

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended December 31, 2005  
截至2005年12月31日止年度

### 1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its ultimate holding company is Uniocean Investments Limited, a company incorporated in British Virgin Islands. The address of the registered office of the Company is disclosed in the "Corporate Information" section to the annual report.

The Company acts as an investment holding company. The principal activities of the Group are the sale and distribution of liquefied petroleum gas, sale of electronic products and leasing of property, plant and equipment.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

### 1. 概述

本公司乃於百慕達註冊成立之受豁免有限責任公司，公司股份在香港聯合交易所有限公司（「聯交所」）上市。其最終控股公司為海聯控股有限公司，一間於英屬處女島成立之有限公司。其註冊地址於年報「公司資料」一節內披露。

本公司乃投資控股公司。本集團之主要業務為銷售和分銷液化石油氣，銷售電子產品以及租賃物業、機器及設備。

本集團以港元列示，港元亦為本公司之功能貨幣。

## Notes to the Consolidated Financial Statements (Con't)

## 綜合財務報表附註(續)

For the year ended December 31, 2005

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**2. CHANGES IN ACCOUNTING POLICIES**

In the current year, the Group has applied, for the first time, a number of new Hong Kong Financial Reporting Standards (HKFRSs), Hong Kong Accounting Standards (HKASs) and Interpretations (hereinafter collectively referred to as "new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are effective for accounting years beginning on or after January 1, 2005. The application of the new HKFRSs has resulted in a change in the presentation of the consolidated income statement, consolidated balance sheet and consolidated statement of changes in equity. In particular, the presentation of jointly controlled entity and minority interests have been changed. The changes in presentation have been applied retrospectively. The adoption of the new HKFRSs has resulted in changes to the Group's accounting policies in respect of goodwill, owner-occupied leasehold interest in land, share-based payments, investment properties and deferred taxes related to investment properties that have effect on how the results for the current or prior accounting years are prepared and presented, but no prior year adjustment has been required.

**Business combinations**

In the current year, the Group has applied HKFRS 3 Business Combinations which is effective for business combinations for which the agreement date is on or after January 1, 2005. The principal effects of the application of HKFRS 3 to the Group are summarised below:

**Goodwill**

In previous years, goodwill arising on acquisitions was capitalized on the balance sheet and amortised over its estimated useful life. The Group has discontinued amortising such goodwill from January 1, 2005 onwards and goodwill will be tested for impairment at least annually. Goodwill arising on acquisitions after January 1, 2005 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 in the current year. Comparative figures for 2004 have not been restated.

**2. 會計政策變動**

於本年內，本集團首次應用香港會計師公會新頒佈之多項香港財務報告準則、香港會計準則及詮釋(下文統稱「新香港財務報告準則」)，該等準則適用於2005年1月1日或其後開始之會計期間。應用新香港財務報告準則導致綜合收益表、綜合資產負債表及綜合權益變動表之呈列方式有所改變，尤其是有關於共同控制實體及少數股東權益之呈列方法，該呈列方法之變動已追溯應用。採用新香港財務報告準則導致本集團會計政策在商譽、業主自用土地租賃權益、以股份支付的支出、投資物業的遞延稅項出現變動，並對本會計期間或過往期間之業績編製及呈列方式構成影響，但毋須作往年調整。

**業務合併**

於本年內，本集團應用香港財務報告準則第3條「業務合併」，適用於交易日期為2005年1月1日或以後之業務合併。應用香港財務報告準則第3條對本集團構成之主要影響概述如下：

**商譽**

於過往年度，收購所產生之商譽將會於資產負債表資本化及按其可使用年期攤銷。本集團由2005年1月1日起不再將有關商譽攤銷，而商譽將至少於每年作減值測試。於2005年1月1日後因收購所產生之商譽乃按於初步確認後之成本減累計減值虧損(如有)計算。此項會計政策之變動，致使本期間不再計算任何商譽攤銷。2004年之比較數字將不會重列。

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

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**2. CHANGES IN ACCOUNTING POLICIES**  
(Continued)**Owner-occupied leasehold interest in land**

In previous years, owner-occupied leasehold land and buildings were included in property, plant and equipment and measured using the cost model. In the current year, the Group has applied HKAS 17 "Leases". Under HKAS 17, the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification, unless the lease payments cannot be allocated reliably between the land and buildings elements, in which case, the entire lease is generally treated as a finance lease. To the extent that the allocation of the lease payments between the land and buildings elements can be made reliably, the leasehold interests in land are reclassified to prepaid lease payments under operating leases, which are carried at cost and amortised over the lease term on a straight-line basis. This change in accounting policy has been applied retrospectively.

The change in accounting policy has been applied retrospectively and comparative figures have been restated. As a result of the change in accounting policy, the net book values of property, plant and equipment as at January 1, 2004 and December 31, 2004 have decreased by HK\$3,420,000 and HK\$47,600,000, respectively, and the prepaid lease payments as at January 1, 2004 and December 31, 2004 have increased by HK\$3,420,000 and HK\$47,600,000, respectively.

**2. 會計政策變動(續)****業主自用土地租賃權益**

於過往年度，業主自用租賃土地及樓宇計入物業、機器及設備，並採用成本模式計量。於本期間，本集團已採用香港會計準則第17條「租賃」。根據香港會計準則第17條，就租賃分類而言，租賃土地及樓宇之土地與樓宇部份分開計算，除非租賃款項無法可靠地在土地與樓宇部分之間作出分配，則在該情況下，整份租賃一般會被作為融資租賃處理。倘租賃款項能夠可靠地在土地與樓宇部分之間作出分配，則將土地租賃權益重新分類為預付租賃款項，該租賃款項乃按成本列賬，並於租賃期內以直線法攤銷。此會計政策變動已被追溯應用。

會計政策變動已追溯應用並已重列比較數字。基於會計政策變動，於2004年1月1日及2004年12月31日之賬面淨值分別下降了3,420,000港元及47,600,000港元，而2004年1月1日及2004年12月31日之預付租賃款項增加了3,420,000港元及47,600,000港元。

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## 綜合財務報表附註(續)

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**2. CHANGES IN ACCOUNTING POLICIES**  
(Continued)**Share-based payments**

In the current year, the Group has applied HKFRS 2 "Share-based payment" which requires an expense to be recognised where the Group buys goods or obtains services in exchange for shares or rights over shares ("equity-settled transactions"), or in exchange for other assets equivalent in value to a given number of shares or rights over shares ("cash-settled transactions"). The principal impact of HKFRS 2 on the Group is in relation to the expensing of the fair value of share options granted to directors and employees of the Company, determined at the date of grant of the share options, over the vesting period. Prior to the application of HKFRS 2, the Group did not recognise the financial effect of these share options until they were exercised. The Group would apply HKFRS 2 to share options granted on or after January 1, 2005. In relation to share options granted before January 1, 2005, the Group chooses not to apply HKFRS 2 with respect to share options granted on or before November 7, 2002 and vested before January 1, 2005. No share options were granted after November 7, 2002.

**Investment properties**

In the current year, the Group has, for the first time, applied HKAS 40 Investment Property. The Group has elected to use the fair value model to account for its investment properties which requires gains or losses arising from changes in the fair value of investment properties to be recognised directly in the profit or loss for the year in which they arise. In previous years, investment properties under the predecessor Standard were measured at open market values, with revaluation surplus or deficit credited or charged to investment property revaluation reserve unless the balance on this reserve was insufficient to cover a revaluation decrease, in which case the excess of the revaluation decrease over the balance on the investment property revaluation reserve was charged to the income statement. Where a decrease had previously been charged to the income statement and revaluation subsequently arose, that increase was credited to the income statement to the extent of the decrease previously charged. The Group has applied the relevant transitional provisions in HKAS 40 and elected to apply HKAS 40 from January 1, 2005 onwards.

As a result of the change in accounting policy, a gain of change in fair value of investment properties of HK\$1,141,000 is credited to the consolidated income statement in the current year.

**2. 會計政策變動(續)****以股份支付之支出**

於本年度，本集團已應用香港財務報告準則第2條「以股份支付之支出」，規定本集團以購買之貨品或獲取之服務交換股份或享有股份之權利（「權益結算交易」）或用以交換價值相當於指定數目之股份或享有股份或權利之其他資產（「現金結算交易」）時須確認為支出入賬。香港財務報告準則第2條對於本集團之主要影響乃關乎本公司董事及僱員購股權於授出日期釐定之公平值，須於歸屬期內支銷。在應用香港財務報告準則第2條之，本集團僅於購股權行使後始確認其財務影響。本集團於2005年1月1日以後授出之購股權須追溯應用香港財務報告準則第2條。關於2005年1月1日以前授出之購股權，本集團選擇不會對2002年11月7日或以前授出及於2005年1月1日前尚未歸屬之購股權追溯應用香港財務報告準則第2條。於2002年11月7日後並無授出購股權。

**投資物業**

於本年度，本集團首次應用香港會計準則第40條「投資物業」。本集團選擇將旗下投資物業以公平值模式入賬，此模式規定將投資物業之公平值變動所產生之收益或虧損直接確認於有關損益產生期內之損益。在以往年度根據前準則之規定，投資物業以公開市值計量，重估盈餘或虧蝕撥入投資物業重估儲備，除非儲備結餘不足以彌補重估所產生之減值，則重估減值高出投資物業重估儲備結餘之數額自收益表扣除。若減值已於早前自收益表扣除而其後之重估出現升值，則升值按之前的減幅列入收益表。本集團已應用香港會計準則第40條之相關過渡性條文，並選擇由2005年1月1日起應用香港會計準則第40條。

基於會計政策之變動，1,141,000港元之投資物業公平值改變盈餘已計入本年度之綜合收益表。

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

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**2. CHANGES IN ACCOUNTING POLICIES**  
(Continued)**Deferred taxes related to investment properties**

In previous years, deferred tax consequences in respect of revalued investment properties were assessed on the basis of the tax consequence that would follow from recovery of the carrying amount of the properties through sale in accordance with the predecessor Interpretation. In the current year, the Group has applied HK(SIC) Interpretation 21 Income Taxes — Recovery of Revalued Non-Depreciable Assets which removes the presumption that the carrying amount of investment properties is to be recovered through sale. Therefore, the deferred tax consequences of the investment properties are now assessed on the basis that reflect the tax consequences that would follow from the manner in which the Group expects to recover the property at each balance sheet date. In the absence of any specific transitional provisions in HK(SIC) Interpretation 21, this change in accounting policy has been applied retrospectively. This change has had no material effect on the results for the current or prior accounting years.

**2. 會計政策變動(續)****與投資物業有關之遞延稅項**

於過往年度，過往詮釋規定重估投資物業所產生之遞延稅項影響乃按透過出售而收回有關物業之賬面值而產生之稅務影響之基準作出評估。在本年度，本集團採納香港(詮釋常務委員會)詮釋第21號所得稅 — 收回經重估之不可折舊資產，不再假設投資物業賬面值可透過出售而收回。因此，投資物業之遞延稅項影響現按本集團預期於每個結算日有關物業可收回之數額之基準進行評估。由於香港(詮釋常務委員會)詮釋第21號並無任何具體過渡規定，此項會計政策變動已追溯應用。是項變動對本年或過往會計年度並無重大影響。

## Notes to the Consolidated Financial Statements (Con't)

## 綜合財務報表附註(續)

For the year ended December 31, 2005

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2. CHANGES IN ACCOUNTING POLICIES  
(Continued)

The Group has not early applied the following new Standards, Amendments and interpretations ("INTS") that have been issued but are not yet effective. The directors of the Company anticipate that the application of these new Standards, Amendments or INTS will have no material impact on the financial statements of the Group.

HKAS 1 (Amendment)	Capital disclosures <sup>1</sup>
HKAS 19 (Amendment)	Actuarial gains and losses, group plans and disclosures <sup>2</sup>
HKAS 21 (Amendment)	Net investment in a foreign operation <sup>2</sup>
HKAS 39 (Amendment)	Cash flow hedge accounting of forecast intragroup transactions <sup>2</sup>
HKAS 39 (Amendment)	The fair value option <sup>2</sup>
HKAS 39 & HKFRS 4 (Amendments)	Financial guarantee contracts <sup>2</sup>
HKFRS 6	Exploration for and evaluation of mineral resources <sup>2</sup>
HKFRS 7	Financial instruments: Disclosures <sup>1</sup>
HK(IFRIC) — INT 4	Determining whether an arrangement contains a lease <sup>2</sup>
HK(IFRIC) — INT 5	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds <sup>2</sup>
HK(IFRIC) — INT 6	Liabilities arising from participating in a specific market — waste electrical and electronic equipment <sup>3</sup>
HK(IFRIC) — INT 7	Applying the restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies <sup>4</sup>

## 2. 會計政策變動(續)

本集團並無提前採納以下已頒佈但尚未生效之新準則、修訂及詮釋(「詮釋」)。董事會預期，採納該等準則、修訂或詮釋將不會對本集團之財務報告造成重大影響。

香港會計準則第1號(經修訂)	資本披露 <sup>1</sup>
香港會計準則第19號(經修訂)	精算損益、集團計劃及披露 <sup>2</sup>
香港會計準則第21號(經修訂)	境外業務投資淨額 <sup>2</sup>
香港會計準則第39號(經修訂)	預測集團內公司間交易之現金流量對沖會計處理法 <sup>2</sup>
香港會計準則第39號(經修訂)	公平值之選擇 <sup>2</sup>
香港會計準則第39號及香港財務報告準則第4號(經修訂)	財務擔保合約 <sup>2</sup>
香港財務報告準則第6號	礦產資源之勘探及評估 <sup>2</sup>
香港財務報告準則第7號	金融工具：披露 <sup>1</sup>
香港(國際財務報告詮釋委員會)詮釋第4號	釐定安排是否包含租賃 <sup>2</sup>
香港(國際財務報告詮釋委員會)詮釋第5號	解除運作、復原及環境修復基金產生權益之權利 <sup>2</sup>
香港(國際財務報告詮釋委員會)詮釋第6號	參與特定市場產生之負債 — 廢除電力及電子設備 <sup>3</sup>
香港(國際財務報告詮釋委員會)詮釋第7號	根據香港會計準則第29號惡性通貨膨脹經濟下之財務報告採用重列法 <sup>4</sup>

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**2. CHANGES IN ACCOUNTING POLICIES**  
*(Continued)*

- 1 Effective for annual periods beginning on or after January 1, 2007.
- 2 Effective for annual periods beginning on or after January 1, 2006.
- 3 Effective for annual periods beginning on or after December 1, 2005.
- 4 Effective for annual periods beginning on or after March 1, 2006.

**3. SIGNIFICANT ACCOUNTING POLICIES**

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

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Companies Ordinance.

**Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to December 31 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 intra-group transactions, balances, income and expenses are eliminated on consolidation.

**2. 會計政策變動(續)**

- 1 於2007年1月1日或其後開始之年度期間生效。
- 2 於2006年1月1日或其後開始之年度期間生效。
- 3 於2005年12月1日或其後開始之年度期間生效。
- 4 於2006年3月1日或其後開始之年度期間生效。

**3. 主要會計政策**

綜合財務報表乃根據過往成本會計法而編撰，並已就投資物業之重估作出調整。

綜合財務報表乃根據香港會計師公會所頒佈之香港財務報告準則編製。此外，綜合財務報告載有香港聯合交易所有限公司證券上市規則及香港公司條例規定之適用披露事項。

**綜合基準**

綜合財務報表乃綜合本公司及各附屬公司截至每年12月31日止之財務報表。

年內所收購或所出售附屬公司之業績自收購日期起或至出售日期止(視乎情況而定)已計入綜合收益表。

所有集團內交易、結餘、收入及支出均於綜合賬目對銷。



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**3. SIGNIFICANT ACCOUNTING POLICIES**  
(Continued)**Basis of consolidation (Continued)**

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

**Goodwill****Goodwill arising on acquisitions prior to January 1, 2005**

Goodwill arising on acquisition of a subsidiary or a jointly controlled entity for which the agreement date is before January 1, 2005 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 or jointly controlled entity at the date of acquisition.

For previously capitalised goodwill arising on acquisitions, prior to January 1, 2005, the Group has discontinued amortisation from January 1, 2005 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill relates may be impaired (see the accounting policy below).

**Goodwill arising on acquisitions on or after January 1, 2005**

Goodwill arising on an acquisition of a subsidiary or a jointly controlled entity for which the agreement date is on or after January 1, 2005 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 or jointly controlled entity at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

**3. 主要會計政策 (續)****綜合基準 (續)**

綜合附屬公司淨資產內之少數股東所佔權益與本集團所佔之權益分開列賬。少數股東於淨資產之權益包括該等權益於原業務合併日期之數額及少數股東應佔該合併日期以來之股本變動。適用於少數股東的虧損超出於附屬公司股權的少數股東權益的數額將在本集團的權益中作出分配，惟少數股東具約束力責任及可以其他投資補足虧損者除外。

**商譽****於2005年1月1日前因收購而產生之商譽**

收購一家附屬公司或共同控制實體(協議於2005年1月1日之前)產生之商譽乃指收購成本超過本集團在收購當日應佔相關附屬公司或共同控制實體可識別資產及負債之公平值。

對於2005年1月1日前因收購產生而原先已資本化之商譽，本集團自2005年1月1日起不再繼續攤銷，而有關商譽每年進行減值測試，以及凡與商譽有關之賺取現金單位可能出現減值之跡象時進行減值測試(見下文會計政策)。

**於2005年1月1日或之後因收購而產生之商譽**

收購一家附屬公司或共同控制實體(協議日期為於2005年1月1日或之後)產生之商譽乃指收購成本超過本集團於收購當日應佔相關附屬公司或共同控制實體可識別資產、負債及或然負債公平值之權益之差額。有關商譽乃按成本減任何累計減值虧損列賬。



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綜合財務報表附註(續)

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**3. SIGNIFICANT ACCOUNTING POLICIES**  
(Continued)**Goodwill (Continued)****Goodwill arising on acquisitions on or after January 1, 2005 (Continued)**

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the balance sheet. Capitalised goodwill arising on an acquisition of a jointly controlled entity (which is accounted for using the equity method) is included in the cost of the investment of the relevant jointly controlled entity.

