



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

1. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“the Listing Rules”). A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2 provides information on the changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

一. 主要會計政策

(a) 遵守聲明

此等財務報表是按照香港會計師公會頒佈之所有適用香港財務報告準則（「香港財務報告準則」），該統稱包括所有適用的單獨的《香港財務報告準則》、《香港會計準則》（「香港會計準則」）及詮釋、香港公認會計原則及香港《公司條例》之規定而編製。此外，此等財務報表亦已遵照香港聯合交易所有限公司證券上市規則（「上市規則」）中適用的披露規定。本集團所採用之主要會計政策撮要載列如下。

香港會計師公會頒佈了若干新訂及經修訂之香港財務報告準則，有關準則自本集團及本公司的本會計期間開始生效或可供提前採用。於本期間及過往會計期間，由於初次運用上述與本集團有關之新訂及經修訂香港財務報告準則而導致會計政策變動之影響已反映於財務報表中。其資料載於財務報表附註二內。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2006 comprise the Company and its subsidiaries and the Group's interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- investment property (see note 1(g)); and
- financial instruments classified as available-for-sale securities (see note 1(f)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

一. 主要會計政策 (續)

(b) 財務報表編製基準

截至二零零六年十二月三十一日止年度之綜合財務報表包括本公司及其附屬公司及本集團之聯營公司權益。

編製財務報表所採用之計算基準為歷史成本法；惟下列資產及負債均以公允值列賬（詳見下文會計政策所闡釋）除外：

- 投資物業（見附註一(g)）；及
- 分類為待售證券之金融工具（見附註一(f)）。

編製此等符合香港財務報告準則之財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響政策之應用及所申報之資產及負債、收入及開支等數額。該等估計及有關假設乃根據過往經驗及管理層相信於該等情況下乃屬合理之各項其他因素為基準而作出，所得結果構成管理層就目前未能從其他來源而得出的資產及負債之賬面值所作出估計之基準。實際數字或會有別於估計數字。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of preparation of the financial statements (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements are discussed in note 40.

(c) Subsidiaries and minority interests

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

一. 主要會計政策 (續)

(b) 財務報表編製基準 (續)

本集團持續就所作估計及相關假設作出評估。會計估計之變動如僅影響當期，則有關會計估計變動將於當期確認。如該項會計估計變動影響當期及以後期間，則有關會計估計變動將於當期及以後期間確認。

管理層在應用香港財務報告準則時所作出並對財務報表有重大影響之判斷詳述於附註四十。

(c) 附屬公司及少數股東權益

附屬公司為本集團控制之實體。於本集團有權監管該實體之財務及經營決策，以自其業務獲取利益時，即存在控制。於評估控制權時，將計及現時可行使之潛在投票權。

於附屬公司之投資會自控制開始日期起合併入賬綜合財務報表內，直至控制結束日期為止。集團內公司間之結餘及交易和集團內公司間之交易所產生之任何未變現盈利於編製綜合財務報表時悉數抵銷。倘並無出現耗損跡象，集團內公司間之交易所產生之未變現虧損則按照未變現收益之相同方式抵銷。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Subsidiaries and minority interests (continued)

Minority interests represent the portion of the net assets of subsidiaries attributable to interests that are not owned by the Company, whether directly or indirectly through subsidiaries, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Minority interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the Company. Minority interests in the results of the Group are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between minority interests and the equity shareholders of the Company.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the minority's share of losses previously absorbed by the Group has been recovered.

一. 主要會計政策 (續)

(c) 附屬公司及少數股東權益 (續)

少數股東權益指並非由本公司直接或間接透過附屬公司擁有之權益所佔附屬公司之資產淨值，而本集團未有就此與該權益持有人達成任何附加協議，致令本集團整體上對該等權益產生符合財務負債定義之法定義務。少數股東權益會在綜合資產負債表之權益項目中，與本公司股東之應佔權益分開呈報。而少數股東所佔集團業績之權益則會在綜合損益表中列作為本公司少數股東與本公司股東之間的年內損益總額分配。

倘少數股東應佔之虧損超過其應佔附屬公司股權之權益，超額部份及任何其他少數股東應佔虧損便會沖減本集團所佔權益；惟如少數股東有具約束力之義務及有能力作出額外投資彌補虧損則除外。附屬公司之所有其後盈利均會分配予本集團，直至收回以往由本集團承擔之少數股東應佔虧損為止。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Subsidiaries and minority interests (continued)

Loans from holders of minority interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated balance sheet in accordance with notes 1(n) or (o) depending on the nature of the liability.

In the Company's balance sheet, an investment in a subsidiary is stated at cost less any impairment losses (see note 1(k)), unless the investment is classified as held for sale.

(d) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the associate's net assets, unless it is classified as held for sale. The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the associates for the year, including any impairment loss on goodwill relating to the investments in associates recognised for the year (see notes 1(e) and (k)).

一. 主要會計政策 (續)

(c) 附屬公司及少數股東權益 (續)

少數股東權益持有人之貸款及其他有關該等持有人之合約責任，於綜合資產負債表根據附註一(n)或(o) (視乎負債性質而定) 列為財務負債。

在本公司之資產負債表內，於附屬公司之投資按成本值減去任何耗損虧損 (見附註一(k)) 列賬；惟如有關投資已被列作待售投資則除外。

(d) 聯營公司

聯營公司是指本集團或本公司可以對其管理層發揮重大影響力的公司，包括參與財務及經營政策之決定，但並不控制或共同控制其管理層之公司。

於聯營公司之投資根據權益法記入綜合財務報表內，首先按成本值入賬，其後按本集團所佔聯營公司資產淨值於收購後之變動作出調整；惟如有關投資已被列作待售投資則除外。綜合損益表包括本集團所佔聯營公司於該年度之收購後及除稅後業績，包括於年內確認有關於聯營公司之投資之任何商譽耗損虧損 (見附註一(e)及(k))。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Associates (continued)

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal and constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

In the Company's balance sheet, its investments in associates are stated at cost less impairment losses (see note 1(k)), unless it is classified as held for sale.

一. 主要會計政策 (續)

(d) 聯營公司 (續)

如本集團分攤之虧損超過其於聯營公司之權益，則本集團之權益將會減至零，並毋須確認其他虧損；惟如本集團需對該聯營公司承擔法定及推定責任或代表該聯營公司作出付款則除外。就此而言，本集團之聯營公司權益為根據權益會計法所得之投資賬面值，連同實際構成本集團於聯營公司之投資淨額之任何長期權益。

本集團及其聯營公司間之交易所產生之未變現盈虧均在本集團之聯營公司權益中沖銷；惟倘未變現虧損是由已轉讓資產的耗損產生，則須立刻在損益表中確認。

在本公司之資產負債表內，本公司於聯營公司之投資需按成本值減去耗損虧損（見附註一(k)）列賬；惟如有關投資已被列作待售投資則除外。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Goodwill

Goodwill represents the excess of the cost of a business combination or an investment in an associate over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 1(k)). In respect of associates, the carrying amount of goodwill is included in the carrying amount of the interest in the associate.

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination or an investment in an associate is recognised immediately in profit or loss.

On disposal of a cash-generating unit or an associate during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

Also in accordance with the transitional arrangements under HKFRS 3, goodwill which had previously been taken directly to reserves (i.e. goodwill which arose before 1 January 2001) will not be recognised in profit or loss on disposal or impairment of the acquired business, or under any other circumstances.

一. 主要會計政策 (續)

(e) 商譽

商譽即商業合併或投資聯營公司之成本超過本集團應佔收購業務之可辨別資產、負債及或有負債之公允淨值之數。

商譽按成本值減累計耗損虧損列賬。商譽被分配為現金生產單位，並須每年作耗損測試（見附註一(k)）。就聯營公司而言，商譽之賬面值會計入於聯營公司權益之賬面值內。

在商業合併或投資聯營公司時，若本集團應佔收購業務之可辨別資產、負債及或有負債之公允淨值高於成本值，超出之金額即時在損益表確認。

於年內出售單一現金生產單位或聯營公司時，其應佔已收購商譽金額會於計算出售交易之盈虧時計入其中。

此外，根據香港財務報告準則第3號之過渡條文，當所收購業務被出售或出現耗損時，或在任何其他情況下，過往直接計入儲備之商譽（即於二零零一年一月一日之前產生之商譽）也不會於損益表中確認。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Other investments in equity securities

The Group's and the Company's policies for investments in equity securities, other than investments in subsidiaries and associates, are as follows:

Investments in equity securities are initially stated at cost, which is their transaction price unless fair value can be more reliably estimated using valuation techniques whose variables include only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At each balance sheet date the fair value is remeasured, with any resulted gain or loss being recognised in profit or loss.

Investment in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the balance sheet at cost less impairment losses (see note 1(k)).

一. 主要會計政策 (續)

(f) 其他股本證券投資

本集團及本公司之股本證券投資(除附屬公司及聯營公司投資外)準則如下:

股本證券投資初步按成本值(即其交易價格)列賬;但如可根據一項變數只包括可觀察市場數據之估值方法更可靠地估計出公允值則除外。成本包括應佔交易成本;惟下文所述者除外。此等投資其後因應所屬分類入賬如下:

持作貿易用途之證券投資被歸類為流動資產,任何應佔交易成本於產生時在損益表中確認。於各個結算日,會重新計算公允值,所得之盈虧於損益表中確認。

倘股本證券投資於活躍市場並無市場報價及其公允值無法準確計量,則該等投資在資產負債表中以成本值減去耗損虧損確認入賬(見附註一(k))。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Other investments in equity securities (continued)

Investments in securities which do not fall into any of the above categories are classified as available-for-sale securities. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised directly in equity. When these investments are derecognised or impaired (see note 1(k)), the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss.

Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments.

(g) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(j)) to earn rental income and/or for capital appreciation.

Investment properties are stated in the balance sheet at fair value. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 1(t)(iv).

一. 主要會計政策 (續)

(f) 其他股本證券投資 (續)

其他不屬上述任何類別的證券投資被歸類為待售證券。於各個結算日，會重新計算公允值，所得之盈虧會直接於權益中確認。當終止確認此等投資或此等投資出現耗損（見附註一(k)）時，先前直接於權益中確認之累計收益或虧損會於損益表中確認。

投資會於本集團承諾買入／賣出當日確認／終止確認。

(g) 投資物業

投資物業是根據租賃權益擁有或持有用作賺取租金收入及／或資本增值之土地及／或樓宇（見附註一(j)）。

投資物業於資產負債表中按公允值列賬。公允值變動所產生或投資物業退廢或出售所產生之任何盈虧於損益表中確認。投資物業之租金收入按附註一(t)(iv)所載者入賬。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Other property, plant and equipment

Other property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and impairment losses (see note 1(k)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(v)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, over their estimated useful lives as follows:

- toll bridge is depreciated on an units-of-usage basis which is based on the actual traffic volume for a particular period over the projected total traffic volume throughout the periods for which the Group is granted the right to operate the bridge. The projected total traffic volume is based on independent professional traffic studies. It is a Group policy to compare the yearly actual traffic volume with the projected traffic volume. Appropriate adjustments will be made should actual volume be materially different from that projected;

一. 主要會計政策 (續)

(h) 其他物業、廠房及設備

其他物業、廠房及設備於資產負債表內按成本值減累計折舊及耗損虧損入賬(見附註一(k))。

自建物業、廠房及設備成本包括物料成本、直接勞工成本、初步估計(倘適用)之拆卸及搬遷項目以及恢復項目所在地原貌之成本及適當比例之生產經常費用及借貸成本(附註一(v))。

物業、廠房及設備退廢或被出售所產生之盈虧以出售所得款項淨額與資產之賬面值之間的差額釐定，並於退廢或出售當日在損益表中確認。

物業、廠房及設備項目乃按其估計可使用年期減彼等之估計剩餘價值(如有)以撇銷其成本值計算折舊如下：

- 收費橋樑之折舊乃按照交通流量法計提。其按有關期間之實際交通流量佔本集團獲授該橋樑經營權期間之預計交通總流量之比例計提。預計交通總流量乃根據獨立專業交通流量研究計算所得。本集團會將每年的實際交通流量與預計交通總流量作比較。倘實際交通總流量與預計者出現重大差異，將會作出適當調整；



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Other property, plant and equipment (continued)

- buildings situated on leasehold land are depreciated on a straight-line basis over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion;
- other fixed assets are depreciated on a straight-line basis over their estimated useful lives as follows:

Toll bridge ancillary facilities	5 to 10 years
Leasehold improvements	10 years or over the remaining term of the lease, if shorter
Furniture and fixtures	5 to 10 years
Motor vehicles, electronic equipment and other fixed assets	3 to 12 years

No depreciation is provided in respect of construction in progress.

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

一. 主要會計政策 (續)

(h) 其他物業、廠房及設備 (續)

- 位於租賃土地之上的樓宇乃按其餘下之租賃年期及估計可使用年期(即完成日期起計五十年之內)(以較短者為準)以直線法折舊;
- 其他固定資產乃按下列估計可使用年期以直線法折舊:

收費橋樑附屬設施	五至十年
租賃物業裝修	十年或剩餘之 租賃年期 (以較短者 為準)
傢俬及裝置	五至十年
汽車、電子設備 及其他固定資產	三至十二年

在建工程並不計提折舊。

當一項物業、廠房及設備之各部份有不同的可使用年期，此項目各部份之成本將按合理基礎分配，而每部份將作個別折舊。資產之可使用年期及其剩餘價值(倘適用)會每年進行檢討。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated in the balance sheet at cost less accumulated amortisation and impairment losses (see note 1(k)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of waste-water treatment concession rights is charged to profit or loss on a straight-line basis over their estimated useful lives of 25 to 30 years. Both the period and method of amortisation are reviewed annually.

(j) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exception:

一. 主要會計政策 (續)

(i) 無形資產(商譽除外)

本集團收購所得之無形資產於資產負債表中按成本值減累計攤銷及耗損虧損列賬(見附註一(k))。有關內部產生之商譽及品牌之開支於產生期間支銷。

污水處理特許經營權之攤銷按直線法於估計可使用年期二十五年至三十年內計入損益表。攤銷期及方法均會每年檢討。

(j) 租賃資產

如本集團能確定某項安排賦予有關人士權利，可透過付款或支付一系列款項而於協定期間內使用特定資產，有關安排(包括一項交易或一系列交易)即屬或包含租賃。本集團之結論乃基於有關安排之細節評估而作出，並不論有關安排是否具備租賃之法律形式。

(i) 本集團租用之資產之分類

就本集團根據租賃持有之資產而言，如有關租賃把絕大部份擁有權之風險及利益轉移至本集團，則有關資產被分類為根據融資租賃持有之資產。不會轉移絕大部份擁有權之風險及利益予本集團之租賃乃分類為經營租賃；惟下述者除外：



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Leased assets (continued)

(i) Classification of assets leased to the Group (continued)

Land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

(ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in fixed assets and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the assets, the life of the assets, as set out in note 1(h). Impairment losses are accounted for in accordance with the accounting policy as set out in note 1(k). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

一. 主要會計政策 (續)

(j) 租賃資產 (續)

(i) 本集團租用之資產之分類 (續)

就根據經營租賃持作自用之土地而言，如其公允值不能夠與訂立租賃時已建於其上之建築物之公允值分開計量，將當作根據融資租賃持有者入賬；惟如有關建築物亦是根據經營租賃確實持有則除外。就此而言，訂立租賃之時指本集團首次訂立租賃之時，或自前度承租人接收之時。

(ii) 根據融資租賃購入之資產

如屬本集團根據融資租賃獲得資產使用權之情況，則將相當於租賃資產公允值或最低租賃付款金額現值（如為較低者）列作固定資產，而相應負債（已扣除財務費用）則列為融資租賃承擔。折舊是在相關的租賃期或資產之可使用年期（如本集團很可能取得資產之所有權）內計提，沖銷其成本；有關的可使用年期載列於附註一(h)。耗損虧損按照附註一(k)所述之會計政策入賬。租賃付款內含的財務費用於租賃期內計入損益表內，使每個會計期間之財務費用與負債餘額之比率大致相同。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Leased assets (continued)

(iii) Assets leased out under finance leases

Where assets are leased out under finance leases, an amount representing the net investment in the lease is included in the balance sheet as a receivable. Finance income implicit in the lease payments is credited to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of return on the outstanding net investment in the leases for each accounting period.

(iv) Operating lease charges

Where the Group has the use of assets under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see note 1(g)).

一. 主要會計政策 (續)

(j) 租賃資產 (續)

(iii) 根據融資租賃出租之資產

如屬資產根據融資租賃出租之情況，則將相當於租賃投資淨額之數入賬資產負債表，列作應收款項。租賃付款內含的財務收入於租賃期內計入損益表內，使每個會計期間之回報與未償付租賃投資淨額之比率大致相同。

(iv) 經營租賃支出

如屬本集團根據經營租賃使用資產之情況，則根據租賃作出之付款會在租賃期所涵蓋之會計期間內，以等額方式計入損益表中；惟如有其他基準能更清楚地反映租賃資產所產生之收益模式則除外。已收取之租賃獎勵在損益表中確認為總租賃付款淨額的一部份。

根據經營租賃持有之土地之收購成本乃於租賃期內以直線法攤銷；惟如該物業被分類為投資物業則除外（見附註一(g)）。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Impairment of assets

(i) Impairment of investments in equity securities and other receivables

Investments in equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exist, any impairment loss is determined and recognised as follows:

- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities are not reversed.
- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material.

一. 主要會計政策 (續)

(k) 資產耗損

(i) 股本證券投資及其他應收款項之耗損

按成本值或攤銷成本列賬或已被分類為待售證券之股本證券投資及其他流動與非流動應收款項會於各個結算日進行檢討，以判斷有否存在客觀耗損證據。如存在任何上述證據，則會釐定及確認耗損虧損如下：

- 就按成本值列賬之非上市股本證券而言，耗損虧損按財務資產之賬面值與按類似財務資產之現行市場回報率貼現（如貼現影響重大）估計之未來現金流量之差額計算。股本證券之耗損虧損不予撥回。
- 就按攤銷成本列賬之應收賬款、其他流動應收款項及其他財務資產而言，耗損虧損按資產之賬面值與按財務資產最初之實際利率（即此等資產最初確認時計算所得之實際利率）（如貼現影響重大）估計之未來現金流量現值之差額計算。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Impairment of assets (continued)

(i) Impairment of investments in equity securities and other receivables (continued)

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

- For available-for-sale securities, the cumulative loss that has been recognised directly in equity is removed from equity and is recognised in profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised directly in equity.

一. 主要會計政策 (續)

(k) 資產耗損 (續)

(i) 股本證券投資及其他應收款項之耗損 (續)

倘於其後期間耗損虧損金額有所減少，而客觀上與確認耗損虧損後發生之事件有關，有關耗損虧損會撥回損益表。耗損虧損之撥回不應導致資產之賬面值超過其在以過年度沒有確認任何耗損虧損而應已釐定之數額。

- 就待售證券而言，早前直接於權益內確認之任何累計虧損須從權益內轉回，並在損益表內確認。在損益表內確認之累計虧損為收購成本（已扣除任何本金還款及攤銷）與現行公允值兩者之差額，減去早前已在損益表內就該資產確認之任何耗損虧損。

已於損益表確認之待售股本證券耗損虧損並不能撥回損益表。其後該資產公允值之任何增加須直接在權益內確認。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Impairment of assets (continued)

(ii) Impairment of other assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment (other than properties carried at revalued amounts);
- prepaid interest in leasehold land classified as being held under an operating lease;
- intangible assets;
- investments in subsidiaries and associates (except for those classified as being held for sale); and
- goodwill.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

一. 主要會計政策 (續)

(k) 資產耗損 (續)

(ii) 其他資產之耗損

本集團會於每個結算日審閱內部及外界所得資料，以確定下列資產（商譽除外）是否出現耗損或先前已確認之耗損虧損不再存在或已經減少：

- 物業、廠房及設備（按重估數額列賬之物業除外）；
- 被分類為根據經營租賃持有之租賃土地之預付利息；
- 無形資產；
- 於附屬公司及聯營公司之投資（被分類為待售者除外）；及
- 商譽。

倘出現任何該等跡象，則估計資產之可收回數額。此外，就商譽而言，其可收回數額會每年估計（不論有否出現耗損跡象）。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

- Calculation of recoverable amount
The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).
- Recognition of impairment losses
An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

一. 主要會計政策 (續)

(k) 資產耗損 (續)

(ii) 其他資產之耗損 (續)

- 計算可收回數額
資產之可收回數額乃指出售價格淨額與使用價值兩者中之較高者。在評估使用價值時，估計日後現金流量乃根據除稅前貼現率貼現至現值，而該貼現率須能反映市場現行對款項的時間價值及資產獨有風險之評估。倘資產並不可在近乎獨立於其他資產之情況下產生現金流量，可收回數額則指可獨立產生現金流量之最小資產組別（即現金生產單位）之可收回數額。
- 確認耗損虧損
倘資產或其所屬之現金生產單位之賬面值超過其可收回數額，則於損益表確認耗損虧損。就現金生產單位確認之耗損虧損而言，其首先用作減少已分配至現金生產單位（或單位類別）之任何商譽之賬面值，其後按比例基準用作減少單位（或單位類別）內其他資產之賬面值；惟資產之賬面值將不得減少至低於其個別公允值減出售成本或使用價值（如能計算）。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

- Reversals of impairment losses
In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(k)(i) and (ii)).

一. 主要會計政策 (續)

(k) 資產耗損 (續)

(ii) 其他資產之耗損 (續)

- 耗損虧損撥回
就商譽以外的資產而言，倘用作釐定可收回數額之估計出現有利變動，則須撥回耗損虧損。商譽之耗損虧損不會撥回。

耗損虧損撥回只限於該資產並未計算過往年度所確認之耗損虧損時之賬面值。耗損虧損撥回之數於確認有關撥回之年度計入損益表內。

(iii) 中期財務報告及耗損

根據上市規則，本集團須按照香港會計準則第34號－「中期財務報告」之規定就有關財政年度首六個月編製中期財務報告。於中期期末，本集團採用其於財政年度結束時將會採用之同一減值測試、確認、及撥回標準（見附註一(k)(i)至(ii)）。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Impairment of assets (continued)

(iii) Interim financial reporting and impairment (continued)

Impairment losses recognised in an interim period in respect of goodwill and available-for-sale equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

(l) Inventories

Inventories, mainly comprise spare parts and consumables used in the repairs and maintenance of the waste-water treatment plants and waste-to-energy power plant, are carried at cost less provision for obsolescence. Cost is calculated using the weighted average cost formula. When inventories are consumed, the carrying value of those inventories is recognised as an expense in profit or loss.

(m) Debtors, other receivables, deposits and prepayments

Debtors, other receivables, deposits and prepayments are initially recognised at fair value and thereafter stated at amortised cost less impairment losses for bad and doubtful debts (see note 1(k)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less impairment losses for bad and doubtful debts (see note 1(k)).

