

### 1. GENERAL

The Company is incorporated in the Cayman Islands as an exempted company with limited liability and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 27 October 2003.

The Company is an investment holding company and the principal activities of the Group are the development and distribution of pesticides.

### 2. POTENTIAL IMPACT ARISING FROM THE RECENTLY ISSUED ACCOUNTING STANDARDS

In 2004, the Hong Kong Institute of Certified Public Accountants issued a number of new or revised Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards (herein collectively referred to as "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 commenced considering the potential impact of these new HKFRSs but is not yet in a position to determine whether these new HKFRSs would have a significant impact on how its results of operations and financial position are prepared and presented. These new HKFRSs may result in changes in future as to how the results and financial position are prepared and presented.

### 1. 一般資料

本公司於開曼群島註冊成立為獲豁免有限公司，其股份自二零零三年十月二十七日起於香港聯合交易所有限公司（「聯交所」）主板上市。

本公司乃投資控股公司，而本集團的主要業務為開發及分銷農藥。

### 2. 最近頒佈會計準則之潛在影響

香港會計師公會於二零零四年頒佈多項新訂或經修訂香港會計準則及香港財務申報準則（統稱「新訂香港財務申報準則」），適用於二零零五年一月一日或之後開始之會計期間。本集團並無於截至二零零四年十二月三十一日止年度之財務報表提早採納新訂香港財務申報準則。

本集團已著手評估新訂香港財務申報準則之潛在影響，惟尚未能確定新訂財務申報準則會否對其經營業績及財務狀況之編製及呈報方式構成重大影響。新訂香港財務申報準則可能導致日後業績及財務狀況之編製及呈報方式有變。

### 3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention as modified for the revaluation of investment properties.

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are set out below:

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

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

#### Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary at the date of acquisition.

Goodwill arising on acquisitions prior to 1 January 2001 continues to be held in reserves, and will be charged to the income statement at the time of disposal of the relevant subsidiary, or at such time as the goodwill is determined to be impaired.

Goodwill arising on acquisitions after 1 January 2001 is capitalised and amortised on a straight-line basis over its useful economic life. Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet as asset.

### 3. 主要會計政策

財務報表乃按歷史成本常規法編製，並經就重估投資物業作出調整。

財務報表乃按香港公認會計原則編製，就此採納之主要會計政策如下：

#### 綜合基準

綜合財務報表包括本公司及其附屬公司每年截至十二月三十一日止之財務報表。

年內收購或出售之附屬公司之業績由實際收購日期起計入綜合損益表，或計至實際出售日期為止（按適用情況）。

#### 商譽

綜合賬目產生的商譽指收購成本超過本集團於收購日期在附屬公司可資識別資產與負債公平價值的權益的數額。

於二零零一年一月一日前進行之收購產生的商譽一直於儲備列賬，直至出售有關附屬公司或評定商譽出現減值時方在損益表扣除。

於二零零一年一月一日後進行之收購產生的商譽將撥充資本，於可用經濟年期按直線法攤銷。收購附屬公司產生的商譽，在資產負債表獨立呈列為資產。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

#### Revenue recognition

Sales of goods are recognised when goods are delivered and title has passed.

Interest income is accrued on a time basis so as to reflect the effective yield on the underlying asset.

Rental income, including rentals invoiced in advance for property let under operating leases, is recognised on a straight line basis over the term of the relevant lease.

#### Leases

Leases where substantially all the risks and rewards of ownership remain with the leasing companies are accounted for as operating leases.

Rentals payable or receivable under operating leases are charged or credited to income statement on a straight-line basis over the term of the relevant lease.

### 3. 主要會計政策 (續)

#### 於附屬公司之投資

於附屬公司之投資計入本公司的資產負債表，按成本減任何已確定減損入賬。

#### 收益確認

貨品銷售額於貨品付運及擁有權轉移時確認。

利息收入乃以時間基準累計，以反映有關資產的實際收益率。

租金收入包括根據經營租約出租物業預先收取之發票租金，於有關租約租期按直線法確認。

#### 租約

凡擁有權之風險及回報基本上全部仍屬出租公司之租約均列為經營租約。

經營租約項下之應付或應收租金於有關租約租期按直線法支銷或計入損益表。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development is recognised only if all of the following conditions are met:

- an asset is created that can be identified and controlled;
- it is probable that the asset created will generate future economic benefits; and
- the development cost of the asset can be measured reliably.

Where no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred. Internally-generated intangible assets are amortised on a straight-line basis over their useful lives, which is usually not more than 10 years.

#### Property, plant and equipment

Property, plant and equipment are stated at cost less depreciation and accumulated impairment losses.

### 3. 主要會計政策 (續)

#### 研發支出

研究活動支出於其產生期間確認為開支。

從開發產生的內部所得無形資產僅於符合以下所有情況下確認：

- 所創造資產可予辨識及控制；
- 所創造資產將可能帶來未來經濟收益；及
- 資產的開發成本能可靠計算。

當無內部所得無形資產可予確認時，開發支出於其產生期間確認為開支。內部所得無形資產於其可使用年期（一般不超過10年），以直線法攤銷。

#### 物業、廠房及設備

物業、廠房及設備乃按成本減折舊及累計減損列賬。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment (Continued)

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives, using the straight-line method, on the following basis:

Land use rights	Over the unexpired term of lease
Buildings	20 years or the lease term, if shorter
Leasehold improvement	5 years
Plant and equipment	10 years
Furniture and fixtures	5 years
Office equipment	5 years
Motor vehicles	10 years

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

#### Investment properties

Investment properties are completed properties which are held for their investment potential, any rental income being negotiated at arm's length.

Investment properties are stated at their open market value. Any revaluation increase or decrease arising on the revaluation of investment properties is credited or charged to the investment property revaluation reserve unless the balance on this reserve is insufficient to cover a revaluation decrease, in which case the excess of the revaluation decrease over the balance on the investment property revaluation reserve is charged to the income statement. Where a decrease has previously been charged to the income statement and a revaluation increase subsequently arises, this increase is credited to the income statement to the extent of the decrease previously charged.