For the purposes of impairment testing, goodwill arising from an acquisition of a subsidiary 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 or a jointly controlled entity, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

**Jointly controlled entities**

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

**3. 主要會計政策 (續)****商譽 (續)****於2005年1月1日或之後因收購而產生之商譽 (續)**

收購附屬公司產生之資本化商譽乃於資產負債表內分開列賬。收購一共同控制實體產生之資本化商譽(採用權益法列賬)列入相關共同控制實體之投資成本。

就減值而言，收購附屬公司所產生之商譽乃被分配到各有關賺取現金單位，或賺取現金單位之組別，預期彼等從收購之協同效應中受益。已獲分配商譽之賺取現金單位每年及凡單位有可能出現減值之跡象時進行減值測試。就於某個財政年度之收購所產生之商譽而言，已獲分配商譽之現金賺取單位於該財政年度完結前進行減值測試。當賺取現金單位之可收回金額少於該單位之賬面值，則減值虧損被分配，首先削減分配到該單位之任何商譽之賬面值，其後以單位各資產之賬面值為基準按比例分配到該單位之其他資產。商譽之任何減值虧損乃直接於損益表內確認。商譽之減值虧損於其後期間不予撥回。

其後出售附屬公司或共同控制實體，則被資本化之商譽之應佔金額於出售時計入釐定損益之金額。

**共同控制實體**

由合營者成立一間各自擁有權益的獨立企業的合營安排視為共同控制實體。

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**3. SIGNIFICANT ACCOUNTING POLICIES**  
(Continued)**Jointly controlled entities (Continued)**

For goodwill arising on an acquisition of a jointly controlled entity, the goodwill included in the carrying amount of interests in a jointly controlled entity is not separately tested for impairment. Instead, the entire carrying amount of the interests in a jointly controlled entity is tested for impairment by comparing the Group's share of the present value of the estimated future cash flows expected to be generated by the jointly controlled entity with its carrying amount. Any impairment loss identified is recognized and is allocated first to goodwill.

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the profit or loss and of changes in equity of the jointly controlled entities, less any identified impairment loss. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity, the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

When a group entity transacts with a jointly controlled entity of the Group, unrealised profits or losses are eliminated to the extent of the Group's interest in the jointly controlled entity, except to the extent that unrealised losses provide evidence of an impairment of the asset transferred, in which case, the full amount of losses is recognised.

**Revenue recognition**

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

Interest income from bank deposits is accrued on a timely basis, by reference to the principal outstanding and at the interest rate applicable, which is the rate that exactly discounts the estimate future cash receipts through the expected life of the financial assets to that asset's net carrying amount.

**3. 主要會計政策 (續)****共同控制實體 (續)**

就收購共同控制實體所產生之商譽，該商譽包括在共同控制實體權益賬面值，不會分開進行減值測試。全部共同控制實體權益賬面值之減值測試，乃通過比較集團所佔共同控制實體權益之預期未來現金流量之現值與其賬面值。商譽之任何減值虧損乃直接於損益表內確認及分配到該商譽。

共同控制實體之業績、資產及負債乃以會計權益法綜合入財務資料。根據權益法，於共同控制實體之投資乃按成本於綜合資產負債表中列賬，並就本集團分佔該共同控制實體之損益及權益變動之收購後變動作出調整，以及減去任何已識別之減值虧損。當本集團分佔某共同控制實體之虧損相等於或超出其於該共同控制實體之權益，則本集團不再繼續確認其分佔之虧損乃被撥備，而負債僅以本集團已產生法定或推定責任或代表該共同控制實體作出付款者為限被確認。

集團實體與本集團一共同控制實體產生交易，未實現溢利或虧損將予撤銷，以本集團在此共同控制實體權益為限，惟未實現虧損證實了轉移資產減值除外，在此情況下，虧損全數將予確認。

**收入確認**

貨物銷售乃於貨物已付運及所有權已移交時確認。

銀行存款利息收入根據本金結餘及適用利率按時間比例計算入賬。而適用利率為透過財務資產之預期可用年期將估計日後現金收據實際折讓至該資產之賬面淨值之比率。

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**3. SIGNIFICANT ACCOUNTING POLICIES**  
(Continued)**Revenue recognition** (Continued)

Rental income under operating leases is recognised on a straight line basis over the respective lease terms.

**Property, plant and equipment**

Property, plant and, equipment, other than construction in progress, are stated at cost less depreciation and accumulated impairment losses, if any.

Depreciation and amortisation is provided to write off the cost, other than construction in progress, over their estimated useful lives, using the straight-line method, at the following rates per annum:

Buildings	Over the term of the lease
Leasehold improvements	20% to 33 $\frac{1}{3}$ %
Toolings	33 $\frac{1}{3}$ %
Plant and machinery	10% to 33 $\frac{1}{3}$ %
Gas plant and facilities	Over the lease term of plant
Gas pumps and equipment	10% to 33 $\frac{1}{3}$ %
Furniture, fixtures and equipment	15% to 16 $\frac{2}{3}$ %
Motor vehicles	16 $\frac{2}{3}$ % to 33 $\frac{1}{3}$ %

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the income statement in the year in which the item is derecognised.

**Construction in progress**

Construction in progress represents construction cost of factory and is stated at costs less impairment loss identified. Cost includes development expenditure and other attributable expenses capitalised.

When the construction is completed, the factory and plant will be transferred to appropriate asset categories and depreciated in accordance with the Group's accounting policies.

**3. 主要會計政策 (續)****收入確認 (續)**

經營租約之租金收入按有關租期以直線基準計算入賬。

**物業、機器及設備**

除在建工程外，物業、機器及設備乃按成本值扣減折舊及累積減值入賬(如有)。

除在建工程外，物業、機器及設備按估計可使用年期以直線法按下列年率撇銷成本而作出折舊及攤銷撥備：

樓宇	按租約年期
租賃物業裝修	20%至33 $\frac{1}{3}$ %
工具	33 $\frac{1}{3}$ %
機器及設備	10%至33 $\frac{1}{3}$ %
氣庫及設施	按氣庫租約年期
氣泵及設備	10%至33 $\frac{1}{3}$ %
傢俬、裝置及設備	15%至16 $\frac{2}{3}$ %
汽車	16 $\frac{2}{3}$ %至33 $\frac{1}{3}$ %

物業、機械及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。資產取消確認產生之任何收益或虧損(按該項目之出售所得款項淨額及賬面值間之差額計算)於該項目取消確認之年度計入收益表。

**在建工程**

在建工程指工廠建築成本，以成本扣減已確認減值入賬。成本包括開發經費和其他經資本化之有關開支。

當建築工程完成後，有關工廠和機器將轉入適當的資產類別並根據集團的會計政策折舊。

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綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

**3. SIGNIFICANT ACCOUNTING POLICIES**  
(Continued)**Investment properties**

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the year in which they arise.

**Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

**Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the year in which they arise, except for exchange differences arising on a monetary item that forms part of the Group's net investment in a foreign operation, in which case, such exchange differences are recognised in equity in the consolidated financial statements. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

**3. 主要會計政策 (續)****投資物業**

於初步確認時，投資物業按成本計算，包括任何直接應佔支出。於初步確認後，投資物業採用公平值模式計算。投資物業之公平值變動所產生之損益計入產生期間內之損益表。

**存貨**

存貨按成本值及可變現淨值兩者之較低者入賬。成本以先入先出方法計算。

**外幣**

於編製各個別集團實體之財務報告時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為功能貨幣(如該實體經營所在主要經濟地區之貨幣)記賬。於各結算日，以外幣定值之貨幣項目均按結算日之適用匯率重新換算。按公平值以外幣定值之非貨幣項目乃按於公平值釐定當日之適用匯率重新換算。按外幣過往成本計量之非貨幣項目毋須重新換算。

於結算及換算貨幣項目時產生之匯兌差額均於彼等產生期間內於損益表中確認，惟組成本集團海外業務之投資淨額部分之貨幣項目所產生之匯兌差額除外，在此情況下，有關匯兌額乃於綜合財務報告中確認為股本權益。結算貨幣項目及重新換算貨幣項目時產生的匯兌差額於年內計入損益表。惟重新換算非貨幣項目差生的差額有關的損益直接於股本確認。至於非貨幣項目，任何損益的匯兌部分亦直接於股本確認。

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

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**3. SIGNIFICANT ACCOUNTING POLICIES**  
(Continued)**Foreign currencies** (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the year, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the exchange reserve). Such exchange differences are recognised in profit or loss in the year in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after January 1, 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the balance sheet date. Exchange differences arising are recognised in the translation reserve.

Goodwill and fair value adjustments arising on acquisitions of foreign operations prior to January 1, 2005 are treated as non-monetary foreign currency items of the acquirer and reported using the historical exchange rate prevailing at the date of the acquisition.

**Borrowing costs**

All borrowing costs are recognised as and included in finance costs in the income statement in the year in which they are incurred.

**Leasing**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

**3. 主要會計政策(續)****外幣(續)**

就呈列綜合財務報告而言，本集團海外經營業務之資產及負債乃按於結算日之適用匯率換算為本集團之列賬貨幣(即港元)，而其他收入及支出乃按該年度之平均匯率進行換算，除非匯率於該期間內出現大幅波動則作別論，於此情況下，則採用於換算當日之適用匯率。所產生之匯兌差額(如有)乃確認作權益之獨立部分(匯兌儲備)。該等匯兌差額乃於海外業務被出售之期間內於損益表內確認。

於2005年1月1日或之後，於收購海外業務時產生之有關收購可識別資產之商譽及公平值調整乃作為該海外經營業務之資產及負債處理，並按於結算日之適用匯率進行換算。產生之匯兌差額乃於匯兌儲內確認。

於2005年1月1日前收購海外經營業務而產生之商譽及公平值調整，乃作為收購者之非貨幣外幣項目處理，以收購日之歷史匯兌率記錄。

**借貸成本**

所有借貸成本於產生之年度列入收益表之融資成本內。

**租賃**

凡租賃之條款規定擁有權所附帶之一切風險及報酬實質上轉移至承租人者，該租賃即歸類為融資租賃。其他租賃全部列作經營租賃。

## Notes to the Consolidated Financial Statements (Con't)

## 綜合財務報表附註(續)

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**3. SIGNIFICANT ACCOUNTING POLICIES**  
(Continued)**Leasing** (Continued)*The Group as lessor*

Rental income from operating leases is recognised in the income statement on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

*The Group as lessee*

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

**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 items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis 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 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)****租賃 (續)***本集團作為出租人*

經營租賃之租金收入乃按相關租賃年期以直線法於損益表確認。於協商及安排經營租賃時引致之初步直接成本乃加至租賃資產之賬面值，並按租賃年期以直線法確認作一項支出。

*本集團作為承租人*

根據經營租賃之應付租金乃按相關租賃年期以直線法於損益表扣除。因訂立一項經營租賃作為獎勵之已收及應收福利乃以直線法按租賃年期確認作租金支出減少。

**稅項**

所得稅支出為當期應付稅項加上遞延稅項的總和。

當期應付稅項按年度應課稅溢利計算。應課稅溢利由於不包括其他年度的應課稅收入或可扣稅支出項目，亦不計入毋須課稅或不獲扣稅的收益表項目，因而與收益表所示純利數額不同。本公司之即期稅項負債乃按結算日已實行或大致上已實行之稅率計算。

遞延稅項為基於資產負債在財務報表的帳面值與計算應課稅溢利的相關稅基之間的差額，而須繳付或可獲退回的數額，按資產負債表負債法入帳。如出現應課稅暫時差額，一般一律確認為遞延稅項負債，而遞延稅項資產則於有可能出現可利用暫時差額扣稅之應課稅溢利時確認。然而，若暫時差額是基於商譽或因一項既不影響應課稅亦不影響會計溢利的交易(業務合併除外)而首次確認其他資產及負債所導致，則不會確認有關遞延稅務資產和負債。



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## 綜合財務報表附註(續)

For the year ended December 31, 2005

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**3. SIGNIFICANT ACCOUNTING POLICIES**  
(Continued)**Taxation** (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, and interests in joint ventures, 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 year 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.

**Retirement benefit cost**

Payments to state-managed retirement benefit scheme and the Mandatory Provident Fund Scheme are charged as an expense as they fall due.

**Financial instruments**

Financial assets and financial liabilities are recognised on the balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**3. 主要會計政策(續)****稅項(續)**

遞延稅項負債乃按附屬公司之投資及共同控制實體之權益所產生之應繳稅項暫時差額而確認，除非本集團可控制暫時差額之撥回，且該等差額於可見將來可能不會撥回的情況下，則不會確認遞延稅項負債。

遞延稅務資產的賬面值定期在結算日檢討。如應課稅溢利不大可能足以恢復全部或部份資產，則會作出撇減。

遞延稅項按預期適用於清償負債或變賣資產期間之適用稅率計算。遞延稅項在收益表中入賬或扣除。然而，若遞延稅項關乎直接在資本帳中入賬或扣除的項目，則會在資本帳中處理。

**退休福利成本**

國營退休福利計劃及強制性公積金計劃之支出按其到期支付日以支出入賬。

**金融工具**

財務資產及財務負債乃當某集團實體成為工具合同條文之訂約方時在資產負債表上確認。財務資產及財務負債按公平值初步確認。收購或發行財務資產及財務負債直接應佔之交易成本(於損益表按公平值計算之財務資產及財務負債除外)乃於初步確認時加入財務資產或財務負債之公平值或自財務資產或財務負債之公平值內扣除(如合適)。收購於損益表按公平值計算之財務資產或財務負債直接應佔之交易成本即時於損益表內確認。



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## 綜合財務報表附註(續)

For the year ended December 31, 2005

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**3. SIGNIFICANT ACCOUNTING POLICIES**  
(Continued)**Financial instruments** (Continued)**Financial assets**

The Group's financial assets are classified as loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

**Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables including bank balances, deposits, trade debtors and other debtors, amount due from a jointly controlled entity, amount due from minority shareholders of subsidiaries, amount due from a former shareholder of a subsidiary are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

**Financial liabilities and equity**

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**3. 主要會計政策 (續)****金融工具 (續)****財務資產**

本集團之財務資產歸入貸款及應收款項。所有定期購買或出售財務資產乃按交易日基準確認及不再確認。定期購買或出售乃購買或出售財務資產，並要求於市場上按規則或慣例設定之時間框架內付運資產。所採納之與各類財務資產有關之會計政策乃載於下文。

**貸款及應收款項**

貸款及應收款項乃於現行市場所報之固定或可釐定付款之非衍生財務資產。於初步確認後之各結算日，貸款及應收款項(包括銀行結餘、按金、應收貿易賬款及其他應收賬款、應收一共同控制實體之款項、應收附屬公司少數股東之款項、應收一附屬公司前股東之款項)均按採用實際利率法計算之已攤銷成本減任何已識別減值虧損入賬。減值虧損於可客觀證明資產減值時於損益表中確認，並按該資產之賬面值與按原先實際利率折讓之估計未來現金流量之現值間的差額計量。當資產之可收回數額增加乃確實與於確認減值後所引致之事件有關時，則減值虧損會於隨後會計期間予以回撥，惟該資產於減值被回撥之日之賬面值不得超過未確認減值時之已攤銷成本。

**財務負債及權益**

集團實體發行之財務負債及股本工具乃根據合同安排之性質與財務負債及股本工具之定義分別。

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

**3. SIGNIFICANT ACCOUNTING POLICIES**  
(Continued)**Financial instruments** (Continued)**Financial liabilities and equity** (Continued)

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

**Financial liabilities**

Financial liabilities including trade creditors, bills payable, other creditors, accrued charges and borrowings are subsequently measured at amortised cost, using the effective interest rate method.

**Equity instruments**

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

**Impairment losses (other than goodwill)**

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is 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)****金融工具 (續)****財務負債及權益 (續)**

股本工具乃證明本集團於扣減所有負債後之資產中擁有剩餘權益之任何合同。就財務負債及股本工具所採納之會計政策乃載於下文：

**財務負債**

財務負債包括應付貿易賬款、應付票據、其他應付賬款、應計費用及借款乃隨後採用實際利率法按已攤銷成本計算。

**股本工具**

本公司發行之股本工具乃按已收所得款項(扣除直接發行成本)記賬。

**減值虧損(商譽除外)**

本集團於年結日評估其有形及無形資產之賬面值，以確定該等資產有否減值虧損之跡象。倘若一項資產之可收回值低於其賬面值，則該項資產之賬面值即被減至與可收回值。減值虧損應立即確認為支出。

於回撥減值虧損時，資產之賬面值可調高至重新釐定之可收回值，惟不可高於該資產於過往未減值虧損前之賬面值。撥回之減值虧損可即時被確認為收入。

## Notes to the Consolidated Financial Statements (Con't)

## 綜合財務報表附註(續)

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**4. KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the process of applying the Group's accounting policies which are described in note 3, management has made the following estimates that have significant effect on the amounts recognised in the financial statements. The key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are also discussed below.

