

Notes to the Accounts

賬目附註

1. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation and consolidation

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”). The accounts are 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.

The consolidated accounts include the accounts of the Company and its subsidiary companies made up to 31 December. The results of subsidiaries acquired or disposed of during the year are consolidated from or up to their effective dates of acquisition or disposal, respectively.

All significant inter-company transactions and balances within the Group are eliminated on consolidation.

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 1 January 2005.

The Group has not early adopted these new HKFRSs in the financial statements for the year ended 31 December 2004. The Group has already commenced an assessment of 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.

1. 重要會計政策

(a) 賬目編製之基準及綜合賬之準則

賬目乃按照香港普遍採納之會計原則及遵照香港會計師公會頒布之會計準則編製。賬目是按歷史成本常規法編製，惟若干物業及證券投資乃按公平價值列賬（見下文會計政策）。

集團之賬目包括本公司及所有附屬公司編製至十二月三十一日止之會計賬目。於年內購入或出售之附屬公司，其業績由收購生效日起計或計至出售生效日止，列入綜合賬目中。

所有集團內公司間之重大交易及結餘已於綜合賬目中對銷。

香港會計師公會已頒布多項新及經修訂香港財務報告準則及香港會計準則（「新財務報告準則」），於二零零五年一月一日或以後開始的會計期間生效。

集團並無提早於截至二零零四年十二月三十一日止年度的財務報表內採納此等新財務報告準則。集團已開始評估此等新財務報告準則的影響，但目前仍未能表明此等新財務報告準則會否對集團的業績及財務狀況帶來重大影響。

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1. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Intangible assets

The Stock and Futures Exchange trading rights and expenditures on computer software that is not an integral part of the related hardware are capitalized as intangible assets and amortized using the straight-line method over their estimated useful life of five years. Where an indication of impairment exists, the carrying amount of the intangible asset is assessed and written down to its recoverable amount.

(c) Fixed assets

Fixed assets other than investment properties (note 1(d)) and other properties are stated at cost less accumulated depreciation and any accumulated impairment loss. Other properties are interests in land and buildings and are stated at cost or valuation less accumulated depreciation.

Depreciation of fixed assets is provided on a straight-line basis over their estimated useful lives as follows:

Leasehold properties

Land – over the remaining term of the lease, including the period for which a right of renewal is attached

Buildings

Under long lease – 3% per annum
Under medium-term lease – over the remaining term of the lease

Furniture and equipment – 10% to 30% per annum

1. 重要會計政策(續)

(b) 無形資產

股票及期貨交易權及並非與有關硬件整體部分之電腦軟件支出是資本化為無形資產，並按其估計可用年數以直線攤分法分五年攤銷。若有迹象顯示無形資產存有價值削減，即對其估值並將賬面值削減至可收回之數額。

(c) 固定資產

除投資物業(附註1(d))及其他物業以外，固定資產乃按原值減累積折舊及累積價值削減入賬。其他物業乃所持房地產之權益，按原值或估值減累積折舊入賬。

固定資產均按其估計可用年數以直線攤分法折舊如下：

有租契物業

土地 – 按租契尚餘年期平均攤銷，租期包括附有租約續期權之期間

樓宇

長期租契 – 每年攤銷3%
中期租契 – 按租契尚餘年期平均攤銷

傢俬及設備 – 每年攤銷10%至30%

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1. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(c) Fixed assets (Cont'd)**

Long leases and medium-term leases are defined as leases having not less than 50 years and leases between 10 years to 50 years to run respectively.

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

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

(d) Investment properties

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are held for their investment potential.

Investment properties held on leases with unexpired periods greater than 20 years are included in fixed assets at their open market value on the basis of annual professional valuation. Changes in the value of investment properties held by the Company and its subsidiary companies are dealt with as a movement in the investment property revaluation reserve. If the total of this reserve is insufficient to cover a deficit on a portfolio basis, the amount by which the deficit exceeds the total amount in the investment property revaluation reserve is charged to the profit and loss account. If a deficit has previously been charged to the profit and loss account and a revaluation surplus subsequently arises, the surplus is credited to the profit and loss account to the extent of the deficit previously charged.

1. 重要會計政策 (續)**(c) 固定資產 (續)**

長期租契及中期租契分別指尚餘不少過五十年租期之租契及十年至五十年租期之租契。

將固定資產重修至其正常運作之主要支出均在損益計算表中支銷。裝修改良支出予以資本化，按其對集團之預計可用年數折舊。

出售固定資產之收益或虧損，乃指出售資產所得款項淨額與該資產賬面值之差額，並於損益計算表中確認。

(d) 投資物業

投資物業乃指建築及發展工程皆已完成及因有投資潛質而持有之土地及樓宇權益。

凡投資物業之未屆滿租期超過二十年者，按每年專業估值為基礎而計算得之公開市值，列為固定資產。由本公司及其附屬公司所持有的投資物業價值之變動視作投資物業重估儲備之變動處理。如儲備總額不足以填補投資物業總值之虧損，則不足之數撥入損益計算表中。若過往重估投資物業之虧損曾撥入損益計算表中，則日後不超過此虧損之重估增值可撥入損益計算表內。

Notes to the Accounts

賬目附註

1. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) Investment properties (Cont'd)

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

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

(e) Investments in subsidiary companies

A subsidiary is an enterprise in which the Company, directly or indirectly, holds more than half of the issued share capital, or controls more than half of the voting power, or where the Company controls the composition of its board of directors or equivalent governing body.

Investments in subsidiary companies are included in the Company's balance sheet at cost less impairment, if any, for permanent diminution in value. The results of subsidiary companies are accounted for by the Company on the basis of dividend received or receivable.

(f) Investments in associated companies

An associated company is a company, not being a subsidiary company or a joint venture, in which the Group holds an equity interest for the long term and exercises significant influence in its management.

The consolidated profit and loss account includes the Group's share of the post-acquisition results of the associated companies for the year, and the consolidated balance sheet includes the Group's share of the net assets of the associated companies and the unamortized goodwill/negative goodwill on acquisition of the associated companies.

1. 重要會計政策 (續)

(d) 投資物業 (續)

凡投資物業之未屆滿租期為二十年或短於二十年者，按租約餘期加以折舊。

在出售投資物業時，因以往估價而產生於投資物業重估儲備之有關部分，將撥入損益計算表中。

(e) 附屬公司投資

附屬公司乃一間由本公司直接或間接持有其超過半數已發行股本，或本公司控制其超過半數之表決權，或本公司控制其董事會或對等管理組織組成之企業。

本公司於附屬公司之投資按成本值列於資產負債表內，若有永久價值削減，則扣除減值準備入賬。本公司計入附屬公司之業績是按已收及應收股息入賬。

(f) 聯營公司投資

聯營公司為附屬公司及合營企業以外，集團持有其權益作為長期投資及對其管理有相當影響力之公司。

綜合損益計算表包括集團於本年度佔聯營公司收購後業績。綜合資產負債表包括集團所佔聯營公司淨資產，及收購聯營公司所產生之未攤銷商譽／負商譽。

Notes to the Accounts

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1. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(f) Investments in associated companies (Cont'd)

In the Company's balance sheet, the investments in associated companies are stated at cost less impairment, if any, for permanent diminution in value. The results of associated companies are accounted for by the Company on the basis of dividend received or receivable.

(g) Investments in joint ventures

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

Joint venture arrangements which involve the establishment of a separate entity in which each venturer has an interest are referred to as jointly controlled entities.

The Group's interests in jointly controlled entities are included in the consolidated balance sheet at the Group's share of the net assets of the jointly controlled entities and the unamortized goodwill/negative goodwill on acquisition. The Group's share of post-acquisition results of jointly controlled entities is included in the consolidated profit and loss account.

1. 重要會計政策(續)

(f) 聯營公司投資(續)

本公司於聯營公司之投資按成本值列於資產負債表內，若有永久價值削減，則扣除減值準備入賬。本公司計入聯營公司之業績是按已收及應收股息入賬。

(g) 合營企業投資

合營企業為一項合同安排，集團及其他人士進行之經濟活動由合營雙方共同控制，任何一方均沒有絕對控制權。

由合營者成立一間各自擁有權益的獨立企業的合營安排視為共同控制公司。

集團於共同控制公司之權益按集團佔該公司之資產淨值，及收購時所產生之未攤銷商譽／負商譽列入綜合資產負債表內。集團應佔共同控制公司之收購後業績則計入綜合損益計算表中。

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1. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(h) Other investments

Investments which are held for non-trading purposes are stated at fair value or estimated fair value at the balance sheet date on an individual investment basis. The estimated fair values of unlisted investments are determined by the directors having regard to, inter alia, the most recent financial statements or other financial data considered relevant in respect of such investments. Changes in the fair value of individual securities are credited or debited to the investment revaluation reserve until the securities are sold, or are 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 securities, together with any surplus/deficit transferred from the investment revaluation reserve, is dealt with in 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.

(i) Goodwill/negative goodwill

Goodwill or negative goodwill arising from consolidation represents the excess or the shortfall of the purchase consideration over the fair value of the Group's share of the separable net assets at the date of acquisition of subsidiaries and associated companies. Goodwill/negative goodwill on consolidation is amortized by equal instalments over its estimated useful economic life of five years.

1. 重要會計政策(續)

(h) 其他投資

持有作為非經營用途之投資按結算日以個別投資為基準之公平價值或估計公平價值列賬。非上市投資之估計公平價值為董事以(其中包括)該等投資最近期之財務報表或其他認為有關之財務資料而釐定。有關個別證券公平價值之轉變會在投資重估儲備中貸記或支銷,直至該證券出售或其價值定為價值削減為止。出售證券之累計收益或虧損,乃指出售所得款項淨額與有關證券賬面值之差額,連同轉撥自投資重估儲備之任何盈餘/虧損,一併撥入損益計算表內。

因價值削減而從投資重估儲備轉撥至損益計算表之數額,於導致價值削減之情況或事情不再出現時,在損益計算表內撥回。

(i) 商譽/負商譽

綜合賬項所產生之商譽或負商譽,乃指購買代價超逾或低於集團於收購附屬公司及聯營公司當日所佔可分開淨資產之公平價值之數額。商譽/負商譽於綜合賬中是以其估計可用年數分五年平均攤銷。

Notes to the Accounts

賬目附註

1. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(i) Goodwill/negative goodwill (Cont'd)**

Any goodwill or negative goodwill on the acquisition of an interest in a jointly controlled entity, representing the excess or shortfall respectively of the purchase consideration over the fair value ascribed to the Group's share of the separable net assets of the jointly controlled entity at the date of acquisition is dealt with in the same manner as that described above except that goodwill/negative goodwill arising on acquisition of a jointly controlled entity with specified operation period is amortized over its remaining joint venture period.

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

(j) Trading account securities

Listed and marketable securities held by the Group to facilitate its block trading, arbitrage and underwriting operations are stated at market value. The results from such activities, which include unrealized gains less losses arising from valuation at the balance sheet date of securities on hand, are dealt with in the profit and loss account.

(k) Trade receivables

The credit of trade receivables including secured margin loans and secured term loans is reviewed and approved by either the Credit and Risks Management Committee or the Executive Committee. Clients are normally required to provide additional margin or securities whenever there are any shortfalls in their accounts.

Specific provisions are made for doubtful debts as and when they are considered necessary by the Credit and Risks Management Committee or the Executive Committee. Trade receivables in the balance sheet are stated net of such provisions.

1. 重要會計政策(續)**(i) 商譽／負商譽(續)**

因收購共同控制公司之權益所產生之商譽或負商譽，乃指購買代價超逾或低於集團於收購共同控制公司當日所佔可分開淨資產之公平價值之數額，其處理方法與上述相同，惟收購特定經營期限之共同控制公司所產生之商譽／負商譽是以餘下之合營年期攤銷。

若有迹象顯示商譽存有價值削減，即對其估值並將賬面值削減至可收回之數額。

(j) 證券經營賬

集團所存以供大手交易、套戥及包銷之上市證券及有市價證券，皆照市值入賬。此等經營之業績包括在結算日所持有證券以當日市值計算之未兌現溢利減未兌現虧損，計入損益計算表內。

(k) 經營應收賬

包括有抵押證券放款及有抵押有期借款的經營應收賬之信貸是由信貸及風險管理委員會或執行委員會批閱。當客戶戶口抵押不足時，一般要求客戶增加按金或抵押品以應付不足之數。

特定呆賬準備是因應信貸及風險管理委員會或執行委員會認為需要時提撥。經營應收賬是扣除此等準備列於資產負債表中。

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1. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(l) Cash and cash equivalents

Cash and cash equivalents represent cash on hand, deposits with banks which are within three months of maturity when acquired, less bank overdrafts.

(m) Contingent liabilities

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 recognized 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 recognized but is disclosed in the notes to the accounts.

(n) Foreign currencies

Transactions in foreign currencies are translated at exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the 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 sheets of subsidiaries, jointly controlled entities 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. These exchange differences are dealt with as a movement in the exchange reserve.

1. 重要會計政策(續)

(l) 現金及現金等價物

現金及現金等價物為庫存現金及於存款日起計三個月內到期之銀行定期存款，減銀行透支。

(m) 或然負債

或然負債乃因過往事件而產生的可能責任，而其存在是由一宗或多宗不確定未來事件之出現而確認，該等事件並非集團所能完全控制。或然負債亦可能是因為過往事件引致之現有責任，但由於可能不需要消耗經濟資源，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。

(n) 外幣換算

以外幣為單位之各項交易均按照交易日之匯率折算，於結算日以外幣計算之貨幣資產與負債俱以結算日之匯率折為港幣，在此情況下產生之所有匯兌盈虧已包括在損益計算表內。

附屬公司、共同控制公司及聯營公司以外幣為單位之資產負債表均按結算日之匯率折算，而損益賬則按平均匯率折算。由此產生之匯兌盈虧是作為匯兌儲備變動入賬。

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1. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(o) Turnover**

The principal activities of the Group are securities, leveraged forex, bullion, commodities and futures broking, provision of online financial services and online financial information distribution, money lending including the provision of term loans, share margin financing, financial planning and wealth management, fund management, corporate finance, property investment and insurance consultancy. Turnover includes gross brokerage, commission, interest, dividends, rental and service income; and the following stated net of losses: profit from trading in securities, income from bullion transactions and differences on foreign exchange transactions.

(p) Segment reporting

Business segment is presented as the primary report format for segment reporting. Interest income and finance cost are included in segment revenue and segment results respectively.

(q) Revenue recognition

Brokerage income recognized in the accounts represents brokerage income accrued on all broking transactions traded on or before 31 December.

Realized and unrealized profits and losses from trading in securities are recognized on a trade date basis.

Interest income is accrued on a time proportioned basis.

Dividend income from investments is recognized when the shareholders' right to receive payment has been established.

1. 重要會計政策 (續)**(o) 營業額**

集團主要業務為證券、槓桿外匯、黃金、商品及期貨經紀、提供網上金融服務及網上財經資訊、借貸(包括提供有期借款)、證券放款、財務策劃及資產管理、基金管理、企業融資、物業投資及保險顧問。營業額包括總經紀佣金、其他佣金、利息、股息、租金與服務收益；以及下列已撇除虧損之收益，即證券買賣收益、黃金買賣收益及外幣匯兌差額。

(p) 分項資料報告

分項資料報告是以業務分項為主要呈報形式。利息收入與融資成本分別計入分項收入及分項業績中。

(q) 收入之計算

於賬目中確認之經紀佣金收入乃於十二月三十一日或該日前成交之交易經紀佣金。

證券交易之已兌現及未兌現溢利及虧損於交易日入賬。

應計利息收入是以時間攤分法計算。

股息收益是於集團獲得收取股息之權利時入賬。

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1. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(q) Revenue recognition (Cont'd)

Rental income is recognized on all leases on the straight-line method over the lease term regardless of when the cash rental payment will be received.

