



Notes to the Financial Statements

For the year ended 31 March 2005

財務報表附註

截至二零零五年三月三十一日止年度

1. General

The Company is as an exempted company incorporated in the Cayman Islands with limited liability under the Companies Law (2001 Second Revision) Chapter 22 of the Cayman Islands. Its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company and the principal activities of the Group are building construction, interior and renovation works, supply and installation of building materials, trading of health products, property investment and development.

2. Adoption of New Hong Kong Financial Reporting Standards

The Hong Kong Institute of Certified Public Accountants has issued a number of new or revised Hong Kong Accounting Standards ("HKASs") and Hong Kong Financial Reporting Standards ("HKFRSs") (hereinafter collectively referred to as "New HKFRSs"), which are effective for accounting periods beginning on or after 1 January 2005. The Group has early adopted HKAS 40 "Investment Property" ("HKAS 40") in the preparation of the consolidated financial statements for the year ended 31 March 2005.

The adoption of HKAS 40 has resulted in the following changes in the Group's accounting policies for the valuation of investment properties thereon.

In prior years, any surplus or deficit arising on the revaluation of investment properties was credited or charged to the investment property revaluation reserve unless the balance in this reserve was insufficient to cover a deficit on a portfolio basis, in which case the excess of the deficit over the balance in the investment property revaluation reserve was charged to the income statement. Where a deficit had previously been charged to the income statement and a revaluation surplus subsequently arose, this surplus was credited to the income statement to the extent of the deficit previously charged.

1. 一般事項

本公司根據開曼群島公司法(二零零一年第二修訂版)第二十二章,在開曼群島註冊成立為一間獲豁免有限公司,其股份於香港聯合交易所有限公司(「聯交所」)上市。

本分司乃一家投資控股公司。本集團之主要業務為樓宇建築、裝飾及維修工程、供應與安裝建築材料、健康產品貿易、物業投資及發展。

2. 採納新香港財務報告準則

香港會計師公會已頒佈多項新或經修訂之香港會計準則及香港財務報告準則(以下統稱「新香港財務報告準則」),由二零零五年一月一日或以後開始之會計年度生效。於編製截至二零零五年三月三十一日止年度之綜合財務報表時,本集團已提前採納香港會計準則第40號「投資物業」(「香港會計準則第40號」)。

因採納香港會計準則第40號,本集團有關投資物業估值之會計政策出現以下變更。

於過往年度,除非投資物業重估儲備之結餘不足以填補投資物業重估虧損總額,否則有關因投資物業重估所產生之盈虧,均撥入該儲備內或從儲備內扣除。當重估產生之虧損超過投資物業重估儲備總額,餘額將在收益表內扣除。如過往曾有虧損從收益表內扣除,而其後有重估盈餘時,該盈餘(但不可多於之前在收益表內扣除之數額)則記入收益表內以抵銷過往扣除之虧損。

2. Adoption of New Hong Kong Financial Reporting Standards *(continued)*

Following the adoption of HKAS 40, changes in fair value of investment properties are included in the income statement. This change in accounting policy has been applied retrospectively.

As a result of the adoption of this accounting policy, the Group's net profit for the years ended 31 March 2004 and 2005 have been increased by \$2,828,000 and \$45,357,000 respectively, representing gains arising on changes in fair value of investment properties attributable to the Group. The accumulated profits of the Group at 1 April 2004 has been increased by \$2,828,000 and the accumulated profits of the Group at 1 April 2003 remained unchanged. Comparative amounts for the prior year have been restated in order to achieve a consistent presentation.

For those new HKFRSs that the Group has not early adopted in the financial statements for the year ended 31 March 2005, the Group does not expect that their issuance will have a material effect on how the results of operations and financial position of the Group are prepared and presented.

3. Significant Accounting Policies

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

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

2. 採納新香港財務報告準則 (續)

採納香港會計準則第40號後，投資物業之公平價值變動會包括在收益表內。該等會計政策變更經已被追溯應用。

由於採納此會計政策，本集團截至二零零四年及二零零五年三月三十一日止年度之純利分別增加港幣2,828,000元及港幣45,357,000元，即本集團應佔由投資物業公平價值變動所得之收益。本集團於二零零四年四月一日之累計溢利增加港幣2,828,000元，而本集團於二零零三年四月一日之累計溢利則維持不變。(比較數字亦相應作出重列，以使其表列一致。)

對於未被本集團於截至二零零五年三月三十一日止年度財務報告中提前採納之新香港財務報告準則，本集團並無預期該等發佈將會對本集團之業績及財務狀況之編製及呈報方式有重大影響。

3. 主要會計政策

除投資物業及證券投資作出重估外，本財務報表乃根據歷史成本慣例編製。

本財務報表乃根據香港公認之會計原則編製。採納之主要會計政策如下：



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3. Significant Accounting Policies (continued)

Basis of consolidation

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

All significant intra-group transactions and balances have been eliminated on consolidation.

Investments in subsidiaries

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

Revenue

Revenue on construction or interior and renovation contracts is recognised using the percentage of completion method by reference to the value of work carried out during the year.

Income from sales of completed properties are recognised on the execution of legally binding, unconditional and irrevocable contracts.

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

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

Dividend income is recognised when the Group's right to receive dividends has been established.

Interest income from bank deposits is accrued on a time basis by reference to the principal outstanding and at the interest rate applicable.

3. 主要會計政策 (續)

綜合基準

綜合財務報表包括本公司及其附屬公司截至每年三月三十一日止之財務報表。

年內已購入或出售之附屬公司業績分別由收購生效之日起或截至出售生效之日止(在適用情況下)計入綜合收益表。

本集團內公司間之所有重大交易及結餘均已於綜合時撇銷。

附屬公司之投資

於附屬公司之投資乃於本公司之資產負債表內按原值減減值虧損入賬。

收入

建築工程或裝飾及維修合約之收益採用完成百分比法，按年內進行工程之價值確認入賬。

出售落成物業所產生之收入，於簽訂具法律約束力、無條件及不可撤回之合約時確認入賬。

銷售貨品之收入於交付貨品及移交所有權後確認入賬。

租金收入，包括按經營租約出租之物業預開租金發票，乃按相關租約之條款以直線基準予以確認入賬。

股息收入於本集團收取有關股息之權利確立時確認入賬。

銀行存款利息收入乃根據本金餘額及有關利率按時間基準累計。

3. Significant Accounting Policies (continued)

Goodwill

Goodwill represents the excess of the purchase consideration over the fair value ascribed to the Group's share of the separable net assets at the date of acquisition of a subsidiary and was eliminated against reserves immediately on acquisition for the periods before 1 April 2001.

Any premium or discount arising on the acquisition of interest in associates or interest in jointly controlled entities, 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 associate or jointly controlled entity at the date of acquisition, was dealt with in the same manner as that described above for goodwill for the periods before 1 April 2001.

On the disposal of an investment in a subsidiary, an associate or a jointly controlled entity, the attributable amount of goodwill previously eliminated against or credited to reserves is included in the determination of the profit or loss on disposal.

Goodwill arising on acquisition after 1 April 2001 is capitalised and amortised over its estimated useful life.

On disposal of an investment in a subsidiary, an associate, or a jointly controlled entity, the attributable amount of outstanding goodwill (negative goodwill) is included in the determination of the profit or loss on disposal.

Discount on acquisition

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

3. 主要會計政策 (續)

商譽

商譽乃指收購一家附屬公司之購買代價超出本集團於收購當日所佔之可分割資產淨值之公平價值之差額，此差額於二零零一年四月一日前期間在收購後即時於儲備撇銷。

於二零零一年四月一日前期間，收購聯營公司權益或共同控制實體權益產生之任何溢價或折讓，分別為購買代價超出或少於本集團於收購聯營公司或共同控制實體當日所佔之可分割資產淨值之公平價值，乃按上述處理商譽之同一方式處理。

倘出售於附屬公司、聯營公司或共同控制實體之投資，並計算出售之損益時，須計入過往商譽自儲備撇銷或撥入儲備之應佔數額。

於二零零一年四月一日後因收購而產生之商譽已被資本化及按其估計可使用年期攤銷。

於出售附屬公司、聯營公司或共同控制實體之投資時，於決定出售盈虧時會計入應佔未攤銷商譽(負商譽)。

折讓收購

折讓收購代表收購成本少於本集團於收購附屬公司當日所佔可確認資產及負債之公平價值之權益。



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3. Significant Accounting Policies (continued)

Discount on acquisition (continued)

Discount on acquisition arising on business combinations for which the agreement date was on or after 1 January 2005 is recognised as income immediately in accordance with HKFRS 3 "Business Combinations".

Investment properties

Investment properties are property (land or a building — or part of a building — or both) held (by the owner or by the lessee under a finance lease) to earn rentals or for capital appreciation or both, rather than for use in the production or supply of goods or services or for administrative purposes; or sale in the ordinary course of business. Property interests held under an operating lease and that the property interests meet the definition of an investment property, which are held to earn rentals and/or for capital appreciation, are measured at fair value at the balance sheet date and classified as investment properties. Changes in fair value of investment properties are recognised in the income statement for the period in which the changes arise.

Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment loss.

The gain or loss arising from disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

Depreciation is provided to write off the cost of items of property, plant and equipment, using the straight line method, over their estimated useful lives which are as follows:

Leasehold land	Over the unexpired term of the relevant lease
Buildings	20 years
Leasehold improvements	Over the shorter of the term of the lease or 5 years
Other assets	5 years

3. 主要會計政策 (續)

折讓收購 (續)

協議日期在二零零五年一月一日或以後之業務合併所產生之折讓收購，均按照香港財務報告準則第3號「業務合併」確認為收入。

投資物業

投資物業乃持作(由業主或融資租約下之承租人)收租或資本增值(或兩者皆是)之物業(土地或樓宇，或樓宇之一部份，或兩者皆是)，並非用作生產或供應貨物或服務或作行政用途，或於日常業務中出售。以經營租約形式持有之物業權益，以及符合投資物業之定義之物業權益，即持作收租及/或資本增值，均在年結日以公平價值計算，並列作投資物業。投資物業公平價值之變動，已於產生變動期間在收益表內確認。

物業、廠房及設備

物業、廠房及設備，按成本值減累計折舊及減值虧損入賬。

資產出售或報銷時所產生之損益乃按出售所得款項與資產之賬面值之間之差額計算，並於收益表內確認。

物業、廠房及設備之折舊乃根據其估計可用年期以直線法將其成本值攤銷，年期如下：

租賃土地	有關租約未屆滿年期
樓宇	二十年
裝修	有關租約未屆滿年期或五年(以較短者為計算基準)
其他資產	五年

3. Significant Accounting Policies (continued)

Properties held for development

Properties held for development, which have not been identified for any specific purpose, are shown as non-current assets and are stated at cost less amortisation.