### 3. 主要會計政策 (續)

#### 物業、廠房及設備 (續)

折舊乃按物業、廠房及設備之估計可用年期以直線法撇銷其成本，所用之基準如下：

土地使用權	按尚餘租賃年期
樓宇	20年或租賃期 (倘屬較短期間)
租賃樓宇裝修	5年
廠房及設備	10年
傢俬及固定裝置	5年
辦公室設備	5年
汽車	10年

出售或報廢物業、廠房及設備所產生利益或虧損為資產的銷售所得款項與賬面值的差額，於損益表確認。

#### 投資物業

投資物業乃因其具有投資潛力而持有之已落成物業，任何租金收入將按公平基準協商釐定。

投資物業乃按其公開市值入賬。重估投資物業產生之任何重估增加或減少計入投資物業重估儲備或自投資物業重估儲備扣除，除非此項儲備之結餘不足以彌補重估減少則除外；在此情況下，重估減少超出投資物業重估儲備結餘之差額自損益表扣除。倘減少早前已在損益表扣除，而後出現重估增加，則該項增加以早前扣除之減少為限，撥入損益表。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investment properties (Continued)

On disposal of an investment property, the balance on the investment property revaluation reserve attributable to that property is transferred to the income statement.

No depreciation is provided on investment properties except where the unexpired term of the relevant lease is 20 years or less.

#### Licence

The initial cost of acquiring a licence for manufacture of a particular product is capitalised and amortised on a straight-line basis over its estimated useful life, which is on average 10 years. The cost of renewing licence is charged to income statement.

The cost of licence is stated at cost less accumulated amortisation and impairment loss.

#### Knowhow

The initial costs of acquiring knowhow for manufacture of products are capitalised and amortised on a straight-line basis over its estimated useful life, which is usually not more than 10 years.

The cost of knowhow is stated at cost less accumulated amortisation and impairment loss.

#### Impairment

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

### 3. 主要會計政策 (續)

#### 投資物業 (續)

出售投資物業時，該項物業應佔之投資物業重估儲備餘額轉撥損益表。

投資物業不予作出折舊撥備，惟有關租約之尚餘租期為二十年或以下者除外。

#### 特許權

收購製造特定產品之特許權之初期成本會撥充資本，按其估計可用年期（平均為10年），以直線法攤銷。續領特許權之成本從損益表扣除。

特許權成本按成本減累計攤銷及減損列賬。

#### 技術

收購製造產品技術之初期成本會撥充資本，於其估計可用年期（一般不超過10年），以直線法攤銷。

技術成本按成本減累計攤銷及減損列賬。

#### 減值

於各結算日，本集團審閱其有形及無形資產的賬面值，以釐定該等資產有否出現減損。倘資產的可收回金額估計少於其賬面值，則資產的賬面值須減至其可收回金額。減損即時確認為開支。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

#### Foreign currencies

Transactions in foreign currencies are translated at the rates ruling on the dates of the transactions. Monetary assets and liabilities denominated in such currencies are retranslated at the rates ruling on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

On consolidation, the assets and liabilities of the Group's overseas operations are translated at exchange rates ruling on the balance sheet date. Income and expense items are translated at the average exchange rates for the year. Exchange differences arising, if any, are classified as equity and transferred to the Group's exchange reserve. Such translation differences are recognised as income or as expense in the year in which the operation is disposed of.

#### Retirement benefit schemes

The retirement benefit costs charged in the income statement represent the contributions payable in respect of the current year to the Group's Mandatory Provident Fund Scheme and the state – sponsored retirement plans for its employees in the People's Republic of China ("PRC").

### 3. 主要會計政策 (續)

#### 減值 (續)

倘減損其後獲撥回，資產的賬面值將上調至其經修訂估計可收回金額，惟增加的賬面值不會超逾倘並無於過往年度就資產確認減損而釐定的賬面值。減損撥回即時確認為收入。

#### 存貨

存貨按成本或可變現淨值的較低者入賬。成本以加權平均法計算。

#### 外幣

以外幣進行之交易以交易當日之匯率折算。以該等貨幣結算之貨幣資產及負債按結算日之匯率重新換算。匯兌損益均計入損益表內。

綜合賬目時，本集團海外業務之資產及負債乃按結算日之匯率換算。收入與開支項目以年內平均匯率換算。匯兌差額（如有）將歸類為股東權益，轉撥至本集團匯兌儲備。該等匯兌差額在出售業務之年度確認為收入或支出。

#### 退休福利計劃

退休福利成本在損益表扣除，該成本乃指於本年度向本集團的強制性公積金計劃及就中華人民共和國（「中國」）僱員而設的國家資助退休計劃應付的供款。



### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes income statement items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

### 3. 主要會計政策 (續)

#### 稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

即期應付稅項乃按本年度應課稅盈利計算。應課稅盈利與損益表所報盈利淨額不同，乃由於前者不包括其他期間之應課稅或可扣稅收入或開支，並且不包括毋須課稅或不可扣稅之損益表項目。本集團即期稅項之負債乃按於結算日已實施或基本上已實施之稅率計算。

遞延稅項指就財務報表內資產及負債賬面值與計算應課稅盈利所用相應稅基之差額預期應付或可收回之稅項，以資產負債表負債法列賬。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現可扣稅暫時差額以抵銷應課稅盈利時確認。倘暫時差額因商譽（或負商譽），或自不影響應課稅盈利或會計盈利之交易項下其他資產及負債之初步確認（業務合併除外）而產生，則不會確認該等資產及負債。

遞延稅項負債乃按於附屬公司之投資所產生應課稅暫時差額予以確認，惟若本集團可控制暫時差額之撥回時間及暫時差額有可能於可見將來不會撥回之情況除外。

遞延稅項資產之賬面值於各結算日檢討，並於可能不再有足夠應課稅盈利恢復該項資產全部或部分之情況下作出調減。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

### 4. TURNOVER

Turnover represents the amounts received and receivable for goods sold to outside customers, less returns, allowances and sales tax during the year, and is analysed as follows:

Sales of goods	貨品銷售
Less: sales tax	減：銷售稅

Note: Sales tax represents various local taxes levied at different rates based on the respective categories of the invoiced value of goods sold.

### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS

#### (i) Business segments

For management purposes, the Group is currently organised into two operating divisions – development and distribution of solvent pesticides and property investment. These divisions are the basis on which the Group reports its primary segment information.