Profits or losses on trading in foreign currencies include both realized and unrealized gains less losses and charges less premium arising from position squaring and valuation at the balance sheet date of foreign currency positions on hand.

(r) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of that asset. All other borrowing costs are charged to the profit and loss account in the year in which they are incurred.

(s) Employee benefits

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

The Group operates defined contribution retirement schemes, the assets of which are held in independent administrated funds. The Group's contributions to the defined contribution retirement schemes are expensed as incurred and are reduced by contributions forfeited, if applicable, by those employees who leave the schemes prior to vesting fully in the contributions.

1. 重要會計政策(續)

(q) 收入之計算(續)

所有租約之租金收入，不論其現金支付之期間，皆按租約年限以直線攤分法入賬。

外幣買賣之溢利或虧損包括由平倉或於結算日就所持外幣評值而產生之已兌現及未兌現收益減虧損及收取或支付之倉費。

(r) 借貸成本

凡直接與購入、建設或製造需一段長時間方可達成目的用途或出售之資產有關之借貸成本均資本化為該資產之部分成本。所有其他借貸成本於產生期間在損益計算表支銷。

(s) 僱員福利

僱員享有之年假是在僱員應得時確認。集團為截至結算日止僱員已提供之服務而產生之年假之估計負債作出撥備。

集團營運之界定供款退休計劃，該等計劃資產由獨立管理之基金持有。集團對界定供款退休計劃所作供款在發生為費用時支銷，僱員在全數取得既得利益前退出計劃而被沒收之僱主供款（在適用時）是用作扣減此供款。

Notes to the Accounts

賬目附註

1. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)**(t) Deferred taxation**

Deferred tax 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 financial statements. Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary difference can be utilized.

(u) Assets under leases

Leases where substantially all the rewards and risks of ownership of assets remain with the leasing company are accounted for as operating leases. Rentals applicable to such operating leases are charged to the profit and loss account on a straight-line basis over the lease term.

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. Finance leases are capitalized at the inception of the lease at the lower of the fair value of the leased assets or the present value of the minimum lease payment. Each lease payment is allocated between the capital and finance charges so as to achieve a constant rate on the capital balances outstanding. The corresponding rental obligations, net of finance charges, are included in long term liabilities. The finance charges are charged to the profit and loss account over the lease periods.

Assets held under finance leases are depreciated over the shorter of their estimated useful lives or the lease periods.

1. 重要會計政策(續)**(t) 遞延稅項**

遞延稅項採用負債法就資產負債之稅基與它們在賬目之賬面值兩者之短暫時差作全數撥備。遞延稅項資產乃就有可能將未來應課稅溢利與可動用之短暫時差抵銷而確認。

(u) 租賃資產

營運租賃是指擁有資產之回報及風險實質上由出租公司保留之租賃。根據此等營運租賃而須繳付之租金，則按其租賃期以直線攤分法在損益計算表中支銷。

融資租賃為資產之風險及回報所有權實質上轉讓予集團之租賃。融資租賃之資產在開始時按租賃資產之公平價值或最低租賃付款之現值，以較低者入賬。每期租金攤分為資本支出及財務費用，以達至尚欠之資本結存為常數比率。相應租賃承擔在扣除財務費用後計入長期負債內。財務費用於租約期內在損益賬中支銷。

以融資租賃持有之資產按其估計可用年數或租約期(以較短者為準)計算折舊。

Notes to the Accounts 賬目附註

2. TURNOVER AND SEGMENT INFORMATION

The Group has main business segments as follows:

- Securities broking and dealing – provision of securities broking, trading in securities, including online broking and financial information services.
- Forex, bullion, commodities and futures – provision of dealing and broking services in leveraged forex, bullion and futures.
- Margin finance and other financing services – provision of securities margin financing and insurance broking services.
- Term loans – provision of term loans financing.
- Corporate finance and others – provision of corporate finance and advisory services, financial planning, wealth management services, investments and properties holding.

No analysis of geographical segments is presented as the contribution to turnover and results of operations outside Hong Kong were below 10%.

2. 營業額及分項資料

集團有以下主要業務分項如下：

- 證券經紀及買賣 – 提供證券經紀服務、經營證券買賣，包括網上經紀及財經資訊服務。
- 外匯、黃金、商品及期貨 – 提供槓桿外匯、黃金、期貨買賣及經紀服務。
- 證券放款及其他金融服務 – 提供證券放款及保險經紀服務。
- 有期借款 – 提供有期借款。
- 企業融資及其他 – 提供企業融資及顧問服務、財務策劃、資產管理、控股投資及物業投資。

由於海外地區對營業額及業績之貢獻均少於10%，因此並無呈列經營地域之分項分析。

Notes to the Accounts
賬目附註2. TURNOVER AND SEGMENT INFORMATION
(Cont'd)

2. 營業額及分項資料(續)

		2004					
		Securities broking and dealing 證券經紀 及買賣 HK\$'000/千港元	Forex, bullion, commodities and futures 外匯、黃金、 商品及期貨 HK\$'000/千港元	Margin finance and other financing services 證券放款及 其他金融服務 HK\$'000/千港元	Term loans 有期借款 HK\$'000/千港元	Corporate finance and others 企業融資及其他 HK\$'000/千港元	Total 總計 HK\$'000/千港元
Turnover	營業額	263,754	159,397	165,660	42,580	445,346	1,076,737
Less: intra-segment turnover	減:分項間營業額	(1,771)	(544)	(10,714)	(5,823)	(250,870)	(269,722)
		261,983	158,853	154,946	36,757	194,476	807,015
Operating profit after finance costs	除融資成本後經營溢利	50,036	13,140	69,247	33,784	85,457	251,664
Share of profits and losses and amortization of goodwill/negative goodwill	所佔溢利及虧損和攤銷 商譽/負商譽						
- Associated companies	- 聯營公司						265,199
- Jointly controlled entities	- 共同控制公司						(3,624)
Profit before taxation	除稅前溢利						513,239
Segment assets	分項資產	622,864	593,253	1,317,274	160,218	1,194,296	3,887,905
Deferred tax assets	遞延稅項資產	2,069	450	-	4,082	3,569	10,170
Taxation recoverable	應收稅項	-	950	-	-	19	969
Minority interests	少數股東權益	-	-	-	-	494	494
		624,933	594,653	1,317,274	164,300	1,198,378	3,899,538
Investments in associated companies	聯營公司投資						2,433,638
Investments in jointly controlled entities	共同控制公司投資						1,201
Total assets	總資產						6,334,377
Segment liabilities	分項負債	(237,651)	(430,061)	(287,727)	(17,506)	(319,762)	(1,292,707)
Taxation payable	應付稅項	(12,558)	(1,355)	(1,245)	(192)	(9,980)	(25,330)
Deferred tax liabilities	遞延稅項負債	(1,244)	-	-	(136)	(1,196)	(2,576)
Total liabilities	總負債	(251,453)	(431,416)	(288,972)	(17,834)	(330,938)	(1,320,613)
Capital expenditures	資本支出	1,808	1,696	661	5	13,136	17,306
Amortization and depreciation	攤銷及折舊	1,642	781	312	-	17,426	20,161
Impairment charge	價值削減	-	-	-	-	16,898	16,898
Other non-cash expenses	其他非現金費用	405	2,655	13,014	-	2,934	19,008

Notes to the Accounts
賬目附註2. TURNOVER AND SEGMENT INFORMATION
(Cont'd)

2. 營業額及分項資料(續)

		2003					
		Securities broking and dealing 證券經紀 及買賣 HK\$'000/千港元	Forex, bullion, commodities and futures 外匯、黃金、 商品及期貨 HK\$'000/千港元	Margin finance and other financing services 證券放款及 其他金融服務 HK\$'000/千港元	Term loans 有期借款 HK\$'000/千港元	Corporate finance and others 企業融資及其他 HK\$'000/千港元	Total 總計 HK\$'000/千港元
Turnover	營業額	189,395	130,292	168,271	89,867	373,245	951,070
Less: intra-segment turnover	減:分項間營業額	(3,912)	(1,387)	(25,248)	(18,505)	(234,557)	(283,609)
		185,483	128,905	143,023	71,362	138,688	667,461
Operating profit after finance costs	除融資成本後經營溢利	22,169	16,347	64,263	64,523	(24,156)	143,146
Share of profits and losses and amortization of goodwill/negative goodwill	所佔溢利及虧損和攤銷 商譽/負商譽						
- Associated companies	- 聯營公司						156,608
- Jointly controlled entities	- 共同控制公司						1
Profit before taxation	除稅前溢利						299,755
Segment assets	分項資產	914,578	744,476	1,328,914	350,685	919,374	4,258,027
Deferred tax assets	遞延稅項資產	-	-	-	8,423	1,430	9,853
Taxation recoverable	應收稅項	-	-	-	5,215	-	5,215
		914,578	744,476	1,328,914	364,323	920,804	4,273,095
Investments in associated companies	聯營公司投資						2,373,765
Investments in jointly controlled entities	共同控制公司投資						937
Total assets	總資產						6,647,797
Segment liabilities	分項負債	(691,877)	(598,286)	(260,175)	(16,024)	(558,664)	(2,125,026)
Taxation payable	應付稅項	(5,487)	(2,007)	(5,052)	-	(12,998)	(25,544)
Deferred tax liabilities	遞延稅項負債	(1,350)	-	-	-	(2,506)	(3,856)
Minority interests	少數股東權益	(794)	-	-	-	(617)	(1,411)
Total liabilities	總負債	(699,508)	(600,293)	(265,227)	(16,024)	(574,785)	(2,155,837)
Capital expenditures	資本支出	2,323	805	248	9	44,192	47,577
Amortization and depreciation	攤銷及折舊	2,975	880	423	10	16,040	20,328
Impairment charge	價值削減	-	-	-	-	6,524	6,524
Other non-cash expenses	其他非現金費用	529	2,954	31,201	-	80,256	114,940

Notes to the Accounts
賬目附註

3. OTHER INCOME

3. 其他收益

		Group 集團	
		2004	2003
		HK\$'000/千港元	HK\$'000/千港元
Amortization of negative goodwill on acquisition of subsidiary companies	攤銷收購 附屬公司 之負商譽	9,565	3,829
Loss arising from default of loan agreement with Millennium Touch Limited written back	因 Millennium Touch Limited 未履行貸款協議 而產生之虧損撥回	2,847	26,412
Net exchange gains	匯兌淨收益	288	-
Profit on disposal of an associated company	出售一聯營 公司之溢利	-	1,146
Profit on deemed disposal of a jointly controlled entity	視作出售一共同 控制公司之溢利	942	-
Profit on disposal of other investments	出售其他 投資之溢利	2,483	-
Provision for doubtful debts written back	呆賬準備 撥回	16,615	42,036
Revaluation deficit of investment properties written back	投資物業重估 減值撥回	6,100	200
Miscellaneous income	雜項收入	1,523	9,285
		40,363	82,908

Notes to the Accounts
賬目附註

4. OTHER EXPENSES

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Net exchange losses	匯兌淨虧損	-	40
Net loss on disposal of other investments	出售其他投資之淨虧損	-	6,302
Loss on deemed disposal of an associated company	視作出售一聯營公司之虧損	4,455	-
Permanent impairment of other investments transferred from investment revaluation reserve	撥自投資重估儲備之其他投資永久價值削減	16,898	6,524
Provision for diminution in value of an associated company	一聯營公司減值準備	-	21,892
Provision for interest and legal cost in respect of litigation with New World Development Company Limited *	有關與新世界發展有限公司訴訟之利息及法律費用撥備 *	2,934	58,364
Provision for doubtful debts	呆賬準備	16,074	34,684
		40,361	127,806

* On 1 April 2004, the High Court of Hong Kong awarded a judgment (the "Judgment") in favour of New World Development Company Limited ("NWDC") against Sun Hung Kai Securities Limited ("SHKS") following legal proceedings regarding a joint venture in respect of land and two hotels in Kuala Lumpur, Malaysia. The Judgment was for a principal amount of HK\$80,117,652.72 together with interest of HK\$25,416,365.50 and interest at judgment rate from 16 December 1998 until payment, and costs (together estimated by the Company to be in the region of approximately HK\$160 million).

SHKS has since year 2000 booked as "Other Investments" an amount of approximately HK\$118 million including payments already made to NWDC in a total sum of HK\$35.3 million. A provision of HK\$18.7 million for interest was made in 2000. Additionally, a provision of HK\$58,364,000 was made in these accounts in respect of interest and legal costs in 2003 and an interest expense of HK\$2,934,000 was paid in 2004.

SHKS has appealed against the Judgment. The Company's present understanding of the Judgment is that SHKS now has an effective 12.5% interest, including its share of shareholders' loans, in a completed project in Kuala Lumpur consisting of two first class hotels with around 1,000 rooms, and a convention and retail complex presently known as "The Renaissance Kuala Lumpur Hotel".

4. 其他費用

* 於二零零四年四月一日，香港高等法院就新世界發展有限公司（「新世界發展」）向新鴻基證券有限公司（「新鴻基證券」）於馬來西亞吉隆坡之土地及兩間酒店之合營企業提出法律訴訟作出裁決（「裁決」），新世界發展被判勝訴。裁決為須支付本金額80,117,652.72港元與利息25,416,365.50港元，及由一九九八年十二月十六日起計至付款日期按裁決息率計算之利息，以及堂費（本公司估計合共約160百萬港元）。

新鴻基證券自二零零零年起已將約118百萬港元之金額列賬為「其他投資」，當中包括已向新世界發展支付之款項總額合共35.3百萬港元，於二零零零年已計入18.7百萬港元之利息撥備。另外，本賬目已就有關利息及法律費用共58,364,000港元於二零零三年作出撥備，及於二零零四年支付利息2,934,000港元。

新鴻基證券已就裁決提出上訴。據本公司目前對裁決之理解，新鴻基證券於馬來西亞吉隆坡之已完成項目（包括兩間設有約1,000個房間之頂級酒店及一幢現名為「The Renaissance Kuala Lumpur Hotel」之會議及零售綜合大樓）中擁有實際權益12.5%，及包括所佔股東貸款部分。

Notes to the Accounts

賬目附註

5. OPERATING PROFIT

5. 經營溢利

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Operating profit is stated after crediting and charging the following:	經營溢利已計入及扣除下列項目：		
Crediting:	計入下列收益：		
Brokerage, commission and service income	經紀佣金、其他佣金及服務收益	511,847	401,969
Dividends from listed investments	上市投資股息	36,843	10,490
Dividends from unlisted investments	非上市投資股息	36,793	31,416
Gross rental income from investment properties	投資物業之租金總收入	2,043	2,246
Interest income	利息收入	160,570	162,494
Net realized profit on derivatives	衍生工具已兌現淨收益	15,455	6,403
Net unrealized profit on trading securities	證券經營未兌現淨收益	-	3,313
Realized profit on trading securities	證券經營已兌現收益	4,321	5,728
Profit on dealing in foreign currencies	外匯買賣收益	18,180	16,938
Profit on other dealing activities	其他買賣活動收益	8,141	4,531
Charging:	扣除下列支出：		
Auditors' remuneration	核數師酬金	3,615	3,341
Amortization of intangible assets	攤銷無形資產	3,906	3,578
Commission expenses and sales incentives to account executives and certain staff	客戶主任及部分員工之佣金費用及營業獎金	128,783	103,754
Contributions to retirement benefit schemes	退休福利計劃供款	7,750	7,185
Depreciation	折舊		
– Owned fixed assets	– 自置固定資產	15,742	16,237
– Leased fixed assets	– 租賃固定資產	513	513
Net loss on disposal of fixed assets	出售固定資產淨虧損	559	420
Net unrealized loss on trading securities	證券經營未兌現淨虧損	2,109	-
Operating lease rentals	營運租賃之租金		
– Land and buildings	– 房地產	16,010	21,414
– Others	– 其他	658	2,429
Outgoings in respect of investment properties	投資物業之支出	625	617
Staff cost (including directors' emoluments but excluding contributions to retirement benefit schemes)	僱員成本(包括董事酬金，但不包括退休福利計劃供款)	164,168	140,996

Notes to the Accounts 賬目附註

6. EMOLUMENTS OF DIRECTORS AND SENIOR EMPLOYEES

(a) Directors

Fees	袍金
Salaries, housing and other allowances, and benefits in kind	薪金、房屋及其他津貼、實物利益
Bonuses	花紅
Contributions to retirement benefit scheme	退休福利計劃供款

During the year, directors' fees of HK\$72,000 (2003: HK\$22,750) and consultancy fees of HK\$424,722 (2003: HK\$341,250) were paid to independent non-executive directors.

