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Corporate Profile

企業簡介

Beijing • Beijing Regal Court
北京 • 北京珠江帝景

HOPSON DEVELOPMENT HOLDINGS LIMITED is one of the premier property and top-selling development and investment companies in mainland China and is renowned for its large-scale and quality residential projects in fast-growing districts of major cities. The Group has an excellent property portfolio with an aggregate attributable gross floor area ("GFA") of over 12,287,000 sq.m..

合生創展集團有限公司是國內優質及銷售業績優秀的物業發展及投資公司之一，在主要城市發展迅速的地區興建規模龐大、質素優良的住宅項目而享負美譽。本集團擁有一個卓越之物業組合，應佔總建築樓面面積（「建築面積」）逾12,287,000平方米。

Corporate Information

企業資料

Executive Directors

CHU Mang Yee Chairman
 XIANG Bin Deputy Chairman
 AU Wai Kin
 CHEN Chang Ying
 CHEUNG Fong Wing
 XIAO Yan Xia

Independent Non-executive Directors

YUEN Pak Yiu, Philip
 LEE Tsung Hei, David
 WONG Shing Kay, Oliver

Company Secretary

MOK Wai Kun, Barbara, solicitor

Authorised Representatives

XIAO Yan Xia
 Au Wai Kin

Auditors

PricewaterhouseCoopers
 Certified Public Accountants

Principal Bankers

The China Construction Bank
 The Industrial and Commercial Bank of China
 Bank of China
 Nanyang Commercial Bank, Ltd.
 Standard Chartered Bank

Share Registrars

Computershare Hong Kong Investor Services Limited
 Shops 1712-1716, Hopewell Centre
 183 Queen's Road East, Hong Kong

Registered Office

Clarendon House, 2 Church Street
 Hamilton HM11, Bermuda

Principal Office

19th Floor, Wyndham Place, 40-44 Wyndham Street
 Central, Hong Kong

Guangzhou Representative Office

29th Floor, Zhujiang Planning Building
 Jianshe Da Ma Lu, Dongshan District, Guangzhou

Beijing Representative Office

3rd Floor, Dawang Hotel, 23 Dawang Road West
 Chaoyang District, Beijing

Shanghai Representative Office

18th Floor, Guangdong Development Bank Building
 555 Xujia Hui Road, Shanghai

Tianjin Representative Office

No. 14, Dongchengnan Road
 Baodi District, Tianjin

Shenzhen Representative Office

21st Floor, Jiangsu Tower, Yitian Road
 Futian District, Shenzhen

執行董事

朱孟依 主席
 項 斌 副主席
 歐偉建
 陳長纓
 張芳榮
 蕭燕霞

獨立非執行董事

阮北耀
 李頌熹
 黃承基

公司秘書

莫瑋坤律師

法定代表

蕭燕霞
 歐偉建

核數師

羅兵咸永道會計師事務所
 執業會計師

主要往來銀行

中國建設銀行
 中國工商銀行
 中國銀行
 南洋商業銀行
 渣打銀行

股份過戶登記處

香港中央證券登記有限公司
 香港皇后大道東183號
 合和中心1712至1716舖

註冊辦事處

Clarendon House, 2 Church Street
 Hamilton HM11, Bermuda

主要辦事處

香港中環雲咸街40-44號
 雲咸商業中心19樓

廣州代表辦事處

廣州市東山區建設大馬路
 珠江規劃大廈29樓

北京代表辦事處

北京市朝陽區西大望路23號
 大望賓館三樓

上海代表辦事處

上海市徐家匯路555號
 廣東發展銀行大廈18樓

天津代表辦事處

天津市寶坻區
 東城南路14號

深圳代表辦事處

深圳市福田區
 益田路江蘇大廈21樓

Financial Highlights

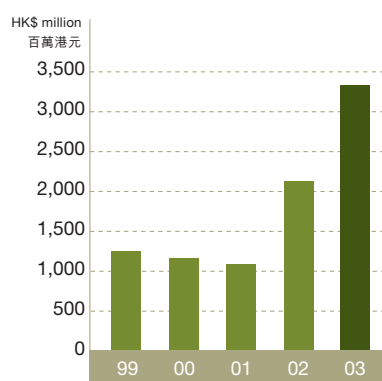
財務摘要

Year ended 31st December

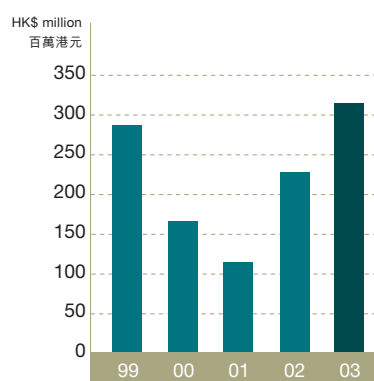
截至十二月三十一日止年度

		1999	2000	2001	2002	2003
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Turnover	營業額	1,328,513	1,198,378	1,170,871	2,126,789	3,325,922
Profit before taxation	除稅前溢利	475,332	240,383	215,880	510,864	635,942
Taxation	稅項	(162,857)	(86,195)	(90,891)	(229,811)	(252,000)
Profit after taxation	除稅後溢利	312,475	154,188	124,989	281,053	383,942
Minority interests	少數股東權益	(23,564)	6,676	(4,024)	(51,971)	(68,588)
Profit attributable to						
shareholders	股東應佔溢利	288,911	160,864	120,965	229,082	315,354
Earnings per share	每股盈利					
— Basic	— 基本	HK29 cents 港仙	HK16 cents 港仙	HK12 cents 港仙	HK23 cents 港仙	HK31 cents 港仙
— Diluted	— 攤薄	HK28 cents 港仙	HK16 cents 港仙	HK12 cents 港仙	HK23 cents 港仙	HK31 cents 港仙
Dividends per share	每股股息	HK8 cents 港仙	HK4 cents 港仙	HK3 cents 港仙	HK4 cents 港仙	HK5 cents 港仙
Net asset value per share	每股資產淨值	HK\$1.61港元	HK\$1.98港元	HK\$2.03港元	HK\$2.44港元	HK\$2.69港元

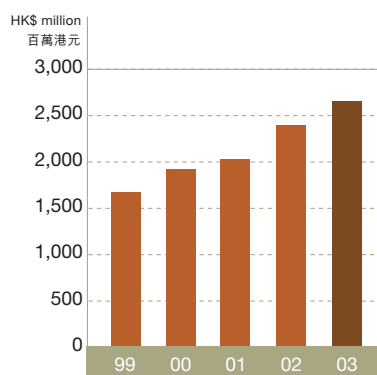
Turnover 營業額



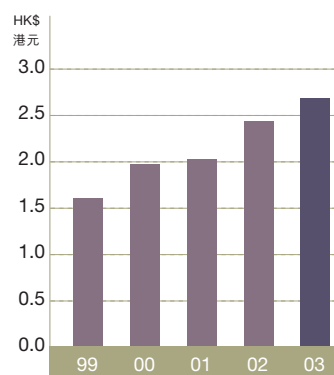
Profit attributable to shareholders 股東應佔溢利



Shareholders' equity 股東權益



Net asset value per share 每股資產淨值



Financial Highlights

財務摘要

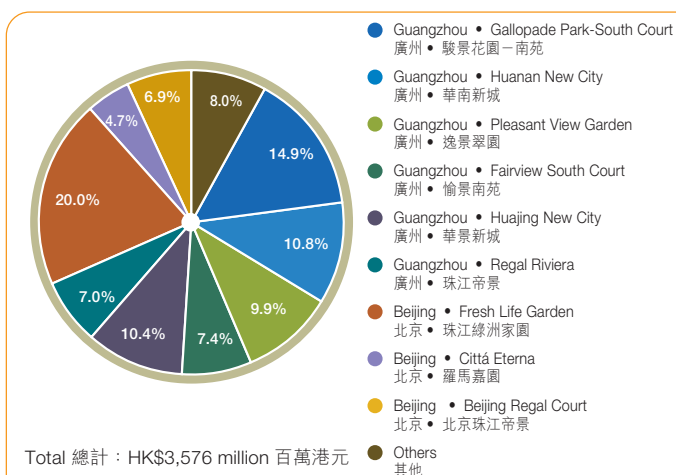
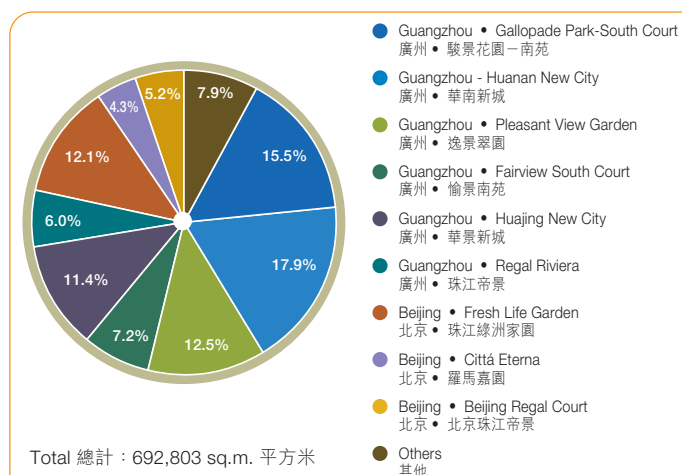
Breakdowns of property sales and landbank (inclusive of Regal Riviera in Guangzhou) for the year under review:
於回顧年度，銷售物業及土地儲備(包括廣州珠江帝景)之明細：

Sales Area Breakdown by Projects (GFA)

按項目計銷售面積(建築面積)

Sales Value Breakdown by Projects

按項目計銷售額

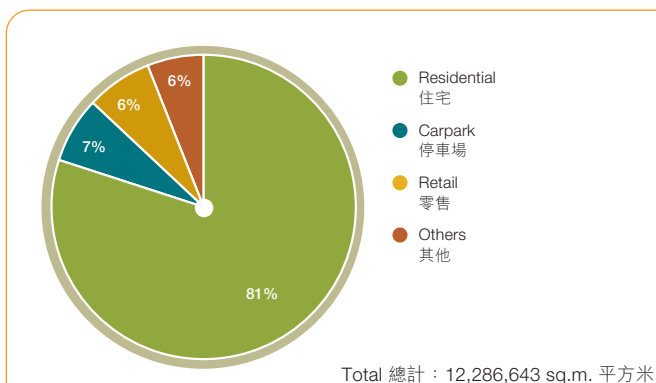
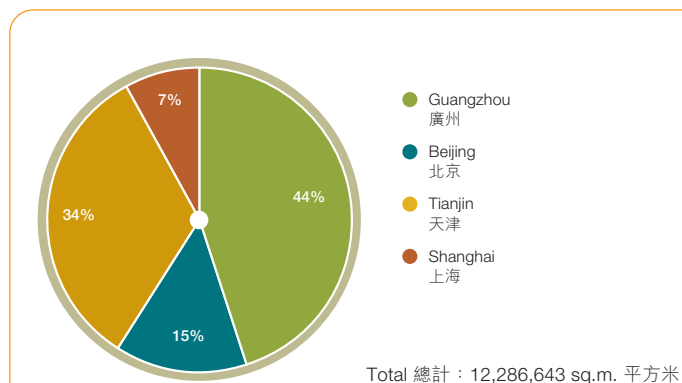


Landbank Breakdown by Regions (GFA)

按地區計土地儲備(建築面積)

Landbank Breakdown by Usage (GFA)

按用途計土地儲備(建築面積)



Chairman's Statement

主席報告



Chu Mang Yee Chairman

朱孟依 主席

“While upholding its corporate mission in “The perfect realization of quality of living”, its well-defined development strategy, regulated corporate structure and solid fundamentals continued to steer the Group’s development in the property industry in China.

本集團秉承「優質生活，完美體現」的企業理念，憑藉成熟的開發模式、規範的管理體系以及雄厚的發展實力馳騁中國房地產市場。

”

I am delighted to present to our shareholders the annual results of Hopson Development Holdings Limited (“Hopson” or the “Company”) for the year ended 31st December 2003.

FINANCIAL RESULTS

Against the background of intense market competitions, the Company together with its subsidiaries (the “Group”) achieved record breaking results for the year under review. Profit attributable to shareholders amounted to HK\$315,354,000, representing an increase of 38% as compared to year 2002. Earnings per share were HK31 cents.

DIVIDEND

The Board of Directors recommended a payment of a final dividend of HK3 cents per share. This, together with the interim dividend of HK2 cents per share, the total dividend payout for the year will be HK5 cents per share.

本人欣然提呈合生創展集團有限公司（「合生創展」或「本公司」）截至二零零三年十二月三十一日止年度的全年業績，以供股東省覽。

財務業績

在回顧年度內，本公司連同其附屬公司（統稱「本集團」）在競爭激烈的市場中仍取得破紀錄的業績。集團錄得股東應佔溢利為315,354,000港元，較二零零二年上升38%。每股盈利為31港仙。

股息

董事會建議派發末期股息每股3港仙。連同中期股息每股2港仙，全年派發股息每股5港仙。

Chairman's Statement

主席報告



Guangzhou • Gallopade Park-South Court
廣州 • 駿景花園—南苑



Beijing • Beijing Regal Court
北京 • 北京珠江帝景

MARKET OVERVIEW AND OPERATING ENVIRONMENT

Despite the outbreak of the Severe Acute Respiratory Syndrome (“SARS”) and its ramifications on the Chinese economy in 2003, China's Gross Domestic Product (“GDP”) grew by 9.1% over that of 2002, which has been the fastest growth rate since 1997. Investment in property development, witnessing the highest growth rate since 1998, reached 30% as compared to that of 2002. The rapidly growing economy, together with the increasing personal income of the people and the potential demand attributed by the people's desire to improve their living standards contributed immensely to the robust growth of the China's property industry.

Favourable factors such as the continuous growth in China's economy, the rise in personal income, wealth and consumption power as well as the desire in property investments, all helped to propel the demand for quality residential properties in China. The wealth effect as a result of the strong economic growth spurred the demand for quality homes. This phenomenon is

市場概況及經營環境

二零零三年中國經濟雖然受到爆發嚴重急性呼吸系統綜合症（「非典型肺炎」）的衝擊，但全年國內生產總值（「GDP」）仍比二零零二年增長9.1%，是自一九九七年以來增長最快的年份。全年國內房地產投資額增長速度是自從一九九八年以來錄得新高，比二零零二年增長達30%，高速發展的國民經濟、不斷提高的居民收入水平，以及居民對改善居住條件潛在的巨大需求，成為支撐房地產市場平穩發展的基礎力量。

隨着中國經濟持續穩定增長，居民的收入、財富以致消費力及置業意欲亦隨着上升，對其住屋的品質的需求亦相應提高。經濟增長為市民帶來的財富效應帶動較優質物業之市場需求，此現象於多個中國主要城市尤為明顯。累積多

Chairman's Statement

especially prominent in China's major cities. Leveraging on its extensive experience, the Group established solid reputation in the property industry in Guangzhou. To capture the enormous opportunities brought forth by the strong economic growth in China, the Group has commenced its cross-regional investments in 2002. Embracing its development strategy, the Group continued to implement various quality and large-scale property development projects in strategically selected cities such as Beijing, Tianjin, Shanghai and Guangzhou in 2003.

GUANGZHOU

Guangzhou's GDP growth in 2003 reached its highest in eight years at 15%. Market demand continued to record a stable growth with transaction areas of commodity property amounting to 9.07 million sq.m., representing a year-on-year increase of 14.1% as compared to 2002.

Focusing on Tianhe Sports Centre as a central point, the Guangzhou Municipal Government has been actively adopting a development strategy in developing to expand eastward and southward in recent years. The Group's property development is well in line with the Government's strategy. The Group in 2003 benefited from the commencement and completion of construction of various large-scale infrastructure projects. In light of the commencement of construction of the Metro line No. 3, the relocation of the Guangzhou Exchange Expo to the Guangzhou International Convention and Exhibition Center as well as the commencement of construction of the "Guangzhou University Project", it is expected that the pedestrian flow in the southern part of Guangzhou will grow remarkably. The Group's various property developments, namely Pleasant View Garden and Huanan New City together with Regal Riviera, performed impressively. In addition, as far as the eastern part of Guangzhou is concerned, further enhancement of the "Guangzhou Science City" and the commencement of the surveying work of the Metro line No. 5 will further improve the competitiveness of Gallopade Park and Huajing New City.

主席報告

年的經驗，本集團於廣州地區之房地產業已建立一定的名聲。為抓緊中國經濟近年迅速發展的機遇，本集團已於二零零二年開展跨地區之投資。於二零零三年，本集團繼續秉承以往的發展策略，於多個經策略性地挑選的城市，如北京、天津、上海及廣州重點發展優質大型綜合住宅項目。

廣州

廣州二零零三年的GDP增長速度達15%，創近八年來新高。住宅成交面積為9,070,000平方米，比二零零二年增長14.1%，市場的需求保持穩定增長。

近年，廣州市政府積極推行從天河體育中心，逐步向東及向南發展的政策。本集團旗下所有樓盤均在城市發展的主要方向上。二零零三年之業績受惠於多項大型城市基建的開工或落成。在廣州市南面，隨著地鐵三號線的開工，廣州交易會會址遷移到廣州國際會議展覽中心以及「廣州大學城」開始動工令該地區之人流更為暢旺。而本集團之樓盤如逸景翠園與華南新城連同珠江帝景均都獲得良好的表現。另外，在廣州市東面，「廣州科學城」的逐步完善與地鐵五號線開始勘探規劃，加大本集團的駿景花園及華景新城的市場優勢。

Chairman's Statement

While the property market in Guangzhou is mature and there is continuous growth in demand, market supply remains sufficient.

BEIJING

The GDP of Beijing in 2003 surged by 11% as compared to 2002, with the sales of various commodity properties amounting to 15.67 million sq. m.. The success in combating SARS bolstered the people's confidence in property investment and home buying in Beijing. Total investment in residential buildings amounted to RMB69.24 billion, representing an increase of 9.1% as compared with that in 2002. As the preparation for the Olympic Games has gone well underway in Beijing and the construction of various infrastructure projects, such as sports centers, railways and public transportation system has already commenced, all of these factors stimulated a positive effect on the property market in 2003. In addition, the infrastructure development in relation to the Central Business District ("CBD") in Beijing hogged the limelight in the market. The Group's three property developments, namely Beijing Regal Court, Città Eterna and Fresh Life Garden, are all located in the peripheral areas of CBD. The pre-sale of all three property developments commenced in 2003 and recorded promising sales performance.

Opportunities as well as challenges remained as far as government policies are concerned. The implementation of "Land Use Planning Regulations" in 2003 stipulated a tight regulation on the land supply as well as the abolishment of sale of land agreements, which limited property developer's ability in acquiring quality land lots, yet benefiting those developers with considerable land reserves. In addition, the Government also tightened the pre-sale criteria of commodity properties, which in turn, increase the capital requirement for property developers. Lastly, the legal approval of "Implementation Measures for Resale of Public Housing in Open Market" of Beijing City also enabled its people to resell the relatively cheaply acquired government allocated public housing in the market. This plan has a positive impact on the people's wealth, which in turn stimulates sales in the property market. Overall, the new government policies introduced in 2003 expedited the Group's business development immensely.

主席報告

但是，我們必須注意到廣州作為全國最成熟的房地產市場之一，雖然需求不斷增加，但市場供應仍然充足。

北京

北京於二零零三年之GDP比二零零二年增長11%，全年住宅銷售的總面積15,670,000平方米。而防治「非典型肺炎」的成功，增強了市民於北京投資與置業的信心。全年完成住宅投資人民幣69,240,000,000元，比二零零二年增長9.1%。隨著二零零三年北京奧運之籌備進入實質性開發階段，各項基礎建設，如奧運場館、鐵路及公共交通等設施之動工使各項對房地產的利好效應在二零零三年開始呈現。另外，位於北京中央商務區（「CBD」）的建設備受矚目。本集團在北京的三個項目北京珠江帝景、羅馬嘉園與珠江綠洲家園都處於CBD之周邊區域，在二零零三年相繼推出市場，銷售狀況表現良好。

在政府政策調控方面，機會與挑戰並存。政府二零零三年陸續推出《土地利用規劃條例》，嚴格控制土地供應，取消土地協議出讓的方式，令發展商於短期未來難以以此方式大量收購優質土地，而擁有大量土地儲備的發展商將會受惠。另外，政府亦推出提高商品房預售條件的政策，提高了房地產商對資金之要求。最後，《北京市已購公有住房上市出售實施辦法》通過了市民可將以往廉價從國家分配到的公共房屋於市場出售，使人民財富上升繼而刺激房地產市場的成交。總體而言，北京市政府於二零零三年所推出的房屋政策能大力推動本集團之業務發展。

Chairman's Statement

SHANGHAI

Shanghai's GDP increased by 12% as compared to that of 2002. The implementation of a series of city planning measures has accelerated the pace in the development of key infrastructure projects and propelled the growth of the property sector in the metro and surrounding areas. The 2010 World Expo and the massive influx of foreign funds promoted the speedy yet healthy development of Shanghai. Rosy expectations remain in the property industry in Shanghai. The investments in commodity properties totalled RMB90.12 billion, representing an increase of 20% as compared to that of 2002 and the fastest growth across all industries. Total sales of commodity properties amounted to 22.25 million sq. m. and the average price increased by 21%, making Shanghai one of the cities with the fastest growth in property prices. The Group acquired two land lots in Shanghai in 2002 and 2003 respectively. Looking ahead, solid fundamentals underlying the property industry in Shanghai provided the Group with ample room for growth in 2004.

TIANJIN

The GDP increased by 15% in 2003 as compared to that of last year and sales of commodity properties reached unprecedented levels. Sales of commodity properties amounted to 10.22 million sq. m., which increased by 55% as compared to last year's. There was a tremendous inflow of external funds in the property development sector in Tianjin. Total property investment amounted to RMB 21.14 billion, which increased by 20%. The upsurge in property investment and the large-scale relocation of urban citizens in Tianjin spurred the demand for residential properties. All of the above provided favourable conditions for the sales performance of the Group's large scale property projects in Tianjin in 2004.

主席報告

上海

上海的GDP比二零零二年增長12%。上海實施新一輪城市總體規劃，加快城鎮設計之優化、重點產業的基地建設，直接帶動周邊地區房地產業之發展。加上成功申辦二零一零年世界博覽會以及外來資金湧入之雙重利好因素推動上海市快速健康發展。其樓市之表現持續看好，全年完成房地產開發投資額人民幣90,120,000,000元，比二零零二年增長20%，居各行業之首。全年住宅成交面積22,250,000平方米，房地產價格平均升幅高達21%，已經成為國內地產樓價升幅最快城市之一。本集團分別於二零零二年及二零零三年在上海購置兩地塊。良好之市場環境對本集團於二零零四年在上海房地產市場之發展提供更廣闊的發展空間。

天津

二零零三GDP比上年增長15%，商品房銷售亦創歷史最高紀錄。全年實現商品房銷售總建築面積10,220,000平方米，比上年增長55%。外地投資商大量在天津進行房地開發投資，全年完成總投資人民幣21,140,000,000元，增長20%。房地產之投資額大增，加上天津市大規模的城市居民拆遷，增加市場對住宅的需求，令本集團計劃在二零零四年推出市場位於天津的大型綜合項目前景較為樂觀。

Chairman's Statement

GROUP'S SALES PERFORMANCE

While upholding its corporate mission of "The perfect realization of quality of living", its well-defined development strategy, regulated corporate structure and solid fundamentals continued to steer the Group's development in the property industry in China. Against the impact of the SARS outbreak, which took a toll on the property industries in certain cities in China during the first half of 2003, the Group still managed to record stable growth in its business operations in mainland China. In aggregate, 4,543 units in various property developments in Guangzhou such as Gallopade Park – South Court, Huanan New City, Pleasant View Garden, Fairview South Court, Huajing New City – Fragrant Garden as well as Regal Riviera, representing a GFA of approximately 543,078 sq.m. were sold.

As one of the first southern China developers starting their investments in the northern part of China, the Group has been making promising progress in its developments in Beijing and Shanghai and managed to establish its brand name in the major cities in China. In 2003, the Group sold 1,106 units of Fresh Life Garden, Beijing Regal Court and Città Eterna, with a total GFA sold amounted to 149,725 sq. m. Each project earned market recognition that is synonymous with quality.

Meanwhile, in Shanghai, Hopson Binjiang Court and the Lung Meng projects are undergoing their development stage.

Overall, 5,649 units were sold in 2003. Total GFA sold reached historical high of 692,803 sq. m., an increase of 212,799 sq. m. as compared to last year.

主席報告

集團銷售表現

二零零三年，本集團秉承「優質生活，完美體現」的企業理念，憑藉成熟的開發模式、規範的管理體系以及雄厚的發展實力馳騁中國房地產市場。儘管上半年國內部分城市受「非典型肺炎」爆發影響，間接衝擊地產市場，本集團於各地的業務仍穩健發展。二零零三年，集團於廣州所開發的項目包括駿景花園－南苑、華南新城、逸景翠園、愉景南苑、華景新城－芳滿庭園，連同珠江帝景，成功售出單位合共4,543套，銷售總建築面積合共約543,078平方米。

本集團作為南方較早北上拓展的大型發展商，目前在北京、上海等地項目的發展均非常順利。其品牌已在中國的主要大城市獲得認同。二零零三年，集團於北京開發的珠江綠洲家園、北京珠江帝景以及珠江羅馬嘉園，合共售出單位1,106套，銷售總建築面積合共約149,725平方米，各項目均成功樹立優質品牌形象。

上海方面，合生濱江苑和龍盟項目正處於前期積極規劃階段。

總括而言，二零零三年出售單位共5,649套，銷售總建築面積合共約692,803平方米，比去年增加212,799平方米，刷新歷年最高記錄。

Chairman's Statement

In 2003, the Group and its development projects continued to gain promising reception and praises from its customers. The Group was one of the "Top 10 listed property companies in China" and various projects such as Pleasant View Garden, Huajing New City and Regal Riviera won numerous accolades in the property industry.