**Depreciation and amortisation**

The Group's net book value of property, plant and equipment as at December 31, 2005 was approximately HK\$170,094,000. The Group depreciates the plant and machinery on a straight line basis over the estimated useful lives of ranging from three to twenty years, and after taking into account of their estimated residual value, using the straight-line method, at the rate ranging from 5% to 33 $\frac{1}{3}$ % per annum, commencing from the date the equipment is placed into productive use. The estimated useful lives and dates that the Group places the equipment into productive use reflects the directors' estimate of the periods that the Group intend to derive future economic benefits from the use of the Group's plant and equipment.

**Allowance for bad and doubtful debts**

The policy for allowance of bad and doubtful debts of the Group is based on the evaluation of collectability and aged analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting a difference between the receivables carrying amounts and the present value of the estimated future cash flows discounted at the original effective interest rate, additional allowances may be required.

**4. 關鍵不確定性之主要來源**

在應用附註3所述之集團會計政策之過程中，管理層已作出以下估計，而有關估計對財務報表確認之賬面值造成重大影響。不確定估計會造成須對下一個財政年度內資產及負債賬面值作出重大調整之重大風險。該等估計不確定性之主要來源如下：

**折舊及攤銷**

本集團於2005年12月31日物業、機器及設備之賬面淨值為170,094,000港元。本集團以直線法對其機器及設備於其估計可使用年期3至20年內進行減值處理，經計及其估計剩餘價值，採用直線法以年利率5%至33 $\frac{1}{3}$ %，由設備投入生產之日開始計算。估計可使用年期及本集團將設備投入生產之日期乃反映董事於該期間內之估計，即本集團計劃將來從機器及設備之使用中可獲取之經濟利益。

**壞賬及呆賬撥備**

本集團呆壞賬撥備政策以可收回性評估、賬齡分析及管理層判斷為基礎。評估該等應收賬款之最終變現能力需要進行大量判斷，包括客戶之現時信譽及過往收款歷史記錄。倘本集團客戶財務狀況日趨惡化，導致應收賬款之金額與於原有有效利率估計日後現金流動折扣現有價值間存有差異，則須提撥額外準備。

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綜合財務報表附註(續)

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**4. KEY SOURCES OF ESTIMATION UNCERTAINTY**  
(Continued)**Estimated impairment of goodwill**

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at December 31, 2005, the carrying amount of goodwill is approximately HK\$61,893,000 (net of accumulated impairment loss of HK\$45,576,000). Details of the recoverable amount calculation are disclosed in note 20.

**Income taxes**

As at December 31, 2005, a deferred tax asset of approximately HK\$2,326,000 in relation to unused tax losses has been recognised in the Group's consolidated balance sheet. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the consolidated income statement for the year in which such a reversal takes place. Details of unused tax losses not recognised amounted to approximately HK\$104,101,000 (2004: HK\$129,871,000) are disclosed in note 32. The unused tax losses not recognised may be capitalised as deferred tax asset depends on whether the actual future profits generated are more than expected, a material capitalisation of deferred tax assets may arise, which would be recognised in the consolidated income statement for the year in which such a capitalisation takes place.

**4. 關鍵不確定性之主要來源 (續)****商譽之預計減值**

釐定商譽是否減值須對獲分派商譽之賺取現金單位之使用價值作出估計。使用價值計算要求本集團估計預期產生自賺取現金單位之日後現金流動及合適之折現率以計算現值。當真正日後現金流動少於預期，便會引起重大減值虧損。截至2005年12月31日，商譽之賬面價值為61,893,000港元(累計減值虧損淨額61,893,000港元)。可收回金額計算方法之詳情披露於附註20。

**所得稅**

於2005年12月31日，有關未動用稅項虧損之遞延稅項資產約2,326,000港元已於本集團之綜合資產負債表中確認。變現遞延稅項資產主要有賴於是否有足夠未來溢利或將來可供利用之應課稅暫時差額而定。倘產生之未來實際溢利乃少於預期溢利，遞延稅項資產可能會予以實質撥回，於有關撥回發生期間之綜合收益表內確認。104,101,000港元(2004: 129,871,000港元)未確認之未動用稅項虧損之詳情披露於附註32。未確認之未動用稅項虧損可能被資本化為遞延稅項資產，視乎將來產生之真正溢利是否大於預期。遞延稅項可能發生重大資本化，在資本化發生的年度於綜合收益表內確認。

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## 綜合財務報表附註(續)

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**5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's major financial instruments include bank balances and cash, pledged bank deposits, borrowings, trade debtors, other debtors, deposits, trade creditors and bills payable, other creditors and accrued charges. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**Market risk****(i) Currency risk**

Several subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk. Certain bank balances and cash, pledged bank deposits, trade debtors, trade creditors and bills payable and borrowings of the Group are denominated in foreign currencies. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

**(ii) Interest rate risk**

The Group's bank balances have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances and bank loans.

In addition, the Group has exposure to fair value interest rate through the impact of the rate changes on pledged bank deposits which are carried at fixed interest rate. The directors consider the Group's exposure to interest rate risk is not significant as interest bearing bank balances are within short maturity periods.

**5. 財務風險管理目標及政策**

本集團之主要財務工具包括銀行結餘及現金、已抵押銀行存款、借款、應收貿易款項、其他應收款項、按金、應付貿易款項及應付票據、其他應付款項及應計費用。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

**市場風險****(i) 貨幣風險**

本公司若干附屬公司有以外幣計值之買賣，令本集團承受外幣風險。若干銀行結餘及現金、已抵押銀行存款、應收貿易款項、應付貿易款項及應付票據及借款，以外幣定價。本集團現時尚無外幣對沖政策。然而，管理層監控外匯風險，並會考慮於必要時對沖重大外幣風險。

**(ii) 利率風險**

因市場盛行之銀行結餘及銀行貸款利率波動，本集團之銀行結餘帶有資金流動利率風險。

此外，本集團之已抵押銀行存款附有固定利息，利息改變亦會帶來公平值利率風險。董事認為本集團所冒之利率風險並非重大，因附有利息之銀行結餘之到期日乃屬短期。

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**5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** (Continued)*(ii) Interest rate risk (Continued)*

The Group's fair value interest rate risk relates primarily to fixed-rate bank borrowings (see Note 29 for details of these borrowings). The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

**Credit risk**

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at December 31, 2005 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet. The Group has moderate concentration of credit risk with exposure spread over a limited number of customers. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debtors, other debtors and deposits at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

**5. 財務風險管理目標及政策 (續)***(ii) 利率風險 (續)*

本集團之公平值利率風險涉及初步以固定利率借貸(該等借貸詳情請見附註29)。本集團現時尚無利率對沖政策。然而，管理層監控利率風險，並會考慮於必要時對沖重大利率風險。

**信貸風險**

倘對方於二零零五年十二月三十一日未能履行彼等之承擔，則本集團就每類已確認財務資產而須承受之最大信貸風險為已於綜合資產負債表列值之資產之賬面金額反映。本集團之信貸風險比較集中，有關風險乃分散於有限數目之客戶。為最大限度地降低信貸風險，本集團管理層已委派一組人員負責制訂信貸限額、信貸審批及其他監控措施，以確保採取跟進措施收回逾期未付之債項。此外，於各結算日，本集團評估每項個別貿易應收款項、其他應收款項及按金之可收回金額，以確保就不可收回金額所作出之減值虧損已足夠。就此而言，本公司董事認為本集團之信貸風險已大幅降低。

國際信貸評級代理已頒發高信貸評級予銀行，故集團之流動資金之信貸風險將有限。

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綜合財務報表附註(續)

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**6. REVENUE**

Revenue represents the amounts received and receivable for goods sold by the Group to outside customers, less returns and allowances, and rental and leasing income for the year, and is analysed as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Sale and distribution of liquefied petroleum gas ("LPG")	銷售及分銷液化石油氣 (「液化氣」)	1,372,849	949,656
Sale of electronic products	銷售電子產品	237,936	69,496
Leasing of investment properties, property, plant and equipment	租賃投資物業、物業、機器及設備	4,694	4,630
		<b>1,615,479</b>	1,023,782

**7. BUSINESS AND GEOGRAPHICAL SEGMENTS**

The Group is principally engaged in sale and distribution of LPG, sale of electronic products and leasing of investment properties, property, plant and equipment. These businesses are the basis on which the Group reports its primary segment information.

**6. 收入**

收入乃指年內本集團向外界客戶出售貨品收取及應收取之金額減退貨及津貼及，租金及租賃收入，其分析如下：

**7. 業務及地區分類資料**

本集團主要從事液化氣的銷售與分銷、電子產品之銷售，以及投資物業、物業、機器及設備之租賃業務，本集團呈報第一分類資料時，以該等業務為呈報基礎。



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綜合財務報表附註(續)

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**7. BUSINESS AND GEOGRAPHICAL SEGMENTS**  
(Continued)

Segment information about these businesses is presented below:

**Business segments****Income statement**

For the year ended December 31, 2005:

**7. 業務及地區分類資料(續)**

該等業務之分類資料呈列如下：

**業務分類****收益表**

截至2005年12月31日止年度：

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子 產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 機器及 設備之租賃 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenues	分類收益	1,372,849	237,936	4,694	—	1,615,479
Segment results	分類業績	27,407	15,323	(538)	—	42,192
Net gain (loss) on disposals and write-offs of property, plant and equipment	出售及撇銷物業、 機器及設備之 淨溢利(虧損)	—	—	6,171	(10)	6,161
Gain on disposal of a subsidiary	出售一附屬公司之溢利	—	—	—	2,710	2,710
Gain on change in fair value of investment properties	投資物業公平值改變獲利	—	—	1,141	—	1,141
Unallocated corporate expenses	未分配企業開支	—	—	—	(12,071)	(12,071)
Finance costs	融資成本	—	—	—	(9,488)	(9,488)
Share of results of a jointly controlled entity	分佔一家共同控制 實體業績	(402)	—	—	—	(402)
Profit (loss) before taxation	除稅前溢利(虧損)	27,005	15,323	6,774	(18,859)	30,243
Taxation credit	稅項收入					3,667
Profit for the year	年內溢利					33,910

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

7. BUSINESS AND GEOGRAPHICAL SEGMENTS  
(Continued)

Business segments (Continued)

Balance sheet

At December 31, 2005:

## 7. 業務及地區分類資料(續)

業務分類(續)

資產負債表

2005年12月31日:

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售 電子產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 物業、機器及 設備之租賃 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Assets	資產				
Segment assets	分類資產	446,189	45,885	57,616	549,690
Interest in a jointly controlled entity	一家共同控制實體 之權益	12,350			12,350
Unallocated corporate assets	未分配企業資產				270,604
Consolidated total assets	綜合總資產				832,644
Liabilities	負債				
Segment liabilities	分類負債	77,333	3,992	1,870	83,195
Unallocated corporate liabilities	未分配企業負債				358,986
Consolidated total liabilities	綜合總負債				442,181

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

7. BUSINESS AND GEOGRAPHICAL SEGMENTS  
(Continued)

Business segments (Continued)

Other information

For the year ended December 31, 2005:

## 7. 業務及地區分類資料(續)

業務分類(續)

其他資料

截至2005年12月31日止年度：

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售 電子產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 物業、機器及 設備之租賃 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital and intangible asset additions	資本及無形資產增加	55,155	—	9,834	110	65,099
Depreciation	折舊	12,117	50	3,235	543	15,945
Amortisation of prepaid lease payments for lands	土地預付租賃款項 攤銷	1,834	—	—	—	1,834
Amortisation of prepaid lease payments for coast	海岸預付租賃款項 攤銷	653	—	—	—	653
Recognition of impairment loss on property, plant and equipment	確認物業、機器及設備 之減值虧損	2,776	—	—	—	2,776
Allowances for bad and doubtful debts	呆壞賬撥備	3,190	866	—	—	4,056

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

7. BUSINESS AND GEOGRAPHICAL SEGMENTS  
(Continued)

## Business segments (Continued)

## Income statement

For the year ended December 31, 2004:

## 7. 業務及地區分類資料(續)

## 業務分類(續)

## 收益表

截至2004年12月31日止年度：

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子 產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 機器及 設備之租賃 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenues	分類收益	949,656	69,496	4,630	—	1,023,782
Segment results	分類業績	24,659	10,470	(1,732)	1,586	34,983
Unallocated corporate expenses	未分配企業開支	—	—	—	(5,098)	(5,098)
Finance costs	融資成本	—	—	—	(3,080)	(3,080)
Share of results of a jointly controlled entity	分佔一家共同控制 實體業績	(644)	—	—	—	(644)
Profit (loss) before taxation	除稅前溢利(虧損)	24,015	10,470	(1,732)	(6,592)	26,161
Taxation charge	稅項支出					(6,217)
Profit for the year	年內溢利					19,944

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

**7. BUSINESS AND GEOGRAPHICAL SEGMENTS**  
(Continued)

Business segments (Continued)

Balance sheet

At December 31, 2004:

**7. 業務及地區分類資料(續)**

業務分類(續)

資產負債表

截至2004年12月31日止年度：

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 物業、機器 及設備之租賃 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>				
Segment assets	分類資產	378,228	71,102	49,161	498,491
Interest in a jointly controlled entity	一家共同控制實體 之權益	12,752			12,752
Unallocated corporate assets	未分配企業資產				2,870
<b>Consolidated total assets</b>	<b>綜合總資產</b>				<b>514,113</b>
<b>Liabilities</b>	<b>負債</b>				
Segment liabilities	分類負債	37,356	295	3,198	40,849
Unallocated corporate liabilities	未分配企業負債				113,927
<b>Consolidated total liabilities</b>	<b>綜合總負債</b>				<b>154,776</b>

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

7. BUSINESS AND GEOGRAPHICAL SEGMENTS  
(Continued)

## Business segments (Continued)

## Other information

For the year ended December 31, 2004:

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 物業、機器及 設備之租賃 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital and intangible asset additions	資本及無形資產 增加	211,496	—	—	1,990	213,486
Depreciation	折舊	8,089	205	4,136	430	12,860
Amortisation of prepaid lease payments for lands	土地預付租賃款項 攤銷	1,503	—	—	—	1,503
Amortisation of prepaid lease payments for coast	海岸預付租賃款項 攤銷	539	—	—	—	539
Amortisation of goodwill	商譽攤銷	1,923	—	—	—	1,923
Allowances for bad and doubtful debts	呆壞賬撥備	2	59	60	—	121
Allowances for obsolete inventories	陳舊存貨撥備	—	1,851	—	—	1,851

## Geographical segments

The Group's operations, by the geographical location of its customers, are located in Hong Kong and the People's Republic of China (the "PRC") and South East Asia. The Group's sale and distribution of LPG and leasing of property, plant and equipment are carried out in the PRC. The Group's sale of electronic products was carried out in Hong Kong.

## 7. 業務及地區分類資料(續)

## 業務分類(續)

## 其他資料

截至2004年12月31日止年度：

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 物業、機器及 設備之租賃 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital and intangible asset additions	資本及無形資產 增加	211,496	—	—	1,990	213,486
Depreciation	折舊	8,089	205	4,136	430	12,860
Amortisation of prepaid lease payments for lands	土地預付租賃款項 攤銷	1,503	—	—	—	1,503
Amortisation of prepaid lease payments for coast	海岸預付租賃款項 攤銷	539	—	—	—	539
Amortisation of goodwill	商譽攤銷	1,923	—	—	—	1,923
Allowances for bad and doubtful debts	呆壞賬撥備	2	59	60	—	121
Allowances for obsolete inventories	陳舊存貨撥備	—	1,851	—	—	1,851

## 地區分類

本集團之經營業務按客戶所在地區劃分，位於香港、中華人民共和國(「中國」)及東南亞。本集團銷售及分銷液化氣，以及物業、機器及設備之租賃業務均於中國進行。本集團銷售電子產品之業務則位於香港。

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

**7. BUSINESS AND GEOGRAPHICAL SEGMENTS**  
(Continued)

## Geographical segments (Continued)

The following table provides an analysis of the Group's revenue by geographical market, irrespective of the origin of the goods:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
PRC	中國	1,518,625	986,404
South East Asia	東南亞	89,094	37,378
Hong Kong	香港	7,760	—
		<b>1,615,479</b>	1,023,782

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

		Carrying amount of segment assets 分類資產之賬面值		Additions to property, plant and equipment and intangible assets 物業、機器及設備及無形資產添置	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
PRC	中國	793,721	418,575	64,989	211,246
Hong Kong	香港	20,288	82,786	110	2,240
South East Asia	東南亞	3,959	—	—	—
		<b>817,968</b>	501,361	<b>65,099</b>	213,486

**7. 業務及地區分類資料 (續)**

## 地區分類 (續)

下表所列為本集團按市場所在地區作收益分析，不分貨物來源地：

下表列示分類資產之賬面值及物業、機器及設備及無形資產之添置，按資產所在地作地區分類分析：



## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

## 8. OTHER INCOME

## 8. 其他收入

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Interest earned on bank deposits	銀行存款利息	1,865	131
Net exchange gain	匯兌收益淨額	4,770	—
Waiver of outstanding debts by vendors	賣方豁免未償還 債款	—	1,171
Gain on change in fair value of investment properties	投資物業公平值 改變之溢利	1,141	—
Other	其他	1,564	284
		<b>9,340</b>	1,586

## 9. FINANCE COSTS

## 9. 融資成本

The amount represents interest on bank and other borrowings wholly repayable within five years.

