterford為Waterford Crystal(成立於一七八三年)及Wedgwood Group(成立於一七五九年)之控股公司。Waterford Crystal業務包括製造、分銷及零售優質水晶產品。Wedgwood Group製造、分銷及零售優質骨瓷餐具及禮品。Waterford擁有多個知名品牌。

本集團持有面值1,000,000歐羅之Waterford債券(「Waterford債券」)。Waterford債券於二零一零年到期，票面利率為每年9.875%，每半年支付一次。穆迪給予Waterford債券之信貸評級為Caa2。有關投資成本約為880,000歐羅。年內已收取票面利息約45,800歐羅(二零零三年：不適用)。於二零零四年十二月三十一日，Waterford債券之市值約為850,000歐羅(二零零三年：不適用)。

Vertis Inc. (「Vertis」)

Vertis提供結合廣告、直銷、媒體、形象及先進科技解決方案之綜合市場推廣服務。

本集團持有面值1,000,000美元之Vertis債券(「Vertis債券」)。Vertis債券於二零零九年到期，票面利率為每年13.5%，每半年支付一次。穆迪給予Vertis債券之信貸評級為Caa2。有關投資成本約為1,040,000美元。年內已收取票面利息約110,000美元(二零零三年：不適用)。於二零零四年十二月三十一日，Vertis債券之市值約為1,060,000美元(二零零三年：不適用)。

14. NON-TRADING DEBT SECURITIES (continued)

Particulars of major investments in non-trading debt securities:

Waterford Wedgwood Plc. ("Waterford")

Waterford is the holding company for Waterford Crystal (founded in 1783) and the Wedgwood Group (founded in 1759). The Waterford Crystal business comprises the manufacturing, distribution, and retailing of high quality crystal products. The Wedgwood Group manufactures, distributes and retails high quality bone china tableware and giftware. Waterford owns a portfolio of prestige brand names.

The Group holds a nominal value of EUR1,000,000 bond in Waterford (the "Waterford Bond"). The Waterford Bond maturing in 2010 carries a coupon rate of 9.875% per annum payable semi-annually. Moody's credit rating of the Waterford Bond is Caa2. The cost of investment is approximately EUR880,000. Coupon interest of approximately EUR45,800 was received during the year (2003: N/A). As at 31st December, 2004, the market value of the Waterford Bond was approximately EUR850,000 (2003: N/A).

Vertis Inc. ("Vertis")

Vertis provides integrated marketing that combine advertising, direct marketing, media, imaging and progressive technology solutions.

The Group holds a nominal value of US\$1,000,000 bond in Vertis (the "Vertis Bond"). The Vertis Bond maturing in 2009 carries a coupon rate of 13.5% per annum payable semi-annually. Moody's credit rating of the Vertis Bond is Caa2. The cost of investment is approximately US\$1,040,000. Coupon interest of approximately US\$110,000 was received during the year (2003: N/A). As at 31st December, 2004, the market value of the Vertis Bond is approximately US\$1,060,000 (2003: N/A).

賬目附註

Notes to the Accounts

14. 非買賣債務證券(續)

United Refining Company (「United Refining」)

United Refining主要於美國紐約西部及賓夕凡尼亞州西北部提煉及分銷石油產品。United Refining生產汽油、柴油燃料、煤油、飛機燃料、加熱油及瀝青。United Refining於公司經營之零售店網絡以Kwik Fill之品牌銷售汽油及柴油燃料。該公司亦經營便利商店。

本集團持有面值1,000,000美元之United Refining債券(「United債券」)。United債券於二零一二年到期，票面利率為每年10.5%，每半年支付一次。穆迪給予United債券之信貸評級為B3。有關投資成本約為965,000美元。年內並無收取票面利息(二零零三年：不適用)。於二零零四年十二月三十一日，United債券之市值約為1,050,000美元(二零零三年：不適用)。

Avecia Group Plc (「Avecia」)

Avecia之主要業務為製造專門化學品。其七項核心業務包括電子攝影術、噴墨式打印、生命科學分子、化學品、顏料及添加劑、Neoresins及Stahl，供應給保健、農用化學品、塗層、書畫藝術、皮革、影像、採礦、塑膠、生物科技、油墨及汽車等各界業務。

