

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005

截至二零零五年八月三十一日止年度

1. General

The Company is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its principal subsidiaries and jointly controlled entities are set out in notes 14 and 15, respectively.

2. Potential Impact Arising from 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 ("HKFRSs") (hereinafter collectively referred to as the "new HKFRSs") which are effective for accounting periods beginning on or after 1st January, 2005 except for HKFRS 3 "Business Combinations" which is effective for business combinations for which the agreement date is on or after 1st January, 2005. The Group has not early adopted these new HKFRSs, except for HKFRS 3, in the financial statements for the year ended 31st August, 2005.

In the current year, the Group has early adopted HKFRS 3 "Business Combinations" for the accounting period beginning on 1st September, 2004. The principal effects of the application of HKFRS 3 to the Group are summarised below:

Goodwill

In previous years, goodwill arising on acquisitions after 1st January, 2001 was capitalised and amortised over its estimated useful life. The Group has applied the relevant transitional provisions in HKFRS 3. With respect to goodwill previously capitalised on the balance sheet, the Group has discontinued amortising such goodwill from 1st September, 2004 onwards and such goodwill will be tested for impairment at least annually. Goodwill arising on acquisitions after 1st September, 2004 is measured at cost less accumulated impairment losses (if any) after initial recognition. As a result of this change in accounting policy, no amortisation of goodwill has been charged from 1st September, 2004 and onwards.

1. 簡介

本公司為在香港註冊成立之公眾有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。

本公司乃一間投資控股公司。其主要附屬公司及共同控制機構之主要業務分別載列於附註 14 及 15 內。

2. 近期頒佈之會計準則所產生之潛在影響

於二零零四年，香港會計師公會頒佈了多項新或經修訂之香港會計準則及香港財務申報準則（「香港財務申報準則」）（以下統稱「新香港財務申報準則」）。除適用於二零零五年一月一日或以後之業務合併協議日期的香港財務申報準則第3條「業務合併」外，新香港財務申報準則於二零零五年一月一日或之後開始之會計期生效。除香港財務申報準則第3條外，本集團並沒有就截至二零零五年八月三十一日止年度之財務報表提早採納該等新香港財務申報準則。

本年度本集團已於二零零四年九月一日開始之會計期提早採納香港財務申報準則第3條「業務合併」。採納香港財務申報準則第3條對本集團之主要影響總結如下：

商譽

於過往年度，於二零零一年一月一日以後因收購而產生之商譽會化作資產及按其估計使用年期攤銷。本集團已採用香港財務申報準則第3條之有關過渡條文。就過往在資產負債表上化作資產之商譽，本集團已於二零零四年九月一日起停止商譽之攤銷，並最少每年對此項商譽作減值測試。於二零零四年九月一日後因收購而產生之商譽在初步確認後會以成本減去累積減值損失（如有）計算。由於此項會計政策之改變，於二零零四年九月一日起再沒有商譽攤銷之支出。

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2. Potential Impact Arising from Recently Issued Accounting Standards (Continued)

Excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over the cost of acquisition (previously known as "negative goodwill")

In accordance with HKFRS 3, any excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over the cost of acquisition ("discount on acquisition") is recognised immediately in profit or loss in the period in which the acquisition takes place. In previous periods, negative goodwill arising on acquisitions prior to 1st January, 2001 was held in reserves and will be credited to income at the time of disposal of the relevant subsidiary. In accordance with the relevant transitional provisions in HKFRS 3, the Group derecognised all negative goodwill on 1st September, 2004. A corresponding adjustment to the Group's retained earnings as at 1st September, 2004 of approximately HK\$67,106,000 has been made.

Save as disclosed above, 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 presented. These new HKFRSs may result in changes in the future as to how the results and financial position are presented.

2. 近期頒佈之會計準則所產生之潛在影響 (續)

本集團應佔被收購者之可確定資產、負債及或然負債權益之公平價值淨值超出收購價 (以往作「負商譽」)

根據香港財務申報準則第3條，任何本集團應佔被收購者之可確定資產、負債及或然負債權益之公平價值淨值超出收購價 (「收購折扣」) 的金額會在收購發生之期間立即確認為盈利或虧損。於過往期間，於二零零一年一月一日前因收購而產生之負商譽會續存於儲備賬內及將會在出售有關附屬公司時計入收入。根據香港財務申報準則第3條之有關過渡條文，本集團於二零零四年九月一日將所有負商譽不作確認。因而對本集團於二零零四年九月一日之滾存盈利產生相應約67,106,000 港元之調整。

除上文所披露外，本集團已開始評估該等新香港財務申報準則之潛在影響，惟目前仍未能確定該等新香港財務申報準則會否對所呈報之營運業績及財務狀況有重大之影響。該等新香港財務申報準則可能令致日後呈報之業績及財務狀況產生改變。

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3. Significant Accounting Policies

The financial statements have been prepared under the historical cost convention, as modified for the revaluation of certain properties, and are 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 31st August each year.

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

Goodwill

Goodwill arising on acquisitions prior to 1st September, 2004

Goodwill arising on acquisition of a subsidiary for which the agreement date is before 1st September, 2004 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary at the date of acquisition.

For previously capitalised goodwill arising on acquisitions after 1st January, 2001, the Group has discontinued amortisation from 1st September, 2004 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill related may be impaired (see the accounting policy below).

Goodwill arising on acquisitions on or after 1st September, 2004

Goodwill arising on the acquisition of a subsidiary for which the agreement date is on or after 1st September, 2004 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

3. 主要會計政策

本財務報表（除部份物業以重估值列出外）乃按歷史成本及根據香港普遍採納之會計準則而編製。所採用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八月三十一日止之財務報表。

於是年度內收購及出售之附屬公司之業績已根據其收購或出售生效日期（如適用）包括在綜合收益賬內。

商譽

於二零零四年九月一日前因收購而產生之商譽

協議日為二零零四年九月一日前因收購附屬公司而產生之商譽乃指收購價超出本集團於收購日應佔有關附屬公司之可確定資產及負債權益之公平價值的金額。

對於二零零一年一月一日後因收購而產生並於過往已化作資產之商譽，本集團已於二零零四年九月一日起停止該商譽之攤銷，並會每年及當與此商譽有關之現金產生單位有跡象可能減值時對此項商譽進行減值測試（見會計政策如下）。

於二零零四年九月一日或以後因收購而產生之商譽

協議日為二零零四年九月一日或以後因收購附屬公司而產生之商譽乃指收購價超出本集團於收購日應佔有關附屬公司之可確定資產、負債及或然負債權益之公平價值的金額。此項商譽會以成本減去任何累積減值損失列賬。

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3. Significant Accounting Policies (Continued)

Goodwill (Continued)

Goodwill arising on acquisitions on or after 1st September, 2004 (Continued)

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the consolidated balance sheet.

For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the income statement. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

Turnover

Turnover represents the net amounts received and receivable for goods sold and services rendered by the Group to outside customers during the year.

3. 主要會計政策 (續)

商譽 (續)

於二零零四年九月一日或以後因收購而產生之商譽 (續)

收購附屬公司所產生並化作資產之商譽會在綜合資產負債表內分開列出。

以減值測試而言，因收購而產生之商譽會被分攤至預期可從收購之協同效益中獲益之每一個有關現金產生單位，或每一組之現金產生單位。被分攤商譽之現金產生單位會每年及當此單位有跡象可能減值時作減值測試。就一個財務年度內因收購而產生之商譽，被分攤商譽之現金產生單位會於財務年度終結時作減值測試。當現金產生單位之可收回金額低於其賬面值時，其減值損失會首先被分攤至該單位以減低該單位任何已分攤之商譽之賬面值，然後再根據該單位內每項資產之賬面值按比例分攤至該單位之其他資產。任何商譽之減值損失會直接在收益賬內確認。商譽之減值損失不會在往後期間撥回。

於往後出售附屬公司時，有關化作資產之商譽會包括在計算出售時之損益金額內。

營業額

營業額乃指本集團於是年度內向外界銷售貨品及提供服務所得取之已收及應收金額淨值。

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3. Significant Accounting Policies (Continued)

Revenue recognition

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

Service income is recognised when services are provided.

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease.

Interest income is accrued on a time basis by reference to the principal outstanding and at the interest rates applicable.

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 values based on independent professional valuations at 31st August each year. Any surplus or deficit arising on the valuation of investment properties is credited or charged to the asset revaluation reserve unless the balance on this reserve is insufficient to cover a deficit, in which case the excess of deficit over the balance of the asset revaluation reserve is charged to the income statement. Where a deficit has previously been charged to the income statement and a revaluation surplus subsequently arises, this surplus is credited to the income statement to the extent of the deficit previously charged.

On the disposal of an investment property, the balance on the asset 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.

3. 主要會計政策 (續)

收入確認

銷售貨品之收入於貨品付運及擁有權移交後確認。

服務收入於服務提供後確認。

營運租賃之租金收入乃按有關租賃之年期以直線法確認。

利息收入乃按時間基準以本金結餘金額及適用之利率計入。

投資物業

投資物業乃指具投資潛力之已建成物業，任何租金收入是按公平交易原則而釐定。

投資物業於每年八月三十一日以獨立專業估值之公開市值列出。因估值投資物業而產生之任何盈餘或虧損會在資產重估儲備中計入或扣除，除非該儲備之結存不足以抵銷虧損，則該虧損超出資產重估儲備結存之餘額會在收益賬內扣除。若虧損在過往已在收益賬內扣除及往後產生重估盈餘時，則此項盈餘會在收益賬內計入，並以該虧損於過往已扣除之數為限。

當投資物業出售時，其剩餘之資產重估儲備撥入收益賬內。

除非投資物業之剩餘租賃年期為二十年或以下，否則投資物業是不作出折舊準備。

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3. Significant Accounting Policies (Continued)

Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost or valuation less accumulated depreciation, amortisation and any identified impairment loss.

Certain of the Group's leasehold land and buildings were previously revalued. Advantage has been taken of the transitional relief provided by paragraph 80 of Statements of Standard Accounting Practice ("SSAP(s)") 17 "Property, Plant and Equipment" from the requirement to make regular revaluations of the Group's land and buildings which had been carried at revalued amounts prior to 30th September, 1995, and accordingly no further revaluation of land and buildings is carried out.

The surplus arising on revaluation of these properties in previous years was credited to the asset revaluation reserve. Any future decrease in value of that property will be dealt with as an expense to the extent that it exceeds the balance, if any, on the asset revaluation reserve relating to a previous revaluation of that particular property. On the subsequent disposal of a revalued asset, the attributable revaluation surplus not yet transferred to retained profits in previous years is transferred to retained profits.