PROJECT DEVELOPMENT PROGRESS

During the period under review, all the projects in Guangzhou and Beijing progressed smoothly as planned. Gallopade Park – South Court, Pleasant View Garden, Regal Riviera and Fairview South Court in Guangzhou and the first phase of Fresh Life Garden in Beijing were delivered to buyers as scheduled during the year. In addition, Tianjin Zhujiang Hot Spring City, the mega-size project that integrates holiday resort, travel and residential units in Tianjin has already commenced its development. As at the end of 2003, total GFA of all the projects under development of 2,660,718 sq. m. reached its historical levels.

LANDBANK REPLENISHMENT

In order to sustain the current pace of expansion, the Group adopted a cross-regional development plan, focusing on landbank with large site areas and in 2003 acquired sites in various high growth cities with huge potentials such as Guangzhou and Shanghai, so as to further enhance its already abundant landbank. In Guangzhou, the Group was actively preparing for the acquisition of sites in Nanzhou Road and land lot G1-2 in the central part of Pearl River New City, comprising a site area of approximately 56,000 sq. m. and 6,000 sq. m., respectively. In Shanghai, the Group successfully acquired landbank of the Lung Meng project with a total site area of approximately 517,000 sq. m.. The management believes that the existing landbank will be sufficient for the Group to sustain its business growth in the foreseeable future.

主席報告

二零零三年，集團及旗下所開發項目均受到客戶熱烈追捧，贏得廣泛讚譽，集團榮膺「中國房地產上市公司十強」，逸景翠園、華景新城、珠江帝景等項目也同時獲得業界多項殊榮。

項目發展進度

回顧期間，本集團於廣州及北京等地區各項目的工程均如期進行。廣州地區的駿景花園一南苑、逸景翠園、珠江帝景、愉景南苑之相關樓宇以及北京地區的珠江綠洲家園首期於年內陸續如期交樓。此外，位於天津一個集渡假、旅遊及居住一體的超大型項目，天津珠江溫泉城，亦已正式動工。截至年底前，本集團於廣州、北京及天津等主要城市興建中的總建築面積約為2,660,718平方米，為歷年之最。

增購土地儲備

為實現集團跨地區發展的擴張步伐，集團在土地儲備上謀求規模化發展，於廣州、上海等房地產發展前景廣闊的城市增購土地，進一步擴大已然充裕的土地儲備。二零零三年積極籌備位於廣州地區南洲路地塊以及廣州珠江新城中部G1-2地塊，佔地面積分別約56,000平方米和約6,000平方米，同時成功於上海購置「龍盟」地塊，佔地面積約517,000平方米。管理層相信目前所擁有的土地儲備足夠為集團於可見將來持續發展之用。

Chairman's Statement

主席報告

MATERIAL ACQUISITION

On 20th February 2003, the Group acquired 100% of the share capital of Chia Lung Group Company Limited ("Chia Lung") and Prestige Dragon Development Limited ("Prestige Dragon") which are incorporated in Western Samoa and Hong Kong, respectively. Chia Lung and Prestige Dragon collectively owned 75% of Shanghai Long Meng Company Limited which is incorporated in mainland China and owned a piece of land with a total site area of approximately 517,000 sq.m. in Shanghai, mainland China. Capital contribution together with site clearance fees amounted to approximately HK\$403 million.

PROSPECTS

China's rapid economic growth will further increase personal income of its people and enhance the demand for improving living standards and property investments. Overall, the momentum in the property industry will remain strong in the foreseeable future. Given the tremendous room for growth in China's property industry, the Group will continue to strengthen its established brand name and accelerate its pace of development.

In addition to its existing property portfolio, the Group will seize every opportunity to further expand its business developments. In 2004, the Group will launch its various property developments in Guangzhou, namely, Gallopade Park – South Court, Huanan New City, Pleasant View Garden, Huajing New City – Fragrant Garden and Regal Riviera. In Beijing, in addition to those which the Group has already launched in the market, such as central zone of Fresh Life Garden, Beijing Regal Court Zone B and Città Eterna Phase I, the Group will further introduce the eastern zone of Fresh Life Garden and Città Eterna Phase II. The pre-sale of the Group's project developments in Shanghai and Tianjin is also expected to commence in 2004. Barring unforeseen circumstances, it is expected that the Group will perform reasonably well in 2004.

重大收購項目

於二零零三年二月二十日，本集團購入佳龍集團有限公司（「佳龍」）及譽龍發展有限公司（「譽龍」）全部股本，該兩間公司分別於薩摩亞群島及香港註冊成立。佳龍及譽龍共同擁有上海龍盟有限公司75%權益。上海龍盟有限公司於中國大陸註冊成立並在中國大陸上海擁有一塊佔地積約517,000平方米之土地。注資額與拆遷費總共約403,000,000港元。

業務展望

中國高速發展的國民經濟會不斷提高居民收入，並引發居民對改善居住環境和投資物業的龐大潛在需求。在可見將來，中國房地產總體發展勢頭依然看好。受惠於國內良好地產市場發展空間，本集團將憑藉已取得的成功品牌，一如既往繼續其發展步伐。

集團開發物業在保持現有區域基礎上，將努力拓展新的發展空間。踏入二零零四年，集團於廣州地區將繼續推售駿景花園－南苑、華南新城、逸景翠園、華景新城－芳滿庭園、珠江帝景等知名項目。而北京地區將繼二零零三年已推廣的珠江綠洲家園中區、北京珠江帝景B區以及珠江羅馬嘉園一期之外亦會加推珠江綠洲家園東區和珠江羅馬嘉園二期。此外，集團位於上海、天津地區之新開發計劃也預計於二零零四年內開始預售。除非有不可預見之情況，集團於二零零四年將會有合理之表現。

Chairman's Statement

In 2004, in addition to further reinforcing its competitiveness in the residential properties sector, the Group plans to increase the sale or rental of its shopping arcade and car parks to strengthen its return on assets. The Group will also proceed with the development of commercial properties such as office buildings. The commercial projects of Yuehua and Gallopade Park Phase 4 have already entered their development stage in early 2004.

It is noteworthy that while China's economy and its property industry remains strong growing and at a fast pace, property developers are faced with certain inherent risks. Market supply remains sufficient, particularly in Guangzhou. Cost of construction materials, such as steel, surged persistently last year. These factors would have an impact on the future profitability of the real estate developers in China.

In light of these challenges, the Group will continue to maximize sales while enhancing the profit margin and efficiency of its projects. The management will adopt stringent cost control measures, especially in regards to the cost of construction, selling, marketing and general and administrative expenses. The Group will, with the benefit of its established brand name, aim at maximizing the selling prices of its property developments. The management will also closely monitor the cash flows of properties sold in an effort to reduce the Group's finance costs.

Capitalizing on the immense momentum of China's economy and property market, the Group will take steps to reinforce its brand name, its product and service quality and to strengthen its professional team and operating efficiency. The management is determined to seize every opportunity to enhance the Group's overall competitiveness.

主席報告

另外，集團將於二零零四年鞏固在住宅方面優勢之餘，為增強資產回報，亦會計劃增加出售或出租本集團的商舖及車位；同時亦會進行發展如寫字樓的商業項目，如位於廣州地區的越華商業項目和駿景花園第四期之商業項目將於二零零四年初進入開發階段。

但於中國大陸經濟以及房地產業快速增長的同時，房地產發展商亦面對一定的風險。這包括市場供應仍然充足，尤以廣州為甚，以及主要建築原材料，如鋼材之價格於去年不斷上升。此等風險將影響中國房地產發展商未來的利潤率。

面對市場上的挑戰，本集團於未來一年在爭取銷售額的同時，管理階層亦會繼續著重各項目的利潤率以及營運效率。各項目公司之管理層亦會繼續嚴格控制其建築成本、銷售及管理費用。同時，本集團亦會倚仗其於中國大陸房地產業已建立的品牌效應，務求使樓宇之單位售價於競爭激烈之市場環境下達至最大化。另外，管理層亦會注重銷售房款資金回籠的情況，以盡量減輕本集團之財務成本。

本集團將把握中國經濟快速增長帶動樓市同步向前之良機，充分發揮超卓品牌、高質素產品及服務、專業人才隊伍及高效管理運營之優勢。同時，管理層亦會尋找適當的商機，以增加集團的競爭力。

Chairman's Statement

主席報告

Lastly, I would like to take this opportunity to express my heartfelt gratitude to my fellow directors for their advice and to all members of our staff for their devotion and support.

CHU MANG YEE

Chairman

Hong Kong, 21st April 2004

最後，本人亦藉此機會對各董事所提供之意見及全體員工之努力貢獻及支持，深表謝意。

主席

朱孟依

香港，二零零四年四月二十一日



1



2

Property Profile



3



1. Beijing
北京

Fresh Life Garden
珠江綠洲家園



2. Beijing
北京

Città Eterna
羅馬嘉園



3. Guangzhou
廣州

Pleasant View Garden
逸景翠園



4. Guangzhou
廣州

Huanan New City
華南新城



5. Guangzhou
廣州

Regal Riviera
珠江帝景



6. Beijing
北京

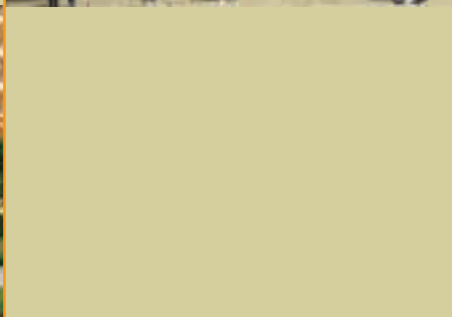
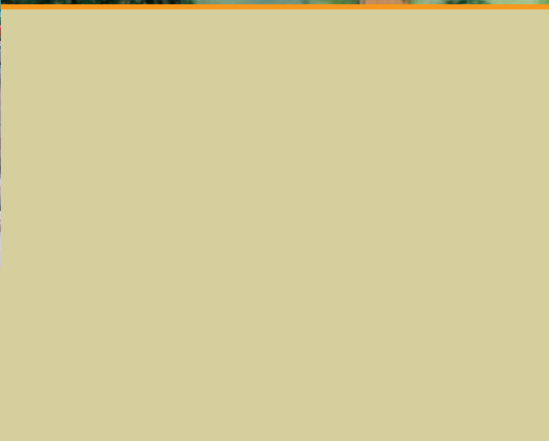
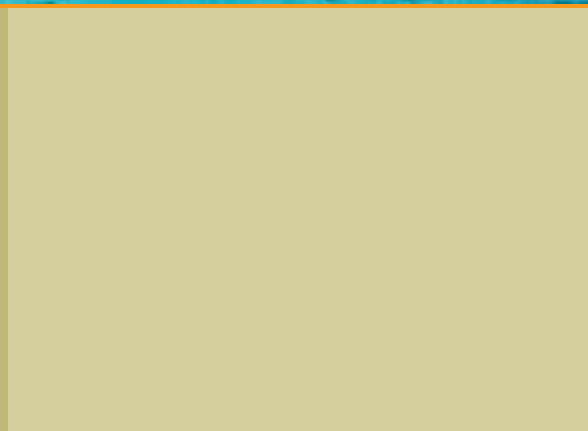
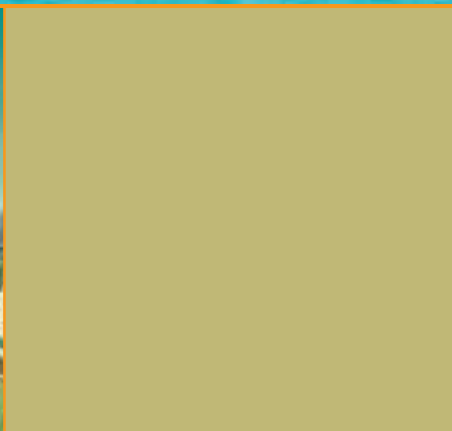
Beijing Regal Court
北京珠江帝景



7. Guangzhou
廣州

Gallopade Park - South Court
駿景花園－南苑

物業簡介



Property Locations

物業位置



Property Locations

物業位置



Investment Property Factsheet

投資物業一覽表

Details of the investment properties of the Group as at 31st December 2003 are as follows:

於二零零三年十二月三十一日止，集團投資物業詳列如下：

Location	位置	Group's interest 集團所佔權益	Existing use 目前用途	Approximate gross floor area 概約建築樓面面積
Phases 5A, 6A, 6B and 6C Huajing New City 105 Zhongshan Avenue Tianhe District Guangzhou Guangdong Province Mainland China	中國大陸廣東省廣州天河區 中山大道105號 華景新城第5A、 6A、6B及6C期	90%	Commercial, retail and carparking 商業、零售及停車場	113,498 square metres 113,498平方米
Phase 2, Jinan Garden South side of Zhongshan Avenue Tianhe District Guangzhou Guangdong Province Mainland China	中國大陸廣東省廣州 天河區中山大道南面 暨南花園第二期	90%	Commercial, retail and carparking 商業、零售及停車場	11,985 square metres 11,985平方米
Phases 1, 2 and 3 Fairview Garden 238 Xingang West Road Haizhu District Guangzhou Guangdong Province Mainland China	中國大陸廣東省廣州 海珠區新港西路238號 愉景雅苑第一、二及三期	90%	Commercial, retail, clubhouse and carparking 商業、零售、會所及停車場	28,207 square metres 28,207平方米
Phases 1, 2 and 3 Gallopade Park South side of Zhongshan Avenue Tianhe District Guangzhou Guangdong Province Mainland China	中國大陸廣東省廣州 天河區中山大道南面 駿景花園第一、二及三期	95%	Commercial, retail, clubhouse and carparking 商業、零售、會所及停車場	18,365 square metres 18,365平方米
Phases 1 and 2, Regal Court East side of Longkou West Road Tianhe District Guangzhou Guangdong Province Mainland China	中國大陸廣東省廣州 天河區龍口西路東面 帝景苑第一及二期	100%	Commercial, retail, clubhouse and carparking 商業、零售、會所及停車場	48,512 square metres 48,512平方米
Gallopade Park-South Court South side of Zhongshan Avenue Tianhe District Guangzhou Guangdong Province Mainland China	中國大陸廣東省廣州 天河區中山大道南面 駿景花園一南苑	95%	Commercial, retail, clubhouse and carparking 商業、零售、會所及停車場	21,790 square metres 21,790平方米
Fairview South Court 212 Xingang West Road Haizhu District Guangzhou Guangdong Province Mainland China	中國大陸廣東省廣州 海珠區新港西路212號 愉景南苑	70%	Commercial, retail and carparking 商業、零售及停車場	15,764 square metres 15,764平方米
East area of Pleasant View Garden West side of Guangzhou Avenue Haizhu District Guangzhou Guangdong Province Mainland China	中國大陸廣東省廣州 海珠區廣州大道西面 逸景翠園東區	69%	Commercial, retail, clubhouse and carparking 商業、零售、會所及停車場	14,387 square metres 14,387平方米
Phase 1, Huanan New City Panyu District Guangzhou Guangdong Province Mainland China	中國大陸廣東省廣州 番禺區 華南新城第一期	60%	Commercial, retail, clubhouse and carparking 商業、零售、會所及停車場	51,942 square metres 51,942平方米

Directors' Profile

Executive Directors

CHU Mang Yee, aged 44, is the Chairman of the Company. Mr. Chu and Mr. Cheung Fong Wing are the founders of the Group. Mr. Chu has over 20 years' experience in trading, construction, property investment and development. He is also a member of the China People's Political Liaison Committee, an Honoured Citizen of Meizhou, Guangdong Province and the Vice Chairman of Guangdong Research Institute for the Development of Corporate Strategy. Mr. Chu is the sole director of Sounda Properties Limited which has an interest in the share capital of the Company as disclosed under the provisions of Part XV of the Securities and Futures Ordinance.

XIANG Bin, aged 57, is the Deputy Chairman of the Company. He was on the senior management of a public listed company before joining the Group in February 2001. He has over 35 years' experience in construction and administration management.

AU Wai Kin, aged 49, joined the Group in 1995. Mr. Au graduated from Zhongshan University, Guangzhou, and has over 20 years' experience in building construction, town planning, real estate investment and property development.

CHEUNG Fong Wing, aged 67, joined the Group in 1992. Mr. Cheung has many years' experience in the fields of catering, real estate investment, property development and management, both in Hong Kong and in the PRC.

CHEN Chang Yin, aged 36, holds a master degree in engineering, and is a senior engineer. Before joining the Group in 2003, Mr. Chen was on the senior management of the subsidiary companies of a public listed company. Mr. Chen is presently the Deputy General Manager of the Company. Mr. Chen has over 10 years' experience in civil engineering, real estate investment and sales and marketing, and is also the deputy officer of Guangdong Real Estate Association Sales and Marketing Commission.

董事簡介

執行董事

朱孟依，44歲，本公司主席。彼跟張芳榮先生均為本集團的創辦人。朱先生在貿易、建築、物業投資及發展方面擁有逾二十年經驗。彼亦為全國政協委員、廣東省梅州市榮譽市民和廣東企業發展策略研究院副會長。朱先生乃根據證券及期貨條例第十五部之條文所披露擁有本公司股本權益之新達置業有限公司之唯一董事。

項斌，57歲，本公司副主席。於二零零一年二月加盟本集團前，項先生為一上市公司的高級管理人員。他在建築及行政管理方面累積超過三十五年經驗。

歐偉建，49歲，於一九九五年加盟本集團。彼畢業於廣州中山大學。歐先生在樓宇建造、城市規劃、地產投資及物業發展方面積逾二十年經驗。

張芳榮，67歲，於一九九二年加盟本集團。張先生在中港兩地的飲食、地產投資、物業發展及管理經驗豐富。

陳長纓，36歲，工學碩士，高級工程師。於二零零三年加盟本集團前，為一上市公司之附屬公司的高級管理人員。現時為本集團之副總經理。陳先生在土木建築、地產投資及營銷管理方面積逾十年經驗，並為廣東省房協營銷策劃委員會副主任。

Directors' Profile

XIAO Yan Xia, aged 42, joined the Group in 1995. She holds a master degree in Economics from Zhongshan University and is presently the Deputy General Manager of the Company. Ms. Xiao has over 15 years' experience in investment research and capital management.

Independent Non-executive Directors

YUEN Pak Yiu, Philip, aged 68, is a solicitor of the High Court of Hong Kong. Mr. Yuen has over 35 years' experience in the legal field and is a director of a number of listed companies. He is a China appointed Attesting Officer in Hong Kong, a member of the National Committee of the Chinese People's Political Consultative Conference, and an arbitrator of the China International Economic & Trade Arbitration Commission.

LEE Tsung Hei, David, BBS, JP, aged 54, is the Chairman of David C Lee Group. He qualified as a Chartered Surveyor in 1973 and registered as an Authorised Person in 1977. He is a fellow member of the Hong Kong Institute of Surveyors, a Registered Professional Surveyor, an associate of the Incorporated Society of Valuers and Auctioneers and an associate of the Chartered Institute of Arbitrators. Mr Lee is a former member of the Central Policy Unit, which is known as the Government "Think Tank". He is currently the Chairman of the Hong Kong Housing Society, a member of the Land and Building Advisory Committee, a director of Hong Kong Cyberport Management Company Limited, a Council member of Hong Kong Polytechnic University, a member of the Salvation Army Advisory Board, Chairman of the Property Advisory Committee of the Salvation Army and also a member of the Municipal Services Appeals Board.

WONG Shing Kay, Oliver, aged 52, is a fellow member of the Association of Chartered Certified Accountants of the United Kingdom and an associate member of the Hong Kong Society of Accountants and Certified General Accountants of Canada. He is presently practising as a Certified Public Accountant in Hong Kong and had previously held senior financial positions in various publicly listed companies both in Hong Kong and Canada.

董事簡介

蕭燕霞，42歲，於一九九五年加盟本集團。彼畢業於廣州中山大學經濟系，獲頒碩士學位，現時為本公司之副總經理。蕭女士在投資研究及資本管理方面積逾十五年經驗。

獨立非執行董事

阮北耀，68歲，為香港高等法院律師。阮先生有逾三十五年執業經驗，亦為若干上市公司之董事。彼為在香港的中國委託公證人、中國人民政治協商會議全國委員會會員及中國國際經貿仲裁委員會之仲裁人。

李頌熹，銅紫荊星章，太平紳士，54歲，為李頌熹集團主席。彼於一九七三年獲英國皇家特許測量師資格，並於一九七七年註冊為認可人仕。彼為香港測量師學會資深會員、香港註冊專業測量師、英國估價及拍賣師學會會員及英國特許仲裁人學會會員。李先生曾為香港政府中央政策組(即政府智囊團)之前委員。現任香港房屋協會主席、香港土地及建設諮詢委員會委員、香港數碼港管理有限公司董事、香港理工大學校董會成員、救世軍顧問委員會委員、救世軍物業顧問委員會主席及市政服務上訴委員會委員。

黃承基，52歲，為英國特許公認會計師公會資深會員、香港會計師公會會員及加拿大註冊會計師。彼現於香港以註冊會計師身份執業，曾在香港及加拿大多間上市公司出任高級財務職位。

Management Discussion and Analysis

FINANCIAL REVIEW

Performance

The economies of both Hong Kong and mainland China were adversely affected by the outbreak of SARS virus during the first half of 2003. However, buyers' confidence and sales volume in the residential property market improved towards the later part of the year. Overall, with the benefits of the continued growth in mainland China's economic development, the Group achieved a record breaking turnover for the year ended 31st December 2003, which increased by 56% from HK\$2,127 million to HK\$3,326 million compared to the previous year. This volume does not include the turnover of a jointly controlled entity, in which the Group has a 40% interest. Total turnover of the jointly controlled entity for 2003 amounted to HK\$625 million (2002: HK\$528 million) representing an increase of 18% on the prior year.

The Group's business in Beijing was satisfactory. The first phase of Fresh Life Garden was completed and delivered to buyers in the fourth quarter of 2003. Pre-sale for the other two Beijing projects, Città Eterna and Beijing Regal Court made good progress due to the increased construction progress and an improved sentiment of the general Beijing property market since mid-2003. Projects located in the Beijing area contributed a substantially increased portion in turnover of the Group, representing 34% in 2003 (2002: 7.0%).

Sales in Guangzhou area were encouraging although keen competition and rigid market conditions continued to exist. Sales volume, in terms of gross floor area sold, increased by 21% from 449,754 sq.m. (3,710 units) in 2002 to 543,078 sq.m. (4,543 units). Projects, such as Gallopade Par-South Court and Huanan New City remained well accepted by the market.

管理層討論及分析

財務回顧

表現

於二零零三年上半年，香港及中國大陸的經濟均受到非典型肺炎的嚴重影響，然而至年度較後期間，買家對住宅物業市場的信心轉強，而住宅物業的銷售量亦上升。整體而言，受惠於中國大陸的經濟持續增長，本集團截至二零零三年十二月三十一日止年度的營業額創出紀錄，由二零零二年的2,127,000,000港元增加56%至3,326,000,000港元（不包括本集團擁有40%權益的一間共同控制實體營業額）。該共同控制實體於二零零三年的總營業額達625,000,000港元（二零零二年：528,000,000港元），較過往年度上升18%。

本集團於北京的業務令人滿意。珠江綠洲家園第一期建築已完成並於第四季交樓。因工程進度增加以及自二零零三年中起北京整體房地產市場的氣氛已見改善，北京另外兩個項目珠江羅馬嘉園及北京珠江帝景的預售進展良好。北京地區的項目為本集團營業額作出的貢獻有大幅增長，於二零零三年達34%（二零零二年：7.0%）。

儘管廣州市場競爭十分激烈以及緊張的市場情況依然存在，但本集團於該地區的銷情卻令人鼓舞。就已售出總樓面面積而言，由二零零二年的449,754平方米（3,710單位）上升21%至543,078平方米（4,543單位）。駿景花園－南苑及華南新城等項目繼續取得良好的市場反應。

Management Discussion and Analysis

During the year, the Group experienced a fall in gross profit ratio from 37% in 2002 to 27% and a higher direct cost-to-turnover margin of 73% (2002: 63%). This phenomenon was to a large extent attributable to the disposal of old inventories at reduced prices, a general decline in unit selling prices of certain projects in Guangzhou area prompted by intense competitions, and the increased interest charges capitalized as a result of greater amounts of bank borrowings raised to finance the development of projects.

Total general and administrative expenses dropped mildly by 4.3% to HK\$140 million in 2003 (2002: HK\$146 million). This was primarily owing to the Group's stringent cost control measures imposed and less start-up costs incurred in Beijing this year, as its operation was in the second year of running. However, the rising staff costs due principally to the Group's expansion in Beijing and Tianjin remained significant.

The control efforts made to tighten the Group's spending on advertising and marketing achieved some results. The level of selling and marketing expenses expressed as a percentage over turnover fell from 9.4% in 2002 to 7.0% in 2003 although the amount expended increased by 15.3% to HK\$231 million (2002: HK\$201 million).

During the year, the Group incurred interest expenses before capitalization totalling HK\$164 million (2002: HK\$104 million). The average interest rate of borrowing costs incurred during the year ended 31st December, 2003 was approximately 5.6% per annum (2002: 6.0% per annum).

Profit from operations covered 3.2 times of the interest expenses before capitalization, compared to 4.2 times for the previous year.