一. 主要會計政策 (續)

(k) 資產耗損 (續)

(iii) 中期財務報告及耗損 (續)

於中期期間就商譽及按成本值入賬之待售股本證券確認之耗損虧損不會於其後的期間撥回。假設有關於中期期間的耗損評估於財政年度結束時進行，即使沒有確認虧損，或虧損屬輕微，均採用以上相同處理方法。

(l) 存貨

存貨主要包括用於維修及保養污水處理廠及垃圾焚燒發電廠之零部件及消耗品，其按成本值減去設備廢棄撥備列賬。成本值按加權平均成本公式計算。在耗用存貨後，有關存貨之賬面值會於損益表中確認為開支。

(m) 應收賬款、其他應收款項、按金及預付款項

應收賬款、其他應收款項、按金及預付款項初步按公允值確認，其後則按攤銷成本減呆壞賬耗損虧損列賬（見附註一(k)）；惟如有關應收款項為給予關聯人仕之免息貸款，而有關貸款並無固定還款期或貼現影響甚微者則除外。在此情況下，有關應收款項按成本值減呆壞賬耗損虧損列賬（見附註一(k)）。



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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(o) Creditors, other payables and accrued expenses

Creditors, other payables and accrued expenses are initially recognised at fair value and subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

一. 主要會計政策 (續)

(n) 計息借款

計息借款初步按公允值減應佔交易成本確認。在初步確認後，計息借款按攤銷成本列賬，而初步確認數額與贖回價值兩者之任何差額（連同任何應付利息及費用）於借貸期內按實際利率法在損益表中確認。

(o) 應付賬款、其他應付款項及應計費用

應付賬款、其他應付款項及應計費用初步按公允值確認，其後按攤銷成本列賬，但如貼現影響甚微則除外。在此情況下，則按成本值列賬。

(p) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、於銀行及其他財務機構之活期存款及可隨時兌換為已知金額現金之短期及高流通性投資，其價值變動風險並不重大，並在購入起計三個月內到期。在編製綜合現金流量表時，現金及現金等價物也包括須按要求償還及構成本集團現金管理中一部份的銀行透支。



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(Expressed in Hong Kong dollars unless otherwise indicated)
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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Employee benefits

- (i) *Short-term employee benefits and contributions to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

- (ii) *Share based payments*

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the Black-Scholes Option Pricing Model, taking into accounts the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

一. 主要會計政策 (續)

(q) 僱員福利

- (i) *短期僱員福利及定額供款退休計劃供款*

薪金、年度花紅、年度有薪假期、定額供款退休計劃供款及非金錢福利之成本於僱員提供服務之年度提取。倘因付款遞延而造成重大分別，有關數額則按現值列賬。

- (ii) *以股份償付*

僱員獲授購股權之公允值會確認為員工成本，而在權益內之資本儲備則作相應之增加。公允值乃於授出日期採用「柏力克—舒爾斯」期權定價模式，並經考慮購股權之授出條款及條件計算。當僱員須符合生效條件方可無條件享有該等購股權時，在考慮購股權生效的或然率後，購股權之估計公允值總額在生效期內經攤分入賬。



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(Expressed in Hong Kong dollars unless otherwise indicated)
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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Employee benefits (continued)

(ii) Share based payments (continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(iii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

一. 主要會計政策 (續)

(q) 僱員福利 (續)

(ii) 以股份償付 (續)

於生效期內，估計可生效之購股權數目會作出檢討。除非原來的員工支出符合資產確認之要求，否則任何已在過往年度確認之累計公允值之調整須在檢討年內之損益表中計入／撥回，並在資本儲備作相應調整。在生效日期，除非因未能符合生效條件引致權利喪失純粹與本公司股份之市價有關，否則確認為支出之金額按生效購股權之實際數目作調整（並在資本儲備作相應調整）。權益金額在資本儲備中確認，直至購股權獲行使（轉撥至股份溢價賬），或購股權屆滿（直接轉入保留盈利）為止。

(iii) 終止福利

終止福利僅於本集團在具備正式而詳細且不可能撤回方案之情況下，決意終止聘用或因採取自願離職措施而提供福利時，方予確認。



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(Expressed in Hong Kong dollars unless otherwise indicated)
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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

一. 主要會計政策 (續)

(r) 所得稅

本年度所得稅包括本期稅項及遞延稅項資產及負債之變動。本期稅項及遞延稅項資產及負債之變動均在損益表內確認；惟如其與直接於權益中確認之項目有關，則須於權益中確認。

本期稅項是按本年度應課稅收入，以於結算日採用或主要採用之稅率計算之預期應繳稅項，及任何有關以往年度應繳稅項之調整。

遞延稅項資產及負債乃因作財務報告用途之資產及負債賬面值與作稅基用途之資產及負債賬面值兩者之可予扣減及應課稅之暫時性差異所產生。遞延稅項資產亦可由未經使用之稅務虧損及未經使用之稅項優惠所產生。



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(Expressed in Hong Kong dollars unless otherwise indicated)
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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

一. 主要會計政策 (續)

(r) 所得稅 (續)

除了若干有限之例外情況外，所有遞延稅項負債，及所有遞延稅項資產（僅限於將來很可能取得應課稅盈利而令該項資產得以運用之部份）均予確認。容許確認由可予扣減暫時性差異所產生之遞延稅項資產之未來應課稅盈利包括其將由目前之應課稅暫時性差異撥回之部份，而此等應課稅暫時性差異應由同一稅務當局向同一應課稅單位徵收，並預期在可予扣減暫時性差異預期撥回之同一期間內撥回或在由遞延稅項資產產生之稅務虧損能轉回或轉入之期間內撥回。在評定目前之應課稅暫時性差異是否容許確認由未經使用之稅務虧損及優惠所產生之遞延稅項資產時採用上述相同之標準，即該等暫時性差異由同一稅務當局向同一應課稅單位徵收，並預期在稅務虧損或優惠能應用之期間內撥回方計算在內。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Income tax (continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

一. 主要會計政策 (續)

(r) 所得稅 (續)

確認遞延稅項資產及負債之有限例外情況：包括不可在稅務方面獲得扣減之商譽所引致之暫時性差異、首次確認但並不影響會計盈利及應課稅盈利之資產或負債（惟其不可為企業合併之部份）、以及有關於附屬公司投資所引致之暫時性差異；如為應稅差異，只限於本集團可以控制撥回時間，且在可預見將來不大可能撥回之暫時差異或如為可予扣減差異，則只限於可能在未來撥回之差異。

應確認之遞延稅項數額是按照資產及負債賬面值之預期變現或清償方式，以結算日採用或主要採用之稅率計算。遞延稅項資產及負債均不作貼現計算。

本集團會在每個結算日評估遞延稅項資產之賬面值。如果不再可能取得足夠之應課稅盈利以運用有關之稅務利益，賬面金額則予以調低。如日後可能取得足夠之應課稅盈利時，已扣減金額則予以撥回。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Income tax (continued)

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

一. 主要會計政策 (續)

(r) 所得稅 (續)

分派股息所產生之額外所得稅在支付有關股息之責任確認時予以確認。

本期稅項結餘及遞延稅項結餘及其變動，乃各自分開列示及並無相互抵銷。若本公司或本集團在法律上擁有抵銷本期稅項資產及本期稅項負債之行使權利及能符合下列額外條件，則本期稅項資產可抵銷本期稅項負債，及遞延稅項資產可抵銷遞延稅項負債：

- 若為本期稅項資產及負債：本公司或本集團計劃以淨額清償，或計劃同時變現資產和清償負債；或
- 若為遞延稅項資產及負債：如其與同一稅務當局向下述者徵收之所得稅有關：
 - 同一應課稅單位；或
 - 如為不同之應課稅單位，預期在未來每一個週期將清償或追償顯著數目之遞延稅項負債或資產及計劃以淨額基準變現本期稅項資產及清償本期稅項負債或計劃同時變現本期稅項資產及清償本期稅項負債。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(t) Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) *Toll bridge revenue*

Toll bridge revenue, net of business tax, is recognised on a usage of the bridge.

一. 主要會計政策 (續)

(s) 撥備及或有負債

當本集團或本公司因過往事件而須負上法律或推定之責任，且可能須就履行該等責任而導致經濟效益流出，並能夠就此作出可靠估計，方始為未能確定何時發生或款額之負債作出撥備。當數額涉及重大之時間價值時，則按預期用以履行責任之開支之現值作出撥備。

倘不一定需要流出經濟效益履行責任或未能可靠估計款額，則該等責任將披露作或有負債；除非出現經濟效益流出的可能性極微。可能出現的責任（僅於一項或多項未來事件發生或不發生的情況下確定）亦披露為或有負債；除非出現經濟效益流出的可能性極微。

(t) 收益確認

在經濟效益預期會流入本集團，並且收益及成本（倘適用）能可靠計算之情況下，以下各項收益將會於損益表中確認：

(i) *收費橋樑收益*

收費橋樑收益（經扣除營業稅）按使用路橋基準確認。



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1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Revenue recognition (continued)

- (ii) Revenue from waste-water treatment plants, waste-to-energy power plant and methane-to-energy power plant operation services

Revenue from waste-water treatment plants, waste-to-energy power plant and methane-to-energy power plant operation services are recognised when the related services are rendered.

- (iii) Finance lease income

Finance lease income is recognised on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the finance lease.

- (iv) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

- (v) Property management fee income

Property management fee income is recognised when the related services are rendered.

一. 主要會計政策 (續)

(t) 收益確認 (續)

- (ii) 來自污水處理廠、垃圾焚燒發電廠及沼氣發電廠之營運服務收益

來自污水處理廠、垃圾焚燒發電廠及沼氣發電廠之營運服務收益於提供相關服務時確認。

- (iii) 融資租賃收入

融資租賃收入按一個能反映出租人就有關融資租約之投資淨額定期回報率之方式計算及確認。

- (iv) 經營租賃產生之租金收入

根據經營租賃應收之租金收入於租賃期間內以等額方式在損益表中確認；除非有另一基準更能代表使用租賃資產所產生之利益之模式。已授出之租賃獎勵於損益表中確認為將予收取之總租賃款項淨額的一部份。

- (v) 物業管理費收入

物業管理費收入於提供相關服務時確認。



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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Revenue recognition (continued)

(vi) Dividends

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

(vii) Interest income

Interest income is recognised as it accrues using the effective interest method.

(u) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

一. 主要會計政策 (續)

(t) 收益確認 (續)

(vi) 股息

非上市投資之股息收入於股東確立收取該款項之權利後確認。

(vii) 利息收入

利息收入是按實際利率法以應計基準確認。

(u) 外幣換算

於本年度內外幣交易按交易當日之匯率換算。以外幣計算之貨幣資產及負債均按結算日之匯率換算。匯兌盈虧於損益表確認。

以歷史成本計算之外匯非貨幣性資產及負債乃按交易日之匯率折算。以公允值列賬之外匯非貨幣性資產及負債乃以釐定公允值日期之匯率換算。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Translation of foreign currencies (continued)

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Balance sheet items, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the foreign exchange rates ruling at the balance sheet date. The resulting exchange differences are recognised directly in a separate component of equity. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

On disposal of a foreign operation, the cumulative amount of the exchange differences recognised in equity which relate to that foreign operation is included in the calculation of the profit or loss on disposal.

(v) Borrowing costs

Borrowing costs are expensed in profit or loss in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

一. 主要會計政策 (續)

(u) 外幣換算 (續)

外國業務之業績乃按交易日之概約匯率換算為港幣；資產負債表項目，包括因合併二零零五年一月一日或之後購入之外國業務之賬目所產生之商譽，則按結算日之匯率換算為港幣。匯兌差額直接於權益之獨立部份確認。因合併二零零五年一月一日之前購入之外國業務之賬目所產生之商譽則按收購外國業務當日之適用匯率兌換。

於出售外國業務時，與該外國業務有關並於權益中確認之累計匯兌差額會於計算出售盈虧時包括在內。

(v) 借貸成本

借貸成本乃於產生之期間列入損益表，除非該等借貸成本乃與購入、建造或生產需經一段長時期準備方可作預期運用或出售之資產直接有關則予以資本化。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Borrowing costs (continued)

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset are being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(w) Related parties

For the purposes of these financial statements, a party is considered to be related to the Group if:

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;

一. 主要會計政策 (續)

(v) 借貸成本 (續)

借貸成本乃於資產之開支產生、借貸成本產生及有關籌備資產作其擬定用途或出售所需之活動進行時，即資本化作為合格資產之部份成本。當所有有關籌備合格資產作其擬定用途或出售所需之活動大致上中斷或完成時，即暫時中止或停止資本化借貸成本。

(w) 關聯人仕

就此等財務報表而言，某人仕將被視為與本集團有關聯，如：

- (i) 該人仕有能力直接或間接透過一個或多個中介人控制本集團，或可於作出財務及經營決策時對本集團行使重大影響力，或擁有本集團之共同控制權；
- (ii) 本集團及該人仕均受共同控制；
- (iii) 該人仕為本集團之聯營公司或本集團為合營方之合營企業；
- (iv) 該人仕為本集團或本集團母公司之主要管理人員，或為有關人仕之近親家庭成員，或受該等個人人仕控制、或共同控制或重大影響之實體；



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Related parties (continued)

- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

(x) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting system, the Group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format for the purposes of these financial statements.

一. 主要會計政策 (續)

(w) 關聯人仕 (續)

- (v) 該人仕為(i)所指之近親家庭成員或受該等個別人仕控制、或共同控制或重大影響之實體；或
- (vi) 屬提供福利予本集團僱員或與集團關聯之實體之僱員離職後福利計劃。

個別人士之近親家庭成員指可影響該個別人士與該實體交易之家庭成員，或受該個別人士與該實體交易影響之家庭成員。

(x) 分部報告

「分部」是指集團內可劃分的單位，這些單位或負責提供產品或服務（業務分部），或在特定之經濟環境（地區分部）提供產品或服務，而個別分部所承受之風險及所得之回報與其他分部不同。

根據本集團之內部財務報告方式，本集團之財務報表已選定業務分部資料為主要呈報形式，而地區分部資料則為次要呈報形式。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Segment reporting (continued)

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group entities within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, tax balances, corporate and financing expenses.

一. 主要會計政策 (續)

(x) 分部報告 (續)

分部收入、開支、業績、資產及負債包括直接歸屬於該分部之項目，以及可按合理基準分配至該分部之項目。例如：分部資產可能包括存貨、應收賬款及物業、廠房及設備。分部收入、開支、資產及負債於綜合賬項過程中對銷集團內公司間之結餘及集團內公司間之交易前釐定；惟集團內公司間結餘及交易源自集團同一業務分部內企業者則除外。集團內公司間之交易訂價按提供予其他外界人仕之類似條款釐定。

分部之資本開支是期內就收購預期使用超過一段期間的分部資產（包括有形及無形資產）而產生之總成本。

未分配項目主要包括財務及企業資產、計息貸款、借貸、稅項結餘、企業及財務開支。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group.

Note 1 summaries the accounting policies of the Group after the adoption of these developments to the extent that they are relevant to the Group. The following sets out information on the significant changes in accounting policies for the current and prior accounting periods reflected in these financial statements.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 41).

(a) Restatement of prior periods and opening balances

The following tables disclose the adjustments that have been made in accordance with the transitional provisions of the respective HKFRSs to each of the line items in the consolidated income statement, balance sheet, cash flow statement and other significant related disclosure items as previously reported for the year ended 31 December 2005. The effects of changes in accounting policies on the balances at 1 January 2006 are disclosed in note 31.

二. 會計政策之變動

香港會計師公會頒佈了若干新訂及經修訂之香港財務報告準則，有關準則自本集團之本會計期間開始生效或可供提前採用。

附註一載列本集團於採納上述與本集團有關之新訂及經修訂準則後之會計政策概要。與本會計期間及過往會計期間有關，並已在財務報表中反映之會計政策重大變動詳情載於下文。

本集團並無應用任何於本會計期間尚未生效之新準則或詮釋（見附註四十一）。

(a) 重報過往期間及期初結餘

下表披露根據相關香港財務報告準則之過渡條文，就截至二零零五年十二月三十一日止年度綜合損益表、資產負債表、現金流量表內各個已呈報項目及其他重大相關披露項目作出之調整。會計政策變動對二零零六年一月一日結餘之影響載於附註三十一。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES (continued)

二. 會計政策之變動 (續)

(a) Restatement of prior periods and opening balances (continued)

(a) 重報過往期間及期初結餘 (續)

(i) Effect on the consolidated financial statements
Consolidated income statement for the year ended 31 December 2005

(i) 對綜合財務報表之影響
截至二零零五年十二月三十一日止年度之綜合損益表

		2005 (as previously reported) 二零零五年 (如前呈報)	Effect of HK(IFRIC) 4 (increase/ (decrease) in profit for the year) 《香港(國際 財務報告 詮釋委員會) 詮釋》第4號 之影響 (年內盈利 增加/減少)) (note 2(c)) (附註二(c))	2005 (as restated) 二零零五年 (已重報)
		\$'000 千元	\$'000 千元	\$'000 千元
Turnover	營業額	133,823	(968)	132,855
Direct costs and operating expenses	直接成本及經營費用	(43,161)	3,829	(39,332)
		90,662	2,861	93,523
Other revenue	其他收益	12,413	–	12,413
Administrative expenses	行政費用	(55,284)	–	(55,284)
Valuation gains on investment properties	投資物業 估值盈餘	25,230	–	25,230
Profit from operations	經營盈利	73,021	2,861	75,882
Finance costs	財務費用	(32,090)	–	(32,090)
		40,931	2,861	43,792
Share of profits of associates	所佔聯營公司盈利	68,045	–	68,045
Profit before taxation	除稅前盈利	108,976	2,861	111,837
Income tax	所得稅	11,868	(831)	11,037
Profit for the year	本年度盈利	120,844	2,030	122,874



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES (continued)

二. 會計政策之變動 (續)

(a) Restatement of prior periods and opening balances (continued)

(a) 重報過往期間及期初結餘 (續)

(i) Effect on the consolidated financial statements (continued)

(i) 對綜合財務報表之影響 (續)

Consolidated income statement for the year ended 31 December 2005 (continued)

截至二零零五年十二月三十一日止年度之綜合損益表 (續)

		2005 (as previously reported) 二零零五年 (如前呈報)	Effect of HK(IFRIC) 4 (increase/ (decrease) in profit for the year) 《香港(國際 財務報告 詮釋委員會) 詮釋》第4號 之影響 (年內盈利 增加/(減少)) (note 2(c)) (附註二(c))	2005 (as restated) 二零零五年 (已重報)
		\$'000 千元	\$'000 千元	\$'000 千元
Attributable to:	應佔部份:			
Equity shareholders of the Company	本公司股東	105,330	1,478	106,808
Minority interests	少數股東權益	15,514	552	16,066
Profit for the year	本年度盈利	120,844	2,030	122,874
Earnings per share	每股盈利			
Basic	基本	4.13 cents 仙	0.06 cent 仙	4.19 cents 仙
Diluted	攤薄	4.07 cents 仙	0.06 cent 仙	4.13 cents 仙
Other significant disclosure items:	其他重大披露項目:			
Waste-water treatment revenue	污水處理 收益	56,340	(56,340)	-
Revenue from waste-water treatment plants operation services	污水處理廠 營運服務 收益	-	51,413	51,413
Finance lease income	融資租賃收入	-	3,676	3,676
Rental income	租金收入	14,245	283	14,528
Depreciation	折舊	(22,293)	3,829	(18,464)



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES (continued)

二. 會計政策之變動 (續)

(a) Restatement of prior periods and opening balances (continued)

(a) 重報過往期間及期初結餘 (續)

(i) Effect on the consolidated financial statements (continued)

(i) 對綜合財務報表之影響 (續)

Consolidated balance sheet at 31 December 2005

於二零零五年十二月三十一日之綜合資產負債表

		Effect of HK(IFRIC) 4 (increase/ (decrease) in net assets for the year) 《香港(國際) 財務報告 詮釋委員會) 詮釋》第4號 之影響 (年內資產淨額 增加/(減少)) (note 2(c)) (附註二(c))		
	2005 (as previously reported) 二零零五年 (如前呈報)		2005 (as restated) 二零零五年 (已重報)	
	\$'000 千元	\$'000 千元	\$'000 千元	
Non-current assets				
Fixed assets				
– Investment properties		–		262,194
– Other property, plant and equipment	1,163,052	(131,225)		1,031,827
– Interest in leasehold land held under operating leases	76,045	–		76,045
	1,501,291	(131,225)		1,370,066
Intangible assets				
Goodwill	34,433	–		34,433
Interest in associates	48,236	–		48,236
Other financial assets	413,304	–		413,304
Finance lease receivables	51,931	–		51,931
Deferred tax assets	–	131,701		131,701
	16,832	(399)		16,433
	2,066,027	77		2,066,104



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES (continued)

(a) Restatement of prior periods and opening balances (continued)

(i) Effect on the consolidated financial statements (continued)

Consolidated balance sheet at 31 December 2005 (continued)

Current assets

Debtors, other receivables, deposits and prepayments
Finance lease receivables
Pledged bank deposits
Deposits with bank
Cash and cash equivalents

流動資產

應收賬款·其他
應收款項·按金及
預付款項
融資租賃應收款項
已抵押銀行存款
銀行存款
現金及現金等價物

Current liabilities

Secured bank loans
Amount due to minority shareholder
Creditors, other payables and accrued expenses
Current taxation

流動負債

有抵押銀行貸款
應付少數股東
款項
應付賬款·其他應付
款項及應計費用
本期稅項

Net current assets

Total assets less current liabilities carried forward

流動資產淨額

總資產減流動負債 轉後

二. 會計政策之變動 (續)

(a) 重報過往期間及期初結餘 (續)

(i) 對綜合財務報表之影響 (續)

於二零零五年十二月三十一日之
綜合資產負債表 (續)

	Effect of HK(IFRIC) 4 (increase/ (decrease) in net assets for the year 《香港(國際 財務報告 詮釋委員會) 詮釋》第4號 之影響 (年內資產淨額 增加/(減少)) (note 2(c)) (附註二(c))	
2005 (as previously reported) 二零零五年 (如前呈報)		2005 (as restated) 二零零五年 (已重報)
\$'000 千元	\$'000 千元	\$'000 千元
109,023	-	109,023
-	2,384	2,384
89,197	-	89,197
907	-	907
408,566	-	408,566
607,693	2,384	610,077
40,227	-	40,227
575	-	575
233,219	-	233,219
2,138	-	2,138
276,159	-	276,159
331,534	2,384	333,918
2,397,561	2,461	2,400,022



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES (continued)

二. 會計政策之變動 (續)

(a) Restatement of prior periods and opening balances (continued)

(a) 重報過往期間及期初結餘 (續)

(i) Effect on the consolidated financial statements (continued)

(i) 對綜合財務報表之影響 (續)

Consolidated balance sheet at 31 December 2005 (continued)

於二零零五年十二月三十一日之綜合資產負債表 (續)

		Effect of HK(IFRIC) 4 (increase/ (decrease) in net assets for the year) 《香港(國際 財務報告 詮釋委員會) 詮釋》第4號 之影響 (年內資產淨額 增加/(減少)) (note 2(c)) (附註二(c))	2005 (as previously reported) 二零零五年 (如前呈報)	2005 (as restated) 二零零五年 (已重報)
			\$'000 千元	\$'000 千元
Total assets less current liabilities brought forward	總資產減流動負債承前		2,397,561	2,400,022
Non-current liabilities	非流動負債			
Secured bank loans	有抵押銀行貸款		572,016	572,016
Loans from ultimate holding company	最終控股公司貸款		535,628	535,628
Deferred tax liabilities	遞延稅項負債		20,732	21,163
			1,128,376	1,128,807
NET ASSETS	資產淨額		1,269,185	1,271,215
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本		255,181	255,181
Reserves	儲備		921,676	923,154
Total equity attributable to equity shareholders of the Company	本公司股東應佔權益總額		1,176,857	1,178,335
Minority interests	少數股東權益		92,328	92,880
TOTAL EQUITY	權益總額		1,269,185	1,271,215



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES 二. 會計政策之變動 (續)

(continued)

(a) Restatement of prior periods and opening balances (continued)

(i) Effect on the consolidated financial statements (continued)

Consolidated cash flow statement for the year ended 31 December 2005

(a) 重報過往期間及期初結餘 (續)

(i) 對綜合財務報表之影響 (續)

截至二零零五年十二月三十一日止年度之綜合現金流量表

		2005 (as previously reported) 二零零五年 (如前呈報)	Reclassification 重新分類 (note 38) (附註三十八)	Effect of adoption of HK(IFRIC) 4 採納《香港(國際 財務報告詮釋 委員會)詮釋》 第4號之影響 (note 2(c)) (附註二(c))	2005 (as restated) 二零零五年 (已重報)
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Net cash generated from operating activities	經營活動產生之現金淨額	55,020	50,293	(968)	104,345
Net cash used in investing activities	投資活動動用之現金淨額	(445,007)	1,135	968	(442,904)
Net cash generated from financing activities	融資活動產生之現金淨額	225,372	(51,428)	–	173,944
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(164,615)	–	–	(164,615)



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES (continued)

(b) Estimated effect of changes in accounting policies on the current period

The following tables provide estimates of the extent to which each of the line items in the consolidated income statement, balance sheet, cash flow statement and other significant related disclosure items for the year ended 31 December 2006 is higher or lower than it would have been had the previous policies still been applied in the year, where it is practicable to make such estimates.