Emoluments of the directors including past directors were within the following bands:

Emoluments band (HK\$) 酬金分布 (港幣)
\$0 – \$1,000,000
\$1,000,001 – \$1,500,000
\$2,000,001 – \$2,500,000

6. 董事及高級職員酬金

(a) 董事

	2004 HK\$'000/千港元	2003 HK\$'000/千港元
	497	426
	1,988	3,052
	800	1,250
	99	153
	3,384	4,881

於本年度給予獨立非執行董事之袍金為72,000港元(二零零三年: 22,750港元)及顧問費為424,722港元(二零零三年: 341,250港元)。

董事(包括前任董事)酬金之分析如下:

	Number of directors 董事人數	
	2004	2003
	8	7
	–	1
	1	1

Notes to the Accounts

賬目附註

6. EMOLUMENTS OF DIRECTORS AND SENIOR EMPLOYEES (Cont'd)**(b) Senior employees**

The five highest paid individuals included one director (2003: two directors) of the Company, whose emoluments have been included above. The emoluments of the remaining four (2003: three) senior employees are analyzed below:

Fees	袍金
Salaries, housing and other allowances, and benefits in kind	薪金、房屋及其他津貼、實物利益
Bonuses	花紅
Contributions to retirement benefit scheme	退休福利計劃供款

Emoluments of the senior employees were within the following bands:

Emoluments band (HK\$) 酬金分布 (港幣)
\$2,000,001 – \$2,500,000
\$2,500,001 – \$3,000,000
\$7,000,001 – \$7,500,000
\$8,500,001 – \$9,000,000

6. 董事及高級職員酬金 (續)**(b) 高級職員**

五位最高酬金之職員中，包括本公司一位董事（二零零三年：兩位董事），而其酬金已包括於上述中。其餘四位（二零零三年：三位）最高薪金之高級職員分析如下：

	2004 HK\$'000/千港元	2003 HK\$'000/千港元
Fees	-	1
Salaries, housing and other allowances, and benefits in kind	9,896	11,736
Bonuses	4,420	835
Contributions to retirement benefit scheme	268	262
	14,584	12,834

高級職員酬金之分析如下：

	Number of employees 職員人數	
	2004	2003
\$2,000,001 – \$2,500,000	2	2
\$2,500,001 – \$3,000,000	1	-
\$7,000,001 – \$7,500,000	1	-
\$8,500,001 – \$9,000,000	-	1

Notes to the Accounts 賬目附註

7. RETIREMENT BENEFIT SCHEMES

The Group operates defined contribution schemes for the Hong Kong and overseas offices' qualifying employees and a defined benefit scheme for its subsidiary company's employees in the Philippines.

The forfeited contributions utilized in the course of the year ended 31 December 2004 were HK\$761,000 (2003: HK\$312,000). The contributions to the defined benefit scheme in the Philippines were immaterial.

8. FINANCE COSTS

Interest on bank loans, overdrafts and loan notes repayable within 5 years	須於五年內償還之 銀行借款、透支及 貸款票據之利息
Interest on bank loans not wholly repayable within 5 years	毋須於五年內全部償還之 銀行借款利息
Interest element of a finance lease	融資租賃之利息部分
Other borrowing costs	其他借貸成本

7. 退休金計劃

集團為香港及海外辦事處之合資格員工推行界定供款退休計劃及為菲律賓附屬公司工作之員工推行一項界定利益退休計劃。

截至二零零四年十二月三十一日止年度用作減低供款之沒收供款為761,000港元(二零零三年:312,000港元)。對菲律賓界定利益退休計劃之供款並不重要。

8. 融資成本

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
		16,784	11,853
		867	1,097
		26	65
		2,048	1,408
		19,725	14,423

Notes to the Accounts

賬目附註

9. SHARE OF PROFITS AND LOSSES AND AMORTIZATION OF GOODWILL/NEGATIVE GOODWILL OF ASSOCIATED COMPANIES

9. 所佔聯營公司溢利及虧損和攤銷商譽／負商譽

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Share of profits and losses of associated companies	所佔聯營公司溢利及虧損	236,679	147,460
Amortization	攤銷		
– Goodwill on acquisition	– 收購時之商譽	(30,021)	(30,916)
– Negative goodwill on acquisition	– 收購時之負商譽	59,281	40,806
– Share of goodwill	– 所佔商譽	(740)	(742)
		265,199	156,608

10. SHARE OF PROFITS AND LOSSES AND AMORTIZATION OF GOODWILL OF JOINTLY CONTROLLED ENTITIES

10. 所佔共同控制公司溢利及虧損和攤銷商譽

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Share of profits and losses of jointly controlled entities	所佔共同控制公司溢利及虧損	(3,405)	1
Amortization of goodwill on acquisition	攤銷收購時之商譽	(219)	–
		(3,624)	1

Notes to the Accounts
賬目附註

11. TAXATION

11. 稅項

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Current tax	當期稅項		
– Hong Kong profits tax	– 香港利得稅	31,967	22,369
– Overseas taxation	– 海外稅項	3,099	418
		35,066	22,787
Deferred tax	遞延稅項		
– Current year	– 本年	(1,806)	(10,049)
– Resulting from change in tax rate	– 產生自 稅率改變	–	(177)
		(1,806)	(10,226)
Share of associated companies	所佔聯營公司		
– Hong Kong profits tax	– 香港利得稅	3,638	1,704
– Overseas taxation	– 海外稅項	38,535	36,875
– Deferred taxation	– 遞延稅項	52,528	6,724
		94,701	45,303
		127,961	57,864

Hong Kong profits tax has been provided at the rate of 17.5% (2003: 17.5%) on the estimated assessable profits for the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

香港利得稅乃按照本年度估計應課稅溢利按稅率17.5% (二零零三年: 17.5%) 提撥準備。海外溢利之稅款則按照本年度估計應課稅溢利依集團經營業務地區之現行稅率計算。

Notes to the Accounts

賬目附註

11. TAXATION (Cont'd)

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

11. 稅項 (續)

集團有關除稅前溢利之稅項與假若採用本公司本土國家之稅率而計算之理論稅額之差額如下：

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Profit before taxation (excluding share of profits and losses of associated companies and jointly controlled entities)	除稅前溢利 (不包括所佔聯營公司及共同控制公司之溢利及虧損)	251,664	143,146
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	44,041	25,051
Under/(over) provision in prior years	往年度準備不足 / (超出)	2,346	(594)
Tax effect on non-taxable income	無需課稅之收入於稅項之影響	(19,945)	(10,191)
Tax effect on non-deductible expenses	不可扣稅之支出於稅項之影響	10,080	19,204
Benefit from unrecognized deductible temporary difference	未確認可扣減短暫時差之得益	(41)	(3,976)
Benefit from unrecognized tax loss	未確認稅損之得益	(1,745)	(14,197)
Adjustment to deferred tax resulting from change in tax rate	稅率改變產生之遞延稅項調整	-	(177)
Items/countries subject to different tax rate	不同稅率之項目 / 國家	(1,476)	(2,559)
		33,260	12,561
Share of taxation of associated companies	所佔聯營公司之稅項	94,701	45,303
		127,961	57,864

Notes to the Accounts
賬目附註

12. DIVIDENDS

Interim dividend paid of 2 cents per share (2003: 2 cents per share)	已付中期股息 每股派2港仙 (二零零三年: 每股派2港仙)
Proposed final dividend of 2 cents per share (2003: 2 cents per share)	擬派末期股息 每股派2港仙 (二零零三年: 每股派2港仙)
Adjustment to 2002 final and 2003 interim dividends	二零零二年末期股息及 二零零三年中期股息之調整
Special dividend paid of 1 cent per share (2003: Nil)	已付特別股息每股派1港仙 (二零零三年: 無)
Proposed special dividend of 4 cents per share (2003: 4 cents per share)	擬派特別股息 每股派4港仙 (二零零三年: 每股派4港仙)

12. 股息

		Company 本公司	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
		24,914	24,955
		24,914	24,914
		-	(44)
		12,457	-
		49,828	49,828
		112,113	99,653

13. EARNINGS PER SHARE

The calculation of earnings per share was based on the profit attributable to shareholders of HK\$384,795,000 (2003: HK\$241,914,000) and 1,245,703,156 ordinary shares in issue during the year (2003: the weighted average number of 1,293,241,156 ordinary shares).

No diluted earnings per share were presented for the year as there were no dilutive potential ordinary shares as at year end (2003: Nil).

13. 每股盈利

每股盈利之計算乃按本年度股東應佔溢利384,795,000港元(二零零三年: 241,914,000港元)及本年度已發行普通股1,245,703,156股(二零零三年: 普通股加權平均股數1,293,241,156股)而計算。

於年結時,因無潛在攤薄盈利之普通股,故本年度並無每股攤薄盈利(二零零三年: 無)。

Notes to the Accounts
賬目附註

14. INTANGIBLE ASSETS

14. 無形資產

		Group		
		Trading rights	Computer software	Total
		交易權	電腦軟件	總計
		HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元
Cost	原值			
At 1 January 2004	二零零四年一月一日	4,230	11,430	15,660
Additions	增購	–	6,091	6,091
Disposals	出售	–	(120)	(120)
At 31 December 2004	二零零四年十二月三十一日	4,230	17,401	21,631
Accumulated amortization	累積攤銷			
At 1 January 2004	二零零四年一月一日	1,233	3,742	4,975
Amortization for the year	本年度攤銷	846	3,060	3,906
Written back on disposals	出售報銷	–	(24)	(24)
At 31 December 2004	二零零四年十二月三十一日	2,079	6,778	8,857
Carrying amount at 31 December 2004	二零零四年十二月三十一日賬面值	2,151	10,623	12,774
Carrying amount at 31 December 2003	二零零三年十二月三十一日賬面值	2,997	7,688	10,685

Notes to the Accounts
賬目附註

15. FIXED ASSETS

15. 固定資產

		Group 集團			
		Investment properties 投資物業	Other properties 其他物業	Furniture and equipment 傢俬及設備	Total 總計
		HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元
Cost or valuation	原值或估值				
At 1 January 2004	二零零四年一月一日	36,900	99,743	95,785	232,428
Exchange adjustments	匯兌調整	-	-	(4)	(4)
Additions	增購	-	-	11,215	11,215
Revaluation	重估	6,100	-	-	6,100
Disposals	出售	-	-	(2,499)	(2,499)
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
	二零零四年				
At 31 December 2004	十二月三十一日	43,000	99,743	104,497	247,240
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
Accumulated depreciation	累積折舊				
At 1 January 2004	二零零四年一月一日	-	6,697	64,027	70,724
Exchange adjustments	匯兌調整	-	-	(3)	(3)
Charge for the year	本年度折舊	-	1,600	14,655	16,255
Written back on disposals	出售報銷	-	-	(1,885)	(1,885)
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
	二零零四年				
At 31 December 2004	十二月三十一日	-	8,297	76,794	85,091
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net book value	二零零四年十二月				
at 31 December 2004	三十一日賬面淨值	43,000	91,446	27,703	162,149
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
Net book value	二零零三年十二月				
at 31 December 2003	三十一日賬面淨值	36,900	93,046	31,758	161,704
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
The analysis of cost or valuation shown above is:	上列原值或估值分析如下:				
At professional valuation – 1985	專業估值 — 一九八五年	-	16,000	-	16,000
At professional valuation – 2004	專業估值 — 二零零四年	43,000	-	-	43,000
At cost	原值	-	83,743	104,497	188,240
		<u> </u>	<u> </u>	<u> </u>	<u> </u>
		43,000	99,743	104,497	247,240
		<u> </u>	<u> </u>	<u> </u>	<u> </u>

Notes to the Accounts

賬目附註

15. FIXED ASSETS (Cont'd)

- (a) The investment properties were valued on 31 December 2004 by Norton Appraisals Limited, an independent professional valuer, on an open market basis. Particulars of the investment properties at 31 December 2004 were:

Location	Classification	Term of lease	Interest
Houses C7 and C8, Hawaii Garden, No. 18, Silver Cape Road, Sai Kung, New Territories	Residential	2047	100%
Rooms 2803-2810, 28/F, Wing On House, No. 71, Des Voeux Road Central, Hong Kong	Commercial	2902	100%

- (b) In preparing these accounts, the Group has placed reliance on paragraph 80 of SSAP 17 which provides exemption from the need to make regular revaluations for "Other Properties".

An item of the revalued "Other Properties" amounting to HK\$16,000,000 was valued in 1985 by Jones Lang Wootton, an independent professional valuer, on an open market basis. The carrying amount of the "Other Properties", including the revalued property, would have been HK\$93,097,000 (2003: HK\$94,728,000), had the property been carried at cost less accumulated depreciation.

15. 固定資產(續)

- (a) 投資物業由獨立專業估值師普敦國際評估有限公司，按二零零四年十二月三十一日之公開市值評估。投資物業於二零零四年十二月三十一日之資料如下：

地址	類別	租約期	權益
新界西貢銀 岬路18號 夏威夷花園 C7及C8號屋	住宅	2047	100%
香港德輔道中 71號永安集團大廈 28樓2803 — 2810室	商業	2902	100%

- (b) 集團在編製此賬目時，是根據會計準則第17號第80段，豁免對「其他物業」作出定期重估。

在重估之「其他物業」中有一項物業價值達16,000,000港元，經由一獨立之專業估值公司「仲量行」按一九八五年之公開市值評估。如以原值減除累積折舊方式列賬，包括上述重估物業後之「其他物業」賬面值為93,097,000港元（二零零三年：94,728,000港元）。



Notes to the Accounts 賬目附註

15. FIXED ASSETS (Cont'd)

(c) The net book value of investment properties and other properties comprises:

Long lease properties in Hong Kong	在香港之 長期租契物業
Medium-term lease properties in Hong Kong	在香港之 中期租契物業
Medium-term lease property overseas	在海外之 中期租契物業

(d) At 31 December 2004, the net book value of fixed assets pledged as security for the Group's long term bank loans and bank overdrafts amounted to HK\$95,985,000 (2003: HK\$95,271,000).