Depreciation and amortisation are provided to write off the cost or valuation of property, plant and equipment, other than construction in progress, over their estimated useful lives, using the straight line method, at the following rates per annum:

Freehold land	Nil
Leasehold land	Over the term of the lease
Buildings	2% - 4.5%
Furniture, fixtures and equipment	10% - 33%
Plant and machinery	10% - 20%
Motor vehicles	20% - 30%

The gain or loss arising on the 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.

3. 主要會計政策 (續)

物業、機器及設備

物業、機器及設備(興建中物業除外)以成本或估值扣除累積折舊、攤銷及任何已確定之減值損失後列出。

本集團部份按租賃持有之土地及樓宇過往曾作估值。但本集團已採納會計實務準則(「會計實務準則」)第17條「物業、機器及設備」第80段所訂之過渡安排,將不會對在一九九五年九月三十日前本集團已重估的土地及樓宇定期作出重估。據此,並沒有再進行土地及樓宇之重估。

該等物業在過往年度因重估而產生之盈餘已在資產重估儲備賬內計入。如該物業在將來發生跌值時,此差額可先在其資產重估儲備賬中抵扣,不足之數則視為費用。當重估物業往後出售時,其剩餘之重估盈餘將撥入滾存盈利賬內。

物業、機器及設備(興建中物業除外)之折舊及攤銷乃根據其估計可使用年期以直線法攤銷其成本或估值,每年比率如下:

永久持有之土地	無
按租賃而持有之土地	按租賃年期
樓宇	2% - 4.5%
傢俬、裝置及設備	10% - 33%
廠房機器	10% - 20%
車輛	20% - 30%

當資產出售或廢置時,其所得款項與其賬面值差異之損益在收益賬內確認。

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3. Significant Accounting Policies (Continued)

Construction in progress

Construction in progress is stated at cost, which includes land cost and the related construction and borrowing costs, less any identified impairment loss, as appropriate.

No depreciation or amortisation is provided for construction in progress until the construction is completed and the assets are ready for their intended use. The cost of completed construction works is transferred to the appropriate category of property, plant and equipment.

Investments in subsidiaries

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

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

Impairment

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 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. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

3. 主要會計政策 (續)

興建中物業

興建中物業以成本扣除任何已確定之減值損失後列出。成本包括土地成本及有關之建築及借貸成本(如適用)。

對正在興建中之物業，並無作出折舊或攤銷之準備。折舊及攤銷將於該物業建成及可供使用後開始計算。興建中物業之成本在物業建成後將撥入適當之物業、機器及設備項目內。

附屬公司之投資

附屬公司之投資以成本扣除已確定之減值損失後在本公司資產負債表內列出。

共同控制機構

共同控制機構乃每位合營者共同組織以代表其權益而成立之獨立機構。

本集團應佔共同控制機構權益以本集團應佔共同控制機構之資產淨值扣除任何已確定之減值損失後，在綜合資產負債表內列出。而本集團應佔共同控制機構收購後之業績則在綜合收益賬內列出。

減值

於每個結算日，本集團會檢討其資產之賬面值，以判斷該等資產是否出現減值損失之顯示。若一項資產之可收回金額低於其賬面值時，該資產之賬面值會減至其可收回金額。如該資產以重估價值記賬，減值損失可作減低重估處理，否則此項減值損失會立即確認為支出。

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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, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the assets concerned to the lessee. Assets held under finance leases are capitalised at their fair value at the date of acquisition or, if lower, the present value of the minimum lease payments. The corresponding liability to the lessor, net of interest charges, is included in the balance sheet as a finance lease obligation. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to the income statement over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

All other leases are classified as operating leases and the annual rentals are charged to the income statement on a straight line basis over the term of the relevant lease.

3. 主要會計政策 (續)

減值 (續)

倘減值損失其後出現逆轉，則該資產之賬面值可增加至其經修訂之預計可收回金額，惟增加後之賬面值不得超過該資產於過往年度並未確認減值損失時之賬面值。如該資產以重估值記賬，減值逆轉可作增加重估處理，否則此項減值逆轉立即確認為收入。

存貨

存貨乃以成本或可變現淨值兩者之較低值列出。成本包括購入價及轉換價(如適用)以及將存貨運至現址及處於現況所需之費用，並按最先存入則最先報銷之基準計算。可變現淨值乃按正常商業情況下之預計售價扣除貨品製成時之預計成本及預計銷售分發開支後之金額。

租賃

如租賃條款將有關資產之絕大部份危機及主權收益轉嫁給承租人，則該等租賃被視為財務租賃。按財務租賃持有之資產，以購買日之公平價值或最低租賃支出之現有價值之較低者化作資產。而相對欠出租人之負債(減去利息費用)則在資產負債表上以財務租賃應付賬款列出。從財務租賃合共承擔之總數減去資產購買日之公平價值而得出之借貸成本按有關租賃之年期，以固定比率將承擔之餘額在每個財政年度之收益賬內扣除。

所有其他租賃則被列為營運租賃，而其每年之租金支出乃按有關租賃之年期以直線法在收益賬內扣除。

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3. Significant Accounting Policies (Continued)

Foreign currencies

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

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 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.

Taxation

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

The tax currently payable is based on the 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 amounts 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.

3. 主要會計政策 (續)

外幣

以外幣為本位之交易最初乃按交易當日之匯率換算。以此等外幣為本位之貨幣資產及負債均以結算日之匯率重新換算。匯兌所產生之損益均撥入收益賬內。

本集團海外營運之資產及負債於編製綜合財務報表時以結算日之匯率作換算。收入及支出項目均以該期內之平均匯率折算。由此而產生之匯兌差額(如有)會被區分為權益,並調撥至集團之匯兌儲備內。當出售該營運業務時,此匯兌差額會在該期間被確認為收入或支出。

稅項

所得稅支出乃是年度應付稅項與遞延稅項之總和。

是年度應付稅項是根據是年度之應課稅盈利計算。應課稅盈利與收益賬內呈報之盈利淨額並不相等,乃基於其並無計入應在其他年度課稅或扣減之收入或費用項目,亦無計入毋須課稅及不獲扣減之收益賬項目所致。

遞延稅項乃為財務報表中資產及負債賬面值與計算應課稅盈利所用之相關稅基之差異而預計應付或可收回之稅項,並採用資產負債表負債法記賬。遞延稅項負債一般按所有應課稅暫時性差異確認,而遞延稅項資產之確認則以可用作抵銷可能會產生應課稅盈利之可扣減暫時性差異為限。倘若暫時性差異是由於商譽(或負商譽)或一項不影響應課稅盈利或會計盈利之交易於最初確認為其他資產及負債(業務合併除外)所引致,則此項資產及負債不予確認。

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3. Significant Accounting Policies (Continued)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investment in a subsidiary, 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.

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 in 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.

Capitalisation of borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production 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 expenses in the period in which they are incurred.

Retirement benefits scheme

Payments to defined contribution retirement benefit plan are charged as an expense as they fall due.

3. 主要會計政策 (續)

稅項 (續)

投資於一間附屬公司而產生之應課稅暫時性差額會被確認為遞延稅項負債，惟本集團可控制暫時性差額之撥回及在可見將來不會將暫時性差額撥回則除外。

遞延稅項資產之賬面值於每個結算日作出檢討，並在預期不再有足夠應課稅盈利以收回全部或部份資產之情況下作出相應扣減。

遞延稅項按預期償還負債或變現資產期間之稅率計算。遞延稅項於收益賬內扣除或計入，惟如涉及直接於權益內扣除或計入之項目，則遞延稅項亦會在權益內處理。

借貸成本化作資產

當借貸成本直接關連於購買、興建或生產合資格資產時，則此等借貸成本會化作該資產之部份成本。該項化作資產措施在資產大致可供使用或出售時停止。

所有其他借貸成本於其發生時被確認為支出。

退休福利計劃

支付定額供款計劃之款項於到期日作支出扣除。

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4. Segment Information (Continued)
2004

4. 分類資料 (續)
二零零四年

	Hong Kong	The PRC	Taiwan	Korea	Rest of Asia 其他 亞洲地區	America 美洲	Europe 歐洲	Eliminations 對銷	Consolidated 綜合
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
TURNOVER									
營業額									
External sales 對外銷售	3,007,977	108,873	665,044	428,278	1,314,732	1,055,826	193,256	—	6,773,986
Inter-segment sales (note) 分類間銷售 (附註)	7,191,302	5,433,488	—	—	349,382	51,961	—	(13,026,133)	—
Total turnover 營業額總值	<u>10,199,279</u>	<u>5,542,361</u>	<u>665,044</u>	<u>428,278</u>	<u>1,664,114</u>	<u>1,107,787</u>	<u>193,256</u>	<u>(13,026,133)</u>	<u>6,773,986</u>
RESULT									
業績									
Segment result 分類業績	<u>178,922</u>	<u>5,378</u>	<u>44,329</u>	<u>(116)</u>	<u>53,660</u>	<u>(7,332)</u>	<u>12,925</u>		287,766
Interest income 利息收入									1,732
Unallocated corporate income 不可分拆之企業收入									390
Profit from operations 營運盈利									289,888
Finance costs 借貸成本									(41,229)
Profit before taxation 除稅前盈利									248,659
Income tax charge 所得稅支出									(33,458)
Profit before minority interests 除少數股東權益前盈利									215,201
Minority interests 少數股東權益									(35,062)
Profit for the year 是年度盈利									<u>180,139</u>

Note: Inter-segment sales are charged at prices with reference to the prevailing market rates.

附註：分類間銷售之價格乃參照銷售時之市場價格而釐定。

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截至二零零五年八月三十一日止年度

4. Segment Information (Continued)

An analysis of the Group's segment assets and liabilities attributable to geographical markets for both years is not presented as it is not practicable to allocate the amounts of the respective assets and liabilities to geographical markets.