(i) Effect on the consolidated financial statements (continued)

Estimated effect on the consolidated income statement for the year ended 31 December 2006

Turnover	營業額	(6,486)
Direct costs and operating expenses	直接成本及經營費用	26,619
Profit before taxation	除稅前盈利	20,133
Income tax	所得稅	(3,966)
Profit for the year	本年度盈利	16,167
Attributable to:	應佔部份：	
Equity shareholders of the Company	本公司股東	15,131
Minority interests	少數股東權益	1,036
Profit for the year	本年度盈利	16,167
Earnings per share	每股盈利	
Basic	基本	0.52 cent 仙
Diluted	攤薄	0.51 cent 仙

(b) 會計政策變動對本期間之估計影響

下表載列假設本年度繼續採用過往會計政策，計算本集團截至二零零六年十二月三十一日止年度綜合損益表、資產負債表、現金流量表內各個項目及其他重大相關披露項目時，可能增加或減少之估計金額（倘計算有關估計金額屬切實可行）。

(i) 對綜合財務報表之影響（續）

對截至二零零六年十二月三十一日止年度之綜合損益表之估計影響

**Estimated effect of
HK(IFRIC) 4
(increase/(decrease)
in profit for the year)
《香港（國際財務報告詮釋委員會）
詮釋》第4號之估計影響
(年內盈利增加／(減少))
(note 2(c))
(附註二(c))
\$'000
千元**



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES

(continued)

(b) Estimated effect of changes in accounting policies on the current period (continued)

(i) Effect on the consolidated financial statements (continued)

Estimated effect on the consolidated income statement for the year ended 31 December 2006 (continued)

二. 會計政策之變動 (續)

(b) 會計政策變動對本期間之估計影響 (續)

(i) 對綜合財務報表之影響 (續)

對截至二零零六年十二月三十一日止年度之綜合損益表之估計影響 (續)

**Estimated effect of
HK(IFRIC) 4
(increase/(decrease)
in profit for the year)**
《香港(國際財務報告詮釋委員會)
詮釋》第4號之估計影響
(年內盈利增加/(減少))
(note 2(c))
(附註二(c))
\$'000
千元

Other significant disclosure items:

其他重大披露項目:

Waste-water treatment revenue	污水處理收益	(117,388)
Waste treatment revenue	廢物處理收益	(14,148)
Electricity income	電費收入	(20,561)
Revenue from waste-water treatment plants operation services	污水處理廠營運服務收益	99,604
Revenue from waste-to-energy power plant operation services	垃圾焚燒發電廠營運服務收益	18,404
Revenue from methane-to-energy power plant operation services	沼氣發電廠營運服務收益	1,204
Finance lease income	融資租賃收入	21,450
Rental income	租金收入	4,949
Depreciation	折舊	26,619



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES 二. 會計政策之變動 (續)

(continued)

(b) Estimated effect of changes in accounting policies on the current period (continued)

(i) Effect on the consolidated financial statements (continued)

Estimated effect on the consolidated balance sheet at 31 December 2006

(b) 會計政策變動對本期間之估計影響 (續)

(i) 對綜合財務報表之影響 (續)

對二零零六年十二月三十一日之綜合資產負債表之估計影響

		Estimated effect of HK(IFRIC) 4 (increase/(decrease) in net assets) 《香港(國際財務報告詮釋委員會) 詮釋》第4號之估計影響 (資產淨額增加/(減少)) (note 2(c)) (附註二(c)) \$'000 千元
Non-current assets	非流動資產	
Other property, plant and equipment	其他物業、廠房及設備	(780,299)
Finance lease receivables	融資租賃應收款項	789,177
Deferred tax assets	遞延稅項資產	(1,192)
		7,686
Current assets	流動資產	
Finance lease receivables	融資租賃應收款項	14,643
Net current assets	流動資產淨額	14,643
Total assets less current liabilities	總資產減流動負債	22,329
Non-current liabilities	非流動負債	
Deferred tax liabilities	遞延稅項負債	3,718
NET ASSETS	資產淨額	18,611
CAPITAL AND RESERVES	股本及儲備	
Exchange reserve	匯兌儲備	371
Retained profits	保留盈利	16,609
Total equity attributable to equity shareholders of the Company	本公司股東應佔權益總額	16,980
Minority interests	少數股東權益	1,631
TOTAL EQUITY	權益總額	18,611



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES (continued)

二. 會計政策之變動 (續)

(b) Estimated effect of changes in accounting policies on the current period (continued)

(b) 會計政策變動對本期間之估計影響 (續)

(i) Effect on the consolidated financial statements (continued)

(i) 對綜合財務報表之影響 (續)

Estimated effect on the consolidated cash flow statement for the year ended 31 December 2006

對截至二零零六年十二月三十一日止年度之綜合現金流量表之估計影響

		Estimated effect of adoption of HK(IFRIC) 4
		採納《香港(國際財務報告詮釋委員會)詮釋》第4號之估計影響
		(note 2(c))
		(附註二(c))
		\$'000
		千元
Net decrease in cash from operating activities	經營活動之現金淨額減少	(6,486)
Net increase in cash from investing activities	投資活動之現金淨額增加	6,486
Net change in cash and cash equivalents	現金及現金等價物變動淨額	—

(c) Lease arrangement (HK(IFRIC) 4: Determining whether an arrangement contains a lease)

In prior years, the Group recognised its waste-water treatment plants under the build-operate-transfer ("BOT") and transfer-operate-transfer ("TOT") arrangements as property, plant and equipment and recognised the waste-water treatment revenue and depreciation of waste-water treatment plants on a straight-line basis over their estimated useful lives.

(c) 租賃安排(《香港(國際財務報告詮釋委員會)詮釋》第4號:釐定一項安排是否包含租賃)

於過往年度，本集團把其在「建造—經營—轉移」(「BOT」)及「轉移—經營—轉移」(「TOT」)安排下之污水處理廠確認為物業、廠房及設備，並確認污水處理收益及按直線法於估計可使用年期內確認污水處理廠折舊。



Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES (continued)

(c) Lease arrangement (HK(IFRIC) 4: Determining whether an arrangement contains a lease) (continued)

With effect from 1 January 2006, the Group assesses each BOT and TOT arrangement in accordance with the requirements of HK(IFRIC) 4, in order to determine whether the arrangement contains a lease. As a result, the Group has determined that certain BOT and TOT arrangements, although they do not take the legal form of a lease, convey to the customer a right to use certain specific assets owned by the Group in return for a series of receipts and therefore contain leases that should be accounted for in accordance with HKAS 17, *Leases*.

The change in accounting policy has been applied retrospectively with comparatives restated. As a result of the change, certain BOT and TOT arrangements identified as containing lease elements are classified as finance leases. Consequently, waste-water treatment plants, waste-to-energy power plant and methane-to-energy power plant under the BOT and TOT arrangements are derecognised as property, plant and equipment and the fair values of the waste-water treatment plants, waste-to-energy power plant and methane-to-energy power plant are recognised as finance lease. The lease receivables are reduced when lease payments, being a portion of the waste-water treatment revenue, waste treatment revenue and

二. 會計政策之變動 (續)

(c) 租賃安排 (《香港 (國際財務報告詮釋委員會) 詮釋》第4號：釐定一項安排是否包含租賃) (續)

自二零零六年一月一日起，本集團根據《香港 (國際財務報告詮釋委員會) 詮釋》第4號之規定，對各項BOT及TOT安排進行評估，以釐定有關安排是否包含租賃。其後，本集團確定儘管若干BOT及TOT安排並無具備租賃之法律形式，惟其賦予客戶權利，可透過支付一系列款項使用本集團所擁有之若干特定資產，故此有關安排包含租賃，並須按照香港會計準則第17號－「租賃」處理。

上述會計政策變動已追溯應用，並已重報比較數字。由於上述變動，若干被辨別為包含租賃部份之BOT及TOT安排被分類為融資租賃。因此，在BOT及TOT安排下之污水處理廠、垃圾焚燒發電廠及沼氣發電廠不再確認為物業、廠房及設備，而污水處理廠、垃圾焚燒發電廠及沼氣發電廠之公允值則確認為融資租賃應收款項。租賃應收款項會於租賃款項 (即部份污水處理收益、垃圾處理收益及電費



Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

2. CHANGES IN ACCOUNTING POLICIES (continued)

(c) Lease arrangement (HK(IFRIC) 4: Determining whether an arrangement contains a lease) (continued)

electricity income, are received and an imputed finance lease income on the lease receivables is recognised using an estimate of the lessee's incremental borrowing rate of interest. Apart from the above, the leasehold land on which the waste-water treatment plants are situated was also identified as containing lease elements and the Group classified the lease as an operating lease. Rental income, being a portion of the waste-water treatment revenue, is recognised in profit or loss in equal instalments over the periods covered by the lease term.

The adjustments for each financial statement line affected for the years ended 31 December 2005 and 2006 are set out in notes 2(a) and 2(b). Further details of the arrangement are set out in note 40.

3. TURNOVER

The principal activities of the Group are toll bridge operation, environmental protection project operation (waste-water treatment plants, waste-to-energy power plant and methane-to-energy power plant), property investments and management, environmental protection project management and consultancy and investment holding.

二. 會計政策之變動 (續)

(c) 租賃安排 (《香港 (國際財務報告詮釋委員會) 詮釋》第4號：釐定一項安排是否包含租賃) (續)

收入) 獲收取後扣減，並會透過利用承租人之估計累升借貸利率，確認租賃應收款項之估算融資租賃收入。除上述者外，污水處理廠所在租賃土地亦被辨別為包含租賃部份及本集團已把有關租賃分類為經營租賃。租金收入 (即部份污水處理收益) 將於租賃期內以等額方式在損益表內確認。

截至二零零五年及二零零六年十二月三十一日止年度各財務報表受影響項目之調整載於附註二(a)及二(b)。有關安排之進一步資料載於附註四十。

三. 營業額

本集團之主要業務為收費橋樑營運、環保項目營運 (污水處理廠、垃圾焚燒發電廠及沼氣發電廠)、物業投資及管理、環保項目管理及顧問及投資控股。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

3. TURNOVER (continued)

Turnover represents the toll bridge revenue, revenue from waste-water treatment plants, waste-to-energy power plant and methane-to-energy power plant operation services, finance lease income, rental income and property management fee income. The amount of each significant category of revenue recognised in turnover during the year is as follows:

三. 營業額 (續)

營業額包括收費橋樑收益、來自污水處理廠、垃圾焚燒發電廠及沼氣發電廠之營運服務收益、融資租賃收入、租金收入及物業管理費收入。年內已在營業額中確認的各項主要收入類別的數額如下：

		2006 二零零六年	2005 二零零五年 (restated) (重報)
		\$'000 千元	\$'000 千元
Toll bridge revenue	收費橋樑收益	72,584	59,824
Revenue from waste-water treatment plants operation services	污水處理廠營運服務收益	99,604	51,413
Revenue from waste-to-energy power plant operation services	垃圾焚燒發電廠營運服務收益	18,404	-
Revenue from methane-to-energy power plant operation services	沼氣發電廠營運服務收益	1,204	-
Finance lease income	融資租賃收入	21,450	3,676
Gross rentals from investment properties	投資物業租金總額	14,082	14,245
Other rental income	其他租金收入	4,949	283
Property management fee income	物業管理費收入	3,582	3,414
		235,859	132,855



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有註明外，所有金額以港幣計算)

4. OTHER REVENUE AND OTHER INCOME

四. 其他收益及其他收入

		2006 二零零六年 \$'000 千元	2005 二零零五年 \$'000 千元
Other revenue	其他收益		
Interest income	利息收入	17,612	9,072
Dividend income from listed securities	上市證券之股息收入	3,149	-
Dividend income from unlisted securities	非上市證券之股息收入	1,677	1,135
Others	其他	3,578	2,206
		<u>26,016</u>	<u>12,413</u>
Other income	其他收入		
Profit on sale of associate	出售聯營公司之收益	310,000	-
Profit on sale of investment properties	出售投資物業之收益	16,083	-
Profit on sale of available-for-sale securities	出售待售證券之收益	11,542	-
Excess of interest in fair value of acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination (note 33)	所佔收購業務之 可辨別資產、負債 及或有負債之公允值高於 業務合併之成本值 (附註三十三)	16,339	-
		<u>353,964</u>	<u>-</u>



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

5. PROFIT BEFORE TAXATION

五. 除稅前盈利

Profit before taxation is arrived at after charging/
(crediting):

除稅前盈利已扣除／(計入)：

	2006 二零零六年	2005 二零零五年 (restated) (重報)
	\$'000 千元	\$'000 千元
(a) Finance costs:		
Interest on bank advances wholly repayable within five years	3,758	986
Interest on other bank advances	42,671	23,540
Interest on loans from ultimate holding company	24,016	17,141
Total borrowing costs	70,445	41,667
Less: borrowing costs capitalised into construction in progress*	(17,814)	(9,577)
	52,631	32,090
(b) Staff costs:		
Contributions to defined contribution retirement plan	2,971	1,146
Equity-settled share-based payment expenses	6,027	-
Salaries, wages and other benefits	48,781	29,547
	57,779	30,693
Less: Staff costs capitalised into construction in progress	(17,601)	(10,314)
	40,178	20,379

* The borrowing costs have been capitalised at rates of 6.1% – 6.8% (2005: 6.1% – 6.4%) per annum.

* 借貸成本按6.1%–6.8%之年率資本化(二零零五年:6.1%–6.4%)。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有註明外，所有金額以港幣計算)

5. PROFIT BEFORE TAXATION (continued) 五. 除稅前盈利 (續)

	2006 二零零六年	2005 二零零五年 (restated) (重報)
	\$'000 千元	\$'000 千元
(c) Other items:		
Amortisation		
– land lease premium	4,651	283
– intangible assets	1,485	115
Depreciation		
– assets held for use under operating leases	732	1,018
– other assets	22,904	17,446
Net foreign exchange loss/(gain)	6,587	(1,151)
Auditors' remuneration		
– audit services	2,440	1,825
– other services	300	5
Net loss/(gain) on sale of other property, plant and equipment	847	(587)
Operating lease charges: minimum lease payments		
– hire of waste-water treatment facilities	976	959
– hire of premises	1,610	649
Rentals receivable from properties less direct outgoings of \$2,252,000 (2005: \$1,149,000)	1,149,000	(13,379)
	(16,779)	(13,379)



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

6. SHARE OF PROFITS OF ASSOCIATES

六. 所佔聯營公司盈利

		2006 二零零六年 \$'000 千元	2005 二零零五年 \$'000 千元
Share of profits of associates before taxation	所佔聯營公司除稅前盈利	38,246	78,738
Share of associates' taxation	所佔聯營公司稅項	(5,588)	(10,693)
		<u>32,658</u>	<u>68,045</u>

7. INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT

七. 綜合損益表之所得稅

(a) Income tax in the consolidated income statement represents:

(a) 綜合損益表所示的所得稅為：

		2006 二零零六年 \$'000 千元	2005 二零零五年 (restated) (重報) \$'000 千元
Current tax – PRC income tax	本期稅項 – 中國所得稅		
Provision for the year	本年度撥備	6,847	4,748
Over-provision in respect of prior years	過往年度撥備過剩	–	(50)
		<u>6,847</u>	<u>4,698</u>
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時差異的產生和轉回	3,052	(15,735)
		<u>9,899</u>	<u>(11,037)</u>



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有註明外，所有金額以港幣計算)

7. INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)

(a) Income tax in the consolidated income statement represents: (continued)

No provision for Hong Kong Profits Tax has been made in the financial statements as the Group sustained a loss for Hong Kong Profits Tax purposes during the year. Taxation for the PRC operations is charged at the appropriate current rates of taxation ruling in the PRC. During the year, certain PRC subsidiaries are subject to tax at 50% of the standard tax rates or fully exempt from income tax under the relevant tax rules and regulations.

(b) Reconciliation between tax expense/(credit) and accounting profit at applicable tax rates:

七. 綜合損益表之所得稅 (續)

(a) 綜合損益表所示的所得稅為：(續)

由於本年度內本集團之香港業務蒙受稅項虧損，故此本集團並無在財務報表就香港利得稅作出撥備。中國業務之稅項按中國現行的適用稅率計算。年內，根據有關稅務法律及法規，若干中國附屬公司按標準稅率50%繳納稅項或獲全數豁免繳納所得稅。

(b) 按適用稅率計算之稅項支出／(撥回) 與會計盈利之對賬：

		2006 二零零六年	2005 二零零五年 (restated) (重報)
		\$'000 千元	\$'000 千元
Profit before taxation	除稅前盈利	437,949	111,837
Notional tax on profit before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned	按照在相關稅務司法權區之適用所得稅稅率就除稅前盈利計算之名義稅項	83,624	20,859
Tax effect of non-deductible expenses	不可扣減支出之稅項影響	6,808	4,002
Tax effect of non-taxable income	非課稅收入之稅項影響	(76,057)	(14,881)
Tax effect of profits entitled to tax exemption in the PRC	可享有中國稅項豁免優惠之盈利之稅項影響	(10,205)	(6,874)
Tax effect of prior year's temporary differences recognised this year	本年度確認之以往年度暫時差異之稅項影響	1,427	(7,396)
Tax effect of utilisation of unused tax losses not recognised in prior years	動用過往年度未使用而且未確認之可抵扣虧損之稅項影響	(358)	(6,715)
Tax effect of unused tax losses not recognised	未使用而且未確認之可抵扣虧損之稅項影響	4,660	18
Over-provision in prior years	以往年度撥備過剩	-	(50)
Actual tax expense/(credit)	實際稅項支出／(撥回)	9,899	(11,037)



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

8. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

八. 董事酬金

根據香港《公司條例》第一百六十一條列報之董事酬金如下：

		Salaries, allowances and benefits				Retirement scheme	Share-based payments	2006 Total
		Directors' fees	in kind	Discretionary bonuses	contributions	Sub-total		
		薪金、津貼及董事袍金	實物利益	酌情花紅	退休計劃供款	小計	股份償付	二零零六年總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元
Executive directors	執行董事						(Note) (附註)	
Wang Mingquan	王明權	-	35	-	-	35	457	492
Zang Qiutao	臧秋濤	-	1,704	1,000	-	2,704	365	3,069
Li Xueming	李學明	-	1,694	1,000	-	2,694	365	3,059
Chen Xiaoping	陳小平	-	2,170	2,400	-	4,570	457	5,027
Fan Yan Hok, Philip	范仁鶴	-	1,813	1,000	139	2,952	365	3,317
Huang Chaohua	黃朝華	-	1,390	1,000	-	2,390	274	2,664
Wong Kam Chung, Raymond	黃錦聰	-	1,195	750	96	2,041	274	2,315
Chen Shuang	陳爽	-	25	-	-	25	91	116
Zhang Weiyun	張衛云	-	878	-	-	878	91	969
Independent non-executive directors	獨立非執行董事							
Sir David Akers-Jones	鍾逸傑爵士	110	50	-	-	160	-	160
Li Kwok Sing, Aubrey	李國星	100	50	-	-	150	-	150
Mar Selwyn	馬紹援	100	50	-	-	150	-	150
		<u>310</u>	<u>11,054</u>	<u>7,150</u>	<u>235</u>	<u>18,749</u>	<u>2,739</u>	<u>21,488</u>



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

8. DIRECTORS' REMUNERATION (continued) 八. 董事酬金 (續)

		Salaries, allowances and benefits	Retirement scheme	Share-based payments	2005 Total			
Directors' fees	in kind	Discretionary bonuses	contributions	Sub-total	二零零五年 總額			
董事袍金	薪金、津貼及 實物利益	酌情花紅	退休計劃供款	小計	股份償付			
\$'000	\$'000	\$'000	\$'000	\$'000	\$'000			
千元	千元	千元	千元	千元	千元			
Executive directors		執行董事						
Wang Mingquan	王明權	-	25	-	25	-	25	
Zang Qiutao	臧秋濤	-	1,694	500	-	2,194	-	2,194
Li Xueming	李學明	-	1,694	500	-	2,194	-	2,194
Chen Xiaoping	陳小平	-	1,944	1,200	-	3,144	-	3,144
Fan Yan Hok, Philip	范仁鶴	-	1,605	420	100	2,125	-	2,125
Huang Chaohua	黃朝華	-	1,136	700	-	1,836	-	1,836
Wong Kam Chung, Raymond	黃錦聰	-	1,026	180	59	1,265	-	1,265
Chen Shuang	陳爽	-	25	-	-	25	-	25
Zhang Weiyun	張衛云	-	878	-	-	878	-	878
Independent non-executive directors		獨立非執行董事						
Sir David Akers-Jones	鍾逸傑爵士	110	25	-	-	135	-	135
Li Kwok Sing, Aubrey	李國星	100	25	-	-	125	-	125
Mar Selwyn	馬紹援	100	25	-	-	125	-	125
		<u>310</u>	<u>10,102</u>	<u>3,500</u>	<u>159</u>	<u>14,071</u>	<u>-</u>	<u>14,071</u>

Note: These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 1(q)(ii).

The details of the share options are disclosed under the paragraph "Share option scheme" in the report of the directors and note 30.

附註: 其為根據本公司購股權計劃授予董事之購股權之估計價值。此等購股權之價值乃按本集團處理以股份支付之股本交易之會計政策(詳見附註一(q)(ii))計算。

有關購股權詳情載於董事會報告「購股權計劃」一節及附註三十。



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財務報表附註

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(除另有註明外，所有金額以港幣計算)

9. INDIVIDUALS WITH HIGHEST EMOLUMENTS 九. 最高薪酬個別人仕

Of the five individuals with the highest emoluments, all are directors whose emoluments are disclosed in note 8.

五名最高薪酬個別人仕均為董事，有關的酬金詳情載於附註八。

10. PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY 十. 本公司股東應佔盈利

The consolidated profit attributable to equity shareholders of the Company includes a profit of \$457,845,000 (2005: \$7,960,000) which has been dealt with in the financial statements of the Company.

本公司股東應佔綜合盈利包括盈利457,845,000元(二零零五年:7,960,000元)已列入本公司之財務報表內。

Reconciliation of the above amount to the Company's profit for the year:

上述金額與年內本公司盈利對賬如下:

		2006	2005
		二零零六年	二零零五年
		\$'000	\$'000
		千元	千元
Amount of consolidated profit attributable to equity shareholders dealt with in the Company's financial statements	已列入本公司財務報表之股東應佔綜合盈利	457,845	7,960
Final dividends from associate attributable to the profits of the previous financial year, approved and paid during the year	就上一個財政年度應佔聯營公司盈利而於年內批准並支付之股息	88,632	99,818
Company's profit for the year (note 31(b))	年內本公司盈利(附註三十一(b))	546,477	107,778



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有註明外，所有金額以港幣計算)

11. DIVIDENDS

十一. 股息

(a) Dividends payable to equity shareholders of the Company attributable to the year

(a) 應派付予本公司股東之本年度股息

		2006 二零零六年 \$'000 千元	2005 二零零五年 \$'000 千元
Interim dividend declared and paid of 0.6 cent per ordinary share (2005: 0.6 cent per ordinary share)	已宣派及支付中期股息每股普通股0.6仙(二零零五年: 每股普通股0.6仙)	18,371	15,311
Final dividend proposed after the balance sheet date of 0.6 cent per ordinary share (2005: 0.6 cent per ordinary share)	於結算日後建議分派末期股息每股普通股0.6仙(二零零五年: 每股普通股0.6仙)	18,456	15,311
Special dividend proposed after the balance sheet date of 0.4 cent per ordinary share (2005: Nil)	於結算日後建議分派特別股息每股普通股0.4仙(二零零五年: 無)	12,304	-
		49,131	30,622

The final dividend and the special dividend proposed after the balance sheet date have not been recognised as liabilities at the balance sheet date.

於結算日後建議分派的末期股息及特別股息尚未在結算日確認為負債。

(b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

(b) 屬於上一個財政年度，並於年內批准並支付予本公司股東之應付股息

		2006 二零零六年 \$'000 千元	2005 二零零五年 \$'000 千元
Final dividend in respect of the previous financial year, approved and paid during the year, of 0.6 cent per ordinary share (2005: 0.6 cent per ordinary share)	屬於上一個財政年度，並於年內批准並支付之末期股息每股普通股0.6仙(二零零五年: 每股普通股0.6仙)	15,311	15,293



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

12. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of \$409,347,000 (2005 (restated): \$106,808,000) and the weighted average number of 2,892,282,933 ordinary shares (2005: 2,550,669,234 ordinary shares) in issue during the year, calculated as follows:

Weighted average number of ordinary shares

Issued ordinary shares at 1 January	於一月一日已發行普通股
Effect of ordinary shares issued (note 31(c)(ii))	已發行普通股之影響 (附註三十一(c)(ii))
Effect of share options exercised (note 31(c)(iii))	已行使購股權之影響 (附註三十一(c)(iii))
Weighted average number of ordinary shares at 31 December	於十二月三十一日之 普通股加權平均數

十二. 每股盈利

(a) 每股基本盈利

每股基本盈利乃按照本公司普通股股東應佔盈利409,347,000元(二零零五年(重報):106,808,000元)及年內已發行普通股的加權平均數2,892,282,933股普通股(二零零五年:2,550,669,234股普通股)計算。其計算方式如下:

普通股加權平均數

	2006 二零零六年 '000 千股	2005 二零零五年 '000 千股
	2,551,812	2,548,812
	338,137	-
	2,334	1,857
	2,892,283	2,550,669



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有註明外，所有金額以港幣計算)

12. EARNINGS PER SHARE (continued)

十二. 每股盈利 (續)

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of \$409,347,000 (2005 (restated): \$106,808,000) and the weighted average number of 2,955,671,923 ordinary shares (2005: 2,588,143,435 ordinary shares), calculated as follows:

Weighted average number of ordinary shares (diluted)

(b) 每股攤薄盈利

每股攤薄盈利乃按本公司普通股股東應佔盈利409,347,000元(二零零五年(重報): 106,808,000元)及普通股加權平均數2,955,671,923股普通股(二零零五年: 2,588,143,435股普通股)計算。其計算方式如下:

普通股加權平均數(攤薄)

		2006 二零零六年 '000 千股	2005 二零零五年 '000 千股
Weighted average number of ordinary shares at 31 December	於十二月三十一日之 普通股加權平均數	2,892,283	2,550,669
Effect of deemed issue of shares under the Company's share option scheme for nil consideration (note 30)	被視為根據本公司購股權計劃 無償發行股份之 影響(附註三十)	63,389	37,474
Weighted average number of ordinary shares (diluted) at 31 December	於十二月三十一日之 普通股加權平均數(攤薄)	2,955,672	2,588,143



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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

13. SEGMENT REPORTING

Segment information is presented in respect of the Group's business and geographical segments. Business segment information is chosen as the primary reporting format because this is more relevant to the Group in making operating and financial decisions.