融資成本指須於5年內全數償還之銀行貸款及其他借款之利息。

## 10. TAXATION CREDIT (CHARGE)

## 10. 稅項收入(支出)

The amount of taxation credited (charged) to the consolidated income statement represents:

於綜合損益表內計入(扣除)之稅項包括:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Current tax:	即期稅項:		
Hong Kong	香港	(164)	(395)
Other regions in the PRC	中國其他地區	(1,283)	(6,643)
		<b>(1,447)</b>	(7,038)
Deferred tax (note 32)	遞延稅項(附註32)	5,114	821
		<b>3,667</b>	(6,217)

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

香港利得稅乃按本年度估計應課稅溢利按17.5%(2004: 17.5%)稅率計算。

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

## 10. TAXATION CREDIT (CHARGE) (Continued)

The current tax for other regions in the PRC represents PRC enterprise income tax, which is calculated at the rates prevailing, in respect of the Company's subsidiaries operating in the PRC. Several subsidiaries in the PRC are entitled to exemption from PRC income tax for the two years starting from their first profit-making year, followed by a 50% tax relief for the next three years. The tax charge provided has been made after taking these tax incentives into account.

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

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Profit before taxation	除稅前溢利	30,243	26,161
Tax at the average income tax rate 17.37% (2004: 9.24%)	按平均所得稅率17.37% (2004: 9.24%)計算之稅項	5,253	2,417
Tax effect of expenses not deductible for tax purposes	不可扣稅支出之稅務影響	3,337	2,303
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(1,303)	(1,421)
Net tax effect of tax losses and deductible temporary differences utilised/not recognised	動用/未確認之稅項虧損及可減除暫時性差異之淨稅務影響	(2,513)	5,112
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(8,441)	(2,194)
Taxation (credit) charge for the year	年內稅項(收入)支出	(3,667)	6,217

The average income tax rate for the year ended December 31, 2005 represents the weighted average tax rate of the operations in different jurisdictions on the basis of the relative amounts of net profit before taxation and the relevant statutory rates.

Details of the deferred tax asset recognised/not recognised are set out in note 32.

## 10. 稅項收入(支出)(續)

中國其他地區的即期稅項乃指有關本公司於中國營運之附屬公司按適用稅率計算之中國企業所得稅。於中國經營之部份附屬公司從首個獲利年度起豁免兩年中國所得稅，其後三年可減半。以上的稅務優惠已計算在稅項支出內。

年內產生之稅項(收入)支出可與綜合收益表之溢利對賬如下：

截至2005年12月31日止之年度內所採用的所得稅平均稅率是指按照在不同法律管轄權下經營的業務所產生的稅前純利(虧損)及相應的法定稅率所計算出之加權平均稅率。

確認/未確認之遞延稅項資產詳情載於附註32。

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

## 11. PROFIT FOR THE YEAR

## 11. 年內溢利

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Profit for the year has been arrived at after charging (crediting):	年內溢利已扣除(計入)下列項目：		
Auditors' remuneration	核數師酬金	1,144	1,038
Allowances for obsolete inventories	陳舊存貨撥備	—	1,851
Depreciation and amortisation	折舊及攤銷		
Property, plant and equipment (included in administrative expenses)	物業、機器及設備(已計入行政支出)	15,945	12,860
Goodwill (included in administrative expenses)	商譽(已計入行政支出)	—	1,923
		<b>15,945</b>	14,783
Amortisation of prepaid lease payments for lands	土地預付租賃款項攤銷	1,834	1,503
Amortisation of prepaid lease payments for coast	海岸預付租賃款項攤銷	653	539
Net (gain) loss on disposals and write-offs of property, plant and equipment	出售及撇銷物業、機器及設備之淨(收益)虧損	(6,161)	198
Net exchange (gain) loss	外匯淨(收益)虧損	(4,770)	347
Minimum lease payments under operating leases:	經營租約最低租金：		
— LPG vessel	— 液化氣管道	2,696	—
— Premises	— 樓宇	1,126	1,803
Staff costs	僱員成本		
Directors' fees (note 12)	董事袍金(附註12)	330	350
Directors' other emoluments (note 12)	董事其他酬金(附註12)	2,518	3,787
Contributions to retirement benefits schemes excluding HK\$59,000 (2004: HK\$55,000) included in directors' emoluments	除59,000港元已計入董事酬金(2004: 55,000港元)之退休福利計劃供款	284	315
Others	其他	8,762	6,655
		<b>11,894</b>	11,107
Gross rental income from investment properties	投資物業總租金收入	(4,164)	(2,662)
Less: outgoings	減：支出	1,017	906
		<b>(3,147)</b>	(1,756)

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

## 12. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the 11 (2004: 9) directors were as follows:

		Shum Siu Mau 岑少謀	Wu Hong Cho 胡匡佐	Chiu Sing Chung, Raymond 趙承忠	Cen Ziniu 岑子牛	Cheng Wai Leung 鄭偉良	Shum Siu Hung 岑少雄	Shum Chun, Lawrence 岑濬	Cheung Kwan Hung, Anthony 張鈞鴻	Young Wing Chun, Michael Frederick 楊永燦	Koo Ming Yan, Charles 顧明仁	Ma Man Hoi, Joseph 馬文海	Total 2005 總額 二零零五年
		HK\$'000	HK\$'000	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	千港元	千港元	
Fees	袍金	—	—	—	—	—	—	100	130	50	50	330	
Other emoluments	其他酬金												
Salaries and other benefits	薪金及其他福利	200	439	858	440	202	—	320	—	—	—	2,459	
Contributions to retirement benefits schemes	退休福利計劃供款	5	12	12	12	6	—	12	—	—	—	59	
<b>Total emoluments</b>	<b>酬金總額</b>	<b>205</b>	<b>451</b>	<b>870</b>	<b>452</b>	<b>208</b>	<b>—</b>	<b>332</b>	<b>100</b>	<b>130</b>	<b>50</b>	<b>2,848</b>	

## 12. 董事酬金

支付11位(2004: 9位)董事之酬金如下:

		Shum Siu Mau 岑少謀	Wu Hong Cho 胡匡佐	Chiu Sing Chung, Raymond 趙承忠	Cen Ziniu 岑子牛	Cheng Wai Leung 鄭偉良	Shum Chun, Lawrence 岑濬	Cheung Kwan Hung, Anthony 張鈞鴻	Young Wing Chun, Michael Frederick 楊永燦	Koo Ming Yan, Charles 顧明仁	Total 2004 總額 二零零四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Fees	袍金	—	—	—	—	—	—	100	200	50	350
Other emoluments	其他酬金										
Salaries and other benefits	薪金及其他福利	300	1,374	696	359	846	157	—	—	—	3,732
Contributions to retirement benefits schemes	退休福利計劃供款	—	12	12	12	12	7	—	—	—	55
<b>Total emoluments</b>	<b>酬金總額</b>	<b>300</b>	<b>1,386</b>	<b>708</b>	<b>371</b>	<b>858</b>	<b>164</b>	<b>100</b>	<b>200</b>	<b>50</b>	<b>4,137</b>

No director waived any emoluments during both years.

於兩年內並無董事放棄任何酬金。

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## 13. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2004: four) were directors of the Company whose emoluments are included in the disclosures in note 12 above. The emoluments of the remaining two individuals (2004: one) were as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,126	390
Contributions to retirement benefits schemes	退休福利計劃供款	23	13
		1,149	403

The emoluments of the two individuals were within the bands of nil to HK\$1,000,000.

## 13. 僱員酬金

本集團5名最高薪人士包括3名本公司董事(2004: 4名)，有關酬金詳情已於上文附註12作出披露。其餘2名人士(2004: 1名)收取之酬金如下：

2名人士之酬金均介乎0至1,000,000港元間。

## 14. DIVIDEND

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Final dividend, proposed — HK1.2 cents (2004: HK1 cent) per share	擬派末期股息 — 每股1.2港仙 (2004: 每股1港仙)	5,780	4,817

Subsequent to December 31, 2005, the directors proposed a final dividend of HK1.2 cents (2004: HK1 cent) per share be paid to the shareholders of the Company whose names appear on the register of members on June 12, 2006. This final dividend is subject to approval by the shareholders at the forthcoming annual general meeting. At April 7, 2006 the number of shares issued and fully paid is 481,676,687.

## 14. 股息

於2005年12月31日後，董事建議向於2006年6月12日名列本公司股東名冊之本公司股東派發末期股息，每股面值0.10港元的股份每股派息1.2港仙(2004: 1港仙)。末期股息須待股東於來屆股東週年大會上通過方會作實。於2006年4月7日，已發行及繳足股份數目為481,676,687股。

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## 15. EARNINGS PER SHARE

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

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Net profit attributable to the equity holders of the parent for the purposes of basic and diluted earnings per share	母公司股本持有人應佔之溢利用以計算每股基本及攤薄盈利之盈利	35,702	20,178
Weighted average number of shares for the purposes of basic earnings per share	計算每股基本盈利之股份加權平均數	481,676,687	461,143,085
Effect of dilutive potential shares: Options	潛在股份攤薄影響：購股權	N/A 不適用	4,854,760
Weighted average number of shares for the purpose of diluted earnings per share	計算每股攤薄盈利之股份加權平均數	N/A 不適用	465,997,845

The following table summaries the impact of changes in accounting policies on both basic and diluted earnings per share:

每股基本及攤薄盈利乃按下列數據計算：

下表概述因會計政策變動而對每股基本及攤薄盈利之影響：

		Impact on basic earnings per share 對每股基本盈利之影響		Impact on diluted earnings per share 對每股攤薄盈利之影響	
		2005 二零零五年 HK cents 港仙	2004 二零零四年 HK cents 港仙	2005 二零零五年 HK cents 港仙	2004 二零零四年 HK cents 港仙
Reported figures before adjustments	調整前申報數字	6.63	4.38	N/A 不適用	4.33
Adjustments arising from changes in accounting policies (Note 2)	因會計政策變動而作出之調整(附註2)	0.78	—	—	—
Adjusted	已調整	7.41	4.38	N/A 不適用	4.33

For the year ended December 31, 2005, the computation of diluted earnings per share did not assume the exercise of the Company's outstanding share options as the exercise prices of those options were higher than the average market price for the year.

於截至2005年12月31日止年度，因本公司購股權之行使價高於有關股份之平均市價，故該年度計算每股攤薄盈利時，並無假設本公司年內行使尚未行使之購股權。

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## 綜合財務報表附註(續)

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## 16. PROPERTY, PLANT AND EQUIPMENT

## 16. 物業、機器及設備

		Construction in progress 在建工程 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Toolings 工具 HK\$'000 千港元	Plant and machinery 機器及設備 HK\$'000 千港元	Gas plant and facilities 氣庫及設施 HK\$'000 千港元	Gas pumps and equipment 氣泵及設備 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>COST</b>											
At January 1, 2004	於2004年1月1日										
— as originally stated	— 原先呈列	2,060	—	6,029	13,510	13,091	27,513	12,199	5,547	1,655	81,604
— reclassified to prepaid lease payment	— 重新分類為預付 租賃款項	—	—	—	—	—	(3,541)	—	—	—	(3,541)
— as restated	— 重列	2,060	—	6,029	13,510	13,091	23,972	12,199	5,547	1,655	78,063
Acquired on acquisition of subsidiaries	收購附屬公司所得	—	1,474	—	—	—	69,115	27,925	3,203	472	102,189
Additions	添置	16,599	4,210	1,898	—	—	230	2,157	244	850	26,188
Disposals and write-offs	出售及撇銷	(198)	—	—	—	(2,844)	—	—	—	—	(3,042)
At December 31, 2004	於2004年12月31日	18,461	5,684	7,927	13,510	10,247	93,317	42,281	8,994	2,977	203,398
Acquired on acquisition of subsidiaries	收購附屬公司所得	—	—	—	—	—	1,548	6,833	34	250	8,665
Additions	添置	11,553	—	—	—	—	687	1,149	376	650	14,415
Transfer	轉撥	(24,369)	—	—	—	1,028	23,254	—	87	—	—
Disposal of a subsidiary	出售一附屬公司	—	—	—	(183)	—	—	—	—	—	(183)
Disposals and write-offs	出售及撇銷	(98)	—	—	(13,327)	(10,245)	—	(263)	(1,154)	(496)	(25,583)
Exchange realignment	外匯調整	320	99	104	—	17	1,407	817	123	50	2,937
At December 31, 2005	於2005年12月31日	5,867	5,783	8,031	—	1,047	120,213	50,817	8,460	3,431	203,649
<b>DEPRECIATION AND IMPAIRMENT</b>											
At January 1, 2004	於2004年1月1日										
— as originally stated	— 原先呈列	—	—	4,858	9,818	5,936	808	1,500	1,736	531	25,187
— reclassified to prepaid lease payments	— 重新分類為預付 租賃款項	—	—	—	—	—	(121)	—	—	—	(121)
— as restated	— 重列	—	—	4,858	9,818	5,936	687	1,500	1,736	531	25,066
Provided for the year	年內撥備	—	241	571	2,089	1,447	3,222	3,237	1,384	669	12,860
Eliminated on disposals and write offs	於出售及撇銷時抵銷	—	—	—	—	(2,844)	—	—	—	—	(2,844)
At December 31, 2004	於2004年12月31日	—	241	5,429	11,907	4,539	3,909	4,737	3,120	1,200	35,082
Provided for the year	年內撥備	—	499	682	1,471	1,204	3,999	5,926	1,460	704	15,945
Impairment loss recognised in the income statement	於收益表確認之 減值虧損	1,639	—	—	—	—	883	237	13	4	2,776
Eliminated on disposals and write offs	於出售及撇銷時抵銷	—	—	—	(13,327)	(5,742)	—	(167)	(998)	(407)	(20,641)
Disposal of a subsidiary	出售一附屬公司	—	—	—	(51)	—	—	—	—	—	(51)
Exchange realignment	外匯調整	—	13	94	—	—	101	163	49	24	444
At December 31, 2005	於2005年12月31日	1,639	753	6,205	—	1	8,892	10,896	3,644	1,525	33,555
<b>CARRYING VALUES</b>											
At December 31, 2005	於2005年12月31日	4,228	5,030	1,826	—	1,046	111,321	39,921	4,816	1,906	170,094
At December 31, 2004 (restated)	於2004年12月31日(重列)	18,461	5,443	2,498	1,603	5,708	89,408	37,544	5,874	1,777	168,316



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**16. PROPERTY, PLANT AND EQUIPMENT**  
(Continued)

The buildings are situated outside Hong Kong in the PRC and are held under medium term leases.

The gas plant under construction are situated outside Hong Kong in the PRC and are held under medium term leases.

During the year ended December 31, 2005, the directors conducted a review of the Group's property, plant and equipment and determined that a number of those assets were impaired. Accordingly, impairment losses of approximately HK\$2,776,000 respectively, have been recognised. The assets had been written down to their recoverable amounts, being the present value of the cash flows anticipated to be generated by the assets. The value in use had been calculated using a discount rate of 8%.

The following table discloses details of certain property, plant and equipment of the Group which were held for rental income under operating leases at the balance sheet date:

**16. 物業、機器及設備 (續)**

樓宇乃位於中國並以中期租約持有。

在建氣庫乃位於香港境外之中國並以中期租約持有。

於2005年12月31日止年度內，董事重審了本集團之物業、機器及設備，認為部份資產價值已減少，據此，已確認減值虧損約為2,776,000港元。該等資產已撇銷至其可回收值，即資產之預計可產生現金流量現值。使用價值以折現率8%計算。

下表披露本集團於結算日持有之若干物業、機器及設備作經營租約租金收入之詳情：

		Cost		Accumulated depreciation and impairment		Net book values		Depreciation and impairment charged for the year	
		成本值		累計折舊及減值		賬面淨值		年內計入折舊及減值	
		2005	2004	2005	2004	2005	2004	2005	2004
		二零零五年	二零零四年	二零零五年	二零零四年	二零零五年	二零零四年	二零零五年	二零零四年
		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
Toolings	工具	—	13,510	—	11,907	—	1,603	1,420	2,089
Plant and machinery	機器及設備	—	10,247	—	4,539	—	5,708	1,204	1,447
Furniture, fixtures and equipment	傢俬、裝置及設備	—	1,654	—	878	—	766	296	286
Motor vehicles	汽車	—	74	—	51	—	23	13	11
Total	合計	—	25,485	—	17,375	—	8,110	—	3,833

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## 17. PREPAID LEASE PAYMENTS FOR LANDS

## 17. 土地預付租賃款項

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
The Group's prepaid lease payments for lands comprise:	本集團之土地預付租賃款項包括：		
Land use rights outside Hong Kong in the PRC under medium term leases	於香港境外之中國並以中期租約持有之土地使用權	48,767	47,600
Analysed for reporting purposes as:	按報告目的分析：		
Non-current asset	非流動資產	46,899	45,766
Current asset	流動資產	1,868	1,834
		48,767	47,600

The Group has pledged prepaid lease payments for lands having an aggregate net book value of HK\$2,045,000 (2004: HK\$2,082,000) to secure general banking facilities granted to the Group.

為取得給予本集團之一般銀行貸款，本集團已抵押賬面淨值2,045,000港元(2004：2,082,000港元)之土地預付租賃款項。

## 18. PREPAID LEASE PAYMENTS FOR COAST

## 18. 海岸預付租賃款項

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
The Group's prepaid lease payments for coast comprise:	本集團之海岸預付租賃款項包括：		
Coast use rights outside Hong Kong in the PRC under medium term leases	於香港境外之中國並以中期租約持有之海岸使用權	13,019	13,445
Analysed for reporting purposes as:	按報告目的分析：		
Non-current asset	非流動資產	12,366	12,792
Current asset	流動資產	653	653
		13,019	13,445

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**18. PREPAID LEASE PAYMENTS FOR COAST**  
(Continued)

The prepaid lease payments for coast represent the concession rights over a coast in Zhuhai ranging from 20 years to 28 years, starting from January 1, 1999.