Amortisation is provided using the straight line method over the unexpired term of the relevant lease.

Costs relating to the development of the properties, including finance costs, are capitalised and included as properties held for development until such time they are identified for transfer to specific categories of property, plant and equipment, investment properties or properties for sale.

Properties under development for sale/Properties held for development for future sale

Properties under development for sale and properties held for development for future sale are classified under current assets and carried at the lower of cost and net realisable value. Cost includes land cost, development costs and directly attributable cost including, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy.

Properties held for sale

Properties held for sale are classified under current assets and are stated at the lower of cost and net realisable value.

Associates

An associate is an enterprise over which the Group is in a position to exercise significant influence, including participation in financial and operating policy decisions of the investee.

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets of the associates.

3. 主要會計政策 (續)

持作發展用途之物業

持作發展用途之物業在未決定其特定用途時乃列作非流動資產，並且會按成本值減攤銷後入賬。

攤銷是以直線法從有關租約之未屆滿年期中得出。

有關物業發展之成本(包括財務費用)皆撥充資本性支出，並列作持作發展用途之物業，直至可確認應轉入物業、廠房及設備、投資物業或持作出售物業之特定類別時止。

發展中之待售物業／持作發展後出售之物業

發展中之待售物業及持作發展後出售之物業均列作流動資產，並按成本值及可變現淨值兩者之較低者列賬。成本包括土地成本、發展成本及直接應佔成本，對於合乎條件資產則包括根據本集團會計政策可作為資本化之借貸成本。

持作出售之物業

持作出售之物業列作流動資產，並按成本值及可變現淨值兩者之較低者列賬。

聯營公司

聯營公司指本集團透過參與其財政及營運決策而可對其行使重大影響力之企業。

綜合收益表包括本集團分佔收購其聯營公司後之業績。於綜合資產負債表內，聯營公司之權益乃本集團所佔聯營公司之資產淨值。



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3. Significant Accounting Policies (continued)

Associates (continued)

Where a group enterprise transacts with an associate of the Group, unrealised profits and losses are eliminated to the extent of the Group's interest in the relevant associate, except where unrealised losses provide evidence of an impairment of the asset transferred.

Jointly controlled entities

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. The Group's share of the post-acquisition results of its jointly controlled entities is included in the consolidated income statement.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average method.

Construction contracts

When the outcome of a construction or interior and renovation contract can be estimated reliably, contract revenue and costs are recognised in the income statement by reference to the stage of completion of the contract activity at the balance sheet date, as measured by surveys on work performed.

When the outcome of a construction or interior and renovation contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that is probable will be recoverable and contract costs are recognised as an expense in the period in which they are incurred.

3. 主要會計政策 (續)

聯營公司 (續)

當本集團企業與聯營公司進行交易時，未變現之溢利及虧損乃以本集團於有關聯營公司所佔之權益撇銷，惟倘未變現之虧損顯示所轉移之資產已減值則除外。

共同控制實體

涉及成立一個各合營夥伴均擁有權益之獨立實體之合營安排，列為共同控制實體。

於綜合資產負債表內，共同控制實體之權益乃本集團所佔共同控制實體之資產淨值。綜合收益表包括本集團分佔收購其共同控制實體後之業績。

存貨

存貨按成本值及可變現淨值兩者之較低者列賬。成本乃按加權平均法計算，其中包括所有採購成本，及(倘適用)促使存貨達至現行地點及狀況之其他費用。

建築合約工程

當建築或裝飾及維修合約之成果可以合理地評估時，其合約收益及成本將參考於結算日時合約活動之竣工程度計入收益表內。竣工程度乃依據工程進度測量而定。

當建築或裝飾及維修合約之成果未能合理地評估時，收益只會按可能將可收回之已產生之合約成本確認，而合約成本則於產生時確認為支出。

3. Significant Accounting Policies (continued)

Construction contracts (continued)

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Investments in securities

Investments in securities are recognised on a trade-date basis and are initially measured at cost.

All securities other than held-to-maturity debt securities are measured at fair value on subsequent reporting dates.

Where securities are held for trading purposes, unrealised gains and losses are included in net profit or loss for the period. For other securities, unrealised gains and losses are dealt with in equity, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss is included in net profit or loss for the period.

Impairment of assets

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the 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.

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.

3. 主要會計政策 (續)

建築合約工程 (續)

當合約總成本將超過合約總收益時，其預計之虧損須即時確認為支出。

證券投資

證券投資乃按交易日作基準確認，並於初期按成本計算。

除持至到期日之債務證券外，所有證券均於往後結算日按公平值計算。

當證券持作買賣用途，則未變現收益及虧損於期內計入純利或虧損淨額。就其他證券而言，未變現收益及虧損於股東資金處理，直至出售該等證券或該等證券確定已減值，在此情況下累計收益或虧損於期內計入純利或純虧損。

資產減值

於各個結算日，本集團審核其資產之賬面值，以決定是否顯示該等資產蒙受減值虧損。倘出現減值指標，便會估計資產之可收回金額，以決定減值虧損之程度。倘一項資產之預計可收回金額少於其賬面值，則將該資產之賬面值減至其可收回金額。減值虧損予以即時確認為支出。

若其後將減值虧損撥回，資產之賬面值將增至其可收回金額之經修訂估計值，但該增加後賬面值不可超過就該資產尤若於過往年度並無確認減值虧損而釐定之賬面值。減值虧損撥回即時確認為收入。



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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 years, and it further excludes income statement items that are never taxable or deductible.

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 profit 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 and associates, and interest in jointly controlled entities, 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

所得稅指本年度應付稅項及遞延稅項之總額。

本年度應付稅項乃按本年度之應課稅溢利計算。應課稅溢利與收益表所載之純利有別，此乃由於其不包括其他年度之應課稅或可扣減之收入或支出，亦不包括永不課稅或不可扣減之收益表項目。

遞延稅項指按資產負債表負債法，就財務報表內資產及負債賬面值與計算應課稅溢利所用之相關稅基產生之一切暫時差異計算預期應付或可予撥回之稅項。遞延稅項負債一般就一切應課稅臨時差異而予以確認，而遞延稅項資產則按可抵銷可動用之可扣減暫時差異之未來應課稅溢利而予以確認。倘於交易時產生之商譽(或負商譽)或初步確認其他資產及負債所產生之暫時差異(業務合併除外)，概不影響應課稅溢利或會計溢利之情況下，遞延資產及負債則不會予以確認。

遞延稅項負債就於附屬公司及聯營公司之投資，以及共同控制實體之權益所產生之應課稅暫時差異而予以確認，惟本公司在可控制暫時差異之撥回以及暫時差異於可預見將來不可能撥回時之情況下除外。

遞延稅項資產之賬面值於各結算日均予以檢討，並減少至不可能再有充足應課稅溢利可容許撥回所有或部份有關資產。

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.

Borrowing costs

Borrowing costs directly attributable to the construction of qualifying assets, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

Operating leases

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

Retirement benefit cost

Contributions payable to the Group's defined contribution retirement benefit schemes are charged as an expense as they fall due.

Foreign currencies

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

3. 主要會計政策 (續)

稅項 (續)

遞延稅項按預期於償還負債或資產變現之期間適用之稅率計算。遞延稅項於收益表扣除或入賬，惟當與直接於股東資金扣除或入賬之項目有關之情況下，遞延稅項則同樣於股東資金中處理。

借貸成本

因建築合資格資產而直接產生之借貸成本撥作該等資產之部份成本。該等借貸成本於資產大致投入計劃之用途或出售時終止資本化。

所有其他借貸成本均列作開支於產生時扣除。

經營租約

經營租約之租金以直線基準按有關租約之年期在收益表內扣除。

退休福利成本

向本集團退休福利計劃應付之供款在到期時列作支出扣除。

外幣

港幣以外之貨幣交易乃按交易當日市場之兌換率初步列賬。以外幣結算之貨幣資產及負債乃按結算日兌換率折算入賬，因兌換外幣結算而引致之盈虧均已撥入收益表內。



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3. Significant Accounting Policies (continued)

Foreign currencies (continued)

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

4. Turnover

Turnover represents the aggregate of the value of contract work carried out, the sales proceeds derived from supply and installation of building materials, sales proceeds of goods and properties sold, revenue from provision of properties agency and management services and gross rental income during the year, and is analysed as follows:

3. 主要會計政策 (續)

外幣 (續)

於綜合賬目時，本集團海外業務之資產及負債均按結算日之市場兌換率折算入賬，收入及開支項目則按本期間之平均兌換率折算入賬。因綜合結算而產生之兌換差額將撥入本集團之匯兌儲備內，並於業務出售期間確認為收入或開支。

4. 營業額

營業額指於本年度已進行之合約工程價值、供應及安裝建築材料所得銷售款項、出售貨品及物業所得款項、提供物業代理及管理服務之收入，以及租金總收入之總值，分析如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Construction	建築	513,474	423,853
Interior and renovation	裝飾及維修	111,413	98,794
Building materials	建築材料	93,914	83,760
Health products	健康產品	53,453	38,436
Properties investment	物業投資	10,114	6,047
Properties agency and management	物業代理及管理	3,759	1,932
Properties development	物業發展	134,590	—
		920,717	652,822

5. Business and Geographical Segments

For management purposes, the Group is currently organised into seven principal operating divisions — construction, interior and renovation, building materials, health products, properties investment, properties agency and management and properties development. These divisions are the basis on which the Group reports its primary segment information.