(e) At 31 December 2004, the net book value of leased assets under furniture and equipment amounted to HK\$1,067,000 (2003: HK\$1,580,000).

16. INVESTMENTS IN SUBSIDIARY COMPANIES

Unlisted shares, at cost	非上市股份原值
Add: amounts due from subsidiary companies	加: 附屬公司 欠賬
Less: amounts due to subsidiary companies	減: 附屬公司 貸賬

Details of the principal subsidiary companies are shown in note 36.

The amounts due to subsidiary companies were unsecured, interest free and had no fixed term of repayment.

15. 固定資產(續)

(c) 投資物業及其他物業之賬面淨值包括:

		Group 集團
		2004 HK\$'000/千港元
		2003 HK\$'000/千港元
		109,201
		108,679
		23,000
		18,800
		2,245
		2,467
		134,446
		129,946

(d) 於二零零四年十二月三十一日，作為集團長期銀行借款及銀行透支抵押之固定資產賬面淨值為95,985,000港元(二零零三年: 95,271,000港元)。

(e) 於二零零四年十二月三十一日，集團於傢俬及設備內之租賃資產之賬面淨值為1,067,000港元(二零零三年: 1,580,000港元)。

16. 附屬公司投資

		Company 本公司
		2004 HK\$'000/千港元
		2003 HK\$'000/千港元
		428,570
		428,570
		1,663,891
		1,913,521
		2,092,461
		2,342,091
		(273,685)
		(251,968)
		1,818,776
		2,090,123

主要附屬公司資料載於附註36。

附屬公司貸賬是無抵押、免息及無固定還款期。

Notes to the Accounts
賬目附註

17. INVESTMENTS IN ASSOCIATED COMPANIES

17. 聯營公司投資

		Group 集團	
		2004	2003
		HK\$'000/千港元	HK\$'000/千港元
Share of net assets other than goodwill (a)	除商譽以外所佔之資產淨值 (a)	2,424,730	2,165,369
Share of goodwill	所佔之商譽	1,043	1,791
Unamortized goodwill on acquisition	收購時之未攤銷商譽	84,849	116,554
Unamortized negative goodwill on acquisition	收購時之未攤銷負商譽	(153,481)	(201,744)
		2,357,141	2,081,970
Less: provision for diminution in value	減：減值準備額	(21,892)	(21,892)
		2,335,249	2,060,078
Amounts due from a listed associated company	一上市聯營公司欠賬		
– Loan note (d)	– 貸款票據 (d)	78,000	78,000
– Promissory notes	– 承諾票據	–	185,419
– Interest receivable and others	– 應收利息及其他	–	23,120
		78,000	286,539
Amounts due from other associated companies (e)	其他聯營公司欠賬 (e)	83,519	78,117
Less: provision	減：準備額	(18,726)	(18,801)
		142,793	345,855
Less: amounts due to associated companies	減：聯營公司欠賬	(44,404)	(32,168)
		2,433,638	2,373,765
Less: current portion of promissory notes and amounts due from listed associated companies	減：上市聯營公司於一年內到期之承諾票據及欠賬	(210)	(208,539)
		2,433,428	2,165,226

Notes to the Accounts
賬目附註17. INVESTMENTS IN ASSOCIATED COMPANIES
(Cont'd)

17. 聯營公司投資(續)

		Company 本公司	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Listed investments in Hong Kong, at cost	在香港上市 投資原值	1,388,611	1,295,432
Unlisted investments, at cost	非上市投資原值	3	3
		1,388,614	1,295,435
Amounts due from a listed associated company	— 上市聯營 公司欠賬		
– Loan note (d)	– 貸款票據 (d)	78,000	78,000
– Promissory note	– 承諾票據	–	40,419
– Interest receivable and others	– 應收利息及其他	–	2,054
Amounts due from other associated companies (e)	其他聯營公司 欠賬 (e)	75,554	75,522
		1,542,168	1,491,430
Less:	減:		
– Provision	– 準備額	(16,601)	(16,601)
– Current portion of a promissory note and amounts due from a listed associated company	– 上市聯營公司於 一年內到期之 承諾票據及欠賬	–	(42,473)
		1,525,567	1,432,356
Market value of listed investments	上市投資市值	772,879	607,032

Notes to the Accounts

賬目附註

**17. INVESTMENTS IN ASSOCIATED COMPANIES
(Cont'd)**

(a) Details of share of net assets other than goodwill are as follows:

Listed Investments	在香港上市
in Hong Kong, at cost	投資原值
Unlisted investments, at cost	非上市投資原值
Total investments, at cost	投資原值總額
Share of goodwill	所佔之商譽
Goodwill on acquisition	收購時之商譽
Negative goodwill	收購時之
on acquisition	負商譽
Share of post-acquisition	所佔收購
reserves	後儲備
Elimination of unrealized profit	抵銷未兌現溢利
Market value of listed	上市投資
investments	市值

(b) Details of the principal associated companies are shown in note 36.

(c) During the year, dividends of HK\$3,519,000 (2003: HK\$6,503,000) and HK\$2,063,000 (2003: HK\$10,309,000) were received from unlisted and listed associated companies respectively.

17. 聯營公司投資(續)

(a) 除商譽以外所佔之資產淨值之詳情如下:

		Group 集團	
		2004	2003
		HK\$'000/千港元	HK\$'000/千港元
		1,801,125	1,698,959
		35,351	40,496
		1,836,476	1,739,455
		(9,942)	(9,991)
		(234,654)	(236,714)
		352,376	342,172
		491,406	341,247
		(10,932)	(10,800)
		2,424,730	2,165,369
		1,109,200	950,062

(b) 主要聯營公司資料載於附註36。

(c) 本年度從非上市聯營公司及上市聯營公司所得之股息分別為3,519,000港元(二零零三年: 6,503,000港元)及2,063,000港元(二零零三年: 10,309,000港元)。

Notes to the Accounts
賬目附註17. INVESTMENTS IN ASSOCIATED COMPANIES
(Cont'd)

- (d) The loan note was issued by a listed associated company on its repurchase of shares in August 2003. The loan note bears interest at 2.5% per annum and is payable annually. It matures and is due for repayment on 29 August 2008.
- (e) Amounts due from other associated companies are unsecured, interest free and repayable after 12 months from the balance sheet date.
- (f) Extracts of the consolidated operating results and financial position of the Group's significant associated company, Tian An China Investments Company Limited ("Tian An"), which are based on its audited consolidated financial statements, are as follows:

17. 聯營公司投資(續)

- (d) 該貸款票據由一上市聯營公司於二零零三年八月就其回購股份而發行。此貸款票據附有年利率2.5%之利息，按每年支付，並於二零零八年八月二十九日到期償還。
- (e) 其他聯營公司欠賬乃無抵押、免息及無須於結算日後一年內償還。
- (f) 集團重要聯營公司天安中國投資有限公司(「天安」)，按其已審核綜合財務報表，摘錄其綜合經營業績及財務狀況如下：

		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Operating results of Tian An	天安之經營業績		
Turnover	營業額	1,973,098	1,904,212
Depreciation, amortization and impairment	折舊、攤銷及價值削減	20,398	19,992
Profit before taxation	除稅前溢利	408,437	266,353
Profit attributable to shareholders of Tian An	天安股東應佔溢利	200,638	102,420
Financial position of Tian An as at 31 December	於十二月三十一日 天安之財務狀況		
Non-current assets	非流動資產	6,030,851	5,239,776
Current assets	流動資產	3,404,803	3,366,063
Total assets	總資產	9,435,654	8,605,839
Non-current liabilities	非流動負債	(1,525,596)	(1,476,081)
Current liabilities	流動負債	(3,023,567)	(2,749,075)
Total liabilities	總負債	(4,549,163)	(4,225,156)
Minority interests	少數股東權益	(496,362)	(433,139)
Shareholders' funds	股東資金	4,390,129	3,947,544

Detailed notes are available in the published 2004 annual report of Tian An.

詳細附註可見於天安發布之二零零四年年報中。

Notes to the Accounts
賬目附註

18. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES

18. 共同控制公司投資

		Group 集團	2004 HK\$'000/千港元	2003 HK\$'000/千港元
Share of net assets	所佔資產淨值		695	937
Unamortised goodwill on acquisition	收購時之未攤銷商譽		506	—
			1,201	937
Amount due from a jointly controlled entity *	— 共同控制公司欠賬 *		1,018	—
Provision for amount due from a jointly controlled entity	— 共同控制公司欠賬準備		(1,018)	—
			1,201	937

* The amount due from a jointly controlled entity was unsecured, interest free and had no fixed term of repayment.

* 一共同控制公司欠賬是無抵押、免息及無固定還款期。

Particulars of the jointly controlled entities at 31 December 2004 are as follows:

於二零零四年十二月三十一日共同控制公司資料如下：

Name 名稱	Country of incorporation 註冊地點	Principal activities 主要業務	Group equity interest 集團持有權益
SHK Corporate Finance (Shanghai) Limited 上海新鴻基企業顧問有限公司	People's Republic of China 中國	Corporate finance advisory 企業融資顧問	33%
International Mezzanine Fund Management Limited	Singapore 新加坡	Establishment and management of funds 基金設立及管理	33%

Notes to the Accounts
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19. OTHER INVESTMENTS

19. 其他投資

		Group 集團		Company 本公司	
		2004	2003	2004	2003
		HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元
Listed equity investments issued by corporate entities, at market value	由企業發行之 上市股權投資， 按市值				
– Listed in Hong Kong	– 在香港上市	476,810	346,734	–	–
– Listed outside Hong Kong	– 在香港以外上市	4,474	2,903	–	–
		481,284	349,637	–	–
Unlisted equity investments, at fair value *	非上市股權投資， 按公平價值 *	303,494	227,401	–	14,599
Club debentures, exchange participation rights and statutory deposits and other deposits with Exchange and Clearing companies	會所會籍、交易所 參與權、交易所 及結算公司之 法定按金及 其他按金	32,049	24,711	2,090	2,090
		816,827	601,749	2,090	16,689
Add: amounts due from investee companies *	加：投資公司 欠賬 *	94,935	101,271	–	5,400
Less: provision for amount due from an investee company	減：一投資公司 欠賬準備	(2,161)	(2,161)	–	–
		909,601	700,859	2,090	22,089
Less: amount due to an investee company	減：一投資公司 貸賬	(1,891)	(1,796)	–	–
		907,710	699,063	2,090	22,089

* A sum totalling HK\$118,003,000 (2003: HK\$115,437,000) is included in "unlisted equity investments" and "amounts due from investee companies" being the amount, (excluding interest which has been expensed in prior years) which represents the carrying value of the effective 12.5% interest in the completed project in Kuala Lumpur, Malaysia presently known as "The Renaissance Kuala Lumpur Hotel", the circumstances surrounding which are further described in Note 4 and Note 34(c) to these accounts.

* 包括在「非上市股權投資」及「投資公司欠賬」中之一總額共118,003,000港元(2003: 115,437,000港元)(不包括於往年已支銷之利息)，是於馬來西亞吉隆坡之已完成項目(現稱為「The Renaissance Kuala Lumpur Hotel」)賬面值之12.5%實際權益，其有關連之事項已於賬目附註4及34(c)進一步說明。

Notes to the Accounts

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19. OTHER INVESTMENTS (Cont'd)

The Board has decided that it is not presently appropriate to make any provisions in respect of the litigation or for impairment of the value of its interest in the total Kuala Lumpur hotels project pursuant to the Judgment. This decision has been taken because it is considered that the current circumstances of the nature and value of the interests existing under the Judgment and the uncertainty of our appeal against the Judgment (the "Appeal"), result in a situation where it is not possible to decide with any degree of accuracy as to what the final position may be. On the one hand if SHKS is completely successful in its Appeal then it may be entitled to recovery of monies already paid. On the other hand if it is not totally successful or only partially successful then it may be possible that further provision for impairment of the value of its final interests in the Kuala Lumpur hotels project may be required. The extent of such provision is not presently capable of determination as the holding company of the hotel namely Great Union Properties Sdn. Bhd. ("GUP") has not provided a current valuation of the project and SHKS has not had sufficient access to the detailed books and records of GUP to reach a supportable view as to value.

The matter will be further reviewed after a decision in our current Appeal has been handed down.

19. 其他投資(續)

董事會認為在現時不適宜就裁決對此訴訟或對吉隆坡酒店項目權益減值作出任何撥備。採取此決定乃由於經考慮按裁決後權益之價值及性質以及對裁決作出之上訴(「上訴」)之不明朗因素,可能導致未能準確決定最終結果之情況。一方面,倘新鴻基證券於該上訴完全獲勝,其可能有權取回所有已付金額;另一方面,倘該上訴敗訴或僅部分獲勝,其有可能須就吉隆坡酒店項目之最終權益進一步作出減值撥備。由於酒店之控股公司Great Union Properties Sdn. Bhd.(「GUP」)並無提供該項目之現有估值,而新鴻基證券亦未能獲得GUP之詳細賬冊紀錄而未能達致對有關價值之具理據意見,因此目前未能釐訂作出該等撥備之程度。

當上訴有結果後,本公司將再作檢討。

Notes to the Accounts
賬目附註

20. NEGATIVE GOODWILL

20. 負商譽

		Group 集團 HK\$'000/千港元
Cost	原值	
At 1 January 2004	二零零四年一月一日	30,270
Adjustment to negative goodwill on acquisition of subsidiaries	調整購入附屬公司時產生之負商譽	15,700
At 31 December 2004	二零零四年十二月三十一日	45,970
Accumulated amortization	累積攤銷	
At 1 January 2004	二零零四年一月一日	14,009
Amortization for the year	本年度攤銷	9,565
At 31 December 2004	二零零四年十二月三十一日	23,574
Carrying amount at 31 December 2004	二零零四年十二月三十一日賬面值	22,396
Carrying amount at 31 December 2003	二零零三年十二月三十一日賬面值	16,261

21. CASH AND BANK BALANCES

21. 現金及銀行結存

		Group 集團		Company 本公司	
		2004	2003	2004	2003
		HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元
Cash and bank balances	現金及銀行結存	406,959	323,339	2,819	2,597
Fixed deposits with banks	銀行定期存款	80,290	243,584	-	-
		487,249	566,923	2,819	2,597

The Group maintains trust accounts with licensed banks to hold clients' deposits arising from normal business transactions. At 31 December 2004, trust accounts not otherwise dealt with in these accounts totalled HK\$2,178,901,000 (2003: HK\$2,004,233,000).