Business segments

The Group comprises the following main business segments:

Infrastructure investment and operation	The operation of a toll bridge to generate toll fee revenue and investment in associates which engage in power industry, to generate dividend income.
Property investment and management	The leasing and management of office premises and shopping arcades to generate rental and management fee income and to gain from the appreciation in the properties' values in the long term.
Environmental protection project operation	The operation of waste-water treatment plants, waste-to-energy power plant and methane-to-energy power plant to generate revenue from operation services, finance lease income as well as rental income.
Environmental protection project management and consultancy	The provision of management and consultancy services to environmental protection projects to generate management and consultancy fee income.

十三. 分部報告

分部資料是按本集團之業務和地區分部作出呈述。由於業務分部資料對本集團之營運及財務決策意義較大，故已選為報告分部信息的主要形式。

業務分部

本集團之主要業務分部如下：

基建投資及營運	營運收費橋樑以賺取收益及投資於從事電力行業的聯營公司以賺取股息收入。
物業投資及管理	租賃及管理辦公室單位及商場以賺取租金及管理費收入，以及從物業價值之長遠升值中賺取收益。
環保項目營運	經營污水處理廠及垃圾焚燒發電廠及沼氣發電廠以賺取營運服務收益、融資租賃收入及租金收入。
環保項目管理及顧問	提供環保項目管理及顧問服務，以賺取管理及顧問費用收入。



Notes to the Financial Statements

財務報表附註

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13. SEGMENT REPORTING (continued)

十三. 分部報告 (續)

Business segments (continued)

業務分部 (續)

		Infrastructure investment and operation 基建投資及營運		Property investment and management 物業投資及管理		Environmental protection project operation 環保項目營運		Environmental protection project management and consultancy 環保項目管理及顧問		Inter-segment elimination 分部間抵銷		Consolidated 綜合	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Revenue from external customers	來自外界客戶收入	72,584	59,824	17,664	17,659	145,611	55,372	-	-	-	-	235,859	132,855
Inter-segment revenue	分部間收入	-	-	-	-	-	-	136,789	37,110	(136,789)	(37,110)	-	-
Other revenue and other income from external customers	來自外界客戶之其他收益及其他收入	310,762	131	17,065	952	24,542	236	1,134	590	-	-	353,503	1,909
Unallocated other revenue and other income	未分配其他收益及其他收入	-	-	-	-	-	-	-	-	-	-	26,477	10,504
Total	合計	383,346	59,955	34,729	18,611	170,153	55,608	137,923	37,700	(136,789)	(37,110)	615,839	145,268
Segment results	分部業績	361,423	41,310	33,391	37,181	78,691	16,737	50,202	25,979	(57,126)	(30,479)	466,581	90,728
Unallocated operating income and expenses	未分配經營收入及費用	-	-	-	-	-	-	-	-	-	-	(8,659)	(14,846)
Profit from operations	經營盈利	-	-	-	-	-	-	-	-	-	-	457,922	75,882
Finance costs	財務費用	-	-	-	-	-	-	-	-	-	-	(52,631)	(32,090)
Share of profits/(losses) of associates	所佔聯營公司盈利/(虧損)	32,838	68,034	-	-	(180)	11	-	-	-	-	32,658	68,045
Income tax	所得稅	-	-	-	-	-	-	-	-	-	-	(9,899)	11,037
Profit after taxation	除稅後盈利	-	-	-	-	-	-	-	-	-	-	428,050	122,874
Depreciation and amortisation for the year	本年度折舊及攤銷	16,286	14,175	2,203	2,210	9,276	990	1,395	1,155	-	-	-	-
Valuation gains on investment properties	投資物業估值盈餘	-	-	5,831	25,230	-	-	-	-	-	-	-	-



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

13. SEGMENT REPORTING (continued)

十三. 分部報告 (續)

Business segments (continued)

業務分部 (續)

		Infrastructure investment and operation 基建投資及營運		Property investment and management 物業投資及管理		Environmental protection project operation 環保項目營運		Environmental protection project management and consultancy 環保項目管理及顧問		Inter-segment elimination 分部間抵銷		Consolidated 綜合	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Segment assets	分部資產	675,801	640,275	239,568	346,791	2,201,384	927,296	33,742	52,996	-	-	3,150,495	1,967,358
Interest in associates	聯營公司權益	-	412,702	-	-	442	602	-	-	-	-	442	413,304
Unallocated assets	未分配資產											464,038	295,519
Total assets	資產總值											3,614,975	2,676,181
Segment liabilities	分部負債	2,374	2,158	6,199	6,589	453,069	209,935	35,681	4,649	-	-	497,323	223,331
Unallocated liabilities	未分配負債											1,059,359	1,181,635
Total liabilities	負債總值											1,556,682	1,404,966
Capital expenditure incurred during the year	本年度內產生的資本開支	152	33	11	7	1,033,381	620,745	585	15,242				

Geographical segments

The Group's business participates in two principal economic environments. Hong Kong and other parts of the PRC are the major markets for the Group's business.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets and capital expenditure are based on the geographical location of the assets.

地區分部

本集團之業務現處於兩個主要營商環境。香港及中國其他地區為本集團業務之主要市場。

在呈述地區分部信息時，分部收入是以客戶的所在地為計算基準。分部資產及資本開支則以資產的所在地為計算基準。



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13. SEGMENT REPORTING (continued)

十三. 分部報告 (續)

Geographical segments (continued)

地區分部 (續)

		2006 二零零六年	2005 二零零五年 (restated) (重報)
		\$'000 千元	\$'000 千元
Revenue from external customers:	來自外界客戶收入:		
Hong Kong	香港	2,473	3,955
Other parts of the PRC	中國其他地區	233,386	128,900
		235,859	132,855
		2006 二零零六年	2005 二零零五年 (restated) (重報)
		\$'000 千元	\$'000 千元
Segment assets:	分部資產:		
Hong Kong	香港	462,694	467,094
Other parts of the PRC	中國其他地區	3,152,281	2,209,087
		3,614,975	2,676,181
		2006 二零零六年	2005 二零零五年
		\$'000 千元	\$'000 千元
Capital expenditure incurred during the year:	本年度內產生的資本開支:		
Hong Kong	香港	1,314	767
Other parts of the PRC	中國其他地區	1,034,129	636,025
		1,035,443	636,792



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14. FIXED ASSETS

(a) The Group

十四. 固定資產

(a) 本集團

	Toll bridge 收費橋樑	Toll bridge ancillary 設施	Waste-water treatment infrastructure 污水處理 基礎建築	Land and buildings 土地及樓宇	Machinery and equipment 機器及設備	Leasehold improvements, and fixtures 租賃物業 裝修、傢俬 及裝置	Motor vehicles, electronic equipment and other fixed assets 汽車、電子設備 及其他 固定資產	Construction in progress 在建工程	Sub-total 小計	Investment properties 投資物業	Interest in leasehold land held under operating leases 根據經營租賃 持有之 租賃土地權益	Total fixed assets 總額
	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Cost or valuation:	成本值或估值:											
At 1 January 2006 (restated)	於二零零六年 一月一日 (重報)											
Exchange adjustments	581,367	20,361	-	139,420	-	4,441	16,043	358,760	1,120,392	262,194	76,328	1,458,914
Additions	22,489	788	-	1,024	-	81	509	13,878	38,769	6,053	2,953	47,775
- through acquisition of business	-	-	143,749	24,410	55,048	-	1,798	-	225,005	-	128,012	353,017
- others	-	-	-	5,724	4,406	582	8,054	591,167	609,933	-	40,330	650,263
Transfer	轉撥											
- from construction in progress	-	-	-	123,280	360,235	-	-	(481,745)	1,770	(1,770)	-	-
- to "Finance lease receivables"	-	-	(143,749)	(108,025)	(419,689)	-	-	-	(671,463)	-	-	(671,463)
Disposals	-	-	-	-	-	(2,088)	(467)	-	(2,565)	(104,000)	-	(106,565)
Fair value adjustment	-	-	-	-	-	-	-	-	-	5,831	-	5,831
At 31 December 2006	於二零零六年 十二月三十一日											
	603,856	21,149	-	185,833	-	3,006	25,937	482,060	1,321,841	168,308	247,623	1,737,772
Representing:	代表:											
Cost	603,856	21,149	-	185,833	-	3,006	25,937	482,060	1,321,841	-	247,623	1,569,464
Valuation - 2006	-	-	-	-	-	-	-	-	-	168,308	-	168,308
	603,856	21,149	-	185,833	-	3,006	25,937	482,060	1,321,841	168,308	247,623	1,737,772
Accumulated depreciation and amortisation:	累計折舊及攤銷:											
At 1 January 2006 (restated)	於二零零六年 一月一日 (重報)											
Exchange adjustments	25,089	9,114	-	48,438	-	1,882	4,042	-	88,565	-	283	88,848
Charge for the year	1,238	421	-	71	-	5	130	-	1,865	-	106	1,971
Written back on disposal	12,891	3,266	-	3,577	-	443	3,459	-	23,636	-	4,651	28,287
	-	-	-	-	-	(1,820)	(146)	-	(1,966)	-	-	(1,966)
At 31 December 2006	於二零零六年 十二月三十一日											
	39,218	12,801	-	52,086	-	510	7,485	-	112,100	-	5,040	117,140
Net book value:	賬面淨值:											
At 31 December 2006	於二零零六年 十二月三十一日											
	564,638	8,348	-	133,747	-	2,496	18,452	482,060	1,209,741	168,308	242,583	1,620,632

At 31 December 2006, the Group was applying for the property ownership certificates and land use rights in respect of land and buildings and interest in leasehold land held under operating leases of \$54,662,000 and \$89,097,000 respectively from the relevant PRC government authorities.

於二零零六年十二月三十一日，本集團就金額分別為54,662,000元及89,097,000元之土地及樓宇以及根據經營租賃持有之租賃土地權益，向有關中國政府機關申請房產證及土地使用權。



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(除另有註明外，所有金額以港幣計算)

14. FIXED ASSETS (continued)

十四. 固定資產 (續)

(a) The Group (continued)

(a) 本集團 (續)

		Toll bridge	Toll bridge ancillary facilities	Waste-water treatment infrastructure	Land and buildings	Machinery and equipment	Leasehold improvements, furniture and fixtures	Motor vehicles, electronic equipment and other fixed assets	Construction in progress	Sub-total	Investment properties	Interest in leasehold land held under operating leases	Total fixed assets
		收費橋樑	收費橋樑附屬設施	污水處理基礎建設	土地及樓宇	機器及設備	租賃物業裝修、傢俬及裝置	汽車、電子設備及其他固定資產	在建工程	小計	投資物業	持有之租賃土地權益	固定資產總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
Cost or valuation:	成本值或估值:												
At 1 January 2005	於二零零五年一月一日	571,305	20,009	-	124,160	-	3,123	6,927	3,209	728,733	230,054	-	958,787
Exchange adjustments	匯兌調整	10,062	352	-	135	-	11	90	-	10,650	-	-	10,650
Additions	增置												
- through acquisition of business	- 透過收購業務	-	-	50,232	11,527	33,907	-	4,328	-	99,994	-	66,076	166,070
- others	- 其他	-	-	15,256	12,358	35,659	1,489	5,609	355,551	425,922	-	10,252	436,174
Transfer	轉撥												
- from construction in progress	- 撥自在建工程	-	-	-	(6,910)	-	-	-	-	(6,910)	6,910	-	-
- to "Finance lease receivables"	- 撥往「融資租賃應收款項」	-	-	(65,488)	-	(69,566)	-	-	-	(135,054)	-	-	(135,054)
Disposals	出售	-	-	-	(1,850)	-	(182)	(911)	-	(2,943)	-	-	(2,943)
Fair value adjustment	公允值調整	-	-	-	-	-	-	-	-	-	25,230	-	25,230
		<u>581,367</u>	<u>20,361</u>	<u>-</u>	<u>139,420</u>	<u>-</u>	<u>4,441</u>	<u>16,043</u>	<u>358,760</u>	<u>1,120,392</u>	<u>262,194</u>	<u>76,328</u>	<u>1,458,914</u>
At 31 December 2005 (restated)	於二零零五年十二月三十一日 (重報)	581,367	20,361	-	139,420	-	4,441	16,043	358,760	1,120,392	262,194	76,328	1,458,914
Representing:	代表:												
Cost	成本值	581,367	20,361	-	139,420	-	4,441	16,043	358,760	1,120,392	-	76,328	1,196,720
Valuation - 2005	估值 - 二零零五年	-	-	-	-	-	-	-	-	-	262,194	-	262,194
		<u>581,367</u>	<u>20,361</u>	<u>-</u>	<u>139,420</u>	<u>-</u>	<u>4,441</u>	<u>16,043</u>	<u>358,760</u>	<u>1,120,392</u>	<u>262,194</u>	<u>76,328</u>	<u>1,458,914</u>
Accumulated depreciation and amortisation:	累計折舊及攤銷:												
At 1 January 2005	於二零零五年一月一日	14,004	5,784	-	45,477	-	1,720	3,410	-	70,395	-	-	70,395
Exchange adjustments	匯兌調整	246	101	-	9	-	1	34	-	391	-	-	391
Charge for the year	本年度折舊	10,839	3,229	-	2,962	-	278	1,156	-	18,464	-	283	18,747
Written back on disposals	出售時撥回	-	-	-	(10)	-	(117)	(558)	-	(685)	-	-	(685)
		<u>25,089</u>	<u>9,114</u>	<u>-</u>	<u>48,438</u>	<u>-</u>	<u>1,882</u>	<u>4,042</u>	<u>-</u>	<u>88,565</u>	<u>-</u>	<u>283</u>	<u>88,848</u>
At 31 December 2005 (restated)	於二零零五年十二月三十一日 (重報)	25,089	9,114	-	48,438	-	1,882	4,042	-	88,565	-	283	88,848
Net book value:	賬面淨值:												
At 31 December 2005 (restated)	於二零零五年十二月三十一日 (重報)	556,278	11,247	-	90,982	-	2,559	12,001	358,760	1,031,827	262,194	76,045	1,370,066



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14. FIXED ASSETS (continued)

十四. 固定資產 (續)

(b) The Company

(b) 本公司

		Office equipment 辦公室 設備 \$'000 千元	Leasehold improvements 租賃物業 裝修 \$'000 千元	Furniture and fixtures 傢俬及 裝置 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Total fixed assets 固定資產 總額 \$'000 千元
Cost:	成本值:					
At 1 January 2006	於二零零六年一月一日	1,201	1,861	232	934	4,228
Additions	增置	252	-	-	1,089	1,341
Disposals	出售	(140)	(1,861)	(221)	-	(2,222)
		<u>1,313</u>	<u>-</u>	<u>11</u>	<u>2,023</u>	<u>3,347</u>
At 31 December 2006	於二零零六年 十二月三十一日	<u>1,313</u>	<u>-</u>	<u>11</u>	<u>2,023</u>	<u>3,347</u>
Accumulated depreciation:	累計折舊:					
At 1 January 2006	於二零零六年一月一日	1,040	1,428	196	250	2,914
Charge for the year	本年度折舊	78	186	15	380	659
Written back on disposals	出售時撥回	(136)	(1,614)	(203)	-	(1,953)
		<u>982</u>	<u>-</u>	<u>8</u>	<u>630</u>	<u>1,620</u>
At 31 December 2006	於二零零六年 十二月三十一日	<u>982</u>	<u>-</u>	<u>8</u>	<u>630</u>	<u>1,620</u>
Net book value:	賬面淨值:					
At 31 December 2006	於二零零六年 十二月三十一日	<u>331</u>	<u>-</u>	<u>3</u>	<u>1,393</u>	<u>1,727</u>



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14. FIXED ASSETS (continued)

十四. 固定資產 (續)

(b) The Company (continued)

(b) 本公司 (續)

		Office equipment 辦公室 設備 \$'000 千元	Leasehold improvements 租賃物業 裝修 \$'000 千元	Furniture and fixtures 傢俬及 裝置 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Total fixed assets 固定資產 總額 \$'000 千元
Cost:	成本值:					
At 1 January 2005	於二零零五年一月一日	1,434	1,861	244	250	3,789
Additions	增置	81	-	-	684	765
Disposals	出售	(314)	-	(12)	-	(326)
		<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2005	於二零零五年 十二月三十一日	1,201	1,861	232	934	4,228
		<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Accumulated depreciation:	累計折舊:					
At 1 January 2005	於二零零五年一月一日	1,270	1,242	192	188	2,892
Charge for the year	本年度折舊	68	186	15	62	331
Written back on disposals	出售時撥回	(298)	-	(11)	-	(309)
		<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2005	於二零零五年 十二月三十一日	1,040	1,428	196	250	2,914
		<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Net book value:	賬面淨值:					
At 31 December 2005	於二零零五年 十二月三十一日	161	433	36	684	1,314
		<hr/>	<hr/>	<hr/>	<hr/>	<hr/>



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14. FIXED ASSETS (continued)

- (c) Investment properties of the Group were revalued as at 31 December 2006 on an open market value basis calculated by reference to net rental income allowing for reversionary income potential. The valuations were carried out by an independent firm of surveyors, Greater China Appraisal Limited, who have among their staff associate members of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being revalued.
- (d) The analysis of net book value of properties is as follows:

十四. 固定資產 (續)

- (c) 本集團之投資物業已於二零零六年十二月三十一日根據計入有逆轉可能的淨租金收入而計算之公開市值進行重估。估值由獨立測量師行漢華評估有限公司進行。其中員工為香港測量師學會會員及對上述重估物業所在地和類別有近期估值經驗。
- (d) 物業賬面淨值之分析如下：

		The Group 本集團	
		2006 二零零六年 \$'000 千元	2005 二零零五年 \$'000 千元
In the PRC	中國		
Hong Kong:	香港：		
– medium-term leases	– 中期租賃	63,895	65,932
– long leases	– 長期租賃	1,759	106,200
Other parts of the PRC:	中國其他地區：		
– medium-term leases	– 中期租賃	477,650	255,739
– long leases	– 長期租賃	1,334	1,350
		544,638	429,221
Representing:	代表：		
Land and buildings	土地及樓宇	133,747	90,982
Investment properties	投資物業	168,308	262,194
		302,055	353,176
Interest in leasehold land held under operating leases	根據經營租賃持有之租賃土地權益	242,583	76,045
		544,638	429,221



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(除另有註明外，所有金額以港幣計算)

14. FIXED ASSETS (continued)

- (e) Fixed assets leased out under operating leases
The Group leases out properties under operating leases. The leases typically run for an initial period of one to ten years, with an option to renew the lease after that date at which time all terms are renegotiated. None of the leases includes contingent rentals.

All properties held under operating leases that would otherwise meet the definition of investment property are disclosed as investment property.

The Group's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

十四. 固定資產 (續)

- (e) 根據經營租賃租出之固定資產
本集團根據經營租賃出租物業。上述租賃之年期基本上初步為期一至十年，並可選擇續約，屆時所有條款將會重新商訂。上述租賃均不包括或有租金。

所有根據經營租賃持有並能符合投資物業定義之物業均披露為投資物業。

本集團根據不可解除的經營租賃在日後應收的最低付款總額如下：

		The Group 本集團	
		2006 二零零六年	2005 二零零五年 (restated) (重報)
		\$'000 千元	\$'000 千元
Within one year	一年內	10,323	9,300
After one year but within five years	一年後但五年內	29,877	13,240
After five years	五年後	164,742	51,002
		204,942	73,542



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(除另有註明外，所有金額以港幣計算)

15. INTANGIBLE ASSETS

十五. 無形資產

		The Group 本集團	
		Waste-water treatment concession rights 污水處理 特許經營權	
		2006 二零零六年 \$'000 千元	2005 二零零五年 \$'000 千元
Cost:	成本值:		
At 1 January	於一月一日	34,548	–
Exchange adjustments	匯兌調整	1,336	–
Addition through acquisition of business	透過收購業務增置	32,163	34,548
		<u>68,047</u>	<u>34,548</u>
At 31 December	於十二月三十一日	<u>68,047</u>	<u>34,548</u>
Accumulated amortisation:	累計攤銷:		
At 1 January	於一月一日	115	–
Exchange adjustments	匯兌調整	35	–
Charge for the year	本年度攤銷	1,485	115
		<u>1,635</u>	<u>115</u>
At 31 December	於十二月三十一日	<u>1,635</u>	<u>115</u>
Net book value:	賬面淨值:		
At 31 December	於十二月三十一日	<u>66,412</u>	<u>34,433</u>

The amortisation charge for the year is included in "Direct costs and operating expenses" in the consolidated income statement.

本年度攤銷計入綜合損益表之「直接成本及經營費用」內。



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(除另有註明外，所有金額以港幣計算)

16. GOODWILL

十六. 商譽

		The Group 本集團	
		2006 二零零六年	2005 二零零五年
		\$'000 千元	\$'000 千元
Cost:	成本值:		
At 1 January	於一月一日	48,236	46,133
Addition through acquisition of business	透過收購業務增置	-	2,103
Exchange adjustments	匯兌調整	82	-
At 31 December	於十二月三十一日	48,318	48,236

Impairment tests for cash-generating units containing goodwill

Goodwill is allocated to the Group's cash-generating units ("CGU") identified according to business segment as follows:

包含商譽之現金生產單位之耗損測試

本集團按業務分部分配商譽予可辨別之現金生產單位如下:

		The Group 本集團	
		2006 二零零六年	2005 二零零五年
		\$'000 千元	\$'000 千元
Infrastructure investment and operation (Toll bridge)	基建投資及營運 (收費橋樑)	25,340	25,340
Environmental protection project operation (waste-water treatment plants and waste-to-energy power plant)	環保項目營運 (污水處理廠及 垃圾焚燒發電廠)	22,978	22,896
		48,318	48,236



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(除另有註明外，所有金額以港幣計算)

16. GOODWILL (continued)

The recoverable amount of the respective CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five year period. Discount rates of 10% – 12% have been used for the value-in-use calculations. Management determined the budgets based on independent professional traffic studies and/or service agreements governing the relevant operations. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

十六. 商譽 (續)

現金生產單位之可收回數額根據使用價值計算。計算方法按照管理層已核准之五年財務預算之現金流量估計。用於計算使用價值之貼現率為10%至12%。管理層根據獨立專業交通流量研究及／或監管有關業務之服務協議，釐定有關預算。所使用之貼現率為除稅前貼現率，能反映有關分部之特定風險。



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(除另有註明外，所有金額以港幣計算)

17. INTEREST IN SUBSIDIARIES

十七. 附屬公司權益

		The Company	
		本公司	
		2006	2005
		二零零六年	二零零五年
		\$'000	\$'000
		千元	千元
Unlisted shares/capital contributions, at cost	非上市股份／出資額， 按成本值	388,642	388,642
Amounts due from subsidiaries	應收附屬公司款項	2,566,729	2,126,938
		2,955,371	2,515,580
Less: impairment losses	減：耗損虧損	(1,438,917)	(1,480,947)
		1,516,454	1,034,633
Amounts due to subsidiaries	應付附屬公司款項	(64,505)	(56,408)
		1,451,949	978,225

Amounts due from/(to) subsidiaries are unsecured, interest free and not expected to be recovered within one year.