(a) Business segments

	Construction 建築 HK\$'000 港幣千元	Interior and renovation 裝飾及維修 HK\$'000 港幣千元	Building materials 建築材料 HK\$'000 港幣千元	Health products 健康產品 HK\$'000 港幣千元	Properties investment 物業投資 HK\$'000 港幣千元	Properties agency and management 物業代理 及管理 HK\$'000 港幣千元	Properties development 物業發展 HK\$'000 港幣千元	Eliminations 撥銷 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
For the year ended 31 March 2005	截至二零零五年 三月三十一日止年度								
TURNOVER	營業額								
External sales	513,474	111,413	93,914	53,453	10,114	3,759	134,590	—	920,717
Inter-segment sales	45,281	9,333	19,125	86	—	1,815	—	(75,640)	—
Total	<u>558,755</u>	<u>120,746</u>	<u>113,039</u>	<u>53,539</u>	<u>10,114</u>	<u>5,574</u>	<u>134,590</u>	<u>(75,640)</u>	<u>920,717</u>
Inter-segment sales are charged at prevailing market rates.	各類業務間之銷售是以現行市場價格計算								
RESULTS	業績								
Segment result	<u>15,550</u>	<u>2,771</u>	<u>6,443</u>	<u>1,849</u>	<u>6,940</u>	<u>827</u>	<u>38,339</u>	<u>(1,018)</u>	<u>71,701</u>
Other operating income	其他營運收入								
Gain arising on a change in fair value of investment properties	—	—	—	—	45,357	—	—	—	45,357
Unrealised holding gain on investments in securities	證券投資之未變現收益								
Unallocated expenses	未分配開支								
Profit from operations	營運溢利								
Finance costs	財務費用								
Share of result of associates	—	—	—	—	—	—	(52)	—	(52)
Share of result of jointly controlled entities	2,425	—	—	—	—	—	—	—	2,425
Profit before taxation	除稅前溢利								
Taxation	稅項								
Net profit for the year	年度純利								
	<u>100,120</u>								
As at 31 March 2005	於二零零五年三月三十一日								
ASSETS	資產								
Segment assets	308,451	18,914	84,234	33,424	183,707	2,461	260,716	—	891,907
Interest in associates	—	—	—	—	—	—	10,454	—	10,454
Interest in jointly controlled entities	26,065	—	—	—	—	—	8,565	—	34,630
Unallocated corporate assets	未分配公司資產								
Consolidated total assets	綜合總資產								
	<u>949,019</u>								
LIABILITIES	負債								
Segment liabilities	268,211	12,289	22,521	7,304	7,292	328	3,079	—	321,024
Unallocated corporate liabilities	未分配公司負債								
Consolidated total liabilities	綜合總負債								
	<u>457,644</u>								
OTHER INFORMATION	其他資料								
Additions of property, plant and equipment	3,393	—	75	1,436	—	30	—	—	4,934
Additions of investment properties	—	—	—	—	9,771	—	—	—	9,771
Additions of properties held for development for future sale	—	—	—	—	—	—	57,531	—	57,531
Depreciation	4,543	73	402	1,117	—	35	—	—	6,170
Allowance for prepayment to a supplier	給予一名供應商之預付款項之撥備								
	3,000								

5. 業務及地區分類資料

為方便管理，本集團現將主要經營範疇分為七項——建築、裝飾及維修、建築材料、健康產品、物業投資、物業代理及管理，以及物業發展。本集團報告其主要分類資料均以上述經營範疇為基準。

(a) 業務類別



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5. Business and Geographical Segments (continued)

(a) Business segments (continued)

		Construction 建築	Interior and renovation 裝飾及維修	Building materials 建築材料	Health products 健康產品	Properties investment 物業投資	Properties agency and management 物業代理 及管理	Properties development 物業發展	Eliminations 撥銷	Consolidated 綜合
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元 (Restated) (重列)
For the year ended 31 March 2004	截至二零零四年 三月三十一日止年度									
TURNOVER	營業額									
External sales	對外銷售	423,853	98,794	83,760	38,436	6,047	1,932	—	—	652,822
Inter-segment sales	各類業務間之銷售	43,404	95,497	9,526	44	—	3,040	—	(151,511)	—
Total	總計	<u>467,257</u>	<u>194,291</u>	<u>93,286</u>	<u>38,480</u>	<u>6,047</u>	<u>4,972</u>	<u>—</u>	<u>(151,511)</u>	<u>652,822</u>
Inter-segment sales are charged at prevailing market rates.	各類業務間之銷售是以 現行市場價格計算									
RESULTS	業績									
Segment result	分類業績	<u>23,117</u>	<u>4,438</u>	<u>4,285</u>	<u>(1,466)</u>	<u>5,061</u>	<u>1,100</u>	<u>(42)</u>	<u>—</u>	<u>36,493</u>
Other operating income	其他營運收入									2,526
Gain arising on a change in fair value of investment properties	投資物業之公平價值變動 之收益	—	—	—	—	2,828	—	—	—	2,828
Unrealised holding gain on investments in securities	證券投資之未變現收益	—	—	—	—	—	—	—	—	15
Unallocated expenses	未分配開支	—	—	—	—	—	—	—	—	(2,554)
Profit from operations	營運溢利									39,308
Finance costs	財務費用									(146)
Share of result of associates	分佔聯營公司業績	—	—	260	—	—	—	—	—	260
Share of result of jointly controlled entities	分佔共同控制實體業績	839	—	—	—	—	—	—	—	839
Profit before taxation	除稅前溢利									40,261
Taxation	稅項									(6,928)
Net profit for the year	年度純利									<u>33,333</u>
As at 31 March 2004	於二零零四年三月三十一日									
ASSETS	資產									
Segment assets	分類資產	255,596	17,896	71,289	25,399	128,947	1,747	220,248	—	721,122
Interests in associates	聯營公司之權益	—	—	1,145	—	—	—	10,181	—	11,326
Interest in jointly controlled entities	共同控制實體之權益	9,066	—	7	—	—	—	—	—	9,073
Unallocated corporate assets	未分配公司資產	—	—	—	—	—	—	—	—	6,338
Consolidated total assets	綜合總資產									<u>747,859</u>
LIABILITIES	負債									
Segment liabilities	分類負債	244,037	16,802	15,088	8,213	3,396	358	31	—	287,925
Unallocated corporate liabilities	未分配公司負債	—	—	—	—	—	—	—	—	61,587
Consolidated total liabilities	綜合總負債									<u>349,512</u>
OTHER INFORMATION	其他資料									
Additions of property, plant and equipment	添置物業、廠房及 設備	3,306	—	355	2,644	—	45	—	—	6,350
Additions of investment properties	購入投資物業	—	—	—	—	103,940	—	—	—	103,940
Additions of properties held for development	購入持作發展用途之物業	—	—	—	—	—	—	536	—	536
Depreciation	折舊	4,337	110	381	529	—	22	—	—	5,379

5. 業務及地區分類資料 (續)

(a) 業務類別 (續)

5. Business and Geographical Segments (continued)

(b) Geographical segments

All the Group's operations and significant segment assets during the two years ended 31 March 2005 were in Hong Kong.

6. Other Operating Income

Other operating income includes:

Interest income

其他營運收入包括：

利息收入

5. 業務及地區分類資料 (續)

(b) 地區分類

於截至二零零五年三月三十一日止兩個年度，本集團全部業務及重要分類資產均位於香港。

6. 其他營運收入

2005	2004
二零零五年	二零零四年
HK\$'000	HK\$'000
港幣千元	港幣千元

114

1,639





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7. Profit Before Taxation

7. 除稅前溢利

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Profit before taxation has been arrived at after charging and (crediting):	除稅前溢利已扣除及(計入)下列各項:		
Directors' emoluments (note 8(i))	董事酬金 (附註 8(i))		
— Fees	— 袍金	575	500
— Other emoluments	— 其他酬金	7,732	6,946
		8,307	7,446
Other staff costs	其他員工成本	104,050	93,804
Retirement benefit scheme contributions for other staff (note 38)	其他員工退休福利計劃供款 (附註 38)	5,937	5,176
		118,294	106,426
Total staff costs	總員工成本		
Depreciation	折舊	3,494	3,078
Auditors' remuneration	核數師酬金	768	495
Amortisation of goodwill included in administrative expenses	包括在行政開支內之商譽攤銷	30	30
Interest on bank and other borrowings wholly repayable within five years	須於五年內悉數償還之銀行及其他借款利息	872	146
Operating lease rentals in respect of rented premises	租賃物業經營租約租金	6,832	4,638
Cost of inventories recognised as expenses	已確認為開支之存貨成本	128,825	37,470
Allowance for prepayment to a supplier	給予一名供應商之預付款項之撥備	3,000	—
Realisation of discount on acquisition	折讓收購之變現	(23)	—
Gain on disposal of investments in securities	出售證券投資之收益	—	(292)
Gain on disposal of investment properties	出售投資物業之收益	(342)	—
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損(收益)	133	(58)
Rental income under operating leases less outgoings (Gross rental income: 2005: HK\$10,114,000 (2004: HK\$6,047,000))	經營租約租金收入減支出(租金收入總額: 二零零五年: 港幣10,114,000元 (二零零四年: 港幣6,047,000元))	(7,999)	(5,151)
Sub-leasing income less outgoings (Gross sub-leasing income: 2005: HK\$383,000 (2004: HK\$247,000))	分租收入減支出(分租收入總額: 二零零五年: 港幣383,000元 (二零零四年: 港幣247,000元))	(205)	(72)
Expenses capitalised in cost of contract work:	資本化為合約工程成本之開支:		
Depreciation	折舊	(2,676)	(2,301)
Rentals under operating leases in respect of:	經營租約之租金:		
— plant and machinery	— 廠房及機器	(7,753)	(4,159)
— others	— 其他	(960)	(960)
		(960)	(960)

8. Directors' and Employees' Emoluments

(i) Directors' emoluments

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Fees	袍金		
Executive	執行	200	200
Non-executive	非執行	375	300
		<u>575</u>	<u>500</u>
Other emoluments (executive):	其他酬金(執行)：		
Salaries and other benefits	薪金及其他福利	3,586	3,729
Performance related incentive payments	工作表現獎勵金	3,600	2,721
Retirement benefit scheme contributions	退休福利計劃供款	537	496
		<u>7,723</u>	<u>6,946</u>
Other emoluments (non-executive):	其他酬金(非執行)：		
Salaries and other benefits	薪金及其他福利	9	—
		<u>8,307</u>	<u>7,446</u>

The emoluments paid to the directors are within the following bands:

支付予董事之酬金屬下列組別：

		2005 二零零五年	2004 二零零四年
Nil to HK\$1,000,000	零至港幣1,000,000元	8	7
HK\$2,000,001 — HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	—	1
HK\$2,500,001 — HK\$3,000,000	港幣2,500,001元至港幣3,000,000元	1	—
HK\$4,000,001 — HK\$4,500,000	港幣4,000,001元至港幣4,500,000元	—	1
HK\$4,500,001 — HK\$5,000,000	港幣4,500,001元至港幣5,000,000元	1	—
		<u>1</u>	<u>—</u>



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8. Directors' and Employees' Emoluments (continued)

(ii) Employees' emoluments

During the year, the five highest paid individuals included two directors (2004: two directors), details of whose emoluments are set out above. The emoluments of the remaining three highest paid individuals were as follows:

Salaries and other benefits	薪金及其他福利
Performance related incentive payments	工作表現獎勵金
Retirement benefit scheme contributions	退休福利計劃供款

The emoluments of the aforesaid employees were within the following bands:

Nil to HK\$1,000,000	零至港幣1,000,000元
HK\$1,000,001 — HK\$1,500,000	港幣1,000,001元至港幣1,500,000元

During the year, no emoluments were paid by the Group to the directors and highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office and no director waived any emoluments during the year.