**19. INVESTMENT PROPERTIES****18. 海岸預付租賃款項(續)**

海岸預付租賃款項乃指珠海海岸的特許權，由1999年1月1日開始，租賃期達20至28年。

**19. 投資物業**

		The Group 本集團 HK\$'000 千港元
FAIR VALUE	公平值	
At January 1, 2004 and January 1, 2005	於2004年1月1日及2005年1月1日	35,025
Additions	添置	9,834
Net increase in fair value recognised in the income statement	於收益表已確認公平值增加淨額	1,141
<hr/>		
At December 31, 2005	於2005年12月31日	46,000

Note: The additions represent the renovation costs on the investment properties.

附註：添置乃指投資物業之翻新成本。

The fair value of the Group's investment properties at December 31, 2005 have been arrived at on the basis of a valuation carried out on that date by Norton Appraisals Limited ("Norton Appraisals"), independent qualified professional valuers not connected with the Group. Norton Appraisals is a member of the Institute of Valuers, and has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation, which conforms to International Valuation Standards, was arrived at by reference to market evidence of transaction prices for similar properties.

本集團於2005年12月31日之投資物業公平值乃由一獨立專業估值師並與本集團無任何關連之普敦國際評估有限公司(「普敦」)於當日以價值基準計算。普敦為估值師公會成員，並擁有相關資格及經驗評估有關地方之不同物業。此估值與國際估值標準一致並由類似物業之市場成交價計算得出。

Most of the Group's investment properties are rented out under operating leases.

本集團大部分投資物業已根據經營租約租出。

The carrying amount of investment properties comprises land held outside Hong Kong in the PRC under medium term leases.

投資物業之賬面值包括在香港境外之中國根據中期租約持有之土地。

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## 20. GOODWILL

## 20. 商譽

		HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
At January 1, 2004	於2004年1月1日	108,364
Acquisition of subsidiaries	收購附屬公司	18,980
At January 1, 2005	於2005年1月1日	127,344
Elimination of accumulated amortisation upon the application of Hong Kong Financial Reporting Standards No. 3 "Business Combination" ("HKFRS 3")	應用香港財務報告準則第3號「業務合併」(「香港財務報告準則第3號」)時抵銷累計攤銷	(8,560)
Acquisition of subsidiaries	收購附屬公司	26,013
Acquisition of additional equity interest in a subsidiary	收購一附屬公司額外權益	6,172
Disposal of a subsidiary	出售一附屬公司	(43,949)
Exchange realignment	外匯調整	449
At December 31, 2005	於2005年12月31日	107,469
<b>AMORTISATION</b>	<b>攤銷</b>	
At January 1, 2004	於2004年1月1日	6,637
Provided for the year	年內撥備	1,923
At January 1, 2005	於2005年1月1日	8,560
Elimination of accumulated amortisation upon the application of HKFRS 3	應用香港財務報告準則第3號時抵銷累計攤銷	(8,560)
At December 31, 2005	於2005年12月31日	—
<b>IMPAIRMENT</b>	<b>減值</b>	
At January 1, 2004	於2004年1月1日	79,681
Impairment loss recognised	已確認減值虧損	6,555
At January 1, 2005	於2005年1月1日	86,236
Eliminated on disposal of a subsidiary	出售一附屬公司時抵銷	(40,660)
At December 31, 2005	於2005年12月31日	45,576
<b>CARRYING VALUES</b>	<b>賬面值</b>	
At December 31, 2005	於2005年12月31日	61,893
At December 31, 2004	於2004年12月31日	32,548

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## 綜合財務報表附註(續)

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**20. GOODWILL** (Continued)

Until December 31, 2004, goodwill had been amortised over 20 years.

As explained in note 7, the Group uses business segments as its primary segment for reporting segment information. For the purposes of impairment testing, goodwill set out have been allocated to one individual cash generating unit (CGU), including 7 subsidiaries in LPG segment.

During the year ended December 31, 2005, management of the Group determines that there is no impairment of any of its CGUs containing goodwill with indefinite useful lives.

The basis of the recoverable amounts of the above CGU and their major underlying assumptions are summarised below:

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and discount rate of 8%. The cash flows beyond 5-year period are extrapolated using a steady 10% growth rate. Another key assumption for the value in use calculations is the budgeted gross margin, which is determined based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the CGU to exceed the aggregate recoverable amount of the CGU.

**20. 商譽** (續)

截至2004年12月31日，商譽已按20年攤銷。

如附註7所述，本集團以業務分類作為報告分類資料之主要分類。就減值測試而言，所載之商譽已被劃撥至1個單獨現金產生單位，包括7間從事液化氣業務之附屬公司。

截至2005年12月31日，本集團管理層認為其任何現金產生單位(包含無特定年期之商譽)概無出現減值。

以上現金產生單位之收回金額及其主要有關假設總結如下：

此單位之可收回金額乃按使用價值計算基準釐定。所有使用價值計算法均採用根據管理層批准之5年財務預算進行之現金流量預測，折讓率為8%。現金流量乃使用穩定增長率10%推算。在使用價值計算法之其他主要假設為預期毛利率釐定，而毛利率預算則根據市場發展之過往表現及管理層預期釐定。管理層認為此等假設之任何合理可能性變更將不會引致現金產生單位總賬面值超過現金產生單位可收回總金額。

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## 21. INVESTMENTS IN SUBSIDIARIES

Particulars of the Company's principal subsidiaries at December 31, 2005 are as follows:

## 21. 於附屬公司投資

本公司於2005年12月31日之主要附屬公司資料如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 成立／註冊／ 營業地	Class of share held 所持股份 類別	Issued and fully paid up share capital/ registered capital 已發行及繳足 股本／註冊資本	Proportion of nominal value of issued/registered capital held by the Company 本公司所持 已發行股本／ 註冊資本面值比例	Principal activities 主要業務
Claymore Developments Limited	British Virgin Islands/PRC 英屬處女島／ 中國	Ordinary 普通股	US\$1 1美元	100	Holding of property, plant and equipment 持有物業、機器及設備
Environmental Energy Investment Limited 環保能源投資有限公司	British Virgin Islands 英屬處女島	Ordinary 普通股	US\$1 1美元	100	Investment holding 投資控股
NewOcean Energy (Hong Kong) Limited 新海能源(香港)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	Investment holding 投資控股
Qingxin Bai Fu Yang Petrol Chemical Company Limited ("BFY") (Note a) 清新縣百富洋石油化工有限公司(「百富洋」)(註a)	PRC # 中國 #	Registered capital 註冊資本	RMB5,000,000 5,000,000人民幣	100	Sale and distribution of LPG 銷售及分銷液化氣
NewOcean Resources (Singapore) Pte Ltd.	Singapore 星加坡	Ordinary 普通股	SGD100 100星加坡元	100	Sale and distribution of LPG 銷售及分銷液化氣
Sound Agents Limited 新海代理人有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	Sale and distribution of LPG and electronic products 銷售及分銷液化氣及電子產品
Sound Electronics (Shenzhen) Co., Ltd. 海溢電子(深圳)有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$10,000,000 10,000,000港元	100	Leasing of property, plant and equipment 物業、機器及設備之租賃
Sound Green Energy Limited 新海環保能源有限公司	British Virgin Islands/PRC 英屬處女島／ 中國	Ordinary 普通股	US\$1 1美元	100	Investment holding and agency services 投資控股及代理人服務
Sound Hong Kong Limited 新海香港有限公司	British Virgin Islands 英屬處女島	Ordinary 普通股	US\$1 1美元	100	Investment holding 投資控股

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## 21. INVESTMENTS IN SUBSIDIARIES (Continued)

## 21. 於附屬公司投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 成立/註冊/ 營業地	Class of share held 所持股份 類別	Issued and fully paid up share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of nominal value of issued/registered capital held by the Company 本公司所持 已發行股本/ 註冊資本面值比例	Principal activities 主要業務
Sound Industrial Limited 新海實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	Trading of electronic products 買賣電子產品
Sound Management Services Limited ("Sound Management") 新海管理服務有限公司 (「新海管理」)	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	Providing management services to group companies 向集團公司提供 管理服務
Sound Technologies Limited 新海科技有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	Investment holding 投資控股
Shunde Sound Electronic Co., Ltd. 佛山市順德區新海電子 有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$7,100,000 7,100,000港元	100	Leasing of property, plant and equipment 物業、機器及設備 之租賃
Qingxin Yong Long Gas and Chemical Company Limited 清新縣永龍燃化有限公司	PRC * 中國 *	Registered capital 註冊資本	RMB4,280,000 人民幣4,280,000元	80	Sale and distribution of LPG 銷售及分銷液化氣
Well Jade Limited 好井有限公司	British Virgin Islands 英屬處女島	Ordinary 普通股	US\$10,000 10,000美元	70	Investment holding 投資控股
桂林新海能源發展有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$6,000,000 6,000,000港元	100	Sale and distribution of LPG 銷售及分銷液化氣
桂林荔浦新海燃氣有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$1,400,000 1,400,000港元	100	Sale and distribution of LPG 銷售及分銷液化氣
桂林新海燃氣有限公司 (「桂林新海」)(Note b)(附註b)	PRC # 中國 #	Registered capital 註冊資本	RMB600,000 600,000人民幣	100	Sale and distribution of LPG 銷售及分銷液化氣
梧州綠環科技有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$5,600,000 5,600,000港元	100	Sale and distribution of LPG 銷售及分銷液化氣

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## 綜合財務報表附註(續)

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## 21. INVESTMENTS IN SUBSIDIARIES (Continued)

## 21. 於附屬公司投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 成立/註冊/ 營業地	Class of share held 所持股份 類別	Issued and fully paid up share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of nominal value of issued/registered capital held by the Company 本公司所持 已發行股本/ 註冊資本面值比例	Principal activities 主要業務
梧州市新海燃氣有限公司 (「梧州新海」)(Note c)(附註c)	PRC # 中國#	Registered capital 註冊資本	RMB500,000 500,000人民幣	100	Sale and distribution of LPG 銷售及分銷液化氣
蒼梧縣新海燃氣有限公司 (「蒼梧新海」)(Note d)(附註d)	PRC # 中國#	Registered capital 註冊資本	RMB500,000 500,000人民幣	100	Sale and distribution of LPG 銷售及分銷液化氣
新海能源(珠海)有限公司 (Formerly known as Zhuhai Iwatani LPG Co. Ltd.) (「新海(珠海)」) (前稱珠海岩谷液化石油氣 有限公司)(「新海(珠海)」)	PRC # 中國#	Registered capital 註冊資本	USD21,690,000 21,690,000美元	100	Sale and distribution of LPG 銷售及分銷液化氣

\* Sino-foreign equity joint ventures

\* 中外合資企業

# Wholly-owned foreign enterprises

# 全資外資企業

## Notes:

## 附註:

- (a) BFY is indirectly held by the Company through the declarations of trust executed by Cen Ziniu and Li Canyuan who held the interest of 90% and 10% respectively.
- (b) During the year ended December 31, 2005, the Group acquired additional registered capital of 30% from the minority shareholders of 桂林新海 for a total consideration of HK\$9,115,000, the goodwill arose from this acquisition is approximately HK\$6,172,000.
- (c) 梧州新海 is indirectly held by the Company through the declarations of trust executed by Li Canyuan and 劉小萍 who held the interest of 20% and 20% respectively.
- (d) 蒼梧新海 is indirectly held by the Company through the declarations of trust executed by Cen Ziniu and 劉小萍 who held the interest of 20% and 20% respectively.

- (a) 百富洋透過由岑子牛及李燦元訂立的信託聲明書由本公司間接持有。岑子牛及李燦元分別持有百富洋90%及10%權益。
- (b) 於2005年12月31日止年度內，本集團以總作價9,115,000港元收購了桂林新海少數股東30%的額外註冊資本。此收購產生之商譽約6,172,000港元。
- (c) 梧州新海透過由李燦元及劉小萍訂立的信託聲明書由本公司間接持有。李燦元及劉小萍均持有梧州新海20%權益。
- (d) 蒼梧新海透過由岑子牛及劉小萍訂立的信託聲明書由本公司間接持有。岑子牛及劉小萍均持有蒼梧新海20%權益。

The above principal subsidiaries are owned indirectly by the Company with the exception of Sound Hong Kong Limited which is owned directly by the Company.

除本公司直接擁有之新海香港有限公司外，上述各主要附屬公司均由本公司間接擁有。



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**21. INVESTMENTS IN SUBSIDIARIES (Continued)**

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

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

**22. INTEREST IN A JOINTLY CONTROLLED ENTITY****21. 於附屬公司投資(續)**

各附屬公司於年終或年內任何時間概無任何未償還債務證券。

上表載列董事會認為主要影響本集團業績或資產之本公司附屬公司。董事會認為列出其他附屬公司之資料會過於冗長。

**22. 所佔一共同控制實體之權益**

		The Group 本集團	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Cost of unlisted investment in a jointly controlled entity	非上市投資於一間共同控制實體	13,073	13,073
Share of post-acquisition loss	所佔購入後虧損	(723)	(321)
		<b>12,350</b>	12,752

As at December 31, 2005, the Group had interest in the following jointly controlled entity:

於2005年12月31日，本集團擁有下列共同控制實體之權益：

Name of entity 公司名稱	Form of business structure 業務架構類別	Country of incorporation 註冊地	Principal place of operation 主要營業地	Fully paid up registered capital 已繳足註冊資本	Proportion of nominal value of registered capital held by the Group 本集團所持註冊資本面值比例	Nature of business 業務性質
廣州市橋新燃氣有限公司	Incorporated 註冊公司	PRC 中國	PRC 中國	RMB2,250,000 2,250,000人民幣	49%	Sale and distribution of LPG 銷售及分銷液化氣

The Group's entitlement to share in the profits of its jointly controlled entity is in proportion to its ownership interest.

本集團在其共同控制實體上所得之利潤分配權乃按其所佔該企業之股權比例計算。

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

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**22. INTEREST IN A JOINTLY CONTROLLED ENTITY**  
(Continued)

Included in the cost of unlisted investment in a jointly controlled entity is goodwill of HK\$6,139,000 (2004: HK\$6,139,000) arising on acquisition of a jointly controlled entity in prior years. The movement of goodwill is set out below.

**22. 所佔一共同控制實體之權益(續)**

非上市投資於一間共同控制實體已包括過往年度收購一共同控制實體時所產生的6,139,000港元之商譽。商譽之變動情況已列出如下。

		HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
At January 1, 2004	於2004年1月1日	—
Arising on acquisition of a jointly controlled entity	收購一共同控制實體時產生	6,462
At December 31, 2004	於2004年12月31日	6,462
Elimination of accumulated amortisation upon the application of HKFRS 3	應用香港財務報告準則第3號時抵銷累計攤銷	(323)
At December 31, 2005	於2005年12月31日	6,139
<b>AMORTISATION</b>	<b>攤銷</b>	
At January 1, 2004	於2004年1月1日	—
Charge for the year	年內支出	323
At December 31, 2004	於2004年12月31日	323
Elimination of accumulated amortisation upon the application of HKFRS 3	應用香港財務報告準則第3號時抵銷累計攤銷	(323)
At 31 December 2005	於2005年12月31日	—
<b>CARRYING VALUES</b>	<b>賬面值</b>	
At December 31, 2004 and 2005	於2004及2005年12月31日	6,139

Until December 31, 2004, goodwill had been amortised over 20 years.

截至2004年12月31日，商譽已按20年攤銷。

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綜合財務報表附註(續)

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**22. INTEREST IN A JOINTLY CONTROLLED ENTITY**  
(Continued)

During the year ended December 31, 2005, management of the Group determines that there is no impairment of any on the interest in a jointly controlled entity.

The basis of the recoverable amounts of the jointly controlled entity and their major underlying assumptions are summarised below:

The recoverable amount of the jointly controlled entity has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and discount rate of 8%. The cash flows beyond 5-year period are extrapolated using a steady 10% growth rate. Another key assumption for the value in use calculations is the budgeted gross margin, which is determined based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the interest in a jointly controlled entity to exceed the aggregate recoverable amount of the interest in a jointly controlled entity.

**23. OTHER ASSETS**

At December 31, 2005, the balance included a deposit of HK\$4,359,000 paid for the acquisition of the entire equity interest in Shenzhen Baorun Liquefied Petroleum Gas Co., Ltd. ("Shenzhen Baorun"), a company established with limited liability under the laws of PRC. On December 31, 2005, the Company through one of its wholly-owned subsidiaries 新海(珠海) entered into two separate conditional sale and purchase agreements ("Sale and Purchase Agreements") with Shenzhen Zhong Ke Cai Development Co. Ltd. and Shenzhen Ji Ye Long Industrial Co. Ltd., who are independent third parties to the Group, for the acquisition of entire equity interest in Shenzhen Baorun at a cash consideration of RMB35,600,000 (approximately HK\$34,231,000). This proposed acquisition as contemplated under the Sale and Purchase Agreements constituted a disclosable transaction for the Company under Chapter 14 of the Listing Rules. The acquisition was completed on March 31, 2006, thus the financial statements of Shenzhen Baorun were not consolidated into the Group's financial statements for the year ended December 31, 2005.