### 3. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項乃按預期於償還負債或變現資產期間適用之稅率計算。遞延稅項於損益表扣除或計入，惟與直接扣除或計入股東權益項目相關之遞延稅項亦於股東權益中處理。

### 4. 營業額

營業額即於年內就售予外界顧客貨品之已收及應收賬款，扣除退貨、折扣及銷售稅，分析如下：

2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
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25,295	100,038
(298)	(1,515)
<b>24,997</b>	<b>98,523</b>

附註：銷售稅包括各種地方稅項，按售出貨品種類適用的不同稅率根據發票值徵稅。

### 5. 業務及地域分類

#### (i) 業務分類

就管理而言，本集團現分為兩個經營分類：農藥溶劑開發及分銷以及物業投資。本集團以此等分類作為其主要分類資料報告基準。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 5 BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

### 5. 業務及地域分類 (續)

#### (i) Business segments (Continued)

Segment information about these businesses is presented below:

#### (i) 業務分類 (續)

該等業務之分類資料呈列如下：

		Development and distribution of solvent pesticides 農藥溶劑開發及分銷		Property investment 物業投資		Consolidation 綜合	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
<b>INCOME STATEMENT</b>	<b>損益表</b>						
Revenue	收益	25,481	98,880	1,000	-	26,481	98,880
Segment results	分類業績	(7,370)	42,557	610	-	(6,760)	42,557
Other operating income	其他經營收入					658	1,867
Unallocated corporate expenses	未分配公司開支					(5,566)	(10,817)
(Loss) profit before taxation	除稅前(虧損)盈利					(11,668)	33,607
Taxation	稅項					(1,000)	(6,255)
Net (loss) profit for the year	年內(虧損)盈利淨額					(12,668)	27,352
<b>BALANCE SHEET</b>	<b>資產負債表</b>						
<b>ASSETS</b>	<b>資產</b>						
Segment assets	分類資產	50,794	65,581	46,607	46,607	97,401	112,188
Unallocated corporate assets	未分配公司資產					151,119	156,715
Consolidated total assets	綜合資產總值					248,520	268,903
<b>LIABILITIES</b>	<b>負債</b>						
Segment liabilities	分類負債	3,089	10,527	250	-	3,339	10,527
Unallocated corporate liabilities	未分配公司負債					929	1,456
Consolidated total liabilities	綜合負債總額					4,268	11,983
<b>OTHER INFORMATION</b>	<b>其他資料</b>						
Additions to property, plant and equipment	物業、廠房及設備添置	-	73,220	-	-	-	73,220
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,249	2,955	-	-	4,249	2,955
Amortisation of intangible assets	無形資產攤銷	940	940	-	-	940	940
Impairment loss in respect of property, plant and equipment	物業、廠房及設備減損	8,004	-	-	-	8,004	-
Impairment loss in respect of intangible assets	無形資產減損	1,645	-	-	-	1,645	-

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 5 BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

#### (ii) Geographical segments

As over 90% of the consolidated revenue of the Group is derived in the PRC, an analysis of the consolidated turnover and trading results of the Group by geographical location of market is not presented. An analysis of the Group's segment assets in which the assets are located is set out as follows:

Carrying amount of segment assets analysed by location of assets:	按資產所在地劃分之分類資產賬面值分析：
The PRC	中國
Hong Kong	香港
Additions to plant and equipment analysed by location of assets:	按資產所在地劃分之廠房及設備添置分析：
The PRC	中國

### 6. OTHER OPERATING INCOME

Interest on bank deposits	銀行存款利息
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益
Rental income	租金收入
Sundry income	雜項收入

### 5. 業務及地域分類 (續)

#### (ii) 地域分類

本集團超過90%綜合收益源自中國，故並無按市場地域呈列本集團綜合營業額及經營業績之分析。本集團按資產所在地區劃分之分類資產分析如下：

<b>2004</b>	2003
二零零四年	二零零三年
<b>HK\$'000</b>	HK\$'000
千港元	千港元

<b>185,239</b>	231,017
<b>63,281</b>	37,745
<b>248,520</b>	268,762
<b>-</b>	73,220

### 6. 其他經營收入

<b>2004</b>	2003
二零零四年	二零零三年
<b>HK\$'000</b>	HK\$'000
千港元	千港元

<b>658</b>	1,786
<b>-</b>	357
<b>1,000</b>	-
<b>484</b>	81
<b>2,142</b>	2,224

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 7. (LOSS) PROFIT BEFORE TAXATION

(Loss) profit before taxation has been arrived at after charging:

### 7. 除稅前(虧損)盈利

除稅前(虧損)盈利已扣除下列各項:

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,249	2,955
Amortisation of intangible assets included in cost of sales	無形資產攤銷 (已計入銷售成本)	940	940
Total depreciation and amortisation	折舊及攤銷總額	5,189	3,895
Auditors' remuneration	核數師酬金	550	450
Operating lease charges in respect of premises	物業經營租約支出	158	197
Staff costs	員工成本		
Directors' emoluments	董事酬金		
– fees	– 袍金	300	303
– other emoluments	– 其他酬金	1,240	1,366
		1,540	1,669
Staff costs excluding directors' emoluments	員工成本, 不包括董事酬金	3,045	3,297
Retirement benefit scheme contributions, excluding amounts included in directors' emoluments	退休福利計劃供款, 不包括列入董事酬金之款額	178	163
		4,763	5,129
After crediting:	已計入下列各項:		
Rental income from investment properties less outgoings of HK\$390,000 (2003: Nil)	投資物業租金收入減支出390,000港元 (二零零三年: 零)	610	–

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

#### Directors' emoluments

		Lao Seng Peng	Cai Wei Min	Yeh Tung Ming	Wong Kin Ping	Sun Juyi	Lam Ming Yung	Jiang Ming Le	Chan Sai Kuai	2004
		劉勝平	蔡偉民	葉東明	王建平	孫聚義	林明勇	蔣鳴樂	陳世貴	二零零四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Directors' fees	董事袍金									
Executive	執行董事	-	-	-	-	-	-	-	-	-
Independent non-executive	獨立非執行董事	-	-	-	-	100	75	100	25	300
		-	-	-	-	100	75	100	25	300
Other emoluments	其他酬金									
Salaries and other benefits	薪金及其他福利	350	351	320	195	-	-	-	-	1,216
Contributions to retirement benefit schemes	退休福利計劃供款	12	3	-	9	-	-	-	-	24
		362	354	320	204	-	-	-	-	1,240
Total emoluments	酬金總額	362	354	320	204	100	75	100	25	1,540