集團於持牌銀行設有信託戶口，為經營日常業務所需而持有客戶信託存款。於二零零四年十二月三十一日，本年度賬目並未包括之信託存款共2,178,901,000港元（二零零三年：2,004,233,000港元）。

Notes to the Accounts
賬目附註

22. TRADE AND OTHER RECEIVABLES

22. 經營及其他應收賬

		Group 集團			
		2004		2003	
		HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元
Trade receivables	經營應收賬				
Accounts receivable	應收經紀及				
from brokers and clients	客戶賬	619,909		969,396	
Less: provision	減: 準備額	(36,618)		(34,143)	
			583,291		935,253
Secured margin loans	有抵押證券放款	1,643,409		1,592,610	
Less: provision	減: 準備額	(202,353)		(195,385)	
			1,441,056		1,397,225
Secured term loans	有抵押有期借款	234,262		440,964	
Unsecured term loans	無抵押有期借款	5,864		5,864	
Less: provision	減: 準備額	(58,816)		(68,816)	
			181,310		378,012
			2,205,657		2,710,490
Current portion of promissory notes and amounts due from listed associated companies	上市聯營公司於一年內到期之承諾票據及欠賬		210		208,539
Current portion of amount due from an investee company	一投資公司於一年內到期之欠賬		-		11,000
Interest receivable	應收利息		3,239		3,160
Other accounts receivable, deposits and prepayments	其他應收賬、按金及預付費用		80,060		75,700
			2,289,166		3,008,889

Notes to the Accounts
賬目附註

22. TRADE AND OTHER RECEIVABLES (Cont'd)

Interest receivable	應收利息
Other accounts receivable, deposits and prepayments	其他應收賬、 按金及預付費用
Current portion of a promissory note and amounts due from a listed associated company	一上市聯營公司 於一年內到期之 承諾票據及欠賬

22. 經營及其他應收賬 (續)

		Company 本公司	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
		668	900
		3,131	5,205
		—	42,473
		3,799	48,578

The ageing analysis of the trade receivables is as follows:

經營應收賬之賬齡分析如下:

Current	即期
30-60 days	30-60天
60-90 days	60-90天
Over 90 days	90天以上
Less: provisions	減: 準備額

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
		2,199,925	2,706,280
		12,560	2,176
		383	340
		290,576	300,038
		2,503,444	3,008,834
		(297,787)	(298,344)
		2,205,657	2,710,490

There were listed securities, unlisted securities and properties of clients held as collateral against secured margin loans and term loans. The market value of the listed securities as at 31 December 2004 was HK\$6,420,945,000 (2003: HK\$5,118,827,000).

集團持有客戶上市證券、非上市證券及物業作為有抵押證券放款及有抵押有期借款之抵押品。於二零零四年十二月三十一日，此等上市證券之市值為6,420,945,000港元（二零零三年：5,118,827,000港元）。

Notes to the Accounts
賬目附註

23. TRADING ACCOUNT SECURITIES

23. 證券經營賬

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Equity securities listed in	在香港上市之		
Hong Kong, at market value	股權證券·按市值		
– Issued by corporate entities	– 由企業發行	23,152	10,567
– Issued by banks	– 由銀行發行	13,133	12,596
– Issued by public utility entities	– 由公營機構發行	32	26
		36,317	23,189
Equity securities listed outside	在香港以外上市之		
Hong Kong, at market value	股權證券·按市值		
– Issued by corporate entities	– 由企業發行	3,740	4,243
– Issued by bank	– 由銀行發行	59	–
		3,799	4,243
Marketable debt securities	有市值債務證券		
– Issued by central government	– 由中央政府發行	7,741	7,747
Others	其他	406	384
		48,263	35,563

Notes to the Accounts
賬目附註

24. BANK LOANS AND OVERDRAFTS

24. 銀行借款及透支

		Group 集團	
		2004	2003
		HK\$'000/千港元	HK\$'000/千港元
Bank overdrafts	銀行透支		
– Secured (note 35)	– 有抵押 (附註35)	57,905	56,665
– Unsecured	– 無抵押	–	48,828
		57,905	105,493
Bank loans	銀行借款		
– Secured (note 35)	– 有抵押 (附註35)	–	177,954
		57,905	283,447
Current portion of long term bank loans (note 30)	一年內到期之長期 銀行借款 (附註30)	6,040	5,911
		63,945	289,358

25. TRADE AND OTHER PAYABLES

25. 經營及其他應付賬

		Group 集團		Company 本公司	
		2004	2003	2004	2003
		HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元
Accounts payable to brokers and clients	應付經紀及 客戶賬	867,135	1,226,384	–	–
Other accounts payable and accruals	其他應付賬及 應付費用	205,749	341,547	4,421	22,827
Current portion of obligation under a finance lease (note 30)	一年內到期之融資 租賃債務 (附註30)	76	890	–	–
		1,072,960	1,568,821	4,421	22,827

Notes to the Accounts

賬目附註

25. TRADE AND OTHER PAYABLES (Cont'd)

The ageing analysis of the accounts payable to brokers and clients is as follows:

Current	即期
30-60 days	30-60天
60-90 days	60-90天
Over 90 days	90天以上

25. 經營及其他應付賬 (續)

應付經紀及客戶賬之賬齡分析如下:

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
		852,009	1,202,228
		3,640	3,382
		3,037	1,519
		8,449	19,255
		867,135	1,226,384

26. SHARE CAPITAL

26. 股本

Authorized:	法定股本:
Balance as at 1 January and 31 December	一月一日及 十二月三十一日結存
Issued and fully paid:	發行及繳足股本:
Balance as at 1 January	一月一日結存
Share repurchased and cancelled	回購及註銷股份
Balance as at 31 December	十二月三十一日結存

		Company 本公司	
		No. of shares of HK\$0.2 each 股數每股面值0.2港元	Amount 金額
		2004	2003
		2004	2003
		HK\$'000/千港元	HK\$'000/千港元
		15,000,000,000	15,000,000,000
		3,000,000	3,000,000
		1,245,703,156	1,504,223,465
		-	(258,520,309)
		1,245,703,156	1,245,703,156
		249,141	300,845
		-	(51,704)
		249,141	249,141

Notes to the Accounts
賬目附註

27. CAPITAL AND OTHER RESERVES

27. 資本及其他儲備金

		Group 集團		Company 本公司	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元	2004 HK\$'000/千港元	2003 HK\$'000/千港元
Special capital reserve arising from adjustment of nominal value of shares*	由調整股份面值而產生之特別資本儲備*				
Balance as at 1 January and 31 December	一月一日及十二月三十一日結存	930,026	930,026	930,026	930,026
Share premium account	股份溢價賬				
Balance as at 1 January and 31 December	一月一日及十二月三十一日結存	1,124,703	1,124,703	1,123,263	1,123,263
Capital redemption reserve	資本贖回儲備				
Balance as at 1 January	一月一日結存	51,704	–	51,704	–
Transfer from profit and loss on shares repurchase	於回購股份時轉撥自損益計算表	–	51,704	–	51,704
Balance as at 31 December	十二月三十一日結存	51,704	51,704	51,704	51,704
Exchange reserve	匯兌儲備				
Balance as at 1 January, as previously reported	一月一日結存，按以往列賬	(27,105)	(26,107)	–	–
Prior year adjustment	上年度調整	–	37	–	–
As restated	重列	(27,105)	(26,070)	–	–
Translation of the accounts of overseas subsidiaries, associated companies and jointly controlled entities	海外附屬公司、聯營公司及共同控制公司賬目折算	(45)	(249)	–	–
Release on disposal of an associated company	出售一聯營公司時撥回	–	(270)	–	–
Associated companies	聯營公司	325	(516)	–	–
Jointly controlled entities	共同控制公司	(1)	–	–	–
Balance as at 31 December	十二月三十一日結存	(26,826)	(27,105)	–	–
Balance carried forward	結餘轉下	2,079,607	2,079,328	2,104,993	2,104,993

Notes to the Accounts
賬目附註

27. CAPITAL AND OTHER RESERVES (Cont'd)

27. 資本及其他儲備金(續)

		Group 集團		Company 本公司	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元	2004 HK\$'000/千港元	2003 HK\$'000/千港元
Balance brought forward	結餘承上	2,079,607	2,079,328	2,104,993	2,104,993
Investment property revaluation reserve	投資物業重估儲備				
Balance as at 1 January, as previously reported	一月一日結存, 按以往列賬	139,275	90,798	-	-
Prior year adjustment	上年度調整	-	8,194	-	-
As restated	重列	139,275	98,992	-	-
Release on disposal of an associated company	出售一聯營公司時撥回	(533)	-	-	-
Associated companies	聯營公司	12,416	40,283	-	-
Balance as at 31 December	十二月三十一日結存	151,158	139,275	-	-
Investment revaluation reserve	投資重估儲備				
Balance as at 1 January	一月一日結存	71,956	(67,329)	13,347	18,747
Revaluation surplus/(deficit) of other investments	其他投資重估增值/(減值)	208,173	137,584	-	(5,400)
Permanent impairment of other investments transferred to profit and loss account	其他投資永久價值削減撥至損益計算表	16,898	6,524	-	-
Deferred tax	遞延稅項	(222)	-	-	-
Release on disposal of other investments	出售其他投資時撥回	6,648	2,162	(13,348)	-
Release on disposal of an associated company	出售一聯營公司時撥回	43	-	-	-
Associated companies	聯營公司	5,424	(6,985)	-	-
Balance as at 31 December	十二月三十一日結存	308,920	71,956	(1)	13,347
Capital reserves	資本儲備				
Balance as at 1 January	一月一日結存	921	6,194	-	-
Transfer from retained earnings by associated companies	聯營公司轉撥自保留溢利	2,827	858	-	-
Release on disposal of an associated company	出售一聯營公司時撥回	(4)	(6,131)	-	-
Balance as at 31 December	十二月三十一日結存	3,744	921	-	-
Total balance as at 31 December	十二月三十一日儲備金總數	2,543,429	2,291,480	2,104,992	2,118,340

Notes to the Accounts

賬目附註

27. CAPITAL AND OTHER RESERVES (Cont'd)

* The High Court of the Hong Kong Special Administrative Region sanctioned the reduction in nominal value of the Company's shares on 14 July 1998 ("Reduction"). Accordingly, an amount equal to the credit arising from the Reduction was transferred to the special capital reserve.

The special capital reserve will not be treated as realized profits. It shall be treated as an undistributable reserve for as long as there remain outstanding any debts or claims which were in existence on the date of the Reduction, provided that the amount of the reserve may be reduced by the amount of any future increase in the paid up share capital and the share premium account.

27. 資本及其他儲備金(續)

* 香港特別行政區高等法院於一九九八年七月十四日批准削減本公司股份面值(「削減」)，因此從削減引致之進賬已轉撥至特別資本儲備。

此特別資本儲備不應視作為已變現溢利。若現仍有於削減日期之任何未償還債務或索償，則該儲備須視為不可供分派儲備，惟該儲備之數額可因日後增加已繳股本及股份溢價賬而減少。

28. PROFIT AND LOSS ACCOUNT

28. 損益賬

		Group 集團		Company 本公司	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元	2004 HK\$'000/千港元	2003 HK\$'000/千港元
Balance as at 1 January, as previously reported	一月一日結存， 按以往列賬	1,951,339	2,247,170	970,140	1,393,462
Prior year adjustments	上年度調整				
– Adoption of new SSAP 12	– 採納新會計 準則第12號	–	(141,912)	–	–
– Share of an associated company	– 所佔一聯營 公司	–	(5,905)	–	–
As restated	重列	1,951,339	2,099,353	970,140	1,393,462
Profit/(loss) attributable to shareholders	股東應佔 溢利/(虧損)	384,795	241,914	8,335	(33,878)
Dividends paid	股息支付	(112,113)	(49,891)	(112,113)	(49,891)
Premium on shares repurchase	回購股份之溢價	–	(284,639)	–	(284,639)
Transfer to capital redemption reserve on shares repurchase	就回購股份轉撥至 資本贖回儲備	–	(51,704)	–	(51,704)
Shares repurchase expenses	回購股份之費用	–	(2,836)	–	(3,210)
Transfer to capital reserve by associated companies	聯營公司轉撥至 資本儲備	(2,827)	(858)	–	–
Balance as at 31 December	十二月三十一日結存	2,221,194	1,951,339	866,362	970,140
Representing:	分列為:				
Retained profits	保留溢利	2,146,452	1,876,597	791,620	895,398
Proposed dividends	擬派股息	74,742	74,742	74,742	74,742
		2,221,194	1,951,339	866,362	970,140

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28. PROFIT AND LOSS ACCOUNT (Cont'd)

Profit retained by:	溢利保留於：
Company and subsidiary companies	本公司及附屬公司
Associated companies	聯營公司
Jointly controlled entities	共同控制公司

Distributable reserves of the Company at 31 December 2004, calculated under Section 79B of the Hong Kong Companies Ordinance, amounted to HK\$869,704,000 (2003: HK\$973,481,000).

29. LOAN NOTES

Balance as at 1 January	一月一日結存
Loan notes issued	就回購股份所發行
on shares repurchase	之貸款票據
Purchase and cancellation	購回及註銷
Balance as at 31 December	十二月三十一日結存

The loan notes bear interest at 4% per annum and the principal of the loan notes is due for repayment on 7 March 2008.

28. 損益賬 (續)

		Group 集團	
		2004	2003
		HK\$'000/千港元	HK\$'000/千港元
		1,892,342	1,748,762
		331,690	202,576
		(2,838)	1
		2,221,194	1,951,339

根據香港公司條例第79B條計算，本公司於二零零四年十二月三十一日之可供分派儲備為869,704,000港元（二零零三年：973,481,000港元）。

29. 貸款票據

		Group and Company 集團及本公司	
		2004	2003
		HK\$'000/千港元	HK\$'000/千港元
		231,637	—
		—	255,234
		(102,000)	(23,597)
		129,637	231,637

貸款票據附有年利率4%之利息，貸款票據本金額於二零零八年三月七日期償還。

Notes to the Accounts

賬目附註

30. LONG TERM LIABILITIES

Secured bank loans (note 35)	有抵押銀行借款(附註35)
Obligation under a finance lease	融資租賃債務
Other long term employee benefits	其他長期員工福利
Advance from minority shareholder	來自少數股東借款
Less: current portion	減: 一年內到期之部分
Secured bank loans	有抵押銀行借款
Obligation under a finance lease	融資租賃債務

At 31 December 2004, the secured bank loans were repayable as follows:

Within one year	一年內
In the second year	第二年
In the third to fifth year	第三年至第五年
After the fifth year	五年以上

The secured bank loans are repayable by instalments up to October 2009. Interest is charged on the outstanding balances at Prime Rate minus 2% and Hong Kong Interbank Offer Rate plus 1% per annum.