The following is an analysis of the carrying amount of segment assets, and expenditure on property, plant and equipment and goodwill, analysed by the geographical area in which the assets are located:

4. 分類資料 (續)

由於將資產及負債按地域市場分配是不適宜的，故本集團在這兩個年度並沒有將分類資產及負債按地域市場作出分析。

將分類資產之賬面值與物業、機器及設備和商譽之開支按資產所在地域分析如下：

		Carrying amount of segment assets 分類資產之賬面值		Expenditure on property, plant and equipment and goodwill 物業、機器及 設備和商譽之開支	
		2005 HK\$'000 千港元	2004 HK\$'000 千港元	2005 HK\$'000 千港元	2004 HK\$'000 千港元
The PRC	中國	3,659,052	3,627,023	398,141	334,552
Hong Kong	香港	1,658,242	1,640,917	3,458	7,019
Taiwan	台灣	218,508	162,312	—	—
Korea	韓國	61,977	59,977	—	—
Rest of Asia	其他亞洲地區	520,704	462,294	14,065	17,997
America	美洲	80,689	113,948	64	210
Europe	歐洲	15,573	8,700	—	—
		<u>6,214,745</u>	<u>6,075,171</u>	<u>415,728</u>	<u>359,778</u>

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5. Profit from Operations

5. 營運盈利

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Profit from operations has been arrived at after charging:	營運盈利已扣減 下列項目：		
Amortisation of goodwill included in administrative expenses	包括在行政費用內 之商譽攤銷	—	741
Auditors' remuneration	核數師酬金	3,452	2,973
Depreciation and amortisation of property, plant and equipment:	物業、機器及設備之 折舊及攤銷：		
Assets owned by the Group	本集團擁有之資產	205,391	190,849
Assets held under finance leases	按財務租賃而持有之資產	8,557	10,809
Impairment loss recognised in respect of goodwill included in administrative expenses	包括在行政費用內之 商譽減值損失確認	2,503	—
Loss on disposal of property, plant and equipment	出售物業、機器及設備 之虧損	8,822	10,614
Staff costs (including directors' emoluments set out in note 6)	僱員成本 (包括載列 於附註 6 內之董事酬金)	680,613	673,036
and after crediting:	及已計入：		
Interest income	利息收入	6,202	1,732
Surplus arising on revaluation of investment properties	投資物業之重估盈餘	78	42
		<u>78</u>	<u>42</u>

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截至二零零五年八月三十一日止年度

6. Information Regarding Directors' and Employees' Emoluments

(a) Directors' emoluments

The emoluments paid or payable to each of the 9 (2004: 8) directors were as follows:

2005

	Ha Chung Fong 夏松芳	Lau Hong Yon 柳康遠	Ha Kam On, Victor 夏錦安	Yen Gordon 嚴震銘	Ha Hon Kuen 夏漢權	Yeh Yi Hao, Yvette 葉儀皓	Ng Kwok Tung 伍國棟	Wong Kwong Chi 王幹芝	Chow Wing Kin, Anthony 周永健	Total 總值
	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	
Fees	袍金	—	—	—	150	150	250	200	200	950
Other emoluments	其他酬金									
Salaries and other benefits	薪金及其他福利	16,285	2,968	2,839	2,297	394	—	—	—	24,783
Retirement benefits scheme contributions	退休福利計劃供款	—	202	213	157	—	—	—	—	572
		<u>16,285</u>	<u>3,170</u>	<u>3,052</u>	<u>2,454</u>	<u>544</u>	<u>250</u>	<u>200</u>	<u>200</u>	<u>26,305</u>

2004

	Ha Chung Fong 夏松芳	Lau Hong Yon 柳康遠	Pow Man Kue 鮑文巨	Ha Hon Kuen 夏漢權	Yeh Yi Hao, Yvette 葉儀皓	Mi Man See, Lisa 米聞斯	Ng Kwok Tung 伍國棟	Wong Kwong Chi 王幹芝	Total 總值	
	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		
Fees	袍金	—	—	—	175	120	—	175	175	645
Other emoluments	其他酬金									
Salaries and other benefits	薪金及其他福利	20,150	3,640	4,050	366	—	—	—	—	28,206
Retirement benefits scheme contributions	退休福利計劃供款	—	252	193	—	—	—	—	—	445
		<u>20,150</u>	<u>3,892</u>	<u>4,243</u>	<u>541</u>	<u>120</u>	<u>—</u>	<u>175</u>	<u>175</u>	<u>29,296</u>

No directors waived any emoluments during the years ended 31st August, 2005 and 2004.

6. 董事及僱員酬金資料

(a) 董事酬金

已付及應付給九位(二零零四年度: 八位)中每一位董事之酬金如下:

二零零五年

二零零四年

於截至二零零四年及二零零五年八月三十一日止年度內並無董事放棄任何酬金。

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6. Information Regarding Directors' and Employees' Emoluments (Continued)

(b) Employees' emoluments

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

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	5,199	6,240
Retirement benefits scheme contributions	退休福利計劃供款	<u>356</u>	<u>451</u>
		<u>5,555</u>	<u>6,691</u>

Emoluments of the two (2004: two) highest paid employees were within the following bands:

		Number of employees 僱員數目	
		2005	2004
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	2	—
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	—	1
HK\$3,500,001 to HK\$4,000,000	3,500,001 港元至 4,000,000 港元	<u>—</u>	<u>1</u>
		<u>2</u>	<u>2</u>

6. 董事及僱員酬金資料 (續)

(b) 僱員酬金

最高酬金的五名僱員包括三位 (二零零四年度: 三位) 董事, 其酬金的詳情已於上述列出。剩餘兩位 (二零零四年度: 兩位) 僱員之酬金資料如下:

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	5,199	6,240
Retirement benefits scheme contributions	退休福利計劃供款	<u>356</u>	<u>451</u>
		<u>5,555</u>	<u>6,691</u>

最高酬金的兩位 (二零零四年度: 兩位) 僱員的酬金在下列範圍之內:

		Number of employees 僱員數目	
		2005	2004
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	2	—
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	—	1
HK\$3,500,001 to HK\$4,000,000	3,500,001 港元至 4,000,000 港元	<u>—</u>	<u>1</u>
		<u>2</u>	<u>2</u>

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7. Finance Costs

7. 借貸成本

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Interest on:	利息：		
Bank borrowings wholly repayable within five years	於五年內全部償還 之銀行借貸	46,082	38,557
Bank borrowings not wholly repayable within five years	於五年內無需全部 償還之銀行借貸	10,144	—
Finance leases wholly repayable within five years	於五年內全部償還 之財務租賃	953	1,440
Total borrowing costs	借貸成本總值	57,179	39,997
Less: amounts capitalised	減：化作資產金額	(3,783)	(1,695)
		53,396	38,302
Bank facilities arrangement fees	銀行貸款安排費用	3,331	2,927
		56,727	41,229

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 2.4% (2004: 1.4%) per annum to expenditure on qualifying assets.

本年度化作資產之借貸成本乃由一般借貸項目產生，並以年息率 2.4%（二零零四年度：1.4%）計算，轉至合資格資產內。

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截至二零零五年八月三十一日止年度

8. Income Tax Charge

8. 所得稅支出

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Current tax:	是年度稅項：		
Hong Kong	香港		
Current year	是年度	11,457	14,582
(Over)underprovision in prior years	過往年度準備(多計)少計	(87)	190
		<u>11,370</u>	<u>14,772</u>
Other jurisdictions	其他司法地區	18,468	22,002
		<u>29,838</u>	<u>36,774</u>
Deferred tax:	遞延稅項：		
Current year (note 21)	是年度(附註21)	(3,905)	(3,316)
Taxation attributable to the Company and its subsidiaries	屬於本公司及其附屬公司之稅項	<u>25,933</u>	<u>33,458</u>

Hong Kong Profits Tax is calculated at 17.5% of the estimated assessable profit for both years.

兩個年度之香港盈利稅是以估計應評估盈利之17.5%計算。

Taxation arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

其他司法地區之稅項是以有關個別司法地區現行之稅率計算。

Details of the deferred taxation are set out in note 21.

遞延稅項之詳情載列於附註 21 內。

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005

截至二零零五年八月三十一日止年度

8. Income Tax Charge (Continued)

The tax charge for the year can be reconciled to the profit before taxation as follows:

8. 所得稅支出 (續)

是年度之稅項支出與除稅前盈利之對賬如下：

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Profit before taxation	除稅前盈利	<u>224,967</u>	<u>248,659</u>
Tax at weighted average applicable rate of 19.53% (2004: 16.45%)	按加權平均適用稅率 19.53% (二零零四年度：16.45%)		
	計算之稅項	43,936	40,905
Tax effect of expenses not deductible for tax purposes	費用不獲扣稅的 稅務影響	9,506	11,820
Tax effect of income not taxable for tax purposes	收入毋須課稅的 稅務影響	(2,339)	(3,881)
(Over)underprovision in prior years	過往年度準備 (多計) 少計	(87)	190
Tax effect of tax losses not recognised	稅項虧損未被確認之稅務影響	4,338	1,264
Effect of tax exemptions granted to the PRC subsidiaries	中國附屬公司獲得稅務豁免 之影響	(7,233)	(3,049)
Income tax on concessionary rate	按優惠稅率計算之所得稅	(20,269)	(13,593)
Utilisation of tax losses not previously recognised	運用過往未被確認之 稅項虧損	(756)	(443)
(Reversal of) deferred tax provided on withholding tax on overseas subsidiaries	海外附屬公司預扣稅 之遞延稅項 (撥回) 準備	(1,302)	317
Others	其他	<u>139</u>	<u>(72)</u>
Tax charge for the year	是年度稅項支出	<u>25,933</u>	<u>33,458</u>

The weighted average applicable tax rate for the year ended 31st August, 2005 represents the weighted average tax rate of the operations in different jurisdictions on the basis of the relative amounts of profit before taxation and the relevant statutory tax rates. The increase is caused by a change in profitability of the Group's subsidiaries in the respective jurisdictions.

截至二零零五年八月三十一日止年度之加權平均適用稅率乃在不同司法地區營運之相關除稅前盈利金額及其法定稅率之加權平均稅率。由於本集團在個別司法地區之附屬公司之盈利有所改變而引致此稅率上升。

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005
截至二零零五年八月三十一日止年度

9. Dividends Paid

9. 已付股息

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Final, paid - HK7.5 cents for 2004 (2003: HK10.0 cents) per share	已付末期：二零零四年度 每股 7.5 港仙 (二零零三年度：10.0 港仙)	59,551	79,373
Interim, paid - HK3.0 cents (2004: HK3.5 cents) per share	已付中期：每股 3.0 港仙 (二零零四年度：3.5 港仙)	<u>23,820</u>	<u>27,790</u>
		<u><u>83,371</u></u>	<u><u>107,163</u></u>

A final dividend of HK7.0 cents (2004: HK7.5 cents) per share has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

董事會已建議派發末期股息每股 7.0 港仙 (二零零四年度：7.5 港仙)，惟須待股東於即將舉行之股東週年大會上批准。

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005
截至二零零五年八月三十一日止年度

10. Earnings Per Share

The calculation of the basic and diluted earnings per share for the year is based on the following data:

10. 每股盈利

是年度每股基本及攤薄盈利乃根據下列數據計算：

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Profit for the year	是年度盈利		
Earnings for the purposes of basic and diluted earnings per share	用以計算每股基本及攤薄盈利之盈利	<u>162,437</u>	<u>180,139</u>
		2005	2004
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用以計算每股基本盈利之加權平均普通股份數目	794,010,960	791,867,145
Effect of dilutive potential ordinary shares in respect of share options	認股權對普通股份攤薄之影響	<u>—</u>	<u>788,928</u>
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利之加權平均普通股份數目	<u>794,010,960</u>	<u>792,656,073</u>

There has been no dilutive effect on the basic earnings per share during the year ended 31st August, 2005 as there were no outstanding share options during the year.