### 8. 董事及員工酬金

#### 董事酬金

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 8. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

#### Directors' emoluments (Continued)

		Lao Seng Peng	Cai Wei Min	Yeh Tung Ming	Wong Kin Ping	Sun Juyi	Lam Ming Yung	Jiang Ming Le	Wong Stacey Martin	2003
		劉勝平	蔡偉民	葉東明	王建平	孫聚義	林明勇	蔣鳴樂	黃偉誠	二零零三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Directors' fees	董事袍金									
Executive	執行董事	-	-	-	-	-	-	-	-	-
Independent non-executive	獨立非執行董事	-	-	-	-	100	100	61	42	303
		-	-	-	-	100	100	61	42	303
Other emoluments	其他酬金									
Salaries and other benefits	薪金及其他福利	420	421	390	115	-	-	-	-	1,346
Contributions to retirement benefit schemes	退休福利計劃供款	12	3	-	5	-	-	-	-	20
		432	424	390	120	-	-	-	-	1,366
Total emoluments	酬金總額	432	424	390	120	100	100	61	42	1,669

#### Employees' emoluments

Of the five highest paid individuals three (2003: three) were directors of the Company. The emoluments of the remaining two (2003: two) individuals are as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefit scheme contributions	退休福利計劃供款

### 8. 董事及員工酬金 (續)

#### 董事酬金 (續)

#### 員工酬金

五名最高薪人士包括本公司三名董事(二零零三年:三名)。其餘兩名(二零零三年:兩名)最高薪人士之酬金如下:

2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
812	848
24	24
836	872

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 9. TAXATION

### 9. 稅項

		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
The charge comprises:	稅項包括以下各項：		
Current tax	即期稅項		
The PRC – income tax	中國 – 所得稅	859	6,396
Deferred tax charge (credit)	遞延稅項支出 (進賬)	141	(141)
		<b>1,000</b>	<b>6,255</b>

The charge for the year can be reconciled to the (loss) profit before taxation per the consolidated income statement as follows:

本年度稅項與綜合損益表所示除稅前(虧損)盈利之對賬如下：

		2004 二零零四年 HK\$'000 千港元		2003 二零零三年 HK\$'000 千港元	
		%	%	%	%
(Loss) profit before taxation	除稅前(虧損)盈利	<b>(11,668)</b>		33,607	
Tax at PRC income tax rate of 33% (2003: 33%)	按33%(二零零三年:33%) 中國所得稅稅率計算 之稅項	<b>(3,850)</b>	<b>(33.0)</b>	11,090	33.0
Tax effect attributable to exempted profit	獲豁免課稅盈利 之稅項影響	<b>(1,198)</b>	<b>(10.3)</b>	(7,844)	(23.3)
Tax effect of expenses that are not deductible in determining taxable profit	就釐訂應課稅盈利 不可扣稅開支之 稅項影響	<b>2,033</b>	<b>17.4</b>	1,450	4.3
Tax effect of income that is not taxable in determining taxable profit	就釐訂應課稅盈利 毋須課稅收益之 稅項影響	<b>(32)</b>	<b>(0.2)</b>	(175)	(0.6)
Tax effect of deferred tax asset not recognised	未確認稅項資產 之稅項影響	<b>3,962</b>	<b>34.0</b>	-	-
Tax effect of tax losses not recognised	未確認稅項虧損 之稅項影響	-	-	2,104	6.3
Others	其他	<b>85</b>	<b>0.7</b>	(370)	(1.1)
Tax expense and effective tax rate for the year	年內稅項開支及 實際稅率	<b>1,000</b>	<b>8.6</b>	6,255	18.6



### 9. TAXATION (Continued)

No provision for Hong Kong Profits Tax has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

Income tax on profits arising from the PRC has been provided based on the prevailing tax rates applicable to the respective companies.

The Company's principal operating subsidiary in the PRC, Fujian Goldigit Fine Chemical Industry Co., Ltd. ("Fujian Goldigit") is subject to a reduced tax rate of 15% for a period of three years commencing from 2003.

Details of the deferred tax assets for the year are set out in note 15.

### 10. DIVIDENDS

No dividend has been paid or declared by the Company during both years.

The directors do not recommend the payment of a final dividend for both years.

### 11. (LOSS) EARNINGS PER SHARE

The calculation of the (loss) earnings per share for the year is based on the loss for the year of HK\$12,668,000 (2003: profit of HK\$27,352,000) and on the 1,699,860,000 (2003: 1,699,860,000) shares in issue.

No diluted (loss) earnings per share has been presented as there were no potential ordinary shares in either 2004 or 2003.

### 9. 稅項 (續)

由於本集團的收益並非在香港產生或獲得，故並無作出香港利得稅撥備。

於中國產生之所得稅盈利，乃按當時適用於有關公司之稅率作出撥備。

本公司於中國之主要營運附屬公司福建省金澤精細化工有限公司（「福建金澤」）於二零零三年起計三年期間可按15%寬減稅率繳稅。

本年度遞延稅項資產之詳情載於附註15。

### 10. 股息

本公司於兩個年度內均無派付或宣派股息。

董事不建議就兩個年度派付末期股息。

### 11. 每股 (虧損) 盈利

年內每股盈利乃根據年內 (虧損) 盈利12,668,000港元 (二零零三年: 盈利27,352,000港元) 及已發行股份1,699,860,000股 (二零零三年: 1,699,860,000股) 計算。

由於二零零四年或二零零三年並無任何潛在普通股，故並無呈列每股攤薄 (虧損) 盈利。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 12. PROPERTY, PLANT AND EQUIPMENT