應收／(應付)附屬公司款項為無抵押、免息及預期不會於一年內償還。

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

以下僅列出對本集團業績、資產或負債構成主要影響之附屬公司資料。除另有註明外，所持股份均為普通股。



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(除另有註明外，所有金額以港幣計算)

17. INTEREST IN SUBSIDIARIES (continued)

十七. 附屬公司權益 (續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立/註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及 繳足股本資料	Proportion of ownership interest 擁有權權益比例			Principal activity 主要業務
			Group's effective interest 本集團之 實際權益	held by the Company 由本公司 持有	held by a subsidiary 由附屬公司 持有	
Everbright Environmental Energy (Changzhou) Co. Ltd. ("EB Energy (Changzhou)")* (note (a)) 光大環保能源(常州)有限公司 (「光大能源(常州)」)* (附註(a))	PRC 中國	RMB137,520,000 人民幣 137,520,000元	100%	–	100%	Design, construction, operation and management of waste-to-energy power plant 設計、建造、營運及管理垃圾焚燒發電廠
Everbright Environmental Energy (Jiangyin) Co. Ltd. ("EB Energy (Jiangyin)")* (note (b)) 光大環保能源(江陰)有限公司 (「光大能源(江陰)」)* (附註(b))	PRC 中國	USD6,000,000 6,000,000美元	100%	–	100%	Design, construction, operation and management of waste-to-energy power plant 設計、建造、營運及管理垃圾焚燒發電廠
Everbright Environmental Energy (Suzhou) Co. Ltd. ("EB Energy (Suzhou)")# (formerly known as Suzhou SuNeng Waste-to-Energy Co. Ltd.) 光大環保能源(蘇州)有限公司(「光大能源(蘇州)」)#(前稱「蘇州市蘇能垃圾發電有限公司」)	PRC 中國	RMB167,000,000 人民幣 167,000,000元	Note (c) 附註(c)	–	Note (c) 附註(c)	Design, construction, operation and management of waste-to-energy power plant 設計、建造、營運及管理垃圾焚燒發電廠



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17. INTEREST IN SUBSIDIARIES (continued)

十七. 附屬公司權益 (續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立/註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及 繳足股本資料	Proportion of ownership interest 擁有權權益比例			Principal activity 主要業務
			Group's effective interest 本集團之 實際權益	held by the Company 由本公司 持有	held by a subsidiary 由附屬公司 持有	
Everbright Environmental Energy (Suzhou) Methane-to-Energy Co. Ltd. ("EB Methane-to-energy")* (note(d)) 光大環保能源(蘇州) 沼氣發電有限公司 (「光大沼氣發電公司」)* (附註(d))	PRC 中國	USD2,100,000 2,100,000美元	100%	–	100%	Design, construction, operation and management of methane-to- energy power plant 設計、建造、營運及 管理沼氣發電廠
Everbright Environmental Energy (Yixing) Co. Ltd. ("EB Energy (Yixing)")* (note (e)) 光大環保能源(宜興) 有限公司 (「光大能源(宜興)」)* (附註(e))	PRC 中國	USD11,520,000 11,520,000美元	100%	–	100%	Design, construction, operation and management of waste-to-energy power plant 設計、建造、營運及 管理垃圾焚燒 發電廠
Everbright Environmental (Suzhou) Solid Waste Treatment Co. Ltd. ("EB Solid Waste")* (note (f)) 光大環保(蘇州)固體 廢棄物處理有限公司 (「光大固廢處理公司」)* (附註(f))	PRC 中國	USD2,432,500 2,432,500美元	100%	–	100%	Design, construction, operation and management of solid waste disposal centre 設計、建造、營運及 管理固體廢棄物 處理中心



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17. INTEREST IN SUBSIDIARIES (continued)

十七. 附屬公司權益 (續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立/註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及 繳足股本資料	Proportion of ownership interest 擁有權權益比例			Principal activity 主要業務
			Group's effective interest 本集團之 實際權益	held by the Company 由本公司 持有	held by a subsidiary 由附屬公司 持有	
Everbright Water (Ji'nan) Limited ("EB Water (Jinan)")* (note (g)) 光大水務(濟南)有限公司 ([「光大水務(濟南)」]) * (附註(g))	PRC 中國	USD18,500,000 18,500,000美元	100%	–	100%	Operation and maintenance of waste-water treatment plants 營運及維修保養 污水處理廠
Everbright Water (Zibo) Limited ("EB Water (Zibo)")* (note (h)) 光大水務(濰博)有限公司 ([「光大水務(濰博)」]) * (附註(h))	PRC 中國	USD20,508,000 20,508,000美元	100%	–	100%	Design, construction, operation and maintenance of waste-water treatment plants 設計、建造、營運及 維修保養 污水處理廠
Fuzhou Guang Min Road and Bridge Construction & Development Company Limited ("FZGM")# 福州光閩路橋建設 開發有限公司 ([「光閩路橋」])#	PRC 中國	RMB224,730,000 人民幣224,730,000元	Note (i) 附註(i)	–	Note (i) 附註(i)	Development, construction, operation and maintenance of a toll bridge 開發、建造、營運及 維修保養收費橋樑



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(除另有註明外，所有金額以港幣計算)

17. INTEREST IN SUBSIDIARIES (continued)

十七. 附屬公司權益 (續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立/註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及 繳足股本資料	Proportion of ownership interest 擁有權權益比例			Principal activity 主要業務
			Group's effective interest 本集團之 實際權益	held by the Company 由本公司 持有	held by a subsidiary 由附屬公司 持有	
On Land Limited 再倫有限公司	Hong Kong 香港	2 shares of \$1 each 2股每股面值 1元股份	100%	–	100%	Property investment 物業投資
Qingdao EB-VW Waste Water Treatment Co., Ltd. ("Qingdao EB-VW") [#] 青島光威污水處理有限公司 (「青島光威」) [#]	PRC 中國	USD15,257,380 15,257,380美元	Note (j) 附註(j)	–	Note (j) 附註(j)	Construction, operation and maintenance of waste-water treatment plants 建造、營運及維修保養污水處理廠
Sino Villa Holdings Limited	British Virgin Islands ("BVI")/PRC 英屬處女群島/ 中國	1 share of US\$1 1股面值 1美元股份	100%	100%	–	Property investment 物業投資

* Registered under the laws of the PRC as foreign investment enterprise.

* 根據中國法律註冊為外商投資企業。

Registered under the laws of the PRC as sino-foreign co-operative joint venture.

根據中國法律註冊為中外合作合營企業。



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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

17. INTEREST IN SUBSIDIARIES (continued)

Notes:

- (a) Everbright Environmental Energy (Changzhou) Investment Limited, a wholly-owned subsidiary of the Company and the foreign investor of EB Energy (Changzhou), is committed to contribute the full amount of the registered capital in EB Energy (Changzhou).

Pursuant to a concession right agreement, EB Energy (Changzhou) will design, construct, operate and manage a waste-to-energy power plant to provide waste treatment service in Changzhou city, the PRC for a period of 25.5 years. Upon expiry of the concession period, the waste-to-energy power plant and related facilities will be transferred to a local government authority. The waste-to-energy power plant is expected to have a daily capacity of 800 tonnes. The fee charged by EB Energy (Changzhou) is governed by the relevant concession right agreement. During the concession period, EB Energy (Changzhou) has the obligation to maintain the waste-to-energy power plant in good condition.

- (b) Everbright Environmental Energy (Jiangyin) Investment Limited, a wholly-owned subsidiary of the Company and the foreign investor of EB Energy (Jiangyin), is committed to contribute the full amount of the registered capital in EB Energy (Jiangyin).

Pursuant to a concession right agreement, EB Energy (Jiangyin) will design, construct, operate and manage a waste-to-energy power plant to provide waste treatment service in Jiangyin city, the PRC for a period of 30 years. Upon expiry of the concession period, the waste-to-energy power plant and related facilities will be transferred to a local government authority. The waste-to-energy power plant is expected to have a daily capacity of 800 tonnes. The fee charged by EB Energy (Jiangyin) is governed by the relevant concession right agreement. During the concession period, EB Energy (Jiangyin) has the obligation to maintain the waste-to-energy power plant in good condition.

十七. 附屬公司權益 (續)

附註:

- (a) 本公司之全資附屬公司兼光大能源(常州)外方投資者光大環保能源(常州)投資有限公司，承諾注入光大能源(常州)全數註冊資本。

根據特許經營協議，光大能源(常州)將設計、建造、營運及管理一家垃圾焚燒發電廠，為中國常州市提供垃圾處理服務為期二十五年半。待特許經營期屆滿後，垃圾焚燒發電廠及相關設施將轉歸當地政府機關所有。預期垃圾焚燒發電廠每日之處理量為800噸。光大能源(常州)所收取之垃圾處理費須受有關特許經營協議所管限。於特許經營期內，光大能源(常州)有責任維持垃圾焚燒發電廠在良好狀況。

- (b) 本公司之全資附屬公司兼光大能源(江陰)外方投資者光大環保能源(江陰)投資有限公司，承諾注入光大能源(江陰)全數註冊資本。

根據特許經營協議，光大能源(江陰)將設計、建造、營運及管理一家垃圾焚燒發電廠，為中國江陰市提供垃圾處理服務為期三十年。待特許經營期屆滿後，垃圾焚燒發電廠及相關設施將轉歸當地政府機關所有。預期垃圾焚燒發電廠每日之處理量為800噸。光大能源(江陰)所收取之垃圾處理費須受有關特許經營協議所管限。於特許經營期內，光大能源(江陰)有責任維持垃圾焚燒發電廠在良好狀況。



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17. INTEREST IN SUBSIDIARIES (continued)

Notes: (continued)

- (c) Everbright Environmental Energy (Suzhou) Investment Limited ("EB Energy (Suzhou) Investment"), a wholly-owned subsidiary of the Company and the foreign joint venture partner of EB Energy (Suzhou), is committed to contribute the full amount of the registered capital in EB Energy (Suzhou). Net profit of EB Energy (Suzhou), after payment of an agreed sum of RMB880,000 annually to the PRC joint venture partner, is fully attributable to EB Energy (Suzhou) Investment.

Pursuant to a concession right agreement, EB Energy (Suzhou) will design, construct, operate and manage a waste-to-energy power plant to provide waste treatment service in Suzhou city, the PRC for a period of 25 years. Upon expiry of the concession period, the waste-to-energy power plant and related facilities will be transferred to the PRC joint venture partner. The waste-to-energy power plant is expected to have a daily capacity of 1,500 tonnes. The fee charged by EB Energy (Suzhou) is governed by the relevant concession right agreement. During the concession period, EB Energy (Suzhou) has the obligation to maintain the waste-to-energy power plant in good condition.

- (d) EB Energy (Suzhou) Investment, the foreign investor of EB Methane-to-energy, is committed to contribute the full amount of the registered capital in EB Methane-to-energy.

Pursuant to a concession right agreement, EB Methane-to-energy will design, construct, operate and manage a methane-to-energy power plant to generate electricity in Suzhou city, the PRC for a period of 25 years. The methane-to-energy power plant is expected to supply no less than 12,480,000 kilowatt-hour of electricity per year. The fee charged by EB Methane-to-energy is governed by the relevant concession right agreement.

十七. 附屬公司權益 (續)

附註: (續)

- (c) 本公司之全資附屬公司兼光大能源(蘇州)外方合營夥伴光大環保能源(蘇州)投資有限公司(「光大能源(蘇州)投資」)，承諾注入光大能源(蘇州)全數註冊資本。光大能源(蘇州)之淨盈利(在每年支付人民幣880,000元之協定款項予中方合營夥伴後)將全歸光大能源(蘇州)投資所有。

根據特許經營協議，光大能源(蘇州)將設計、建造、營運及管理一家垃圾焚燒發電廠，為中國蘇州市提供垃圾處理服務為期二十五年。待特許經營期屆滿後，垃圾焚燒發電廠及相關設施將轉歸中方合營夥伴所有。預期垃圾焚燒發電廠每日之處理量為1,500噸。光大能源(蘇州)所收取之垃圾處理費須受有關特許經營協議所管限。於特許經營期內，光大能源(蘇州)有責任維持垃圾焚燒發電廠在良好狀況。

- (d) 光大沼氣發電公司外方投資者光大環保能源(蘇州)投資，承諾注入光大沼氣發電公司全數註冊資本。

根據特許經營協議，光大沼氣發電公司將設計、建造、營運及管理一家沼氣發電廠，為中國蘇州市提供電力服務為期二十五年。預期沼氣發電廠之年上網電量不會低於12,480,000千瓦時。光大沼氣發電公司所收取之費用須受有關特許經營協議所管限。



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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

17. INTEREST IN SUBSIDIARIES (continued)

Notes: (continued)

- (e) Everbright Environmental Energy (Yixing) Investment Limited, a wholly-owned subsidiary of the Company and the foreign investor of EB Energy (Yixing), is committed to contribute the full amount of the registered capital in EB Energy (Yixing).

Pursuant to a concession right agreement, EB Energy (Yixing) will design, construct, operate and manage a waste-to-energy power plant to provide waste treatment service in Yixing city, the PRC for a period of 25 years. Upon expiry of the concession period, the waste-to-energy power plant and related facilities will be transferred to a local government authority. The waste-to-energy power plant is expected to have a daily capacity of 500 tonnes. The fee charged by EB Energy (Yixing) is governed by the relevant concession right agreement. During the concession period, EB Energy (Yixing) has the obligation to maintain the waste-to-energy power plant in good condition.

- (f) China Everbright Environmental Solid Waste Treatment Limited, a wholly-owned subsidiary of the Company and the foreign investor of EB Solid Waste, is committed to contribute the full amount of the registered capital in EB Solid Waste.

Pursuant to a concession right agreement, EB Solid Waste will design, construct, operate and manage a solid waste disposal centre to provide waste treatment service in Suzhou city, the PRC for a period of 30 years. Upon expiry of the concession period, the solid waste disposal centre will be transferred to a local government authority. The solid waste disposal centre is expected to have a total capacity of 600,000 cubic metre. The fee charged by EB Solid Waste is governed by the relevant concession right agreement. During the concession period, EB Solid Waste has the obligation to maintain the solid waste disposal centre in good condition.

七. 附屬公司權益 (續)

附註: (續)

- (e) 本公司之全資附屬公司兼光大能源(宜興)外方投資者光大環保能源(宜興)投資有限公司，承諾注入光大能源(宜興)全數註冊資本。

根據特許經營協議，光大能源(宜興)將設計、建造、營運及管理一家垃圾焚燒發電廠，為中國宜興市提供垃圾處理服務為期二十五年。待特許經營期屆滿後，垃圾焚燒發電廠及相關設施將轉歸當地政府機關所有。預期垃圾焚燒發電廠每日之處理量為500噸。光大能源(宜興)所收取之垃圾處理費須受有關特許經營協議所管限。於特許經營期內，光大能源(宜興)有責任維持垃圾焚燒發電廠在良好狀況。

- (f) 本公司之全資附屬公司兼光大固廢處理公司外方投資者中國光大環保固廢處置有限公司，承諾注入光大固廢處理公司全數註冊資本。

根據特許經營協議，光大固廢處理公司將設計、建造、營運及管理一家固體廢棄物處理中心，為中國蘇州市提供垃圾處理服務為期三十年。待特許經營期屆滿後，固體廢棄物處理中心將轉歸當地政府機關所有。預期固體廢棄物處理中心之總規模為600,000立方米。光大固廢處理公司所收取之垃圾處理費須受有關特許經營協議所管限。於特許經營期內，光大固廢處理公司有責任維持固體廢棄物處理中心在良好狀況。



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(除另有註明外，所有金額以港幣計算)

17. INTEREST IN SUBSIDIARIES (continued)

Notes: (continued)

- (g) On 31 October 2006, EB Water (Jinan) acquired the waste-water treatment business together with the corresponding assets from Jinan State-owned Assets Commission and Jinan Utilities Authority at a consideration of RMB400,000,000 (equivalent to approximately \$392,209,000). In addition, pursuant to a concession right agreement, EB Water (Jinan) was granted an exclusive right to operate the waste-water treatment plants to provide waste-water treatment service in certain specified areas in Jinan city, the PRC for a period of 30 years commencing from November 2006. Upon the expiry of the concession period, EB Water (Jinan) will cease to have any rights and obligations under the concession right agreement and the assets acquired as referred to above will be transferred back to a local government authority.

The designed daily capacity of waste-water treatment plants is 420,000 tonnes. The revenue charged by EB Water (Jinan) is governed by the relevant waste-water treatment service agreement. During the concession period, EB Water (Jinan) has the obligation to promptly repair or upgrade the waste-water treatment facilities and equipment.

- (h) On 1 December 2005, EB Water (Zibo) acquired the waste-water treatment business together with the corresponding assets and liabilities from Zibo Finance Bureau and Zibo Environmental Waste Water Treatment Company ("the Transferors") at a consideration of RMB224,055,000 (equivalent to approximately \$214,891,000). In addition, pursuant to a concession right agreement, EB Water (Zibo) was granted the exclusive right to operate the waste-water treatment plants to provide waste-water treatment service in certain specified areas in Zibo city, the PRC for a period of 25 years commencing from December 2005. Upon expiry of the concession period, EB Water (Zibo) will cease to have any rights and obligations under the concession right agreement and the assets acquired as referred to above will be transferred back to the Transferors.

十七. 附屬公司權益 (續)

附註: (續)

- (g) 於二零零六年十月三十一日，光大水務（濟南）向濟南市人民政府國有資產監督管理委員會及濟南市市政公用事業局收購污水處理業務連同相關資產，代價為人民幣400,000,000元（相當於約392,209,000元）。此外，根據特許經營協議，光大水務（濟南）獲獨家授權營運污水處理廠，為中國濟南市若干指定地區提供污水處理服務，由二零零六年十一月起計為期三十年。待特許經營期屆滿後，根據特許經營協議，光大水務（濟南）將不再具有任何權利及責任，而上文所述之收購資產須轉回予當地政府機關。

預期污水處理廠之每日處理量為420,000噸。光大水務（濟南）所收取之污水處理費須受有關污水處理協議管限。於特許經營期內，光大水務（濟南）有責任及時維修或提升污水處理設施及設備。

- (h) 於二零零五年十二月一日，光大水務（淄博）向淄博市財政局及淄博市環保污水處理公司（「轉讓人」）收購污水處理業務連同相關資產及負債，代價為人民幣224,055,000元（相當於約214,891,000元）。此外，根據特許經營協議，光大水務（淄博）獲獨家授權營運污水處理廠，為中國淄博市若干指定區域提供污水處理服務，由二零零五年十二月起計為期二十五年。待特許經營期屆滿後，根據特許經營協議，光大水務（淄博）將不再具有任何權利及責任，而上文所述之收購資產須轉回予轉讓人。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

17. INTEREST IN SUBSIDIARIES (continued)

Notes: (continued)

The designed daily capacity of waste-water treatment plants is 250,000 tonnes. The revenue charged by EB Water (Zibo) is governed by the relevant waste-water treatment service agreement. During the concession period, EB Water (Zibo) has the obligation to promptly repair or upgrade the waste-water treatment facilities and equipment.

- (i) Greenway Venture Limited ("Greenway"), an 80% owned subsidiary of the Company and the foreign joint venture partner of FZGM, is committed to contribute the full amount of FZGM's registered capital. Net profit (after payment of an agreed sum ranging from RMB600,000 to RMB2,500,000 annually to the PRC joint venture partner of FZGM) of FZGM should first be applied for the repayment of capital and advances made by Greenway. After the capital and advances made by Greenway have been fully repaid, the net profit of FZGM (after payment of an agreed sum to the PRC joint venture partner mentioned above) is to be shared by Greenway and the PRC joint venture partner on a 90:10 basis.

Pursuant to the joint venture agreement of FZGM, FZGM was granted a right to construct, operate and maintain a toll bridge in Fuzhou city, the PRC. After the completion of the toll bridge construction, FZGM has an operating period of the toll bridge for a period of 30 years commencing from January 2003. Upon expiry of the operating period, FZGM will transfer all the fixed assets and the operating right to the PRC joint venture partner. The toll fee is based on the type of vehicles and it is subject to the approval from the relevant local government authorities. During the operating period, FZGM has the obligation to maintain the toll bridge in good condition.

- (j) EB-VW HK Holding Company Limited ("EB-VW"), an 60% owned subsidiary of the Company and the foreign joint venture partner of Qingdao EB-VW, is committed to contribute 60% of Qingdao EB-VW's registered capital. The remaining 40% registered capital is contributed by the PRC joint venture partner, by way of transferring waste-water treatment plants to Qingdao EB-VW. EB-VW is fully entitled to the net profit of Qingdao EB-VW for the first 14 years of the joint venture period. From the 15th year of the joint venture period onwards, the net profit of Qingdao EB-VW is to be shared by EB-VW and the PRC joint venture partner on a 98:2 basis.

十七. 附屬公司權益 (續)

附註: (續)

預期污水處理廠之每日處理量為250,000噸。光大水務(淄博)所收取之污水處理費須受有關污水處理協議所管限。於特許經營期內，光大水務(淄博)有責任及時維修或提升污水處理設施及設備。

- (i) 本公司擁有80%權益之附屬公司兼光閩路橋之外方合營夥伴Greenway Venture Limited (「Greenway」)承諾注入光閩路橋全數註冊資本。光閩路橋之淨盈利(在每年支付介乎人民幣600,000元至人民幣2,500,000元之協定款項予中方合營夥伴後)將首先用以償還Greenway已支付之資本及墊款。在全數償還Greenway已支付之資本及墊款後，光閩路橋之淨盈利(在如上文所述般支付協定款項予中方合營夥伴後)將由Greenway及中方合營夥伴按90:10之比例攤分。

根據光閩路橋之合營協議，光閩路橋獲授權在中國福州市建造、營運及維修保養一條收費橋樑。在收費橋樑建造完成後，光閩路橋擁有收費橋樑之經營權三十年，由二零零三年一月起計。待經營期屆滿後，光閩路橋將把所有固定資產及經營權轉歸中方合營夥伴所有。收費橋樑之收費按車輛之類別而定，並須待有關當地政府機關批准後方可作實。於營運期內，光閩路橋有責任維持收費橋樑在良好狀況。

- (j) 本公司擁有60%權益之附屬公司兼青島光威外方合營夥伴光大威立雅水務香港控股有限公司(「光大威立雅」)承諾注入青島光威60%註冊資本，餘下40%將由中方合營夥伴透過轉讓污水處理廠予青島光威之方式出資。光大威立雅於合營期首十四年可全數享有青島光威之淨盈利。而由第十五年起，青島光威之淨盈利將由光大威立雅及中方合營夥伴按98:2之比例攤分。



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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

17. INTEREST IN SUBSIDIARIES (continued)

Notes: (continued)

Pursuant to a waste-water treatment agreement, Qingdao EB-VW will provide the PRC joint venture partner with design, construction, maintenance and operation services for waste-water treatment facilities and the provision of waste-water treatment services in Qingdao, the PRC for a period of 25 years commencing from January 2005. Furthermore, Qingdao EB-VW is obliged to construct extension of the existing facilities.

Upon expiry of joint venture agreement, the fixed assets of Qingdao EB-VW will be transferred to the PRC joint venture partner. The waste-water treatment plants are expected to have aggregate daily capacity of 220,000 cubic metre. The waste-water treatment revenue charged by Qingdao EB-VW is governed by the relevant waste-water treatment agreement. During the joint venture period, Qingdao EB-VW has the obligation to maintain the waste-water treatment facilities in good condition.

十七. 附屬公司權益 (續)

附註: (續)

根據污水處理協議，青島光威將為中方合營夥伴提供污水處理設施之設計、建造、維修保養及營運服務，並為中國青島市提供污水處理服務，由二零零五年一月起計，為期二十五年。此外，青島光威須負責建造現有污水處理廠之擴建設施。

待合營協議屆滿後，青島光威之固定資產將轉歸中方合營夥伴所有。預期污水處理廠之每日總處理量為220,000立方米。青島光威所收取之污水處理費須受有關污水處理協議所管限。於合營期內，青島光威有責任維持污水處理設施在良好狀況。



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(除另有註明外，所有金額以港幣計算)

18. INTEREST IN ASSOCIATES

十八. 聯營公司權益

		The Group		The Company	
		本集團	本公司	本公司	本公司
		2006	2005	2006	2005
		二零零六年	二零零五年	二零零六年	二零零五年
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Unlisted capital contributions, at cost	非上市注資，按成本值	-	-	-	205,199
Share of net assets	所佔資產淨額	442	413,304	-	-
		442	413,304	-	205,199

The following list contains only the particulars of associates, all of which are unlisted corporate entities, which principally affected the results or assets of the Group.

以下僅列出對本集團業績或資產構成主要影響之聯營公司(均為非上市企業實體)資料。

Name of associate	Form of business structure	Place of establishment and operation	Proportion of ownership interest			Principal activity
			Group's effective interest	held by the Company	held by subsidiaries	
聯營公司名稱	業務架構性質	成立及經營地點	本集團之實際權益	由本公司持有	由附屬公司持有	主要業務
Qingdao Veolia Water Operating Company Limited 青島威立雅水務運營有限公司	Established 成立	PRC 中國	21%	-	21%	Operation of waste-water treatment plants 營運污水處理廠

Note: During the year, the Company disposed of its 44.12% interest in Newton Industrial Limited ("Newton"). Newton holds a 34% equity interest in Shenzhen Mawan Power Company Limited, a sino-foreign joint venture established in the PRC which operates two power plants in Shenzhen, the PRC.

附註：年內，本公司出售了Newton Industrial Limited (「Newton」)44.12%權益。Newton持有深圳媽灣電力有限公司(一家於中國成立之中外合營企業)34%股本權益，該公司在中國深圳經營兩家發電廠。



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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

18. INTEREST IN ASSOCIATES (continued)

十八. 聯營公司權益 (續)

Additional combined financial information in respect of the Group's associates is given as follows:

有關本集團聯營公司之額外合併財務資料載列如下：

		2006 二零零六年 \$'000 千元	2005 二零零五年 \$'000 千元
(i) Operating results (Note)	(i) 經營業績 (附註)		
Turnover	營業額	18,600	18,000
Depreciation	折舊	-	-
Profit before taxation	除稅前盈利	86,236	178,492
Profit after taxation	除稅後盈利	<u>73,571</u>	<u>154,255</u>
Group's share of profits after taxation for the year attributable to associates	本集團所佔聯營公司之本年度除稅後盈利	<u>32,658</u>	<u>68,045</u>

Note: Operating results of Newton are included up to the date of disposal.