由於認股權於截至二零零五年八月三十一日止年度內沒有結餘，因此在此期間並沒有對每股基本盈利產生攤薄之影響。

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005
截至二零零五年八月三十一日止年度

11. Investment Properties

11. 投資物業

		THE GROUP 本集團 HK\$'000 千港元
At 1st September, 2004	於二零零四年九月一日	115,492
Reclassification from leasehold land and buildings	由租賃持有之土地及 樓宇調入	62,592
Surplus arising on revaluation	重估盈餘	<u>78</u>
At 31st August, 2005	於二零零五年八月三十一日	<u>178,162</u>

All of the investment properties of the Group are situated in Hong Kong and are held under medium-term leases for rental income under operating leases.

本集團之所有投資物業乃位於香港並按中期租賃持有及按營運租賃賺取租金收入。

The investment properties of the Group were revalued at 31st August, 2005 on an open market value basis by David C Lee Surveyors Ltd., a firm of independent property valuers. The surplus arising on revaluation has been credited to the consolidated income statement.

本集團之投資物業於二零零五年八月三十一日由一獨立之物業測量行李頌熹測量師有限公司根據公開市值基準而重估。重估所得之盈餘已在綜合收益賬內計入。

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005

截至二零零五年八月三十一日止年度

12. Property, Plant and Equipment

THE GROUP

12. 物業、機器及設備

本集團

	Land	Buildings	Furniture, fixtures and equipment 傢俬、 裝置 及設備	Plant and machinery 廠房 機器	Motor vehicles 車輛	Construction in progress 興建中 物業	Total 總值
	土地	樓宇					
	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
COST OR VALUATION							
成本或估值							
At 1st September, 2004							
於二零零四年九月一日	346,833	1,059,640	484,327	2,174,289	29,787	101,936	4,196,812
Currency realignment							
外幣換算差額	34	833	598	2,894	136	26	4,521
Additions							
增加	377	3,799	26,685	134,067	2,420	244,484	411,832
Interest capitalised							
利息化作資產	—	—	—	—	—	3,783	3,783
Reclassifications:							
調撥：							
- to investment properties							
- 至投資物業	(27,246)	(65,084)	—	—	—	—	(92,330)
- others							
- 其他	—	65,678	57,851	23,966	—	(147,495)	—
Disposals							
出售	—	—	(8,115)	(43,446)	(622)	—	(52,183)
	<u>319,998</u>	<u>1,064,866</u>	<u>561,346</u>	<u>2,291,770</u>	<u>31,721</u>	<u>202,734</u>	<u>4,472,435</u>
At 31st August, 2005							
於二零零五年八月三十一日	319,998	1,064,866	561,346	2,291,770	31,721	202,734	4,472,435
Comprising:							
包括：							
At cost							
成本	75,332	642,627	561,346	2,291,770	31,721	202,734	3,805,530
At 1995 valuation							
於一九九五年估值	244,666	422,239	—	—	—	—	666,905
	<u>319,998</u>	<u>1,064,866</u>	<u>561,346</u>	<u>2,291,770</u>	<u>31,721</u>	<u>202,734</u>	<u>4,472,435</u>

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005
截至二零零五年八月三十一日止年度

12. Property, Plant and Equipment (Continued)

12. 物業、機器及設備 (續)

	Land	Buildings	Furniture, fixtures and equipment 傢俬、 裝置 及設備	Plant and machinery 廠房 機器	Motor vehicles 車輛	Construction in progress 興建中 物業	Total 總值
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
DEPRECIATION, AMORTISATION AND IMPAIRMENT							
折舊、攤銷及減值							
At 1st September, 2004 於二零零四年九月一日	126,306	366,156	229,534	1,215,821	18,641	—	1,956,458
Currency realignment 外幣換算差額	6	90	428	1,452	65	—	2,041
Provided for the year 是年度準備	4,776	31,906	52,086	122,035	3,145	—	213,948
Reclassification to investment properties 調撥至投資物業內	(7,554)	(22,184)	—	—	—	—	(29,738)
Eliminated on disposals 出售時撇銷	—	—	(5,902)	(32,773)	(567)	—	(39,242)
At 31st August, 2005 於二零零五年八月三十一日	123,534	375,968	276,146	1,306,535	21,284	—	2,103,467
NET BOOK VALUES							
賬面淨值							
At 31st August, 2005 於二零零五年八月三十一日	196,464	688,898	285,200	985,235	10,437	202,734	2,368,968
At 31st August, 2004 於二零零四年八月三十一日	220,527	693,484	254,793	958,468	11,146	101,936	2,240,354

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005

截至二零零五年八月三十一日止年度

12. Property, Plant and Equipment (Continued)

The net book value of properties shown above comprises:

		Land and buildings 土地及樓宇		Construction in progress 興建中物業	
		2005 HK\$'000 千港元	2004 HK\$'000 千港元	2005 HK\$'000 千港元	2004 HK\$'000 千港元
Properties situated in Hong Kong under medium-term leases	位於香港以中期租賃持有的物業	409,658	483,835	—	—
Properties situated outside Hong Kong:	位於香港以外的物業：				
Freehold	永久持有	590	202	—	—
Medium leases and medium-term land use rights	中期租賃及中期土地使用權	475,114	429,974	202,734	101,936
		<u>885,362</u>	<u>914,011</u>	<u>202,734</u>	<u>101,936</u>

Certain leasehold land and buildings of the Group are stated at 1995 valuation less subsequent depreciation, amortisation and impairment. The valuation was carried out by Brooke International, a firm of independent property valuers, at 31st August, 1995 on an open market value basis.

The aggregate amount of properties stated at cost or valuation has been apportioned between land and buildings on the basis of an estimate made by the directors.

If land and buildings of the Group had not been revalued, they would have been included in the financial statements at historical cost less accumulated depreciation, amortisation and impairment of approximately HK\$350,569,000 (2004: HK\$414,736,000).

12. 物業、機器及設備 (續)

以上物業賬面淨值包括：

		Land and buildings 土地及樓宇		Construction in progress 興建中物業	
		2005 HK\$'000 千港元	2004 HK\$'000 千港元	2005 HK\$'000 千港元	2004 HK\$'000 千港元
Properties situated in Hong Kong under medium-term leases	位於香港以中期租賃持有的物業	409,658	483,835	—	—
Properties situated outside Hong Kong:	位於香港以外的物業：				
Freehold	永久持有	590	202	—	—
Medium leases and medium-term land use rights	中期租賃及中期土地使用權	475,114	429,974	202,734	101,936
		<u>885,362</u>	<u>914,011</u>	<u>202,734</u>	<u>101,936</u>

本集團部份按租賃持有之土地及樓宇以一九九五年估值扣除往後的折舊、攤銷及減值後列出，估值乃由一獨立之物業測量行保柏國際物業顧問於一九九五年八月三十一日根據公開市值基準而進行。

物業以成本或估值列出之總值乃根據董事之評估分為土地及樓宇兩類。

如本集團之土地及樓宇不作重估，應以其歷史成本扣除累積折舊、攤銷及減值後約350,569,000港元(二零零四年度：414,736,000港元)載列於財務報表內。

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005
截至二零零五年八月三十一日止年度

12. Property, Plant and Equipment (Continued)

The net book value of property, plant and equipment of the Group includes an amount of approximately HK\$100,560,000 (2004: HK\$138,609,000) in respect of assets held under finance leases.

THE COMPANY

12. 物業、機器及設備 (續)

本集團之物業、機器及設備賬面淨值中按財務租賃而持有的資產約為 100,560,000 港元 (二零零四年度：138,609,000 港元)。

本公司

		Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Motor vehicles 車輛 HK\$'000 千港元	Total 總值 HK\$'000 千港元
COST	成本			
At 1st September, 2004	於二零零四年九月一日	31,402	2,835	34,237
Additions	增加	2,638	—	2,638
Disposals	出售	(73)	—	(73)
		<hr/>	<hr/>	<hr/>
At 31st August, 2005	於二零零五年八月三十一日	33,967	2,835	36,802
		<hr/>	<hr/>	<hr/>
DEPRECIATION	折舊			
At 1st September, 2004	於二零零四年九月一日	26,791	2,032	28,823
Provided for the year	是年度準備	1,914	199	2,113
Eliminated on disposals	出售時撇銷	(63)	—	(63)
		<hr/>	<hr/>	<hr/>
At 31st August, 2005	於二零零五年八月三十一日	28,642	2,231	30,873
		<hr/>	<hr/>	<hr/>
NET BOOK VALUES	賬面淨值			
At 31st August, 2005	於二零零五年八月三十一日	5,325	604	5,929
		<hr/>	<hr/>	<hr/>
At 31st August, 2004	於二零零四年八月三十一日	4,611	803	5,414
		<hr/>	<hr/>	<hr/>

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005
截至二零零五年八月三十一日止年度

13. Goodwill

13. 商譽

THE GROUP
本集團
HK\$'000
千港元

COST	成本	
At 1st September, 2004	於二零零四年九月一日	3,742
Elimination of accumulated amortisation upon the application of HKFRS 3 (note 2)	因應用香港財務申報準則第3條而將累積攤銷撤銷 (附註2)	(1,352)
Arising on acquisition of additional interests in existing subsidiaries	收購現有附屬公司額外權益而產生	113
		<hr/>
At 31st August, 2005	於二零零五年八月三十一日	2,503
AMORTISATION	攤銷	
At 1st September, 2004	於二零零四年九月一日	1,352
Elimination of accumulated amortisation upon the application of HKFRS 3 (note 2)	因應用香港財務申報準則第3條而將累積攤銷撤銷 (附註2)	(1,352)
		<hr/>
At 31st August, 2005	於二零零五年八月三十一日	—
IMPAIRMENT	減值	
Impairment loss recognised in the consolidated income statement and balance at 31st August, 2005	於綜合收益賬內確認之減值損失及於二零零五年八月三十一日結餘	2,503
		<hr/>
CARRYING AMOUNT	賬面值	
At 31st August, 2005	於二零零五年八月三十一日	—
		<hr/>
At 31st August, 2004	於二零零四年八月三十一日	2,390
		<hr/>

During the year, the directors reviewed the carrying amounts of goodwill arising from acquisitions and identified that the estimated discounted net cash flows from these subsidiaries ("recoverable amounts") are less than the carrying amounts. Accordingly, the carrying amounts of the goodwill are reduced to their respective recoverable amounts. As a result, an impairment loss of approximately HK\$2,503,000 has been charged to the consolidated income statement for the year.