### 12. 物業、廠房及設備

#### THE GROUP

#### 本集團

		Land use rights in the PRC 中國土地 使用權 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Leasehold improve- ment 租賃樓宇 裝修 HK\$'000 千港元	Plant and equipment 廠房及 設備 HK\$'000 千港元	Furniture and fixtures 傢俬及 裝置 HK\$'000 千港元	Office equipment 辦公室 設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>COST</b>	<b>成本</b>								
At 1 January 2004	於二零零四年 一月一日								
and at 31 December 2004	及 二零零四年 十二月三十一日	11,797	29,647	2,262	18,473	191	93	371	62,834
<b>DEPRECIATION</b>	<b>折舊</b>								
At 1 January 2004	於二零零四年 一月一日	577	845	352	1,923	113	48	89	3,947
Provided for the year	年內撥備	590	1,265	452	1,846	39	19	38	4,249
Impairment loss	減損	-	-	-	8,004	-	-	-	8,004
<b>At 31 December 2004</b>	<b>於二零零四年 十二月三十一日</b>	<b>1,167</b>	<b>2,110</b>	<b>804</b>	<b>11,773</b>	<b>152</b>	<b>67</b>	<b>127</b>	<b>16,200</b>
<b>NET BOOK VALUES</b>	<b>賬面淨值</b>								
At 31 December 2004	於二零零四年 十二月三十一日	10,630	27,537	1,458	6,700	39	26	244	46,634
At 31 December 2003	於二零零三年 十二月三十一日	11,220	28,802	1,910	16,550	78	45	282	58,887

### 12. PROPERTY, PLANT AND EQUIPMENT (Continued)

During the year, the directors reviewed the carrying amount of the Group's property, plant and equipment and identified that certain of the production assets have been impaired due to the operating loss of the business. Accordingly, the carrying amounts of those assets are reduced to their respective recoverable amounts, which represent the valuation made by an independent professional valuer on their fair market value in continued use as at the balance sheet date. The fair market value in continued use means the estimated amount expressed in terms of money that may be reasonably expected for assets in exchange between a willing buyer and a willing seller with equity to both, neither being under any compulsion to sell or buy, both fully aware of all relevant facts, as of an appraisal date, and assuming that the earnings support the value reported.

The land use rights in the PRC are under medium term leases.

### 12. 物業、廠房及設備 (續)

年內，董事審閱本集團物業、廠房及設備之賬面值，並確認若干生產資產因業務產生經營虧損而出現減值。因此，該等資產之賬面值已減至其各自之可收回款額，即獨立專業估值師以持續使用基準計算於結算日之公平市值作出之估值。按持續使用基準計算之公平市值，指於估值日自願買方與自願賣方之間，於買賣雙方並無被逼買賣，且完全察覺所有有關事實，並假設盈利可支持所申報價值情況下，就交換資產可能合理預期支付之金額列示之估計款額。

中國土地使用權以中期租約持有。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 12. PROPERTY, PLANT AND EQUIPMENT (Continued)

### 12. 物業、廠房及設備 (續)

#### THE COMPANY

#### 本公司

		Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>COST</b>	<b>成本</b>			
At 1 January 2004 and at <b>31 December 2004</b>	於二零零四年一月一日 及二零零四年 十二月三十一日	<b>6</b>	<b>23</b>	<b>29</b>
<b>DEPRECIATION</b>	<b>折舊</b>			
At 1 January 2004	於二零零四年一月一日	3	11	14
Provided for the year	年內撥備	1	4	5
<b>At 31 December 2004</b>	於二零零四年 十二月三十一日	<b>4</b>	<b>15</b>	<b>19</b>
<b>NET BOOK VALUES</b>	<b>賬面淨值</b>			
At 31 December 2004	於二零零四年 十二月三十一日	<b>2</b>	<b>8</b>	<b>10</b>
At 31 December 2003	於二零零三年 十二月三十一日	3	12	15

### 13. INVESTMENT PROPERTIES

### 13. 投資物業

**2004 & 2003**  
二零零四年及  
二零零三年  
HK\$'000  
千港元

#### THE GROUP

##### Cost

The investment properties were revalued on a market value at the continued use basis as at 31 December 2004 by Greater China Appraisal Limited, a firm of independent professional property valuers at an aggregate amount of HK\$46,723,000 (2003: HK\$46,577,000). The continued use basis assumes the properties will be used for the purposes for which the properties are designed and built, or to which they are currently adopted. The directors consider that the impact of the change in the market value is not significant and accordingly, no adjustment has been made to reflect the market value of the investment properties as at the balance sheet date in the financial statements.

All the Group's investment properties are leased out under operating leases.

Investment properties represent the land use right and buildings in the PRC with a medium term lease.

#### 本集團

##### 成本

**46,607**

獨立專業物業估值師漢華評值有限公司按持續使用基準以市值重估有關投資物業，於二零零四年十二月三十一日之總值為46,723,000港元（二零零三年：46,577,000港元）。持續使用基準假設物業將按其設計及興建之目的或現行採用之目的使用。董事認為，市值之變動影響並不重大，故並無於財務報表作出相應調整，以反映有關投資物業於結算日之市值。

本集團所有投資物業均根據經營租約出租。

投資物業指本集團於中國以中期租約持有之土地使用權及樓宇。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 14. INTANGIBLE ASSETS

#### THE GROUP

#### COST

At 1 January 2004 and  
at 31 December 2004

成本  
於二零零四年一月一日  
及二零零四年  
十二月三十一日

#### AMORTISATION

At 1 January 2004  
Provided for the year  
Impairment loss

攤銷  
於二零零四年一月一日  
年內撥備  
減損

At 31 December 2004

於二零零四年  
十二月三十一日

#### NET BOOK VALUES

At 31 December 2004

賬面淨值  
於二零零四年  
十二月三十一日

At 31 December 2003

於二零零三年  
十二月三十一日

The costs of licence and knowhow are amortised on a straight-line basis over 10 years.

During the year, the directors reviewed the carrying amount of the Group's intangible assets and identified that the intangible assets have been impaired due to the operating loss of the business. Accordingly, the carrying amounts of the assets are reduced to their respective recoverable amounts, which represent the valuation made by an independent professional valuer on their value on the basis of continued use as at the balance sheet date. The fair value on the basis of continued use is defined as the estimated amount at which a property might be expected to exchange between a willing buyer and a willing seller, neither being under compulsion, each having reasonable knowledge of all relevant facts, with equity to both. Continued use means the property will be used for the purpose for which the property was conceived or is currently used.