30. 長期負債

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
		30,307	36,213
		76	966
		876	4,832
		1,022	—
		32,281	42,011
		(6,040)	(5,911)
		(76)	(890)
		26,165	35,210

於二零零四年十二月三十一日，有抵押銀行借款之還款期如下：

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
		6,040	5,911
		6,172	6,039
		18,095	18,924
		—	5,339
		30,307	36,213

有抵押銀行借款是以分期償還至二零零九年十月。利息按未償還結餘以最優惠年利率減2%及香港銀行同業拆息年利率加1%計算。

Notes to the Accounts

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30. LONG TERM LIABILITIES (Cont'd)

At 31 December 2004, the finance lease liabilities were repayable as follows:

30. 長期負債(續)

於二零零四年十二月三十一日，融資租賃負債之還款期如下：

		Group 集團			
		Finance lease liabilities 融資租賃負債		Present value 現值	
		2004	2003	2004	2003
		HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元
Within one year	一年內	76	916	76	890
In the second year	第二年	-	76	-	76
		76	992	76	966
Interest element	利息部分	-	(26)		
Present value of finance lease liabilities	融資租賃負債現值	76	966		

31. DEFERRED TAXATION

31. 遞延稅項

		Group 集團	
		2004	2003
		HK\$'000/千港元	HK\$'000/千港元
Net deferred tax (assets)/liabilities as at 1 January	一月一日之遞延稅項(資產)/負債淨額	(5,997)	4,169
Exchange adjustments	匯兌調整	(13)	(76)
Acquisition of a subsidiary	購入一附屬公司	-	136
Transfer from profit and loss account (note 11)	轉撥自損益計算表(附註11)	(1,806)	(10,226)
Charge to equity	計入股東權益	222	-
Net deferred tax assets as at 31 December	十二月三十一日之遞延稅項資產淨額	(7,594)	(5,997)

Notes to the Accounts
賬目附註

31. DEFERRED TAXATION (Cont'd)

The deferred tax assets and liabilities recognized in the balance sheet are analyzed as follows:

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Deferred tax liabilities	遞延稅項負債		
– Accelerated depreciation	– 加速稅項折舊	3,027	3,271
– Unrealised profit	– 未兌現溢利	1,274	1,393
– Undistributed earnings and others	– 未分派盈利 及其他	1,061	1,708
		5,362	6,372
Offset against deferred tax assets	抵銷遞延稅項資產	(2,786)	(2,516)
		2,576	3,856

		Group 集團		Company 本公司	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元	2004 HK\$'000/千港元	2003 HK\$'000/千港元
Deferred tax assets	遞延稅項資產				
– Decelerated depreciation	– 減速稅項折舊	286	353	–	–
– General provision	– 一般準備	7,777	5,431	2,612	1,430
– Revaluation of assets	– 資產重估	601	391	–	–
– Unused tax loss	– 未用稅損	4,292	6,194	–	–
		12,956	12,369	2,612	1,430
Offset against deferred tax liabilities	抵銷遞延稅 項負債	(2,786)	(2,516)	–	–
		10,170	9,853	2,612	1,430

31. 遞延稅項 (續)

於資產負債表中確認之遞延稅項資產及負債分析如下：

Notes to the Accounts

賬目附註

31. DEFERRED TAXATION (Cont'd)

At the balance sheet date, the Group had unrecognized deductible temporary difference of HK\$6,023,000 (2003: HK\$5,809,000) and unrecognized tax losses of HK\$353,526,000 (2003: HK\$381,472,000) available to offset against future profits. The tax losses have no expiry date except for HK\$17,068,000, HK\$4,379,000 and HK\$110,000 which will be expired on 2005, 2006 and 2007 respectively.

The temporary difference associated with undistributed earnings of subsidiaries as at 31 December 2004 was immaterial.

32. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

Reconciliation of profit before taxation to cash generated from/(used for) operations

31. 遞延稅項 (續)

於年結時，集團有未確認可扣減短暫時差 6,023,000 港元（二零零三年：5,809,000 港元），及可抵銷未來溢利之未確認稅損 353,526,000 港元（二零零三年：381,472,000 港元）。除分別於二零零五年之 17,068,000 港元、二零零六年之 4,379,000 港元、及二零零七年之 110,000 港元到期之稅損外，其他稅損並無到期日。

於二零零四年十二月三十一日，與附屬公司未分派盈利關連之短暫時差並不重大。

32. 綜合現金流量表附註

除稅前溢利與來自經營產生／（所用）之現金對賬

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Profit before taxation	除稅前溢利	513,239	299,755
Associated companies	聯營公司		
– Share of profits and losses	– 所佔溢利及虧損	(236,679)	(147,460)
– Amortization of share of goodwill	– 攤銷所佔商譽	740	742
– Amortization of goodwill on acquisition	– 攤銷收購時之商譽	30,021	30,916
– Amortization of negative goodwill on acquisition	– 攤銷收購時之負商譽	(59,281)	(40,806)
Jointly controlled entities	共同控制公司		
– Share of profits and losses	– 所佔溢利及虧損	3,405	(1)
– Amortization of goodwill on acquisition	– 攤銷收購時之商譽	219	–
Amortization of negative goodwill on acquisition of subsidiary companies	攤銷收購附屬公司時之負商譽	(9,565)	(3,829)
Dividend income	股息收入	(73,636)	(41,906)
Interest income	利息收入	(160,570)	(162,494)
Loss arising from default of loan agreement with Millennium Touch Limited written back	因 Millennium Touch Limited 未履行貸款協議而產生之虧損撥回	–	(26,412)
Profit on disposal of a portion of a subsidiary	出售一部分附屬公司之溢利	(789)	–
Balance carried forward	結餘轉下	7,104	(91,495)

Notes to the Accounts

賬目附註

32. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (Cont'd)

Reconciliation of profit before taxation to cash generated from/(used for) operations (Cont'd)

32. 綜合現金流量表附註(續)

除稅前溢利與來自經營產生/(所用)之現金對賬(續)

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Balance brought forward	結餘承上	7,104	(91,495)
Profit on disposal of an associated company	出售一聯營公司之溢利	-	(1,146)
Profit on deemed disposal of a jointly controlled entity	視作出售一共同控制公司之溢利	(942)	-
(Profit)/loss on disposal of other investment	出售其他投資之(溢利)/虧損	(2,483)	753
Provision for doubtful debts written back	呆賬準備撥回	(16,615)	(42,036)
Revaluation deficit of investment properties written back	投資物業重估減值撥回	(6,100)	(200)
Amortization of intangible assets	攤銷無形資產	3,906	3,578
Depreciation	折舊	16,255	16,750
Interest expenses	利息支出	17,677	13,015
Loss on disposal of a jointly controlled entity	出售一共同控制公司之虧損	-	5,549
Loss on deemed disposal of an associated company	視作出售一聯營公司之虧損	4,455	-
Loss on disposal of fixed assets	出售固定資產虧損	559	420
Loss on disposal of intangible assets	出售無形資產虧損	96	-
Net unrealized loss/(profit) on trading securities	證券經營賬之未兌現虧損/(溢利)淨額	2,109	(3,313)
Permanent impairment of other investments	其他投資永久價值削減	16,898	6,524
Provision for diminution in value of an associated company	一聯營公司減值準備	-	21,892
Provision for doubtful debts	呆賬準備	16,074	34,684
Provision for interest and legal cost in respect of the litigation with New World Development Company Limited	有關與新世界發展有限公司訴訟之利息及法律費用撥備	-	58,364
Increase in lending over one year	一年期以上放款增加	(3,200)	-
Decrease/(increase) in trade and other receivables	經營及其他應收賬減少/(增加)	523,677	(832,711)
Increase in trading account securities	證券經營賬增加	(14,634)	(9,904)
(Decrease)/increase in trade and other payables	經營及其他應付賬(減少)/增加	(482,320)	726,161
Decrease in other long term employee benefits	其他長期員工福利減少	(3,956)	(2,005)
Cash generated from/(used for) operations	經營產生/(所用)之現金	78,560	(95,120)

Notes to the Accounts
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33. COMMITMENTS

(a) Capital commitments

Contracted but not provided for
Authorized but not contracted for

已簽約但未在賬目中作出準備者
已批准但未簽約者

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
		28,688	2,520
		2,209	16,205
		30,897	18,725

(b) Commitments under operating leases

At 31 December 2004, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

(b) 營運租約承擔

於二零零四年十二月三十一日，集團根據不可撤銷營運租約而須於未來支付之最低租賃付款如下：

		2004		2003	
		Land and buildings 房地產	Others 其他	Land and buildings 房地產	Others 其他
		HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元
Within one year	一年內	19,577	578	24,582	927
In the second to fifth year	第二年至第五年	33,952	–	7,510	38
		53,529	578	32,092	965

Notes to the Accounts 賬目附註

34. CONTINGENT LIABILITIES

(a) At 31 December 2004, the Company and the Group had guarantees as follows:

34. 或然負債

(a) 本公司及集團於二零零四年十二月三十一日之保證如下：

		Group 集團		Company 本公司	
		2004	2003	2004	2003
		HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元	HK\$'000/千港元
Guarantees for banking facilities granted to:	給予以下公司之銀行信貸保證：				
– subsidiary companies	– 附屬公司	–	–	58,000	308,000
– an investee company	– 一投資公司	7,000	6,989	7,000	6,989
Indemnities on banking guarantees made available to a clearing house and regulatory body	對給予一結算所及監管機構之銀行保證所作之擔保	5,540	4,540	–	–
Indemnities on letter of credit issued by a bank for a loan to a client	對一銀行就一客戶貸款所發出信用狀之擔保	–	67,556	–	–
Other guarantees	其他保證	3,184	913	1,400	–
		15,724	79,998	66,400	314,989

Notes to the Accounts

賬目附註

34. CONTINGENT LIABILITIES (Cont'd)

- (b) On 4 February 2004, Sun Tai Cheung Credits Limited ("STCC") and Sun Hung Kai Investment Services Limited ("SHKIS"), both indirect wholly-owned subsidiaries of the Company, were served with a writ including a statement of claim ("200/2004") by Shanghai Finance Holdings Limited, claiming, inter alia, an order that the sale of the shares in Shun Loong Holdings Limited ("Shun Loong Shares") by STCC as assignee to SHKIS (at a consideration of HK\$36,500,000 subject to additional amounts in a total sum not exceeding HK\$15,700,000 which might have been payable one year from the date of completion under certain conditions) pursuant to a sale and purchase agreement dated 25 June 2003 be set aside, or alternatively, as against STCC, damages and an account as to the money obtained by STCC in respect of the Shun Loong Shares. The writ is being vigorously defended. STCC and SHKIS were properly advised at all times during the transaction and believe that the claim is not soundly based. STCC and SHKIS have applied to have the claim struck out. The proceedings have now been stayed until further order of the court.

While a provision has been made for legal costs, at this stage the Directors are of the view that it is not appropriate for any other provision to be made with respect to this action.

34. 或然負債 (續)

- (b) 於二零零四年二月四日，Shanghai Finance Holdings Limited 向同為本公司間接全資附屬公司新泰昌授信有限公司（「新泰昌授信」）及新鴻基投資服務有限公司（「新鴻基投資」）發出索償傳票（「200/2004」），要求（其中包括）撤銷新泰昌授信（作為新鴻基投資之受讓人）根據日期為二零零三年六月二十五日之買賣協議向新鴻基投資出售順隆集團有限公司股份（「順隆股份」）（作價36,500,000港元，在若干條件規則下，將會於完成日期一年後額外支付不超過15,700,000港元之款項），或要求新泰昌授信給予損害賠償以及申索新泰昌授信就順隆股份所獲取之金額。集團正極力否定此項索償。新泰昌授信及新鴻基投資在交易期間一直按適當建議行事，並深信有關索償理據不足。新泰昌授信及新鴻基投資已申請剔除此宗索償。有關司法程序現正暫停辦理，直至法院另行頒令為止。

在現階段，公司董事認為在作出訴訟費撥備後，對此訴訟不適宜作出任何其他撥備。

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34. CONTINGENT LIABILITIES (Cont'd)

- (c) By the Judgment of Deputy High Court Judge To on 1 April 2004 in HCA 3191/1999 between NWDC and Stapleton Development Limited against SHKS, a wholly-owned subsidiary of the Company, SHKS was ordered to pay NWDC the sum of HK\$105,534,018.22 together with interest on the principal sum of HK\$80,117,652.72 at judgment rate from 16 December 1998 until payment, pursuant to the terms of an oral agreement which His Lordship found (the "Oral Agreement"). As at 17 June 2004, the date when the Judgment sum was paid, the Judgment amounted to HK\$150,115,681.54 (being HK\$105,534,018.22 plus interest of HK\$44,581,663.32). SHKS has paid the Judgment amounts. SHKS has filed the Appeal against the Judgment both as to liability and quantum to the Court of Appeal. The Appeal has been set down for hearing commencing 7 June 2005. The decision of the Court of Appeal is likely to be delivered some months after the Appeal.

34. 或然負債(續)

- (c) 根據高等法院暫委法官To於二零零四年四月一日就新世界發展與Stapleton Development Limited向本公司全資附屬公司新鴻基證券提出之法律訴訟(高等法院民事訴訟1999年第3191宗)作出之裁決·新鴻基證券被判令向新世界發展支付總額105,534,018.22港元·連同本金金額80,117,652.72港元由一九九八年十二月十六日起至付款期間按判定利率(根據法官認定的口頭協議(「口頭協議」)內訂明之條款)計算之利息。於二零零四年六月十七日(即支付判定金額當日)·新鴻基證券已支付判定金額·總額為150,115,681.54港元(即105,534,018.22港元連同44,581,663.32港元之利息)。新鴻基證券已向上訴法院申請就該項裁決之法律責任及索償金額提出上訴。上訴聆訊已獲編排於二零零五年六月七日展開。預期上訴法院將於上訴後數個月後作出判決。

Notes to the Accounts

賬目附註

34. CONTINGENT LIABILITIES (Cont'd)

Since the handing down of the Judgment, NWDC has written to SHKS demanding payment of 3 further amounts for what it asserts as pro-rata shareholders' contributions advanced by NWDC on behalf of SHKS (the "New Claims"):

1. on 1 March 2000 in the sum of HK\$27,234,753.52;
2. on 2 January 2001 in the sum of HK\$7,697,418.42

(The Group understands that a further writ was issued by NWDC in April 2004, naming SHKS as defendant, and claiming the aforesaid two amounts as well as interest thereon from March 2000 and January 2001 respectively (the "Further Writ"). The Further Writ has not been served on SHKS); and

3. on 1 June 2004 in the sum of HK\$2,565,839.47 in respect of a bank loan by GUP. (A provision has been made with respect to this claim in the accounts of SHKS).

34. 或然負債 (續)

自宣佈裁決以來，新世界發展曾以書面要求新鴻基證券額外支付三筆款項，聲稱為新世界發展代表新鴻基證券墊付按比例之股東供款（「新索償」）：

1. 於二零零零年三月一日墊付之27,234,753.52港元；
2. 於二零零一年一月二日，墊付之7,697,418.42港元

（集團知悉新世界發展於二零零四年四月向新鴻基證券（作為被告）發出另一索償傳票（「另一索償傳票」），要求索償上述兩筆款額，以及分別由二零零零年三月及二零零一年一月起所涉及之有關利息。此另一索償傳票並未送達至新鴻基證券）；及

3. 於二零零四年六月一日，要求就GUP之銀行貸款支付2,565,839.47港元。（已就該索償於新鴻基證券之賬目作出撥備）。

Notes to the Accounts

賬目附註

34. CONTINGENT LIABILITIES (Cont'd)

The outcome of the Appeal as well as other issues will be relevant to the determination of whether SHKS is liable to pay the New Claims which NWDC asserts are due under the Oral Agreement. Accordingly, the Directors take the view that the New Claims are a contingent liability, and that while a provision has been made for legal costs, it is considered that it is not presently appropriate for any other provision to be made with respect to the Appeal or the Further Writ. However, the Directors in Note 19 to the accounts have provided an analysis as to the possible financial implications for the Company depending on the ultimate outcome of the Appeal.

35. ASSETS PLEDGED TO THIRD PARTIES

At 31 December 2004, listed investments belonging to the Group and margin clients with a total market value of HK\$1,074,406,000 (2003: HK\$792,489,000) were pledged to banks and financial institutions. Banking facilities of HK\$1,735,000,000 (2003: HK\$1,865,000,000) were available to the Group. The Group also had leasehold properties with a total book value of HK\$95,985,000 (2003: HK\$95,271,000) pledged to banks as security for instalment loans and overdraft facilities of HK\$37,300,000 (2003: HK\$44,000,000). The total of the outstanding balance of the instalment loan and the draw down of the overdraft facilities at 31 December 2004 were HK\$67,356,000 (2003: HK\$72,718,000).