本集團持有面值1,000,000美元之Avecia債券(「Avecia債券」)。Avecia債券於二零零九年到期，票面利率為每年11%，每半年支付一次。穆迪給予Avecia債券之信貸評級為Caa3。有關投資成本約為900,000美元。年內已收取票面利息38,500美元(二零零三年：不適用)。於二零零四年十二月三十一日，Avecia債券之市值約為1,028,000美元(二零零三年：不適用)。於年結日後，Avecia宣佈會按其面值107.25%之價格召回部份Avecia債券。

14. NON-TRADING DEBT SECURITIES (continued)

United Refining Company ("United Refining")

United Refining refines and markets petroleum products primarily in western New York and north-western Pennsylvania in the United States. United Refining produces gasoline, diesel fuel, kerosene, jet fuel, heating oil and asphalt. United Refining sells gasoline and diesel fuel under the Kwik Fill brand name at a network of company-operated retail units. It also operates convenience stores.

The Group holds a nominal value of US\$1,000,000 bond in United Refining (the "United Bond"). The United Bond maturing in 2012 carries a coupon rate of 10.5% per annum payable semi-annually. Moody's credit rating of the Bond is B3. The cost of investment is approximately US\$965,000. No coupon interest was received during the year (2003: N/A). As at 31st December, 2004, the market value of the United Bond was approximately US\$1,050,000 (2003: N/A).

Avecia Group Plc ("Avecia")

The principal business activity of Avecia is manufacturing of speciality chemicals. It has seven core business including electrophotography, ink jet printing, lifescience molecules, chemicals, pigments and additives, Neoresins and Stahl which supply businesses in the healthcare, agrochemical, coatings, graphic arts, leather, imaging, mining, plastics, biotechnology, inks and automotive sectors.

The Group holds a nominal value of US\$1,000,000 bond in Avecia (the "Avecia Bond"). The Avecia Bond maturing in 2009 carries a coupon rate of 11% per annum payable semi-annually. Moody's credit rating of the Avecia Bond is Caa3. The cost of investment is approximately US\$900,000. Coupon interest of US\$38,500 was received during the year (2003: N/A). As at 31st December, 2004, the market value of the Avecia Bond was approximately US\$1,028,000 (2003: N/A). Subsequent to the year end date, Avecia announced that it would call a portion of the Avecia Bond at 107.25% of its face value.

賬目附註

Notes to the Accounts

14. 非買賣債務證券 (續)

Sbarro Inc. (「Sbarro」)

Sbarro經營並授出家庭式意大利餐廳特許經營權。該公司現於世界各地以Sbarro及Sbarro The Italian Eatery之名稱經營餐廳。

本集團持有面值1,000,000美元之Sbarro債券 (「Sbarro債券」)。Sbarro債券於二零零九年到期，票面利率為每年11%，每半年支付一次。穆迪給予Sbarro債券之信貸評級為Caa2。有關投資成本約為860,000美元。年內已收取票面利息約42,000美元 (二零零三年：不適用)。於二零零四年十二月三十一日，Sbarro債券之市值約為1,003,000美元 (二零零三年：不適用)。

Calpine Corporation (「Calpine」)

Calpine收購、擁有及經營發電設施，以及於美國售電。該公司亦提供熱能予工業客戶。

本集團持有面值1,000,000美元之Calpine債券 (「Calpine債券」)。Calpine債券於二零零六年到期，票面利率為每年10.5%，每半年支付一次。穆迪給予Calpine債券之信貸評級為Caa1。有關投資成本約為995,000美元。年內已收取票面利息約83,000美元 (二零零三年：不適用)。於二零零四年十二月三十一日，Calpine債券之市值約為990,000美元 (二零零三年：不適用)。

14. NON-TRADING DEBT SECURITIES (continued)

Sbarro Inc. ("Sbarro")

Sbarro operates and franchises family-style Italian restaurants. It currently operates restaurants worldwide under the Sbarro and Sbarro The Italian Eatery names.