管理層討論及分析

年內，本集團的毛利率由二零零二年的37%下降至27%，直接成本對營業額比率則上升至73%（二零零二年：63%）。出現此情況主要由於市場競爭激烈，若干位於廣州之項目整體售價下調，促使本集團以較低單位售價出售舊存貨，以及因借入較多銀行貸款以為發展項目提供融資而令資本化利息增加。

一般及行政費用總額輕微下跌4.3%至二零零三年的140,000,000港元（二零零二年：146,000,000港元），主要由於本集團在年內採取嚴厲的控制成本措施及北京業務進入第二年營運，故所涉及的開辦成本減少。儘管如此，由於本集團擴展北京及天津業務，致令僱員成本繼續顯著上升。

本集團控制廣告及市場推廣費用略見成效。雖然銷售及市場推廣費用上升15.3%至231,000,000港元（二零零二年：201,000,000港元），但銷售及市場推廣費用對營業額比率則由二零零二年的9.4%下跌至二零零三年的7.0%。

年內，本集團的撥充資本化利息前利息開支合共達164,000,000港元（二零零二年：104,000,000港元）。於截至二零零三年十二月三十一日止年度借貸成本之平均利率約為每年5.6%（二零零二年：年利率6.0%）。

經營溢利為撥充資本化利息前利息開支的3.2倍，而去年則為4.2倍。

Management Discussion and Analysis

Whilst the Group's taxation expenses increased by 9.7% from HK\$230 million in 2002 to HK\$252 million in 2003, the effective tax rate decreased slightly, due mainly to the favourable effect of different tax rates between Hong Kong (17.5%) and the mainland China (33%), from 45% in 2002 to 40% in 2003.

Results

The Group had a strong year in 2003 with profit attributable to shareholders at HK\$315 million, being HK\$86 million or 38% higher than that in 2002. The significant increase was mainly attributable to a significant increase in turnover as more residential units were sold, particularly in the Beijing area.

Segment Information

For the year ended 31st December 2003, 97% (2002: 98%) of the Group's turnover and 93% (2002: 96%) of the Group's operating profit were derived from the property development business. The management expects that while a greater emphasis will be placed on its property investment portfolio in 2004, the property development business remains the major profit contributor to the Group in the foreseeable future.

Financial position

As at 31st December 2003, total assets of the Group amounted to HK\$10,344 million and its total liabilities (excluding minority interests) amounted to HK\$7,127 million, representing an increase of HK\$1,597 million and HK\$1,121 million respectively on the previous year. Total assets increased mainly due to an increased construction progress for the Group's newly developed projects, in particular, in the Beijing area. However, the additional investments made were financed by bank loans and, to a certain extent, accounts payable thereby leading to a corresponding increase in total liabilities.

管理層討論及分析

本集團的稅項開支由二零零二年的230,000,000港元增加9.7%至二零零三年的252,000,000港元，但同期的有效稅率則由二零零二年的45%微降至二零零三年的40%。主要由於香港(17.5%)與中國大陸(33%)兩地稅率不同帶來有利影響。

業績

本集團於二零零三年表現強勁，股東應佔溢利為315,000,000港元，較二零零二年增加86,000,000港元或38%。大幅增長主要由於售出較多住宅單位，其中尤以北京為甚，導致營業額上升。

分部資料

於截至二零零三年十二月三十一日止年度，本集團營業額的97%（二零零二年：98%）及經營溢利的93%（二零零二年：96%）來自物業發展業務。管理層預期物業發展業務於可見將來將繼續成為本集團的主要盈利來源。儘管如此，本集團於二零零四年將更為著重物業投資業務。

財務狀況

於二零零三年十二月三十一日，本集團總資產達10,344,000,000港元、總負債達7,127,000,000港元（不包括少數股東權益），較去年分別增加1,597,000,000港元及1,121,000,000港元。總資產增加主要由於本集團的新發展項目，尤以北京地區項目為甚，的工程進度增加。儘管如此，額外投資乃由銀行貸款及在某程度上由應付賬款融資，因此令總負債亦相應增加。

Management Discussion and Analysis

Current ratio increased from 1.16 at last year end to 1.28 this year representing an increase of 10.3%. Shareholders' equity increased to HK\$2,694 million at 31st December 2003 from HK\$2,444 million (restated) at 31st December 2002, due mainly to the contribution from the current year's profit attributable to shareholders.

Liquidity and borrowings

As at 31st December 2003, the Group's liability-to-asset ratio (i.e. the ratio between total liabilities and total assets, excluding minority interests) was 69% (2002: 69% (restated)). The net debt-to-equity ratio (i.e. total debt less cash and bank deposits over shareholders' equity) was 105% (2002: 97% (restated)).

As at 31st December 2003, the Group had cash and short-term bank deposits amounting to HK\$660 million (2002: HK\$489 million) of which HK\$256 million (2002: HK\$232 million) were pledged as collateral for the Group's banking facilities. In addition, the Group's bank deposits of approximately HK\$53 million (2002: HK\$49 million) were charged by certain banks in respect of the processing of mortgage facilities granted by the banks to buyers of the Group's properties. 96% of the cash and bank deposits was denominated in Renminbi, 3% in Hong Kong dollars and 1% in United States Dollars.

Total borrowings from banks amounted to HK\$3,046 million, (2002: HK\$2,307 million) representing an increase of 32% or HK\$739 million over the previous year. Gearing, measured by net bank borrowings as a percentage of shareholders' equity, increased from 74% (restated) last year to 89% this year. The increase in bank borrowings and the rise in gearing ratio were,

管理層討論及分析

流動比率由去年的1.16上升至今年的1.28，增幅為10.3%。股東權益由二零零二年十二月三十一日的2,444,000,000港元（重列）增至二零零三年十二月三十一日的2,694,000,000港元，增加主要源自本年度的股東應佔溢利。

流動資金及借貸

於二零零三年十二月三十一日，本集團的負債與資產比率（即總負債與總資產（不計少數股東權益）的比率）為69%（二零零二年：69%（重列））。淨負債與資本比率（即總負債減現金及銀行存款再除以股東權益）為105%（二零零二年：97%（重列））。

於二零零三年十二月三十一日，本集團的現金及短期銀行存款達660,000,000港元（二零零二年：489,000,000港元），其中256,000,000港元（2002：232,000,000港元）已作抵押以換取本集團的銀行貸款。此外，本集團約53,000,000港元（2002：49,000,000港元）的銀行存款已由若干銀行就處理批授予本集團物業之買家之按揭貸款用作抵押。現金及銀行存款當中96%以人民幣計算，3%以港元計算，及1%以美元計算。

總銀行借貸為3,046,000,000港元（二零零二年：2,307,000,000港元），較去年增加32%或739,000,000港元。按銀行借貸淨額所佔股東權益比率計算的負債比率由去年的74%（重列）增至本年度的89%。銀行貸款及負債比率上升主要由於提取額外貸款以提供融資位於北京及天

Management Discussion and Analysis

管理層討論及分析

to a large extent, caused by the additional loans drawn down to finance the development of projects in Beijing and Tianjin, and the replenishment of landbank in Shanghai. Reliance on bank loan financing will continue to persist as the Group is in the middle of a rapid expansion phase. Nonetheless, as sales of the developed projects progress, the Group's gearing ratio is expected to gradually decline.

Gearing ratios above, to some extent, were affected by the first time adoption of SSAP12.

Approximately 98% of Group's bank borrowings was denominated in Renminbi with fixed interest rates and 2% of the Group's bank borrowings was denominated in United States dollars with floating interest rate.

The Group's bank borrowings as at 31st December 2003 were all secured with a repayment profile set out below:-

津的項目發展及增購上海的土地儲備所致。由於本集團正處於高速擴展階段，因此，需繼續倚賴銀行貸款。儘管如此，由於已發展項目將陸續出售，預期本集團的負債比率將逐漸下降。

上述負債比率在一定程度上因首次採納會計實務準則第12號而受影響。

本集團銀行貸款約98%以人民幣計算，並以固定利率計息；本集團銀行貸款約2%以美元計算，並以浮動利率計息。

於二零零三年十二月三十一日，本集團的銀行借貸均為有抵押，還款年期如下：

HK\$ million	以百萬港元計	As at 31st December 2003 二零零三年 十二月三十一日		As at 31st December 2002 二零零二年 十二月三十一日	
Within 1 year	一年內	1,384	45.4%	1,485	64.4%
After 1 year but within 2 years	一至兩年	1,550	50.9%	340	14.7%
After 2 years but within 3 years	兩至三年	112	3.7%	482	20.9%
Total bank borrowings	總銀行借貸	3,046	100%	2,307	100%
Less: Bank deposits and cash	減：銀行存款及現金	(660)		(489)	
Net bank borrowings	淨銀行借貸	2,386		1,818	

Management Discussion and Analysis

管理層討論及分析

As at 31st December 2003, the Group had banking facilities of approximately HK\$3,046 million (2002: HK\$2,307 million) for short-term and long-term bank loans, which were fully utilized.

於二零零三年十二月三十一日，本集團就短期及長期銀行貸款取得3,046,000,000港元(二零零二年：2,307,000,000港元)銀行信貸並已全數動用。

Charges on Assets

資產抵押

As at 31st December 2003, certain assets of the Group with an aggregate carrying value of HK\$2,738 million (2002: HK\$2,347 million) were pledged with banks for loan facilities used by subsidiaries, a jointly controlled entity and related companies.

於二零零三年十二月三十一日，本集團若干總賬面值2,738,000,000港元(二零零二年：2,347,000,000港元)的資產已抵押予銀行，作為附屬公司，一間共同控制實體及關連公司所用貸款的抵押。

Contingent liabilities

或然負債

As at 31st December 2003, the Group provided guarantees to banks for:-

於二零零三年十二月三十一日，本集團就以下項目向銀行提供擔保：

		2003 二零零三年 HK\$ million 百萬港元	2002 二零零二年 HK\$ million 百萬港元
- mortgage facilities granted to buyers of the Group's properties	— 就購買本集團物業之買家提供按揭貸款	1,861	1,323
- loans borrowed by a jointly controlled entity	— 一間共同控制實體的借貸	94	85
- loans borrowed by related companies	— 關連公司的借貸	86	107
- loans borrowed by an associate	— 一間聯營公司的借貸	—	9
		2,041	1,524

Management Discussion and Analysis

管理層討論及分析

Capital commitments

The Group's capital commitments in respect of land and property construction costs and capital contribution to a jointly controlled entity, which were authorized and contracted for, amounted to HK\$2,431 million at 31st December 2003 (2002: HK\$4,137 million). With the continuous cash inflow from property sales and the committed banking facilities coupled with the cash in hand, the Group is in an adequate liquidity position to meet these on-going capital commitments by stages.

Treasury policies and capital structure

The Group adopts a prudent approach with respect to treasury and funding policies, with a focus on risk management and transactions that are directly related to the underlying business of the Group.

資本承擔

於二零零三年十二月三十一日，本集團涉及土地及物業建築成本及對一間共同控制實體注資的已批准及已訂約資本承擔為2,431,000,000港元(二零零二年：4,137,000,000港元)。由於物業銷售產生持續現金流入，加上已承諾的銀行信貸及手頭現金，本集團具備足夠流動資金以應付不同階段的持續資本承擔。

財資政策及資本結構

本集團就其財資政策及資本結構取態審慎，並專注於風險管理及與本集團的基本業務有直接關係的交易。

Report of the Directors

The Directors are pleased to present their annual report together with the audited accounts of Hopson Development Holdings Limited (the "Company") and its subsidiaries (together the "Group") for the year ended 31st December 2003.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries, associate and jointly controlled entity are principally engaged in investment holding and property development, investment and management.

An analysis of the Group's turnover by activity and their respective contributions to operating profit for the year ended 31st December 2003 by business segment is as follows:

		Turnover	Contribution to operating profit
		營業額	經營溢利 貢獻
		HK\$'000	HK\$'000
		千港元	千港元
Pre-sale and sale of properties	物業預售及銷售	3,238,906	486,842
Rental income	租金收入	35,487	31,318
Property management fees	物業管理費	51,529	5,047
		3,325,922	523,207
Other revenue	其他收入		7,211
			530,418

No analysis of the Group's turnover and profit attributable to shareholders by geographical location is presented because substantially all of the Group's turnover and profit attributable to shareholders for the year ended 31st December 2003 were derived from activities carried out in mainland China.

董事會報告

董事會欣然提呈合生創展集團有限公司(「本公司」)及其附屬公司(以下統稱「本集團」)截至二零零三年十二月三十一日止年度的年報連同經審核賬目。

主要業務

本公司為一間投資控股公司，旗下各附屬公司、聯營公司及共同控制實體主要從事投資控股、物業發展、投資及物業管理業務。

本集團截至二零零三年十二月三十一日止年度按業務劃分的營業額及其各自對經營溢利的貢獻分析如下：

由於大部份本集團截至二零零三年十二月三十一日止年度的營業額及股東應佔溢利均來自於中國大陸經營的業務，因此並無呈列本集團按地區劃分的營業額及股東應佔溢利的貢獻分析。

Report of the Directors

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31st December 2003, the five largest customers of the Group accounted for approximately 0.6% of the Group's total turnover while the five largest suppliers of the Group accounted for 78% of the Group's total purchases. In addition, the largest customer of the Group accounted for approximately 0.2% of the Group's total turnover while the largest supplier of the Group accounted for 36% of the Group's total purchases.

Save for the association with certain related companies as set out in Note 3 to the accompanying accounts, none of the Directors, their associates or any shareholders (which to the knowledge of the Directors owned more than 5% of the Company's share capital) has a beneficial interest in the Group's five largest customers or five largest suppliers.

RESULTS AND APPROPRIATIONS

Details of the Group's results for the year ended 31st December 2003 are set out in the consolidated profit and loss account on page 53 of this annual report.

An interim dividend of HK2 cents per share, totalling HK\$20,040,000 was declared and paid during the year. The Directors recommend the payment of a final dividend of HK3 cents per share, which will bring the total dividends for the year ended 31st December 2003 to HK\$50,100,000.

SHARE CAPITAL

Details in share capital of the Company are set out in Note 35 to the accompanying accounts.

RESERVES

Movements in reserves of the Group and of the Company during the year are set out in Note 37 to the accompanying accounts.

Distributable reserves of the Company as at 31st December 2003, calculated under the Companies Act of Bermuda, amounted to HK\$50,062,000 (2002: HK\$6,608,000).

董事會報告

主要顧客及供應商

於截至二零零三年十二月三十一日止年度期間，本集團五名最大客戶約佔本集團營業額的0.6%，而本集團五名最大供應商則約佔本集團採購額的78%。此外，本集團的最大客戶約佔本集團營業額的0.2%，而本集團的最大供應商則約佔本集團採購額的36%。

除於隨附的經審核賬目附註3所載與若干關連公司有聯繫外，概無董事、彼等的聯繫人等或任何股東（據董事所知擁有超過本公司5%之股本者）於本集團五名最大客戶或五名最大供應商中擁有實質權益。

業績及分派

本集團截至二零零三年十二月三十一日止年度的業績詳情載於本年報第53頁的綜合損益表內。

中期股息每股2港仙，合共20,040,000港元，已於本年度內宣派及支付。董事會建議派發末期股息每股3港仙；故此，截至二零零三年十二月三十一日止年度股息總額將為50,100,000港元。

股本

本公司的股本詳情載於隨附之賬目附註35。

儲備

本集團及本公司於本年度的儲備變動載於隨附賬目附註37。

於二零零三年十二月三十一日，根據百慕達公司法計算，本公司的可供分派儲備為50,062,000港元（二零零二年：6,608,000港元）。

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DONATIONS

During the year, the Group made charitable donations totalling HK\$6,109,000 (2002: HK\$1,251,000) to various organisations for charitable purposes.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws and there is no restriction against such rights under the laws of Bermuda.

PROPERTIES AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in properties and equipment and investment properties of the Group during the year are set out in Notes 14 and 15 to the accompanying accounts, respectively.

SUBSIDIARIES AND ASSOCIATE

Particulars of the Company's subsidiaries and associate are set out in Notes 19 and 20 to the accompanying accounts, respectively.

BANK LOANS

Particulars of bank loans as at 31st December 2003 are set out in Notes 30 and 31 to the accompanying accounts.

PENSION SCHEMES

Details of the pension schemes are set out in Note 42 to the accompanying accounts.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 131 to 134.

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捐款

於本年，本集團為慈善用途捐款6,109,000港元（二零零二年：1,251,000港元）予多個機構。

優先購買權

本公司細則並無優先購買權條文，而百慕達法例亦無限制該等權利。

物業及設備和投資物業

本集團於本年度的物業及設備和投資物業變動詳情分別載於隨附賬目附註14及附註15。

附屬公司及聯營公司

本公司的附屬公司及聯營公司詳情分別載於賬目附註19及附註20。

銀行貸款

於二零零三年十二月三十一日的銀行貸款詳情載於隨附賬目附註30及附註31。

退休金計劃

退休金計劃詳情載於隨附賬目附註42。

五年財務摘要

本集團於過去五年的業績及資產與負債摘要載於第131至134頁。

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ON-GOING CONNECTED TRANSACTIONS

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) has granted a conditional waiver to the Company from strict compliance with the requirements under Chapter 14 (the original Chapter 14 was deleted as from 31st March 2004 and replaced by a new Chapter 14A) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) in respect of certain on-going connected transactions. Pursuant to the waiver, the Company is not required to disclose details of such connected transactions by press notice and/or circular and/or to obtain prior independent shareholders’ approval. Details of such connected transactions are as follows:

- (i) Appointment of a main contractor – Guangdong Zhujiang Construction Limited (“GZ Construction”)

During the three years commencing 1st January 2003, the Group may, from time to time, appoint GZ Construction as its main contractor in respect of construction works to be carried out on property development projects of the Group. The appointment of GZ Construction as the Group’s main contractor will be on normal commercial terms conducted at arm’s length between the parties and in the ordinary and usual course of business of the Group; and will be fair and reasonable so far as the shareholders of the Company are concerned. Further, individual construction contracts will only be awarded to GZ Construction if the terms offered by it are no less favourable than those offered by other contractors. GZ Construction, being a 60%-owned subsidiary of Guangdong Zhujiang Investment Limited (“GD Zhujiang”), a minority shareholder of certain subsidiaries of the Company, is a connected person of the Company under the Listing Rules. During the year ended 31st December 2003, construction fees paid/payable to GZ Construction amounted to approximately HK\$1,250,000,000 (2002: HK\$1,969,000,000).

持續關連交易

香港聯合交易所有限公司(「聯交所」)已就若干持續關連交易，批准本公司有條件豁免嚴格遵守聯交所證券上市規則(「上市規則」)第14章(原14章已於二零零四年三月三十一日刪除，新的14A章取代)的規定。根據該項豁免，本公司毋須以刊發報章公告及／或通函方式披露該等關連交易詳情，及／或事先獲取獨立股東批准。該等關連交易詳情如下：

- (i) 委任總承建商－廣東珠江工程總承包有限公司(「珠江總承包」)

由二零零三年一月一日起計三年期間，本集團可不時委聘珠江總承包為本集團將進行建築工程的物業發展項目的主要承建商。本集團將循雙方按公平磋商原則及於本集團日常業務範圍內對本公司股東屬公平合理的一般商業條款，委聘珠江總承包為本集團的主要承建商。此外，只有當珠江總承包所開出的條款並不遜於其他承建商，個別建築合約才會批予珠江總承包。根據上市規則，由於珠江總承包為廣東珠江投資有限公司(「廣東珠江」)(本公司若干附屬公司的少數股東)持有60%權益的附屬公司，故珠江總承包乃本公司的關連人士。於截至二零零三年十二月三十一日止年度已付／應付珠江總承包的建築費用約為1,250,000,000港元(二零零二年：1,969,000,000港元)。

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- (ii) Appointment of a main contractor – Guangdong Hanjiang Construction Installation Project Limited (“Hanjiang”)

During the three years commencing 1st January 2003, the Group may, from time to time, appoint Hanjiang as its main contractor in respect of construction works to be carried out on property development projects of the Group. The appointment of Hanjiang as the Group’s main contractor will be on normal commercial terms conducted at arm’s length between the parties and in the ordinary and usual course of business of the Group; and will be fair and reasonable so far as the shareholders of the Company are concerned. Further, individual construction contracts will only be awarded to Hanjiang if the terms offered by it are no less favourable than those offered by other contractors. Hanjiang is owned as to 90 per cent. by Mr. Chu Hing Yee, the brother of Mr. Chu Mang Yee, the Chairman and executive Director of the Company (“Mr.Chu”), and 10 per cent. by Mr. Chu Fan, the brother-in-law of Mr. Chu. Each of Mr. Chu Hing Yee and Mr. Chu Fan is a connected person of the Company under the Listing Rules. Accordingly, Hanjiang being an associate of Mr. Chu Hing Yee is also a connected person of the Company. During the year ended 31st December 2003, construction fees paid/payable to Hanjiang amounted to approximately HK\$882,000,000 (2002: Nil).

- (iii) Appointment of a property management company – Guangdong Esteem Property Services Limited (“Esteem”)

During the three years commencing 1st January 2003, the Group may appoint Esteem to manage the unsold units of the Group’s properties located in Guangzhou and the southern part of Guangdong Province in return for management fees equal to 50% of those charged to owners of individual units of the sold properties. Esteem is a connected person of the Company under the old Chapter 14 of the Listing Rules because 10% equity interest of Esteem is held by Guangdong Zhujiang Property

- (ii) 委任總承建商－廣東韓江建築安裝工程有限公司（「韓江」）

由二零零三年一月一日起計三年期間，本集團可不時委聘韓江為本集團將進行建築工程的物業發展項目的主要承建商。本集團將循雙方按公平磋商原則及於本集團日常業務範圍內對本公司股東屬公平合理的一般商業條款，委聘韓江為本集團的主要承建商。此外，只有當韓江所開出的條款並不遜於其他承建商，個別建築合約才會批予韓江。韓江由本公司主席兼執行董事朱孟依先生（「朱先生」）之胞弟朱慶伊先生擁有90%權益，以及由朱先生之妹夫朱帆先生擁有10%權益。根據上市規則，朱慶伊先生及朱帆先生均為本公司之「關連人士」。因此，韓江作為朱慶伊先生之聯繫人士亦屬本公司之關連人士。於截至二零零三年十二月三十一日止年度已付／應付韓江的建築費用約為882,000,000港元（二零零二年：無）。

- (iii) 委任物業管理公司－廣東康景物業服務有限公司（「康景」）

由二零零三年一月一日起計三年期間，本集團可委任康景以管理本集團位於廣州及廣東省南部的未出售物業單位，並按照向已出售物業單位業主徵收的管理費的50%收取管理費。根據上市規則原14章，由於廣東珠江物業管理公司（廣東珠江的全資附屬公司）持有康景10%權益，故康景乃本公司的關

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Management Company, a wholly-owned subsidiary of GD Zhujiang. During the year ended 31st December 2003, management fees paid/payable to Esteem amounted to approximately HK\$4,196,000 (2002: HK\$2,250,000).

On 19th January 2004, the Group acquired the remaining 10% equity interest in Esteem from Guangdong Zhujiang Property Management Company for a consideration of RMB467,000. Esteem thus became a wholly-owned subsidiary of the Company. After 19th January 2004, any transactions between the Company and Esteem are exempt from the disclosure or shareholders' approval requirement of the Listing Rules.

- (iv) Appointment of a property management company – Beijing Zhujiang Century Property Management Limited (“Beijing Century”)

During the three years commencing 1st January 2003, the Group may appoint Beijing Century to manage the unsold units of the Group's properties located in Beijing and Tianjin in return for management fees equal to 50% of those charged to owners of individual units of the sold properties. Beijing Century is owned as to 80% by Beijing Zhujiang Real Estate Development Company Limited (“Beijing Zhujiang”) and 20% by GZ Construction, while Beijing Zhujiang is owned as to 60 per cent. by GD Zhujiang and 40 per cent. by GZ Construction. Accordingly, Beijing Century is a connected person of the Company under the Listing Rules. During the year ended 31st December 2003, management fees paid/payable to Beijing Century amounted to approximately HK\$1,926,000 (2002: HK\$512,000).

連人士。於截至二零零三年十二月三十一日止年度已付／應付康景的管理費約為4,196,000港元(二零零二年：2,250,000港元)。

於二零零四年一月十九日，本集團向廣東珠江物業管理公司收購康景餘下10%權益，代價為人民幣467,000元。康景因此成為本公司的全資附屬公司。於二零零四年一月十九日之後，本公司與康景之任何交易均獲豁免遵守上市規則的披露或股東批准要求。

- (iv) 委任物業管理公司－北京珠江世紀物業管理有限公司(「北京世紀」)

由二零零三年一月一日起計三年期間，本集團可委任北京世紀以管理本集團位於北京及天津的未出售物業單位，並按照向已出售物業單位業主徵收的管理費的50%收取管理費。北京世紀由北京珠江房地產開發有限公司(「北京珠江」)及珠江總承包分別擁有80%及20%股權；而北京珠江則由廣東珠江及珠江總承包分別擁有60%及40%權益。因此，根據上市規則，北京世紀為本公司之「關連人士」。於截至二零零三年十二月三十一日止年度已付／應付北京世紀的管理費約為1,926,000港元(二零零二年：512,000港元)。

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The independent Non-executive Directors have reviewed the above transactions and confirmed that:

- (i) a. the above transactions have been conducted at arm's length between the parties on normal commercial terms and in the ordinary and usual course of the business of the Group, and are fair and reasonable so far as the shareholders of the Company are concerned;
- b. the above transactions have been carried out on terms no less favourable than terms available from independent third parties;
- c. the disclosure provided herein in respect of the details of the above transactions is in compliance with the old Rule 14.25 (1)(A) to (D) of the Listing Rules;
- (ii) during the year ended 31st December 2003, construction fees paid/payable to GZ Construction amounted to approximately HK\$1,250,000,000 (2002: HK\$1,969,000,000), which has not exceeded the annual construction fees paid/payable to GZ Construction in respect of the year concerned as permitted under the said waiver from the Stock Exchange;
- (iii) during the year ended 31st December 2003, construction fees paid/payable to Hanjiang amounted to approximately HK\$882,000,000 (2002: Nil), which has not exceeded the annual construction fees paid/payable to Hanjiang in respect of the year concerned as permitted under the said waiver from the Stock Exchange;
- (iv) during the year ended 31st December 2003, management fees paid/payable to Esteem amounted to approximately HK\$4,196,000 (2002: HK\$2,250,000), which has not exceeded the annual management fees paid/payable to Esteem in respect of the year concerned as permitted under the said waiver from the Stock Exchange; and

獨立非執行董事已審閱上述交易，並確認：

- (i) a. 上述交易已由訂約各方按公平磋商原則、並以一般商業條款，及於本集團日常業務範圍內進行，對本公司股東而言乃屬公平合理；
- b. 上述交易乃按不遜於獨立第三方可提供的條款進行；
- c. 本文就上述交易細節所提供的披露，乃根據上市規則原14.25(1)(A)至(D)條而作出；
- (ii) 於截至二零零三年十二月三十一日止年度內已付／應付珠江總承包的建築費用約1,250,000,000港元(二零零二年：1,969,000,000港元)，並未超過根據聯交所授予的上述豁免所批准於有關年度可向珠江總承包支付／應付的全年建築費用限額；
- (iii) 於截至二零零三年十二月三十一日止年度內，已付／應付韓江的管理費約為882,000,000港元(二零零二年：無)，並未超過根據聯交所授予的上述豁免所批准於有關年度可向韓江支付／應付的全年管理費限額；
- (iv) 於截至二零零三年十二月三十一日止年度內，已付／應付康景的管理費約為4,196,000港元(二零零二年：2,250,000港元)，並未超過根據聯交所授予的上述豁免所批准於有關年度可向康景支付／應付的全年管理費限額；及

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- (v) during the year ended 31st December 2003, management fees paid/payable to Beijing Century amounted to approximately HK\$1,926,000 (2002: HK\$512,000), which has not exceeded the annual management fees paid/payable to Beijing Century in respect of the year concerned as permitted under the said waiver from the Stock Exchange.