附註：Newton之經營業績入賬至出售日期為止。



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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
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18. INTEREST IN ASSOCIATES (continued)

十八. 聯營公司權益 (續)

Additional combined financial information in respect of the Group's associates is given as follows:
(continued)

有關本集團聯營公司之額外合併財務資料載列如下：(續)

		2006 二零零六年 \$'000 千元	2005 二零零五年 \$'000 千元
(ii) Balance sheet	(ii) 資產負債表		
Non-current assets	非流動資產	241	935,314
Current assets	流動資產	5,481	4,671
Current liabilities	流動負債	(3,619)	(2,045)
Net assets	資產淨額	<u>2,103</u>	<u>937,940</u>
Group's share of net assets attributable to associates	本集團所佔聯營公司之資產淨額	<u>442</u>	<u>413,304</u>

19. OTHER FINANCIAL ASSETS

十九. 其他財務資產

		The Group 本集團		The Company 本公司	
		2006 二零零六年 \$'000 千元	2005 二零零五年 \$'000 千元	2006 二零零六年 \$'000 千元	2005 二零零五年 \$'000 千元
Available-for-sale equity securities:	待售股本證券：				
– Listed in Hong Kong	– 香港上市	49,327	38,282	–	–
– Unlisted outside Hong Kong	– 香港以外地區非上市	13,649	13,649	13,649	13,649
		<u>62,976</u>	<u>51,931</u>	<u>13,649</u>	<u>13,649</u>
Market value of listed securities	上市證券之 市值	<u>49,327</u>	<u>38,282</u>	<u>–</u>	<u>–</u>



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有註明外，所有金額以港幣計算)

20. FINANCE LEASE RECEIVABLES

Additional combined financial information in respect of the Group's associates is given as follows:

(continued)

The Group's waste-water treatment plants, waste-to-energy power plant and methane-to-energy power plant are under BOT and TOT arrangements. Based on the key attributes of the BOT and TOT arrangements (note 40), the Group's management has determined that the BOT and TOT arrangements contain lease elements and classified the leases as finance leases in accordance with HK(IFRIC) 4, and have accounted them as such in the financial statements.

Finance lease receivables represent the Group's net investment in finance leases and are analysed as:

二十. 融資租賃應收款項

有關本集團聯營公司之額外合併財務資料載列如下：(續)

本集團之污水處理廠、垃圾焚燒發電廠及沼氣發電廠乃根據BOT及TOT安排運作。基於BOT及TOT安排之主要特質(附註四十)，本集團管理層確定BOT及TOT安排包含租賃部份，並根據《香港(國際財務報告詮釋委員會)詮釋》第4號把有關租賃分類為融資租賃，以及在財務報表中按此將之入賬。

融資租賃應收款項指本集團在融資租賃之投資淨額，現分析如下：

		The Group 本集團	
		2006 二零零六年	2005 二零零五年 (restated) (重報)
		\$'000 千元	\$'000 千元
Finance lease receivables:	融資租賃應收款項：		
Within one year	一年內	64,252	10,678
After one year but within five years	一年後但五年內	257,006	42,712
After five years	五年後	1,259,782	208,920
Total gross investment	投資總額	1,581,040	262,310
Unearned finance income	未賺取之融資收入	(777,220)	(128,225)
Present value of future finance lease receivables	未來融資租賃應收款項之現值	803,820	134,085
Finance lease receivables within one year included under current assets	計入流動資產並於一年內到期之融資租賃應收款項	(14,643)	(2,384)
		789,177	131,701



Notes to the Financial Statements 財務報表附註

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20. FINANCE LEASE RECEIVABLES (continued)

The lease receivables are reduced when lease payments are received and an imputed finance lease income on the lease receivables is recognised using the estimated lessee's incremental borrowing rate of interest at the inception of the lease. The average interest rate used in the lease arrangements ranges from 6.1% to 6.8%. There is no allowance for uncollectible minimum lease payments receivable.

The present value of future finance lease receivables is analysed as follows:

二十. 融資租賃應收款項 (續)

租賃應收款項會於租賃款項獲收取後扣減，並會透過利用承租人之估計累升借貸利率，確認租賃應收款項之估算融資租賃收入。租賃安排所使用之平均利率介乎6.1%至6.8%。並無就無法收取之最低租賃應收款項作出撥備。

未來融資租賃應收款項之現值分析如下：

		The Group 本集團	
		2006 二零零六年	2005 二零零五年 (restated) (重報)
		\$'000 千元	\$'000 千元
Within one year	一年內	14,643	2,384
After one year but within five years	一年後但五年內	68,522	11,170
After five years	五年後	720,655	120,531
		803,820	134,085



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(除另有註明外，所有金額以港幣計算)

21. INVENTORIES

Inventories in the balance sheet comprise:

Plant materials and operating supplies

Other raw materials

廠房物資及營業用品

其他原材料

二十一. 存貨

資產負債表所示存貨包括:

		The Group 本集團	
		2006 二零零六年	2005 二零零五年
		\$'000 千元	\$'000 千元
		3,239	–
		206	–
		3,445	–

22. DEBTORS, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

Included in “Debtors, other receivables, deposits and prepayments” of the Group are trade debtors of \$40,434,000 (2005: \$14,343,000), of which \$6,001,000 (2005: \$4,595,000) is due from a minority shareholder. The trade debtors are current and not yet due for payment and represent toll bridge revenue and revenue from waste-water treatment plants, waste-to-energy power plant and methane-to-energy power plant operation services which are settled on a monthly basis.

The Group's credit policy is set out in note 32(a).

二十二. 應收賬款、其他應收款項、按金及預付款項

本集團之「應收賬款、其他應收款項、按金及預付款項」中包括應收貿易賬款40,434,000元(二零零五年:14,343,000元)，其中6,001,000元(二零零五年:4,595,000元)為應收少數股東款項。該筆應收貿易賬款屬即期及未到期還款，其為收費橋樑收益及來自污水處理廠、垃圾焚燒發電廠及沼氣發電廠之營運服務收益，有關款項按月支付。

本集團之信貸政策載於附註三十二(a)。



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財務報表附註

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(除另有註明外，所有金額以港幣計算)

23. PLEDGED BANK DEPOSITS

The amounts are pledged to secure certain bank loans of the Group.

二十三. 已抵押銀行存款

該等款項已作抵押，作為本集團若干銀行貸款之抵押品。

24. CASH AND CASH EQUIVALENTS

二十四. 現金及現金等價物

		The Group 本集團		The Company 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Deposits with bank	銀行存款	516,072	215,946	325,761	198,203
Cash at bank and in hand	銀行結餘及現金	240,691	192,620	6,509	30,204
		756,763	408,566	332,270	228,407

Included in "Cash and cash equivalents" in the balance sheets are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

在資產負債表中之「現金及現金等價物」包括下列款項，其以相關實體之功能貨幣以外之貨幣為單位：

		The Group 本集團		The Company 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
United States Dollars	美元	USD21,217 21,217美元	USD10,809 10,809美元	USD94 94美元	USD21 21美元



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25. SECURED BANK LOANS

At 31 December 2006, the secured bank loans were repayable as follows:

二十五. 有抵押銀行貸款

於二零零六年十二月三十一日，有抵押銀行貸款之還款期如下：

		The Group		The Company	
		本集團		本公司	
		2006	2005	2006	2005
		二零零六年	二零零五年	二零零六年	二零零五年
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Within one year or on demand	一年內或按要求	88,448	40,227	21,429	31,429
After one year but within two years	一年後但兩年內	85,404	55,607	6,429	6,429
After two years but within five years	兩年後但五年內	361,507	218,764	17,678	19,286
After five years	五年後	355,673	297,645	-	4,821
		802,584	572,016	24,107	30,536
		891,032	612,243	45,536	61,965

At 31 December 2006, the banking facilities of the Group are secured by revenue from the operations of toll bridge, waste-water treatment plants and waste-to-energy power plant, finance lease receivables, bank deposits, mortgages on fixed assets and shares of a subsidiary of the Company. Such banking facilities, amounting to \$1,185,329,000 (2005: \$975,180,000), were utilised to the extent of \$891,032,000 (2005: \$612,243,000) at 31 December 2006.

於二零零六年十二月三十一日，本集團之銀行融資以經營收費橋樑、污水處理廠及垃圾焚燒發電廠之收益、融資租賃應收款項、銀行存款、固定資產按揭及本公司附屬公司股份作抵押。於二零零六年十二月三十一日，上述1,185,329,000元（二零零五年：975,180,000元）之銀行融資已動用891,032,000元（二零零五年：612,243,000元）。



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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

26. AMOUNT DUE TO MINORITY SHAREHOLDER

The amount is unsecured, interest free and repayable within one year.

27. CREDITORS, OTHER PAYABLES AND ACCRUED EXPENSES

Included in “Creditors, other payables and accrued expenses” of the Group is an amount of \$3,798,000 (2005: \$1,393,000) which is payable to an associate. The balance is due within one month and represents service fee for operation of waste-water treatment plants.

Apart from the above, there are other payables to related companies and a minority shareholder of \$45,759,000 (2005: \$32,012,000) and \$21,606,000 (2005: \$18,756,000) respectively as at 31 December 2006. The amounts are unsecured, interest free and expected to be settled within one year.

Included in “Creditors, other payables and accrued expenses” are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

二十六. 應付少數股東款項

有關款項為無抵押、免息及須於一年內償還。

二十七. 應付賬款、其他應付款項及應計費用

本集團之「應付賬款、其他應付款項及應計費用」中包括一筆應付予一家聯營公司之款項 3,798,000元 (二零零五年: 1,393,000元)。該結餘於一個月內到期，其為經營污水處理廠之服務費。

除上文所述者外，於二零零六年十二月三十一日，本公司還有應付予關聯公司及一名少數股東之其他應付款項，金額分別為 45,759,000元 (二零零五年: 32,012,000元) 及 21,606,000元 (二零零五年: 18,756,000元)。該等款項為無抵押、免息，並預期須於一年內支付。

「應付賬款、其他應付款項及應計費用」包括下列款項，其以相關實體之功能貨幣以外之貨幣為單位：

		The Group 本集團		The Company 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
United States Dollars	美元	USD2,895 2,895美元	Nil 無	USD2,895 2,895美元	Nil 無



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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

28. LOANS FROM ULTIMATE HOLDING COMPANY 二十八. 最終控股公司貸款

The Group

At 31 December 2006, the loans are unsecured, interest free and not expected to be settled within one year.

At 31 December 2005, the loans were unsecured, interest bearing at 4.9% to 5% per annum and not expected to be settled within one year, except for a loan of \$95,148,000 which was interest free. The interest-bearing loans were fully repaid in 2006.

The Company

At 31 December 2005, the loans were unsecured, interest bearing at 4.9% to 5% per annum and not expected to be settled within one year. The loans were repaid in 2006.

Included in "Loans from ultimate holding company" are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

本集團

於二零零六年十二月三十一日，此等貸款為無抵押、免息及預期不會於一年內償還。

於二零零五年十二月三十一日，除了一筆金額為95,148,000元之貸款為免息外，此等貸款為無抵押、按年利率4.9%至5%計息及預期不會於一年內償還。上述計息貸款已於二零零六年悉數償還。

本公司

於二零零五年十二月三十一日，此等貸款為無抵押、按年利率4.9%至5%計息及預期不會於一年內償還。上述貸款已於二零零六年悉數償還。

「最終控股公司貸款」包括下列款項，其以相關實體之功能貨幣以外之貨幣為單位：

		The Group		The Company	
		本集團		本公司	
		2006	2005	2006	2005
		二零零六年	二零零五年	二零零六年	二零零五年
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
United States Dollars	美元	Nil	USD43,886	Nil	USD43,886
		無	43,886美元	無	43,886美元



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

29. INCOME TAX IN THE BALANCE SHEET

二十九. 資產負債表所示的所得稅

(a) Current taxation in the balance sheet represents:

(a) 資產負債表所示的本期稅項為：

		The Group	
		本集團	
		2006	2005
		二零零六年	二零零五年
		\$'000	\$'000
		千元	千元
Provision for PRC income tax for the year	本年度中國所得稅撥備	6,847	4,748
Provisional tax paid	已付預繳所得稅	(5,332)	(2,610)
		1,515	2,138



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

29. INCOME TAX IN THE BALANCE SHEET 二十九. 資產負債表所示的所得稅 (續)

(continued)

(b) Deferred tax assets and liabilities recognised

The Group

The components of deferred tax (assets)/liabilities recognised in the consolidated balance sheet and the movements during the year are as follows:

(b) 已確認遞延稅項資產及負債

本集團

已於綜合資產負債表確認之遞延稅項(資產)/負債部份及本年度變動如下:

		Depreciation in excess of related depreciation allowances	Revaluation of properties	Total
		超出有關折舊 免稅額之折舊	物業重估	總額
		\$'000	\$'000	\$'000
		千元	千元	千元
Deferred tax arising from:	遞延稅項來自:			
At 1 January 2005	於二零零五年一月一日	1,284	19,537	20,821
Addition through acquisition of business	透過收購業務 增置	(356)	-	(356)
(Credited)/charged to profit or loss (restated)	在損益表中(計入)/扣除 (重報)	(16,930)	1,195	(15,735)
At 31 December 2005 (restated)	於二零零五年 十二月三十一日(重報)	<u>(16,002)</u>	<u>20,732</u>	<u>4,730</u>
At 1 January 2006 (restated)	於二零零六年一月一日(重報)	(16,002)	20,732	4,730
Exchange adjustments	匯兌調整	(81)	(50)	(131)
Charged to profit or loss	在損益表中扣除	1,176	1,876	3,052
At 31 December 2006	於二零零六年 十二月三十一日	<u>(14,907)</u>	<u>22,558</u>	<u>7,651</u>



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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

29. INCOME TAX IN THE BALANCE SHEET 二十九. 資產負債表所示的所得稅 (續)

(continued)

(b) Deferred tax assets and liabilities recognised (continued)

(b) 已確認遞延稅項資產及負債 (續)

		The Group	
		本集團	
		2006	2005
		二零零六年	二零零五年
			(restated)
			(重報)
		\$'000	\$'000
		千元	千元
Net deferred tax assets recognised on the consolidated balance sheet	於綜合資產負債表確認之遞延稅項資產淨額	(18,625)	(16,433)
Net deferred tax liabilities recognised on the consolidated balance sheet	於綜合資產負債表確認之遞延稅項負債淨額	26,276	21,163
		7,651	4,730

(c) Deferred tax assets not recognised

(c) 未確認遞延稅項資產

In accordance with the accounting policy set out in note 1(r), the Group has not recognised deferred tax assets in respect of cumulative tax losses of \$30,693,000 (2005: \$26,033,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses do not expire under current tax legislation.

根據附註一(r)所載之會計政策，本集團並無就累計可抵扣虧損確認遞延稅項資產30,693,000元(二零零五年: 26,033,000元)，原因為在有關稅務司法權區及實體不大可能取得應課稅盈利而令該項資產得以運用。根據現行稅務條例，上述可抵扣虧損不設應用限期。



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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

30. EQUITY-SETTLED SHARE-BASED TRANSACTIONS

The Company has a share option scheme which was adopted on 26 May 2003 whereby the directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, to take up options at nominal consideration to subscribe for shares of the Company. The options are exercisable six months (or a later date as determined by the directors of the Company) after the date on which the options are granted for a period up to ten years or 25 May 2013, whichever is earlier. Each option gives the holder the right to subscribe for one ordinary share in the Company.

三十一. 以股份支付之股本交易

本公司設有一個購股權計劃，其於二零零三年五月二十六日採納。據此，本公司董事獲授權可酌情邀請本集團僱員（包括本集團任何成員公司之董事）接納可按象徵式代價認購本公司股份之購股權。購股權自授出日期後六個月（或本公司董事決定之較後日期）起生效及其行使期自屆時起計最多達十年或至二零一三年五月二十五日止（以較早者為準）。每股購股權賦予其持有人認購一股本公司普通股之權利。



Notes to the Financial Statements

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有註明外，所有金額以港幣計算)

30. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued) 三. 以股份支付之股本交易 (續)

(a) The terms and conditions of the grants that existed during the year are as follows, whereby all options are settled by physical delivery of shares:

(a) 下文載列年內尚未行使之購股權之授出條款及條件，據此，所有購股權以股份實物交收方式結算交收：

	Number of instruments 文據數目	Vesting conditions 生效條件	Contractual life of options 購股權之合約年期
Options granted to directors: 授予董事之購股權：			
– on 29 September 2003 – 二零零三年九月二十九日	49,700,000	Six months from the date of grant 由授出日期起計六個月	9.7 years 9.7年
– on 29 September 2003 – 二零零三年九月二十九日	49,700,000	One year from the date of grant 由授出日期起計一年	9.7 years 9.7年
– on 3 August 2006 – 二零零六年八月三日	15,000,000	One year from the date of grant 由授出日期起計一年	6.8 years 6.8年
– on 3 August 2006 – 二零零六年八月三日	15,000,000	Two years from the date of grant 由授出日期起計兩年	6.8 years 6.8年
Options granted to employees: 授予僱員之購股權：			
– on 29 September 2003 – 二零零三年九月二十九日	3,000,000	Six months from the date of grant 由授出日期起計六個月	9.7 years 9.7年
– on 29 September 2003 – 二零零三年九月二十九日	3,000,000	One year from the date of grant 由授出日期起計一年	9.7 years 9.7年
– on 3 August 2006 – 二零零六年八月三日	18,000,000	One year from the date of grant 由授出日期起計一年	6.8 years 6.8年
– on 3 August 2006 – 二零零六年八月三日	18,000,000	Two years from the date of grant 由授出日期起計兩年	6.8 years 6.8年
Total share options 購股權總數	171,400,000		



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30. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

計。以股份支付之股本交易 (續)

(b) The number and weighted average exercise prices of share options are as follows:

(b) 購股權之數目及加權平均行使價如下:

		2006 二零零六年		2005 二零零五年	
		Weighted average exercise price 加權平均 行使價	Number of options 購股權數目	Weighted average exercise price 加權平均 行使價	Number of options 購股權數目
Outstanding at the beginning of the period	期初尚未 行使	\$0.296	105,400,000	\$0.296	108,400,000
Exercised during the period	期內已行使	\$0.296	(14,200,000)	\$0.296	(3,000,000)
Granted during the period	期內授出	\$0.85	66,000,000	–	–
Outstanding at the end of the period	期終尚未 行使	\$0.529	157,200,000	\$0.296	105,400,000
Exercisable at the end of the period	期終可予 行使	\$0.296	91,200,000	\$0.296	105,400,000

The weighted average share price at the date of exercise for shares options exercised during the year was \$1.01 (2005: \$0.45).

年內已行使購股權於行使日期之加權平均股價為1.01元(二零零五年:0.45元)。

The options outstanding at 31 December 2006 had an exercise price of \$0.296 or \$0.85 (2005: \$0.296) and a weighted average remaining contractual life of 6.4 years (2005: 7.4 years).

於二零零六年十二月三十一日尚未行使之購股權之行使價為0.296元或0.85元(二零零五年:0.296元)，而加權平均餘下合約年期則為6.4年(二零零五年:7.4年)。



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(除另有註明外，所有金額以港幣計算)

30. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued) 卅. 以股份支付之股本交易 (續)

(c) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on Black-Scholes Option Pricing Model. The contractual life of the share option is used as an input into this model.

(c) 購股權之公允值及假設

本集團以授出購股權而獲得之服務之公允值按獲授購股權之公允值計量。獲授購股權之估計公允值按「柏力克－舒爾斯」期權定價模式計算。購股權之合約年期為此模式之一項輸入參數。

2006
二零零六年

Fair value of share options and assumptions	購股權之公允值及假設	
Fair value at measurement date	於計量日期之公允值	\$0.29
Share price	股價	\$0.85
Exercise price	行使價	\$0.85
Expected volatility (expressed as weighted average volatility used in the modelling under Black-Scholes Option Pricing Model)	預期波幅 (以「柏力克－舒爾斯」期權定價模式內採用的加權平均波幅)	52.13%
Option life (expressed as weighted average life used in the modelling under Black-Scholes Option Pricing Model)	購股權年期 (以「柏力克－舒爾斯」期權定價模式內採用的加權平均年期)	3 years 3年
Expected dividends	預期股息	2.28%
Risk-free interest rate (based on Exchange Fund Notes)	無風險利率 (根據外匯基金票據)	4.30%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on public available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

預期波幅乃根據歷史波幅計算 (以購股權之加權平均剩餘年期計算)，再調整因公眾所知的資料影響未來波幅之估計變動。預期股息乃根據過往股息及釐定。所採用主觀假設之變動可對公允值之估計構成重大影響。

There were no service conditions or market conditions associated with the share options granted.

已授出之購股權並無附帶任何服務條件或市場條件。



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(除另有註明外，所有金額以港幣計算)

31. CAPITAL AND RESERVES

三十一. 股本及儲備

(a) The Group

(a) 本集團

	Share capital	Share premium	Special reserve	Capital redemption reserve	Capital reserve	Goodwill arising on consolidation	Exchange reserve	Revaluation reserve of land and buildings	Fair value reserve	Reserve fund	Retained profits	Total	Minority interests	Total equity
	股本	股份溢價	特別儲備	資本贖回儲備	資本儲備	綜合賬項產生之商譽	匯兌儲備	土地及樓宇之重估儲備	公允價值儲備	儲備金	保留盈利	總額	少數股東權益	權益總額
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
At 1 January 2005	254,881	445,204	112,016	70	-	(12,614)	1,677	243	-	-	274,803	1,076,280	3,194	1,079,474
Dividend approved in respect of the previous year (note 11)	-	-	-	-	-	-	-	-	-	-	(15,293)	(15,293)	-	(15,293)
Shares issued under share option scheme (note 31(c)(iii))	300	588	-	-	-	-	-	-	-	-	-	888	-	888
Share of exchange reserves of associates	-	-	-	-	-	-	9,598	-	-	-	-	9,598	-	9,598
Exchange differences on translation of financial statements of subsidiaries and associates	-	-	-	-	-	-	8,868	-	-	-	-	8,868	-	8,868
Revaluation reserve realised on disposal of land and buildings	-	-	-	-	-	-	-	(243)	-	-	243	-	-	-
Changes in fair value of available-for-sale securities	-	-	-	-	-	-	-	-	8,811	-	-	8,811	-	8,811
Profit for the year (restated)	-	-	-	-	-	-	-	-	-	-	106,808	106,808	16,066	122,874
Transfer to reserve fund	-	-	-	-	-	-	-	-	-	3,740	(3,740)	-	-	-
Share of reserve by minority interests	-	-	-	-	-	-	(2,314)	-	-	-	-	(2,314)	2,314	-
Capital contribution received by non-wholly owned subsidiaries from minority shareholders	-	-	-	-	-	-	-	-	-	-	-	-	71,881	71,881
Dividend paid to minority shareholder	-	-	-	-	-	-	-	-	-	-	-	-	(575)	(575)
Dividend declared in respect of the current year (note 11)	-	-	-	-	-	-	-	-	-	-	(15,311)	(15,311)	-	(15,311)
Transfer from special reserve (note 31(d)(iii))	-	-	(686)	-	-	-	-	-	-	-	686	-	-	-
At 31 December 2005 (as restated)	255,181	445,792	111,330	70	-	(12,614)	17,829	-	8,811	3,740	348,196	1,178,335	92,880	1,271,215



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31. CAPITAL AND RESERVES (continued)

三十一. 股本及儲備 (續)

(a) The Group (continued)

(a) 本集團 (續)

	Share capital	Share premium	Special reserve	Capital redemption reserve	Capital reserve	Goodwill arising on consolidation	Exchange reserve	Revaluation reserve of land and buildings	Fair value reserve	Reserve fund	Retained profits	Total	Minority interests	Total equity
	股本	股份溢價	特別儲備	資本贖回儲備	資本儲備	綜合賬項產生之商譽	匯兌儲備	土地及樓宇之重估儲備	公允價值儲備	儲備金	保留盈利	總額	少數股東權益	權益總額
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
At 1 January 2006	於二零零六年一月一日													
- as previously reported	一如前呈報	255,181	445,792	111,330	70	(12,614)	17,829	-	8,811	3,740	346,718	1,176,857	92,328	1,269,185
- prior period adjustments in respect of HK(IFRIC) 4	一就《香港(國際財務報告詮釋委員會)詮釋》第4號所作前期調整	-	-	-	-	-	-	-	-	-	1,478	1,478	552	2,030
- as restated	一已重報	255,181	445,792	111,330	70	(12,614)	17,829	-	8,811	3,740	348,196	1,178,335	92,880	1,271,215
Dividend approved in respect of the previous year (note 11)	去年度已批准股息(附註十一)	-	-	-	-	-	-	-	-	-	(15,311)	(15,311)	-	(15,311)
Issue of ordinary shares	發行普通股	51,000	270,723	-	-	-	-	-	-	-	-	321,723	-	321,723
Shares issued under share option scheme (note 31(c)(iii))	根據購股權計劃發行股份(附註三十一(c)(iii))	1,420	2,783	-	-	-	-	-	-	-	-	4,203	-	4,203
Share of exchange reserves of associates	所佔聯營公司匯兌儲備	-	-	-	-	-	5,088	-	-	-	-	5,088	-	5,088
Exchange differences on translation of financial statements of subsidiaries and associates	換算附屬公司及聯營公司財務報表產生之匯兌差額	-	-	-	-	-	48,517	-	-	-	-	48,517	-	48,517
Exchange reserve realised on disposal of associate	出售聯營公司時變現之匯兌儲備	-	-	-	-	-	(14,269)	-	-	-	-	(14,269)	-	(14,269)
Equity-settled share-based transactions	以股份支付之股本交易	-	-	-	6,027	-	-	-	-	-	-	6,027	-	6,027
Available-for-sale securities	待售證券	-	-	-	-	-	-	-	-	-	-	-	-	-
- changes in fair value	一公允價值變動	-	-	-	-	-	-	-	26,129	-	-	26,129	-	26,129
- transfer to profit or loss on disposal	一出售時轉撥至損益表	-	-	-	-	-	-	-	(4,122)	-	-	(4,122)	-	(4,122)
Profit for the year	本年度盈利	-	-	-	-	-	-	-	-	-	409,347	409,347	18,703	428,050
Transfer to reserve fund	轉撥至儲備金	-	-	-	-	-	-	-	-	4,899	(4,899)	-	-	-
Share of reserve by minority interests	少數股東權益應佔儲備	-	-	-	-	-	(5,958)	-	-	-	-	(5,958)	5,958	-
Dividend paid to minority shareholder	已付予少數股東之股息	-	-	-	-	-	-	-	-	-	-	-	(586)	(586)
Dividend declared in respect of the current year (note 11)	本年度已宣派股息(附註十一)	-	-	-	-	-	-	-	-	-	(18,371)	(18,371)	-	(18,371)
Transfer from special reserve (note 31(d)(iii))	轉撥自特別儲備(附註三十一(d)(iii))	-	-	(111,330)	-	-	-	-	-	-	111,330	-	-	-
At 31 December 2006	於二零零六年十二月三十一日	307,601	719,298	-	70	6,027	(12,614)	51,207	30,818	8,639	830,292	1,941,338	116,955	2,058,293