**22. 所佔一共同控制實體之權益(續)**

截至2005年12月31日，本集團管理層認為投資一共同控制實體概無出現減值。

共同控制實體之收回金額及其主要有關假設總結如下：

共同控制實體之可收回金額乃按使用價值計算基準釐定。所有使用價值計算法均採用根據管理層批准之5年財務預算進行之現金流量預測，折讓率為8%。超過5年期間之現金流量乃使用穩定增長率10%推算。在使用價值計算方法之其他主要假設為預期毛利率釐定，而毛利率預算則根據市場發展之過往表現及管理層預期釐定。管理層認為此等假設之任何合理可能性變更將不會引致共同控制實體總賬面值超過共同控制實體可收回總金額。

**23. 其他資產**

於2005年12月31日，有關結餘已包括本公司就收購一間根據中國法例註冊成立為有限責任公司，深圳市寶潤燃氣有限公司(「深圳寶潤」)之全部股權已付之4,359,000港元訂金。2005年12月31日，本公司透過其全資附屬公司新海珠海，分別與本集團以外的兩位獨立第三者深圳市中科財實業發展有限公司及深圳市基業隆實業有限公司訂立兩份有條件買賣協議(「買賣協議」)，以現金代價35,600,000人民幣(約34,231,000港元)收購深圳寶潤之全部權益。根據上市規則第14章規定，收購協議下擬進行此項收購建議，構成本公司一項須予披露交易。該項收購於2006年3月31日完成，故深圳寶潤之財務報表並未納入本集團截至2005年12月31日止年度之財務報表內。

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## 綜合財務報表附註(續)

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**23. OTHER ASSETS (Continued)**

Pursuant to an agreement and a supplemental agreement ("Supplemental Agreement") entered between 新海(珠海) and an independent contractor ("Contractor") on October 1, 2005, 新海(珠海) paid a deposit of HK\$14,395,000 to the contractor for the construction of gas plant and facilities plan in Zhuhai. The construction of the gas plant and facilities had not yet commenced as at December 31, 2005 and the deposit paid was included in the other assets.

At December 31, 2004, the balance represents the deposit paid for the acquisition of the 80% equity interest in Qingxin Yong Long Gas and Chemical Company Limited ("Yong Long"), a company established with limited liability under the laws of PRC. On January 7, 2005, the Company through one of its wholly-owned subsidiaries BFY entered into a sale and purchase agreement ("Purchase Agreement") with Madam Xie Lijun, who is a third party independent of the Group, for the acquisition of 80% equity interest in Yong Long at a cash consideration of RMB33,600,000 (approximately HK\$31,700,000). This proposed acquisition as contemplated under the Purchase Agreement constituted a disclosable transaction for the Company under Chapter 14 of the Listing Rules. The acquisition was completed on January 10, 2005, thus the financial statements of Yong Long were not consolidated into the Group's financial statements for the year ended December 31, 2004.

**24. INVENTORIES**

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
LPG	液化氣	10,466	2,299
Electronic products	電子產品	29,731	283
		<b>40,197</b>	2,582

The cost of inventories charged to the consolidated income statement for the year amounted to HK\$1,530,257,000 (2004: HK\$936,329,000).

**23. 其他資產(續)**

根據2005年10月1日由新海珠海及一獨立承判商(「承判商」)簽訂之協議及補充協議(「補充協議」)，新海珠海已就珠海氣庫及設施建造工程計劃支付承判商14,395,000港元按金。於2005年12月31日，該氣庫及設施仍未動工，而按金已包括在其他資產中。

於2004年12月31日，有關結餘乃指本公司就收購一間根據中國法例註冊成立為有限責任之公司，清新縣永龍燃化有限公司(「永龍」)之80%股權已付之訂金。於2005年1月7日，本公司透過其全資附屬公司百富洋與本集團以外的一獨立第三者謝麗君小姐訂立一份買賣協議(「買賣協議」)，以現金代價33,600,000人民幣(約31,700,000港元)收購永龍之80%權益。根據上市規則第14章規定，收購協議下擬進行此項收購建議，構成本公司一項須予披露交易。該項收購於2005年1月10日完成，故永龍之財務報表並未納入本集團截至2004年12月31日止年度之財務報表內。

**24. 存貨**

年內計入綜合收益表之存貨成本為1,530,257,000港元(2004: 936,329,000港元)。

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綜合財務報表附註(續)

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**25. TRADE DEBTORS, OTHER DEBTORS, DEPOSITS AND PREPAYMENTS**

The credit terms of the Group range from 0 to 180 days. The aged analysis of trade debtors is as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
0 to 30 days	0至30天	21,624	65,385
31 to 60 days	31至60天	16,230	9,977
61 to 90 days	61至90天	2,003	321
91 to 120 days	91至120天	3,716	—
More than 120 days	超過120天	6,767	1,907
		<b>50,340</b>	<b>77,590</b>

Included in the Group's trade debtors, there are HK\$6,542,000 and HK\$9,629,000 denominated in Renminbi and United States dollars, respectively.

Pursuant to the Supplemental Agreement, 新海(珠海) has paid an advance of HK\$53,068,000 to the Contractor and the amount is included in other debtors as at December 31, 2005. The amount is unsecured, interest-free and repayable within the next twelve months.

The fair value of the Group's trade debtors and other debtors at December 31, 2005 is approximate to the corresponding carrying amount.

**26. AMOUNTS DUE FROM A JOINTLY CONTROLLED ENTITY/MINORITY SHAREHOLDERS OF SUBSIDIARIES/A FORMER SHAREHOLDER OF A SUBSIDIARY**

The amounts are unsecured, interest free and repayable on demand.

The fair value of the amounts at December 31, 2005 is approximate to the corresponding carrying amount.

**25. 應收貿易賬款、其他應收賬款、按金及預付款項**

本集團之信貸期介乎0至180天。應收貿易賬款按賬齡分析如下：

本集團之應收貿易款項其中等同6,542,000港元及9,629,000港元分別以人民幣及美元定價。

根據補充協議，新海珠海已預付53,068,000港元予承判商，該金額已於2005年12月31日計入其他應收款項中。有關款項並無抵押、免息及於未來12個月內清還。

於2005年12月31日，本集團之應收貿易款項及其他應收款項之公平值約與賬面值相對。

**26. 應收一共同控制實體／附屬公司少數股東／一附屬公司前股東之款項**

有關款項並無抵押、免息及於要求時清還。

於2005年12月31日，有關款項之公平值約與賬面值相對。

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**27. PLEDGED BANK DEPOSITS, BANK BALANCES AND CASH**

The amounts represent deposits pledged to banks to secure banking facilities granted to the Group. The deposits have been pledged to secure short-term bank loans, and are therefore classified as current assets. The pledged bank deposits of HK\$1,011,000 (2004: HK\$3,004,000) carry fixed interest rate of 2.27% (2004: 0.45%) and will be released upon the settlement of relevant bank borrowings. The remaining pledged bank deposits carry floating interest rate of 0.72% and will be released upon the settlement of relevant bank borrowings.

At the balance sheet date, the bank balances and cash of approximately HK\$248,598,000 (2004: HK\$15,071,000) were denominated in Renminbi which is not freely convertible into other currencies. The bank balances carried interest at prevailing market interest rates.

The fair value of bank deposits and bank balances at December 31, 2005 is approximate to the corresponding carrying amount.

**28. TRADE CREDITORS AND BILLS PAYABLE, AND OTHER CREDITORS AND ACCRUED CHARGES**

The aged analysis of trade creditors is as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
0 to 30 days	0至30天	18,340	7,331
31 to 60 days	31至60天	3,154	42
61 to 90 days	61至90天	35	—
91 to 120 days	91至120天	—	14
More than 120 days	超過120天	394	1,756
		<b>21,923</b>	9,143
Bills payable	應付票據	<b>41,323</b>	14,826
		<b>63,246</b>	23,969

**27. 已抵押銀行存款、銀行結餘及現金**

有關款項乃指本集團為取得銀行信貸而抵押予銀行之銀行存款。因已抵押之銀行存款乃為取得短期銀行貸款，故以流動資產入賬。1,011,000港元(2004: 3,004,000港元)之已抵押銀行存款其固定利率為2.27%(2004: 0.45%)，並將於支付有關銀行借款時解除。餘下之已抵押銀行存款其浮動利率為0.72%，並將於支付有關銀行借款時解除。

於結算日，銀行結餘及現金其中等同約248,598,000港元(2004: 15,071,000港元)以人民幣定價並不可自由轉換至其他幣值。銀行結餘附有市場盛行利息。

於2005年12月31日，銀行存款及銀行結餘之公平值約與賬面值相對。

**28. 應付貿易賬款、應付票據及其他應付賬款及應計費用**

應付貿易賬款按賬齡分析如下：

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**28. TRADE CREDITORS AND BILLS PAYABLE, AND OTHER CREDITORS AND ACCRUED CHARGES**  
(Continued)

The bills payable are matured within the range of 30 days to 90 days.

Included in the Group's trade creditors and bills payable, there are HK\$11,995,000 denominated in United States dollars.

The fair value of trade creditors and bills payable, and other creditors and accrued charges at December 31, 2005 is approximate to the corresponding carrying amount.

**29. BORROWINGS, PARTLY SECURED**

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Bank trust receipt loans	銀行信託收據借款	327,415	89,810
Other bank loans	其他銀行借款	6,992	1,443
Amount due within one year shown under current liabilities	流動負債下所示須於一年內償還之款項	<b>334,407</b>	91,253
Analysed as:	分析為：		
Secured	有抵押	<b>250,247</b>	65,714
Unsecured	無抵押	<b>84,160</b>	25,539
		<b>334,407</b>	91,253

Bank loans include approximately HK\$192,000 (2004: HK\$1,443,000) fixed-rate borrowings which carry interest at 7.02% per annum. The remaining bank loans are variable-rate borrowings which carry interest ranging from 3.83% to 7.25% (2004: 2.46% to 5.80% per annum).

**28. 應付貿易賬款、應付票據及其他應付賬款及應計費用(續)**

應付票據之到期日介乎30-90日。

本集團之應付貿易款項及應付票據其中等同11,995,000港元以美元定價。

於2005年12月31日，應付貿易款項及應付票據，其他應收款項及應計費用之公平值約與賬面值相對。

**29. 借款 — 部份有抵押**

銀行借款中約192,000港元(2004: 1,443,000港元)定息借款，其利息為每年7.02%。餘下之銀行借款為可變動利息借款，其利息介乎3.83%至7.25%(2004: 每年2.46%至5.80%)。

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**29. BORROWINGS, PARTLY SECURED** (Continued)

The Group's borrowings that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		USD'000 千美元
As at December 31, 2005	於2005年12月31日	24,603
As at December 31, 2004	於2004年12月31日	1,017

During the year, the Group obtained new loans in the amount of HK\$349,915,000. The loans drawn during the year bear interest at market rates and will be repayable within one year.

The directors consider that the carrying amount of bank borrowings approximates to their fair value.

As at the balance sheet date, the Group has undrawn borrowing facilities with fixed rate and floating rate expiring within one year amounting to approximately HK\$1,440,000 (2004: HK\$160,000) and HK\$179,004,000 (2004: HK\$24,599,000), respectively.

**29. 借款 — 部份有抵押 (續)**

本集團以相關集團實體之非功能貨幣定價之借款如下：

年內，本集團獲得349,915,000港元新借款。該借款於年內已提取，其支付之利息與市場利率相等並將於一年內清還。

董事相信銀行借款之賬面值與其公平值相若。

於結算日，本集團並無提取附有固定利息及浮動利息並於一年內期滿之借款信貸，分別約1,440,000港元(2004：160,000港元)及179,004,000港元(2004：24,599,000港元)。



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## 30. SHARE CAPITAL

## 30. 股本

	Number of shares 股份數目		Amount 總值	
	2005 二零零五年	2004 二零零四年	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Ordinary shares of HK\$0.10 each (2004: HK\$0.10 each) (note d)	每股面值為0.10港元之普通股(2004: 每股0.10港元)(附註d)			
Authorised share capital:	法定股本:			
At the beginning of the year	年初	20,000,000,000	200,000,000,000	2,000,000
Share consolidation (note d)	股份合併(附註d)	—	(180,000,000,000)	—
At the end of the year	年終	20,000,000,000	20,000,000,000	2,000,000
Issued and fully paid share capital:	已發行及繳足股本:			
At the beginning of the year	年初	481,676,687	3,665,216,873	48,168
Issue of subscription shares (note a)	發行認購股份(附註a)	—	82,800,000	—
Issue of shares as consideration for acquisition of a subsidiary (note b)	發行股份以作收購一附屬公司之代價(附註b)	—	468,750,000	—
Placing of new shares (note c)	配售新股(附註c)	—	600,000,000	—
Share consolidation (note d)	股份合併(附註d)	—	(4,335,090,186)	—
At the end of the year	年終	481,676,687	481,676,687	48,168

All shares issued by the Company during the year rank pari passu with the existing shares in all respects.

本公司年內發行之股份在各方面均與現在股份享有同等權益。

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## 綜合財務報表附註(續)

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## 30. SHARE CAPITAL (Continued)

## Notes:

- (a) On December 15, 2003, the Company has entered into a subscription agreement with Uniocean Investments Limited ("Uniocean"), the substantial shareholder of the Company, pursuant to which Uniocean has conditionally agreed to subscribe and the Company has conditionally agreed to issue and allot of 82,800,000 new shares of the Company at a subscription price of HK\$0.128 per share ("Subscription Agreement"). The subscription Agreement was completed on March 5, 2004.
- (b) On March 5, 2004, the Company issued 468,750,000 new ordinary shares of HK\$0.01 each as part of the consideration for acquisition of the entire registered capital of 新海(珠海). The total market value of the shares issued by the Company on the date of acquisition was HK\$71,720,000. Details of this transaction were set out in the Company's circular dated February 13, 2004.
- (c) On March 9, 2004, Uniocean and the Company entered into a placing agreement with a placing agent, pursuant to which the placing agent would on a best effort basis procure purchasers to acquire, and Uniocean would sell 600,000,000 existing shares at a price of HK\$0.145 per share. Pursuant to a subscription agreement entered into by Uniocean and the Company on March 9, 2004, Uniocean has conditionally agreed to subscribe and the Company has conditionally agreed to issue and allot of 600,000,000 new shares of the Company at a subscription price of HK\$0.145 per share. The placement and subscription were completed on March 23, 2004.
- (d) Pursuant to the special resolution passed on November 8, 2004, the Company consolidated every 10 issued and unissued shares of HK\$0.01 each into one share of HK\$0.10 each. The share consolidation took effect on November 9, 2004.

## 30. 股本(續)

## 附註:

- (a) 2003年12月15日,本公司與控股股東海聯控股有限公司(「海聯」)訂立一份認購協議,據此,海聯有條件同意認購而本公司則有條件同意發行及配發82,800,000股本公司新股,認購價為每股0.128港元(「認購協議」)。該認購協議已於2004年3月5日完成。
- (b) 2004年3月5日,本公司以每股面值0.01港元發行468,750,000新普通股以作收購新海(珠海)全部註冊資本部份代價。本公司於收購當日所發行股份之總市值為71,720,000港元。有關此項交易詳情已刊載於2004年2月13日的通函中。
- (c) 2004年3月9日,海聯及本公司與一配售代理訂立一份配售協議,據此,該配售代理將會盡最大努力促使海聯出售600,000,000股每股面值0.145港元之現有股份。根據海聯與本公司於2004年3月9日訂立一份認購協議,海聯有條件同意認購而本公司則有條件同意發行及配售600,000,000股本公司新股,每股認購價為0.145港元。該配售及認購協議已於2004年3月23日完成。
- (d) 根據2004年11月8日通過之特別決議案,本公司將已發行及未發行之每十股面值0.01港元股份合併為每一股面值0.10港元之股份。股份合併已於2004年11月9日開始生效。

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**31. SHARE-BASED PAYMENT TRANSACTIONS**

## Equity-settled share option scheme

*(i) Old Share Option Scheme**Old Employee Share Option Scheme*

The old employee share option scheme (the "Old Option Scheme"), was adopted by the Company on April 9, 1999 for the primary purpose of providing incentives to directors and eligible employees, and will expire on April 8, 2009. Under the Old Option Scheme, the Board of Directors of the Company may at their discretion grant options to directors or employees of the Company and its subsidiaries to subscribe for shares in the Company in accordance with the terms of the Old Option Scheme. The subscription price (subject to adjustments as provided therein) is the higher of the nominal value of the shares and an amount which is not less than 80 percent of the average of the closing price per share on the Stock Exchange for the five trading days immediately preceding the date the option is granted. The maximum number of option shares in respect of which options may be granted under the Old Option Scheme shall not exceed 10 percent of the share capital of the Company in issue from time to time. At December 31, 2005, the numbers of shares in respect of which options had been granted and remained outstanding under the Old Option Scheme was 14,000,000 (2004: 26,155,000), representing 2.9% (2004: 5.4%) of the shares of the Company in issue at that date.

The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised and outstanding options and the options cancelled) under any option granted to the same participant under the Old Option Scheme within any 12 month period, must not exceed 1% of the shares in issue from time to time.

There was no requirement for a grantee to hold the option for a certain period before exercising the option save as determined by the board of directors of the Company and provided in the offer of grant of option.