The auditors of the Company have reviewed the above transactions and confirmed that the transactions:

- (1) have received approval from the Board of Directors; and
- (2) have been entered into in accordance with the terms of the agreements governing the transactions.

Save as disclosed in Note 3 to the accompanying accounts, no other contracts of significance in relation to the Company's business to which the Company or any of its subsidiaries, associate, jointly controlled entity or holding company was a party and in which any of the Company's Directors had a material interest, subsisted at the end of the year or at any time during the year.

CONNECTED TRANSACTIONS

During the year ended 31st December 2003, the Group entered into the following connected transactions:

- (i) Acquisition of additional 21% equity interest in Guangdong Hopson Leijing Real Estates Limited ("Leijing")

On 25th May 2003, the Group entered into an agreement with GD Zhujiang, Guangzhou Zhujiang Property Development Centre Company Limited ("GZ Development Centre"), Guangzhou Tong Rui Da Real Estate Industrial Company Limited ("Tong Rui Da"), Guangdong Zhujiang Industrial Development Company Limited ("GZ Industrial") and York Joint Development Limited ("York Joint") to acquire an additional 21% equity interest of Leijing, a 53.5% owned subsidiary of the Group prior to such acquisition, which engaged in property development and is incorporated in mainland China. GZ

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- (v) 於截至二零零三年十二月三十一日止年度內，已付／應付北京世紀的管理費約為1,926,000港元(二零零二年：512,000港元)，並未超過根據聯交所授予的上述豁免所批准於有關年度可向北京世紀支付／應付的全年管理費限額。

本公司核數師已審閱上述交易，並確認該等交易：

- (1) 已獲董事會批准；及
- (2) 根據該等交易協議之條款進行。

除隨附賬目附註3所披露外，本公司的董事概無於本年度年終或年內任何時間，在本公司或其任何附屬公司、聯營公司、共同控制實體或控股公司所訂立任何與本公司業務有關的其他重大合約中持有重大權益。

關連交易

於截至二零零三年十二月三十一日止年度，本集團訂立下列關連交易：

- (i) 收購廣東合生樂景房地產有限公司(「樂景」)額外21%股本權益

於二零零三年五月二十五日，本集團與廣東珠江、廣州珠江房地產開發中心有限公司(「廣州開發中心」)、廣州通瑞達房地產實業有限公司(「通瑞達」)、廣東珠江實業發展有限公司(「廣珠實業」)及潤俊發展有限公司(「潤俊」)訂立協議以購入樂景股本中之額外21%股本權益，於是項收購前樂景為本集團擁有53.5%權益之附屬公司，從事物業發展並於中國大陸註冊成立。廣東珠江分別持有廣州開發中心及廣珠實業92%及38%權益，

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Development Centre and GZ Industrial are owned as to 92% and 38% by GD Zhujiang, respectively and York Joint was a former shareholder of Leijing, and accordingly, GZ Development Centre, GZ Industrial, York Joint, together with GD Zhujiang are all connected persons under the Listing Rules. The Directors believe that, in view of the encouraging economic condition and property market in Guangzhou, the site being developed by Leijing, after development into a commodity property area, would be of great commercial value. The consideration of HK\$15.7 million, which approximately represented the fair value of the net identifiable assets acquired, was settled through share capital injection in Leijing.

- (ii) Acquisition of additional 4.7% equity interest in Guangzhou Hopson Yijing Real Estate Limited ("Yijing")

On 15th December 2003, the Group entered into an agreement with GD Zhujiang and Xin Nan Fang Real Estate Development Company Limited ("Xin Nan Fang") to acquire an additional 4.7% interest in the share capital of Yijing, a 60% owned subsidiary of the Group prior to such acquisition, which engaged in property development and is incorporated in mainland China from Xin Nan Fang. Xin Nan Fang is directly owned as to 90.65% by Mr. Chu Muk Chi, a brother of the Chairman, and therefore together with GD Zhujiang are connected persons of the Company under the Listing Rules. The Directors believe that, in view of the encouraging economic condition and property market in Guangzhou, the site being developed by Yijing after development into a commodity property area, would be of great commercial value. The consideration of HK\$8.4 million, which approximately represented the fair value of the net identifiable assets acquired, was settled through share capital injection in Yijing.

- (iii) Sale of land to the Chairman

On 15th December 2003, Guangdong Huanan New City Real Estate Limited ("Huanan Real Estate"), a 60% owned subsidiary of the Group sold an undeveloped land with an area of 11,117 sq.m. located between the south side of

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而潤俊為樂景之前股東，因此，廣州開發中心、廣珠實業、潤俊及廣東珠江均為上市規則下之關連人士。董事相信，鑑於廣州經濟狀況及樓市表現令人鼓舞，樂景現正發展之地盤於發展成為商品房地區後將具有重大商業價值。代價15,700,000港元(約相當於所購入可識別淨資產之公平值)透過向樂景注資方式繳付。

- (ii) 收購廣州合生逸景房地產有限公司「逸景」額外4.7%股本權益

於二零零三年十二月十五日，本集團與廣東珠江、廣州新南方房地產開發有限公司(「新南方」)訂立協議由新南方購入逸景股本中之額外4.7%權益，於是項收購前逸景為本集團擁有60%權益之附屬公司，其從事物業發展並於中國大陸註冊成立。本公司主席之兄長朱沐之先生直接持有新南方90.65%權益，因此連同廣東珠江為上市規則下之關連人士。董事相信，鑑於廣州經濟狀況及樓市表現令人鼓舞，逸景現正發展之地盤於發展成為商品房地區後將具有重大商業價值。代價8,400,000港元(約相當於所購入可識別淨資產之公平值)透過向逸景注資方式繳付。

- (iii) 向主席出售土地

於二零零三年十二月十五日，本集團擁有60%權益之附屬公司廣東華南新城房地產有限公司(「華南房地產」)向本公司主席出售一塊位於南村鎮珠江河畔南面及廣東省番禺市

Report of the Directors

Zhujiang River Bank of Nan Village Town and the north side of Xin Cheng Road in Panyu of Guangdong Province to the Chairman for his own use and enjoyment at a consideration of HK\$4,111,192, which was determined with reference to the open market value.

- (iv) Establishment of a sino-foreign co-operative joint venture in Tianjin City, PRC

On 15th December 2003, Nambour Properties Limited ("Nambour"), a wholly owned subsidiary of the Group, entered into an agreement with Tianjin Zhujiang Industrial Company Limited ("Tianjin Zhujiang"), owned as to 60% by GD Zhujiang and 40% by GZ Construction, to form a sino-foreign co-operative joint venture (the "Joint Venture") in the PRC, for the development, construction and operation of a hotel in Tianjin City, PRC. The Directors consider that Tianjin will become an even more popular city for local tourists and tourists all over the world after the accession to the World Trade Organization and the hosting of the Olympic Game in 2008 by the PRC and the demand for luxurious hotels in Tianjin will therefore increase. The registered capital of the Joint Venture is RMB 72 million (HK\$67.9 million) – 30% by Tianjin Zhujiang and 70% by Nambour.

- (v) Sale of 30% equity interest in Tonking International Limited ("Tonking") to the Chairman

Prior to the sale, Tonking, owned as to 30% by Hopeson Holdings Limited and 70% by Miss Wong, an independent third party, held a property of negative equity value, had an unaudited negative net tangible asset value amounted to HK\$14,503,000 and carried an outstanding bank loan of HK\$8,348,533. In order to cease advancing further loans to Tonking for the repayment of outstanding bank loans, on 15th December 2003, the Group entered into an agreement with Miss Wong, an independent third party and the Chairman to sell its 30% equity interest in Tonking to the Chairman at a consideration of HK\$1. In addition, the Group agreed to waive the loan due from Tonking amounted to HK\$8,928,000 and the Chairman assumed all the liabilities of Tonking.

董事會報告

新城路北面，面積為11,117平方米之未發展地盤供其本身消閒之用，代價為4,111,192港元，此乃參照公開市值而釐定。

- (iv) 在中國天津市成立中外合作合營企業

於二零零三年十二月十五日，本集團之全資附屬公司南博置業有限公司（「南博」）與天津珠江實業有限公司（「天津珠江」）（分別由廣東珠江及廣珠工程擁有60%及40%股權）訂立協議，在中國組成中外合作合營企業（「合營企業」）以在中國天津市發展、興建及經營一間酒店。董事認為，隨着中國加入世界貿易組織，及主辦二零零八年奧運會，天津將吸引更多本地及世界各地之旅客，因此天津對豪華酒店之需求將增加。合營企業之註冊資本為人民幣72,000,000元（67,900,000港元），天津珠江佔30%，而南博佔70%。

- (v) 向主席出售同恒國際有限公司（「同恒」）30%股本權益

於出售前，同恒之30%由合生集團有限公司擁有，70%由一名獨立第三者黃女士擁有。同恒持有一項負資產值物業，其未經審核有形資產淨值為負數為14,503,000港元及未償還銀行貸款為8,348,533港元。為免再向同恒墊付貸款以償還尚未償還之銀行貸款，於二零零三年十二月十五日，本集團與該名獨立第三者黃女士及本公司主席訂立協議，以1港元之代價向主席出售其於同恒之30%股本權益。此外，本集團亦同意豁免同恒欠付之8,928,000港元，而主席已承擔同恒之所有負債。

Report of the Directors

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors who held office during the year and up to the date of this report were:

Executive Directors

Mr. Chu Mang Yee (*Chairman*)

Mr. Xiang Bin (*Deputy Chairman*)

Mr. Au Wai Kin

Mr. Chen Chang Ying

(*Appointed on 10th December 2003*)

Mr. Cheung Fong Wing

Ms. Xiao Yan Xia

Mr. Tse Sai Tung, Stones (*Managing Director and CEO*)

(*Resigned on 29th September 2003*)

Mr. Au Yeung Fu, Anthony (*Deputy Chairman*)

(*Resigned on 1st August 2003*)

Independent Non-executive Directors

Mr. Yuen Pak Yiu, Philip

Mr. Lee Tsung Hei, David

Mr. Wong Shing Kay, Oliver

All Directors except Mr. Chu Mang Yee is subject to retirement by rotation at annual general meetings of the Company in accordance with the Company's Bye-laws. In accordance with the Company's Bye-laws, Mr. Xiang Bin ("Mr. Xiang") retires from office by rotation and, being eligible, offer himself for re-election at the forthcoming annual general meeting.

Mr. Xiang has a service contract with the Company for an initial term of 5 years (subject to the termination provisions of the service contract) commencing from 15th February 2001 and will continue thereafter until terminated by notice given by either party. Subject to the terms of Mr. Xiang's service contract, after his re-election at the forthcoming annual general meeting, Mr. Xiang will continue to serve on the board of Directors for a period of approximately 3 years until he becomes due to retire by rotation again in accordance with the Bye-laws of the Company. Pursuant to Mr. Xiang's service contract, he is entitled to, among other things,

董事會報告

董事及董事服務合約

本年度內及直至本報告刊發日期在任的董事如下：

執行董事

朱孟依先生 (主席)

項斌先生 (副主席)

歐偉建先生

陳長纓先生

(於二零零三年十二月十日獲委任)

張芳榮先生

蕭燕霞女士

謝世東先生 (董事總經理兼總裁)

(於二零零三年九月二十九日辭職)

歐陽富先生 (副主席)

(於二零零三年八月一日辭職)

獨立非執行董事

阮北耀先生

李頌熹先生

黃承基先生

全體董事 (朱孟依先生除外) 須根據本公司的公司細則於本公司股東週年大會上輪值退任。根據本公司的公司細則，項斌先生 (「項先生」) 須輪值退任，惟彼合資格且願意於應屆股東週年大會上膺選連任。

項先生與本公司訂立服務合約，任期最初由二零零一年二月十五日起計五年 (受服務合約之中止條文所限)，其後繼續延任，直至任何一方通知對方予以終止為止。根據項先生的服務合約條款，項先生於應屆股東週年大會膺選連任後，將繼續留任董事會約三年，直至其須根據本集團細則輪值告退為止。根據項先生的服務合約，彼有權 (其中包括) 收取年薪 2,000,000 港元、為本集團服務一年後收取 1,000,000 份購股

Report of the Directors

an annual salary of HK\$2,000,000, 1,000,000 option shares after completion of 1 year's service with the Group, sales bonus and share options determined by reference to the Group's sales performance and housing allowance during his first year of service.

Mr. Xiang does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. So far as the Directors are aware, as at the date of this report, Mr. Xiang beneficially held 1,000,000 shares in the capital of the Company.

In accordance with the Company's Bye-laws, all the Directors appointed by the Directors during the year retire at the next annual general meeting next following their appointment. Accordingly, Mr. Chen Chang Ying ("Mr. Chen") retires from office and, being eligible, offers himself for re-election at the forthcoming annual general meeting.

After his re-election at the forthcoming annual general meeting, Mr. Chen will continue to serve on the board of Directors for a period of approximately 3 years until he becomes due to retire by rotation again in accordance with the Bye-laws of the Company. Mr. Chen does not have a service contract with the Company. Pursuant to Mr. Chen's service contract with a wholly-owned subsidiary of the Company, he is entitled to, among other things, an annual salary of RMB500,000, an annual consultancy fee of HK\$500,000, a sales bonus determined by reference to the Group's sales performance, housing allowance, pension scheme contribution and medical insurance.

Mr. Chen does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. So far as the Directors are aware, as at the date of this report, Mr. Chen did not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO Ordinance")) in the shares of the Company.

In accordance with the Company's Bye-laws, Mr. Cheung Fong Wing will also retire by rotation from office and will not offer himself for re-election.

董事會報告

權股份、參照本集團銷售表現而釐定的銷售花紅及購股權，以及於第一年服務的房屋津貼。

項先生概無與本公司任何其他董事、高級管理人員、主要股東及控股股東有任何關係。就董事所知，於本報告日期，項先生實益擁有本公司股本中1,000,000股股份。

根據本公司的公司細則，所有於年內由董事所委任的董事須於其被委任後之下一屆股東週年大會上告退。因此，陳長纓先生（「陳先生」）須告退，惟彼合資格且願意於應屆股東週年大會上膺選連任。

陳先生於應屆股東週年大會膺選連任後，將繼續留任董事會約三年，直至其須根據本集團細則輪值告退為止。陳先生並無與本公司訂立服務合約。根據陳先生與本公司一間全資附屬公司的服務合約，彼有權（其中包括）收取年薪人民幣500,000元、顧問費每年500,000港元、參照本集團銷售表現而釐定的銷售花紅、房屋津貼、退休金計劃及醫療保險。

陳先生概無與本公司任何其他董事、高級管理人員、主要股東及控股股東有任何關係。就董事所知，於本報告日期，陳先生概無於本公司股份中實益擁有任何權益（定義見證券及期貨條例第十五部）。

根據本公司的公司細則，張芳榮先生亦須輪值退任，惟彼不願意膺選連任。

Report of the Directors

董事會報告

None of the Directors have a service contract with the Company or any of its subsidiaries which is not terminable within one year without payment of compensation other than statutory compensation.

所有董事概無與本公司或其任何附屬公司訂立於一年內不作賠償(法定賠償除外)即不可終止的服務合同。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31st December 2003, the interests or short positions of the Directors and chief executives of the Company in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, to be notified to the Company and the Stock Exchange, were as follows:

董事於股份、相關股份及債券擁有之權益及淡倉

於二零零三年十二月三十一日，本公司董事及行政總裁根據證券及期貨條例第XV部第7及第8分部已知會本公司及聯交所其於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份中擁有之權益或淡倉(包括根據證券及期貨條例之該等規定被認為或視作擁有之權益或淡倉)，或必須列入根據證券及期貨條例第352條予以存置之登記冊內，或根據上市公司董事進行證券交易的標準守則必須知會本公司及聯交所之權益或淡倉載列如下：

(1) Long positions in shares

(1) 於股份之好倉

Name of directors	董事姓名	Number of shares of the Company				Percentage of	
		Personal interests	Family interests	Corporate interests	Other interests	Total	shares outstanding
		個人權益	家屬權益	公司權益	其他權益	合計	佔已發行股份百分比
Mr. Chu Mang Yee (a)	朱孟依先生(a)	-	-	637,500,000	-	637,500,000	63.62%
Mr. Au Wai Kin (b)	歐偉建先生(b)	-	-	37,500,000	-	37,500,000	3.74%
Mr. Cheung Fong Wing (c)	張芳榮先生(c)	-	-	38,000,000	-	38,000,000	3.79%
Ms. Xiao Yan Xia	蕭燕霞女士	100,000	-	-	-	100,000	0.01%

Notes –

- a. Mr. Chu Mang Yee held 637,500,000 shares of the Company through Sounda Properties Limited, a company wholly-owned by him, and HKSCC Nominees Limited.
- b. Mr. Au Wai Kin held 37,500,000 shares of the Company through a company wholly-owned and controlled by him.

附註 –

- a. 朱孟依先生透過其全資擁有的新達置業有限公司及香港中央結算(代理人)有限公司持有本公司637,500,000股股份。
- b. 歐偉建先生透過其全資擁有及控制的公司持有本公司37,500,000股股份。

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- c. Mr. Cheung Fong Wing held 38,000,000 shares of the Company through a company 60% owned by him and 20% owned by his spouse.

- c. 張芳榮先生透過其擁有60%權益及其配偶擁有20%權益的一間公司持有本公司38,000,000股股份。

(2) Long positions in share options

As at 31st December 2003, Mr. Xiang Bin, Executive Director of the Company, has personal interests in share options granted under the Old Scheme (as mentioned below in the section headed "Information on Share Option Schemes") to subscribe for shares of the Company. The following table discloses movements in the Company's share options outstanding at the beginning and at the end of the year:

(2) 於購股權之好倉

於二零零三年十二月三十一日，本公司的執行董事項斌先生擁有根據舊計劃（下文「購股權計劃的資料」一節內所述）授出的認購本公司股份的購股權個人權益。下表披露本公司尚未行使之購股權於年初及年終之變動：

Date of grant	授出日期	Exercise price per share 每股行使價	Exercise period 行使期	Number of share options 購股權數目				End of year 年終
				Beginning of year 年初	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	
Mr. Tse Sai Tung, Stones	謝世東先生							
14th July 1998	一九九八年七月十四日	HK\$1.49/港元	14th July 1998 to 13th July 2003 一九九八年七月十四日至二零零三年七月十三日	2,000,000	-	-	2,000,000 ⁽¹⁾	-
14th July 1999	一九九九年七月十四日	HK\$1.00/港元	14th July 1999 to 13th July 2004 一九九九年七月十四日至二零零四年七月十三日	1,000,000	-	-	1,000,000 ⁽²⁾	-
18th September 2002	二零零二年九月十八日	HK\$1.16/港元	18th September 2002 to 17th September 2007 二零零二年九月十八日至二零零七年九月十七日	1,000,000	-	-	1,000,000 ⁽²⁾	-
				4,000,000	-	-	4,000,000	-
Mr. Xiang Bin	項斌先生							
30th April 2002	二零零二年四月三十日	HK\$1.17/港元	30th April 2002 to 29th April 2007 二零零二年四月三十日至二零零七年四月二十九日	1,000,000	-	-	-	1,000,000
				5,000,000	-	-	4,000,000	1,000,000

Report of the Directors

- (1) The option granted to Mr. Tse Sai Tung, Stones was not exercised within the exercise period and therefore lapsed at the expiry of the exercise period.
- (2) Mr. Tse Sai Tung, Stones resigned as Director of the Group on 29th September 2003 and his unexercised options therefore lapsed upon his resignation.

Save as disclosed above, as at 31st December 2003, none of the Directors, chief executives of the Company and their associates had any personal, family, corporate or other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, to be notified to the Company and the Stock Exchange.

Apart from the foregoing, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or any of their spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, and no Directors or chief executives or their respective spouses or children under 18 years of age had been granted any right to subscribe for equity or debt securities of the Company nor exercised any such right.

董事會報告

- (1) 授予謝世東先生之購股權於行使期間未被行使，因此，於其行使期屆滿時即告失效。
- (2) 謝世東先生於二零零三年九月二十九日辭任董事，因此，其尚未行使之購股權於其辭職時失效。

除上文所披露者外，於二零零三年十二月三十一日，本公司董事，行政總裁或彼等之聯繫人概無擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所所有關於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中任何個人、家族、公司或其他權益或淡倉（包括根據證券及期貨條例之該等規定被認為或視作擁有之權益或淡倉），或必須列入根據證券及期貨條例第352條予以存置之登記冊內，或根據上市公司董事進行證券交易的標準守則必須知會本公司及聯交所之任何個人、家族、公司或其他權益或淡倉。

除上述者外，於年內任何時間，本公司及其任何附屬公司並無訂立任何安排，以使董事或彼等之任何配偶或十八歲以下之子女有權透過購買本公司或任何其他法人團體之股份或債券而從中獲益，以及概無董事或行政總裁或彼等各自之配偶或十八歲以下之子女已獲授任何權利以認購本公司股份或債務證券或已行使該等權利。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS

Other than interests disclosed in the section headed "Directors' interests and short positions in shares, underlying shares and debentures" above, as at 31st December 2003, according to the register of interests kept by the Company under section 336 of the SFO, the following entity has interests or short positions in the shares of the Company which fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

Name of shareholders	股東名稱	Capacity and nature of interest 身份及權益性質	Number of issued shares 已發行股份數目	Percentage holding 持股百分比
Sounda Properties Limited (Long positions)	新達置業有限公司 (好倉)	Beneficial owner 實益擁有人	637,500,000	63.62%

Save as disclosed above, as at 31 December, 2003, the Directors are not aware of any other persons who have interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.

主要股東

除上文「董事於股份、相關股份及債券擁有之權益及淡倉」一節所披露之權益外，於二零零三年十二月三十一日，按本公司根據證券及期貨條例第336條須存置之登記冊之記錄，下列實體於本公司股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉：

除上文所披露者外，於二零零三年十二月三十一日，就董事所知，概無任何其他人士於本公司或任何聯營公司（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉。

INFORMATION ON SHARE OPTION SCHEMES

On 4th November 2002, the Company adopted a new Share Option Scheme (the "New Scheme") which is in compliance with Chapter 17 of the Listing Rules. No option shares have been granted under the New Scheme since its adoption. On the same day, the old share option scheme adopted by the Company on 4th April 1998 (the "Old Scheme") was terminated. Since its adoption, 7 million option shares were granted under the Old Scheme. All options granted under the Old Scheme prior to its termination, other than those lapsed, continue to be valid and exercisable in accordance with the Old Scheme whose provisions remain enforceable to the extent necessary to give effect to the exercise of such options.