本年度董事檢討因收購而產生之商譽的賬面值及確定該等附屬公司之估計折回現金流量淨值(「可收回金額」)低於賬面值。據此，商譽之賬面值被調低至其個別可收回金額。因此，約2,503,000港元之減值損失已在本年度內之綜合收益賬內扣除。

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005
截至二零零五年八月三十一日止年度

14. Interests in Subsidiaries

14. 應佔附屬公司權益

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，以成本列出	33,856	24,862
Amounts due from subsidiaries	附屬公司所欠款項	<u>3,613,217</u>	<u>3,661,854</u>
		3,647,073	3,686,716
Less: Impairment losses recognised	減：減值損失確認	<u>(520,919)</u>	<u>(308,454)</u>
		<u>3,126,154</u>	<u>3,378,262</u>
Amounts due to subsidiaries	欠附屬公司款項	<u>634,622</u>	<u>1,312,805</u>

During the year, the Group reviewed the carrying amounts of interests in subsidiaries and identified that the estimated present value of net future cash flows from certain subsidiaries are less than the carrying amounts. Accordingly, the carrying amounts of these subsidiaries are reduced to their respective recoverable amounts.

In the opinion of the directors, the amounts due from and the amounts due to subsidiaries will not be repayable within one year of the balance sheet date and, accordingly, such amounts have been classified as non-current.

本年度本集團檢討應佔附屬公司權益之賬面值，並確定部份附屬公司之估計未來現金流量的現有淨值低於賬面值。據此，該等附屬公司之賬面值已被減至其可收回金額。

根據董事之意見，附屬公司所欠款項或欠附屬公司款項不會於結算日後之一年內償還。據此，此等款項被列為非流動項目。

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005

截至二零零五年八月三十一日止年度

14. Interests in Subsidiaries (Continued)

Particulars of the principal subsidiaries of the Company at 31st August, 2005 are as follows:

14. 應佔附屬公司權益 (續)

於二零零五年八月三十一日本公司之主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place/ country of incorporation/ registration and operation 註冊成立 ／登記及 營業所在地 ／國家	Issued and fully paid share capital/ registered capital 已發行及 繳足之股本 ／登記股本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持 已發行股本 ／登記股本 面值之比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Dongguan Fuan Textiles Limited ("Dongguan Fuan") (note 1) 東莞福安紡織印染有限公司 (「福安」) (附註 1)	The PRC 中國	HK\$536,980,000 (note 2) 536,980,000 港元 (附註 2)	—	51	Knitting, dyeing and sales of dyed fabrics and yarns 針織、染色和銷售 色布及色紗
Dongguan Fuyuen Garment Limited (note 1) 東莞福源制衣有限公司 (附註 1)	The PRC 中國	HK\$7,500,000 7,500,000 港元	—	95	Production and sales of garments 製造及銷售成衣
Dong Guan Hai Xing Apparel Co., Ltd. 東莞海星服裝有限公司	The PRC 中國	HK\$15,000,000 15,000,000 港元	—	100	Production and sales of garments 製造及銷售成衣
Dongguan Shatin Lake Side Textiles Printing & Dyeing Co., Ltd. ("Dongguan Shatin Lake Side") (note 1) 東莞沙田麗海紡織印染 有限公司 (「沙田麗海」) (附註 1)	The PRC 中國	HK\$176,197,870 (note 2) 176,197,870 港元 (附註 2)	—	95	Dyeing, printing and sales of dyed fabrics 染色、印花和銷售 色布
Enping Hui Hua Textiles Limited 恩平匯華紡織有限公司	The PRC 中國	US\$5,100,000 5,100,000 美元	—	100	Production and sales of yarns 製造及銷售胚紗

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14. Interests in Subsidiaries (Continued)

Name of subsidiary 附屬公司名稱	Place/ country of incorporation/ registration and operation 註冊成立 ／登記及 營業所在地 ／國家	Issued and fully paid share capital/ registered capital 已發行及 繳足之股本 ／登記股本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持 已發行股本 ／登記股本 面值之比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Folktune Limited 福津有限公司	Hong Kong 香港	HK\$2 2 港元	100	—	Investment holding 投資控股
Fountain Set Limited 福田實業有限公司	Hong Kong 香港	HK\$3,000,000 3,000,000 港元	100	—	Trading of dyed fabrics and yarns 色布及色紗貿易
Fountain Set Textiles (B.C.) Limited	Canada 加拿大	C\$500,000 (Common shares) 500,000 加元 (普通股)	80	—	Trading of fabrics and threads 布及線貿易
Fountain Set Textiles (Ontario) Limited	Canada 加拿大	C\$300,100 (Common shares) 300,100 加元 (普通股)	51	—	Trading of fabrics and garments 布及成衣貿易
Gold Wheat Investment Limited 金穗投資有限公司	Hong Kong 香港	HK\$2 2 港元	100	—	Property holding 持有物業
Goldlink Thread Limited 金菱線廠有限公司	Hong Kong 香港	HK\$5,000,000 5,000,000 港元	100	—	Trading of sewing threads 縫紉線貿易

14. 應佔附屬公司權益 (續)

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14. Interests in Subsidiaries (Continued)

Name of subsidiary 附屬公司名稱	Place/ country of incorporation/ registration and operation 註冊成立 ／登記及 營業所在地 ／國家	Issued and fully paid share capital/ registered capital 已發行及 繳足之股本 ／登記股本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持 已發行股本 ／登記股本 面值之比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Highscene Limited 漢盛有限公司	Hong Kong 香港	HK\$3,000,000 3,000,000 港元	—	100	Trading of yarns 胚紗貿易
Hiway Textiles Limited 海匯紡織有限公司	Hong Kong 香港	HK\$2 2 港元	—	100	Trading of garments 成衣貿易
Jiangyin Fuhui Textiles Limited 江陰福匯紡織有限公司	The PRC 中國	US\$42,000,000 42,000,000 美元	—	100	Knitting, dyeing and sales of dyed fabrics and yarns 針織、染色和銷售 色布及色紗
Jiangmen Xin Hui Hui Lian Textile Company Limited 江門市新會匯聯紡織有限公司	The PRC 中國	HK\$28,000,000 28,000,000 港元	—	100	Production and sales of yarns 製造及銷售胚紗
Lake Side Printing Factory Limited 麗海印花廠有限公司	Hong Kong 香港	HK\$2 2 港元	100	—	Trading of fabrics and investment holding 布疋貿易及投資控股
Ocean Lanka (Private) Limited	Democratic Socialist Republic of Sri Lanka 斯里蘭卡民主 社會主義共和國	RS985,000,000 985,000,000 盧比	—	60	Knitting, dyeing and sales of dyed fabrics 針織、染色和銷售 色布

14. 應佔附屬公司權益 (續)

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截至二零零五年八月三十一日止年度

14. Interests in Subsidiaries (Continued)

Name of subsidiary	Place/ country of incorporation/ registration and operation 註冊成立 /登記及 營業所在地 /國家	Issued and fully paid share capital/ registered capital 已發行及 繳足之股本 /登記股本
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附屬公司名稱

14. 應佔附屬公司權益 (續)

Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持 已發行股本 /登記股本 面值之比率		Principal activities 主要業務
Directly 直接 %	Indirectly 間接 %	

Ocean Yarn Dyeing Factory Limited 海洋染紗廠有限公司	Hong Kong 香港	HK\$2 2 港元	100	—	Investment holding 投資控股
Prosperlink (Macao Commercial Offshore) Limited 匯漢(澳門離岸商業服務)有限公司	Macao 澳門	MOP100,000 100,000 葡幣	—	100	Trading of yarns, dyestuffs and chemicals 胚紗及顏料貿易
Shaoguan City Huiye Textiles Limited 韶關市匯業紡織有限公司	The PRC 中國	HK\$1,000,000 1,000,000 港元	—	100	Production and sales of yarns 製造及銷售胚紗

Notes:

- Companies are established as cooperative joint ventures in the PRC.
- Dongguan Fuan and Dongguan Shatin Lake Side were established by the Group with certain independent third parties. Since the signing of various agreements in previous years, the Group has been entitled to all of the net profits arising from the operations of Dongguan Fuan and Dongguan Shatin Lake Side after the payment of certain fixed amounts to the above independent third parties each year for a term of 10 years up to 31st December, 2010 for Dongguan Fuan and for a term of 25 years up to 1st December, 2021 for Dongguan Shatin Lake Side, and the Group is also entitled to and responsible for all of the assets and liabilities of Dongguan Fuan and Dongguan Shatin Lake Side other than any amounts contributed by the above independent third parties.

附註:

- 於中國以合資經營之合作形式成立的公司。
- 福安及沙田麗海乃由本集團與多個獨立第三者成立。自若干合同於多年前簽署後，本集團可享有福安及沙田麗海扣除每年給予獨立第三者固定費用後之淨盈利，同時亦擁有其資產(非由上述獨立第三者所投資)及需要負擔有關之負債。福安之合同為期十年至二零一零年十二月三十一日止；而沙田麗海之合同為期二十五年至二零一一年十二月一日止。

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For the year ended 31st August, 2005

截至二零零五年八月三十一日止年度

14. Interests in Subsidiaries (Continued)

The above table includes the subsidiaries of the Company which, in the opinion of the Company's directors, principally affected the results of the Group for the year or formed a substantial portion of the assets and liabilities of the Group at the balance sheet date. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

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

15. Interests in Jointly Controlled Entities

Share of net assets of jointly controlled entities	應佔共同控制機構之資產淨值		
Amounts due from jointly controlled entities	共同控制機構所欠款項		
Less: Impairment losses recognised	減：減值損失確認		

In the opinion of the directors, the amounts due from the jointly controlled entities will not be repayable within one year of the balance sheet date and, accordingly, such amounts have been classified as non-current.