### 14. 無形資產

#### 本集團

Licence 特許權 HK\$'000 千港元	Knowhow 技術 HK\$'000 千港元	Total 總計 HK\$'000 千港元
-----------------------------------	----------------------------------	--------------------------------

<b>1,880</b>	<b>7,520</b>	<b>9,400</b>
1,128	2,632	3,760
188	752	940
-	1,645	1,645
<b>1,316</b>	<b>5,029</b>	<b>6,345</b>
<b>564</b>	<b>2,491</b>	<b>3,055</b>
752	4,888	5,640

特許權及技術成本乃按直線法於十年攤銷。

年內，董事審閱本集團無形資產之賬面值，並確認若干無形資產因業務產生經營虧損出現減值。因此，該等資產之賬面值已減至其各自之可收回款額，即獨立專業估值師以持續使用基準計算就於結算日公平值作出之估值。按持續使用基準計算之公平值界定為自願買方與自願賣方之間，於買賣雙方並無被逼買賣，亦已合理獲悉所有有關事實及對雙方具平衡權益之情況下，就交換物業預期須支付之估計金額。持續用途指物業將用作其特定或現時獲使用之用途。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 15. DEFERRED TAX ASSETS

The followings are the major deferred tax assets recognised by the Group and movements thereon during the current and prior year:

		<b>Accelerated tax depreciation 加速稅項折舊</b>	<b>Others 其他</b>	<b>Total 總計</b>
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
At 1 January 2003	於二零零三年一月一日	-	-	-
Credit to income for the year	年內收益進賬	27	114	141
At 31 December 2003 and at 1 January 2004	於二零零三年 十二月三十一日及 二零零四年一月一日	27	114	141
Debit to income for the year	年內收益扣減	(27)	(114)	(141)
<b>At 31 December 2004</b>	<b>於二零零四年 十二月三十一日</b>	<b>-</b>	<b>-</b>	<b>-</b>

At the balance sheet date, the Group has deductible temporary differences of approximately HK\$12,000,000 (2003: Nil) in relation to property, plant and equipment. No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

### 15. 遞延稅項資產

本集團確認之主要遞延稅項資產及其於本年與去年之變動如下：

於結算日，本集團有關物業、廠房及設備之可扣稅暫時差額約為12,000,000港元（二零零三年：零）。由於不大可能有應課稅盈利抵銷可扣稅暫時差額，故並無就該等可扣稅暫時差額確認遞延稅項資產。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 16. INVESTMENTS IN SUBSIDIARIES

Unlisted shares

The carrying value of the unlisted shares is based on the fair values of the underlying net assets of the subsidiaries at the time they became members of the Group under the reorganisation of the Group for listing of its shares on the Stock Exchange.

Details of the Company's subsidiaries at 31 December 2004 are set out in note 27.

### 17. INVENTORIES

Raw materials and consumables  
Work in progress

原料及消耗品  
在製品

The above inventories are carried at cost.

### 16. 於附屬公司之投資

#### THE COMPANY

本公司

2004 & 2003

二零零四年及

二零零三年

HK\$'000

千港元

28,475

非上市股份之賬面值乃按附屬公司根據本集團就其股份於聯交所上市而進行重組成為本集團成員公司時之有關資產淨值公平值計算。

本公司附屬公司於二零零四年十二月三十一日之詳情載於附註27。

### 17. 存貨

#### THE GROUP

本集團

2004

2003

二零零四年

二零零三年

HK\$'000

HK\$'000

千港元

千港元

4

20

66

4

70

24

上述存貨乃按成本值列值。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 18. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade and other payables at the reporting date:

0 to 180 days	0至180日
181 to 365 days	181至365日
Over 365 days	365日以上

### 18. 應付賬款及其他應付款項

應付賬款及其他應付款項於報告日之賬齡分析如下：

		THE GROUP	
		本集團	
		2004	2003
		二零零四年	二零零三年
		HK\$'000	HK\$'000
		千港元	千港元
		-	9,317
		1,284	-
		517	799
		<b>1,801</b>	<b>10,116</b>

### 19. SHARE CAPITAL

Authorised:

Shares of HK\$0.05 each  
Balance as at 1 January 2003,  
31 December 2003  
and **31 December 2004**

法定：

每股面值0.05港元之股份  
於二零零三年一月一日、  
二零零三年十二月三十一日  
及二零零四年十二月三十一日  
之結餘

No. of shares	HK\$'000
股份數目	千港元
<b>10,000,000,000</b>	<b>500,000</b>

Issued and fully paid:

Shares of HK\$0.05 each  
Balance as at 1 January 2003,  
31 December 2003  
and **31 December 2004**

已發行及繳足：

每股面值0.05港元之股份  
於二零零三年一月一日、  
二零零三年十二月三十一日  
及二零零四年十二月三十一日  
之結餘

<b>1,699,860,000</b>	<b>84,993</b>
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There were no changes in the Company's authorised, issued and fully paid share capital for both years.

本公司之法定、已發行及繳足股本於兩個年度均無變動。

### 20. SHARE OPTION SCHEME

The Company has a share option scheme (the "Scheme"), which was approved and adopted by the Company on 15 October 2003. The Scheme is for the purpose of enabling the Company to grant options to any employees (whether full time or part time), executives and officers of the Group (including executive and non-executive directors of the Company or any of its subsidiaries) and business consultants, agents and legal and financial advisers of the Group to subscribe for shares in the Company as incentives and rewards for their contribution to the Group. The Scheme will expire in 2013.

Subject to the condition that the total number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes of the Company must not exceed 30% of the shares of the Company in issue from time to time, the total number of shares in respect of which options may be granted under the Scheme when aggregated with any shares subject to any other schemes is not permitted to exceed 10% of the shares of the Company, without prior approval from the Company's shareholders. The number of shares in respect of which options may be granted to any individual in aggregate in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in any one year exceeding the higher of 0.1% of the Company's shares in issue and with a value in excess of HK\$5 million must be approved by the Company's shareholders.