購股權計劃的資料

於二零零二年十一月四日，本公司採納一項新購股權計劃（「新計劃」），該計劃符合上市規則第17章之規定。自新計劃採納以來概無據此授出購股權。同日，本公司於一九九八年四月四日採納之購股權計劃（「舊計劃」）已告終止。自舊計劃採納以來已據此授出7,000,000份購股權。所有於舊計劃終止前授出之購股權（已失效者除外）將繼續有效，並可按照舊計劃行使，該計劃之條文仍具效力，藉以行使該等購股權。

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董事會報告

The following is a summary of the New Scheme disclosed in accordance with the Listing Rules:

根據上市規則就新計劃所作披露概述如下：

- | | | | |
|--|--|--|---|
| 1. Purpose of the New Scheme | As recognition of the contribution of the participants by granting options to them as incentives or rewards. | 1. 新計劃目的 | 向參與者授予購股權以表揚彼等之貢獻，並以此激勵並回饋彼等之努力 |
| 2. Participants of the New Scheme | Any executive, employee, director (including executive director and independent non-executive director), consultant, adviser and/ agent of the company or any of its subsidiaries. | 2. 新計劃的參與者 | 本公司或其任何附屬公司的行政人員、僱員、董事(包括執行董事及獨立非執行董事)、專家顧問、顧問及／或代理人 |
| 3. Total number of shares available for issue under the New Scheme and percentage of issued share capital as at 31st December 2003 | 100,200,000 shares unless shareholders' approval has been obtained pursuant to the terms of the New Scheme (10% of issued share capital) | 3. 根據新計劃可發行股份總數及於二零零三年十二月三十一日佔已發行股本百分比 | 除非已依照新計劃條款取得股東批准，否則為100,200,000股(佔已發行股本的10%) |
| 4. Maximum entitlement of each participant under the New Scheme | The total number of shares issued and to be issued upon the exercise of share options already granted or to be granted to each participant (including both exercised and outstanding share options) in the 12-month period up to and including the date of grant shall not exceed 1% of the issued share capital as at the date of grant. Any grant of further options above this limit shall be subject to certain requirements as stipulated in the rules of the New Scheme. | 4. 每位參與者根據新計劃可認購的最高數額 | 每名計劃參與者行使已授予或將授予之購股權獲配發或將獲配發之股份總數目(包括已行使及尚未行使之購股權)，於授予之日前十二個月期間(包括授予當日)，不得超逾於授出日期已發行股本1%。再授予任何超逾此限額的購股權須受新計劃規則內訂明的若干規定所規限 |

Report of the Directors

董事會報告

- | | | | |
|--|---|---|---|
| 5. The period within which the shares must be taken up under an option | Commencing on the date of grant of an option and expiring at 5:00 p.m. on the earlier of the business day preceding the fifth anniversary thereof and the business day preceding the tenth anniversary of the date on which the New Scheme was adopted. | 5. 根據購股權須認購股份的期限 | 自購股權授出日期起至該授出日期的五週年的前一個營業日或至採納新計劃日期的十週年的前一個營業日(以較早者為準)下午五時正屆滿 |
| 6. The minimum period for which an option must be held before it can be exercised | Completion of half year's full-time services with the Company or a subsidiary. | 6. 須於行使前持有購股權的最短期限 | 於本公司或一間附屬公司完成半年全職服務 |
| 7. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be paid | Nil | 7. 申請或接納購股權的應付金額以及付款或通知付款的期限或償還申請購股權貸款的期限 | 無 |
| 8. The basis of determining the exercise price | The exercise price is determined by the board of Directors and shall at least be the highest of: | 8. 釐定行使價的基準 | 行使價由董事會釐定，最低須為以下的最高者： |
| | a. the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant options; | | a. 於有關購股權授出當日本公司股份於聯交所每日報價表的收市價； |

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- b. the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the relevant options; and
- c. the nominal value of the Company's shares
9. The remaining life of the New Scheme The Scheme was adopted on 4th November 2002 and will expire at 5:00 p.m. on the business day immediately preceding the tenth anniversary thereof

FOREIGN EXCHANGE FLUCTUATIONS

The Group earns revenue and incurs costs and expenses mainly in Renminbi. The Group experienced no significant foreign exchange movement and the Directors do not anticipate any significant foreign exchange loss as a result of changes in exchange rate between Hong Kong dollars and Renminbi in the foreseeable future.

MANAGEMENT CONTRACT

No contract concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

EMPLOYEES

As at 31st December 2003, the Group, excluding its associate and jointly controlled entity, employed a total of 2,859 (2002: 2,670) staff, the great majority of which were employed in mainland China.

The remuneration policies remained the same as revealed in the Annual Report for the year ended 31st December 2002.

- b. 於緊接有關購股權授出當日之前五個營業日本公司股份於聯交所每日報價表的平均收市價；及

- c. 本公司股份面值

9. 新計劃的剩餘期限 計劃於二零零二年十一月四日採納，至緊接十週年前的一個營業日下午五時正終止

外匯波動

本集團的主要收入為人民幣，並以人民幣支付成本及費用。本集團並無面對任何重大外匯波動，而董事預計在可見之未來亦不會因港元兌人民幣的匯率變動而產生重大外匯虧損。

管理合約

年內，就本公司整體或任何重要環節業務方面並無訂立或存在管理及行政合約。

僱員

於二零零三年十二月三十一日，本集團（不包括其聯營公司及共同控制實體）共僱用2,859名（二零零二年十二月三十一日：2,670名）職員，其中大部份駐中國大陸。

薪酬政策與截至二零零二年十二月三十一日止年度之年報所披露者相同。

Report of the Directors

CODE OF BEST PRACTICE

None of the Directors of the Company is aware of any information which would indicate that the Group is not, or was not, in compliance with the Code of Best Practice (the "Code") as set out in Appendix 14 to the Listing Rules at any time during the year ended 31st December 2003, except that the independent Non-executive Directors of the Company are not appointed for specific terms. However, all Directors except the Chairman and the Managing Director are subject to retirement by rotation at annual general meetings of the Company in accordance with the Company's Bye-laws. In the opinion of the Directors, this meets the objective of the Code.

PURCHASE, REDEMPTION AND SALE OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the year ended 31st December 2003.

AUDIT COMMITTEE

The Company's audit committee is composed of all the three independent Non-executive Directors of the Company. The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the consolidated accounts for the year ended 31st December 2003 with the Directors.

董事會報告

最佳應用守則

本公司董事認為，除並無設定本公司獨立非執行董事的特定委任期限外，概無任何資料顯示本集團於截至二零零三年十二月三十一日止年度內任何時間並無或從無遵守上市規則附錄14所載的最佳應用守則（「守則」）。然而，除主席及董事總經理外，其他董事須根據本公司的公司細則須於本公司的股東週年大會上輪值退任。董事認為，此安排符合守則的目標。

購買、贖回及出售本公司之上市證券

本公司或其任何附屬公司於截至二零零三年十二月三十一日止年度內概無購買、贖回或出售本公司任何上市證券。

審核委員會

本公司之審核委員會由本公司之所有獨立非執行董事組成。審核委員會已與管理層審閱本集團所採納之會計原則及慣例，並已商討有關內部控制及財務報告事宜，包括與董事審閱截至二零零三年十二月三十一日止年度之綜合賬目。

Report of the Directors

SUBSEQUENT EVENT

In March 2004, the Group purchased from two individuals ("the sellers") an effective interest of 70% in Dynawell Investment Limited, which owns a plot of land for development in Guangzhou, Guangdong Province, mainland China, for a consideration of HK\$5,000. In addition, the Group has agreed to be responsible for all the costs for the development of the entire property project and to distribute to the sellers a 30% interest of the total saleable area of the properties developed upon completion.

AUDITORS

Arthur Andersen & Co. audited the Company's accounts for the year ended 31st December 2001 and resigned as the Company's auditors with effect from 5th July, 2002. The Company, at a special general meeting held on 4th November, 2002, has appointed PricewaterhouseCoopers as its auditors.

The accounts have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of PricewaterhouseCoopers as the Company's auditors for the ensuing year is to be proposed at the forthcoming annual general meeting.

On behalf of the Board of Directors

CHU MANG YEE

Chairman

Hong Kong, 21st April 2004

董事會報告

結算日後事項

於二零零四年三月，本集團以5,000港元之代價向兩名人士（「賣方」）購入頤和投資有限公司之70%有效權益，該公司擁有一塊位於中國廣東省廣州市之地塊以作發展用途。此外，本集團已同意承擔整個項目之所有發展成本，及於發展完成時將物業可銷售總面積之30%權益分發予賣方。

核數師

本公司截至二零零一年十二月三十一日止年度賬目由安達信公司審核，安達信公司由二零零二年七月五日起辭任本公司核數師。本公司於二零零二年十一月四日舉行之股東特別大會委任羅兵咸永道會計師事務所為核數師。

賬目已由羅兵咸永道會計師事務所審核，其將任滿告退並願意接受續聘。重新委任羅兵咸永道會計師事務所為本公司來年之核數師之決議案將於應屆股東週年大會上提出。

代表董事會

主席

朱孟依

香港，二零零四年四月二十一日

Auditors' Report

核數師報告



羅兵咸永道會計師事務所

PricewaterhouseCoopers
22nd Floor Prince's Building
Central Hong Kong

AUDITORS' REPORT TO THE SHAREHOLDERS OF HOPSON DEVELOPMENT HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

We have audited the accounts on pages 53 to 130 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

Respective responsibilities of directors and auditors

The company's directors are responsible for the preparation of accounts which give a true and fair view. In preparing accounts which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Basis of opinion

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the circumstances of the company and the group, consistently applied and adequately disclosed.

致合生創展集團有限公司
(於百慕達註冊成立之有限公司)

全體股東

本核數師已完成審核第53至第130頁之賬目，該等賬目乃按照香港普遍採納之會計原則編製。

董事及核數師各自之責任

董事之職責是要編製真實兼公平之賬目。在編製該等真實兼公平之賬目時，董事必須採用適當之會計政策，並且貫徹應用該等會計政策。

本核數師之責任是根據審核之結果，對該等賬目出具獨立意見，並按照百慕達1981年《公司法》第90條僅向整體股東報告，除此之外本報告別無其他目的。本核數師不會就本報告的內容向任何其他人士負上或承擔任何責任。

意見之基礎

本核數師已按照香港會計師公會所頒佈之核數準則進行審核工作。審核範圍包括以抽查方式查核與賬目所載數額及披露事項有關之憑證，亦包括評審董事於編製賬目時所作之重大估計和判斷，所採用之會計政策是否適合 貴公司與貴集團之具體情況，及有否貫徹應用並足夠披露該等會計政策。

Auditors' Report

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the accounts are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts. We believe that our audit provides a reasonable basis for our opinion.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company and of the group as at 31st December 2003 and of the group's profit and cash flows for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 21st April 2004

核數師報告

本核數師在策劃和進行審核工作時，均以取得所有本核數師認為必需之資料及解釋為目標，以便獲得充份憑證，就該等賬目是否存有重大錯誤陳述，作出合理之確定。在作出意見時，本核數師亦已評估該等賬目所載之資料在整體上是否足夠。本核數師相信我們之審核工作已為下列意見提供合理之基礎。

意見

本核數師認為，上述之賬目足以真實兼公平地顯示 貴公司與 貴集團於二零零三年十二月三十一日結算時之財務狀況，及 貴集團截至該日止年度之盈利及現金流量，並按照香港《公司條例》之披露要求而妥為編製。

羅兵咸永道會計師事務所

香港執業會計師

香港，二零零四年四月二十一日

Consolidated Profit and Loss Account

綜合損益表

For the year ended 31st December 2003

截至二零零三年十二月三十一日止年度

		Note 附註	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元 As restated 重列
Turnover	營業額	4	3,325,922	2,126,789
Cost of sales	銷售成本		(2,431,612)	(1,347,736)
Gross profit	毛利		894,310	779,053
Other revenue	其他收入	4	7,211	2,632
Selling and marketing expenses	銷售及市場推廣費用		(231,251)	(200,529)
General and administrative expenses	一般及行政費用		(139,852)	(146,201)
Profit from operations	經營溢利	5	530,418	434,955
Share of profit of a jointly controlled entity	應佔一間共同控制實體溢利		110,922	91,586
Share of loss of an associate	應佔一間聯營公司虧損		(1,118)	(3,033)
Finance costs	財務成本	6	(4,280)	(12,644)
Profit before taxation	除稅前溢利		635,942	510,864
Taxation	稅項	9	(252,000)	(229,811)
Profit after taxation	除稅後溢利		383,942	281,053
Minority interests	少數股東權益		(68,588)	(51,971)
Profit attributable to shareholders	股東應佔溢利	10	315,354	229,082
Dividends	股息	11	50,100	40,080
Earnings per share	每股盈利			
– Basic	– 基本	13	HK 31 cents 港仙	HK 23 cents 港仙
– Diluted	– 攤薄	13	HK 31 cents 港仙	HK 23 cents 港仙

Balance Sheets

資產負債表

As at 31st December 2003

於二零零三年十二月三十一日

		Note 附註	Consolidated 綜合		Company 公司	
			2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元 As restated 重列	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Non-current assets	非流動資產					
Properties and equipment	物業及設備	14	39,163	31,900	-	-
Investment properties	投資物業	15	2,558,124	2,625,600	-	-
Rights to receive rental income	收租權	16	-	48,524	-	-
Properties under development for long-term investment	持作長期投資之發展中物業	17	1,515,985	1,146,549	-	-
Land pending development	待發展土地	18	581,016	311,458	-	-
Investment in subsidiaries	於附屬公司之投資	19	-	-	797,649	742,786
Investment in an associate	於一間聯營公司之投資	20	770	779	-	-
Investment in a jointly controlled entity	於一間共同控制實體之投資	21	141,124	85,412	-	-
Goodwill	商譽	23	4,072	6,108	-	-
Total non-current assets	非流動資產總值		4,840,254	4,256,330	797,649	742,786
Current assets	流動資產					
Properties under development for sale	可供出售之發展中物業	24	3,417,222	2,690,666	-	-
Completed properties for sale	可供出售之已落成物業	25	940,580	1,066,227	-	-
Accounts receivable	應收賬款	26	309,204	121,045	-	-
Due from related companies	應收關連公司款項	3	3,138	2,765	-	-
Prepayments, deposits and other current assets	預付款項、按金及其他流動資產	27	169,561	117,760	422	130
Investment in securities	證券投資	28	4,492	2,827	-	-
Pledged/charged bank deposits	已抵押／押記銀行存款	29	309,732	281,034	-	-
Cash and other bank deposits	現金及其他銀行存款	29	350,247	208,368	1,996	3,965
Total current assets	流動資產總值		5,504,176	4,490,692	2,418	4,095
Current liabilities	流動負債					
Short-term bank loans	短期銀行貸款	30	(1,092,510)	(1,108,633)	-	-
Long-term bank loans, current portion	長期銀行貸款，短期部份	31	(291,583)	(375,527)	-	-
Accounts payable	應付賬款	32	(1,373,229)	(714,541)	-	-
Land premium payable, current portion	應付土地出讓金，短期部份		(65,430)	(346,252)	-	-
Deferred income, current portion	遞延收入，短期部份		(481,056)	(349,259)	-	-
Accruals and other payables	預提費用及其他應付款項		(406,793)	(287,397)	(896)	(1,184)
Due to an associate	應付一間聯營公司款項	3	(2,226)	-	-	-
Due to directors	應付董事款項	3	(1,922)	(4,188)	-	-
Due to related companies	應付關連公司款項	3	(215,732)	(303,314)	-	-
Due to a jointly controlled entity	應付一間共同控制實體款項	3	(185,347)	(212,567)	-	-
Taxation payable	應付稅項	33	(188,682)	(172,303)	-	-
Total current liabilities	流動負債總值		(4,304,510)	(3,873,981)	(896)	(1,184)

Balance Sheets

資產負債表

As at 31st December 2003

於二零零三年十二月三十一日

		Consolidated 綜合		Company 公司	
	Note 附註	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元 As restated 重列	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Net current assets	流動資產淨值	1,199,666	616,711	1,522	2,911
Total assets less current liabilities	總資產減流動負債	6,039,920	4,873,041	799,171	745,697
Non-current liabilities	非流動負債				
Long-term bank loans, non-current portion	長期銀行貸款， 非短期部份	31	(1,662,224)	(822,598)	-
Land premium payable, non-current portion	應付土地出讓金， 非短期部份		(11,847)	(75,338)	-
Due to a director	應付一名董事款項	3	(10,000)	(10,000)	-
Due to ultimate holding company	應付最終控股公司款項	3	(32,000)	(20,000)	-
Deferred income, non-current portion	遞延收入，非短期部份		(53,934)	(57,359)	-
Deferred taxation	遞延稅項	34	(1,052,052)	(1,145,800)	-
Total non-current liabilities	非流動負債總值		(2,822,057)	(2,131,095)	-
Minority interests	少數股東權益		(523,485)	(297,726)	-
Net assets	資產淨值		2,694,378	2,444,220	745,697
Represented by:	代表：				
Share capital	股本	35	100,200	100,200	100,200
Reserves	儲備	37	2,594,178	2,344,020	645,497
Shareholders' equity	股東權益		2,694,378	2,444,220	745,697

CHU MANG YEE

朱孟依

Chairman

主席

XIAO YAN XIA

蕭燕霞

Director

董事

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31st December 2003

截至二零零三年十二月三十一日止年度

	Note	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
	附註		
Operating activities	經營活動		
Net cash inflow/(outflow) generated from operations	經營產生之現金 流入／(流出)淨額		
	38(a)	47,191	(1,022,887)
Interest received	已收利息	7,211	2,632
Hong Kong profits tax paid	已付香港利得稅	(9,369)	(2,118)
Mainland China enterprise income tax paid	已付中國大陸企業所得稅	(208,751)	(85,433)
Mainland China land appreciation tax paid	已付中國大陸土地增值稅	(4,644)	–
Net cash outflow from operating activities	經營活動之現金流出淨額	(168,362)	(1,107,806)
Investing activities	投資活動		
Additions of properties and equipment	購入物業及設備	(15,935)	(15,287)
Increase in rights to receive rental income	收租權增加	–	(49,627)
Acquisition of subsidiaries, net of cash acquired	收購附屬公司，扣除 購入之現金	(110,950)	–
	38(b)		
Acquisition of investment in securities	購入證券投資	(943)	–
Increase in amounts due from associates	應收聯營公司款項增加	(620)	(707)
Decrease in amount due from a director	應收一名董事款項減少	–	1,000
(Increase)/decrease in amounts due from related companies	應收關連公司款項 (增加)／減少	(373)	3,218
Increase in pledged/charged bank deposits	已抵押／押記銀行存款增加	(28,698)	(170,813)
Others	其他	–	(1,946)
Net cash outflow from investing activities	投資活動之現金流出淨額	(157,519)	(234,162)
Net cash outflow before financing activities	融資活動前之現金流出淨額	(325,881)	(1,341,968)

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31st December 2003

截至二零零三年十二月三十一日止年度

	Note	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
	附註		
Financing activities	融資活動		
	38(c)		
New short-term bank loans	新增短期銀行貸款	1,092,510	1,108,633
Repayments of short-term bank loans	償還短期銀行貸款	(1,108,633)	(751,483)
New long-term bank loans	新增長期銀行貸款	1,255,357	715,247
Repayments of long-term bank loans	償還長期銀行貸款	(499,675)	(164,037)
Advances from directors	董事墊款	13,128	12,630
Repayments to directors	償還董事墊款	(15,394)	(4)
Advances from related companies	關連公司墊款	804,696	254,349
Repayments to related companies	償還關連公司墊款	(892,278)	(27,244)
Advances from an associate	一間聯營公司墊款	1,117	–
Repayments to an associate	償還一間聯營公司墊款	–	(6,692)
Advances from a jointly controlled entity	一間共同控制實體墊款	881,907	314,463
Repayments to a jointly controlled entity	償還一間共同控制實體墊款	(909,127)	(189,085)
Advances from ultimate holding company	最終控股公司墊款	12,000	–
Interest paid	已付利息	(164,072)	(103,893)
Dividends paid	已付股息	(40,080)	(40,080)
Capital contributions from minority shareholders of subsidiaries	附屬公司之少數 股東股本貢獻	44,714	65,945
Dividends paid to minority shareholders of subsidiaries	派發予附屬公司之 少數股東股息	(8,163)	–
Net cash inflow from financing activities	融資活動之現金流入淨額	468,007	1,188,749
Increase/(decrease) in cash and cash equivalents	現金及現金等價物之 增加／(減少)	142,126	(153,219)
Cash and cash equivalents at beginning of year	年初現金及現金 等價物	208,368	363,873
Effect of foreign exchange translation	外幣匯率變動之影響	(247)	(2,286)
Cash and cash equivalents at end of year	年終現金及現金等價物	350,247	208,368

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31st December 2003

截至二零零三年十二月三十一日止年度

	Note 附註	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元 As restated 重列
Total equity as at 1st January, as previously reported	於一月一日之權益總額， 如前呈報	2,799,624	2,253,884
Effect of change in an accounting policy	修訂會計政策之影響 2(c)	(355,404)	(218,956)
Total equity as at 1st January, as restated	於一月一日之權益總額，重列	2,444,220	2,034,928
Profit attributable to shareholders	股東應佔溢利	315,354	229,082
Surplus on revaluation of investment properties	投資物業 重估盈餘	13,519	222,576
Investment property revaluation reserve transferred to the profit and loss account upon disposal of investment properties	出售投資物業後 撥往損益表之 儲備	(38,388)	—
Translation adjustments	匯兌調整	(247)	(2,286)
Payment of dividends	派付股息	(40,080)	(40,080)
Total equity as at 31st December	於十二月三十一日之權益總額	2,694,378	2,444,220

Notes to the Accounts

賬目附註

1 ORGANISATION AND PRINCIPAL ACTIVITIES

Hopson Development Holdings Limited was incorporated in Bermuda on 24th July 1997 as an exempted company with limited liability under the Companies Act 1981 of Bermuda. Its shares have been listed on The Stock Exchange of Hong Kong Limited since 27th May 1998.

The Company is an investment holding company. Its subsidiaries, associate and jointly controlled entity are principally engaged in investment holding and property development, investment and management.

2 PRINCIPAL ACCOUNTING POLICIES

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Society of Accountants. The principal accounting policies adopted in the preparation of these accounts are set out below:

(a) Basis of measurement

The accounts have been prepared on the historical cost basis, as modified by the revaluation of investment properties and investment in securities.

(b) Basis of presentation

The accounts have been prepared on the going concern basis as the Company's Directors and the Group's management are confident that the Group's short-term bank borrowings and current portion of long-term bank borrowings will either be rolled over or replaced by new sources of financing when they become due.

1 公司結構及主要業務

合生創展集團有限公司根據百慕達一九八一年公司法於一九九七年七月二十四日在百慕達註冊成立為一間受豁免有限責任公司。其股份已於一九九八年五月二十七日在香港聯合交易所有限公司上市。

本公司為一間投資控股公司。其附屬公司、聯營公司及共同控制實體主要從事投資控股、物業發展、投資及管理。

2 主要會計政策

賬目乃按照香港公認會計原則及香港會計師公會頒布之會計標準編製。編製本賬目時所採納的主要會計政策概述如下：

(a) 計量基準

賬目乃按歷史成本常規法編製，並根據重估投資物業和證券投資作出修訂。

(b) 呈列基準

賬目乃按持續經營基準編製，此乃由於本公司董事及本集團管理層有信心本集團之短期銀行貸款及長期銀行貸款之短期部份於到期時可繼續滾存或以新融資來源取代。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

2 主要會計政策(續)

(c) Adoption of revised Statement of Standard Accounting Practice

(c) 採納經修訂會計準則

Commencing from 1st January 2003, the Group has adopted SSAP 12 "Income Taxes" issued by the Hong Kong Society of Accountants, under which deferred taxation is provided in full on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the accounts. In prior year, deferred taxation was provided in respect of significant timing differences between profit as computed for taxation purposes and profit as stated in the accounts to the extent that a liability or an asset was expected to be payable or recoverable in the foreseeable future.

The adoption of the revised SSAP 12 represents a change in accounting policy, which has been applied retrospectively and in this respect the 2002 comparative figures presented herein have been restated to conform to the changed policy. As indicated in Note 34, the change has resulted in an increase in deferred tax liabilities and a reduction in investment property revaluation reserve at 1st January 2002 and 2003 by approximately HK\$218,956,000 and HK\$355,404,000, respectively, which represent the unprovided deferred tax liabilities.

自二零零三年一月一日起，本集團已採納由香港會計師公會頒布之會計實務準則第12號「所得稅」。根據會計實務準則第12號，遞延稅項乃就資產與負債之稅基與它們在賬目之賬面值兩者之短暫時差作全數撥備。往年度，遞延稅項乃因應就課稅而計算之盈利與賬目所示之盈利二者間之時差，根據預期於可預見將來支付或可收回之負債及資產而計算。

採納經修訂會計實務準則第12號乃構成會計政策之變動並已追溯應用，故二零零二年比較數字已重列以符合經修訂之政策。如賬目附註34所詳述，二零零二年及二零零三年一月一日之期初遞延稅項負債及投資物業重估儲備已分別增加及減少約218,956,000港元及355,404,000港元，為未撥備遞延稅項負債。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(d) Basis of consolidation

The consolidated accounts include the accounts of the Company and its subsidiaries, together with the Group's share of post-acquisition results and reserves of its associates and jointly controlled entities under the equity method of accounting. The results of subsidiaries, associates and jointly controlled entities acquired or disposed of during the year are included in the consolidated profit and loss account from their effective date of acquisition or up to the effective date of disposal, as appropriate.

All significant intercompany transactions and balances within the Group are eliminated on consolidation.

The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any unamortised goodwill or negative goodwill or goodwill/negative goodwill taken to reserves and which was not previously charged or recognised in the consolidated profit and loss account and any related cumulative currency translation adjustments.

Minority interests represent the interests of outside shareholders in the operating results and net assets of subsidiaries.

2 主要會計政策(續)

(d) 綜合基準

綜合賬目包括本公司及其附屬公司的賬目，並連同按權益會計法計算本集團應佔聯營公司及共同控制實體的收購後業績及儲備。本年度內購入或出售的附屬公司、聯營公司及共同控制實體的業績，分別由收購的生效日期起或截至出售的生效日期止包括在綜合損益表。

本集團所有公司間重大交易及結餘已於綜合賬目時對銷。

出售附屬公司所產生的損益，乃指出售所得款項與本集團所佔資產淨值兩者間之差額，連同任何未攤銷商譽或負商譽或已撥入儲備及先前並無於綜合損益表扣除或確認的商譽／負商譽，以及任何相關累計匯兌儲備。

少數股東權益指外界股東所佔附屬公司經營業績及淨資產之權益。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

2 主要會計政策(續)

(e) Intangibles

(e) 無形資產

(i) Goodwill

(i) 商譽

Goodwill arises where the fair value of the consideration given exceeds the Group's share of the aggregate fair values of the identifiable net assets acquired at the date of acquisition. Goodwill is recognised as an intangible asset and is amortised on a straight-line basis over its estimated economic life of five to ten years. The carrying value of goodwill is assessed periodically or when factors indicating an impairment are present. Any impairment of goodwill is recognised as an expense in the period in which the impairment occurs.