The Group holds a nominal value of US\$1,000,000 bond in Sbarro (the "Sbarro Bond"). The Sbarro Bond maturing in 2009 carries a coupon rate of 11% per annum payable semi-annually. Moody's credit rating of the Bond is Caa2. The cost of investment is approximately US\$860,000. Coupon interest of approximately US\$42,000 was received during the year (2003: N/A). As at 31st December, 2004, the market value of the Sbarro Bond was approximately US\$1,003,000 (2003: N/A).

Calpine Corporation ("Calpine")

Calpine acquires, owns, and operates power generation facilities, as well as sells electricity in the United States. It also provides thermal energy for industrial customers.

The Group holds a nominal value of US\$1,000,000 bond in Calpine (the "Calpine Bond"). The Calpine Bond maturing in 2006 carries a coupon rate of 10.5% per annum payable semi-annually. Moody's credit rating of the Calpine Bond is Caa1. The cost of investment is approximately US\$995,000. Coupon interest of approximately US\$83,000 was received during the year (2003: N/A). As at 31st December, 2004, the market value of the Calpine Bond was approximately US\$990,000 (2003: N/A).

賬目附註

Notes to the Accounts

15. 債務證券

15. DEBT SECURITIES

	Group 本集團	
	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Convertible notes 可換股票據	142,000,000	4,000,000
Bonds 債券	7,488,000	101,889,934
	149,488,000	105,889,934

債務證券之詳情如下：

中富航空有限公司(「中富航空」)

中富航空飛往中國濟南、南寧、溫州及梅縣以及菲律賓佬沃。該公司現有定期服務飛往南寧及定期包機飛往佬沃，亦有包機服務飛往多個東南亞城市，包括克拉克(菲律賓)及暹粒(柬埔寨)。現正等候批准飛往另外10個中國城市之航線。

本集團已投資140,000,000港元於香港第三家客運航空公司中富航空發行之A類可換股債券(「中富債券」)。中富債券於二零零九年到期，並無票面利息。有關投資成本為140,000,000港元。於二零零四年十二月三十一日，董事對中富債券之估值為140,000,000港元(二零零三年：不適用)。

Particulars of major investments in debt securities:

CR Airways Limited ("CR Airways")

CR Airways is designated to fly to Jinan, Nanning, Wenzhou, Meixian in the PRC and Laoag in Philippines. It is presently flying scheduled services to Nanning and scheduled chartered to Laoag, and chartered services to various Southeast Asian cities including Clark (Philippines) and Siem Reap (Cambodia). Approval is pending for routes to 10 more PRC cities.

The Group invested HK\$140 million in Class A convertible bonds issued by CR Airways (the "CB"), the third passenger airline in Hong Kong. The CB maturing in 2009 carries no coupon interest. The cost of investment is HK\$140 million. As at 31st December, 2004, directors' valuation of the CB is HK\$140 million (2003: N/A).

賬目附註

Notes to the Accounts

16. 經營及其他應收款

16. TRADE AND OTHER RECEIVABLES

	Group 本集團		Company 本公司	
	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Other receivables 其他應收款	4,468,981	88,646,615	27,948	31,332,957

17. 經營及其他應付款

17. TRADE AND OTHER PAYABLES

	Group 本集團		Company 本公司	
	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Other payables 其他應付款	837,921	11,020,341	829,799	389,368

18. 欠一間有關連公司款項

欠一間有關連公司款項均為無抵押、免息及不設固定償還期。

18. AMOUNTS DUE TO A RELATED COMPANY

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

賬目附註

Notes to the Accounts

19. 股本

19. SHARE CAPITAL

	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
<i>Authorised:</i> 法定：		
2,100,000,000 (2003: 2,100,000,000) ordinary shares of HK\$0.10 each 2,100,000,000股(二零零三年：2,100,000,000股) 每股面值0.10港元之普通股	210,000,000	210,000,000
<i>Issued and fully paid:</i> 已發行及繳足：		
1,691,171,989 (2003: 1,691,171,989) ordinary shares of HK\$0.10 each 1,691,171,989股(二零零三年：1,691,171,989股) 每股面值0.10港元之普通股	169,117,199	169,117,199