8. 董事及僱員酬金 (續)

(ii) 僱員酬金

本年度，五名最高薪人士包括兩名董事(二零零四年：兩名董事)，該兩名董事之酬金詳情載於上文。其餘三名最高薪人士之酬金如下：

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
2,016	2,088
900	688
265	246
3,181	3,022

上述僱員之酬金屬於下列組別：

2005 二零零五年	2004 二零零四年
—	2
3	1

本年度，本集團並無向董事及最高薪僱員支付酬金，作為鼓勵加入本集團或加入本集團之獎勵，或離職補償，於本年度並無董事放棄任何酬金。

9. Taxation

9. 稅項

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Hong Kong Profits Tax	香港利得稅		
Current year	本年度	8,516	6,286
Underprovision in prior years	過往年度撥備不足	30	50
		<u>8,546</u>	<u>6,336</u>
Deferred taxation (note 28)	遞延稅項 (附註 28)		
Current year	本年度	1,456	148
Attributable to a change in tax rate	稅率變動影響	—	211
		<u>1,456</u>	<u>359</u>
Taxation attributable to the Company and its subsidiaries	本公司及其附屬公司應佔稅項	10,002	6,695
Share of Hong Kong Profits Tax attributable to associates	分佔聯營公司之香港利得稅	2	34
Share of Hong Kong Profits Tax attributable to jointly controlled entities	分佔共同控制實體之香港利得稅	426	199
		<u>10,430</u>	<u>6,928</u>

Hong Kong Profits Tax is calculated at 17.5% (2004: 17.5%) of the estimated assessable profit for the year.

香港利得稅以本年度估計應課稅溢利按17.5% (二零零四年：17.5%) 計算。



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9. Taxation (continued)

9. 稅項 (續)

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元 (Restated) (重列)
Profit before taxation	除稅前溢利	<u>110,550</u>	<u>40,261</u>
Tax at the domestic income tax rate of 17.5% (2004: 17.5%)	按本地利得稅率17.5% (二零零四年：17.5%)	19,346	7,046
Tax effect of share of results of associates	應佔聯營公司業績之稅務影響	11	(11)
Tax effect of share of results of jointly controlled entities	應佔共同控制實體業績之稅務影響	2	52
Tax effect of expenses that are not deductible in determining taxable profit	於釐定應課稅溢利時不可扣減之開支之稅務影響	2,771	515
Tax effect of income that is not taxable in determining taxable profit	於釐定應課稅溢利時毋須課稅之收入之稅務影響	(10,753)	(1,057)
Tax effect of utilisation of tax losses not previously recognised	已動用之前未確認之稅務虧損之稅務影響	(982)	(598)
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	19	664
Underprovision in prior years	過往年度撥備不足	30	50
Increase in opening deferred tax liability resulting from an increase in tax rate	稅率增加導致之期初遞延稅項負債增加	—	211
Others	其他	(14)	56
Taxation for the year	年度稅項	<u>10,430</u>	<u>6,928</u>

10. Dividends

An interim dividend at HK1 cent (2004: HK1 cent) per share, totalling HK\$2,837,000 (2004: HK\$2,837,000) was declared and paid by the Company during the year.

A final dividend of HK1.5 cents (2004: HK1.5 cents) per share, totalling HK\$5,319,000 (2004: HK\$4,255,000) has been proposed by the Board and is subject to approval by the shareholders at the Annual General Meeting (“AGM”).

11. Earnings per Share

The calculation of the basic earnings per share for the year is based on the net profit for the year of HK\$100,120,000 (2004: HK\$33,333,000 as restated) and on 354,588,856 shares (2004: 354,588,856 shares after adjusting for the bonus issue) for the year ended 31 March 2005.

There were no potential dilutive ordinary shares in existence for the two years ended 31 March 2005. Accordingly, no diluted earnings per share has been presented.

The adjustment to comparative basic earnings per share, arising from the issuance of bonus shares and the change in accounting policy shown in note 2, is as follows:

Reconciliation of 2004 earnings per share
Reported figure before adjustment
Issuance of bonus shares during the current year
Adjustment arising from the changes in accounting policies

Restated

二零零四年每股基本盈利之調合
未調整前之申報數字
年內發行紅股
會計政策變動之調整

重列

Basic
基本
HK cents
港仙

10.8

(2.2)

0.8

9.4

10. 股息

本公司已於年內宣派中期股息每股港幣1仙(二零零四年：港幣1仙)，總金額共港幣2,837,000元(二零零四年：港幣2,837,000元)。

董事會建議派發末期股息每股港幣1.5仙(二零零四年：港幣1.5仙)，總金額共港幣5,319,000元(二零零四年：4,255,000元)，建議之股息須經股東於股東週年大會上批准。

11. 每股盈利

每股基本盈利乃根據本年度純利港幣100,120,000元(二零零四年：港幣33,333,000元(按重列))，及截至二零零五年三月三十一日止兩個年度內已發行股份為354,588,856股(二零零四年：354,588,856股(經調整紅股後))計算。

截至二零零五年三月三十一日止兩個年度並無具潛在攤薄影響之普通股，因此，並無呈報每股攤薄盈利。

由於附註2中列明之會計政策改變及發行紅股，每股對比基本盈利調整如下：



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12. Investment Properties

At beginning of the year	年初	126,190	19,422
Acquired on acquisition of a subsidiary during the year	年內收購一間附屬公司時購入	4,000	—
Additions	添置	5,771	103,940
Disposal	出售	(436)	—
Gain arising on a change in fair value of investment properties	投資物業之公平價值變動之收益	45,357	2,828
Transfer to land and buildings under property, plant and equipment	轉往物業、廠房及設備中之土地及樓宇	(322)	—
At end of the year	年終	<u>180,560</u>	<u>126,190</u>

The carrying amount of investment properties comprises properties in Hong Kong under leases as follows:

Long lease	長期租賃	968	1,290
Medium-term lease	中期租賃	179,592	124,900
		<u>180,560</u>	<u>126,190</u>

The investment properties of the Group were revalued at 31 March 2005 by Jones Lang LaSalle Limited, an independent property valuer on an open market value basis at an aggregate amount of HK\$180,560,000 (2004: HK\$126,190,000). The valuation gave rise to a gain arising on a change in fair value of HK\$45,357,000 which has been included in profit before taxation.

12. 投資物業

	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
At beginning of the year	126,190	19,422
Acquired on acquisition of a subsidiary during the year	4,000	—
Additions	5,771	103,940
Disposal	(436)	—
Gain arising on a change in fair value of investment properties	45,357	2,828
Transfer to land and buildings under property, plant and equipment	(322)	—
At end of the year	<u>180,560</u>	<u>126,190</u>

投資物業之賬面值包括位於香港之物業，其租賃期如下：

Long lease	長期租賃	968	1,290
Medium-term lease	中期租賃	179,592	124,900
		<u>180,560</u>	<u>126,190</u>

獨立物業估值師仲量聯行有限公司按公開市值基準，於二零零五年三月三十一日重估本集團之投資物業，總額為港幣180,560,000元（二零零四年：港幣126,190,000元）。物業重估中公平價值之變動導致港幣45,357,000元的收益，已包括於除稅前溢利之內。

13. Property, Plant and Equipment

13. 物業、廠房及設備

		Land and buildings 土地及樓宇	Plant and equipment 廠房及設備	Furniture and fixtures 傢俬及裝置	Leasehold improvements 裝修	Motor vehicles 汽車	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
THE GROUP	本集團						
COST	成本						
At 1 April 2004	於二零零四年四月一日	49,610	22,216	7,819	2,973	9,784	92,402
Additions	添置	—	1,229	634	1,109	1,962	4,934
Transfer from investment properties	由投資物業轉入	322	—	—	—	—	322
Disposals	出售	—	(774)	(896)	(627)	(1,066)	(3,363)
At 31 March 2005	於二零零五年三月三十一日	<u>49,932</u>	<u>22,671</u>	<u>7,557</u>	<u>3,455</u>	<u>10,680</u>	<u>94,295</u>
DEPRECIATION	折舊						
At 1 April 2004	於二零零四年四月一日	4,296	18,343	5,033	671	7,667	36,010
Provided for the year	年度撥備	1,228	1,708	1,162	974	1,098	6,170
Eliminated on disposals	出售時撇銷	—	(774)	(875)	(225)	(1,066)	(2,940)
At 31 March 2005	於二零零五年三月三十一日	<u>5,524</u>	<u>19,277</u>	<u>5,320</u>	<u>1,420</u>	<u>7,699</u>	<u>39,240</u>
NET BOOK VALUES	賬面淨值						
At 31 March 2005	於二零零五年三月三十一日	<u>44,408</u>	<u>3,394</u>	<u>2,237</u>	<u>2,035</u>	<u>2,981</u>	<u>55,055</u>
At 31 March 2004	於二零零四年三月三十一日	<u>45,314</u>	<u>3,873</u>	<u>2,786</u>	<u>2,302</u>	<u>2,117</u>	<u>56,392</u>



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13. Property, Plant and Equipment (continued)

The carrying amount of land and buildings comprises properties in Hong Kong under leases as follows:

Long lease
Medium term lease

土地及樓宇之賬面值
包括位於香港之物業，
其租賃期如下：

長期租賃
中期租賃

13. 物業、廠房及設備 (續)

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
2,495	2,202
41,913	43,112
44,408	45,314

14. Properties Held for Development/Properties Held for Development for Future Sale

(a) Properties held for development

The properties held for development are in Hong Kong and held for the medium term. In the current year, the Group has transferred all properties held for development to properties held for development for future sale.