商譽指於收購日期所付代價的公平價值與本集團應佔購入可識別淨資產的公平價值總額兩者之間的差額。商譽於資產負債表內確認為無形資產及按其估計經濟年期(五至十年)以直線法攤銷。商譽之賬面值會定期或於出現減值之因素時獲評估。任何商譽減值於減值確認期間內列作支出。

(ii) Rights to receive rental income

(ii) 收租權

Rights to receive rental income is recognised as an intangible asset and is amortised on a straight-line basis over their estimated economic life of fifteen years.

收租權乃以無形資產確認入賬，並按其估計經濟年期(十五年)以直線法攤銷。

(f) Subsidiaries

(f) 附屬公司

Subsidiaries are those entities in which the Company, directly or indirectly, controls more than one half of the voting power; has the power to govern the financial and operating policies, to appoint or remove the majority of the members of the board of directors, or to cast majority votes at the meetings of the board of directors.

附屬公司乃該等由本集團直接或間接控制其半數以上投票權；控制其財務及營運政策監管權；委任或罷免董事會的大多數席位；或於董事會會議上佔大多數投票權的實體。

In the Company's balance sheet, investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

於本公司之資產負債表內，於附屬公司的投資乃以成本減減值虧損撥備列賬。附屬公司的業績乃按已收及應收股息計入本公司賬目。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(g) Associates

An associate is a company over which the Group has significant influence, but not control or joint control, over its financial and operating policy decisions. In the consolidated accounts, investment in associates is accounted for under the equity method of accounting, whereby the investment is initially recorded at cost and is adjusted thereafter to recognise the Group's share of the post-acquisition results of associates, distributions received from associates, other necessary alterations in the Group's proportionate interest in associates arising from changes in the equity of associates that have not been included in the profit and loss account of associates, amortisation of the difference between the cost of investment and the Group's share of the aggregate fair value of the identifiable net assets acquired at the date of acquisition (goodwill), and any impairment loss. The Group's share of post-acquisition results of associates is included in the consolidated profit and loss account.

(h) Contractual joint ventures

A contractual joint venture is an entity established between the Group and one or more other parties for a pre-determined period of time, with the rights and obligations of the joint venture partners being governed by a contract. If the Group is able to govern and control the financial and operating policies of the contractual joint venture so as to obtain benefits from its activities, such joint venture is considered as a de facto subsidiary and is accounted for as a subsidiary. If the Group can only exercise significant influence over the contractual joint venture, such joint venture is accounted for as an associate.

2 主要會計政策(續)

(g) 聯營公司

聯營公司乃本集團對其財政及營運政策的決定具有重大影響力，但非控制或共同控制的公司。在綜合賬目內，於聯營公司的投資乃按權益會計法入賬，據此，該項投資最初按成本記錄，並於其後就聯營公司的收購後業績、來自聯營公司的分派、因尚未計入損益表內之聯營公司權益變動而產生之本集團所佔聯營公司權益比例的其他改變、投資成本值與本集團所佔於收購日期的可識別資產淨值之公平價值總額之差額(商譽)的攤銷，以及任何減值虧損作出調整。本集團所佔聯營公司的收購後業績已計入綜合損益表內。

(h) 合約合營企業

合約合營企業乃本集團與另一方或多方設立並已預先設定期限的實體，有關之合營夥伴的權利及責任均受合約規管。如本集團能夠管治及控制合約合營企業的財政及營運政策，並從業務活動中獲益，該合營企業則被視為實際上的附屬公司，並以附屬公司形式入賬。如本集團僅能對合約合營企業的管理層行使重大影響力，該合營企業會以聯營公司形式入賬。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(i) Jointly controlled entities

A jointly controlled entity is a joint venture where the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity. In the consolidated accounts, investment in jointly controlled entities is accounted for under the equity method of accounting, whereby the investment is initially recorded at cost and is adjusted thereafter to recognise the Group's share of the post-acquisition results of jointly controlled entities, distributions received from jointly controlled entities, other necessary alterations in the Group's proportionate interest in jointly controlled entities arising from changes in equity of jointly controlled entities that have not been included in the profit and loss account of the jointly controlled entities, amortisation of the difference between the cost of investment and the Group's share of the aggregate fair value of the identifiable net assets acquired at the date of acquisition (goodwill), and any impairment loss. The Group's share of post-acquisition results of jointly controlled entities is included in the consolidated profit and loss account.

2 主要會計政策(續)

(i) 共同控制實體

共同控制實體乃一項合營企業，據此，本集團與其他合營方參與一項經濟活動，而該項經濟活動乃受共同控制，參與各方並無單獨控制權。在綜合賬目內，於共同控制實體之投資乃按權益會計法入賬，據此，該項投資最初按成本記錄，並於其後就本集團應佔共同控制實體的收購後業績、來自共同控制實體的分派、因尚未計入損益表內之共同控制實體權益變動而產生之本集團所佔共同控制實體權益比例的其他改變、投資成本值與本集團所佔於收購日期的可識別資產淨值之公平價值總額之差額(商譽)的攤銷，以及任何減值虧損作出調整，本集團所佔共同控制實體的收購後業績已計入綜合損益表內。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

2 主要會計政策(續)

(j) Jointly controlled assets

A joint venture which does not involve the establishment of a separate entity but involves the joint control and ownership by the Group and other parties of assets contributed to, or acquired for the purpose of, the joint venture is accounted for as a jointly controlled asset. In the consolidated accounts, the Group's share of jointly controlled assets and any liabilities incurred jointly with other joint venture partners are recognised and classified according to the nature of the relevant items. Income from the sale or use of the Group's share of the output of jointly controlled assets is recognised when it is probable that the economic benefits associated with the transaction will flow to the Group, whilst the Group's share of expenses in respect of jointly controlled assets is recognised as incurred.

(j) 共同控制資產

就不涉及獨立實體的成立而涉及由本集團及其他人士共同控制及擁有之合營項目資產貢獻或就合營項目收購之資產，乃列作共同控制資產入賬。在綜合賬目中，本集團應佔之共同控制資產及與其他合營夥伴共同招致的任何負債乃根據有關項目的性質予以確認及分類。因出售或使用本集團的應佔共同控制資產所產生之收入，於該項交易的相關經濟利益可能會流入本集團時予以確認，而本集團應佔有關共同控制資產的開支則於產生時予以確認。

(k) Properties and equipment and depreciation

Properties and equipment, other than investment properties, are stated at cost less accumulated depreciation and any impairment loss. Major expenditures on modifications and betterments of properties and equipment which will increase their future economic benefits are capitalised, while expenditures on maintenance and repairs are expensed when incurred. Depreciation is provided on a straight-line basis to write off the cost less accumulated impairment losses of each asset over its estimated useful life. The principal annual rates of depreciation are as follows:

(k) 物業及設備及折舊

除投資物業外，物業及設備乃按成本值減去累計折舊及任何減值虧損列賬。如更改及改善物業及設備將能增加經濟效益，有關的主要開支撥充資本。而維修及保養費用則在產生時即時入賬，列作費用。各項資產折舊減累計減值乃以直線法於預計可使用年期撇銷，所採用的主要折舊率如下：

Leasehold land	2% (lease term)
Buildings	2%
Furniture and office equipment	20%
Motor vehicles	20% to 30%

租賃土地	2% (按租約年期計算)
樓宇	2%
傢俬及辦公室設備	20%
汽車	20%至30%

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(k) Properties and equipment and depreciation (continued)

The depreciation methods and useful lives are reviewed periodically to ensure that the methods and rates of depreciation are consistent with the expected pattern of economic benefits from properties and equipment.

The gain and loss on disposal of properties and equipment are recognised in the profit and loss account based on the net disposal proceeds less the then carrying amount of the assets.

(l) Investment properties

Investment properties are interests in land and buildings in respect of which construction and development work have been completed and which are held for their long-term investment potential, any rental income being negotiated at arm's length. These properties are included in the balance sheet at their open market value on the basis of an annual valuation by independent qualified valuers. All changes in the value of investment properties are dealt with in the investment property revaluation reserve unless the balance of this reserve is insufficient to cover a deficit on a portfolio basis, in which case the net deficit is charged to the profit and loss account. When an investment property is disposed of, the relevant portion of previously recognised revaluation surpluses is reversed and the gain or loss on disposal reported in the profit and loss account is determined based on the net disposal proceeds less the original cost.

No depreciation is provided for investment properties unless the unexpired lease term is 20 years or less, in which case depreciation is provided on the then carrying value over the unexpired lease term.

2 主要會計政策(續)

(k) 物業及設備及折舊(續)

折舊方法及使用年期乃定期檢討以確保折舊的計算方法及比率符合來自物業及設備的經濟利益的預期形式。

出售物業及設備的收益或虧損在損益表中確認，此乃根據出售所得款項淨額減資產當時的賬面值。

(l) 投資物業

投資物業乃已完成建築工程及發展之土地及樓宇，並因其投資潛力而長期持有。該等物業按其根據合資格獨立估值師每年所評估的公開市值載入資產負債表。投資物業的所有價值變動列作投資物業重估儲備變動。倘該儲備的總額按組合基準不足以抵銷虧損，有關虧損淨額則於損益表內扣除。出售投資物業時，先前已確認的重估盈餘予以撥回，而記入損益表之出售收益或虧損按出售所得款項淨額減原成本值釐定。

投資物業不計提折舊，除非租約尚餘20年或以下年期之投資物業均按租約尚餘年期計提折舊。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(m) Properties under development

Properties under development for sale, the pre-sale of which has not commenced, are included in current assets at the lower of cost and net realisable value. Properties under development for sale, the pre-sale of which has commenced, are included in current assets at cost plus attributable profits, less foreseeable losses and sale instalments received and receivable. Properties under development for long-term investment are stated at cost less any impairment loss.

The cost of properties under development consists of land costs, construction expenditures, borrowing costs directly attributable to construction of such properties and other direct costs. Net realisable value is based on estimated selling price in the ordinary course of business as determined by management with reference to the prevailing market conditions, less further costs expected to be incurred to completion and selling and marketing expenses.

No depreciation is provided on properties under development.

(n) Land pending development

Land pending development is land acquired and pending a definite plan to be developed for sale or long-term investment. It is stated at cost less any impairment loss. Land costs include land premium costs, site clearance costs and other direct costs of bringing the land to a condition suitable for development. When the intention is clear and development has commenced, land to be developed for sale will be classified as properties under development for sale, while land to be developed for investment will be classified as properties under development for long-term investment.

2 主要會計政策(續)

(m) 發展中物業

並未開始預售的可供出售之發展中物業乃按成本值及可變現淨值兩者中的較低者列為流動資產。經已開始預售的可供出售之發展中物業按成本另加應佔溢利減可預見之虧損及已收及應收的銷售分期付款列為流動資產。持作長期投資之發展中物業乃按成本值減去任何減值虧損後列賬。

發展中物業成本包括土地成本、建造開支及因建造該等物業而直接產生之借貸成本及其他直接成本。可變現淨值乃於日常業務過程中管理層參照當時市況釐定的估計售價，減去預期至竣工時產生的其他成本以及銷售及市場推廣費用計算。

本集團並無就發展中物業計提折舊。

(n) 待發展土地

待發展土地包括所有未有明確計劃將會發展以供銷售或長期投資的已購入土地。該等土地按成本值減去任何減值撥備列賬。土地之成本值包括土地出讓金、清理工地費用及使土地達致適宜發展狀況的其他直接應計費用。待確定意向及開始發展後，發展用作銷售的土地將列入可供出售的發展中物業，而發展用作投資的土地將列入作為長期投資之發展中物業。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

2 主要會計政策(續)

(n) Land pending development (continued)

No depreciation is provided on land pending development.

(n) 待發展土地(續)

本集團並無就待發展土地計提折舊。

(o) Completed properties for sale

Completed properties for sale are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling prices in the ordinary course of business as determined by management with reference to the prevailing market conditions, less selling and marketing expenses.

(o) 可供出售之已落成物業

可供出售之已落成物業按成本值及可變現淨值兩者中的較低者列賬。可變現淨值乃於日常業務過程中管理層參照當時市況釐定的估計售價減去銷售及市場推廣費用計算。

(p) Investment in securities

Securities that are held for the purpose of generating a profit from short-term fluctuations in price are classified as investment in securities, and are included in the balance sheet at their fair values. All changes in the fair values of investment in securities and gains and losses on disposal of investment in securities are recognised in the profit and loss account when they arise.

(p) 證券投資

持有證券旨在藉短期價格波動從中獲利均列作證券投資，並按其公平價值納入資產負債表內。證券投資的公平價值的一切變動及出售證券投資的收益及虧損均於產生時於損益表確認。

(q) Accounts receivable

Provision is made against accounts receivable to the extent they are considered to be doubtful. Accounts receivable in the balance sheet are stated net of such provision, if any.

(q) 應收賬款

凡被視為呆賬之應收賬款，均提撥準備。在資產負債表內列賬之應收賬款已扣除有關之準備金(如有)。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(r) Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of one of these assets may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss representing the difference between the carrying amount and the recoverable amount of an asset is recognised in the profit and loss account. The recoverable amount is the higher of an asset's net selling price and value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction less the costs of the disposal, while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Reversal of impairment loss of an asset recognised in prior years is recorded when there is an indication that the impairment loss recognised for the asset no longer exists or has decreased. The reversal is recorded in the profit and loss account.

(s) Provisions and contingencies

Provisions are recognised when there is a present obligation, legal or constructive, as a result of past events and it is probable that an outflow of resources will be required to settle the obligations, and a reliable estimate of the amount can be made. Provisions are reviewed regularly and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation.

2 主要會計政策(續)

(r) 資產減值

當外在因素或條件之改變顯示資產之面值可能不可收回時，即就該等資產是否需作減值準備作出檢討。倘該項資產之面值高於其可收回價值，該項資產之面值與可收回價值之差額於損益表中確認為減值虧損。可收回金額乃指資產之淨售價與使用價值之較高者。淨售價指於公平交易中出售一項資產之所得金額減出售成本，而使用價值即預期日後持續使用一項資產及在該資產使用年期終結時出售所產生之現金流量之現值。

於往年度確認之資產減值在已確認之資產減值虧損不再存在或已減少時撥回。撥回乃記錄於損益表中。

(s) 撥備及或然事項

當因過往事件產生現有負債（不論是合法或推定的負債），而償還該負債可能導致資源流出，而且能可靠估計該負債的金額，則會提撥準備。撥備金額會定期審閱及調整，以反映現有的最佳估計。倘金額時間值的影響為重大，撥備的金額為償還負債預期所需開支的現值。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(s) Provisions and contingencies (continued)

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to accounts. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the accounts when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

2 主要會計政策(續)

(s) 撥備及或然事項(續)

或然負債指因已發生的事件而可能引起的責任，此等責任須就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然負債亦可能是因已發生的事件引致現有的責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。或然負債不會被確認，但會在賬目附註內披露。假若消耗資源的可能性改變而導致出現資源消耗時，此等負債將被確認為撥備。

或然資產是指因已發生的事件而可能產生的資產，此等資產須就某一宗或多宗事件會否發生才能確認，而本集團並不能完全控制這些未來事件會否實現。或然資產不會被確認，但會於可能收到經濟效益時在賬目附註內披露。若實質確定有收到經濟效益時，此等效益才被確立為資產。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(t) Turnover and revenue recognition

Turnover (net of applicable business tax) consists of (i) pre-sale and sale of properties, (ii) rental income, and (iii) property management fees. Revenue is recognised when the outcome of a transaction can be measured reliably and when it is probable that the economic benefits associated with the transaction will flow to the Group. Revenue is recognised on the following bases:

(i) Pre-sale and sale of properties

Pre-sale of properties under development for sale under legally-binding agreements is recognised by reference to the stage of completion of the development of the properties, with the profit recognised restricted to the amount of instalments received. No revenue from pre-sale of properties is recognised until the construction has progressed to a stage when completion of the properties and the ultimate realisation of profit can be reliably estimated. Sale of completed properties held for sale is recognised when a legally-binding agreement has been executed, with the profit recognised restricted to the amount of instalments received.

When a purchaser defaults in the payment of instalments and the Group exercises its right to terminate the sale, the revenue and the related profit previously recognised are reversed and the instalments received and forfeited are credited to the profit and loss account.

2 主要會計政策(續)

(t) 營業額及收入的確認

營業額(扣除有關營業稅後)包括(i)預售及出售物業；(ii)租金收入；及(iii)物業管理費。收入於交易結果得以可靠地衡量而該交易的經濟利益可能歸入本集團時確認。收入按以下基準確認：

(i) 預售及出售物業

根據具法律效力的協議，預售可供出售之發展中物業的收入乃根據物業發展的完成階段確認，就此確認的溢利僅限於已收的分期付款金額。而除非工程已進展至可穩妥地估計物業落成及最終變現溢利的階段，否則來自預售物業的收入不會被確認。銷售可供出售之已落成物業的收入於已經簽立具法律效力的協議時確認，而就此確認的溢利僅限於已收的分期付款金額。

如買家拖欠支付分期付款，本集團有權終止該項銷售，先前確認的銷售收益及相關利潤則撥回，已收取及沒收的分期付款金額於損益表中計為收入。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

2 主要會計政策(續)

(t) Turnover and revenue recognition (continued)

(t) 營業額及收入的確認(續)

(ii) Rental income

(ii) 租金收入

Rental income is recognised on a straight-line basis over the period of the relevant leases.

租金收入按有關租約限期以直線法確認。

(iii) Property management fees

(iii) 物業管理費

Property management fees are recognised when the service is rendered.

物業管理費於提供服務時確認。

(iv) Interest income

(iv) 利息收入

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.

利息收入以時間比例基準，按尚餘的本金及適用利率確認入賬。

Deferred income represented amounts received for which the earning process has not been completed.

遞延收入指收益過程尚未完成的已收款項。

(u) Taxation

(u) 稅項

Individual companies within the Group provide for profits tax on the basis of their profits for financial reporting purposes, adjusted for income and expense items which are not assessable or deductible for profits tax purposes.

本集團內各個別公司根據各自的財務報告溢利計提利得稅撥備，並按非應課或不可扣減利得稅的收入及支出項目作出調整。

Deferred taxation is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the accounts. Taxation rates enacted or substantively enacted by the balance sheet date are used to determine deferred taxation.

遞延稅項乃利用負債法就資產與負債之稅基與他們在賬目之賬面值兩者之短暫時差作全數撥備。於結算日所制訂或大致制訂之稅率用以釐定遞延稅項。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(u) Taxation (continued)

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred taxation is provided on temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

(v) Advertising and promotion costs

Costs of advertising and promotion are expensed as incurred.

(w) Employee benefits

(i) *Employee leave entitlements*

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) *Pension obligations*

The Group's contributions to the defined contribution retirement plans are expensed as incurred.

2 主要會計政策 (續)

(u) 稅項 (續)

遞延稅項資產乃就有可能將未來應課稅溢利與可動用之短暫時差抵銷而確認。

遞延稅項會就有關在附屬公司、聯營公司及合營企業之投資所產生之短暫時差而撥備，但假若可以控制時差之撥回，並有可能在可預見未來不會撥回則除外。

(v) 廣告及推廣成本

廣告及推廣成本乃於產生時入賬列作費用。

(w) 僱員福利

(i) 僱員應享假期

僱員的應享年假乃於應計予僱員時確認。僱員因提供服務產生的應享年假乃按截至結算日的年假估計負債計算撥備。僱員應享病假及產假乃於僱員享有假期時才予確認。

(ii) 退休金責任

本集團向界定供款退休金計劃作出的供款乃於產生時列作支出。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(x) Borrowing costs

Borrowing costs that are directly attributable to the acquisitions, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset.

All other borrowing costs are charged to the profit and loss account in the year in which they are incurred.

(y) Operating leases

Operating leases represent leases under which substantially all the risks and rewards of ownership of the leased assets remain with the lessors. Rental payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the relevant leases.

(z) Foreign currency translation

Individual companies within the Group maintain their books and records in the primary currencies of their respective operations ("functional currencies"). In the accounts of the individual companies, transactions in other currencies during the year are translated into the respective functional currencies at the applicable rates of exchange prevailing at the time of the transactions; monetary assets and liabilities denominated in other currencies are translated into the respective functional currencies at the applicable rate of exchange in effect at the balance sheet date. Exchange gains and losses are dealt with in the profit and loss account of the individual companies.

2 主要會計政策(續)

(x) 借貸成本

凡直接與購買、興建或生產某項資產(該資產必須經過頗長時間籌備以作預定用途或出售)有關之借貸成本，均資本化為資產之部分成本。

所有其他借貸成本均於發生年度內在損益表支銷。

(y) 營業租約

凡資產所有權的絕大部份風險及回報仍屬於出租人所有的租約，均視為營業租約。根據營業租約支付的租金以直線法按有關租約年期於損益表中確認。

(z) 外幣換算

本集團屬下的個別公司以相關業務的主要貨幣(「功能貨幣」)記賬。於個別公司的賬目中，年內以其他貨幣進行的交易均按交易時有效的匯率換算為有關之功能貨幣。於結算日以其他貨幣為單位的貨幣資產及負債按結算日有效的匯率換算為有關的功能貨幣。匯兌收益及虧損於個別公司之損益表中列賬。

Notes to the Accounts

賬目附註

2 PRINCIPAL ACCOUNTING POLICIES (continued)

(z) Foreign currency translation (continued)

The Group prepares consolidated accounts in Hong Kong dollars. For the purpose of consolidation, all the assets and liabilities of subsidiaries with functional currencies other than Hong Kong dollars are translated into Hong Kong dollars at the applicable rates of exchange in effect at the balance sheet date; all income and expense items are translated into Hong Kong dollars at the applicable average exchange rates during the year. Exchange differences arising from such translation are dealt with as movements in cumulative translation adjustments.

(aa) Segment reporting

In accordance with the Group's internal financial reporting, the Group has determined that business segments be presented as the primary reporting format and geographical segments as the secondary reporting format.

Segment assets consist primarily of all of the Group's operating assets, while segment liabilities consist primarily of all of the Group's operating liabilities. Capital expenditure comprises additions to investment properties, properties under development for long-term investment, rights to receive rental income, and properties and equipment, including those arising from acquisitions of subsidiaries.

(bb) Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks, bank deposits/cash investments with a maturity of three months or less from the date of investment and bank overdrafts.

2 主要會計政策(續)

(z) 外幣換算(續)

本集團以港元編製綜合賬目。於綜合賬目中，以港元以外的功能貨幣為單位的所有附屬公司資產及負債按結算日的適用匯率換算為港元；年內所有收入及開支項目均按適用平均匯率換算為港元。該等換算產生的匯兌差額於累積匯兌調整的變動中列賬。

(aa) 分部報告

根據本集團的內部財務報告，本集團決定以業務分部資料作為主要分部報告，而地區分佈資料則作為從屬形式呈列。

分部資產主要包括本集團所有經營資產，而分類負債則主要包括本集團所有經營負債。資本開支包括添置投資物業、持作長期投資之發展中物業、收租權及物業和設備，當中包括因收購附屬公司而添置之資產。

(bb) 現金及現金等價物

現金及現金等價物按成本值於資產負債表內列賬。就現金流量表而言，現金及現金等價物包括手頭現金、存於銀行之通知存款、銀行存款／現金投資(到期日為投資及銀行透支日期起計)三個月或以內。

Notes to the Accounts

賬目附註

3 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

- (a) The Group had the following significant transactions with related companies:

3 關連人士交易

關連人士乃該等有能力直接或間接控制另一方或於作出財務及營運決定時向另一方行使重大影響力的人士。同時，倘該等人士受同一人士之控制或同一人士之重大影響，亦被視為關連人士。

- (a) 本集團曾與關連公司進行下列重大交易：

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Property construction fees paid/ payable to related companies (Note (i))	已付／應付關連公司之物業建築費(附註(i))	2,132,000	1,969,000
Property design fees paid/payable to a related company (Note (i))	已付／應付一間關連公司之物業設計費(附註(i))	24,063	29,369
Office rentals paid/payable to a related company (Note (i))	已付／應付一間關連公司之辦公室租金(附註(i))	3,670	2,832
Decoration charges paid/payable to a related company (Note (i))	已付／應付一間關連公司之裝修費(附註(i))	850	1,544
Communication network installation fees paid/payable to related companies (Note (i))	已付／應付關連公司之配套通信管線工程費(附註(i))	443	1,386
Property management fees paid/payable to a related company (Note (i))	已付／應付一間關連公司之物業管理費(附註(i))	1,926	512
Interest expense paid/payable to related companies (Note (i))	已付／應付關連公司之利息開支(附註(i))	—	11,948
Advertising income received/receivable from a related company (Note (i))	已收／應收一間關連公司之廣告收益(附註(i))	170	272
Rental income received/receivable from a related company (Note (i))	已收／應收一間關連公司之租金收入(附註(i))	637	—
Office rentals paid/payable to an associate	已付／應付一間聯營公司之辦公室租金	760	860
Garden and floral design fees received/receivable from a jointly controlled entity	已收／應收一間共同控制實體之園林規劃設計顧問費	—	8,300
Consultancy fees received/receivable from a related company (Note (i))	已收／應收一間關連公司之顧問費(附註(i))	960	—

Notes to the Accounts

賬目附註

3 RELATED PARTY TRANSACTIONS (continued)

Note:

- (i) These companies are a minority shareholder of certain subsidiaries of the Company including subsidiaries of this minority shareholder.