### 20. 購股權計劃

本公司於二零零三年十月十五日批准及採納購股權計劃（「計劃」），旨在讓本公司向本集團任何全職或兼職僱員、行政人員及高級職員（包括本公司或其任何附屬公司之執行董事及非執行董事）以及本集團業務顧問、代理與法律及財務顧問授予可認購本公司股份之購股權，獎勵及獎賞彼等對本集團所作出貢獻。計劃將於二零一三年屆滿。

根據計劃及本公司任何其他計劃已授出及有待行使之所有已發行購股權獲行使而可發行之股份總數，不得超過本公司不時已發行股份30%，在此條件下，未獲本公司股東事先批准前，根據計劃可予授出購股權涉及之股份總數，連同任何其他計劃涉及之股份總數，不得超過本公司股份10%。未獲本公司股東事先批准前，於任何十二個月期間向任何個別人士授出之購股權涉及之股份總數，不得超過本公司已發行股份之1%。於任何一年向主要股東或獨立非執行董事授出之購股權，倘超出本公司已發行股份0.1%或其價值超出5,000,000港元之較高者，則必須獲本公司股東批准。

**20. SHARE OPTION SCHEME (Continued)**

Options granted must be taken up within 30 days of the date of grant, upon payment of HK\$1 per grant. Options may be exercised at any time from the date of grant of the share option to such date as determined by the board of directors but in any event not exceeding 10 years. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the Company's shares on the date of grant, the average closing price of the shares for the five business days immediately preceding the date of grant and the nominal value of the Company's shares.

No option has been granted by the Company since the adoption of the Scheme.

**20. 購股權計劃 (續)**

授出之購股權須於授出日期起計三十日內接納，於接納時須就每份獲授購股權支付1港元。購股權可由授出日期起至董事會所釐定之日期止期間隨時行使，惟行使期不得超過十年。行使價由本公司董事釐定，但不得低於下列三者之最高者：本公司股份於授出日期之收市價；緊接授出日期前五個營業日之股份平均收市價及本公司股份面值。

本公司自採納計劃以來並無授出任何購股權。

**21. RESERVES****21. 儲備**

		Share premium 股份溢價 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Accumulated profits (losses) 累計盈利 (虧損) HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>THE COMPANY</b>	<b>本公司</b>				
At 1 January 2003	於二零零三年 一月一日	72,657	28,470	1,113	102,240
Net loss for the year	年內虧損淨額	-	-	(10,355)	(10,355)
At 31 December 2003 and at 1 January 2004	於二零零三年 十二月三十一日 及二零零四年 一月一日	72,657	28,470	(9,242)	91,885
Net loss for the year	年內虧損淨額	-	-	(5,459)	(5,459)
<b>At 31 December 2004</b>	<b>於二零零四年 十二月三十一日</b>	<b>72,657</b>	<b>28,470</b>	<b>(14,701)</b>	<b>86,426</b>

### 21. RESERVES (Continued)

The special reserve of the Company represents the difference between the fair values of the underlying net assets of the subsidiaries at the date on which they were acquired by the Company and the nominal amount of the Company's shares issued under the group reorganisation in June 2001.

The Company's reserves available for distribution to shareholders as at 31 December 2004 represents the aggregate of share premium, special reserve and accumulated losses amounting to HK\$86,426,000 (2003: HK\$91,885,000).

### 22. MAJOR NON-CASH TRANSACTIONS

In 2003, the Group transferred a portion of its properties at a carrying value of HK\$46,607,000 to investment properties.

### 23. CONTINGENT LIABILITIES

The Group and the Company had no material contingent liabilities as at both 31 December 2004 and 2003.

### 21. 儲備 (續)

本公司之特別儲備指本公司收購附屬公司當日有關資產淨值公平值與本公司根據集團重組於二零零一年六月所發行股份面值之差額。

於二零零四年十二月三十一日，本公司可分派予股東之儲備指股份溢價、特別儲備及累計虧損合共86,426,000港元（二零零三年：91,885,000港元）。

### 22. 主要非現金交易

於二零零三年，本集團轉撥賬面值46,607,000港元之部分物業至投資物業。

### 23. 或然負債

本集團及本公司於二零零四年及二零零三年十二月三十一日並無任何重大或然負債。

## 24. OPERATING LEASES

## The Group as lessee

At the balance sheet date, the Group had commitments for future minimum lease payments in respect of properties under non-cancellable operating leases which fall due as follows:

Within one year	一年內
In the second to fifth years inclusive	第二至第五年， 包括首尾兩年

## The Group as lessor

At the balance sheet date, the Group has contracted with a tenant for the following future minimum lease payments:

Within one year	一年內
In the second to fifth years inclusive	第二至第五年， 包括首尾兩年

The Group's investment properties are held for rental purposes and committed the tenant for a period of four years.

## 24. 經營租約

## 本集團作為承租人

於結算日，本集團就有關物業之不可撤銷經營租約承擔之日後最低租賃款項於下列年期到期：

THE GROUP	
本集團	
2004	2003
二零零四年	二零零三年
HK\$'000	HK\$'000
千港元	千港元
39	158
-	39
<b>39</b>	<b>197</b>

## 本集團作為出租人

於結算日，本集團已就下列日後最低租賃款項與租戶訂立合約：

THE GROUP	
本集團	
2004	2003
二零零四年	二零零三年
HK\$'000	HK\$'000
千港元	千港元
1,000	1,000
2,000	3,000
<b>3,000</b>	<b>4,000</b>

本集團之投資物業持作出租用途，租戶獲承諾之租期為四年。

### 24. OPERATING LEASES (Continued)

The Company had no operating lease commitments as lessee or lessor under non-cancellable operating leases at the balance sheet date.

### 25. COMMITMENTS

The Group and the Company had no material commitment at the balance sheet date.

### 26. RETIREMENT BENEFIT SCHEME

The group companies operating in the PRC participate in defined contribution retirement schemes organised by the relevant local government authorities in the PRC. All PRC employees are entitled to an annual pension equal to a fixed portion of their ending basic salaries at their retirement dates. The Group is required to make specific contributions to the retirement schemes at a rate of 18% (2003: 18%) of basic salary of its PRC employees and has no further obligation for post-retirement benefits beyond the annual contributions made. Pursuant to these arrangements, the retirement plan contributions paid for the year ended 31 December 2004 amounted to approximately HK\$110,000 (2003: HK\$96,000).