(b) Properties held for development for future sale

At balance sheet date, total borrowing costs capitalised in the properties held for development for future sale were HK\$490,000 (2004: Nil).

14. 持作發展用途之物業／持作發展後出售之物業

(a) 持作發展用途之物業

持作發展用途之物業位於香港，並以中期租賃形式持有。於本年內，本集團已將所有持作發展之物業轉往持作發展後出售之物業。

(b) 持作發展後出售之物業

港幣490,000元(二零零四年：無)之借貸成本已資本化作持作發展後出售之物業之成本。

15. Investments in Subsidiaries

Unlisted shares, at cost 非上市股份，按成本值

The deemed cost of the investments in subsidiaries is based on the book values of the underlying net assets of the subsidiaries at the time they became subsidiaries of the Company pursuant to the group corporate reorganisation in December 2001.

Particulars of the Company's subsidiaries at 31 March 2005 are set out in note 39.

16. Interest in Associates

Share of net assets 分佔資產淨值

15. 附屬公司之投資

THE COMPANY
本公司
2005 & 2004
二零零五年及二零零四年
HK\$'000
港幣千元

326,739

視為投資於附屬公司之成本，乃根據於二零零一年十二月公司重組期間，該等公司成為本公司附屬公司時，附屬公司之相關資產淨值帳面值計算。

於二零零五年三月三十一日本公司附屬公司之詳情載於附註39。

16. 聯營公司之權益

2005	2004
二零零五年	二零零四年
HK\$'000	HK\$'000
港幣千元	港幣千元

<u>9,922</u>	<u>11,145</u>
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16. Interest In Associates (continued)

Details of the Group's associates as at 31 March 2005 are as follows:

16. 聯營公司之權益 (續)

於二零零五年三月三十一日本集團聯營公司之詳情如下：

Name of associate 聯營公司之名稱	Place of incorporation/ registration and principal place of operation 註冊成立地點/ 主要經營之地點	Attributable equity interest held by the Group 本集團應佔 股本權益之比率	Principal activities 主要業務
Berville Investment Limited 寶耀投資有限公司	Hong Kong 香港	50%	Investment holding 投資控股
Dongguan Kee Hing Real Estate Development Limited 東莞其興置業開發有限公司	People's Republic of China 中華人民共和國	50%	Property development 物業發展
Dongguan Kee Sing Real Estate Development Limited 東莞其勝置業開發有限公司	People's Republic of China 中華人民共和國	50%	Property development 物業發展
Fairwide Limited 輝華有限公司	Hong Kong 香港	50%	Investment holding 投資控股
Hanison Concrete Limited 興港混凝土有限公司	Hong Kong 香港	50%	In deregistration 撤銷註冊中

All the associates are incorporated/registered.

所有聯營公司均為有限公司。

17. Interest in Jointly Controlled Entities

17. 共同控制實體之權益

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Share of net assets	分佔資產淨值	<u>26,065</u>	<u>9,066</u>

Details of the Group's interest in jointly controlled entities as at 31 March 2005 are as follows:

於二零零五年三月三十一日本集團於共同控制實體之詳情如下：

Name of jointly controlled entity 共同控制實體之名稱	Form of business structure 業務架構形式	Place of incorporation and principal place of operation 註冊成立地點/ 主要經營之地點	Percentage of interest attributable to the Group 本集團應佔之權益百分比	Nature of business 業務性質
Hip Hing-Hanison Joint Venture 協興-興勝合營企業	Body unincorporate 未註冊為法團之實體	Hong Kong 香港	50%	Building construction for a basement, podium and transfer plate at Tung Chung 興建位於東涌之地庫、平台及轉力層
Hanison — Hip Hing Joint Venture 興勝-協興合營企業	Body unincorporate 未註冊為法團之實體	Hong Kong 香港	50%	Building construction for townhouse development at Tung Chung 興建位於東涌之獨立花園洋房
Hip Hing-Hanison Joint Venture 協興-興勝合營企業	Body unincorporate 未註冊為法團之實體	Hong Kong 香港	50%	Building construction for superstructure works at Tung Chung 興建位於東涌之上蓋工程



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17. Interest in Jointly Controlled Entities (continued)

Name of jointly controlled entity 共同控制實體之名稱	Form of business structure 業務架構形式	Place of incorporation and principal place of operation 註冊成立地點/ 主要經營之地點	Percentage of interest attributable to the Group 本集團應佔之權益百分比	Nature of business 業務性質
Crown Cosmos Investments Limited 冠宇投資有限公司	Limited liability company 有限公司	British Virgin Islands 英屬處女群島	50%	Investment holding 投資控股
Poly Rising Development Limited 新高發展有限公司	Limited liability company 有限公司	Hong Kong 香港	50%	Property development 物業發展

17. 共同控制實體之權益 (續)

18. Goodwill

		HK\$'000 港幣千元
COST	成本	
At 1 April 2004	於二零零四年四月一日	600
AMORTISATION AND IMPAIRMENT	攤銷及減值	
At 1 April 2004	於二零零四年四月一日	30
Charge for the year	本年度費用	30
At 31 March 2005	於二零零五年三月三十一日	60
CARRYING AMOUNT	賬面值	
At 31 March 2005	於二零零五年三月三十一日	540
At 31 March 2004	於二零零四年三月三十一日	570

The amortisation period adopted for the goodwill is 20 years.

商譽所採納之攤銷時期為二十年。

19. Retention Money Receivable

Retention money receivable from:
 Subsidiaries of HKR International Limited
 (“HKRI”)
 A company associated with a substantial
 shareholder of the Company
 Third parties

應收下列各項之保固金：
 香港興業國際集團有限
 公司（「興業國際」）
 之附屬公司
 與本公司主要股東有關連
 之公司
 第三者

Less: Amount receivable within one year
 included in current assets

減：包括於流動資產內並於
 一年內應收之款項

Amount receivable after one year

一年後應收之款項

The amount represents retention money in respect of the
 progress payments receivable on the contract works.

該款項指就合約工程之應收進度款
 項之保固金。

20. Properties under Development for Sale

At the balance sheet date, the carrying amount of properties
 under development for sale comprised:

At cost
 Land *
 Development expenditure

成本
 土地*
 發展成本

* Land is in Hong Kong and held for the medium term.

19. 應收保固金

2005	2004
二零零五年	二零零四年
HK\$'000	HK\$'000
港幣千元	港幣千元

55,639	39,904
3,000	6,000
51,073	30,616
109,712	76,520
(66,969)	(71,454)
42,743	5,066

20. 發展中之待售物業

於年結日，發展中之待售物業所持
 之總額包括：

2005	2004
二零零五年	二零零四年
HK\$'000	HK\$'000
港幣千元	港幣千元

—	40,000
—	49,483
—	89,483

* 土地位於香港並以中期租賃形式
 持有。



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21. Inventories

Building materials
Health products — finished goods

建築材料
健康產品

At cost
At net realisable value

成本值
可變現淨值

21. 存貨

	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
	17,991	14,022
	12,640	12,460
	<u>30,631</u>	<u>26,482</u>
	30,411	26,400
	220	82
	<u>30,631</u>	<u>26,482</u>

22. Amounts Receivable (Payable) on Contract Work

Contract costs incurred plus profits
less losses recognised
Less: Progress billings

所產生之合約成本加
已確認利潤減虧損
減：進度賬款

Comprising:

Amounts receivable on contract work
Amounts payable on contract work

包括：

應收合約工程賬款
應付合約工程賬款

22. 應收(應付)合約工程賬款

	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
	3,556,364	2,918,547
	(3,630,160)	(2,985,348)
	<u>(73,796)</u>	<u>(66,801)</u>
	61,985	65,550
	(135,781)	(132,351)
	<u>(73,796)</u>	<u>(66,801)</u>

23. Progress Payments Receivable

Progress payments receivable represent the amounts receivable, after deduction of retention money, for construction services which usually fall due within 30 days after the work is certified. Against the amounts receivable for work certified, retention money is usually withheld. 50% of the retention money is normally due upon completion and the remaining 50% portion is due upon finalisation of construction accounts.

23. 應收進度款項

應收進度款項指在扣除保固金後之應收建築服務款項，通常須於工程獲驗證後三十日內支付。相對於已驗證工程之應收款項，保固金通常會被扣起，其中百分之五十一一般在完工時發還，而其餘百分之五十則於建築項目獲最後結賬時發還。

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Progress payments receivable from:	應收下列各項之應收進度款項：		
Subsidiaries of HKRI	興業國際之附屬公司	14,336	904
Third parties	第三者	43,235	23,989
		<u>57,571</u>	<u>24,893</u>

The aged analysis of progress payments receivable is as follows:

應收進度款項之賬齡分析如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Within 30 days	三十日內	48,107	21,790
31 — 60 days	三十一至六十日	7,646	1,853
61 — 90 days	六十一至九十日	192	—
Over 90 days	超過九十日	1,626	1,250
		<u>57,571</u>	<u>24,893</u>



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24. Debtors, Deposits and Prepayments

Debtors	應收賬款
Other receivables	其他應收款項
Deposits	按金
Prepayments	預付款項

24. 應收賬款、按金及預付款項

2005	2004
二零零五年	二零零四年
HK\$'000	HK\$'000
港幣千元	港幣千元
40,204	29,906
2,421	2,170
8,931	4,862
10,283	4,794
61,839	41,732

The credit period allowed by the Group to its customers is normally 30 days.