In December 2003, the Group disposed of its entire 30% interest in Tonking International Limited, an associate of the Group, to Mr. Chu Mang Yee ("Mr. Chu"), the chairman of the Board and a controlling shareholder of the Company, for a consideration of HK\$1 and agreed to waive the obligation of Tonking International Limited for the repayment of shareholder's loan of HK\$8,928,000. As at the date of disposal, Tonking International Limited had a negative net tangible asset value of approximately HK\$14,503,000.

In December 2003, the Group sold an undeveloped land to Mr. Chu for a consideration of approximately HK\$4,111,000.

In the opinion of the Company's Directors and the Group's management, the above related party transactions were conducted in the normal course of business of the Group, on normal commercial terms, and in accordance with terms of contracts entered into by the Group and the related parties.

3 關連人士交易 (續)

附註：

- (i) 該等公司為本公司若干附屬公司之一名少數股東及該名少數股東之附屬公司。

於二零零三年十二月，本集團向本公司董事會主席兼控股股東朱孟依先生（「朱先生」）出售所持一間聯營公司同恒國際有限公司之全部30%權益，代價為1港元及同意豁免同恒國際有限公司償還8,928,000港元股東貸款之責任。於出售日期，同恒國際有限公司有形資產淨值為負數約14,503,000港元。

於二零零三年十二月，本集團向朱先生出售一塊未被開發之土地，代價約為4,111,000港元。

本公司董事及本集團管理層認為，上述關連人士交易乃於日常業務過程中按一般商業條款及本集團與關連人士訂立之合約條款進行。

Notes to the Accounts

賬目附註

3 RELATED PARTY TRANSACTIONS (continued)

3 關連人士交易(續)

(b) Details of the balances with directors and related companies are:

(b) 與董事及關連公司結餘的詳情：

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	Maximum balance outstanding during the year 年度內未償還 最高結餘 HK\$'000 千港元
Due from related companies	應收關連公司款項			
Amount due from minority shareholders of certain subsidiaries of the Company and subsidiaries of these minority shareholders	應收本公司若干附屬公司之少數股東及該等少數股東之附屬公司之款項	2,929	2,765	2,929
Amount due from a related company, which is beneficially owned by a director of the Company	應收由本公司一名董事實益擁有之一間關連公司之款項	209	—	209
		3,138	2,765	
Due to directors	應付董事款項			
Mr. Chu Mang Yee	朱孟依先生	11,258	11,462	
Mr. Au Wai Kin	歐偉建先生	664	664	
Mr. Xiang Bin	項斌先生	—	1,662	
Mr. Tse Sai Tung, Stones	謝世東先生	—	400	
		11,922	14,188	
Less: Non-current portion Mr. Chu Mang Yee	減：非短期部份 朱孟依先生	(10,000)	(10,000)	
		1,922	4,188	

Notes to the Accounts

賬目附註

3 RELATED PARTY TRANSACTIONS (continued)

3 關連人士交易(續)

- (b) Details of the balances with directors and related companies are (continued):

- (b) 與董事及關連公司結餘的詳情(續):

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Due to related companies	應付關連公司款項		
Amount due to minority shareholders of certain subsidiaries of the Company and subsidiaries of these minority shareholders	應付本公司若干附屬 公司之少數股東 及該等少數股東 之附屬公司之款項	215,732	303,314

In addition, as at 31st December 2003, the Group had accounts payable of approximately HK\$526,502,000 (2002: HK\$570,039,000) due to subsidiaries of minority shareholders of certain subsidiaries of the Company in respect of property construction fees.

此外，於二零零三年十二月三十一日，本集團應付本公司若干附屬公司少數股東之附屬公司之物業建築費約526,502,000港元(二零零二年：570,039,000港元)。

- (c) As at 31st December 2003, all outstanding balances with directors, a jointly controlled entity, an associate, the ultimate holding company and related companies were unsecured, non-interest bearing and without pre-determined repayment terms, except that HK\$10,000,000 (2002: HK\$10,000,000) due to a director and HK\$32,000,000 (2002: HK\$20,000,000) due to the ultimate holding company were not repayable within one year.

- (c) 於二零零三年十二月三十一日，與董事、一間共同控制實體、一間聯營公司、最終控股公司及關連公司之全部結餘均無抵押、免息及並無預設還款期，惟應付一名董事款項10,000,000港元(二零零二年：10,000,000港元)及應付最終控股公司款項32,000,000港元(二零零二年：20,000,000港元)毋須於一年內償還。

Notes to the Accounts

賬目附註

3 RELATED PARTY TRANSACTIONS (continued)

- (d) As at 31st December 2003, approximately HK\$142,123,000 (2002: HK\$173,312,000) of the Group's investment properties (see Note 15), approximately HK\$191,085,000 (2002: HK\$175,763,000) of the Group's properties under development for long-term investment (see Note 17), and none (2002: HK\$4,909,000) of the Group's completed properties for sale (see Note 25) were pledged as collateral for bank loans borrowed by a jointly controlled entity. As at 31st December 2003, none (2002: HK\$66,390,000) of the Group's completed properties for sale (see Note 25) was pledged as collateral for bank loans borrowed by a related company.
- (e) As at 31st December 2003, the Group provided guarantees to banks for loans borrowed by an associate, a jointly controlled entity and related companies of none (2002: HK\$9,186,000), approximately HK\$94,340,000 (2002: HK\$84,906,000) and approximately HK\$85,849,000 (2002: HK\$106,604,000), respectively (see Note 41).

4 TURNOVER AND REVENUE

Turnover and revenue consisted of:

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Sale of properties	銷售物業	3,238,906	2,073,847
Rental income	租金收入	35,487	18,414
Property management fees	物業管理費	51,529	34,528
Total turnover	總營業額	3,325,922	2,126,789
Other revenue – interest income	其他收益 – 利息收入	7,211	2,632
Total revenue	總收益	3,333,133	2,129,421

3 關連人士交易 (續)

- (d) 於二零零三年十二月三十一日，本集團之投資物業(見附註15)約142,123,000港元(二零零二年：173,312,000港元)、本集團持作長期投資之發展中物業(見附註17)約191,085,000港元(二零零二年：175,763,000港元)，以及本集團可供出售之已落成物業(見附註25)並無(二零零二年：4,909,000港元)已抵押作為一間共同控制實體所借銀行貸款之抵押品。於二零零三年十二月三十一日，本集團可供出售之已落成物業(見附註25)並無(二零零二年：66,390,000港元)已抵押作為一間關連公司所借銀行貸款之抵押品。
- (e) 於二零零三年十二月三十一日，本集團就一間聯營公司、一間共同控制實體及關連公司分別為無(二零零二年：9,186,000港元)、約94,340,000港元(二零零二年：84,906,000港元)及約85,849,000港元(二零零二年：106,604,000港元)之銀行貸款提供擔保(見附註41)。

4 營業額及收益

營業額及收益包括：

Notes to the Accounts

賬目附註

5 PROFIT FROM OPERATIONS

5 經營溢利

Profit from operations is determined after charging and crediting the following items:

經營溢利乃經扣除及計入下列各項目後釐定：

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
<u>After charging –</u>	<u>已扣除 –</u>		
Staff costs (including directors' emoluments) (see Note 7)	員工成本 (包括董事酬金) (見附註7)	118,729	90,677
Advertising expenses	廣告費	143,372	156,534
Operating lease rentals in respect of premises	物業經營租約租金	4,466	4,239
Depreciation of properties and equipment	物業及設備折舊	8,423	5,820
Loss on disposal of properties and equipment	出售物業及設備之虧損	486	74
Amortisation of	攤銷		
– goodwill (included in general and administrative expenses)	– 商譽 (包括在一般及 行政費用)	2,936	2,425
– rights to receive rental income (included in cost of sales)	– 收租權 (包括在銷售成本)	3,308	1,103
Provision for amount due from an associate	應收一間聯營公司 款項之撥備	620	6,000
Write-off of cost of properties	撇銷物業成本	–	5,355
Loss on investment in securities	證券投資虧損	–	1,405
Net exchange loss	匯兌虧損淨額	–	59
Auditors' remuneration	核數師酬金	1,000	988
<u>After crediting –</u>	<u>已計入 –</u>		
Rental income, less outgoings	租金收入 (扣除支出)	31,938	16,573
Gain on investment in securities	證券投資收益	722	–
Net exchange gain	匯兌收益淨額	196	–

Notes to the Accounts

賬目附註

6 FINANCE COSTS

6 財務成本

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Interest on bank loans wholly repayable within five years	須於五年內全數償還的 銀行貸款利息	164,072	91,945
Interest on loans from related companies wholly repayable within five years (see Note 3(a))	須於五年內全數償還的 關連公司貸款利息 (見附註3(a))	—	11,948
Total borrowing costs incurred	所產生總借貸成本	164,072	103,893
Less: amount capitalised as part of the cost of properties under development	減：撥充作發展中物業成本 一部份的金額	(159,792)	(91,249)
		4,280	12,644

The average interest rate of borrowing costs capitalised during the year ended 31st December 2003 was approximately 5.6% per annum (2002: 6.0% per annum).

於截至二零零三年十二月三十一日止年度撥充資本的借貸成本的平均年利率約為5.6% (二零零二年：年利率6.0%)。

7 STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

7 員工成本(包括董事酬金)

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Salaries and allowances	薪金及津貼	87,085	61,323
Sales commission and bonus	銷售佣金及花紅	22,211	22,136
Pension costs	退休金成本		
– Defined contribution plans (see Note 42)	— 界定供款計劃 (見附註42)	9,391	6,540
– Provision for long service payment	— 長期服務金撥備	42	678
		118,729	90,677

Notes to the Accounts

賬目附註

8 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

8 董事及高級行政人員酬金

(a) Details of emoluments paid/payable to directors of the Company are:

(a) 已付／應付本公司董事的酬金詳情如下：

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Fees for executive directors	執行董事的袍金	—	—
Fees for independent non-executive directors	獨立非執行董事的袍金	180	150
Other emoluments for executive directors	執行董事的其他酬金		
– Salaries and allowances	— 薪金及津貼	8,832	9,495
– Retirement contributions	— 退休金供款	56	57
		9,068	9,702

A director agreed to waive his emoluments with effect from 1st January 2003, which amounted to approximately HK\$240,000 (2002: Nil) during the year ended 31st December 2003.

截至二零零三年十二月三十一日止年度，一名董事同意由二零零三年一月一日起放棄約240,000港元(二零零二年：無)酬金。

Notes to the Accounts

賬目附註

8 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

8 董事及高級行政人員酬金(續)

- (a) Details of emoluments paid/payable to directors of the Company are: (continued)

- (a) 已付／應付本公司董事的酬金詳情如下：(續)

Analysis of directors' emoluments by number of directors and emolument ranges is as follows:

按董事人數及酬金級別劃分的董事酬金分析如下：

		2003 二零零三年	2002 二零零二年
Executive directors	執行董事		
Nil to HK\$1,000,000	零至1,000,000港元	5	4
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	2	—
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	—	2
Independent non-executive directors	獨立非執行董事		
Nil to HK\$1,000,000	零至1,000,000港元	3	3
		11	10

- (b) Details of remuneration of the five highest paid individuals (including executive directors and other employees) are:

- (b) 五名最高薪人士(包括執行董事及其他僱員)的酬金詳情如下：

The five highest paid individuals consisted of:

五名最高薪人士包括：

		2003 二零零三年	2002 二零零二年
Number of directors	董事人數	4	3
Number of employees	僱員人數	1	2
		5	5

Notes to the Accounts

賬目附註

8 DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (continued)

- (b) Details of remuneration of the five highest paid individuals (including executive directors and other employees) are (continued):

The emoluments paid/payable to the highest paid individuals who are directors of the Company have been included in Note 8(a) above. Details of emoluments paid/payable to the remaining individuals are:

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	1,000	2,974
Inducement fees	加盟酬金	—	1,972
Retirement contributions	退休金供款	—	6
		1,000	4,952

Analysis of emoluments paid to the non-director highest paid individuals by number of individuals and emolument ranges is as follows:

		2003 二零零三年	2002 二零零二年
Nil to HK\$1,000,000	零至1,000,000港元	1	—
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	—	1
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	—	1
		1	2

- (c) No emolument was paid to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office, except for approximately HK\$1,972,000 paid to a non-director individual as an inducement to join the Group during the year ended 31st December 2002.

8 董事及高級行政人員酬金(續)

- (b) 五名最高薪人士(包括執行董事及其他僱員)的酬金詳情如下(續)：

已付／應付身為本公司董事的最高薪人士的酬金已列於上文附註8(a)。已付／應付其餘人士的酬金詳情如下：

按人數及酬金級別劃分的已付最高薪非董事酬金分析如下：

- (c) 本公司董事或五名最高薪人士並無獲付任何酬金以吸引其加入或已加入本集團或作為離職補償，除於二零零二年十二月三十一日止年度已付予一名非董事人士約1,972,000港元以吸引其加入本集團。

Notes to the Accounts

賬目附註

9 TAXATION

9 稅項

The amount of taxation charged to the consolidated profit and loss account represents:

於綜合損益表中扣除之稅項包括：

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元 As restated 重列
<i>Company and subsidiaries</i>	<i>公司及附屬公司</i>		
Current taxation –	本期稅項 –		
Hong Kong profits tax	香港利得稅	12,704	5,210
Mainland China enterprise income tax	中國大陸企業所得稅	208,506	212,003
Mainland China land appreciation tax	中國大陸土地增值稅	3,359	3,428
Deferred taxation relating to the origination/ (reversal) of temporary differences –	與產生／(撥回)短暫時差 有關之遞延稅項 –		
Mainland China enterprise income tax	中國大陸企業所得稅	(45,375)	(56,391)
Mainland China land appreciation tax	中國大陸土地增值稅	18,496	20,956
		197,690	185,206
<i>Jointly controlled entity</i>	<i>共同控制實體</i>		
Current taxation –	本期稅項 –		
Mainland China enterprise income tax	中國大陸企業所得稅	27,884	23,140
Mainland China land appreciation tax	中國大陸土地增值稅	26,426	21,465
		54,310	44,605
		252,000	229,811

Notes to the Accounts

賬目附註

9 TAXATION (continued)

(a) Hong Kong profits tax

Hong Kong profits tax is provided at the rate of 17.5% (2002: 16%) on the estimated assessable profit for the year.

(b) Overseas income tax

The Company is exempt from taxation in Bermuda until March 2016. Subsidiaries in the British Virgin Islands are incorporated under the International Business Companies Acts of the British Virgin Islands and, accordingly, are exempt from British Virgin Islands income taxes. Subsidiaries established and operated in mainland China are subject to mainland China enterprise income tax at the rate of 33% (2002: 33%).

(c) Mainland China land appreciation tax

Mainland China land appreciation tax is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including costs of land and development and construction expenditures.

9 稅項(續)

(a) 香港利得稅

香港利得稅乃就年內估計應課稅溢利按 17.5% (二零零二年：16%) 的稅率撥備。

(b) 海外所得稅

本公司獲豁免繳納百慕達稅項直至二零一六年三月。在英屬處女群島成立的附屬公司乃根據英屬處女群島國際商業公司法註冊成立，故此，獲豁免英屬處女群島所得稅。本公司於中國大陸成立及經營的附屬公司按33% (二零零二年：33%) 之稅率繳交中國大陸企業所得稅。

(c) 中國大陸土地增值稅

中國大陸土地增值稅就土地增值，即出售房地產所得款項扣除可扣減項目（包括土地發展開支及建築成本），按累進稅率30%至60%徵收。

Notes to the Accounts

賬目附註

9 TAXATION (continued)

9 稅項(續)

(c) Mainland China land appreciation tax (continued)

(c) 中國大陸土地增值稅(續)

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the enterprise income tax rate in mainland China, where the majority of the Group's operations was carried out, and the reconciliation was as follows:

本集團之除稅前溢利與按照於中國大陸(本集團大部分業務於中國大陸進行)之企業所得稅稅率計算之理論金額有所差異及調節，詳情如下：

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元 As restated 重列
Profit before taxation	除稅前溢利	635,942	510,864
Calculated at mainland China enterprise income tax rate of 33% (2002: 33%)	按中國大陸企業所得稅稅率 33%*(二零零二年: 33%) 計算	209,861	168,585
Effect of	影響		
– different tax rates in other jurisdiction	– 其他司法權區不同稅率	(12,706)	(4,491)
– expenses not deductible for income tax purposes	– 不可扣稅之支出	3,251	6,721
– land appreciation tax deductible for calculation of income tax purposes	– 可扣減作為計算所得稅用途之土地增值稅	(15,933)	(15,130)
– deferred tax assets not recognised (Note (i))	– 未確認之遞延稅項資產	19,246	28,277
		203,719	183,962
Land appreciation tax	土地增值稅	48,281	45,849
		252,000	229,811

Note:

附註：

(i) Deferred tax assets not recognised included tax losses in certain subsidiaries in mainland China, which can generally be carried forward for five years upon recognition of the respective losses.

(i) 未確認之遞延稅項資產包括本集團於中國大陸之附屬公司的稅損。此等稅損將於確認後的五年內屆滿。

Notes to the Accounts

賬目附註

10 PROFIT ATTRIBUTABLE TO SHAREHOLDERS

10 股東應佔溢利

The consolidated profit attributable to shareholders includes a profit of approximately HK\$93,554,000 (2002: HK\$43,960,000) dealt with in the accounts of the Company.

股東應佔綜合溢利包括本公司於賬目內反映的溢利約93,554,000港元(二零零二年: 43,960,000港元)。

11 DIVIDENDS

11 股息

Dividends consisted of:

股息包括：

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Interim dividend of HK\$0.02 (2002: HK\$0.02) per ordinary share	中期股息每股普通股 0.02港元 (二零零二年: 0.02港元)	20,040	20,040
Proposed final dividend of HK\$0.03 (2002: HK\$0.02) per ordinary share	建議末期股息每股普通股 0.03港元 (二零零二年: 0.02港元)	30,060	20,040
		50,100	40,080

12 RETAINED PROFITS

12 保留溢利

Retained profits consisted of:

保留溢利包括：

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Company	本公司	50,062	6,608
Subsidiaries	附屬公司	958,219	831,341
Associate	聯營公司	(1,118)	(3,033)
Jointly controlled entity	共同控制實體	112,024	55,412
		1,119,187	890,328

Notes to the Accounts

賬目附註

13 EARNINGS PER SHARE

The calculation of basic earnings per share for the year ended 31st December 2003 is based on the consolidated profit attributable to shareholders of approximately HK\$315,354,000 (2002: HK\$229,082,000) and the weighted average number of approximately 1,002,000,000 shares (2002: 1,002,000,000 shares) in issue during the year.

The calculation of diluted earnings per share for the year ended 31st December 2003 is based on the consolidated profit attributable to shareholders of approximately HK\$315,354,000 (2002: HK\$229,082,000) and the diluted weighted average number of approximately 1,002,096,000 shares (2002: 1,002,561,000 shares) in issue after adjusting for the potential dilutive effect in respect of outstanding employee share options.

13 每股盈利

截至二零零三年十二月三十一日止年度的每股基本盈利乃按本年度的股東應佔綜合溢利約315,354,000港元(二零零二年: 229,082,000港元)及年內已發行加權平均股數約1,002,000,000股(二零零二年: 1,002,000,000股)計算。

截至二零零三年十二月三十一日止年度的每股攤薄盈利乃按股東應佔綜合溢利約315,354,000港元(二零零二年: 229,082,000港元)及年內已發行攤薄加權平均股數約1,002,096,000股(二零零二年: 1,002,561,000股)(已就尚未行使之僱員購股權的潛在攤薄影響作出調整)計算。

Notes to the Accounts

賬目附註

14 PROPERTIES AND EQUIPMENT

14 物業及設備

		Consolidated 綜合			
		2003 二零零三年			
		Leasehold land and buildings 租賃 土地及樓宇 HK\$'000 千港元	Furniture and office equipment 傢俬及 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本值				
Beginning of year	年初	7,004	18,104	24,911	50,019
Additions	新增	79	6,915	8,941	15,935
Acquisition of subsidiaries (Note 38(b))	收購附屬公司 (附註38(b))	–	237	–	237
Disposals	出售	–	(352)	(499)	(851)
End of year	年終	7,083	24,904	33,353	65,340
Accumulated depreciation	累計折舊				
Beginning of year	年初	1,045	7,452	9,622	18,119
Charge for the year	本年度折舊	141	3,962	4,320	8,423
Disposals	出售	–	(82)	(283)	(365)
End of year	年終	1,186	11,332	13,659	26,177
Net book value	賬面淨值				
End of year	年終	5,897	13,572	19,694	39,163
Beginning of year	年初	5,959	10,652	15,289	31,900

The leasehold land and buildings are located in Hong Kong and are held under medium-term leases of between 10 to 50 years.

租賃土地及樓宇乃位於香港及根據介乎10年至50年的中期租約持有。

Notes to the Accounts

賬目附註

15 INVESTMENT PROPERTIES

15 投資物業

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Beginning of year	年初	2,625,600	1,710,000
Transfer from properties under development for long-term investment	轉撥自持作長期投資之發展中物業	26,119	402,709
Disposals	出售	(118,547)	—
Surplus on revaluation	重估盈餘	24,952	512,891
End of year	年終	2,558,124	2,625,600

All investment properties are located in mainland China and are located on land held under land use rights expiring from 2067 through 2072. They were revalued as at 31st December 2003 by DTZ Debenham Tie Leung Limited, independent qualified valuers, on an open market value basis, with the related surplus, net of provision for relevant taxes and minority interests, recorded as investment property revaluation reserve.

As at 31st December 2003, approximately HK\$914,552,000 (2002: HK\$1,100,899,000) and approximately HK\$142,123,000 (2002: HK\$173,312,000) of the investment properties were pledged as collateral for the Group's banking facilities (see Note 43(a)) and bank loans borrowed by a jointly controlled entity (see Note 3(d)), respectively.

所有投資物業均位於中國大陸及位於根據於二零六七年至二零七二年期間屆滿的土地使用權持有之土地。所有投資物業已於二零零三年十二月三十一日由合資格獨立估值師戴德梁行按公開市場價格基準重新估值，有關盈餘(扣除有關稅項撥備及少數股東權益)乃計入投資物業重估儲備內。

於二零零三年十二月三十一日，約914,552,000港元(二零零二年：1,100,899,000港元)及約142,123,000港元(二零零二年：173,312,000港元)的投資物業已抵押作為本集團銀行信貸(見附註43(a))及一間共同控制實體的銀行貸款(見附註3(d))的抵押品。

Notes to the Accounts

賬目附註

15 INVESTMENT PROPERTIES (continued)

The Group leases out certain investment properties under operating leases, for an initial period of one to twenty years, with an option to renew on renegotiated terms. None of the leases includes contingent rentals. During the year ended 31st December 2003, the gross rental income from investment properties amounted to approximately HK\$31,026,000 (2002: HK\$17,599,000). As at 31st December 2003, the Group's future rental income under non-cancellable operating leases was as follows:

15 投資物業(續)

本集團根據經營租約出租若干投資物業，初始租期為一至二十年，可選擇根據重新磋商的條款續約。各租約概無包括或然租金。於截至二零零三年十二月三十一日止年度內，來自投資物業的租金總額約為31,026,000港元(二零零二年：17,599,000港元)。於二零零三年十二月三十一日，本集團根據不可撤銷的經營租約的未來租金收入如下：

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Not later than one year	一年內	33,248	23,460
Later than one year and not later than five years	一至五年內	130,182	93,766
Later than five years	五年後	135,254	128,309
		298,684	245,535

Notes to the Accounts

賬目附註

16 RIGHTS TO RECEIVE RENTAL INCOME

16 收租權

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Beginning of year	年初	48,524	—
Additions	新增	—	49,627
Amortisation	攤銷	(3,308)	(1,103)
Disposal	出售	(45,216)	—
End of year	年終	—	48,524

The Group had rights to receive rental income for 15 years up to 2017 in respect of certain properties developed by the Group for the benefit of third parties in Beijing, mainland China. In 2003, the rights to receive rental income were disposed of.

During the year ended 31st December 2003, the gross rental income relating to these properties amounted to approximately HK\$4,461,000 (2002: HK\$815,000).

本集團有權於截至二零一七年止的十五年期間，就本集團於中國北京為第三者發展的若干物業收取租金。收租權已於二零零三年出售。

於截至二零零三年十二月三十一日止年度內，有關這些物業之租金收入總額約4,461,000港元(二零零二年：815,000港元)。

Notes to the Accounts

賬目附註

17 PROPERTIES UNDER DEVELOPMENT FOR LONG-TERM INVESTMENT

17 持作長期投資之發展中物業

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Beginning of year	年初	1,146,549	716,940
Additions	新增	558,190	832,318
Transfer from land pending development	由待發展土地轉撥	23,334	—
Transfer to investment properties	轉撥至投資物業	(26,119)	(402,709)
Transfer to properties under development for sale	轉撥至可供出售之發展中物業	(185,969)	—
End of year	年終	1,515,985	1,146,549

All properties under development for long-term investment are located in mainland China. As at 31st December 2003, properties under development for long-term investment of approximately HK\$1,515,985,000 (2002: HK\$1,137,387,000) were located on land held under land use rights expiring from 2067 through 2072, whilst none (2002: HK\$9,162,000) was related to projects located on land for which the Group was in the process of applying for formal land use rights.

As at 31st December 2003, approximately HK\$391,912,000 (2002: HK\$70,112,000) and approximately HK\$191,085,000 (2002: HK\$175,763,000) of the properties under development for long-term investment were pledged as collateral for the Group's banking facilities (see Note 43(b)) and bank loans borrowed by a jointly controlled entity (see Note 3(d)), respectively.