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財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有註明外，所有金額以港幣計算)

31. CAPITAL AND RESERVES (continued)

三十一. 股本及儲備 (續)

(b) The Company

(b) 本公司

		Share capital	Share premium	Special reserve	Capital redemption reserve	Capital reserve	Retained profits	Total
		股本	股份溢價	特別儲備	贖回儲備	資本儲備	保留盈利	總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元
At 1 January 2005	於二零零五年一月一日	254,881	445,204	112,016	70	-	20,782	832,953
Dividend approved in respect of the previous year (note 11)	於上年度已批准股息 (附註十一)	-	-	-	-	-	(15,293)	(15,293)
Shares issued under share option scheme (note 31(c)(iii))	根據購股權計劃 發行股份 (附註三十一(c)(iii))	300	588	-	-	-	-	888
Profit for the year	本年度盈利	-	-	-	-	-	107,778	107,778
Dividend declared in respect of the current year (note 11)	本年度已宣派股息 (附註十一)	-	-	-	-	-	(15,311)	(15,311)
Transfer from special reserve (note 31(d)(iii))	轉撥自特別儲備 (附註三十一(d)(iii))	-	-	(686)	-	-	686	-
At 31 December 2005	於二零零五年 十二月三十一日	255,181	445,792	111,330	70	-	98,642	911,015



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(除另有註明外，所有金額以港幣計算)

31. CAPITAL AND RESERVES (continued)

三十一. 股本及儲備 (續)

(b) The Company (continued)

(b) 本公司 (續)

		Share capital	Share premium	Special reserve	Capital redemption reserve	Capital reserve	Retained profits	Total
		股本	股份溢價	特別儲備	資本 贖回儲備	資本儲備	保留盈利	總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元
At 1 January 2006	於二零零六年一月一日	255,181	445,792	111,330	70	-	98,642	911,015
Dividend approved in respect of the previous year (note 11)	去年度已批准股息 (附註十一)	-	-	-	-	-	(15,311)	(15,311)
Issue of ordinary shares	發行普通股	51,000	270,723	-	-	-	-	321,723
Shares issued under share option scheme (note 31(c)(iii))	根據購股權計劃 發行股份 (附註三十一(c)(iii))	1,420	2,783	-	-	-	-	4,203
Equity-settled share- based transactions	以股份支付之 股本交易	-	-	-	-	6,027	-	6,027
Profit for the year	本年度盈利	-	-	-	-	-	546,477	546,477
Dividend declared in respect of the current year (note 11)	本年度已宣派股息 (附註十一)	-	-	-	-	-	(18,371)	(18,371)
Transfer from special reserve (note 31(d)(iii))	轉撥自特別儲備 (附註三十一(d)(iii))	-	-	(111,330)	-	-	111,330	-
At 31 December 2006	於二零零六年 十二月三十一日	307,601	719,298	-	70	6,027	722,767	1,755,763



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31. CAPITAL AND RESERVES (continued)

三十一. 股本及儲備 (續)

(c) Share capital

(i) Authorised and issued share capital

(c) 股本

(i) 法定及已發行股本

		2006 二零零六年		2005 二零零五年	
		No. of shares 股數 '000 千股	\$'000 千元	No. of shares 股數 '000 千股	\$'000 千元
Authorised:	法定:				
Ordinary shares of \$0.10 each	每股面值0.10元 之普通股	5,000,000	500,000	5,000,000	500,000
Ordinary shares, issued and fully paid:	普通股， 已發行及 悉數繳足:				
At 1 January	於一月一日	2,551,812	255,181	2,548,812	254,881
Issue of ordinary shares	發行普通股	510,000	51,000	–	–
Shares issued under share option scheme	根據購股權計劃 發行股份	14,200	1,420	3,000	300
At 31 December	於十二月三十一日	3,076,012	307,601	2,551,812	255,181

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派之股息，並於本公司大會上可就每股股份享有一票投票權。就本公司之剩餘資產而言，所有普通股享有同等權利。



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財務報表附註

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(除另有註明外，所有金額以港幣計算)

31. CAPITAL AND RESERVES (continued)

(c) Share capital (continued)

(ii) Issue of ordinary shares

On 4 May 2006, 510,000,000 new ordinary shares were issued and allotted at a subscription price of \$0.66 per share. The share capital and share premium account have been increased by \$51,000,000 and \$270,723,000 respectively.

(iii) Shares issued under share option scheme

During the year ended 31 December 2006, options were exercised to subscribe for 14,200,000 ordinary shares in the Company at a consideration of \$4,203,000 of which \$1,420,000 was credited to share capital and the balance of \$2,783,000 was credited to the share premium account.

三十一. 股本及儲備 (續)

(c) 股本 (續)

(ii) 發行普通股

於二零零六年五月四日，本公司發行及配發510,000,000股新普通股，認購價為每股0.66元。股本及股份溢價賬分別增加51,000,000元及270,723,000元。

(iii) 根據購股權計劃發行股份

於截至二零零六年十二月三十一日止年度，購股權持有人行使購股權，認購14,200,000股本公司普通股，代價為4,203,000元。其中1,420,000元已記入股本，餘下2,783,000元則記入股份溢價賬。



Notes to the Financial Statements

財務報表附註

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31. CAPITAL AND RESERVES (continued)

三十一. 股本及儲備 (續)

(c) Share capital (continued)

(iv) Terms of unexpired and unexercised share options at balance sheet date

(c) 股本 (續)

(iv) 於結算日尚未到期失效及尚未行使之購股權之條款

Exercise period 行使期	Exercise price 行使價	2006 二零零六年 Number 數目	2005 二零零五年 Number 數目
29 March 2004 to 25 May 2013	二零零四年三月二十九日至 二零一三年五月二十五日	\$0.296 40,200,000	52,700,000
29 September 2004 to 25 May 2013	二零零四年九月二十九日至 二零一三年五月二十五日	\$0.296 51,000,000	52,700,000
3 August 2007 to 25 May 2013	二零零七年八月三日至 二零一三年五月二十五日	\$0.85 33,000,000	–
3 August 2008 to 25 May 2013	二零零八年八月三日至 二零一三年五月二十五日	\$0.85 33,000,000	–
		157,200,000	105,400,000

Each option entitles the holder to subscribe for one ordinary share in the Company. Further details of these options are set out in note 30 to the financial statements.

每股購股權賦予其持有人可認購一股本公司普通股之權利。此等購股權之進一步資料載於財務報表附註三十。



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財務報表附註

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(除另有註明外，所有金額以港幣計算)

31. CAPITAL AND RESERVES (continued)

(d) Nature and purpose of reserves

(i) *Share premium and capital redemption reserve*

The application of the share premium account and the capital redemption reserve is governed by Sections 48B and 49H respectively of the Hong Kong Companies Ordinance.

(ii) *Capital reserve*

The capital reserve comprises the fair value of the actual or estimated number of unexercised share options granted to employees of the Group recognised in accordance with the accounting policy adopted for share based payments in note 1(q)(ii).

(iii) *Special reserve*

On 5 January 2004, the Company announced its intention to put forward a proposal for the reduction of the Company's share premium account by the sum of \$2,372,172,824 (i.e. accumulated losses of the Company as at 30 September 2003) and the application of the same amount of credit arising from such reduction towards the elimination of the accumulated losses of the Company. The reduction of share premium account, approved by the shareholders at the extraordinary general meeting held on 2 February 2004, was confirmed by an order made by the High Court of Hong Kong ("the Court") on 2 March 2004 and became effective upon registration of the said order by the Registrar of Companies in Hong Kong on the same date.

三十一. 股本及儲備 (續)

(d) 儲備性質及目的

(i) *股份溢價及資本贖回儲備*

股份溢價賬及資本贖回儲備之用途分別受香港《公司條例》第四十八B條及第四十九H條規管。

(ii) *資本儲備*

資本儲備包括根據附註一(q)(ii)所載就股權償付採納之會計政策確認實際或估計已授予本集團僱員但尚未行使之購股權數目之公允值。

(ii) *特別儲備*

於二零零四年一月五日，本公司公佈其擬提呈建議，削減本公司股份溢價賬2,372,172,824元（即本公司截至二零零三年九月三十日之累計虧損），並將削減股份溢價賬所產生之同一數額進賬金額用於抵銷本公司之累計虧損。削減股份溢價賬事項已於二零零四年二月二日舉行之股東特別大會上獲股東批准，並於二零零四年三月二日獲香港高等法院（「法院」）作出頒令予以確認及於本公司在同日向香港公司註冊處登記上述頒令後生效。



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(除另有註明外，所有金額以港幣計算)

31. CAPITAL AND RESERVES (continued)

(d) Nature and purpose of reserves (continued)

(iii) Special reserve (continued)

To safeguard the interests of the Company's creditors, the Company undertakes to the Court to create a special reserve upon the reduction of share premium account on the terms set out below:

(i) that for so long as there shall remain outstanding any debt of or claim against the Company which, if the date on which the reduction of the share premium account of the Company ("the Effective Date") were the commencement of the winding-up of the Company, would be admissible to proof in such winding-up and the person entitled to the benefit thereof shall not have consented to the said reduction of share premium account or agreed otherwise, the Company shall credit to a special reserve in the books of the Company ("the Special Reserve"):

- any amount arising by reason of a release of any provision taken into account in establishing the accumulated losses of the Company shown in the balance sheet of the management accounts of the Company for the nine months ended 30 September 2003; or

三十一. 股本及儲備 (續)

(d) 儲備性質及目的 (續)

(iii) 特別儲備 (續)

為了保障本公司債權人之權益，本公司向法院作出承諾，於削減股份溢價賬時設立一個特別儲備，條款如下：

(i) 倘於本公司削減股份溢價賬生效之日（「生效日期」）（若該日為本公司清盤開始日）公司仍有任何未清償債務或未了結申索，而此等債務或申索為本公司清盤事宜之可接納證據，且擁有權益之人仕不批准或不同意上述削減股份溢價賬事項，則本公司須把下述各項記入本公司賬目之特別儲備（「特別儲備」）下：

- 因撥回已計入本公司截至二零零三年九月三十日止九個月之管理賬目中之資產負債表內所示累計虧損之任何撥備所產生之金額；或



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31. CAPITAL AND RESERVES (continued)

(d) Nature and purpose of reserves (continued)

(iii) Special reserve (continued)

(i) (continued)

- any amount received by the Company as profit by way of distribution from a corporation which was a subsidiary or an associated company of the Company at the Effective Date (a “subsidiary” or an “associated company” respectively) which is made by such subsidiary or associated company out of profits available for distribution prior to the Effective Date or any dividend paid to the Company in respect of any liquidation of a subsidiary or an associated company commencing prior to the Effective Date; and

(ii) the Special Reserve:

- shall not be treated as realised profits of the Company; and
- shall, for so long as the Company shall remain a limited company, be treated as an undistributable reserve of the Company for the purposes of the Companies Ordinance (Chapter 32 of the Laws of the Hong Kong Special Administrative Region of the People’s Republic of China) or any statutory modification or re-enactment thereof.

三十一. 股本及儲備 (續)

(d) 儲備性質及目的 (續)

(iii) 特別儲備 (續)

(i) (續)

- 本公司從一家公司收取所得作為分派盈利之金額，有關公司於生效日期為本公司附屬公司或聯營公司（分別簡稱為「附屬公司」或「聯營公司」），而上述金額乃由有關附屬公司或聯營公司利用生效日期前可供分派之盈利支付，或本公司就生效日期前已開始清盤行動之附屬公司或聯營公司收取所得之股息；及

(ii) 特別儲備：

- 不得被視為本公司之已變現盈利；及
- 只要本公司仍為有限公司，根據公司條例（中華人民共和國香港特別行政區法例第32章）或法例規定就其所作之任何修改或修訂，其應被視為本公司之不可分派儲備。



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31. CAPITAL AND RESERVES (continued)

(d) Nature and purpose of reserves (continued)

(iii) Special reserve (continued)

Provided always that:

- (1) the Special Reserve may be applied for the same purposes as a share premium account may lawfully be applied;
- (2) the amount standing to the credit of the Special Reserve may be reduced by an amount equal to any increase, after the Effective Date, in the share premium account of the Company which results from an issue of shares (other than for the purposes of any redemption or purchase by the Company of its own shares) for cash or other consideration or by way of the capitalisation of distributable profits or reserves, and the Company shall be at liberty to transfer the amount so reduced to the general reserves of the Company and the same shall become available for distribution;
- (3) the amount credited to the Special Reserve in accordance with the foregoing provisions of this undertaking shall not at any time exceed \$1,762,999,500 ("the Limit");
- (4) the Limit may be reduced by the amount of any increase, after the Effective Date, in the paid-up share capital or share premium account of the Company which results from an issue of shares (other than for the purposes of any redemption or purchase by the Company of its own shares) for cash or other consideration or by way of the capitalisation of distributable profits or reserves;

三十一. 股本及儲備 (續)

(d) 儲備性質及目的 (續)

(iii) 特別儲備 (續)

惟:

- (1) 特別儲備可用作適用於股份溢價賬之合法用途;
- (2) 特別儲備進賬金額可被削減，數額為在生效日期後，因發行股份（因本公司贖回或購買本身股份者除外）換取現金或其他代價或透過資本化可分派盈利或儲備而引致本公司股份溢價賬增加之數。本公司可轉撥就此減少之數至本公司之一般儲備，而有關金額可供分派之用；
- (3) 根據本承諾之上述規定記入特別儲備之金額在任何時間均不得超過1,762,999,500元（「有關限額」）；
- (4) 在生效日期後，因發行股份（因本公司贖回或購買本身股份者除外）換取現金或其他代價或透過資本化可分派盈利或儲備而引致本公司之繳足股本或股份溢價賬增加之數可用作減少有關限額；



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財務報表附註

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31. CAPITAL AND RESERVES (continued)

(d) Nature and purpose of reserves (continued)

(iii) Special reserve (continued)

- (5) the Limit may be reduced upon the liquidation, disposal or other realisation, after the Effective Date, of a subsidiary, an associated company or any of the financial or fixed assets of the Company by the amount of the provision made in relation to such subsidiary, associated company or financial or fixed assets as at 30 September 2003 less such amount (if any) as credited to the Special Reserve as a result of such liquidation, disposal or realisation; and
- (6) in the event that the amount standing to the credit of the Special Reserve at any time exceeds the Limit after any reduction of the Limit pursuant to provisos (4) and/or (5) above, the Company shall be at liberty to transfer the amount of any such excess to the general reserves of the Company and the same shall become available for distribution.

During the year, the entire amount of \$111,330,000 was transferred from the Special Reserve in accordance with the undertaking. This was due to the increase in the share premium account of the Company which resulted from an issue of shares for cash during the year.

三十一. 股本及儲備 (續)

(d) 儲備性質及目的 (續)

(iii) 特別儲備 (續)

- (5) 於生效日期後，在清盤、出售或以其他方式變現附屬公司、聯營公司或本公司任何財務或固定資產時，於二零零三年九月三十日就有關附屬公司、聯營公司或財務或固定資產所提撥之準備金額減上述清盤、出售或變現事項所產生之特別儲備進賬金額（如有）之數，可用作減少有關限額；及
- (6) 倘於根據上文第(4)及／或(5)條削減有關限額後特別儲備之進賬金額超過有關限額，本公司可轉撥超出之數至本公司之一般儲備，而有關金額可供分派之用。

年內，已根據上述承諾從特別儲備全數轉撥111,330,000元，原因為本公司於年內發行股份換取現金導致股份溢價賬有所增加所致。



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31. CAPITAL AND RESERVES (continued)

(d) Nature and purpose of reserves (continued)

(iv) *Goodwill arising on consolidation*

The goodwill arising on consolidation has been set up and dealt with in accordance with the accounting policy set out in note 1(e).

(v) *Exchange reserve*

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 1(u).

(vi) *Fair value reserve*

The fair value reserve comprises the cumulative net change in the fair value of available-for-sale securities held at the balance sheet date and is dealt with in accordance with the accounting policies in notes 1(f) and (k).

三十一. 股本及儲備 (續)

(d) 儲備性質及目的 (續)

(iv) 綜合賬項所產生之商譽

已根據附註一(e)所載會計政策設立及處理綜合賬項所產生之商譽。

(v) 匯兌儲備

匯兌儲備包括換算外國業務之財務報表所產生之所有匯兌差額。本公司根據附註一(u)所載會計政策處理儲備。

(vi) 公允值儲備

公允值儲備包括於結算日持有之待售證券公允值之累計變動淨額及其根據附註一(f)及(k)所載會計政策處理。



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31. CAPITAL AND RESERVES (continued)

(d) Nature and purpose of reserves (continued)

(vii) Reserve fund

Statutory reserve – wholly foreign-owned enterprises

Subsidiaries of the Group in the PRC, which are wholly foreign-owned enterprises, follow the accounting principles and relevant financial regulations of the PRC applicable to wholly foreign-owned enterprises (“PRC GAAP – WFOE”), in the preparation of its accounting records and financial statements. Pursuant to the accounting regulations for business enterprises (企業會計制度 [財會(2000)25號]), the subsidiaries are required to appropriate 10% of the profit arrived at in accordance with PRC GAAP – WFOE for each year to a statutory reserve. The profit arrived at must be used initially to set off against any accumulated losses. The appropriations to statutory reserve, after offsetting against any accumulated losses, must be made before the distribution of dividends to shareholders. The appropriation is required until the statutory reserve reaches 50% of the registered capital. This statutory reserve is not distributable in the form of cash dividends, but may be used to set off losses or be converted into paid-in capital.

(e) Distributability of reserves

At 31 December 2006, the aggregate amount of reserves available for distribution to equity shareholders of the Company was \$722,767,000 (2005: \$98,642,000). After the balance sheet date the directors proposed a final dividend of 0.6 cent per ordinary share (2005: 0.6 cent per ordinary share) amounting to \$18,456,000 (2005: \$15,311,000) and a special dividend of 0.4 cent per ordinary share (2005: Nil), amounting to \$12,304,000 (2005: Nil). These dividends have not been recognised as liabilities at the balance sheet date.

三十一. 股本及儲備 (續)

(d) 儲備性質及目的 (續)

(vii) 儲備金

法定儲備 – 全外資企業

本集團位於中國之附屬公司均為全外資企業。彼等依據適用於全外資企業之中國會計原則及有關財務法規（「中國公認會計原則 – 全外資企業」），編製會計記錄及財務報表。根據《企業會計制度 [財會(2000)25號]》，附屬公司須將按照中國公認會計原則 – 全外資企業計算所得之盈利其中10%劃撥至法定儲備。盈利必須先用以抵銷任何累計虧損。此外，只有在劃撥盈利（已扣除任何累計虧損後）至法定儲備後方可向股東分派股息。附屬公司須一直劃撥盈利至法定儲備，直至法定儲備達至註冊資本50%為止。此法定儲備不會以現金股息形式分派；惟可用於抵銷虧損或轉換為繳足股本。

(e) 儲備分派情況

於二零零六年十二月三十一日，可供分派予本公司股東之儲備總額為722,767,000元（二零零五年：98,642,000元）。於結算日後，董事建議派發末期股息每股普通股0.6仙（二零零五年：每股普通股0.6仙）合共18,456,000元（二零零五年：15,311,000元）及特別股息每股普通股0.4仙（二零零五年：無），總額為12,304,000元（二零零五年：無）。於結算日，此等股息並無確認為負債。



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財務報表附註

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32. FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Debts are usually due within 30 days from the date of billing.

Debtors of the Group represent receivable in respect of toll bridge revenue and revenue from waste-water treatment plants, waste-to-energy power plant and methane-to-energy power plant operation services which are settled on a monthly basis. In addition, the Group has finance lease receivables in respect of the BOT and TOT arrangements (note 2(c)).

At the balance sheet date, the Group's trade debtors amounted to \$40,434,000, of which \$33,433,000 was due from five largest customers of the Group. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet. The Group does not provide any guarantees which would expose the Group to credit risk.

三二. 金融工具

本集團在日常業務過程中承受著多種的風險，包括信貸風險、流動資金風險及貨幣風險。本集團透過下述財務管理政策及常規管理上述風險：

(a) 信貸風險

管理層設定了既定的信貸政策，並持續監察集團所面對之信貸風險。債項通常由發單日期起計三十日內到期。

本集團之應收賬款指有關收費橋樑收益及來自污水處理廠、垃圾焚燒發電廠及沼氣發電廠之營運服務收益之應收款項，有關款項按月收取。此外，本集團亦有有關BOT及TOT安排之融資租賃應收款項（附註二(c)）。

於結算日，本集團之應收賬款為40,434,000元，其中33,433,000元源自本集團五大客戶。信貸風險之最高值已於資產負債表中按各財務資產之賬面值呈列。本集團並無提供會導致本集團承受信貸風險之擔保。



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32. FINANCIAL INSTRUMENTS (continued)

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

(c) Interest rate risk

The Group's exposure to changes in interest rates relates primarily to the Group's cash and cash equivalents, bank deposits, bank loans and loans from ultimate holding company. The Group does not use financial derivatives to hedge against the interest rate risk.

三十二. 金融工具 (續)

(b) 流動資金風險

本集團旗下之獨立營運實體須自行負責現金管理工作，包括現金盈餘之短期投資及籌措貸款以應付預期現金需求；惟須獲母公司董事會之批准方可作實。本集團之政策是定期監察即期及預期流動資金所需，確保集團維持充裕的現金儲備及從主要財務機構取得足夠的承諾信貸融資，以應付其短期及長期流動資金需求。

(c) 利率風險

本集團面對之利率波動風險，其主要關乎集團之現金及現金等價物、銀行存款、銀行貸款及最終控股公司貸款。本集團並無利用金融衍生工具來對沖利率風險。



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32. FINANCIAL INSTRUMENTS (continued)

三十二. 金融工具 (續)

(c) Interest rate risk (continued)

Effective interest rates and repricing analysis

In respect of income-earning financial assets and interest-bearing financial liabilities, the following tables indicate their effective interest rates at the balance sheet date and the periods in which they reprice or the maturity dates, if earlier.