14. 應佔附屬公司權益 (續)

以上本公司之附屬公司乃基於本公司董事認為其對本年度業績及本集團於結算日之資產及負債有重要影響性而表列。本公司董事認為併列其他附屬公司詳情會引致篇幅冗長。

於本年度終結時或在本年度任何時間，附屬公司並無任何債務證券結餘。

15. 應佔共同控制機構權益

		THE GROUP 本集團	
		2005	2004
		HK\$'000	HK\$'000
		千港元	千港元
		—	409
		37,216	39,416
		37,216	39,825
		(23,487)	(26,850)
		13,729	12,975

根據董事之意見，共同控制機構所欠款項不會於結算日後之一年內償還。據此，此等款項被列為非流動項目。

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15. Interests in Jointly Controlled Entities (Continued)

Particulars of the jointly controlled entities of the Group at 31st August, 2005 are as follows:

Name of entity 機構名稱	Form of business structure 企業結構形式	Place of incorporation and operation 註冊成立及營業所在地	Proportion of nominal value of issued ordinary share capital indirectly held by the Company 本公司間接所持已發行股本面值之比率	Principal activity 主要業務
Cheong Fook Development Limited 昌福發展有限公司	Incorporated 公司組織	Hong Kong 香港	50%	Inactive 無運作
Hoopeston Limited	Incorporated 公司組織	Hong Kong 香港	50%	Property holding 持有物業
Simking Development Limited 盛境發展有限公司	Incorporated 公司組織	Hong Kong 香港	50%	Property holding 持有物業
Upperwin Development Limited 高璇發展有限公司	Incorporated 公司組織	Hong Kong 香港	50%	Inactive 無運作

15. 應佔共同控制機構權益 (續)

於二零零五年八月三十一日，本集團之共同控制機構詳情如下：

16. Inventories

16. 存貨

		THE GROUP 本集團	
		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Raw materials	原料	960,527	1,058,478
Work in progress	半製品	331,346	448,764
Finished goods	製成品	251,550	296,785
		<u>1,543,423</u>	<u>1,804,027</u>

All the inventories are stated at cost at the balance sheet date.

於結算日，所有存貨以成本價列出。

As at 31st August, 2004, raw materials of approximately HK\$544,364,000, work in progress of approximately HK\$353,228,000 and finished goods of approximately HK\$173,797,000 were carried at net realisable value.

於二零零四年八月三十一日，以可變現值列出之原料約為544,364,000港元，半製品約為353,228,000港元及製成品約為173,797,000港元。

NOTES TO THE FINANCIAL STATEMENTS • 財務報表附註

For the year ended 31st August, 2005

截至二零零五年八月三十一日止年度

17. Trade and Other Receivables

The Group allows an average credit period of 45 days to its trade customers.

The following is an aged analysis of trade receivables at the balance sheet date:

		THE GROUP 本集團	
		2005	2004
		HK\$'000	HK\$'000
		千港元	千港元
Not yet due	未到期	649,959	707,045
Overdue 1 - 30 days	過期 1 - 30 天	200,028	240,289
Overdue 31 - 60 days	過期 31 - 60 天	161,114	156,639
Overdue > 60 days	過期超過 60 天	86,198	52,206
		<u>1,097,299</u>	<u>1,156,179</u>

18. Trade and Other Payables and Bills Payable

The following is an aged analysis of trade payables at the balance sheet date:

		THE GROUP 本集團	
		2005	2004
		HK\$'000	HK\$'000
		千港元	千港元
Not yet due	未到期	347,960	294,493
Overdue 1 - 30 days	過期 1 - 30 天	21,984	24,311
Overdue 31 - 60 days	過期 31 - 60 天	10,083	3,787
Overdue > 60 days	過期超過 60 天	6,311	8,073
		<u>386,338</u>	<u>330,664</u>

All bills payable of the Group are not yet due at the balance sheet dates.

17. 營業及其他應收款項

本集團提供平均 45 天數期予營業客戶。

於結算日，營業應收款項之賬齡分析如下：

		THE GROUP 本集團	
		2005	2004
		HK\$'000	HK\$'000
		千港元	千港元
Not yet due	未到期	649,959	707,045
Overdue 1 - 30 days	過期 1 - 30 天	200,028	240,289
Overdue 31 - 60 days	過期 31 - 60 天	161,114	156,639
Overdue > 60 days	過期超過 60 天	86,198	52,206
		<u>1,097,299</u>	<u>1,156,179</u>

18. 營業及其他應付款項及應付票據

於結算日，營業應付款項之賬齡分析如下：

		THE GROUP 本集團	
		2005	2004
		HK\$'000	HK\$'000
		千港元	千港元
Not yet due	未到期	347,960	294,493
Overdue 1 - 30 days	過期 1 - 30 天	21,984	24,311
Overdue 31 - 60 days	過期 31 - 60 天	10,083	3,787
Overdue > 60 days	過期超過 60 天	6,311	8,073
		<u>386,338</u>	<u>330,664</u>

於結算日，所有本集團之應付票據乃未到期。

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19. Bank Borrowings

		19. 銀行借貸			
		THE GROUP		THE COMPANY	
		本集團		本公司	
		2005	2004	2005	2004
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Bank loans	銀行借款	2,071,800	1,941,532	1,781,000	1,319,000
Import bills loans	進口借款	130,698	294,961	—	—
Bank overdrafts	銀行透支	3,147	1,710	—	—
		<u>2,205,645</u>	<u>2,238,203</u>	<u>1,781,000</u>	<u>1,319,000</u>
Repayable as follows:	須於下列期間償還：				
Within one year or on demand	一年內或立即清償	295,645	545,413	19,500	77,000
More than one year, but not exceeding two years	一年以上但不超過兩年	533,160	401,790	440,860	288,500
More than two years, but not exceeding five years	兩年以上但不超過五年	1,049,340	1,291,000	993,140	953,500
More than five years	五年以上	327,500	—	327,500	—
		<u>2,205,645</u>	<u>2,238,203</u>	<u>1,781,000</u>	<u>1,319,000</u>
Less: Amount due within one year or on demand shown under current liabilities	減：一年內到期或立即清償金額轉入流動負債項目	<u>(295,645)</u>	<u>(545,413)</u>	<u>(19,500)</u>	<u>(77,000)</u>
Amount due after one year	一年後到期金額	<u>1,910,000</u>	<u>1,692,790</u>	<u>1,761,500</u>	<u>1,242,000</u>

Bank borrowings for the Group and the Company are unsecured at the balance sheet dates.

於結算日，本集團及本公司之銀行借貸並無抵押。

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20. Obligations under Finance Leases

20. 財務租賃應付賬款

		THE GROUP 本集團			
		Minimum lease payments 最低租賃支出		Present value of minimum lease payments 最低租賃支出 之現有價值	
		2005 HK\$'000 千港元	2004 HK\$'000 千港元	2005 HK\$'000 千港元	2004 HK\$'000 千港元
Repayable as follows:	須於下列期間償還：				
Within one year	一年內	17,400	25,527	16,728	24,425
More than one year, but not exceeding two years	一年以上但 不超過兩年	5,110	19,203	4,995	18,747
More than two years, but not exceeding five years	兩年以上但 不超過五年	440	7,591	435	7,499
		<u>22,950</u>	<u>52,321</u>		
Less: Future finance charges	減：未來之財務費用	<u>(792)</u>	<u>(1,650)</u>		
Present value of lease obligations	租賃承擔之現有價值	<u>22,158</u>	<u>50,671</u>	22,158	50,671
Less: Amount due within one year shown under current liabilities	減：一年內到期金額 轉入流動負債 項目			<u>(16,728)</u>	<u>(24,425)</u>
Amount due after one year	一年後到期金額			<u>5,430</u>	<u>26,246</u>

The Group's obligations under finance leases are secured by the lessor's charge over the leased assets.

本集團之財務租賃應付賬款乃以出租人之租賃資產作抵押。

It is the Group's policy to lease certain of its fixtures and equipment under finance leases. The average lease term is 5 years. For the year ended 31st August, 2005, the average effective borrowing rate was 2.75%. Borrowing rates are fixed at the contract date. No arrangements have been entered into for contingent rental payments.

本集團之政策乃以財務租賃方式租賃其若干裝置及設備。平均租賃年期為五年。於截至二零零五年八月三十一日止年度，平均有效借貸利率為2.75%。借貸利率均在合約日釐定。並無或然租金付還之安排。

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21. Deferred Taxation

The following are the major deferred tax liabilities (assets) recognised by the Group and the Company and movements thereon during the current and prior reporting periods:

THE GROUP

		Accelerated tax depreciation 提前稅項折舊 HK\$'000 千港元	Revaluation of properties 物業重估 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Others 其他 HK\$'000 千港元 (note) (附註)	Total 總值 HK\$'000 千港元
At 1st September, 2003	於二零零三年九月一日	9,251	33,076	(585)	1,772	43,514
Charge (credit) to the consolidated income statement	於綜合收益賬內 扣除(計入)	1,205	737	(1,074)	(4,184)	(3,316)
Credit to equity	於權益內計入	—	(189)	—	—	(189)
At 1st September, 2004	於二零零四年九月一日	10,456	33,624	(1,659)	(2,412)	40,009
Charge (credit) to the consolidated income statement	於綜合收益賬內 扣除(計入)	1,154	—	8	(5,067)	(3,905)
Credit to equity	於權益內計入	—	(1,469)	—	—	(1,469)
At 31st August, 2005	於二零零五年八月三十一日	<u>11,610</u>	<u>32,155</u>	<u>(1,651)</u>	<u>(7,479)</u>	<u>34,635</u>

Note:

Included in others represent mainly temporary differences arising from unrealised profit on inventories, unrealised profit on transfer of plant and equipment between subsidiaries and withholding tax charged on certain overseas subsidiaries.

21. 遞延稅項

本集團及本公司於本報告期間及過往報告期間確認之主要遞延稅項負債(資產)及其變動如下:

本集團

附註:

包括在其他乃主要為存貨之未變現利益、附屬公司之間機器及設備調撥之未變現利益及收取若干海外附屬公司之預扣稅。

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21. Deferred Taxation (Continued)

At 31st August, 2005, the Group has unused tax losses of approximately HK\$42,276,000 (2004: HK\$16,853,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$9,434,000 (2004: HK\$9,481,000) of such losses. No deferred tax asset has been recognised in respect of the remaining tax losses due to the unpredictability of future profit streams. Tax losses may be carried forward indefinitely.