34. 或然負債 (續)

上訴結果以及其他事項將對釐定新鴻基證券是否須支付新索償，而新世界發展聲稱此乃根據口頭協議而需支付。因此，公司董事認為新索償乃或然負債，亦鑑於本公司已為訴訟費作出撥備，故此認為現時不適宜為上訴或另一索償傳票作出任何撥備。然而，公司董事已於賬目附註19中對上訴最終結果引致可能發生之財務影響作出分析。

35. 抵押予第三方之資產

於二零零四年十二月三十一日，屬於集團及證券放款客戶之上市證券有抵押予銀行及財務機構，其總市值為1,074,406,000港元（二零零三年：792,489,000港元）。集團可動用的信貸額為1,735,000,000港元（二零零三年：1,865,000,000港元）。集團亦有賬面總值95,985,000港元（二零零三年：95,271,000港元）之有租契物業按予銀行，作為給予集團分期貸款及透支信貸37,300,000港元（2003：44,000,000港元）之抵押。於二零零四年十二月三十一日，尚未償還分期貸款及提取之透支信貸總額為67,356,000港元（二零零三年：72,718,000港元）。

Notes to the Accounts

賬目附註

36. PRINCIPAL SUBSIDIARY AND ASSOCIATED COMPANIES

The principal subsidiary and associated companies as at 31 December 2004 were as follows:

36. 主要附屬公司與聯營公司

於二零零四年十二月三十一日主要附屬公司與聯營公司如下：

Principal subsidiary companies 主要附屬公司	Country of incorporation and operation 註冊及業務經營地點	Issued and paid up share capital 發行及繳足股本	Group equity interest 集團持有權益	Principal activities 主要業務
Bali International Finance Limited 百達利財務有限公司	Hong Kong 香港	137,500,000 HK\$1 shares 137,500,000股每股1港元	100%	Financial service and investment holding 金融服務及控股投資
Bali Securities Co. Limited 百達利證券有限公司	Hong Kong 香港	7,000,000 HK\$1 shares 7,000,000股每股1港元	100%	Securities dealer 證券交易商
Best Decision Investments Limited	British Virgin Islands 英屬處女群島	50,000 US\$1 share 50,000股每股1美元	65%	Investment holding 控股投資
Best Delta International Limited	British Virgin Islands 英屬處女群島	1 US\$1 share 1股每股1美元	100%	Investment holding 控股投資
Boneast Assets Limited	British Virgin Islands 英屬處女群島	1 US\$1 share 1股每股1美元	100%*	Investment holding 控股投資
Cheeroll Limited	Hong Kong 香港	2 HK\$1 shares 2股每股1港元	100%	Share trading 證券買賣
Constable Development S.A.	Panama 巴拿馬	5 US\$1 shares 5股每股1美元	100%	Investment holding 控股投資
Cowslip Company Limited	Hong Kong 香港	2 HK\$1 shares 2股每股1港元	100%	Investment holding 控股投資
Gloria (Nominees) Limited	Hong Kong 香港	2 HK\$100 shares 2股每股100港元	100%	Investment holding 控股投資
Gloxin Limited	Hong Kong 香港	2 HK\$1 shares 2股每股1港元	100%	Investment holding 控股投資

Notes to the Accounts
賬目附註36. PRINCIPAL SUBSIDIARY AND ASSOCIATED
COMPANIES (Cont'd)

36. 主要附屬公司與聯營公司(續)

Principal subsidiary companies 主要附屬公司	Country of incorporation and operation 註冊及業務經營地點	Issued and paid up share capital 發行及繳足股本	Group equity interest 集團持有權益	Principal activities 主要業務
Grand Securities Company Limited 大唐證券有限公司	Hong Kong 香港	20,000,000 HK\$1 shares 20,000,000股每股1港元	100%	Securities broking 證券經紀
Hilarious (Nominees) Limited	Hong Kong 香港	100 HK\$100 shares 100股每股100港元	100%	Investment holding 控股投資
I-Market Limited	British Virgin Islands 英屬處女群島	1 US\$1 share 1股每股1美元	100%*	Investment holding 控股投資
Itso Limited	Hong Kong 香港	2 HK\$1 shares 2股每股1港元	100%	Share trading 證券買賣
Lexshan Nominees Limited 歷山代理人有限公司	Hong Kong 香港	2 HK\$1 shares 2股每股1港元	100%	Nominee service 代理人服務
Macdonnell (Nominees) Limited	Hong Kong 香港	100 HK\$100 shares 100股每股100港元	100%	Investment holding 控股投資
Oakfame Investment Limited 幹美投資有限公司	Hong Kong 香港	2 HK\$1 shares 2股每股1港元	100%	Investment holding 控股投資
Pioneer Score Development Limited 先港發展有限公司	Hong Kong 香港	2 HK\$1 shares 2股每股1港元	100%	Investment holding 控股投資
Plentiwind Limited	Hong Kong 香港	2 HK\$1 shares 2股每股1港元	100%	Futures trading 期貨買賣
Quick Art Limited	Hong Kong 香港	3,540,000 HK\$1 shares 3,540,000股每股1港元	100%	Share trading and property investment 證券買賣及物業投資
Ranbridge Finance Limited 捷橋財務有限公司	Hong Kong 香港	20,000,000 HK\$1 shares 20,000,000股每股1港元	100%*	Money lending 借貸

Notes to the Accounts
賬目附註36. PRINCIPAL SUBSIDIARY AND ASSOCIATED
COMPANIES (Cont'd)

36. 主要附屬公司與聯營公司 (續)

Principal subsidiary companies 主要附屬公司	Country of incorporation and operation 註冊及業務經營地點	Issued and paid up share capital 發行及繳足股本	Group equity interest 集團持有權益	Principal activities 主要業務
Ranbridge, Inc.	The Philippines 菲律賓	5,385,000 Peso 1 shares 5,385,000股每股1披索	100%	Money lending 借貸
Scienter Investments Limited	Hong Kong 香港	2 HK\$10 shares 2股每股10港元	100%	Share trading 證券買賣
Shipsape Investments Limited	British Virgin Islands 英屬處女群島	1 US\$1 share 1股每股1美元	100%*	Investment holding 控股投資
SHK Consultancy Services Limited	Hong Kong 香港	2 HK\$1 shares 2股每股1港元	100%	Provision of consultancy service 顧問服務
SHK Financial Data Limited 新鴻基財經資訊有限公司	Hong Kong 香港	100 HK\$1 shares 100股每股1港元	51%	Provision of financial information service 財經資訊服務
SHK Fund Management Limited 新鴻基投資管理有限公司	Hong Kong 香港	5,000,000 HK\$1 shares 5,000,000股每股1港元	100%	Funds management and securities business development 基金管理及證券業務推廣
SHK Global Managers Limited	British Virgin Islands 英屬處女群島	5,000 US\$1 shares 5,000股每股1美元	100%	Funds management 基金管理
SHK Investment Services Limited	Hong Kong 香港	100,000 HK\$10 shares 100,000股每股10港元	100%	Property holding 物業投資
SHK Online (Securities) Limited 新鴻基科網(證券)有限公司	Hong Kong 香港	3,000,000 HK\$10 shares 3,000,000股每股10港元	100%	Online securities broking and margin financing 網上證券經紀及證券放款

Notes to the Accounts

賬目附註

36. PRINCIPAL SUBSIDIARY AND ASSOCIATED
COMPANIES (Cont'd)

36. 主要附屬公司與聯營公司(續)

Principal subsidiary companies 主要附屬公司	Country of incorporation and operation 註冊及業務經營地點	Issued and paid up share capital 發行及繳足股本	Group equity interest 集團持有權益	Principal activities 主要業務
SHK Online Limited 新鴻基科網有限公司	Hong Kong 香港	2,000,000 HK\$10 shares 2,000,000股每股10港元	100%	Online financial services 網上金融服務
SHK Pearl River Delta Investment Company Limited 新鴻基珠江三角洲投資有限公司	Hong Kong 香港	2 HK\$1 fully paid shares 99,999,998 HK\$1 shares paid up to HK\$0.75 each 2每繳足股1港元 99,999,998股每股1港元 (每股繳足至0.75港元)	100%	Investment holding 控股投資
Splendid Gain Limited	Hong Kong 香港	2 HK\$1 shares 2股每股1港元	100%	Investment holding 控股投資
Shun Loong Bullion Limited 順隆金業有限公司	Hong Kong 香港	6,000,000 HK\$1 shares 6,000,000股每股1港元	100%	Bullion dealing 黃金買賣
Shun Loong Capital Limited 順隆融資有限公司	Hong Kong 香港	65,000 HK\$100 shares 65,000股每股100港元	100%	Investment holding 控股投資
Shun Loong Finance Limited 順隆財務有限公司	Hong Kong 香港	1,000,000 HK\$1 shares 1,000,000股每股1港元	100%	Money lending 借貸
Shun Loong Forex Company Limited 順隆外匯有限公司	Hong Kong 香港	3,200 HK\$10,000 shares 3,200股每股10,000港元	100%	Leveraged foreign exchange dealing and broking 槓桿外匯買賣及經紀
Shun Loong Futures Limited 順隆期貨有限公司	Hong Kong 香港	150,000 HK\$100 shares 150,000股每股100港元	100%	Futures and option broking 期貨及期權經紀
Shun Loong Holdings Limited 順隆集團有限公司	Hong Kong 香港	200,000,000 HK\$1 shares 200,000,000股每股1港元	100%	Investment holding 控股投資

Notes to the Accounts
賬目附註36. PRINCIPAL SUBSIDIARY AND ASSOCIATED
COMPANIES (Cont'd)

36. 主要附屬公司與聯營公司(續)

Principal subsidiary companies 主要附屬公司	Country of incorporation and operation 註冊及業務經營地點	Issued and paid up share capital 發行及繳足股本	Group equity interest 集團持有權益	Principal activities 主要業務
Shun Loong Nominees Limited 順隆代理人有限公司	Hong Kong 香港	10,000 HK\$10 shares 10,000股每股10港元	100%	Provision of nominee and secretarial services 代理人及秘書服務
Shun Loong On-line Investment Services (H.K.) Limited 順隆網上投資服務(香港)有限公司	Hong Kong 香港	25,000,000 HK\$1 shares 25,000,000股每股1港元	100%	Computer and marketing advisory services and securities trading 電腦及銷售諮詢服務和證券買賣
Shun Loong Securities Company Limited 順隆證券行有限公司	Hong Kong 香港	50,000,000 HK\$1 shares 50,000,000股每股1港元	100%	Securities broking and share margin financing 證券經紀及證券放款
SL Meridian Holdings Limited	British Virgin Islands 英屬處女群島	10,000 HK\$100 shares 10,000股每股100港元	100%	Investment holding 控股投資
Sun Hing Bullion Company Limited 新興金業有限公司	Hong Kong 香港	5,000,000 HK\$1 shares 5,000,000股每股1港元	100%	Bullion trading 黃金買賣
Sun Hung Kai (Nominees) Limited 新鴻基(代理人)有限公司	Hong Kong 香港	2 HK\$100 shares 2股每股100港元	100%	Nominee service 代理人服務
Sun Hung Kai Bullion Company Limited 新鴻基金業有限公司	Hong Kong 香港	30,000,000 HK\$1 shares 30,000,000股每股1港元	100%	Bullion trading 黃金買賣
Sun Hung Kai Commodities Limited 新鴻基期貨有限公司	Hong Kong 香港	80,000,600 HK\$1 shares 80,000,600股每股1港元	100%	Commodities broking 商品期貨經紀

Notes to the Accounts
賬目附註36. PRINCIPAL SUBSIDIARY AND ASSOCIATED
COMPANIES (Cont'd)

36. 主要附屬公司與聯營公司(續)

Principal subsidiary companies 主要附屬公司	Country of incorporation and operation 註冊及業務經營地點	Issued and paid up share capital 發行及繳足股本	Group equity interest 集團持有權益	Principal activities 主要業務
Sun Hung Kai Forex Limited 新鴻基外匯有限公司	Hong Kong 香港	150,000,000 HK\$1 shares 150,000,000股每股1港元	100%	Foreign exchange trading 外匯買賣
Sun Hung Kai Insurance Consultants Limited 新鴻基保險顧問有限公司	Hong Kong 香港	1,000,000 HK\$1 shares 1,000,000股每股1港元	100%	Insurance broking 保險經紀
Sun Hung Kai International Bank [Brunei] Limited	Brunei Darussalam 汶萊	10,000,000 SGD1 shares 10,000,000股每股1新加坡元	100%	International banking business 國際銀行事務
Sun Hung Kai International Limited 新鴻基國際有限公司	Hong Kong 香港	100,000 HK\$100 shares 100,000股每股100港元	100%	Corporate finance service 企業融資服務
Sun Hung Kai International Commodities Limited	Hong Kong 香港	50,000 HK\$100 shares 50,000股每股100港元	100%	Commodities dealer 商品交易商
Sun Hung Kai International Investment Management Limited	British Virgin Islands 英屬處女群島	50,000 US\$1 shares 50,000股每股1美元	100%*	Investment holding 控股投資
Sun Hung Kai Investment Services (Macau) Limited	Macau 澳門	Fully paid capital MOP 1,000,000 繳足股本1,000,000澳門元	100%	Financial service 金融服務
Sun Hung Kai Investment Services Limited 新鴻基投資服務有限公司	Hong Kong 香港	2,900,000 HK\$100 shares 2,900,000股每股100港元	100%	Share broking and margin financing 證券經紀及證券放款

Notes to the Accounts
賬目附註36. PRINCIPAL SUBSIDIARY AND ASSOCIATED
COMPANIES (Cont'd)

36. 主要附屬公司與聯營公司(續)

Principal subsidiary companies 主要附屬公司	Country of incorporation and operation 註冊及業務經營地點	Issued and paid up share capital 發行及繳足股本	Group equity interest 集團持有權益	Principal activities 主要業務
Sun Hung Kai Online Limited	British Virgin Islands 英屬處女群島	1 US\$1 share 1股每股1美元	100%	Online service 網上服務
Sun Hung Kai Research Limited 新鴻基資料研究有限公司	Hong Kong 香港	10,000 HK\$10 shares 10,000股每股10港元	100%	Securities research service 證券資料研究服務
Sun Hung Kai Securities (Bermuda) Limited	Bermuda 百慕達	12,000 US\$1 shares 12,000股每股1美元	100%	Investment holding and management service 控股投資及管理服務
Sun Hung Kai Securities (Overseas) Limited 新鴻基證券(海外)有限公司	Hong Kong 香港	60,000 HK\$1 shares 60,000股每股1港元	100%	Investment holding 控股投資
Sun Hung Kai Securities (Phil.), Inc.	The Philippines 菲律賓	273,600,000 Peso 1 shares 273,600,000股每股1披索	100%	Investment holding 控股投資
Sun Hung Kai Securities (Trustees) Limited 新鴻基證券(信託)有限公司	Hong Kong 香港	3,000,000 HK\$1 shares 3,000,000股每股1港元	100%	Provision of trustee service 信託服務
Sun Hung Kai Securities Capital Markets Limited 新鴻基證券資本市場有限公司	Hong Kong 香港	1,000 HK\$1 shares 1,000股每股1港元	100%	Investment holding 控股投資
Sun Hung Kai Securities Limited 新鴻基証券有限公司	Hong Kong 香港	249,797,178 HK\$0.5 shares 249,797,178股每股0.5港元	100%*	Investment holding 控股投資
Sun Hung Kai Venture Capital Limited	Hong Kong 香港	2 HK\$1 shares 2股每股1港元	100%	Investment holding 控股投資

Notes to the Accounts

賬目附註

36. PRINCIPAL SUBSIDIARY AND ASSOCIATED COMPANIES (Cont'd)

36. 主要附屬公司與聯營公司(續)