本集團一般給予其客戶三十日之賒賬期。

The aged analysis of debtors included in debtors, deposits and prepayments is as follows:

包括在應收賬款、按金及預付款項之應收賬款之賬齡分析如下：

Within 60 days	六十日內
61 — 90 days	六十一至九十日
Over 90 days	超過九十日

2005	2004
二零零五年	二零零四年
HK\$'000	HK\$'000
港幣千元	港幣千元
35,426	25,717
1,254	1,384
3,524	2,805
40,204	29,906

24. Debtors, Deposits and Prepayments (continued)

Included in the above debtors are amounts due from related parties of a trading nature as follows:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Subsidiaries of HKRI	興業國際之附屬公司	401	904
A company associated with a substantial shareholder of the Company	與本公司主要股東有關連之公司	6,716	791
Property management funds which are managed by subsidiaries of HKRI	由興業國際之附屬公司所管理之物業管理基金	78	210
Jointly controlled entities of the Group	本集團之共同控制實體	535	—
		<u>7,730</u>	<u>1,905</u>

25. Investments in Securities

TRADING SECURITIES

Equity securities:

Listed in Hong Kong, at fair value

Market value of listed securities

24. 應收賬款、按金及預付款項 (續)

在以上應收賬款內包括之款項乃應收關連人士具貿易性質之款項如下：

	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
興業國際之附屬公司	401	904
與本公司主要股東有關連之公司	6,716	791
由興業國際之附屬公司所管理之物業管理基金	78	210
本集團之共同控制實體	535	—
	<u>7,730</u>	<u>1,905</u>

25. 證券投資

	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
買賣證券		
股本證券：		
於香港上市，按公平值計	<u>190</u>	<u>77</u>
上市證券之市值	<u>190</u>	<u>77</u>



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26. Creditors and Accrued Charges

Creditors	應付賬款
Retention payable	應付保固金
Accrued costs and charges	累計成本及費用
Temporary receipts	臨時收取之款項
Deposits received	已收取按金

26. 應付賬款及累計費用

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
68,174	47,722
55,784	45,356
65,630	54,652
4,991	4,708
5,711	3,511
200,290	155,949

The aged analysis of creditors included in creditors and accrued charges is as follows:

包括在應付賬款及累計費用中已計及應付賬款之賬齡分析如下：

Within 60 days	六十日內
61 — 90 days	六十一至九十日
Over 90 days	超過九十日

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
62,519	42,301
1,398	2,253
4,257	3,168
68,174	47,722

Included in the above creditors are amounts due to related parties of trading nature as follows:

在上述應付賬款內包括應付關連人士具貿易性質之款項如下：

Subsidiaries of HKRI	興業國際之附屬公司
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2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
103	432

27. Bank Loans

The bank loans are repayable as follows:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Within one year	一年內	68,200	4,200
In the second year	第二年	4,200	4,200
In the third to fifth years inclusive	第三至五年(包括首尾兩年)	42,700	46,900
		115,100	55,300
Less: Amount due within one year	減：一年內到期款額	(68,200)	(4,200)
Amount due after one year	一年後到期款額	46,900	51,100

During the year, the Group obtained new loans in the amount of HK\$64,000,000 (2004: HK\$55,300,000) as general working capital and for refinancing the purchase of properties for investment purposes.

The bank loans bear interests at market rates and are secured by charges over certain properties of the Group, which are disclosed in note 33.

27. 銀行貸款

應償還之銀行貸款如下：

	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Within one year	68,200	4,200
In the second year	4,200	4,200
In the third to fifth years inclusive	42,700	46,900
	115,100	55,300
Less: Amount due within one year	(68,200)	(4,200)
Amount due after one year	46,900	51,100

於本年度，本集團取得總額港幣64,000,000元(二零零四年：港幣55,300,000元)之銀行貸款，作為一般營運資金，以及提供資金以收購物業作投資用途。

該等貸款之利息是以市場利率計算，並以本集團若干物業作抵押，詳情於附註33中披露。



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28. Deferred Taxation

The following are the major deferred tax liabilities of the Group and movements thereon during the current and prior accounting years:

		Accelerated tax depreciation 加 速 稅 務 折 舊 HK\$'000 港幣千元	Properties* 物業* HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 31 March 2003 and 1 April 2003	於二零零三年三月三十一日及 二零零三年四月一日	—	2,246	2,246
Charge (credit) to income statement for the year	本年度收益表中支出(抵免)	203	(55)	148
Effect of change in tax rate — charge to the income statement for the year	稅率變動影響 — 本年度收益表中支出	—	211	211
At 31 March 2004 and 1 April 2004	於二零零四年三月三十一日及 二零零四年四月一日	203	2,402	2,605
Charge (credit) to income statement for the year	本年度收益表中支出(抵免)	1,512	(56)	1,456
At 31 March 2005	於二零零五年三月三十一日	1,715	2,346	4,061

* Properties which were acquired through business combinations in prior years represents the land cost not qualifying for deduction for tax purposes.

At 31 March 2005, the Group has unused tax losses of HK\$19,151,000 (2004: HK\$10,048,000) available for offset against future profits. No deferred tax asset has been recognised in respect of these tax losses due to the unpredictability of future profit streams. All the tax losses may be carried forward indefinitely.

28. 遞延稅項

本集團主要遞延稅項負債及於今個及上個會計年度由此而產生之變動如下：

* 物業(於以往年度經業務合併購入)代表不合資格作扣稅用途之部份土地成本。

於二零零五年三月三十一日，本集團未用之稅務虧損為港幣19,151,000元(二零零四年：港幣10,048,000元)，可用作抵銷未來之盈利。由於不能估計未來之盈利流，有關此等稅務虧損之遞延稅項資產沒有確認。所有稅務虧損均可無限期結轉。

29. Share Capital

29. 股本

		No. of shares 股份數目	HK\$'000 港幣千元
Authorised:	法定：		
Shares of HK\$0.10 each	面值港幣0.1元之股份		
Balance as at 1 April 2003, 31 March 2004 and 2005	於二零零三年四月一日， 二零零四年及二零零五年 三月三十一日之結餘	<u>800,000,000</u>	<u>80,000</u>
Issued and fully paid:	已發行及繳足：		
Shares of HK\$0.10 each	面值港幣0.1元之股份		
Balance as at 1 April 2003 and 31 March 2004	於二零零三年四月一日及 二零零四年三月三十一日之結餘	283,671,086	28,367
Bonus shares issued during the year	年內已發行紅股	<u>70,917,770</u>	<u>7,092</u>
Balance as at 31 March 2005	於二零零五年三月三十一日之結餘	<u>354,588,856</u>	<u>35,459</u>

By an ordinary resolution passed on 7 January 2005, the issued share capital was increased by way of a bonus issue by applying HK\$7,091,777 charging to the share premium account in payment in full at par of 70,917,770 shares of HK\$0.10 each on the basis of one bonus share for every four shares held on 31 December 2004.

All the bonus shares rank pari passu with the then existing shares.

根據於二零零五年一月七日通過之普通決議案，動用股份溢價賬中港幣7,091,777元，按於二零零四年十二月三十一日每持有四股股份可獲發行一股紅股之基準，發行每股面值港幣0.10元已繳足股本之紅股，增加發行股本70,917,770股股份。

所有紅股將與其時之現有股份在各方面享有同等權利。



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30. Share Option Scheme

Pursuant to the Company's existing share option scheme (the "Scheme") which was adopted on 3 January 2002 and became effective on 9 January 2002, all directors (including independent non-executive directors), full-time employees and consultants of the Company, its subsidiaries and/or its associates are eligible to participate in the Scheme. The exercise price of the option shall be no less than the higher of:

- (i) the closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant, which must be a business day;
- (ii) the average closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange for the five Stock Exchange business days immediately preceding the date of grant; and
- (iii) the nominal value of the shares of the Company on the date of grant.

A consideration of HK\$1 shall be paid upon the acceptance of the option.

No option was granted by the Company since its adoption.

30. 購股權計劃

根據本公司現時之購股權計劃(「該計劃」)(於二零零二年一月三日獲採納，二零零二年一月九日生效)本公司、其附屬公司及／或，聯營公司所有董事(包括獨立非執行董事)、全職僱員及顧問均符合參與該計劃之資格。購股權之行使價必須不低於下列三者之最高者：

- (i) 聯交所於授出日期發出之每日報價表所述之股份收市價(該日必須為營業日)；
- (ii) 聯交所於緊接授出日期前五個聯交所營業日發出之每日報價表所述之股份平均收市價；及
- (iii) 股份於授出日期之面值。

於接納購股權時須付港幣1元作為代價。

本公司於該計劃獲採納起並無授出任何購股權。

31. Reserves
THE COMPANY

31. 儲備
本公司

		Share premium 股份溢價 HK\$'000 港幣千元	Dividend reserve 股息儲備 HK\$'000 港幣千元	Accumulated profits 累計溢利 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 31 March 2003	於二零零三年三月三十一日	298,372	4,255	26,268	328,895
Net profit for the year	年度純利	—	—	24	24
Final dividend paid in respect of the year ended 31 March 2003	截至二零零三年三月三十一日 止年度已付末期股息	—	(4,255)	—	(4,255)
Interim dividend paid in respect of the year ended 31 March 2004	截至二零零四年三月三十一日 止年度已付中期股息	—	—	(2,837)	(2,837)
Proposed final dividend in respect of the year ended 31 March 2004	截至二零零四年三月三十一日 止年度建議派發末期股息	—	4,255	(4,255)	—
At 31 March 2004	於二零零四年三月三十一日	298,372	4,255	19,200	321,827
Net profit for the year	年度純利	—	—	1	1
Final dividend paid in respect of the year ended 31 March 2004	截至二零零四年三月三十一日 止年度已付末期股息	—	(4,255)	—	(4,255)
Interim dividend paid in respect of the year ended 31 March 2005	截至二零零五年三月三十一日 止年度已付中期股息	—	—	(2,837)	(2,837)
Bonus shares issued during the year	年內已發行紅股	(7,092)	—	—	(7,092)
Proposed final dividend in respect of the year ended 31 March 2005	截至二零零五年三月三十一日 止年度建議派發末期股息	—	5,319	(5,319)	—
At 31 March 2005	於二零零五年三月三十一日	<u>291,280</u>	<u>5,319</u>	<u>11,045</u>	<u>307,644</u>



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31. Reserves (continued)

THE COMPANY (continued)

The Company's reserves available for distribution to shareholders as at 31 March 2005 represents the aggregate of the share premium, dividend reserve and accumulated profits of HK\$307,644,000 (2004: HK\$321,827,000).