**31. 基於股權之付款交易**

## 以權益支付之購股權計劃

*(i) 原有購股權計劃**原有僱員購股權計劃*

本公司原有僱員購股權計劃(「原有計劃」)於1999年4月9日採納，主要目的為向董事及合資格員工提供激勵。該計劃將於2009年4月8日期滿，根據原有計劃，本公司董事會可酌情決定向本公司及各附屬公司之董事或僱員授出可根據原有計劃條款認購本公司股份之購股權。認購價(或會作出按原有計劃規定之調整)為股份面值或不低於授出該購股權當日前5個交易日股份在聯交所之每股平均收市價80%(以較高者為準)。根據原有計劃所授出購股權可認購之股份總數不得超過本公司不時已發行股本10%。於2005年12月31日，根據原有計劃，有關已發授但仍未行使之購股權之股份數目為14,000,000(2004: 26,155,000)，為本公司於該日期已發行股份之2.9%(2004: 5.4%)。

當與根據原有計劃授予參與者之任何購股權項下之已發行及可予發行之股份數目(包括已行使及已註銷之購股權)彙集計算時，於任何十二個月內每名參與者獲授之購股權所涉及之最高股份數目不得超過不時已發行之1%。

除本公司董事會決定及於授出購股權時規定外，原有計劃並無規定承授人須於行使購股權前已持有購股權一段期間。

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**31. SHARE-BASED PAYMENT TRANSACTIONS**  
(Continued)

## Equity-settled share option scheme (Continued)

(i) *Old Share Option Scheme (Continued)**Old Employee Share Option Scheme (Continued)*

The exercise period should be any period fixed by the board of directors of the Company upon grant of the option but in any event the option period should not go beyond 10 years from the date of offer for grant.

The acceptance of an option, if accepted, must be made within 28 days from the date of grant with a non-refundable payment of HK\$1.00 from the grantee to the Company.

**31. 基於股權之付款交易 (續)**

## 以權益支付之購股權計劃 (續)

(i) *原有購股權計劃 (續)**原有僱員購股權計劃 (續)*

購股權期間須為本公司董事會於授出購股權時指定之任何期間，惟於任何情況下，購股權期間不得超過由授出要約日期起計十年時間。

承授人倘接納購股權，必須於授出日期起計二十八日內向本公司繳交1.00港元，此款項將不獲退還。

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**31. SHARE-BASED PAYMENT TRANSACTIONS**  
(Continued)

## Equity-settled share option scheme (Continued)

## (i) Old Share Option Scheme (Continued)

The following tables disclose details of the Company's share options held by employees (including directors) and movements in such holdings during the year:

Option type 購股權類別	Date of grant 發授日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目			Outstanding at 12.31.2005 於12.31.2005 尚未行使 之數目
					Outstanding at 1.1.2005 於1.1.2005 尚未行使 之數目	Lapsed upon resignation 離職時 失效	Expired during the year 於年內 過期	
2000A	3.3.2000	3.4.2000 to 9.3.2000	9.4.2000 to 9.2.2005	1.80	8,055,000	—	(8,055,000)	—
2001	6.20.2001	6.21.2001 to 12.20.2001	12.21.2001 to 12.20.2006	1.00	8,500,000	(4,000,000)	—	4,500,000
2002A	3.14.2002	3.15.2002 to 9.14.2002	9.15.2002 to 9.14.2007	1.30	6,500,000	(100,000)	—	6,400,000
2002B	6.26.2002	6.27.2002 to 11.25.2002	12.26.2002 to 12.25.2007	1.12	3,100,000	—	—	3,100,000
					26,155,000	(4,100,000)	(8,055,000)	14,000,000

Option type 購股權類別	Date of grant 發授日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目			Outstanding at 12.31.2004 於12.31.2004 尚未行使 之數目
					Outstanding at 1.1.2004 於1.1.2004 尚未行使 之數目	Adjusted on 11.9.2004 於11.9.2004 調整	Lapsed upon resignation 離職時 失效	
2000A	3.3.2000	3.4.2000 to 9.3.2000	9.4.2000 to 9.2.2005	1.80	80,550,000	(72,495,000)	—	8,055,000
2001	6.20.2001	6.21.2001 to 12.20.2001	12.21.2001 to 12.20.2006	1.00	85,000,000	(76,500,000)	—	8,500,000
2002A	3.14.2002	3.15.2002 to 9.14.2002	9.15.2002 to 9.14.2007	1.30	65,500,000	(58,500,000)	(500,000)	6,500,000
2002B	6.26.2002	6.27.2002 to 12.25.2002	12.26.2002 to 12.25.2007	1.12	31,000,000	(27,900,000)	—	3,100,000
					262,050,000	(235,395,000)	(500,000)	26,155,000

**31. 基於股權之付款交易 (續)**

## 以權益支付之購股權計劃 (續)

## (i) 原有購股權計劃 (續)

下表披露由僱員(包括董事)持有本公司購股權之詳情及年內該等持有情況之變動:

Option type 購股權類別	Date of grant 發授日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目			Outstanding at 12.31.2005 於12.31.2005 尚未行使 之數目
					Outstanding at 1.1.2005 於1.1.2005 尚未行使 之數目	Lapsed upon resignation 離職時 失效	Expired during the year 於年內 過期	
2000A	3.3.2000	3.4.2000 to 9.3.2000	9.4.2000 to 9.2.2005	1.80	8,055,000	—	(8,055,000)	—
2001	6.20.2001	6.21.2001 to 12.20.2001	12.21.2001 to 12.20.2006	1.00	8,500,000	(4,000,000)	—	4,500,000
2002A	3.14.2002	3.15.2002 to 9.14.2002	9.15.2002 to 9.14.2007	1.30	6,500,000	(100,000)	—	6,400,000
2002B	6.26.2002	6.27.2002 to 11.25.2002	12.26.2002 to 12.25.2007	1.12	3,100,000	—	—	3,100,000
					26,155,000	(4,100,000)	(8,055,000)	14,000,000

Option type 購股權類別	Date of grant 發授日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目			Outstanding at 12.31.2004 於12.31.2004 尚未行使 之數目
					Outstanding at 1.1.2004 於1.1.2004 尚未行使 之數目	Adjusted on 11.9.2004 於11.9.2004 調整	Lapsed upon resignation 離職時 失效	
2000A	3.3.2000	3.4.2000 to 9.3.2000	9.4.2000 to 9.2.2005	1.80	80,550,000	(72,495,000)	—	8,055,000
2001	6.20.2001	6.21.2001 to 12.20.2001	12.21.2001 to 12.20.2006	1.00	85,000,000	(76,500,000)	—	8,500,000
2002A	3.14.2002	3.15.2002 to 9.14.2002	9.15.2002 to 9.14.2007	1.30	65,500,000	(58,500,000)	(500,000)	6,500,000
2002B	6.26.2002	6.27.2002 to 12.25.2002	12.26.2002 to 12.25.2007	1.12	31,000,000	(27,900,000)	—	3,100,000
					262,050,000	(235,395,000)	(500,000)	26,155,000

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**31. SHARE-BASED PAYMENT TRANSACTIONS**  
(Continued)

## Equity-settled share option scheme (Continued)

## (i) Old Share Option Scheme (Continued)

Details of the share options held by the directors and other key management included in the above table are as follows:

		Outstanding at beginning of the year 於年初尚未 行使之數目	Adjusted on 11.9.2004 於11.9.2004 調整	Lapsed during the year 於年內失效	Expired during the year 於年內過期	Outstanding at ending of the year 於年終尚未 行使之數目
1.1.2005 to 12.31.2005	1.1.2005至12.31.2005	22,500,000	—	(12,000,000)	—	10,500,000
1.1.2004 to 12.31.2004	1.1.2004至12.31.2004	225,000,000	(202,500,000)	—	—	22,500,000

The exercise price and number of options which remained outstanding on November 9, 2004 have been adjusted due to share consolidation for 10 shares into 1 share with effect from the close of business on November 9, 2004.

## (ii) New Share Option Scheme

Pursuant to an ordinary resolution passed at the Special General Meeting of the Company held on June 18, 2003, the Company adopted a new option scheme ("New Option Scheme") to replace the Old Option Scheme. All the options granted under the Old Option Scheme shall remain valid and unchanged and shall be treated in accordance with the terms under the Old Option Scheme.

**31. 基於股權之付款交易 (續)**

## 以權益支付之購股權計劃 (續)

## (i) 原有購股權計劃 (續)

上表已包括下列由董事及其他主要管理層持有購股權之詳情如下：

行使價及於2004年11月9日尚未行使購股權數目已因應於2004年11月9日收市後生效之股份十合一合併而作出調整。

## (ii) 新購股權計劃

根據本公司於2003年6月18日舉行股東特別大會通過之普通決議案，本公司採納新購股權計劃（「新購股權計劃」），以取代原有購股權計劃。根據原有購股權計劃授出之所有購股權仍屬有效及保持不變，且須根據原有購股權計劃條款處置。

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**31. SHARE-BASED PAYMENT TRANSACTIONS**  
(Continued)

## Equity-settled share option scheme (Continued)

(ii) *New Share Option Scheme (Continued)*

The purpose of the New Option Scheme is to provide incentives or rewards to participants including directors, employees, suppliers and customers etc. Under the New Option Scheme, the Board of Directors of the Company, may at their discretion grant options to participants to subscribe for shares in the Company in accordance with the terms of the New Option Scheme. The subscription price shall be a price determined by the directors, but shall not be less than the highest of (i) the closing price of shares as stated in the Stock Exchange's daily quotation sheet on the date of offer for grant of options, which must be a trading day; (ii) the average closing price of shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of the offer for grant of options; and (iii) the nominal value of a share. The total number of shares which may be issued upon exercise of all options to be granted under the New Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares in issue. Based on the 481,676,687 shares (2004: 481,676,687 shares) in issue as at December 31, 2005 and taking into account 14,000,000 options (2004: 26,155,000 options) outstanding under the Old Option Scheme, the total number of shares which may be issued upon exercise of all options to be granted under the New Option Scheme and any other schemes must not in aggregate exceed 34,167,669 shares (2004: 22,012,669 shares). There were no options granted under the New Option Scheme for both years.

The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised and outstanding options and the options cancelled) under any option granted to the same participant under the New Option Scheme within any 12 month period, must not exceed 1% of the shares in issue from time to time.

**31. 基於股權之付款交易 (續)**

## 以權益支付之購股權計劃 (續)

(ii) *新購股權計劃 (續)*

新購股權計劃主要目的為向董事、僱員、供應商及客戶等參與者提供激勵或回報。根據新購股權計劃，本公司董事會可酌情決定向參與者授出可根據新購股權計劃條款認購本公司股份之購股權。認購價須由董事釐定，惟不得低於(i)提出授予購股權之日(必須為交易日)，股份在聯交所每日報價表所報之每股收市價(ii)緊接提出授予購股權之日前5個交易日，股份在聯交所每日報價表所報之平均收市價及(iii)股份面值。全數行使新購股權計劃或本集團任何其他購股權計劃所授出購股權而將予發行之股份總數，不得超過本公司已發行股份之10%。按2005年12月31日之已發行股份為481,676,687股(2004: 481,676,687股)計算，並計入根據原有購股權計劃下尚未行使之14,000,000(2004: 26,155,000)份購股權，本公司新購股權計劃及任何其他購股權計劃授出之全部購股權獲行使時，本公司可予發行之股份總數合共不得超過34,167,669(2004: 22,012,669)股。這兩年內並沒有發授任何新購股權計劃。

當與根據新購股權計劃授予參與者之任何購股權項下之已發行及可予發行之股份數目(包括已行使及已註銷之購股權)彙集計算時，於任何十二個月內每名參與者獲授之購股權所涉及之最高股份數目不得超過不時已發行之1%。

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**31. SHARE-BASED PAYMENT TRANSACTIONS**  
(Continued)

Equity-settled share option scheme (Continued)

(ii) *New Share Option Scheme (Continued)*

There was no requirement for a grantee to hold the option for a certain period before exercising the option save as determined by the board of directors of the Company and provided in the offer of grant of option.

The exercise period should be any period fixed by the board of directors of the Company upon grant of the option but in any event the option period should not go beyond 10 years from the date of offer for grant.

The acceptance of an option, if accepted, must be made within 28 days from the date of grant with a non-refundable payment of HK\$1.00 from the grantee to the Company.

**32. DEFERRED TAXATION**

The following are the major deferred liabilities (assets) recognised by the Group and movements thereon during the year and prior reporting period:

		<b>Accelerated tax depreciation</b>	<b>Tax losses</b>	<b>Total 合共</b>
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
At January 1, 2004	於2004年1月1日	4,038	—	4,038
Acquired on acquisition of subsidiaries	收購一附屬公司時所得	6,641	—	6,641
Credit to the income statement for the year	於本年度收益表入賬	(821)	—	(821)
At December 31, 2004	於2004年12月31日	9,858	—	9,858
Acquired on acquisition of subsidiaries	收購一附屬公司時所得	2,441	—	2,441
Credit to the income statement for the year	於本年度收益表入賬	(2,788)	(2,326)	(5,114)
At December 31, 2005	於2005年12月31日	9,511	(2,326)	7,185

**31. 基於股權之付款交易以權益支付之  
購股權計劃(續)**

以權益支付之購股權計劃(續)

(ii) *新購股權計劃(續)*

除本公司董事會決定及於授出購股權時規定外，原有計劃並無規定承授人須於行使購股權前已持有購股權一段期間。

購股權期間須為本公司董事會於授出購股權時指定之任何期間，惟於任何情況下，購股權期間不得超過由授出要約日期起計十年時間。

承授人倘接納購股權，必須於授出日期起計二十八日內向本公司繳交1.00港元，此款項將不獲退還。

**32. 遞延稅項**

年內及過往報告期間，本集團已確認之主要遞延負債(資產)及相關變動如下:



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**32. DEFERRED TAXATION** (Continued)

At the balance sheet date, the Group has estimated unused tax losses of approximately HK\$104,101,000 (2004: HK\$129,871,000) available for offset against future profits. Deferred tax asset has been recognised in respect of HK\$13,969,000 (2004: nil). No deferred tax asset has been recognised in relation to remaining balances of HK\$90,132,000 (2004: HK\$129,871,000) due to the unpredictability of future profit streams. The unrecognised tax losses of approximately HK\$45,315,000 will expire before 2008. Other losses may be carried forward indefinitely.

At the balance sheet date, the Group has deductible temporary differences of approximately HK\$4,419,000 (2004: HK\$2,491,000) in respect of accelerated accounting depreciation and impairment loss as recognised on property, plant and equipment. No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

**33. ACQUISITION OF SUBSIDIARIES**

On January 7, 2005, the Group acquired 80% of the registered capital of Yong Long for cash consideration and related expenses of HK\$32,135,000. The acquisition has been accounted for using the purchase method of accounting. The amount of goodwill arising as a result of the acquisition was HK\$26,013,000.

**32. 遞延稅項** (續)

於結算日，本集團估計可供抵銷未來溢利之未動用稅項虧損約為104,101,000港元(2004: 129,871,000港元)。遞延稅項資產已確認為13,969,000(2004: 無)。由於未能預測日後之溢利來源，故並無確認餘下結餘90,132,000港元(2004: 129,871,000港元)遞延稅項資產。該筆未動用稅項虧損約45,315,000港元將於2008年期滿，其他虧損可無限期予以結轉。

於結算日，本集團有可扣稅暫時差額約4,419,000港元(2004: 2,491,000港元)為加速稅項折舊及物業，機器及設備之減值虧損。由於本公司可利用可扣稅暫時差額以抵銷日後出現的應課稅溢利之可能性不大，故並無就該等可扣稅暫時差額確認遞延稅項資產。

**33. 收購附屬公司**

於2005年1月7日，本集團以32,135,000港元之現金代價及相關支出收購了永龍80%之註冊資本。該項收購已以會計之購買法入賬。由該項收購產生之商譽為26,013,000港元。

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## 33. ACQUISITION OF SUBSIDIARIES (Continued)

The net assets acquired in the transaction, and the goodwill arising, are as follows:

## 33. 收購附屬公司(續)

由該項交易中所收購之淨資產以及由此產生之商譽列明如下：

		Acquiree's carrying amounts before combinations	Fair value adjustments	Fair Value
		合併前被收購者 之賬面值	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired:	所得淨資產：			
Property, plant and equipment	物業、機器及設備	2,275	6,390	8,665
Prepaid lease payments	預付租賃款項	1,035	(14)	1,021
Trade debtors	應收貿易款項	311	—	311
Other debtors, deposits and prepayments	其他應收款項、按金及預付款項	119	—	119
Bank balances and cash	銀行結餘及現金	33	—	33
Other creditors and accrued charges	其他應付款項及應計費用	(55)	—	(55)
Deferred tax liability	遞延稅項負債	—	(2,441)	(2,441)
		3,718	3,935	7,653
Minority interests	少數股東權益	—	—	(1,531)
		3,718	3,935	6,122
Goodwill	商譽			26,013
Total consideration satisfied by cash (note)	總代價以現金支付(附註)			32,135

## Notes to the Consolidated Financial Statements (Con't)

## 綜合財務報表附註(續)

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## 33. ACQUISITION OF SUBSIDIARIES (Continued)

Net cash outflow of cash and cash equivalents in respect of the acquisition of a subsidiary is as follows:

		2005 二零零五年 HK\$'000 千港元
Cash paid for related expenses	以現金支付有關支出	107
Bank balances and cash acquired	所得銀行結餘及現金	(33)
Net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary	因收購一附屬公司所產生之現金或等同現金項目流出淨額	74

Note: During the year ended December 31, 2004, a cash consideration of approximately HK\$32,028,000 for the acquisition of Yong Long was paid and the amount was disclosed as other asset in the consolidated balance sheet. Details of the other asset are disclosed in note 23.