For the purposes of balance sheet presentation, certain deferred tax assets and liabilities have been offset in accordance with the conditions set out in SSAP 12 (Revised). The following is an analysis of the deferred tax balances for financial reporting purposes:

		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	48,352	58,467
Deferred tax assets	遞延稅項資產	(13,717)	(18,458)
		<u>34,635</u>	<u>40,009</u>

21. 遞延稅項 (續)

於二零零五年八月三十一日，本集團可用作抵銷未來盈利之未運用稅項虧損約為42,276,000港元（二零零四年度：16,853,000港元）。此稅項虧損產生之已確認遞延稅項資產為9,434,000港元（二零零四年度：9,481,000港元）。其餘之稅項虧損因未能預測將來之盈利來源而未有確認為遞延稅項資產。稅項虧損可能無限期地轉存。

就資產負債表之呈列而言，若干遞延稅項資產及負債已根據會計實務準則第12條（經修訂）之規條作出抵銷。以下是財務報告呈報而言之遞延稅項結餘分析：

THE COMPANY

本公司

		Accelerated tax depreciation 提前稅項折舊 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總值 HK\$'000 千港元
At 1st September, 2003	於二零零三年九月一日	(362)	(16)	(378)
Charge to the income statement	於收益賬內扣除	<u>177</u>	<u>16</u>	<u>193</u>
At 1st September, 2004	於二零零四年九月一日	(185)	—	(185)
Charge to the income statement	於收益賬內扣除	<u>187</u>	<u>—</u>	<u>187</u>
At 31st August, 2005	於二零零五年八月三十一日	<u>2</u>	<u>—</u>	<u>2</u>

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截至二零零五年八月三十一日止年度

22. Share Capital

22. 股本

		Number of ordinary shares of HK\$0.20 each 每股面值 0.20 港元 之普通股份數目		Amount 金額	
		2005	2004	2005	2004
				HK\$'000 千港元	HK\$'000 千港元
Authorised:	法定股本：				
At beginning and end of the year	於是年度開始及終結時	<u>1,400,000,000</u>	<u>1,400,000,000</u>	<u>280,000</u>	<u>280,000</u>
Issued and fully paid:	已發行及繳足股本：				
At beginning of the year	於是年度開始時	<u>794,010,960</u>	<u>785,258,960</u>	<u>158,802</u>	<u>157,052</u>
Exercise of share options (note)	行使認股權 (附註)	<u>—</u>	<u>8,752,000</u>	<u>—</u>	<u>1,750</u>
At end of the year	於是年度終結時	<u>794,010,960</u>	<u>794,010,960</u>	<u>158,802</u>	<u>158,802</u>

Note:

附註：

During the year ended 31st August, 2004, 8,752,000 shares in the Company of HK\$0.20 each were issued upon the exercise of 8,752,000 share options at a subscription price of HK\$3.825 per share. All the shares issued for the year rank pari passu with the then existing shares in all aspects.

於截至二零零四年八月三十一日止年度內因 8,752,000 股認股權被行使而發行 8,752,000 股每股面值 0.2 港元之本公司股份。有關之認購價為每股 3.825 港元。該年度已發行之所有股份與現有股份在各方面均享同等權益。

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23. Share Options

A share option scheme (the "Option Scheme"), which will expire on 24th January, 2012, was adopted by the Company at the Extraordinary General Meeting held on 25th January, 2002. The primary purpose of the Option Scheme is to provide the Company with a flexible means of giving incentives to, rewarding, remunerating, compensating and/or providing benefits to the employees and for such other purposes as the board of directors of the Company may approve from time to time. Under the Option Scheme, the board of directors of the Company may offer to full time employees, including full time executive directors, of the Company and/or its subsidiaries who have completed the probation period options to subscribe for shares in the Company in accordance with the terms of the Option Scheme for the consideration of HK\$1 for each lot of share options granted. The total number of shares in respect of which options may be granted under the Option Scheme is not permitted to exceed 10% of the shares of the Company in issue at the date of approval of the Option Scheme. The Company may seek approval from shareholders of the Company in general meeting to refresh the 10% limit. In addition, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Option Scheme and any other share option schemes of the Company shall not exceed 30% (or such higher percentage as may be allowed under the Listing Rules) of the total number of shares in issue from time to time. The number of shares in respect of which options may be granted to any employee in any 12-month period is not permitted to exceed 1% of the total number of shares of the Company in issue, subject to approval from shareholders of the Company. Options granted must be taken within 28 days of the date of grant or such longer or shorter period as the board of directors of the Company may think fit. The minimum period for which an option must be held before it can be exercised is one year or such other period as the board of

23. 認股權

一項將於二零一二年一月二十四日到期的認股權計劃(「認股權計劃」)已於二零零二年一月二十五日舉行的特別股東大會上被採納。認股權計劃之主要目的為本公司可向僱員給予鼓勵、獎賞、報酬、補償及/或提供福利及就本公司董事會不時批准之其他目的而言提供一個靈活方式。根據認股權計劃,本公司董事會可按認股權計劃之條款授予本公司及/或其附屬公司已通過試用期的全職僱員(包括全職執行董事)認股權以認購本公司股份,每次接受認股權之代價為1港元。根據認股權計劃所授出之認股權而發行之股份總數,最多不得超過認股權計劃獲批准當日之已發行股份總數之10%。本公司可在股東大會上尋求股東批准,更新此10%之上限。惟根據認股權計劃及本公司任何其他認股權計劃已授出但尚未行使之認股權獲行使而發行之股份總數,最多不得超過本公司不時已發行股份總數之30%(或根據上市規則容許之較高上限)。除已獲股東批准外,任何一位僱員於任何十二個月期間內,其因行使將獲授認股權之股份總數,最多不得超過本公司已發行股份總數之1%。僱員必須在認股權授出日之28日或本公司董事會另訂的其他期間內接納所獲授予的認股權。僱員必須最少於授出日起計一年或本公司董事會另訂的其他期間(「持有期」)持有認股權後,才可作出認購。認購期由本公司董事會按絕對酌情權釐定,將由持有期屆滿後開

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23. Share Options (Continued)

directors of the Company may think fit commencing from the date of grant ("Hold-up period"). An option period, at the absolute discretion of the board of directors of the Company, shall commence on the expiry of the Hold-up period and expire no later than the 10th anniversary of the date of grant. The exercise price is determined by the board of directors of the Company and will be at least the highest of the followings:

- the closing price of shares at the date of grant of a share option;
- the average closing price of the shares for the five business days immediately preceding the date of grant; and
- the nominal value of a share.

The following tables disclose details of the Company's share options held by directors and employees and movements in such during the year ended 31st August, 2004:

	Share option type	Outstanding at 1.9.2003 於二零零三年九月一日結餘	Number of share options 認股權數目			Outstanding at 31.8.2004 於二零零四年八月三十一日結餘
			Exercised during the year 是年度行使	Cancelled during the year 是年度註銷		
Directors	董事	2002	560,000	(560,000)	—	—
Employees	僱員	2002	8,272,000	(8,192,000)	(80,000)	—
Total	總數		8,832,000	(8,752,000)	(80,000)	—

No share option has been granted or exercised during the year. No share option is outstanding as at 31st August, 2005.

23. 認股權 (續)

始計算及不遲於授出日後十週年屆滿。認購價由本公司董事會議定，但必須為以下三者中最高價者：

- 股份於認股權授出日的收市價；
- 股份於認股權授出日之前五個營業日之平均收市價；及
- 股份之每股面值。

於截至二零零四年八月三十一日止年度內，董事及僱員持有本公司認股權之詳情及變動如下表所披露：

本年度內並無認股權被授出或行使。於二零零五年八月三十一日亦無認股權結餘。

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23. Share Options (Continued)

Details of share options are as follows:

Share option type 認股權類別	Date of grant 授出日期	Hold-up period 持有期	Option period 認購期限	Exercise price 認購價 HK\$ 港元
2002	25.10.2002	25.10.2002 - 24.10.2003	25.10.2003 - 24.4.2004	3.825

Upon the exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which lapse or are cancelled prior to their exercise date are deleted from the register of outstanding options.

During the year ended 31st August, 2004, the weighted average closing prices of the Company's shares immediately before the dates on which the share options were exercised was HK\$5.74.

The share prices on the dates of issue of shares to directors and employees on 10th November, 2003, 21st November, 2003, 22nd December, 2003, 10th January, 2004, 16th February, 2004, 15th March, 2004 and 23rd April, 2004 were HK\$5.80, HK\$5.20, HK\$5.35, HK\$5.75, HK\$5.80, HK\$6.00 and HK\$6.00 respectively.

23. 認股權 (續)

認股權之詳情如下：

當認股權被行使時所發行之股份，本公司是以該股份之面值作股本增加記賬，及將每股認購價超出股份面值之餘數在股份溢價賬目內記賬。認股權於行使日前失效或被註銷會在認股權結餘登記冊內被刪除。

於截至二零零四年八月三十一日止年度內，本公司股份在緊接認股權被行使前日子的加權平均收市價為 5.74 港元。

於二零零三年十一月十日、二零零三年十一月二十一日、二零零三年十二月二十二日、二零零四年一月十日、二零零四年二月十六日、二零零四年三月十五日及二零零四年四月二十三日發行股份予董事及僱員的當天股份價格分別為 5.80 港元、5.20 港元、5.35 港元、5.75 港元、5.80 港元、6.00 港元及 6.00 港元。

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24. Reserves

24. 儲備

		THE COMPANY 本公司			
		Share premium 溢價 HK\$'000 千港元	Capital redemption reserve 贖回儲備 HK\$'000 千港元	Retained profits 滾存 盈利 HK\$'000 千港元	Total 總值 HK\$'000 千港元
At 1st September, 2003	於二零零三年九月一日	165,398	210	100,812	266,420
Exercise of share options	行使認股權	31,726	—	—	31,726
Profit for the year	是年度盈利	—	—	408,882	408,882
Dividends paid (note 9)	已付股息 (附註9)	—	—	(107,163)	(107,163)
At 1st September, 2004	於二零零四年九月一日	197,124	210	402,531	599,865
Profit for the year	是年度盈利	—	—	43,972	43,972
Dividends paid (note 9)	已付股息 (附註9)	—	—	(83,371)	(83,371)
At 31st August, 2005	於二零零五年八月三十一日	197,124	210	363,132	560,466

The Company's reserves available for distribution to shareholders as dividends at 31st August, 2005 represented the retained profits of approximately HK\$363,132,000 (2004: HK\$402,531,000).

於二零零五年八月三十一日，可分配為股東股息之本公司儲備（乃指滾存盈利）約為363,132,000港元（二零零四年度：402,531,000港元）。

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25. Capital Commitments

		THE GROUP 本集團	
		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the financial statements	就有關購買物業、機器及設備之已簽約但在財務報表未有載列之資本開支	157,705	188,903
Capital expenditure in respect of the acquisition of property, plant and equipment authorised but not contracted for	就有關購買物業、機器及設備之已批准但未簽約之資本開支	60,552	16,657

The Company had no significant capital commitments at the balance sheet dates.