The Group has a Mandatory Provident Fund Scheme ("MPF Scheme") for all its non-PRC employees. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect of the MPF Scheme is to make the required contributions under the MPF Scheme. The retirement benefit scheme contributions arising from the MPF Scheme charged to the income statement represent contributions payable to the funds by the Group. During the year, the Group made retirement benefit scheme contributions to the MPF Scheme amounting to HK\$92,000 (2003: HK\$87,000).

### 24. 經營租約 (續)

於結算日，本公司並無因作為不可撤銷經營租約之承租人或出租人而有任何經營租約承擔。

### 25. 承擔

本集團及本公司於結算日並無任何重大承擔。

### 26. 退休福利計劃

本集團於中國經營之公司參與由中國有關地方政府機關設立的定額供款退休計劃。所有中國僱員均可享有根據彼等於退休日期之底薪按固定比例計算的年度退休金。本集團須就退休計劃按其中國僱員底薪之18% (二零零三年：18%) 作出特定供款，除年度供款外，本集團對退休後之福利並無進一步責任。根據該等安排，截至二零零四年十二月三十一日止年度之退休計劃供款約110,000港元 (二零零三年：96,000港元)。

本集團就所有非中國僱員加入強制性公積金計劃(「強積金計劃」)。強積金計劃已根據強制性公積金計劃條例向強制性公積金管理局註冊。強積金計劃之資產與本集團資產分開處理，並由獨立信託人管理。根據強積金計劃規則，僱主及其僱員各自均須按規則所規定之比率向強積金計劃作出供款。本集團在強積金計劃下之唯一責任為支付強積金計劃規定之供款。強積金計劃產生之退休福利計劃供款於損益表扣除，乃指由本集團向該基金支付的供款。年內，本集團向強積金計劃作出之退休福利計劃供款為92,000港元(二零零三年：87,000港元)。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2004 截至二零零四年十二月三十一日止年度

### 27. PARTICULARS OF SUBSIDIARIES

Particulars of the Company's subsidiaries, all of which are wholly-owned at 31 December 2004 are as follows:

### 27. 附屬公司之詳情

本公司全資附屬公司於二零零四年十二月三十一日之詳情如下：

Name of subsidiary/ kind of legal entity 附屬公司名稱/法人實體類別	Place/ Country of incorporation/ establishment 註冊成立/ 成立地點/國家	Issued and fully paid ordinary share capital/ registered capital 已發行及繳足 普通股本/註冊資本	Proportion of nominal value of issued capital held by the Company 本公司持有已發行 股本面值之比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
			%	%	
Goldigit Limited/ limited liability 有限責任公司	British Virgin Islands 英屬處女群島	US\$10,000 10,000美元	100	–	Investment holding 投資控股
Master Tailor Investments Limited/ limited liability 有限責任公司	British Virgin Islands 英屬處女群島	US\$1 1美元	–	100	Investment holding 投資控股
Spring New Developments Limited/ limited liability 有限責任公司	British Virgin Islands 英屬處女群島	US\$1 1美元	–	100	Investment holding 投資控股
Fujian Goldigit/ wholly foreign- owned enterprise 福建金澤/全外資企業	PRC 中國	HK\$3,000,000 3,000,000港元	–	100	Development and distribution of solvent pesticides 開發及分銷農藥溶劑
Fuzhou Development Zone Goldigit Fine Chemical Industry Co., Ltd./wholly foreign- owned enterprise 福州開發區金澤精細 化工有限公司/全外資企業	PRC 中國	HK\$10,000,000 10,000,000港元	–	100	Property holding 持有物業
Quanzhou Quangan Fine Chemical Co., Ltd./wholly foreign- owned enterprise 泉州泉港金澤精細化工 有限公司/全外資企業	PRC 中國	US\$1,000,000 1,000,000美元	–	100	Inactive 暫無營業

### 27. PARTICULARS OF SUBSIDIARIES (Continued)

All the subsidiaries incorporated in the British Virgin Islands operate in Hong Kong and all the PRC subsidiaries operate in the PRC.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

### 28. ULTIMATE HOLDING COMPANY

The Company's ultimate holding company is Best Today Investments Limited, a limited company incorporated in the British Virgin Islands.

### 29. POST BALANCE SHEET EVENT

On 10 March 2005, the Group entered into agreement with an independent third party to acquire 20% of the issued and paid up capital of an investment holding company at a consideration of HK\$45,000,000, subject to adjustment. The sole asset of the investee company is the ownership of all issued and paid up capital in an enterprise established in the PRC engaged in the sales and research and development of new bio-chemical pharmaceutical products in the PRC as well as performing synthetic technological process studies.

The acquisition was subject to certain conditions, which included the satisfaction of the due diligence exercise performed in respect of the investee company and the PRC enterprise. On 11 April 2005, the transaction was cancelled due to the conditions precedent under the agreement having not been fully satisfied.

Details of the acquisition are set out in the circular of the Company dated 1 April 2005.

### 27. 附屬公司之詳情 (續)

所有於英屬處女群島註冊成立之附屬公司於香港經營，而所有中國附屬公司均於中國經營。

於年結日或年內任何時間，並無任何附屬公司有任何發行在外之債務證券。

### 28. 最終控股公司

本公司之最終控股公司為於英屬處女群島註冊成立之有限公司 Best Today Investments Limited。

### 29. 結算日後事項

於二零零五年三月十日，本集團與獨立第三方訂立協議，以代價 45,000,000 港元（可予調整）收購一家投資控股公司已發行繳足股本 20%。所投資公司之唯一資產為一家於中國成立之企業所有已發行繳足股本之擁有權，該企業於中國從事新生物化學製藥產品銷售、研究及開發以及進行合成技術過程研究。

收購須受若干條件規限，包括滿意對所投資公司及中國企業之盡職審查。於二零零五年四月十一日，由於協議項下先決條件未能全部達成，故交易已告取消。

有關是項收購詳情載於本公司日期為二零零五年四月一日之通函。