(c) 利率風險 (續)

實際利率及重訂息率

就賺取收入財務資產及計息財務負債而言，下表載列彼等於結算日之實際利率及彼等重訂息率之期間或到期日（如為較早者）。

The Group		2006 二零零六年					2005 二零零五年					
		Effective interest rate 實際利率	Total 總額	One year or less 一年或以下	1-2 years 一至二年	2-5 years 二至五年	More than 5 years 五年以上	Effective interest rate 實際利率	Total 總額	One year or less 一年或以下	1-2 years 一至二年	2-5 years 二至五年
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Repricing dates for assets/(liabilities) which reprice before maturity	於到期日前重訂息率之資產/(負債)之重訂息率日期											
Pledged bank deposits	已抵押銀行存款	1.4% - 1.9%	99,314	99,314	-	-	0.7% - 1.9%	89,197	89,197	-	-	-
Cash and cash equivalents	現金及現金等價物	0.7% - 1.5%	240,691	240,691	-	-	0.3% - 1.4%	192,620	192,620	-	-	-
Secured bank loans	有抵押銀行貸款	4.5% - 5.1%	(45,536)	(45,536)	-	-	5.4%	(36,965)	(36,965)	-	-	-
			294,469	294,469	-	-		244,852	244,852	-	-	-
Maturity dates for assets/(liabilities) which do not reprice before maturity	並無於到期日前重訂息率之資產/(負債)之到期日											
Deposits with bank	銀行存款	2.5%	10,909	10,909	-	-	2.1%	907	907	-	-	-
Cash and cash equivalents	現金及現金等價物	1.6% - 5.4%	516,072	516,072	-	-	1.6%	215,946	215,946	-	-	-
Secured bank loans	有抵押銀行貸款	4.8% - 6.8%	(845,496)	(67,019)	(78,975)	(343,829)	4.1% - 6.4%	(575,278)	(33,798)	(49,178)	(199,478)	(292,824)
Loans from ultimate holding company	最終控股公司貸款	-	-	-	-	-	4.9% - 5%	(440,480)	-	(440,480)	-	-
			(318,515)	459,962	(78,975)	(343,829)		(798,905)	183,055	(489,658)	(199,478)	(292,824)



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32. FINANCIAL INSTRUMENTS (continued)

三十二. 金融工具 (續)

(c) Interest rate risk (continued)

Effective interest rates and repricing analysis
(continued)

(c) 利率風險 (續)

實際利率及重訂息率 (續)

The Company

本公司

		2006 二零零六年					2005 二零零五年						
		Effective interest rate	One year or less	1 - 2 years	2 - 5 years	More than 5 years	Effective interest rate	One year or less	1 - 2 years	2 - 5 years	More than 5 years		
		實際利率	總額	一年或以下	一至二年	二至五年	五年以上	總額	一年或以下	一至二年	二至五年	五年以上	
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000		
		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元		
Repricing dates for assets/(liabilities) which reprice before maturity	於到期日前重訂息率之資產/(負債)之重訂息率日期												
Cash and cash equivalents	現金及現金等價物	0.7%	6,509	6,509	-	-	-	0.3%	30,204	30,204	-	-	-
Secured bank loans	有抵押銀行貸款	4.5% - 5.1%	(45,536)	(45,536)	-	-	-	5.4%	(36,965)	(36,965)	-	-	-
			<u>(39,027)</u>	<u>(39,027)</u>	<u>-</u>	<u>-</u>	<u>-</u>		<u>(6,761)</u>	<u>(6,761)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Maturity dates for assets/(liabilities) which do not reprice before maturity	並無於到期日前重訂息率之資產/(負債)之到期日												
Cash and cash equivalents	現金及現金等價物	3% - 4.3%	325,761	325,761	-	-	-	1.6%	198,203	198,203	-	-	-
Secured bank loans	有抵押銀行貸款	-	-	-	-	-	-	4.1%	(25,000)	(25,000)	-	-	-
Loans from ultimate holding company	最終控股公司貸款	-	-	-	-	-	-	4.9% - 5%	(440,480)	-	(440,480)	-	-
			<u>325,761</u>	<u>325,761</u>	<u>-</u>	<u>-</u>	<u>-</u>		<u>(267,277)</u>	<u>173,203</u>	<u>(440,480)</u>	<u>-</u>	<u>-</u>



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32. FINANCIAL INSTRUMENTS (continued)

(d) Foreign currency risk

Forecast transactions

Presently, there is no hedging policy with respect of the foreign exchange exposure. The Group's transactional currencies are Chinese Renminbi and Hong Kong dollars as substantially all the turnover are within Hong Kong and other parts in the PRC. With the nature hedging of the revenue and costs being denominated in Chinese Renminbi and Hong Kong dollars, the Group's transactional foreign exchange exposure was insignificant.

With respect to borrowings denominated in United States dollars (USD), the impact of foreign exchange rate fluctuations is insignificant as the HKD is pegged to USD.

(e) Sensitivity analysis

In managing interest rate and foreign currency risks, the Group aims to reduce the impact of short-term fluctuations on the Group's earnings. Over the longer term, however, permanent changes in foreign exchange rates and interest rates would have an impact on consolidated earnings.

At 31 December 2006, it is estimated that a general increase of one percentage point in interest rate would increase the Group's profit before tax by approximately \$7,586,000 (2005: \$2,449,000) so far as the effect on interest-bearing financial instruments is concerned.

三十二. 金融工具 (續)

(d) 外匯風險

預計交易

目前，本集團並無有關外匯風險之對沖政策。本集團之交易貨幣為人民幣及港幣，原因為基本上所有營業額均來自香港及中國其他地方。鑑於收入及成本以人民幣及港幣結算，兩者產生自然對沖作用，故本集團在交易上所承受之外匯風險甚微。

就以美元為單位之貸款而言，由於港幣與美元掛鈎，故匯率波動影響甚微。

(e) 敏感度分析

透過管理利率及外匯風險，本集團旨在減輕短期利率波動對本集團盈利之影響。然而，長期而言，匯率及利率之長期變動會對綜合盈利構成影響。

於二零零六年十二月三十一日，就計息金融工具之影響而言，據本集團估計，利息整體上升一個百分點將會使本集團之除稅前盈利增加約7,586,000元（二零零五年：2,449,000元）。



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32. FINANCIAL INSTRUMENTS (continued)

(f) Fair values

The fair values of cash and cash equivalents, debtors, bank deposits, other receivables, deposits and prepayments and creditors, other payables and accrued expenses are not materially different from their carrying amounts because of the immediate or short term maturity of these financial instruments. The carrying amounts of other financial assets, finance lease receivables, bank loans and loans from ultimate holding company approximately their fair values.

As set out in note 17, the Company had amounts due from/to subsidiaries, it is not practical to estimate the fair values of the amounts due to the related party nature of these instruments.

(g) Estimation of fair values

The following summarises the major methods and assumptions used in estimating the fair values of the following financial instruments.

(i) Securities

Fair value is based on quoted market prices at the balance sheet date without any deduction for transaction costs.

(ii) Interest-bearing loans and borrowings

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

三十二. 金融工具 (續)

(f) 公允值

現金及現金等價物、應收賬款、銀行存款、其他應收款項、按金及預付款項，以及應付賬款、其他應付款項及應計費用等項目之公允值與彼等之賬面值並無重大差異，原因為此等金融工具均屬即時或於短期內到期。其他財務資產、融資租賃應收款項、銀行貸款及最終控股公司貸款之公允值與彼等之賬面值相若。

誠如附註十七所載，本公司具有應收／應付附屬公司款項。由於彼等屬關聯人仕性質，故不宜估計有關款項之公允值。

(g) 公允值估計

下文概述在估計下列金融工具公允值時使用之主要方法及假設。

(i) 證券

公允值乃按結算日之市場報價計算，而並無扣除任何交易成本。

(ii) 計息貸款及借款

公允值按未來現金流量之現值，以類似金融工具可得之現有市場利率貼現估算。



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33. ACQUISITION OF BUSINESS

On 18 November 2006, the Group acquired the waste-water treatment business together with the corresponding assets ("the Acquired Business") from Jinan State-owned Assets Commission and Jinan Utilities Authority at a consideration of RMB400,000,000 (equivalent to approximately \$392,209,000). For the one and a half month period ended 31 December 2006, the Acquired Business contributed net profit of \$11,889,000 to the consolidated net profit for the year. It is impracticable to disclose the impact on the Group's revenue and net profit had the acquisition occurred on 1 January 2006 since the Acquired Business was previously held by the local government authorities in the PRC and no revenue was charged for treatment of waste-water.

The acquisition had the following effect on the Group's assets.

三三. 收購業務

於二零零六年十一月十八日，本集團向濟南市人民政府國有資產監督管理委員會及濟南市市政公用事業局收購污水處理業務，連同相關資產（「收購業務」），代價為人民幣400,000,000元（相當於約392,209,000元）。於截至二零零六年十二月三十一日止一個半月期間內，收購業務為本年度之綜合淨盈利貢獻淨盈利11,889,000元。按收購事項於二零零六年一月一日已發生之假設披露其對本集團收益及淨盈利之影響並不切實際，原因為收購業務原先由中國當地政府持有，且並無就已處理之污水收取污水處理費。

收購事項對本集團之資產構成下列影響。



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33. ACQUISITION OF BUSINESS (continued) 三三. 收購業務 (續)

The net assets of the Acquired Business at the acquisition date:

收購業務於收購日之資產淨額：

		Carrying amount	Fair value adjustments	Recognised values
		賬面值	公允值調整	已確認價值
		\$'000	\$'000	\$'000
		千元	千元	千元
Other property, plant and equipment	其他物業、廠房及設備	241,711	(16,706)	225,005
Interest in leasehold land held under operating lease	根據經營租賃持有之租賃土地權益	177,723	(49,711)	128,012
Intangible assets	無形資產	–	32,163	32,163
Debtors, other receivables, deposits and prepayments	應收賬款、其他應收款項、按金及預付款項	2,867	–	2,867
Cash and cash equivalents	現金及現金等價物	20,501	–	20,501
Net identifiable assets	可辨別資產淨額	<u>442,802</u>	<u>(34,254)</u>	408,548
Excess of the Group's interest in fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination (Note)	本集團所佔收購業務可辨別資產、負債及或有負債之公允值高於業務合併之成本值 (附註)			<u>(16,339)</u>
Consideration, satisfied in cash	代價·以現金支付			392,209
Balance payment shown as "Creditors, other payable and accrued expenses" in the consolidated balance sheet	在綜合資產負債表列作「應付賬款、其他應付款項及應計費用」之餘額付款			(252,403)
Cash acquired	收購所得現金			<u>(20,501)</u>
Net cash outflow	現金流出淨額			<u>119,305</u>

Note: The excess of the Group's interest in fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination which arose on the acquisition of business was a result of gain from bargain purchase.

附註：在收購業務時，本集團所佔收購業務可辨別資產、負債及或有負債之公允值高於業務合併之成本值，其為從廉價收購中取得之收益。



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(除另有註明外，所有金額以港幣計算)

34. MATERIAL RELATED PARTY TRANSACTIONS 三十四. 與關聯人仕之重大交易

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

除此等財務報表其他部份所披露之交易及結餘外，本集團曾與關聯人仕進行下列重大交易：

- (a) The Group entered into the following related party transactions with its ultimate holding company, China Everbright Holdings Company Limited:

- (a) 本集團與其最終控股公司中國光大集團有限公司訂立了以下之關聯人仕交易：

		2006	2005
		二零零六年	二零零五年
		\$'000	\$'000
		千元	千元
Interest expense	利息支出	24,016	17,141
Rental income for provision of office premises	提供辦公室單位之租金收入	833	999

- (b) The Group entered into the following related party transactions with an associate:

- (b) 本集團與一家聯營公司訂立了下列關聯人仕交易：

		2006	2005
		二零零六年	二零零五年
		\$'000	\$'000
		千元	千元
Service expense for operation of waste-water treatment plants (note 34(g))	有關營運污水處理廠之服務開支 (附註三十四(g))	18,225	18,800



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(除另有註明外，所有金額以港幣計算)

34. MATERIAL RELATED PARTY TRANSACTIONS (continued)

三十四. 與關聯人仕之重大交易 (續)

(c) The Group entered into the following related party transactions with the minority shareholders of the non-wholly owned subsidiaries of the Group:

(c) 本集團與其非全資附屬公司之少數股東訂立了下列關聯人仕交易：

		2006 二零零六年	2005 二零零五年 (restated) (重報)
		\$'000 千元	\$'000 千元
Revenue from waste-water treatment plants operation services (note 34(g))	污水處理廠營運服務收益 (附註三十四(g))	48,500	48,328
Finance lease rentals received	已收融資租賃租金	921	849
Interest element of finance lease rentals received	已收融資租賃租金之利息部份	3,246	3,246
Technical service expense (note 34(g))	技術服務費 (附註三十四(g))	2,170	2,211
Operating lease charge in respect of waste-water treatment facilities	有關污水處理設施之經營租賃支出	976	959

(d) The Group entered into the following related party transactions with subsidiaries of a minority shareholder of a non-wholly owned subsidiary of the Group:

(d) 本集團與其非全資附屬公司之少數股東之附屬公司訂立了下列關聯人仕交易：

		2006 二零零六年	2005 二零零五年
		\$'000 千元	\$'000 千元
Fee paid/payable for work performed in connection with the construction of waste-water treatment plant pursuant to an engineering, procurement and construction contract and a service contract	就根據工程、採購及建築合同以及服務合同建造污水處理廠所進行之工程而已付/應付之費用	77,446	51,446
Purchase of equipment	購買設備	8,430	3,114



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(除另有註明外，所有金額以港幣計算)

34. MATERIAL RELATED PARTY TRANSACTIONS (continued) 三十四. 與關聯人仕之重大交易 (續)

(e) The Group paid key management personnel compensation as follows:

(e) 本集團已支付予主要管理人員之個人報酬如下：

		2006	2005
		二零零六年	二零零五年
		\$'000	\$'000
		千元	千元
Salaries and other short-term employee benefits	薪金及其他短期僱員權利	22,267	16,883
Retirement scheme contributions	退休計劃供款	361	319
Equity compensation benefits	股本償付福利	4,420	-
		27,048	17,202

Total remuneration is included in "Staff costs" (see note 5(b)).

酬金總額計入「員工成本」內(見附註五(b))。



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(除另有註明外，所有金額以港幣計算)

34. MATERIAL RELATED PARTY TRANSACTIONS (continued)

三十四. 與關聯人仕之重大交易 (續)

(f) Included in the balance sheets are the following balances with related parties:

(f) 包括在資產負債表內有下列與關聯人仕之結餘：

	The Group 本集團		The Company 本公司	
	2006 二零零六年	2005 二零零五年 (restated) (重報)	2006 二零零六年	2005 二零零五年
	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Amount due from minority shareholder (included in "Finance lease receivables")	55,179	50,021	-	-
Amount due from minority shareholder (included in "Debtors, other receivables, deposits and prepayments")	6,001	4,595	-	-
Deposits placed with related party bank (included in "Cash and cash equivalents")	36,112	27,394	27,989	23,737
Loans from ultimate holding company	(98,828)	(535,628)	-	(440,480)
Amount due to minority shareholder	(586)	(575)	-	-
Amount due to minority shareholder (included in "Creditors, other payables and accrued expenses")	(21,606)	(18,756)	-	-
Amount due to associate (included in "Creditors, other payables and accrued expenses")	(3,798)	(1,393)	-	-
Amounts due to related companies (included in "Creditors, other payables and accrued expenses")	(45,759)	(32,012)	-	-



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(除另有註明外，所有金額以港幣計算)

34. MATERIAL RELATED PARTY TRANSACTIONS (continued)

三十四. 與關聯人仕之重大交易 (續)

(g) During the year ended 31 December 2006, the Group entered into certain continuing connected transactions. The Company's independent non-executive directors have reviewed these transactions. Details of which are disclosed under the paragraph "Continuing connected transactions" in the report of the directors.

(g) 截至二零零六年十二月三十一日止年度，本集團訂立了若干持續關連交易。本公司之獨立非執行董事已審閱有關交易。有關交易詳情在董事會報告中「持續關連交易」一節下披露。

35. COMMITMENTS

三十五. 承擔

(a) Capital commitments outstanding at 31 December 2006 not provided for in the financial statements were as follows:

(a) 於二零零六年十二月三十一日，並無在財務報表中撥備之資本承擔如下：

	The Group		The Company		
	本集團		本公司		
	2006	2005	2006	2005	
	二零零六年	二零零五年	二零零六年	二零零五年	
	\$'000	\$'000	\$'000	\$'000	
	千元	千元	千元	千元	
Contracted for	已訂約	310,623	289,081	136,308	27,564
Authorised but not contracted for	已授權但未訂約	-	19,667	-	-
		310,623	308,748	136,308	27,564



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(除另有註明外，所有金額以港幣計算)

35. COMMITMENTS (continued)

- (b) At 31 December 2006, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

Within one year	一年內
After one year but within five years	一年後但五年內
After five years	五年後

The Group leases waste-water treatment facilities from a minority shareholder under an operating lease. The lease runs for twenty years, with an option to renew the lease for a further five years. The Group also leases a number of properties under operating leases. The leases typically run for an initial period of one to two years. None of the leases includes contingent rentals.

36. PLEDGE OF ASSETS

Details of assets pledged are set out in note 25. The aggregate net book value of assets pledged amounted to approximately \$919,947,000 as at 31 December 2006 (2005: \$662,693,000).

三十五. 承擔 (續)

- (b) 於二零零六年十二月三十一日，根據不可解除的經營租賃在日後應付的最低租賃付款總額如下：

The Group	
本集團	
2006	2005
二零零六年	二零零五年
\$'000	\$'000
千元	千元
1,575	1,341
4,018	3,836
12,951	13,427
18,544	18,604

本集團根據經營租賃向一名少數股東租用污水處理設施。有關租賃為期二十年，並可選擇續租五年。此外，本集團根據經營租賃租用多項物業。有關租賃一般初步為期一至兩年，且並不包括或有租金。

三十六. 資產抵押

已抵押資產詳情載於附註二十五。於二零零六年十二月三十一日，已抵押資產之賬面淨值總額約為919,947,000元（二零零五年：662,693,000元）。



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37. NON-ADJUSTING POST BALANCE SHEET EVENT

On 16 March 2007, the Fifth Plenary Session of the Tenth National People's Congress passed the Corporate Income Tax Law of the People's Republic of China ("new tax law") which will take effect on 1 January 2008. Certain PRC subsidiaries of the Group have been granted tax incentives and are subject to tax at 50% of the standard tax rates or fully exempt from income tax under the existing relevant tax rules. According to the new tax law, the Group will continue to enjoy the tax incentives. However, the detailed implementation rules regarding the preferential tax policies have yet to be made public. Consequently, the Group is not able to make an estimate of the expected financial effect of the new tax law on its deferred tax assets and liabilities. The expected financial effect of the new tax law, if any, will be reflected in the Group's 2007 financial statements. The enactment of the new tax law is not expected to have any financial effect on the amounts accrued in the balance sheet in respect of current tax payable.

38. COMPARATIVE FIGURES

Certain comparative figures have been adjusted or reclassified as a result of the changes in accounting policies. Further details are disclosed in note 2. In addition, "Interest paid" has been reclassified from operating activities to financing activities in the consolidated cash flow statement with comparatives restated as the directors considered this presentation reflects more appropriately the nature of the interest paid.

39. PARENT AND ULTIMATE HOLDING COMPANY

At 31 December 2006, the directors consider the parent and ultimate controlling party of the Group to be Guildford Limited and China Everbright Holdings Company Limited, which are incorporated in BVI and Hong Kong respectively. Neither of them produces financial statements available for public use.

三十七. 結算日後未調整之事項

於二零零七年三月十六日，中華人民共和國第十屆全國人民代表大會第五次會議通過《中華人民共和國企業所得稅法》（以下簡稱「新稅法」），並將於二零零八年一月一日起生效。根據現行有關稅務法律，本集團旗下若干中國附屬公司獲授稅務優惠，可按標準稅率50%繳納稅項或獲全數豁免繳納所得稅。根據新稅法，本集團將可繼續享有稅務優惠。然而，由於有關實施優惠稅務政策之細則詳情尚未公佈，故管理層未能估計新稅法對其遞延稅項資產及負債之預期財務影響。新稅法之預期財務影響（如有）將會反映在本集團二零零七年財務報表。預期新稅法不會對資產負債表所示應付本期稅項之金額構成任何財務影響。

三十八. 比較數字

若干比較數字已因應會計政策變動而予以調整或重新分類。進一步詳情載於附註二。此外，在綜合現金流量表，「已付利息」已由經營活動重新分類為融資活動，並已重報比較數字。作出上述變動是由於董事認為此呈報方式能更恰當地反映已付利息之性質。

三十九. 母公司及最終控股公司

於二零零六年十二月三十一日，董事認為本集團之母公司及最終控股人仕分別為 Guildford Limited 及中國光大集團有限公司，彼等分別於英屬處女群島及香港註冊成立。彼等均無編製財務報表以供公眾人仕取用。



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40. ACCOUNTING JUDGEMENTS

Certain critical accounting judgements in applying the Group's accounting policies are described below:

Determining whether an arrangement contains a lease

In prior and current years, the Group entered into BOT and TOT arrangements in respect of its waste-water treatment, waste-to-energy and methane-to-energy projects.

Although the arrangements are not in the legal form of leases, on the initial application of HK(IFRIC) 4 (see note 2(c)), the Group concluded that the arrangements contain leases of assets, because fulfilment of the arrangements is economically dependent on the use of the specific assets, and it is unlikely that any parties other than the respective customers will receive more than an insignificant part of the output.

The leases were classified as finance leases as the duration of the arrangements are for more than a major part of the specific assets' useful lives and the present value of the minimum payments under the arrangements amount to at least substantially all of the fair value of the specific assets. At the inception of the arrangements, the present value of the minimum lease payments relating to the lease elements has been estimated based on the fair value of the specific assets and the imputed finance charge on the finance lease receivables have been estimated using the lessees' incremental borrowing rates. The remaining receipts under the arrangement are accounted for as revenue from waste-water treatment plants, waste-to-energy power plant and methane-to-energy power plant operation services and are therefore recognised in accordance with policy set out in note 1(t)(ii).

四. 會計判斷

本集團在應用會計政策時所作之若干關鍵會計判斷如下：

釐定一項安排是否包含租賃

於過往年度及本年度，本集團就其污水處理項目、垃圾焚燒發電項目及沼氣發電項目訂立BOT及TOT安排。

儘管有關安排並無具備租賃之法律形式，惟於初次應用《香港（國際財務報告詮釋委員會）詮釋》第4號（見附註二(c)）時，本集團確定有關安排包含資產租賃，原因為從經濟角度而言，有關安排獲履行與否取決於特定資產之使用情況，而且除了有關客戶外，其他人仕極其量只能從其取得非常有限的服務。

有關租賃被分類為融資租賃，因為有關安排之年期覆蓋特定資產可使用年期的大部份時間，而且有關安排之最低付款現值最低限度大致上相當於特定資產之全數公允值。在訂立有關安排時，已根據特定資產之公允值估計租賃部份最低租賃付款之現值，並已透過利用承租人之估計累升借貸利率，估算租賃應收款項之估算融資租賃開支。在有關安排下之餘下款項入賬為來自污水處理廠、垃圾焚燒發電廠及沼氣發電廠之營運服務收益，並根據附註一(t)(ii)所載政策確認。



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41. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2006

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2006 and which have not been adopted in these financial statements:

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position except for HK(IFRIC) 12, *Service concession arrangements*.

Service concessions are arrangements whereby a government or other public sector entity grants contracts for the supply of public services, such as roads, airports, prisons and energy and water supply and distribution facilities, to private sector operators. Control of the assets remains in public hands but the private sector operator is responsible for construction activities, as well as for operating and maintaining the public sector infrastructure. HK(IFRIC) 12 draws a distinction between two types of service concession arrangement. In one, the operator receives a financial asset, i.e. an unconditional contractual right to receive cash or another financial asset from the government in return for constructing or upgrading the public sector asset. In the other, the operator receives an intangible asset, i.e. no more than a right to charge for use of the public sector asset that it constructs or upgrades. A right to charge users is not an unconditional right to receive cash because the amounts are contingent on the extent to which the public uses the service.

四十一. 已公佈但於截至二零零六年十二月三十一日止年度尚未生效之修訂、新準則及詮釋之可能影響

於此等財務報表刊發日期，香港會計師公會已公佈數項修訂、新準則及詮釋。該等修訂、新準則及詮釋於截至二零零六年十二月三十一日止年度尚未生效，此等財務報表亦無採用該等修訂、新準則及詮釋。

本集團正評估該等修訂、新準則及新詮釋在首個應用期產生之影響，至今所得結論為採納該等修訂、新準則及新詮釋對本集團之經營業績及財政狀況不會有重大影響；惟《香港（國際財務報告詮釋委員會）詮釋》第12號—「服務特許經營權安排」除外。

根據服務特許經營權安排，政府或其他政府資助企業授出有關提供公共服務之合約（例如：道路、機場、監獄、能源及水務及配銷設施）予私營公司。資產之控制權仍在公眾手裡，而私營公司須負責建造工作，以及營運及維修保養公共基礎建設。《香港（國際財務報告詮釋委員會）詮釋》第12號清楚劃分兩類服務特許經營權安排。第一類是經營者取得財務資產，即獲得無條件合約權利，可從政府收取現金或其他財務資產，作為建造或提升公共資產之回報；第二類是經營者取得無形資產，即僅限於就其建造或提升之公共資產收取使用費的權利。向使用者收費之權利並非一項不受制約的收取現金權利，因為所得金額取決於公眾人士使用有關服務之情況。



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41. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2006 (continued)

Certain BOT and TOT arrangements of the Group, such as the toll bridge project, waste-water treatment projects, waste-to-energy projects and methane-to-energy project, may be service concession arrangements under HK(IFRIC) 12. The Group has already commenced an assessment of the impact of HK(IFRIC) 12 but is not yet in a position to state the impact on the Group's results of operations and financial position.

In addition, the following developments may result in new or amended disclosures in the financial statements:

四十一. 已公佈但於截至二零零六年十二月三十一日止年度尚未生效之修訂、新準則及詮釋之可能影響 (續)

本集團的若干BOT及TOT安排(例如: 收費橋樑項目、污水處理項目、垃圾焚燒發電項目及沼氣發電項目)或屬《香港(國際財務報告詮釋委員會)詮釋》第12號下之服務特許經營權安排。本集團已著手評估《香港(國際財務報告詮釋委員會)詮釋》第12號之影響，惟目前未能確定其對本集團經營業績及財政狀況之影響。

此外，下列新準則或會導致本公司須在財務報表中作出新增或經修訂披露：

		Effective for accounting periods beginning on or after
		自以下日期或之後 開始之會計期間生效
HKFRS 7	Financial instruments: disclosures	1 January 2007
香港財務報告準則第7號	金融工具：披露	二零零七年一月一日
Amendments to HKAS 1	Presentation of financial statements: capital disclosures	1 January 2007
香港會計準則第1號之修訂	財務報告之呈報：資本披露	二零零七年一月一日