The share premium of the Company represents the difference between the aggregate net asset values of the subsidiaries at the date on which they became subsidiaries of the Company, and the nominal amount of the Company's shares issued at the time of the group corporate reorganisation in December 2001.

THE GROUP

Contributed surplus of the Group represents the difference between the aggregate share capital of the subsidiaries at the date on which they were acquired by the Company, and the nominal amount of the Company's shares issued at the time of the group corporate reorganisation.

Special reserve of the Group represents the aggregate of contributions from the then shareholders of the companies comprising the Group and other subsidiaries of HKRI before the group corporate reorganisation.

The accumulated profits at 31 March 2005 and 31 March 2004 include the following accumulated profits retained by:

Associates	聯營公司
Jointly controlled entities	共同控制實體

31. 儲備 (續)

本公司 (續)

於二零零五年三月三十一日，本公司可供分派予股東之儲備指股份溢價、股息儲備及累計溢利總額港幣307,644,000元(二零零四年：港幣321,827,000元)。

本公司之股份溢價，指該等附屬公司成為本公司之附屬公司當日，附屬公司之資產淨值總額，與公司於二零零一年十二月重組時本公司已發行股份之面值之間之差額。

本集團

本集團之繳入盈餘，指於本公司收購該等公司時之附屬公司股本總額與於公司重組時本公司已發行股份面值之差額。

本集團特別儲備，指組成本集團之公司及於公司重組前興業國際之當時股東投入資金總額。

於二零零五年三月三十一日及二零零四年三月三十一日，累計溢利包括由以下公司保留之累計溢利：

	2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Associates	(79)	1,144
Jointly controlled entities	3,065	1,066
	<u>2,986</u>	<u>2,210</u>

32. Acquisition of a Subsidiary

For the year ended 31 March 2005

On 21 March 2005, the Group acquired a 100% interest in General Target Limited which engaged as a property investment company whose assets and liabilities on acquisition were as follows:

		HK\$'000 港幣千元
Net assets acquired:	所收購資產淨值：	
Investment properties	投資物業	4,000
Debtors, deposits and prepayments	應收賬款、按金及預付款項	73
Creditors and accrued charges	應付賬款及累計費用	(138)
		<hr/>
Net assets acquired by the Group	本集團收購之資產淨值	3,935
Discount on acquisition	折讓收購	(23)
		<hr/>
		3,912
		<hr/>
Satisfied by:	付款方式：	
Cash consideration	現金代價	3,912
		<hr/>
Net cash outflow arising on acquisition:	因收購產生之現金流出淨額：	
Cash consideration	現金代價	3,912
		<hr/>

Pro forma unaudited Group's revenue and results

If the acquisition had been completed on 1 April 2004, unaudited Group's revenue and Group's profit attributable to the equity holders of the Company for the year ended 31 March 2005 would have been HK\$921,117,000 and HK\$99,742,000 respectively. The pro forma information is presented for illustrative purposes only and is not necessarily an indicative revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2004, nor is not intended to be a projection of future results.

32. 收購附屬公司

截至二零零五年三月三十一日止年度於二零零五年三月二十一日，本集團收購了祥加有限公司之100%權益，該公司乃一家物業投資公司。於收購時該公司之資產及負債如下：

		HK\$'000 港幣千元
Net assets acquired:	所收購資產淨值：	
Investment properties	投資物業	4,000
Debtors, deposits and prepayments	應收賬款、按金及預付款項	73
Creditors and accrued charges	應付賬款及累計費用	(138)
		<hr/>
Net assets acquired by the Group	本集團收購之資產淨值	3,935
Discount on acquisition	折讓收購	(23)
		<hr/>
		3,912
		<hr/>
Satisfied by:	付款方式：	
Cash consideration	現金代價	3,912
		<hr/>
Net cash outflow arising on acquisition:	因收購產生之現金流出淨額：	
Cash consideration	現金代價	3,912
		<hr/>

本集團之備考未經審核營業額及業績

如收購於二零零四年四月一日完成，本集團本年度之未經審核營業額及業績分別為港幣921,117,000元及港幣99,742,000元。備考資料只列作參考用途，並不代表本集團如於二零零四年四月一日完成收購後確實達到之營業額及業績，或作為未來業績之預測。



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32. Acquisition of a Subsidiary (continued)

For the year ended 31 March 2004

On 6 June 2003, the Group acquired a 100% interest in Retailcorp Limited which carried on a health products wholesale business and operates a health products retailing chain store business under the trade name of "Health Plus" whose assets and liabilities on acquisition were as follows:

32. 收購附屬公司 (續)

截至二零零四年三月三十一日止年度

於二零零三年六月六日，本集團收購了零售企業有限公司之100%權益，該公司經營健康產品批發及以"健怡坊"為商號經營健康產品零售連鎖店業務，於收購時該公司之資產及負債如下：

		HK\$'000 港幣千元
Net assets acquired:	所收購資產淨值：	
Properties, plant and equipment	物業、廠房及設備	183
Inventories	存貨	6,058
Debtors, deposits and prepayments	應收賬款、按金及預付款項	2,533
Bank balances and cash	銀行結餘及現金	6
Creditors and accrued charges	應付賬款及累計費用	(6,323)
		<hr/>
Net assets acquired by the Group	本集團收購之資產淨值	2,457
Goodwill	商譽	600
		<hr/>
		3,057
		<hr/> <hr/>
Satisfied by:	付款方式：	
Cash consideration	現金代價	3,057
		<hr/> <hr/>
Net cash outflow arising on acquisition:	因收購產生之現金流出淨額：	
Cash consideration	現金代價	3,057
Bank balances and cash acquired	所收購銀行結餘及現金	(6)
		<hr/>
		3,051
		<hr/> <hr/>

33. Pledge of Assets

At 31 March 2005, the Group's bank loans were secured by the Group's assets as follows:

Investment properties	投資物業
Land and buildings	土地及樓宇

33. 資產抵押

於二零零五年三月三十一日，以本集團之資產作抵押之銀行貸款如下：

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
117,241	82,241
12,283	12,778
<u>129,524</u>	<u>95,019</u>

34. Contingent Liabilities

At 31 March 2005, the Group had given guarantees to a bank in respect of performance bonds granted to the jointly controlled entities amounting to approximately HK\$33,488,000 (2004: HK\$11,523,000).

During the year ended 31 March 2004, legal actions in respect of allegations for copyright infringement and defamation have been taken against certain subsidiaries of the Company carrying on its health products business. At 31 March 2005, as the relevant actions are at a preliminary stage, the Directors are of the opinion that it is impractical to assess their impact to the Group.

At the balance sheet date, the Company had no material contingent liabilities.

34. 或然負債

於二零零五年三月三十一日，本集團就共同控制實體取得之履約保證約港幣33,488,000元(二零零四年：港幣11,523,000元)向銀行作出擔保。

於截至二零零四年三月三十一日止年度內，本公司若干從事健康產品業務之附屬公司就侵犯版權及誹謗被採取法律行動。於二零零五年三月三十一日，由於有關行動現正處於初步階段，董事認為不能切實地評估其對本集團之影響。

於結算日，本公司並無重大或然負債。



Notes to the Financial Statements

For the year ended 31 March 2005

財務報表附註

截至二零零五年三月三十一日止年度

35. Capital Commitments

At the balance sheet date, the Group had the following commitments:

Commitments for the acquisition of investment properties	購入投資物業之承擔
— contracted for but not provided in financial statements	— 已訂約但未列於財務報表內

At the balance sheet date, the Company had no material capital commitments.

36. Development Commitments

At the balance sheet date, no (2004: HK\$17,177,000 of which HK\$1,196,000 had been contracted for) development commitments in respect of its property under development for sale had been approved by the Group.

35. 資本承擔

於結算日，本集團有下列承擔：

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
<u>4,410</u>	<u>—</u>

於結算日，本公司並無重大資本承擔。

36. 物業發展承擔

於年結日，有關本集團發展中之待售物業，本集團並無認可物業發展承擔(二零零四年：港幣17,177,000元，其中港幣1,196,000元已承判)。

37. Operating Lease Commitments

As lessee

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

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Within one year	一年內	6,814	7,373
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	5,012	9,115
Over five years	超過五年	8,360	—
		20,186	16,488

Operating lease payments represent rentals payable by the Group for its office properties, warehouse and shop. Leases are negotiable for an average term of three years.

The Company had no operating lease commitments at the balance sheet date.

37. 經營租賃承擔

承租人

於結算日，本集團根據不可撤銷經營租約有關土地及樓宇之日後最低租金承擔如下：

經營租約租金指本集團就辦公室物業、倉庫及商舖應付之租金。租約為可磋商，平均年期為三年。

於結算日，本公司並無經營租約承擔。



Notes to the Financial Statements

For the year ended 31 March 2005

財務報表附註

截至二零零五年三月三十一日止年度

37. Operating Lease Commitments (continued)

As lessor

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments in respect of the investment properties:

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Within one year	一年內	15,523	7,236
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	26,247	11,486
		<u>41,770</u>	<u>18,722</u>

Property rental income earned from investment properties during the year was HK\$10,114,000 (2004: HK\$6,047,000). Leases are negotiable for an average term of five years.

38. Retirement Benefit Schemes

With the implementation of Mandatory Provident Fund Scheme in Hong Kong on 1 December 2000, the Group has maintained the defined contribution scheme registered under the Occupational Retirement Schemes Ordinance ("ORSO Scheme") and has obtained an exemption satisfying the requirements of the Mandatory Provident Fund Schemes Ordinance ("MPFO").

To comply with the MPFO, a Mandatory Provident Fund Scheme ("MPF Scheme") with voluntary contributions has been established. New employees must join the MPF Scheme after it commenced on 1 December 2000.