賬目附註

Notes to the Accounts

20. 儲備

20. RESERVES

(a) 本集團

(a) Group

	Share premium 股份溢價 HK\$ 港元	Investment revaluation reserve 重估投資儲備 HK\$ 港元	Capital redemption reserve 資本贖回儲備 HK\$ 港元	Retained earnings 保留盈利 HK\$ 港元	Total 總額 HK\$ 港元
At 1st January, 2003 二零零三年一月一日結算	311,582,062	31,911,525	4,031,600	106,828,637	454,353,824
Net deficit on revaluation of investment securities 重估投資證券之淨虧絀	—	(31,822,196)	—	—	(31,822,196)
Profit attributable to shareholders 股東應佔溢利	—	—	—	143,401,200	143,401,200
2002 Final dividend paid 二零零二年已派末期股息	—	—	—	(33,823,440)	(33,823,440)
At 31st December, 2003 二零零三年 十二月三十一日結算	311,582,062	89,329	4,031,600	216,406,397	532,109,388
Representing: 相當於：					
2003 Final dividend proposed (note 7) 二零零三年擬派末期股息(附註7)				—	
Other 其他				216,406,397	
Retained earnings at 31st December, 2003 二零零三年十二月三十一日 保留盈利				216,406,397	
Retained by: 保留於：					
Company and subsidiaries 本公司及附屬公司	311,582,062	89,329	4,031,600	254,050,964	569,753,955
Associated companies 聯營公司	—	—	—	(37,644,567)	(37,644,567)
	311,582,062	89,329	4,031,600	216,406,397	532,109,388

賬目附註

Notes to the Accounts

20. 儲備 (續)	20. RESERVES (continued)				
(a) 本集團 (續)	(a) Group (continued)				
	Share premium 股份溢價 HK\$ 港元	Investment revaluation reserve 重估投資儲備 HK\$ 港元	Capital redemption reserve 資本贖回儲備 HK\$ 港元	Retained earnings 保留盈利 HK\$ 港元	Total 總額 HK\$ 港元
At 1st January, 2004 二零零四年一月一日結算	311,582,062	89,329	4,031,600	216,406,397	532,109,388
Net surplus on revaluation of investment securities 重估投資證券之淨盈餘	—	12,207,246	—	—	12,207,246
Net surplus on revaluation of non-trading debt securities 重估非買賣證券之淨盈餘	—	8,713,103	—	—	8,713,103
Profit attributable to shareholders 股東應佔溢利	—	—	—	39,377,902	39,377,902
At 31st December, 2004 二零零四年 十二月三十一日結算	311,582,062	21,009,678	4,031,600	255,784,299	592,407,639
Representing: 相當於:					
2004 Final dividend proposed (note 7) 二零零四年擬派末期股息 (附註 7)				—	
Other 其他				255,784,299	
Retained earnings at 31st December, 2004 二零零四年十二月三十一日 保留盈利				255,784,299	
Retained by: 保留於:					
Company and subsidiaries 本公司及附屬公司	311,582,062	21,009,678	4,031,600	257,694,454	594,317,794
Associated companies 聯營公司	—	—	—	(1,910,155)	(1,910,155)
	311,582,062	21,009,678	4,031,600	255,784,299	592,407,639

賬目附註

Notes to the Accounts

20. 儲備 (續)