The goodwill arising on the acquisition of Yong Long is attributable to the anticipated profitability of the distribution of the Group's LPG in the new markets and the anticipated future operating synergies from the combination. In addition, Yong Long owns several LPG Stations close to the LPG terminal owned by 新海(珠海), in the opinion of the directors, this acquisition will enhance logistic efficiency and improve the market share in Guangdong region.

If the acquisition had been completed on January 1, 2005, total group revenue for the year would have been approximately HK\$1,615,845,000, and profit for the year would have been HK\$33,317,000. The proforma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on January 1, 2005, nor is it intended to be a projection of future results.

Yong Long contributed HK\$22,826,000 and HK\$806,000 to the Group's revenue and profit before taxation between the date of acquisition and the balance sheet date.

On March 1, 2004 and July 12, 2004, the Group acquired 100% of the registered capital of 新海(珠海) and 70% of the registered capital of 桂林新海燃氣有限公司, respectively. The acquisitions have been accounted for by the purchase method of accounting.

## 33. 收購附屬公司(續)

因收購一附屬公司所產生之現金或等同現金項目流出淨額如下：

		2005 二零零五年 HK\$'000 千港元
Cash paid for related expenses	以現金支付有關支出	107
Bank balances and cash acquired	所得銀行結餘及現金	(33)
Net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary	因收購一附屬公司所產生之現金或等同現金項目流出淨額	74

附註：於2004年12月31日止年度內，收購永龍所需現金代價約32,028,000港元已支付，有關金額已於綜合資產負債表內披露列為其他資產。有關其他資產之詳情，已於附註23披露。

收購永龍所產生之商譽可歸因於在新市場分銷本集團液化氣的預期溢利及合併後預期將來營運合作帶來之協同效益。此外，永龍擁有數個液化氣加氣站，並且貼近由新海(珠海)擁有之液化氣碼頭。董事認為此項收購將加強物流效率並改善廣東地區之市場佔有率。

如收購已於2005年1月1日完成，年內集團之總收入將約1,615,845,000港元，年內溢利將約33,317,000港元。以上資料只供參考及並非指收購如於2005年1月1日完成，本集團之經營收入及業績將真正達標，此亦非用以推測將來業績。

於收購日及結算日期間，永龍為本集團帶來22,826,000港元及806,000港元之收入及除稅前溢利。

於2004年3月1日及2004年7月12日，本集團分別收購了新海(珠海)及桂林新海燃氣有限公司100%及70%之註冊資本。有關收購已按會計收購法入賬。

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## 33. ACQUISITION OF SUBSIDIARIES (Continued)

## 33. 收購附屬公司(續)

		2004 二零零四年 HK\$'000 千港元
Net assets acquired:	所得淨資產：	
Property, plant and equipment	物業、機器及設備	102,189
Prepaid lease payments	預付租賃款項	45,683
Coast use rights	海岸使用權	13,984
Trade debtors	應收貿易賬款	1,601
Other debtors, deposits and prepayments	其他應收賬款、按金及預付款項	135
Inventories	存貨	10
Bank balances and cash	銀行結餘及現金	4,093
Other creditors and accrued charges	其他應付賬款及應計費用	(615)
Deferred tax liability	遞延稅項負債	(6,641)
Minority interests	少數股東權益	(2,913)
		157,526
Goodwill	商譽	18,980
		176,506
Satisfied by:	支付形式：	
Shares allotted	配售股份	71,720
Cash paid (note)	支付現金(附註)	104,786
		176,506

## Note:

During the year ended December 31, 2003, a cash consideration of approximately HK\$53,051,000 for the acquisition of 新海(珠海) was paid and the amount was disclosed as other asset in the consolidated balance sheet. Details of the other asset are disclosed in note 23.

## 附註：

於2003年12月31日止年度內，收購新海(珠海)所需現金代價約53,051,000港元已支付，有關金額已於綜合資產負債表內披露列為其他資產。有關其他資產之詳情，已於附註23披露。

## Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

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**33. ACQUISITION OF SUBSIDIARIES** (Continued)

Analysis of the net cash outflow of cash and cash equivalents in respect of the acquisition of subsidiaries is as follows:

		2004 二零零四年 HK\$'000 千港元
Cash consideration paid	已付現金代價	(51,735)
Bank balances and cash acquired	所得銀行結餘及現金	4,093
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries	收購附屬公司之現金及等同 現金項目之現金流出淨額	(47,642)

For the year ended December 31, 2004, the subsidiaries acquired contributed HK\$446,793,000 to the Group's turnover and a loss of HK\$3,037,000 to the Group's profit from operations.

**33. 收購附屬公司(續)**

收購附屬公司之現金及等同現金項目之現金流出淨額分析如下：

		2004 二零零四年 HK\$'000 千港元
Cash consideration paid	已付現金代價	(51,735)
Bank balances and cash acquired	所得銀行結餘及現金	4,093
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries	收購附屬公司之現金及等同 現金項目之現金流出淨額	(47,642)

於2004年12月31日止年度，附屬公司為本集團帶來446,793,000港元之營業額，並於本集團經營溢利中帶來虧損3,037,000港元。

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## 34. DISPOSAL OF A SUBSIDIARY

## 34. 出售一附屬公司

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
NET ASSETS DISPOSED OF	出售淨資產之		
Property, plant and equipment	物業、機器及設備	132	—
Amount due from a subsidiary	應收本集團一附屬公司	2,078	—
of the Group	之款項	22	—
Inventories	存貨	(395)	—
Tax liabilities	稅項負債		
		1,837	—
Attributable goodwill	商譽分配	3,289	—
		5,126	—
Gain on disposal	出售所得	2,710	—
Total consideration	總代價	7,836	—
Satisfied by:	支付形式：		
Cash	現金	5,758	—
Waiver of amount due from	放棄應收本集團一附屬公司	2,078	—
a subsidiary of the Group	之款項		
		7,836	—
Cash inflow arising on disposal	出售時產生之現金流入額	5,758	—

The subsidiary disposed of during the year made no significant contribution to the Group's turnover and the Group's profit.

年內所出售之附屬公司並無為本集團帶來重要營業額及溢利。

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**35. MAJOR NON-CASH TRANSACTIONS**

During the year ended December 31, 2005, the cash consideration for the acquisition of Yong Long was fully paid during the year ended December 31, 2004 and the amount was disclosed as other asset in the consolidated balance sheet as at December 31, 2004. Details of the other asset are disclosed in note 23.

On March 5, 2004, the Company issued 468,750,000 new ordinary shares of HK\$0.01 each as part of the consideration for acquisition of the entire registered capital of 新海(珠海) as disclosed in note 33. The total market value of the shares issued by the Company on the date of acquisition was HK\$71,720,000.

**36. CONTINGENT LIABILITIES**

The Group had no significant contingent liabilities at the balance sheet date.

At December 31, 2004, the Company was a guarantor to an agent for import of LPG under an agency agreement entered into between a subsidiary of the Company and the agent. The guarantee was not utilised by the agent at December 31, 2004.

**37. LEASE COMMITMENTS**

The Group as lessee

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

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Within one year	一年內	1,887	1,058
In the second to fifth years inclusive	二至五年內(包括首尾兩年)	2,886	3,547
Over five years	超過5年	29,083	28,548
		<b>33,856</b>	33,153

Operating lease payments mainly represent rentals payable by the Group for leasehold land in the PRC and LPG vessel. Leases are negotiated for terms ranged from 1 to 40 years. Rentals are fixed for an average of 5 years.

**35. 重大非現金交易**

於2005年12月31日止年度內，收購永龍所需現金代價已於2004年12月31日止年度內全數支付，有關金額已於2004年12月31日之綜合資產負債表內披露列為其他資產。有關其他資產之詳情，已於附註23披露。

於2004年3月5日，本公司發行了468,750,000股每股面值0.01港元新普通股，作為收購新海(珠海)全部註冊資本的部份代價，詳情於附註33披露。本公司於收購當日所發行之股份總市值為71,720,000港元。

**36. 或然負債**

截至資產負債表日期止，本集團並無重大或然負債。

本公司之一間附屬公司曾與代理訂立一項代理協議，進口液化氣。於2004年12月31日，本公司為該代理人之擔保人。於2004年12月31日，該代理人並無動用該項擔保。

**37. 租賃承擔**

本集團為承租人

於結算日，本集團根據不可撤銷經營租賃須支付之日後最少租金支出，到期日如下：

經營租賃付款乃主要指本集團就中國租用土地及液化汽管道應付之租金。協議租期平均為1至40年，有關的租金固定期平均為5年。

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## 37. LEASE COMMITMENTS (Continued)

## The Group as lessor

Rental income from investment properties and property, plant and equipment earned during the year was HK\$4,694,000 (2004: HK\$4,630,000). Most of the investment properties held have committed tenants for the next two years. All the leased property, plant and equipment had been disposed in current year.

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

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Within one year	一年內	3,089	2,515
In the second to fifth year inclusive	二至五年 (包括首尾兩年)	3,412	3,439
Over five years	超過五年	2,814	3,107
		9,315	9,061

## 38. OTHER COMMITMENTS

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Capital expenditure contracted for but not provided in the financial statements in respect of:	已訂約但未於財務報表撥備之資本開支之承擔如下：		
Investments in subsidiaries	附屬公司之投資	36,390	9,695
Investment in a jointly controlled entity	於一共同控制實體之投資	1,916	1,885
Purchase of plant and machinery	購置機器及設備	117,776	10,751
		156,082	22,331

## 37. 租賃承擔(續)

## 本集團為出租人

年內，投資物業及物業、機器及設備租金收入為4,694,000港元(2004: 4,630,000港元)。大部份投資物業於未來2年內已承諾出租。所有租出之物業、機器及設備已於年內出售。

於結算日，本集團與承租人簽訂下列日後最少租金收入：

## 38. 其他承擔



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**39. RETIREMENT BENEFITS PLANS**

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees.

The employees of the Group's subsidiaries in the PRC are members of state-managed retirement benefit schemes operated by the PRC government. The subsidiaries are required to contribute fixed percentage of payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions.

**40. RELATED PARTY TRANSACTIONS**

During the year, the Group entered into the following transactions with related parties:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Sales to a jointly controlled entity	向一共同控制實體銷售	252	531
Royalty fee paid to Gold Decade Limited ("Gold Decade")	向金紀元有限公司(「金紀元」)支付分特許權費	—	—
Rental expenses paid to Hunsworth Industrial Limited ("Hunsworth")	向坤泰實業有限公司(「坤泰」)支付租金	—	360
Rental expenses paid to Shum Ho, Neo	向岑浩支付租金	456	285
Purchase of a motor vehicle from Tong Shiu Ming	向唐小明購入一車輛	—	250

At December 31, 2005, Mr. Shum Ho, Neo has pledged his property to secure a short term bank loan to the extent of HK\$22,500,000 (2004: nil). The facilities utilised by the Group at December 31, 2005 amounted to HK\$6,800,000 (2004: nil).

Both Shum Siu Hung and Tong Shiu Ming are the substantial shareholders of the Company and have beneficial interest in Hunsworth. Shum Siu Hung is a director of Hunsworth.

**39. 退休福利計劃**

本集團為其於香港之全體合資格僱員提供強制性公積金計劃。強積金計劃之資產與本集團資產分開持有，由信託人以基金形式控制。本集團每月按僱員有關薪金收入的5%作為強積金供款。而僱員則作出相同數額之供款。

本集團於中國附屬公司之僱員參加中國政府中央管理之退休金計劃。該等附屬公司按要求向退休金計劃以僱員收入的固定比例供款。本集團對退休金計劃的唯一責任是作指定供款。

**40. 關連人士交易**

年內，本集團與關連人士進行下列交易：

於2005年12月31日，岑浩抵押其物業以獲得22,500,000港元(2004：無)之短期銀行借款。於2005年12月31日，本集團已動用該銀行借款約6,800,000港元(2004：無)。

岑少雄及唐小明均為本公司主要股東及擁有坤泰之實際權益。岑少雄乃坤泰之董事。

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**40. RELATED PARTY TRANSACTIONS (Continued)**

Shum Siu Hung is a director of and has a beneficial interest in Gold Decade.

Shum Ho, Neo is the son of Shum Siu Hung and Tong Shiu Ming.

On October 31, 2000, Sound Industrial, a wholly-owned subsidiary of the Company entered into an agreement with Gold Decade. Pursuant to the agreement, Gold Decade has granted to Sound Industrial an exclusive sub-licence to use the trademarks of “華寶” and “HUABAO” (the “Trademarks”), well-known brand names for electrical appliance in the PRC, on all the electronic products manufactured and sold by the Group for an initial term of one year. A royalty fee of 1.5% of the net sale proceeds of the Group's products sold under the Trademarks shall be payable as sub-licence fee subject to a maximum annual payment of HK\$8,000,000 and a minimum annual payment of HK\$10,000. On October 30, 2001, the agreement was renewed for one year to October 30, 2003 at a fixed royalty fee of HK\$1. On October 31, 2002, the agreement was renewed for another two years to October 31, 2004 with the same terms. On October 31, 2004, the agreement was renewed for another two years to October 31, 2006 with the same terms. On December 31, 2005, Sound Industrial entered into a termination agreement with Gold Decade, pursuant to which the agreement renewed on October 31, 2004 was early terminated on December 31, 2005.

On May 16, 2004, Sound Management, entered into an office tenancy agreement with Shum Ho, Neo for the use of office premises provided by Shum Ho, Neo located on 20th Floor, Times Tower, 393 Jaffe Road, Wanchai, Hong Kong at HK\$38,000 per calendar month for a period of one year commencing May 16, 2004. On May 16, 2005, the agreement was renewed for one year to May 16, 2006 with the same terms.

Save as disclosed above and note 26, there were no other significant transactions with related parties during the year or significant balances with them at the end of the year.

**40. 關連人士交易 (續)**

岑少雄是金紀元之董事，亦擁有金紀元之實際權益。

岑浩乃岑少雄及唐小明之子。

於2000年10月31日，本公司之全資附屬公司新海實業與金紀元訂立協議。根據協議，金紀元向新海實業授予使用中華人民共和國(「中國」)電器業著名商標「華寶」及「HUABAO」(「該等商標」)之獨家分特許權，許可本集團生產及出售之所有電子產品使用該等商標，年期初步定為一年。出售冠以該等商標產品所得銷售淨款項之1.5%作為分特許權費，惟該費用之上限為每年8,000,000港元，而下限則為10,000港元。於2001年10月30日，該協議以1港元固定分特許權費續期一年至2003年10月30日。於2002年10月31日，該協議按相同條款另續期兩年至2004年10月31日。於2004年10月31日，該協議按相同條款另續期兩年至2006年10月31日。於2005年12月31日，新海實業與金紀元訂立一份終止協議。據此，在2004年10月31日續期之協議於2005年12月31日前終止。

於2004年5月16日，新海管理與岑浩訂立辦公室租約，以月租38,000港元租用岑浩位於香港灣仔謝斐道393號新時代中心20樓之辦公室物業。租期於2004年5月16日起計，為期1年。於2005年5月16日，該租約按相應條款續期至2006年5月16日。

除以上及於附註26所披露者外，期內與關連人士並無重大交易，或於期終時亦未有與彼等相關之重大結餘。

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**40. RELATED PARTY TRANSACTIONS (Continued)****Compensation of key management personnel**

The remuneration of executive directors and other members of key management during the year was as follows:

	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Short-term benefits 短期福利	2,695	3,937
Post-employment benefits 僱員結束服務後之福利	70	66
	<b>2,765</b>	<b>4,003</b>

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

**41. POST BALANCE SHEET EVENT**

On December 31, 2005, the Company's wholly-owned subsidiary 新海(珠海) entered into two separate conditional sale and purchase agreements ("Purchase Agreements") with Shenzhen Zhong Ke Cai Development Co. Ltd. and Shenzhen Ji Ye Long Industrial Co. Ltd., who are independent third parties independent to the Group, for the acquisition of the entire equity interest in Shenzhen Baorun Liquefield Petroleum Gas Co., Ltd. for a cash consideration of RMB35,600,000 (approximately HK\$34,231,000). The proposed acquisition as contemplated under the Purchase Agreement constituted a disclosable transaction for the Company under Chapter 14 of the Listing Rules. The acquisition was completed on March 31, 2006. Details of the acquisition were set out in the Company's circular dated January 27, 2006. The Company has commenced considering the fair value of the net assets acquired in this transaction but is not yet in a position to disclose the finalised financial information of the acquisition completed on March 31, 2006.

**40. 關連人士交易(續)****主要管理人員之報酬**

本年度執行董事及其他主要管理人員之薪酬列明如下：

	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Short-term benefits 短期福利	2,695	3,937
Post-employment benefits 僱員結束服務後之福利	70	66
	<b>2,765</b>	<b>4,003</b>

董事及主要管理人員之薪酬由薪酬委員會根據個人表現及市場趨勢釐定。

**41. 結算日後事項**

於2005年12月31日，本公司全資附屬公司新海(珠海)與本集團以外的兩位獨立第三者深圳市中科財實業發展有限公司及深圳市基業隆實業有限公司分別訂立兩份有條件買賣協議(「買賣協議」)，以35,600,000人民幣(約34,231,000港元)之現金代價收購深圳市寶潤燃氣有限公司全部股權。根據上市規則第14條，買賣協議下擬進行此項收購建議構成須予披露之交易。有關收購載於本公司2006年1月27日之通函內。本公司開始考慮該交易所得之淨資產之公平值，但未披露於2006年3月31日完成收購之最後財務資料。