37. 經營租賃承擔 (續)

出租人

於結算日，本集團已與租戶訂約，有關投資物業之日後最低租金如下：

		2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
Within one year	一年內	15,523	7,236
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	26,247	11,486
		<u>41,770</u>	<u>18,722</u>

本年度來自投資物業之租金收入為港幣10,114,000元(二零零四年：港幣6,047,000元)。租約為可磋商，平均年期為五年。

38. 退休福利計劃

隨著於二零零零年十二月一日香港實行強制性公積金計劃，本集團已設立根據職業退休計劃條例註冊之定額供款計劃(「職業退休計劃」)，並已獲豁免遵守強制性公積金計劃條例(「強積金條例」)之規定。

為遵照強積金條例，本集團已經設立具自願性供款之強積金計劃。於二零零零年十二月一日開始實行強積金計劃後，新僱員必須加入強積金計劃。

38. Retirement Benefit Schemes (continued)

The amounts charged to the income statements represent contributions payable to the schemes by the Group at rates specified in the rules of the schemes less forfeitures arising from employees leaving the Group prior to completion of qualifying service period. The amount for the year is as follows:

Contributions payable	應付供款
Forfeiture	沒收供款

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
6,539	5,753
(65)	(81)
<u>6,474</u>	<u>5,672</u>

At the balance sheet date, the total amount of forfeited contributions, which arose upon employees leaving the retirement benefit schemes and which are available to reduce contributions payable in future years are as follows:

Balance of forfeited contributions	沒收供款結餘
------------------------------------	--------

2005 二零零五年 HK\$'000 港幣千元	2004 二零零四年 HK\$'000 港幣千元
—	13

38. 退休福利計劃 (續)

在收益表內扣除之金額指本集團按該等計劃規則指定之比率向計劃支付之供款，減去未達到足夠服務年資領取僱主供款前離開本集團之僱員所沒收供款。本年度之款項如下：

於結算日，因僱員退出退休福利計劃而產生及可用以減少未來年度應付之供款之沒收供款總額如下：



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For the year ended 31 March 2005

財務報表附註

截至二零零五年三月三十一日止年度

39. Particulars of Subsidiaries

Particulars of the Company's subsidiaries, all of which are wholly owned at 31 March 2005 are as follows:

39. 附屬公司詳情

於二零零五年三月三十一日，本公司附屬公司均為全資附屬公司，詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid ordinary share capital 已發行及繳足股本	Principal activities 主要業務
Amwell Investments Limited	British Virgin Islands	US\$1	* Investment holding
Amwell Investments Limited	英屬處女群島	1美元	* 投資控股
Brilliant Advance Limited	British Virgin Islands	US\$2	* Investment holding
Brilliant Advance Limited	英屬處女群島	2美元	* 投資控股
Care & Health Limited	Hong Kong	HK\$2	Trading of health products
康而健有限公司	香港	港幣2元	健康產品貿易
Emwell Limited	Hong Kong	HK\$2	Property investment
興偉有限公司	香港	港幣2元	物業投資
Forever Gainer Development Limited	Hong Kong	HK\$2	Property development
永暉發展有限公司	香港	港幣2元	物業發展
General Target Limited	Hong Kong	HK\$10,000	Property investment
祥加有限公司	香港	港幣10,000元	物業投資
Hamfield Enterprises Limited	Hong Kong	HK\$2	Property holding
軒福企業有限公司	香港	港幣2元	物業持有

39. Particulars of Subsidiaries (continued)

39. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid ordinary share capital 已發行及繳足股本	Principal activities 主要業務
Hanison Construction Company Limited 興勝建築有限公司	Hong Kong 香港	Ordinary shares HK\$1,000 Deferred shares HK\$60,000,000 (Note 3) 普通股港幣1,000元 遞延股港幣 60,000,000元 (附註3)	Property construction 物業建築
Hanison Contractors Limited 興勝營造有限公司	Hong Kong 香港	HK\$2 港幣2元	Property construction 物業建築
Hanison Eco Services Limited 興勝環保服務有限公司	Hong Kong 香港	HK\$2 港幣2元	Property investment 物業投資
Hanison Estate Services Limited 興勝物業服務有限公司	Hong Kong 香港	HK\$2 港幣2元	Provision of property management services 物業管理服務
Hanison Interior & Renovation Limited 興勝室內及維修有限公司	Hong Kong 香港	HK\$2 港幣2元	Provision of interior and renovation services 裝飾及維修服務



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財務報表附註

截至二零零五年三月三十一日止年度

39. Particulars of Subsidiaries (continued)

39. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid ordinary share capital 已發行及繳足股本	Principal activities 主要業務
Hanison Project Management Limited 興勝項目管理有限公司	Hong Kong 香港	HK\$2 港幣2元	Provision of property leasing and marketing services and project management 物業租賃及推廣服務及項目管理
Healthcorp Trading Limited 健康企業有限公司	Hong Kong 香港	HK\$2 港幣2元	Trading of health products 健康產品貿易
Health Plus (Hong Kong) Limited 健怡坊(香港)有限公司	Hong Kong 香港	HK\$2 港幣2元	Dormant 暫時未有業務
Heatex Ceramic Limited 益金有限公司	Hong Kong 香港	HK\$400,000 港幣400,000元	Property holding 物業持有
King Gainer Development Limited 信景發展有限公司	Hong Kong 香港	HK\$1 港幣1元	Dormant 暫時未有業務
Media Group International Limited	British Virgin Islands	US\$2	* Investment holding
Media Group International Limited	英屬處女群島	2美元	* 投資控股
Tai Kee Pipes Limited 泰記有限公司	Hong Kong 香港	HK\$2,000,000 港幣2,000,000元	Trading of building materials 建築材料貿易
Retailcorp Limited 零售企業有限公司	Hong Kong 香港	HK\$2 港幣2元	Sales of health products 健康產品銷售

39. Particulars of Subsidiaries (continued)

39. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid ordinary share capital 已發行及繳足股本	Principal activities 主要業務
Sental Investment Limited 興都投資有限公司	Hong Kong 香港	HK\$2 港幣2元	Property development 物業發展
Team Forward Limited	British Virgin Islands	US\$2	* Investment holding
Team Forward Limited	英屬處女群島	2美元	* 投資控股
Trigon Building Materials Limited 華高達建材有限公司	Hong Kong 香港	HK\$2 港幣2元	Supply and installation of building materials 建築材料供應及安裝
Wisdom Concept Development Limited 聰勁發展有限公司	Hong Kong 香港	HK\$2 港幣2元	Property development 物業發展

Notes:

- (1) Other than those investment holding companies marked*, all the above companies operate in Hong Kong.
- (2) Other than Media Group International Limited, which is directly held by the Company, all other companies are indirectly held by the Company.
- (3) The HK\$60,000,000 deferred shares are held by a subsidiary of HKRI. The deferred shares held by the subsidiary of HKRI are shares whose shareholders are neither entitled to receive notices, attend, vote at any general meetings nor to receive any dividend out of operating profit and have very limited rights on return of capital of the subsidiary.

附註：

- (1) 除有 * 號標記之投資控股公司外，上述所有公司均在香港經營。
- (2) 除本公司直接持有之 Media Group International Limited 外，所有其他公司均由本公司間接持有。
- (3) 港幣60,000,000元之遞延股由興業國際一間附屬公司持有。其持有人無權接收股東大會通告、無權出席股東大會及在會上投票、亦無權收取自經營溢利派發之股息及在附屬公司發還股本時只擁有非常有限權利。



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財務報表附註

截至二零零五年三月三十一日止年度

40. Related Party Transactions

During the year, the following related party transactions took place:

40. 關連人士交易

本年度，曾進行下列關連人士交易：

		Pricing policy 訂價政策	2005 二零零五年	2004 二零零四年
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
Construction income from subsidiaries of HKRI	來自興業國際附屬公司之建築收入	(a)	180,870	126,649
Interior and renovation income from a company associated with a substantial shareholder of the Company	來自與本公司一名主要股東有關連之公司之裝飾及維修收入	(b)	5,443	41,344
Supply and installation of building materials to jointly controlled entities	向共同控制實體供應及安裝建築材料	(b)	1,298	2,591
Interior and renovation income from subsidiaries of HKRI and its associates	來自興業國際附屬公司及其聯繫人士之裝飾及維修收入	(b)	1,434	950
Properties agency fees and manager's fees income received from a company associated with a substantial shareholder of the Company	來自一間與本公司主要股東有關連之公司之物業代理及管理收入	(b)	3,171	1,520
Interior and renovation income from property management funds which are managed by subsidiaries of HKRI	來自興業國際附屬公司管理之物業管理基金之裝飾及維修收入	(b)	561	334
Acquisition of a subsidiary from HKRI	從興業國際收購附屬公司	(c)	3,912	—

40. Related Party Transactions (continued)

Notes:

- (a) The pricing of the transactions was determined after competitive tendering process, designed and administrated by independent consultants, with other independent contractors.
- (b) The pricing of the transactions was determined in accordance with the terms of relevant agreements.
- (c) The price of the transaction was determined based on the valuation of the investment properties by an independent professional valuer on an open market value basis.

41. Post Balance Sheet Event

On 21 June 2005, the Board has recommended a bonus issue (“Bonus Issue”) of shares of HK\$0.1 each in the capital of the Company (“Bonus Share(s)”) on the basis of 1 Bonus Share for every 4 existing shares held by the shareholders of the Company whose names appear on the registers of members as at the close of business on the 2 August 2005. The Bonus Shares will be fully paid at par and will rank pari passu with the existing issued ordinary shares of the Company in all respects from the date of issue, except that they will not rank for the final dividend for the year ended 31 March 2005 and the Bonus Issue. The Bonus Issue is conditional upon shareholders’ approval at the AGM and the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Bonus Shares. A circular containing further details of the Bonus Issue will be sent to members of the Company in due course.

40. 關連人士交易 (續)

附註：

- (a) 交易之訂價乃經過與其他獨立承建商共同進行之競爭投標過程(由獨立顧問設定及管理)後釐定。
- (b) 交易之訂價乃根據有關協議之條款而釐定。
- (c) 交易之訂價按獨立專業估值師以公開市值基準對物業進行估值而釐定。

41. 結算日後事項

於二零零五年六月二十一日，董事會建議向於二零零五年八月二日營業時間結束時登記於本公司股東名冊內之股東，以按每持有四股現有股份可獲發行一股紅股之基準，配發本公司股本中每股面值港幣0.1元之紅股(「發行紅股」)。紅股是已按面值繳足股本之股份，並由派發之日起與本公司現有已發行股份在各方面享有同等權利，惟不能享有本公司截至二零零五年三月三十一日止年度之末期股息及紅股。發行紅股須於股東週年大會獲股東批准，以及待香港聯合交易所有限公司上市委員會批准紅股上市及買賣後方可作實。一份載有進一步資料之通函將於適當時間寄發予本公司股東。