(b) 本公司

20. RESERVES (continued)

(b) Company

	Share premium 股份溢價 HK\$ 港元	Capital redemption reserve 資本贖回儲備 HK\$ 港元	Retained earnings 保留盈利 HK\$ 港元	Total 總額 HK\$ 港元
At 1st January, 2003 二零零三年一月一日結算	311,582,062	4,031,600	77,583,718	393,197,380
Profit attributable to shareholders 股東應佔溢利	—	—	139,089,781	139,089,781
2002 Final dividend paid 二零零二年已派末期股息	—	—	(33,823,440)	(33,823,440)
At 31st December, 2003 二零零三年十二月三十一日結算	311,582,062	4,031,600	182,850,059	498,463,721
At 1st January, 2004 二零零四年一月一日結算	311,582,062	4,031,600	182,850,059	498,463,721
Profit attributable to shareholders 股東應佔溢利	—	—	38,313,737	38,313,737
At 31st December, 2004 二零零四年十二月三十一日結算	311,582,062	4,031,600	221,163,796	536,777,458
			2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Representing: 相當於:				
2004 (2003) Final dividend proposed (note 7) 二零零四(二零零三)年擬派末期股息(附註7)			—	—
Other 其他			221,163,796	182,850,059
Retained earnings at 31st December 十二月三十一日保留盈利			221,163,796	182,850,059

21. 每股資產淨值

每股資產淨值按資產淨值761,524,838港元(二零零三年: 701,226,587港元)及於二零零四年十二月三十一日之已發行普通股1,691,171,989股(二零零三年: 1,691,171,989股)計算。

21. NET ASSET VALUE PER SHARE

The calculation of net asset value per share is based on the net assets of HK\$761,524,838 (2003: HK\$701,226,587) and the 1,691,171,989 (2003: 1,691,171,989) ordinary shares in issue as at 31st December, 2004.

賬目附註

Notes to the Accounts

22. 綜合現金流量表之附註

經營溢利與經營所產生之現金流出淨額之調節：

22. NOTE TO THE CONSOLIDATED CASH FLOW STATEMENT

Reconciliation of operating profit to net cash outflow generated from operations:

	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Operating profit 經營溢利	8,563,008	135,498,209
Impairment of investment securities 投資證券之耗蝕	—	582,062
Provision for bad debt 壞賬準備	4,393,451	1,700,000
Interest income from non-trading debt securities 非買賣債務證券之利息收入	(16,230,206)	—
Interest income from debt securities 債務證券之利息收入	(550,940)	(3,697,106)
Bank interest income 銀行利息收入	(3,811,189)	(3,592,553)
Dividend income 股息收入	(904,550)	(389,924)
Loan interest income 貸款利息收入	(1,010,139)	(1,036,442)
Loss/(profit) on disposal of investment securities 出售投資證券之虧損/(溢利)	11,824,132	(108,586,564)
Loss/(profit) on disposal of debt securities 出售債務證券之虧損/(溢利)	2,757,525	(25,728,444)
Profit on disposal of other investments 出售其他投資之溢利	—	(2,421,240)
Amortisation of held-to-maturity securities 持至到期日之證券之攤銷	(6,096,388)	—
Gain on disposal of non-trading debt securities 出售非買賣債務證券之溢利	(3,018,756)	—
Loss on deemed disposal of held-to-maturity securities 被視作出售持至到期日之證券之虧損	1,893,848	—
Effect of foreign exchange rate changes on non-trading debt securities 非買賣債務證券之外幣滙率改變之結果	(4,113,593)	—
Effect of foreign exchange rate changes on debt securities 債務證券之外幣滙率改變之結果	—	(5,448,815)
Unrealized on debt securities 債務證券之未變現溢利	(2,808,000)	(10,555,783)
Decrease/(increase) in trade and other receivables 經營及其他應收款之減少/(增加)	77,115,421	(61,942,308)
Increase in deposit on investment 投資訂金之增加	(42,796,549)	—
Decrease in trade and other payables 經營及其他應付款之減少	(9,978,840)	(2,456,582)
(Decrease)/increase in amounts due to a related company 欠一間有關連公司款項之(減少)/增加	(24,080,536)	24,153,191
Net cash outflow generated from operations 經營所產生之現金流出	(8,852,301)	(63,922,299)

賬目附註

Notes to the Accounts

23. 或然負債

(a) 本公司就持有旺角中心之聯營公司所欠之未償還債項向一間銀行提供相當於本集團股本權益應佔數額之擔保。該聯營公司於二零零四年十二月三十一日欠該銀行之未償還債項約為230,000,000港元(於二零零三年十二月三十一日：約為393,000,000港元)。