26. Derivative Financial Instruments

At the balance sheet date, the Group carried outstanding forward contracts which entailed commitments for purchase of United States Dollars of approximately HK\$278,082,000 (2004: HK\$213,360,000). The commitments will be settled monthly with an amount ranging from approximately HK\$23 million to HK\$31 million. All acquired United States Dollars are used to settle related currency liabilities or will be disposed shortly. Hence, the commitments are not expected to have a material impact on the overall cash flow of the Group.

The Group has entered into interest rate swap contracts for certain bank borrowings. At the balance sheet date, the outstanding balances of those bank borrowings amounted to approximately HK\$275,000,000 (2004: HK\$300,000,000).

25. 資本承擔

		THE GROUP 本集團	
		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the financial statements	就有關購買物業、機器及設備之已簽約但在財務報表未有載列之資本開支	157,705	188,903
Capital expenditure in respect of the acquisition of property, plant and equipment authorised but not contracted for	就有關購買物業、機器及設備之已批准但未簽約之資本開支	60,552	16,657

於結算日，本公司並無重大的資本承擔。

26. 衍生理財工具

於結算日，本集團持有具承擔購買美元之期貨合約結餘約 278,082,000 港元（二零零四年度：213,360,000 港元）。此項承擔將每月以約二千三百萬港元至三千一百萬港元之金額結算。所有購入之美元會用作付還有關貨幣之負債或稍後沽出。因此，預期此項承擔不會對集團整體現金流量有重大影響。

本集團就部份銀行借貸已訂立利率掉期對沖合約。於結算日，該等銀行借貸之結餘金額約為 275,000,000 港元（二零零四年度：300,000,000 港元）。

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27. Operating Leases

The Group as lessee:

		THE GROUP 本集團	
		2005 HK\$'000 千港元	2004 HK\$'000 千港元
Minimum lease payments paid under operating leases during the year:	是年度就營運租賃而支付的最低租賃支出：		
Land and buildings	土地及樓宇	29,375	23,717
Plant and machinery	廠房機器	36,222	39,777
		<u>65,597</u>	<u>63,494</u>

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

於結算日，本集團就不可取消之營運租賃的未來最低租賃支出於下列到期日支付：

		THE GROUP 本集團			
		2005		2004	
		Land and buildings 土地及樓宇 HK\$'000 千港元	Plant and machinery 廠房機器 HK\$'000 千港元	Land and buildings 土地及樓宇 HK\$'000 千港元	Plant and machinery 廠房機器 HK\$'000 千港元
Within one year	一年內	18,815	28,147	25,344	37,350
In the second to fifth year inclusive	二年至五年內（首尾兩年包括在內）	87,817	76,075	100,813	127,129
Over five years	五年以上	85,626	41,464	120,699	97,106
		<u>192,258</u>	<u>145,686</u>	<u>246,856</u>	<u>261,585</u>

Leases are negotiated for terms ranging from one to twenty five years.

經磋商之租賃年期乃介乎一至二十五年之間。

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27. Operating Leases (Continued)

The Group as lessor:

Gross rental income earned from investment properties of the Group during the year was approximately HK\$9,656,000 (2004: HK\$6,416,000) less outgoings of approximately HK\$567,000 (2004: HK\$455,000).

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease receipts:

27. 營運租賃 (續)

本集團作為出租人：

本年度本集團就投資物業所賺得之租金收入總值約為9,656,000港元，(二零零四年度：6,416,000港元)扣除的支出約為567,000港元(二零零四年度：455,000港元)。

於結算日，本集團已與租戶訂立合約的未來最低租賃收入如下：

		THE GROUP 本集團	
		2005	2004
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	11,456	5,881
In the second to fifth year inclusive	二年至五年內 (首尾兩年包括在內)	20,461	5,889
Over five years	五年以上	2,534	—
		<u>34,451</u>	<u>11,770</u>

The Company had no significant operating lease commitments or arrangements at the balance sheet dates.

於結算日，本公司並無重大的營運租賃承擔或安排。

28. Contingent Liabilities

28. 或然負債

		THE GROUP 本集團	
		2005	2004
		HK\$'000	HK\$'000
		千港元	千港元
Discounted bills with recourse	附追索權之貼現票據	—	49,401
Trade receivables factored with recourse	附追索權之應收款項讓售	37,992	14,055
		<u>37,992</u>	<u>63,456</u>

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28. Contingent Liabilities (Continued)

THE COMPANY

- (a) The Company has given limited guarantees to various banks to secure general banking and loan facilities granted to certain subsidiaries. At the balance sheet date, the aggregate amounts utilised by these subsidiaries amounted to approximately HK\$803,056,000 (2004: HK\$1,288,246,000).
- (b) The Company has given limited guarantees to various banks and finance companies to secure finance lease obligations of certain subsidiaries. At the balance sheet date, the aggregate obligations of the subsidiaries under these leases amounted to approximately HK\$22,158,000 (2004: HK\$50,671,000).
- (c) At 31st August, 2004, the Company had given a limited guarantee to the lessor of a subsidiary for rental payment in respect of plant and machinery under a non-cancellable operating lease which expired in February 2005. The Company has no such guarantee at 31st August, 2005.

29. Retirement Benefits Schemes

The Group operates a defined contribution scheme registered under the Occupational Retirement Schemes Ordinance (the "ORSO Scheme") and a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Scheme Ordinance for all the eligible employees of the Group in Hong Kong. The assets of both schemes are held separately from those of the Group in funds under the control of trustees. The retirement benefits cost charged to the consolidated income statement represents the contributions payable to the funds by the Group at rates specified in the rules of the schemes.

Employees of the Group in other jurisdictions currently participate in state-sponsored pension scheme or defined contribution schemes operated by the Government of such jurisdictions. The Group are required to contribute a certain percentage of their payroll to the schemes to fund the benefits. The only obligation of the Group with respect to the schemes is to make the required contributions.

28. 或然負債 (續)

本公司

- (a) 本公司已向多間銀行給予有限制之擔保，作為該等銀行給予部份附屬公司一般貸款及借款之抵押。於結算日，該等附屬公司已運用之總額約為 803,056,000 港元（二零零四年度：1,288,246,000 港元）。
- (b) 本公司已向多間銀行及財務公司給予有限制之擔保，作為該等銀行及財務公司給予部份附屬公司財務租賃借貸之抵押。於結算日，該等附屬公司之財務租賃應付賬款總額約為 22,158,000 港元（二零零四年度：50,671,000 港元）。
- (c) 於二零零四年八月三十一日，本公司已向一附屬公司之出租人給予有限制之擔保，作為一項不可取消之廠房機器營運租賃之租金擔保。營運租賃已於二零零五年二月到期。本公司於二零零五年八月三十一日並無此類擔保。

29. 退休福利計劃

本集團營運根據職業退休計劃條例註冊成立的定額供款計劃（「職業退休計劃」）及根據強制性公積金計劃條例設立的強制性公積金計劃（「強積金計劃」）予所有合資格之本集團香港僱員。這兩個計劃的資產乃由信託人獨立持有及管理。在綜合收益賬內扣除之退休福利計劃成本乃本集團根據計劃既定比率計算之應付供款。

本集團其他司法地區之僱員現正參與該司法地區政府營運之國家退休福利計劃或定額供款計劃。本集團須將僱員薪酬之指定百分比供款予該等計劃作為福利基金。本集團對該等計劃之唯一責任是按規定作出供款。

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For the year ended 31st August, 2005

截至二零零五年八月三十一日止年度

29. Retirement Benefits Schemes (Continued)

At the balance sheet date, there was no significant forfeited contribution, which arose upon employees leaving the retirement benefits schemes, available to reduce the contribution payable in the future years.

The retirement benefits scheme contributions, net of forfeited contributions of approximately HK\$1,405,000 (2004: HK\$953,000), amounting to approximately HK\$19,048,000 (2004: HK\$16,737,000) has been charged to the consolidated income statement.

30. Related Party Transactions

During the year, the Group paid rentals amounting to approximately HK\$840,000 (2004: HK\$844,000) to a company controlled by Trustcorp Limited. Trustcorp Limited is the trustee of the Ha Trust, a discretionary trust set up by Mr. Ha Chung Fong for the benefit of his family. Mr. Ha Chung Fong is the Chairman and Managing Director of the Company. The rentals were charged in accordance with the terms of the tenancy agreements entered into between the Group and that company.

During the year, the Group sold fabrics amounting to approximately HK\$726,000 to a company controlled by the spouse of Mr. Ha Kam On, Victor, an Executive Director of the Company since 1st September, 2004. The fabrics were sold in accordance with the terms of each individual contract entered into between the Group and that company on an order by order basis.

31. Post Balance Sheet Event

As announced on 8th December, 2005, Gold Wheat Investment Limited, a wholly owned subsidiary of the Company and, as a vendor, entered into a Sale and Purchase Agreement ("S&P") with an independent third party for the disposal of pieces of leasehold land and buildings and investment properties for a cash consideration of HK\$459,650,000. The completion of the S&P is expected to take place on or before 3rd February, 2006.

29. 退休福利計劃 (續)

於結算日，因僱員退出退休福利計劃而沒收之供款並不重大，此款項並可用作扣減未來年度之應付供款。

已在綜合收益賬扣除之退休福利計劃供款金額淨值約為19,048,000港元（二零零四年度：16,737,000港元），當中已扣減沒收之供款約1,405,000港元（二零零四年度：953,000港元）。

30. 相關人士交易

本年度本集團支付租金約840,000港元（二零零四年度：844,000港元）予一間由Trustcorp Limited所控制之公司。Trustcorp Limited為the Ha Trust之受託人，而the Ha Trust為一項由夏松芳先生為其家族利益而成立之酌情信託。夏松芳先生乃本公司主席兼董事總經理。租金乃依據本集團與該公司訂立之租約條款而支付。

本年度本集團向一間由夏錦安先生之配偶所控制之公司出售約726,000港元之布疋。夏錦安先生自二零零四年九月一日起為本公司執行董事。布疋之出售乃依據本集團與該公司按個別訂單基準所訂之合約條款而執行。

31. 結算日後事項

按二零零五年十二月八日所公佈，本公司全資附屬公司金穗投資有限公司為賣方與一獨立第三者訂立一份買賣協議（「買賣協議」）以459,650,000港元之現金代價出售按租賃持有之土地及樓宇和投資物業。買賣協議預期於二零零六年二月三日或以前完成。