Principal subsidiary companies 主要附屬公司	Country of incorporation and operation 註冊及業務經營地點	Issued and paid up share capital 發行及繳足股本	Group equity interest 集團持有權益	Principal activities 主要業務
Sun Hung Kai Wealth Management Limited 新鴻基優越理財有限公司	Hong Kong 香港	5,000,000 HK\$1 shares 5,000,000股每股1港元	100%	Investment advisory, financial planning and wealth management 投資顧問、財務策劃及資產管理
Sun Tai Cheung Credits Limited 新泰昌授信有限公司	Hong Kong 香港	15,000,000 HK\$10 shares 15,000,000股每股10港元	100%	Share margin financing 證券放款
Sun Tai Cheung Finance Company Limited 新泰昌財務有限公司	Hong Kong 香港	25,000,000 HK\$1 shares 25,000,000股每股1港元	100%	Financial service 金融服務
Swan Islands Limited	British Virgin Islands 英屬處女群島	1 US\$1 share 1股每股1美元	100%*	Investment holding 控股投資
Tailwind Consultants Limited	British Virgin Islands 英屬處女群島	1 US\$1 share 1股每股1美元	100%*	Investment holding 控股投資
Texgulf Limited	Hong Kong 香港	2 HK\$10 shares 2股每股10港元	100%	Property investment 物業投資
To Wan Development Company Limited 杜雲發展有限公司	Hong Kong 香港	1,000 HK\$10 shares 1,000股每股10港元	100%	Investment holding 控股投資
Tung Wo Investment Company, Limited 同和投資有限公司	Hong Kong 香港	100 HK\$100 shares 100股每股100港元	100%	Investment holding 控股投資

Notes to the Accounts
賬目附註36. PRINCIPAL SUBSIDIARY AND ASSOCIATED
COMPANIES (Cont'd)

36. 主要附屬公司與聯營公司(續)

Principal subsidiary companies 主要附屬公司	Country of incorporation and operation 註冊及業務經營地點	Issued and paid up share capital 發行及繳足股本	Group equity interest 集團持有權益	Principal activities 主要業務
Upper Selection Investments Limited	British Virgin Islands 英屬處女群島	1 US\$1 share 1股每股1美元	100%*	Investment holding 控股投資
Upstand Assets Limited	British Virgin Islands 英屬處女群島	1 US\$1 share 1股每股1美元	100%*	Investment holding 控股投資
Wah Cheong Development Company, Limited 華昌建業有限公司	Hong Kong 香港	25,100,000 HK\$1 shares 25,100,000股每股1港元	100%*	Investment holding 控股投資
Wah Cheong Development (B.V.I.) Limited	British Virgin Islands 英屬處女群島	2,675,400 US\$1 shares 2,675,400股每股1美元	100%*	Investment holding 控股投資
Wineur Secretaries Limited 偉略秘書有限公司	Hong Kong 香港	2 HK\$1 shares 2股每股1港元	100%	Secretarial service 秘書服務
Yee Li Ko Investment Limited 億利高投資有限公司	Hong Kong 香港	300,000 HK\$10 shares 300,000股每股10港元	100%	Property investment 物業投資
Zeal Goal International Limited	British Virgin Islands 英屬處女群島	1 US\$1 share 1股每股1美元	100%	Investment holding 控股投資

* These subsidiary companies are directly held by the Company.

* 此等附屬公司由本公司直接持有。

Notes to the Accounts

賬目附註

36. PRINCIPAL SUBSIDIARY AND ASSOCIATED COMPANIES (Cont'd)

36. 主要附屬公司與聯營公司(續)

Principal associated companies 主要聯營公司	Country of incorporation and operation 註冊及業務經營地點	Equity interest held by		Principal activities 主要業務
		Group 集團	Company 本公司	
Chronicle Gain Limited 確勁有限公司	Hong Kong 香港	45%	–	Property holding 物業投資
Drinkwater Investment Limited 精威置業有限公司	Hong Kong 香港	22%	–	Property holding 物業投資
Eurasia Mattress & Furniture Co. Ltd. 歐亞床墊家具有限公司	People's Republic of China 中國	25%	–	Manufacture of mattresses and bedsteads 床墊及床架製造
Omicron International Limited	British Virgin Islands 英屬處女群島	44%	38%	Investment holding 控股投資
Quality HealthCare Asia Limited # 卓健亞洲有限公司 #	Bermuda 百慕達	29.71%	–	Investment holding 控股投資
Real Estate Investments (N.T.) Limited	Hong Kong 香港	40%	–	Property development 物業發展
Silver York Development Limited 兆勇發展有限公司	Hong Kong 香港	40%	–	Property development 物業發展
Start Hold Limited 時達開有限公司	Hong Kong 香港	33%	–	Investment holding 控股投資
Tian An China Investments Company Limited # 天安中國投資有限公司 #	Hong Kong 香港	49%	41%	Investment holding 控股投資
Tianjin Eurasia Mattress & Furniture Co. Ltd. 天津歐亞床墊家具有限公司	People's Republic of China 中國	25%	–	Manufacture of mattresses and bedsteads 床墊及床架製造
Yu Ming Investments Limited # 禹銘投資有限公司 #	Hong Kong 香港	22%	6%	Investment holding 控股投資

These associated companies are listed in Hong Kong and further details about these associated companies are available in their published audited accounts.

此等聯營公司為香港上市公司，其詳細資料可見於此等公司所發布之審核賬目中。

Notes to the Accounts 賬目附註

36. PRINCIPAL SUBSIDIARY AND ASSOCIATED COMPANIES (Cont'd)

The above tables list the subsidiary and associated companies of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiary and associated companies would, in the opinion of the directors, result in particulars of excessive length.

SHKIS, a wholly-owned subsidiary of the Group, holds 80% equity interest in Tian An (Shenzhen) Investment Company Limited ("TAS"). TAS is not classified as a subsidiary of the Group under SSAP32 as SHKIS does not intend to control TAS which is defined as "the power to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities". The Group reached agreement on 9 March 2005 to sell its interest in TAS following the Hong Kong High Courts dismissal on 28 February 2005 of the claim by Shenzhen Building Materials Group Co. Limited against SHKIS.

36. 主要附屬公司與聯營公司 (續)

以上所列之本公司附屬公司及聯營公司，為董事認為對本年度集團之業績有重大影響，或構成集團淨資產主要部分之公司。董事認為列出其他附屬公司及聯營公司之詳情會令資料過於冗長。

集團一全資附屬公司新鴻基投資持有天安(深圳)投資有限公司(「天安深圳」) 80%權益。根據會計準則第32號天安深圳並不分類為集團之附屬公司，因新鴻基投資無意控制天安深圳，控制是定義為「支配一企業財務及經營政策之能力以從其活動中獲取利益」。跟隨香港高等法院於二零零五年二月二十八日撤銷深圳市建材集團有限公司向新鴻基投資之索償後，集團已於二零零五年三月九日達成協議，出售於天安深圳之權益。

Notes to the Accounts

賬目附註

37. RELATED PARTY TRANSACTIONS

During the year, the Group had the following material transactions with related parties:

37. 有關連人士之交易

於本年度內，集團與有關連人士有以下之重大交易：

	Note 附註	Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Dividends received from a subsidiary of the ultimate holding company	向最終控股公司之一附屬公司收取之股息	7,270	22,880
Disposal of Group's interest in a jointly controlled entity together with the assignments of advances to that company and its subsidiary to an indirect subsidiary of the ultimate holding company	出售一共同控制公司之權益及轉讓給予該公司及其附屬公司之貸款予最終控股公司之一間接附屬公司	–	87,500
Interest income from a listed associated company	從一上市聯營公司所得之利息收益	7,079	13,647
Insurance premium received from the ultimate holding company and its subsidiaries	從最終控股公司及其附屬公司收取之保險費	3,820	4,448
Insurance premium received from listed associated companies	從上市聯營公司收取之保險費	4,543	2,917
Loan note bearing interest of 2.5% per annum issued by a listed associated company on its repurchase of shares in August 2003	獲得一上市聯營公司就其於二零零三年八月回購股份時發行之附有2.5%年利率貸款票據	–	78,000
Promissory note received from a listed associated company for its repayment of the outstanding principal and interest of its promissory note	從一上市聯營公司收取之承諾票據作為償還其承諾票據之未償還本金及利息	(a) 87,000	40,419
Proceeds on disposal of an investment to a listed associated company	出售一投資公司予一上市聯營公司之收入	(b) 28,000	–
Rent, property management and air-conditioning fees received from a listed associated company	從一上市聯營公司所得之租金、物業管理及空調費用	–	937
Service fee received from a listed associated company	從一上市聯營公司所得之服務費用	1,137	432
Service fee paid to a subsidiary company of the ultimate holding company	給予最終控股公司之一附屬公司服務費用	–	5,000
Share of administrative expenses with a subsidiary company of the ultimate holding company	與最終控股公司之一附屬公司共用行政管理費用	2,200	–

Notes to the Accounts

賬目附註

37. RELATED PARTY TRANSACTIONS (Cont'd)

At 31 December 2004, the Group had the following material balances with related parties:

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Amounts due from/(to)	聯營公司		
associated companies	欠賬／(貸賬)		
Amounts due from a listed	一上市聯營		
associated company	公司欠賬		
– Loan note	– 貸款票據	78,000	78,000
– Promissory notes	– 承諾票據	–	185,419
– Interest receivable and others	– 應收利息及其他	–	23,120
Amounts due from other	其他聯營		
associated companies	公司欠賬	83,519	78,117
Amounts due to other	其他聯營		
associated companies	公司貸賬	(44,404)	(32,168)
Dividend receivable from	最終控股公司之		
a subsidiary of the ultimate	一附屬公司所欠之		
holding company	應收股息	–	11,000

(a) On 28 January 2004, a listed associated company paid cash of HK\$115,647,000 and issued a new promissory note of HK\$87,000,000 to settle the principal of the promissory notes and outstanding interest owed to the Group. The new promissory note bore an interest at 5% per annum and was payable on a semi-annual basis. It would mature and was due for repayment on 30 December 2004. On 6 December 2004, the new promissory note was settled by the listed associated company.

(b) On 19 May 2004, a wholly-owned subsidiary of the Company, as vendor entered into an agreement with a wholly-owned subsidiary of a listed associated company in respect of the disposal of the vendor's 17.29% equity interest in CBI Investment Limited at a consideration of HK\$28 million. Under the agreement, the consideration was settled by HK\$3 million cash and a HK\$25 million promissory note issued by the listed associated company. The agreement was completed on 5 August 2004 and resulted in a loss of HK\$715,000. The promissory note was repaid on 6 December 2004.

37. 有關連人士之交易(續)

於二零零四年十二月三十一日，集團與有關連人士有以下之重大結餘：

		Group 集團	
		2004 HK\$'000/千港元	2003 HK\$'000/千港元
Amounts due from/(to)	聯營公司		
associated companies	欠賬／(貸賬)		
Amounts due from a listed	一上市聯營		
associated company	公司欠賬		
– Loan note	– 貸款票據	78,000	78,000
– Promissory notes	– 承諾票據	–	185,419
– Interest receivable and others	– 應收利息及其他	–	23,120
Amounts due from other	其他聯營		
associated companies	公司欠賬	83,519	78,117
Amounts due to other	其他聯營		
associated companies	公司貸賬	(44,404)	(32,168)
Dividend receivable from	最終控股公司之		
a subsidiary of the ultimate	一附屬公司所欠之		
holding company	應收股息	–	11,000

(a) 於二零零四年一月二十八日，一上市聯營公司給予現金115,647,000港元及發行一新承諾票據面值87,000,000港元以支付所欠集團之承諾票據本金及未付利息。此新承諾票據，附有年利率5%之利息，按每半年支付，並於二零零四年十二月三十日期償還。該上市聯營公司於二零零四年十二月六日償還此新承諾票據。

(b) 於二零零四年五月十九日，本公司一全資附屬公司作為賣方與一上市聯營公司之一全資附屬公司訂立協議，出售賣方於CBI投資有限公司所持有之17.29%權益，代價28百萬港元。根據該協議，代價以3百萬港元現金及由該上市聯營公司發行之25百萬港元承諾票據支付。此協議於二零零四年八月五日完成，並導致虧損715,000港元。該承諾票據於二零零四年十二月六日已償還。

Notes to the Accounts

賬目附註

38. MATURITY PROFILE OF ASSETS AND LIABILITIES

38. 資產及負債到期分析

As at 31 December 2004
於二零零四年十二月三十一日

		3 months	1 year			
	Within	to 1 year	to 5 years	After	On	Total
	3 months	三個月	一年	5 years	demand	總額
	三個月內	至一年	至五年	五年後	即時還款	總額
	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
Assets						
Loan note of a listed associated company	一上市聯營公司之 貸款票據	-	78,000	-	-	78,000
Lending over one year	一年期以上放款	-	3,200	-	-	3,200
Fixed deposits with banks	銀行定期存款	80,290	-	-	-	80,290
Term loans	有期借款	61,145	34,600	-	144,381	240,126
Debts securities in trading account securities	於證券經營賬之 債務證券	7,741	-	-	-	7,741
Liabilities						
Bank loans and overdrafts	銀行借款及透支	57,905	-	-	-	57,905
Loan notes	貸款票據	-	129,637	-	-	129,637
Long term bank loans	長期銀行借款	1,500	4,540	24,267	-	30,307
Obligation under a finance lease	融資租賃 債務	76	-	-	-	76

Notes to the Accounts

賬目附註

38. MATURITY PROFILE OF ASSETS AND LIABILITIES (Cont'd)

38. 資產及負債到期分析 (續)

As at 31 December 2003
於二零零三年十二月三十一日

		Within 3 months 三個月內 HK\$'000/ 千港元	3 months to 1 year 三個月 至一年 HK\$'000/ 千港元	1 year to 5 years 一年 至五年 HK\$'000/ 千港元	After 5 years 五年後 HK\$'000/ 千港元	On demand 即時 還款 HK\$'000/ 千港元	Total 總額 HK\$'000/ 千港元
Assets	資產						
Promissory/loan notes of a listed associated company	一上市聯營公司之 承諾票據及 貸款票據	–	40,419	78,000	–	145,000	263,419
Fixed deposits with banks	銀行定期存款	243,584	–	–	–	–	243,584
Term loans	有期借款	278,486	79,000	–	–	89,342	446,828
Debts securities in trading account securities	於證券經營賬之 債務證券	7,747	–	–	–	–	7,747
Liabilities	負債						
Bank loans and overdrafts	銀行借款及透支	283,447	–	–	–	–	283,447
Loan notes	貸款票據	–	–	231,637	–	–	231,637
Long term bank loans	長期銀行借款	1,466	4,445	24,963	5,339	–	36,213
Obligation under a finance lease	融資租賃 債務	219	671	76	–	–	966

The above tables only list out the assets and liabilities which have a term of maturity. Overdue assets are reported as on demand.

上表只列出有期限之資產及負債，過期而未償還之資產列為即時還款。

39. ULTIMATE HOLDING COMPANY

The ultimate holding company of the Group is Allied Group Limited, a company incorporated and listed in Hong Kong.

39. 最終控股公司

集團之最終控股公司為聯合集團有限公司，一間在香港註冊成立及在香港上市之公司。

40. APPROVAL OF ACCOUNTS

The accounts on pages 56 to 131 were approved by the Board of Directors on 12 April 2005.

40. 賬目通過

董事會於二零零五年四月十二日通過於第56頁至第131頁之賬目。