(b) 本公司為一間全資附屬公司所獲一間財務機構提供之不超逾15,000,000美元之受貸額提供擔保。於二零零四年十二月三十一日之未償還債務約為4,400,000歐羅(於二零零三年十二月三十一日：約為7,400,000歐羅)。

管理層預計上述來自日常業務之銀行及財務機構提供擔保不會產生重大負債。

(c) 於二零零一年九月，本公司與周大福代理有限公司及馮永祥先生作為原告人(下稱「原告人」)向三名獨立第三方(下稱「被告人」)提出訴訟，追索被告人退回訂金和違反買賣九龍建業有限公司股份(下稱「建議收購」)之條款所造成之損失。涉及應收回本公司之訂金金額約為17,000,000港元。隨後，於二零零一年十月，被告人向原告人提起反訴訟，追索原告人賠償未完成建議收購所造成之損失。

23. CONTINGENT LIABILITIES

(a) The Company has given a guarantee to a bank to secure the outstanding indebtedness due by an associated company holding the Argyle Centre, for an amount attributable to the Group's equity interests. The amount of outstanding indebtedness due by the associated company to this bank at 31st December, 2004 was approximately HK\$230 million (at 31st December, 2003: approximately HK\$393 million).

(b) The Company has given a guarantee to a financial institution to secure the borrowing facilities available to a wholly-owned subsidiary in the amount not exceeding US\$15 million. The outstanding indebtedness at 31st December, 2004 was approximately Euro 4.4 million (at 31st December, 2003: approximately Euro 7.4 million).

Management anticipates that no material liabilities will arise from the above material guarantees given to the bank and the financial institution which arose in the ordinary course of business.

(c) In September 2001, the Company, together with Chow Tai Fook Nominee Limited and Mr. Fung Wing Cheung, Tony together referred to as the "Plaintiffs", issued a statement of claim against three independent third parties (the "Defendants") for the refund of a deposit made to the Defendants and related damages as a result of a breach of terms in an offer (the "Offer") relating to the sale and purchase of shares in Kowloon Development Company Limited. The deposit attributable to the Company amounts to approximately HK\$17 million. Subsequently in October 2001, the Defendants served a counterclaim on the Plaintiffs for loss and damages as a result of the non-completion of the Offer.

賬目附註

Notes to the Accounts

23. 或然負債(續)

上述申索其後已於二零零五年一月以協議方式和解，造成虧損淨額約6,000,000港元。

除上文所披露者外，就董事所知，本公司及其附屬公司並無尚未了結或可能提出或面臨威脅的重大訴訟或索償要求。

23. CONTINGENT LIABILITIES (continued)

The claim was subsequently settled by agreement in January, 2005 resulting in a net loss of approximately HK\$6 million.

Save as disclosed above, the directors are not aware of any litigation or claims of material importance pending or threatened against the Company or any of its subsidiaries.

24. 承擔

24. COMMITMENTS

	Group	
	本集團	
	2004	2003
	二零零四年	二零零三年
	HK\$	HK\$
	港元	港元
Capital commitments for investments in investment securities 投資於投資證券之資本承擔		
Authorised but not contracted for 已批准但未簽約	—	12,221,625
Capital commitments for investments in jointly controlled entities 投資於共同控權合資公司之資本承擔		
Contracted but not provided for 已簽約但未撥備	72,870,744	123,917,598

賬目附註

Notes to the Accounts

25. 與有關連人士之交易

年內本集團曾與有關連公司進行下列重大交易：

25. RELATED PARTY TRANSACTIONS

The Group had the following material transactions with its related company during the year:

	Group 本集團	
	2004 二零零四年	2003 二零零三年
	HK\$ 港元	HK\$ 港元
Management fee expenses to a related company 給予一間有關連公司之管理費用	10,214,078	9,236,394
Incentive fee expenses to a related company 給予一間有關連公司之獎金費用	—	23,463,680

根據本集團與禹銘投資管理於一九九七年三月五日訂立並經股東於一九九七年三月二十七日批准之管理協議（「現行管理協議」），禹銘投資管理同意由一九九七年三月二十七日起計五年內協助董事會處理本集團之日常管理工作。禹銘投資管理有權收取投資管理費用，金額相等於每季最後一日之資產淨值之0.375%，以及獎金費用（如有），金額相等於各財政年度完結後之經審核之除稅前綜合溢利（未計獎金費用前）減去本集團於該年度之每月平均資產淨值6%後之超出數額之20%。而計算投資管理費用及獎金費用時，本公司之聯營公司將不會按權益會計法計算入每季及每月平均資產淨值及綜合除稅前溢利。

Under the management agreement (“Existing Investment Management Agreement”) approved by shareholders on 27th March, 1997 and dated 5th March, 1997 between the Group and YMIM, YMIM agreed to assist the board of directors with the day-to-day management of the Group for a period of five years commencing 27th March, 1997. YMIM will be entitled to a management fee equal to 0.375% of the net asset value on each quarter date and an incentive fee equal to 20% of such amount (if any) by which the audited consolidated profit before tax for each financial year completed (before adjusting for the incentive fee) exceeds such amount as is equal to 6% of average monthly net asset value of the Group for each such financial year. For the calculation of management fee and incentive fee, the associated companies of the Group will not be equity accounted for the purpose of calculating such quarterly and average monthly net asset value and consolidated profit before tax.

賬目附註

Notes to the Accounts

25. 與有關連人士之交易（續）

在二零零二年三月四日，獨立股東批准一份補充協議（「補充協議」）延長現行管理協議之到期日，直至二零零七年三月三十一日。補充協議中，管理費用維持不變。在補充協議中的有效期限內，如本集團錄得累計虧損時，禹銘投資管理將不收取獎金費用。因而，該項獎金費用金額為截至每年度十二月三十一日止經審核之除稅前綜合溢利（未計獎金費用前），扣除補充協議中的有效期限內之累計虧損後，如有溢利，再減本集團每月平均綜合資產淨值6%後超出數額之20%。而計算投資管理費用及獎金費用時，本公司之聯營公司將不會按權益會計法計算入每季及每月平均資產淨值及綜合除稅前溢利。

此外，本集團佔用禹銘投資管理之辦公室空間，並按照現行管理協議補償禹銘投資管理之辦公室及設備開支之40%。該等補償禹銘投資管理開支之金額為1,155,984港元（二零零三年：921,054港元）。本集團徵用由禹銘投資管理僱用之若干名職員，並補償禹銘投資管理於二零零四年之職員成本559,217港元（二零零三年：527,192港元）。

25. RELATED PARTY TRANSACTIONS (continued)

On 4th March, 2002, a supplemental agreement ("Supplemental Agreement") was approved by independent shareholders to extend the expiry date of the Existing Investment Management Agreement to 31st March, 2007. Under the Supplemental Agreement, the management fee remains unchanged. Pursuant to the Supplemental Agreement, YMIM will not be entitled to the incentive fee if the Group reports an accumulated loss during the term of the Supplemental Agreement at the time of the incentive fee computation. Therefore, the incentive fee will be equivalent to 20% of the amount by which the audited consolidated profit before tax for each year ending 31st December (before adjusting for the incentive fee), and after offsetting the accumulated losses during the term of the Supplemental Agreement, if any, exceeds 6% of the average monthly net asset value of the Group for such financial year. For the calculation of management fee and incentive fee, the associated companies of the Group will not be equity accounted for the purpose of calculating such quarterly and average monthly net asset value and consolidated profit before tax.

In addition, the Group occupies office space of YMIM and reimburses to YMIM 40% of its office and equipment expenses in accordance with the Existing Investment Management Agreement. Such expenses reimbursed to YMIM amounted to HK\$1,155,984 (2003: HK\$921,054). The Group utilise certain staff employed by YMIM and reimbursed staff costs of HK\$559,217 to YMIM for 2004 (2003: HK\$527,192).

賬目附註

Notes to the Accounts

26. 賬目之通過

本年度賬目已於二零零五年三月二十二日由董事會通過。

26. APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 22nd March 2005.