所有持作長期投資之發展中物業均位於中國大陸。於二零零三年十二月三十一日，約1,515,985,000港元(二零零二年：1,137,387,000港元)的持作長期投資之發展中物業位於根據由二零六七年至二零七二年期間屆滿的土地使用權持有的土地上。而並無(二零零二年：9,162,000港元)物業則位於本集團正在申請正式土地使用權的土地上。

於二零零三年十二月三十一日，約391,912,000港元(二零零二年：70,112,000港元)及約191,085,000港元(二零零二年：175,763,000港元)之持作長期投資之發展中物業已分別抵押作本集團之銀行信貸(見附註43(b))及一間共同控制實體之銀行借貸之抵押品(見附註3(d))。

Notes to the Accounts

賬目附註

18 LAND PENDING DEVELOPMENT

18 待發展土地

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Beginning of year	年初	311,458	89,056
Additions	增加	533,934	230,655
Transfer to properties under development for long-term investment	轉撥至持作長期投資之發展中物業	(23,334)	—
Transfer to properties under development for sale	轉撥至可供銷售之發展中物業	(241,042)	—
Impairment	減值	—	(8,253)
End of year	年終	581,016	311,458

Land pending development is located in mainland China. As at 31st December 2003, land pending development of approximately HK\$291,448,000 (2002: HK\$120,731,000) was held under land use rights expiring from 2064 through 2067, whilst the remaining balance of approximately HK\$289,568,000 (2002: HK\$190,727,000) was in the process of applying for formal land use rights.

As at 31st December 2003, approximately HK\$83,678,000 (2002: HK\$82,995,000) of the land pending development was pledged as collateral for the Group's banking facilities (see Note 43(c)).

待發展土地位於中國大陸。於二零零三年十二月三十一日，約291,448,000港元(二零零二年：120,731,000港元)的待發展土地根據由二零六四年至二零六七年期間屆滿的土地使用權持有。其餘約289,568,000港元(二零零二年：190,727,000港元)的待發展土地則正在申請正式土地使用權。

於二零零三年十二月三十一日，約83,678,000港元(二零零二年：82,995,000港元)之待發展土地已抵押作本集團銀行信貸之抵押品(見附註43(c))。

Notes to the Accounts

賬目附註

19 INVESTMENT IN SUBSIDIARIES

19 於附屬公司的投資

		Company 公司	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本值	74,900	74,900
Due from subsidiaries	應收附屬公司款項	722,749	667,886
		797,649	742,786

The amounts due from subsidiaries are unsecured, non-interest bearing and not repayable within one year.

應收附屬公司款項為無抵押、免息及無須於一年內償還。

Details of the principal subsidiaries as at 31st December 2003 are set out on pages 124 to 130.

於二零零三年十二月三十一日的主要附屬公司詳情載於第124至130頁。

None of the subsidiaries had any loan capital in issue at any time during the year ended 31st December 2003.

於截至二零零三年十二月三十一日止年度內任何時間，各附屬公司概無擁有任何已發行借貸資本。

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20 INVESTMENT IN AN ASSOCIATE

20 於一間聯營公司之投資

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Share of net assets of an unlisted associate at acquisition	應佔收購時一間 非上市聯營公司之淨資產	1,888	1,888
Share of undistributed post-acquisition results	應佔收購後未分配 業績	(1,118)	(3,033)
Due from an associate	應收一間聯營公司款項	770	(1,145)
Due to an associate	應付一間聯營公司款項	–	9,033
		–	(1,109)
Less: Provision for amount due from an associate	減：應收一間聯營公司 款項之撥備	770	6,779
		–	(6,000)
		770	779

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20 INVESTMENT IN AN ASSOCIATE (continued)

20 於一間聯營公司之投資(續)

Details of the associate as at 31st December 2003 are as follows:

於二零零三年十二月三十一日聯營公司之詳情如下：

Name of company 公司名稱	Place of incorporation and operations 註冊成立及 營運地點	Issued and fully paid capital 已發行及 繳足股本	Percentage of equity interest attributable to the Group 本集團應佔 股權百分比		Principal activity 主要業務
			Directly 直接	Indirectly 間接	
Guangdong Huasheng Cultural Development Company Limited 廣東華生教育文化發展有限公司	mainland China 中國大陸	Rmb5,000,000 人民幣5,000,000元	-	24%	Inactive 暫無業務

21 INVESTMENT IN A JOINTLY CONTROLLED ENTITY

21 於一間共同控制實體之投資

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Share of net assets of an unlisted jointly controlled entity at acquisition	應佔收購時一間非上市共 同控制實體之淨資產	21,000	21,000
Share of undistributed post-acquisition results	應佔收購後未分配業績	112,024	55,412
		133,024	76,412
Goodwill less accumulated amortisation	商譽減累計攤銷	8,100	9,000
		141,124	85,412

Notes to the Accounts

賬目附註

**21 INVESTMENT IN A JOINTLY CONTROLLED ENTITY
(continued)**

Investment in a jointly controlled entity represents an investment in a contractual joint venture, Guangzhou Zhujiang Qiaodao Real Estate Limited ("GZQREL"). GZQREL is established in mainland China with an operating period of 20 years up to January 2018 to develop properties located in Guangzhou, Guangdong Province, mainland China. Under the joint venture agreement, the Group is required to contribute 57.14% of the capital of GZQREL and is entitled to one-third of the voting power in GZQREL. It is entitled to share 40% of the profit of GZQREL but has to assume 57.14% of any losses of GZQREL, and is entitled to a distribution of 40% of GZQREL's assets upon expiry of the operating period.

22 INVESTMENT IN JOINTLY CONTROLLED ASSETS

Certain subsidiaries of the Group entered into a jointly controlled assets arrangement with Guangzhou Zhuguang Real Estate Development Company Limited, an independent third party, under which each of the Group and Guangzhou Zhuguang Real Estate Development Company Limited contributed land and other assets for the development of properties located in Guangzhou, Guangdong Province, mainland China. During the year ended 31st December 2003, the Group's participating interest in these jointly controlled assets was 95.5% (2002: 95.5%).

21 於一間共同控制實體之投資 (續)

於一間共同控制實體之投資乃指本集團於廣州珠江橋都房地產有限公司(「橋都」)之投資(橋都為一間合約合營企業)。橋都於中國大陸成立，經營期至二零一八年一月止，為期20年，其經營活動為開發位於中國大陸廣東省廣州之物業。根據合營企業協議，本集團需要分擔橋都之57.14%資本貢獻及有權擁有橋都三分之一投票權。本集團亦有權分佔橋都之40%溢利，惟須承擔橋都虧損之57.14%，以及有權於經營期屆滿時獲分配橋都40%之資產。

22 於共同控制資產之投資

本集團若干附屬公司與一名獨立第三方廣州珠光房地產開發有限公司訂立一項共同控制資產安排，據此，本集團及廣州珠光房地產開發有限公司各就開發位於中國大陸廣東省廣州之物業提供土地及其他資產。於截至二零零三年十二月三十一日止年度內，本集團擁有該等共同控制資產95.5% (二零零二年：95.5%)之參與權益。

Notes to the Accounts

賬目附註

**22 INVESTMENT IN JOINTLY CONTROLLED ASSETS
(continued)**

Details of the aggregate amount of the assets and liabilities recognised in the consolidated accounts in respect of the Group's interest in jointly controlled assets arrangement were as follows:

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Assets	資產	1,239,598	700,289
Liabilities	負債	834,638	402,267

22 於共同控制資產之投資(續)

就本集團於共同控制資產安排之權益而於綜合賬目確認為資產及負債之總金額詳情如下：

23 GOODWILL**23 商譽**

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Beginning of year	年初	6,108	6,587
Addition	新增	—	1,946
Amortisation	攤銷	(2,036)	(2,425)
End of year	年終	4,072	6,108
Representing – Cost	相當於 – 成本值	10,180	10,180
Less: Accumulated amortisation	減：累計攤銷	(6,108)	(4,072)
Net book value	賬面淨值	4,072	6,108

Notes to the Accounts

賬目附註

23 GOODWILL (continued)

Goodwill, arisen from investment in jointly controlled assets, represents the excess of contributions made by the Group for a property development project located in Guangzhou, Guangdong Province, mainland China over the Group's percentage interest in this property development project (see Note 22).

23 商譽(續)

於共同控制資產之投資所產生之商譽乃指本集團就位於中國大陸廣東省廣州之物業發展項目所投入之價值超出本集團於此項物業發展項目之應佔權益之部份(見附註22)。

24 PROPERTIES UNDER DEVELOPMENT FOR SALE

24 可供出售之發展中物業

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
At cost	按成本	4,122,404	2,924,973
Add: Attributable profits on pre-sold properties	加：預售物業應佔溢利	478,078	152,106
		4,600,502	3,077,079
Less: Sale instalments and deposits received/receivable	減：已收／應收售樓分期 付款及按金	(1,183,280)	(386,413)
		3,417,222	2,690,666
Costs consisted of –	成本值包括 –		
Land cost	土地成本	1,959,620	1,880,963
Construction expenditures	建築開支	2,027,402	1,008,840
Borrowing costs capitalised (Note (i))	撥充資本的借貸成本(附註(i))	135,402	35,170
		4,122,424	2,924,973

Note:

附註：

- (i) The average interest rate of borrowing costs capitalised for the year ended 31st December 2003 was approximately 5.6% per annum (2002: 6.0% per annum).

- (i) 截至二零零三年十二月三十一日止年度撥充資本的借貸成本之平均利率約每年5.6%(二零零二年：年利率6.0%)。

Notes to the Accounts

賬目附註

**24 PROPERTIES UNDER DEVELOPMENT FOR SALE
(continued)**

All properties under development for sale are located in mainland China. As at 31st December 2003, properties under development for sale of approximately HK\$3,417,222,000 (2002: HK\$2,610,624,000) were located on land held under land use rights expiring from 2067 through 2072, whilst none (2002: HK\$80,042,000) was related to projects located on land for which the Group was in the process of applying for formal land use rights.

As at 31st December 2003, approximately HK\$541,760,000 (2002: HK\$237,026,000) of the properties under development for sale were pledged as collateral for the Group's banking facilities (see Note 43(d)).

25 COMPLETED PROPERTIES FOR SALE

All completed properties for sale are located in mainland China and are located on land held under land use rights expiring from 2067 through 2072.

As at 31st December 2003, approximately HK\$216,309,000 (2002: HK\$203,299,000), none (2002: HK\$66,390,000) and none (2002: HK\$4,909,000) of the completed properties for sale were pledged as collateral for the Group's banking facilities (see Note 43(e)), bank loans borrowed by a related company (see Note 3(d)) and bank loans borrowed by a jointly controlled entity (see Note 3(d)), respectively.

24 可供出售之發展中物業(續)

全部可供出售之發展中物業均位於中國大陸。於二零零三年十二月三十一日，約3,417,222,000港元(二零零二年：2,610,624,000港元)可供出售之發展中物業位於根據於二零六七年至二零七二年期間屆滿之土地使用權持有之土地上。而並無(二零零二年：80,042,000港元)物業位於本集團正在申請正式土地使用權之土地上。

於二零零三年十二月三十一日，可供出售之發展中物業約541,760,000港元(二零零二年：237,026,000港元)已抵押作本集團銀行信貸之抵押品(見附註43(d))。

25 可供出售之已落成物業

全部可供出售之已落成物業均位於中國大陸及位於根據於二零六七年至二零七二年期間屆滿之土地使用權持有之土地上。

於二零零三年十二月三十一日，約216,309,000港元(二零零二年：203,299,000港元)、並無(二零零二年：66,390,000港元)及並無(二零零二年：4,909,000港元)之可供出售之已落成物業已分別抵押作為本集團銀行信貸(見附註43(e))、一間關連公司之銀行貸款(見附註3(d))及一間共同控制實體之銀行貸款(見附註3(d))之抵押品。

Notes to the Accounts

賬目附註

26 ACCOUNTS RECEIVABLE

Consideration in respect of properties sold is generally payable by the purchasers within six months subsequent to the execution of the sale and purchase agreements. Rentals in respect of leased properties and property management fees are generally payable in advance by the tenants on monthly basis.

Aging analysis of accounts receivable was as follows:

26 應收賬款

已出售物業之代價一般須於簽立買賣協議六個月內由買方支付。租賃物業租金及物業管理費一般須由租戶每月預付。

應收賬款之賬齡分析如下：

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
0 to 3 months	0至3個月	304,229	117,242
3 to 6 months	3至6個月	1,424	904
6 to 9 months	6至9個月	445	38
9 to 12 months	9至12個月	126	152
Over 12 months	超過至12個月	2,980	2,709
		309,204	121,045

Notes to the Accounts

賬目附註

27 PREPAYMENTS, DEPOSITS AND OTHER CURRENT ASSETS

27 預付款項、按金及其他流動資產

		Consolidated 綜合		Company 公司	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Prepayment for acquisition of land (Note (i))	收購土地之預付款項(附註(i))	79,555	42,925	-	-
Prepaid construction expenditures	預付建築開支	44,226	48,201	-	-
Utility and other deposits	公用設施及其他按金	30,533	11,692	-	-
Others	其他	15,247	14,942	422	130
		169,561	117,760	422	130

Note:

附註：

- (i) This represents advances made to minority shareholders of the Company's subsidiaries for acquisition of land, which will be injected into the subsidiaries upon the issuance of land use right certificates.

- (i) 此乃指就收購土地而向本公司若干附屬公司之少數股東作出之墊款，墊款將於發出土地使用權證後隨即注入該附屬公司。

Notes to the Accounts

賬目附註

28 INVESTMENT IN SECURITIES

28 證券投資

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Shares listed in Hong Kong, at cost	香港上市股份、按成本	8,386	8,386
Less: Adjustment to quoted market value	減：按市場報價調整	(4,837)	(5,559)
		3,549	2,827
Unlisted investment, at cost	非上市投資，按成本	943	—
		4,492	2,827
Quoted market value of listed shares	上市股份之市場報價	3,549	2,827

29 CASH AND BANK DEPOSITS

29 現金及銀行存款

As at 31st December 2003, the Group's bank deposits of approximately HK\$256,448,000 (2002: HK\$232,081,000) were pledged as collateral for the Group's banking facilities (see Note 43(f)). In addition, the Group's bank deposits of approximately HK\$53,284,000 (2002: HK\$48,953,000) were charged by certain banks in respect of the processing of mortgage facilities granted by the banks to buyers of the Group's properties.

As at 31st December 2003, cash and bank deposits of approximately HK\$635,576,000 (2002: HK\$333,088,000) were denominated in Chinese Renminbi, which is not a freely convertible currency in the international market and its exchange rate is determined by the People's Bank of China.

於二零零三年十二月三十一日，本集團約256,448,000港元(二零零二年：232,081,000港元)銀行存款已抵押作本集團銀行信貸(見附註43(f))。此外，本集團銀行存款約53,284,000港元(二零零二年：48,953,000港元)已被若干銀行抵押，以便銀行處理有關向本集團物業買家授予按揭信貸額。

於二零零三年十二月三十一日，約635,576,000港元(二零零二年：333,088,000港元)現金及銀行存款以人民幣計算。人民幣並非國際市場自由兌換之貨幣，其匯率由中國人民銀行釐定。

Notes to the Accounts

賬目附註

30 SHORT-TERM BANK LOANS

Short-term bank loans bear interest at 4.8% to 6.0% per annum (2002: 4.8% to 6.4% per annum). Refer to Note 43 for details of collateral.

30 短期銀行貸款

短期銀行貸款按年利率4.8%至6.0% (二零零二年：年利率4.8%至6.4%) 計息。抵押品之詳情請參閱附註43。

31 LONG-TERM BANK LOANS

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Amounts repayable	須於下列期間償還之款項		
– within one year	– 一年內	291,583	375,527
– within one to two years	– 一至兩年內	1,549,912	340,430
– within two to three years	– 兩至三年內	112,312	482,168
		1,953,807	1,198,125
Less: Amount due within one year	減：流動負債項下		
included under current liabilities	一年內到期之款項	(291,583)	(375,527)
		1,662,224	822,598

Long-term bank loans bear interest at approximately 4.0% to 6.8% per annum (2002: 5.5% to 6.8% per annum). Refer to Note 43 for details of collateral.

長期銀行貸款按年利率約4.0%至6.8% (二零零二年：年利率5.5%至6.8%) 計息。抵押品之詳情請參閱附註43。

Notes to the Accounts

賬目附註

32 ACCOUNTS PAYABLE

32 應付賬款

Aging analysis of accounts payable was as follows:

應付賬款之賬齡分析如下：

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
0 to 3 months	0至3個月	1,373,229	714,541

Approximately HK\$526,502,000 (2002: HK\$570,039,000) of accounts payable was due to subsidiaries of minority shareholders of certain subsidiaries of the Company in respect of property construction fees (see Note 3(b)).

就物業建築費應付本公司若干附屬公司之少數股東之附屬公司之賬款約為526,502,000港元(二零零二年：570,039,000港元)(見附註3(b))。

33 TAXATION PAYABLE

33 應付稅項

		Consolidated 綜合	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Hong Kong profits tax	香港利得稅	7,487	4,152
Mainland China enterprise income tax	中國大陸企業所得稅	102,776	92,996
Mainland China land appreciation tax	中國大陸土地增值稅	38,863	48,996
Mainland China business tax	中國大陸營業稅	39,556	26,159
		188,682	172,303

34 DEFERRED TAXATION

34 遞延稅項

Deferred taxation are calculated in full on temporary differences under the liability method using the applicable mainland China enterprise income tax rate and land appreciation tax rate.

遞延稅項乃按適用之中國大陸企業所得稅稅率及土地增值稅稅率以負債法就短暫時差作全數撥備。

Notes to the Accounts

賬目附註

34 DEFERRED TAXATION (continued)

34 遞延稅項(續)

Movements were as follows:

變動詳情如下：

		Consolidated 綜合		
		Revaluation of investment properties 投資物業重估 HK\$'000 千港元	Different bases in reporting revenue (Note (i)) 不同之收入申報基準 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1st January 2002	於二零零二年一月一日			
- as previously reported	- 如前呈報	325,228	346,736	671,964
- adjustment on adoption of SSAP 12 (see Note 2(c))	- 因採納會計實務準則第12號 而作出調整(見附註2(c))	218,956	-	218,956
- as restated	- 重列	544,184	346,736	890,920
Credited to profit and loss account	在損益表記賬	-	(35,435)	(35,435)
Charged to equity	在權益扣除	290,315	-	290,315
At 31st December 2002	於二零零二年十二月三十一日	834,499	311,301	1,145,800
At 1st January 2003	於二零零三年一月一日			
- as previously reported	- 如前呈報	479,095	311,301	790,396
- adjustment on adoption of SSAP 12 (see Note 2(c))	- 因採納會計實務準則第12號 而作出調整(見附註2(c))	355,404	-	355,404
- as restated	- 重列	834,499	311,301	1,145,800
Credited to profit and loss account	在損益表記賬	-	(26,879)	(26,879)
Charged to equity	在權益扣除	8,753	-	8,753
Disposal of investment properties	出售投資物業	(25,622)	-	(25,622)
Others	其他	(50,000)	-	(50,000)
At 31st December 2003	於二零零三年十二月三十一日	767,630	284,422	1,052,052

Note:

附註：

- (i) This deferred taxation represented the taxation effect on temporary difference arising from the different bases in reporting revenue with mainland China tax authorities.

- (i) 遞延稅項指因採用與中國大陸稅務機關不同之收入申報基準引致之短暫時差所產生之稅項影響。

As at 31st December 2003, there was no deferred tax asset recognised and no offsetting of balances against the deferred tax liabilities (2002: Nil).

於二零零三年十二月三十一日，並無已確認之遞延稅項資產及無結餘抵銷遞延稅項負債(二零零二年：無)。

Notes to the Accounts

賬目附註

35 SHARE CAPITAL

35 股本

		2003 二零零三年		2002 二零零二年	
		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元
Authorised- Ordinary shares of HK\$0.1 each	法定— 每股面值0.1港元 之普通股	2,000,000	200,000	2,000,000	200,000
Issued and fully paid- Ordinary shares of HK\$0.1 each, beginning and end of year	已發行及繳足— 每股面值0.1港元 之普通股 年初及年終	1,002,000	100,200	1,002,000	100,200

36 EMPLOYEE SHARE OPTIONS

36 僱員購股權

Effective from November 2002, the Company has adopted a new employee share option scheme, under which it may grant options to employees (including executive Directors of the Company) to subscribe for shares in the Company, subject to a maximum of 30% of the nominal value of the issued share capital of the Company from time to time excluding for this purpose any shares issued on the exercise of options. The exercise price will be determined by the Company's board of Directors and shall at least be the highest of (i) the closing price of the Company's shares on the date of grant of the options, (ii) the average closing price of the Company's shares for the five trading days immediately preceding the date of grant of the options, and (iii) the nominal value of the Company's shares of HK\$0.1 each. The new employee share option scheme will remain in force for a period of 10 years up to 2012. As at 31st December 2003, no employee share options have been granted under this new share option scheme.

由二零零二年十一月起，本公司已採納一項新僱員購股權計劃，據此，本公司可向僱員（包括本公司執行董事）授出購股權以認購本公司股份，惟數目不得超過本公司不時已發行之股本面值30%，就此而言，不包括任何因行使購股權而發行之股份。行使價將由本公司董事會釐定，其將不少於下列三者之最高者：(i)本公司股份於購股權授出日期之收市價；(ii)於緊接購股權授出日期前五個交易日本公司股份之平均收市價；及(iii)本公司股份面值（每股0.1港元）。新僱員購股權計劃於截至二零一二年之十年期間維持有效。於二零零三年十二月三十一日，並無根據此新購股權計劃授出僱員購股權。

Notes to the Accounts

賬目附註

36 EMPLOYEE SHARE OPTIONS (continued)

As at 31st December 2003, there were outstanding options granted under an old share option scheme to subscribe for an aggregate of 1,000,000 shares of the Company. Other than those lapsed, all options granted under the old share option scheme will continue to be valid and exercisable in accordance with the rules of the old share option scheme.

Movements of employee share options during the year ended 31st December 2003 were:

36. 僱員購股權 (續)

於二零零三年十二月三十一日，已根據舊購股權計劃授出合共可認購1,000,000股本公司股份之購股權尚未行使。根據舊購股權計劃授出之全部購股權將繼續有效及可根據舊購股權計劃之規則予以行使。

於截至二零零三年十二月三十一日止年度內之僱員購股權變動如下：

Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行使價	Beginning of year 年初	Number of share options 購股權數目			End of year 年終
				Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	
			'000 千股	'000 千股	'000 千股	'000 千股	'000 千股
Old share option scheme 舊購股權計劃							
14th July 1998 一九九八年七月十四日	14th July 1998 to 13th July 2003 一九九八年七月十四日至 二零零三年七月十三日	HK\$1.49 1.49港元	2,000	-	-	(2,000)	-
14th July 1999 一九九九年七月十四日	14th July 1999 to 13th July 2004 一九九九年七月十四日至 二零零四年七月十三日	HK\$1.00 1.00港元	1,000	-	-	(1,000)	-
30th April 2002 二零零二年四月三十日	30th April 2002 to 29th April 2007 二零零二年四月三十日至 二零零七年四月二十九日	HK\$1.17 1.17港元	1,000	-	-	-	1,000
18th September 2002 二零零二年九月十八日	18th September 2002 to 17th September 2007 二零零二年九月十八日至 二零零七年九月十七日	HK\$1.16 1.16港元	1,000	-	-	(1,000)	-
			5,000	-	-	(4,000)	1,000

Notes to the Accounts

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37 RESERVES

37 儲備

		Consolidated 綜合						
		Retained profits	Share premium	Investment property revaluation reserve	General reserve fund	Cumulative translation adjustments	Proposed dividends	Total
		保留溢利 HK\$'000 千港元	股份溢價 HK\$'000 千港元	投資物業 重估儲備 HK\$'000 千港元	一般 儲備基金 HK\$'000 千港元	匯兌調整 累積 HK\$'000 千港元	建議股息 HK\$'000 千港元	合計 HK\$'000 千港元
At 1st January 2002	於二零零二年一月一日							
- as previously reported	- 如前呈報	718,706	618,849	758,866	30,724	6,499	20,040	2,153,684
- adjustment on adoption of SSAP 12 (see Note 2(c))	- 因採納會計實務準則 第12號而作出調整 (見附註2(c))	-	-	(218,956)	-	-	-	(218,956)
- as restated	- 重列	718,706	618,849	539,910	30,724	6,499	20,040	1,934,728
Profit attributable to shareholders	股東應佔溢利	229,082	-	-	-	-	-	229,082
Transfer from retained profits (Note (i))	轉撥自保留溢利 (附註(i))	(17,380)	-	-	17,380	-	-	-
Proposed dividends	建議股息							
- interim dividend	- 中期股息	(20,040)	-	-	-	-	20,040	-
- final dividend	- 末期股息	(20,040)	-	-	-	-	20,040	-
Payment of dividends	派付股息	-	-	-	-	-	(40,080)	(40,080)
Surplus on revaluation of investment properties	重估投資物業產生之盈餘							
- gross	- 總額	-	-	512,891	-	-	-	512,891
- deferred taxation	- 遞延稅項	-	-	(290,315)	-	-	-	(290,315)
Translation adjustments	匯兌差額	-	-	-	-	(2,286)	-	(2,286)
At 31st December 2002	於二零零二年 十二月三十一日	890,328	618,849	762,486	48,104	4,213	20,040	2,344,020
At 1st January 2003	於二零零三年一月一日							
- as previously reported	- 如前呈報	890,328	618,849	1,117,890	48,104	4,213	20,040	2,699,424
- adjustment on adoption of SSAP 12 (see Note 2(c))	- 因採納會計實務準則 第12號而作出調整 (見附註2(c))	-	-	(355,404)	-	-	-	(355,404)
- as restated	- 重列	890,328	618,849	762,486	48,104	4,213	20,040	2,344,020
Profit attributable to shareholders	股東應佔溢利	315,354	-	-	-	-	-	315,354
Transfer from retained profits (Note (i))	轉撥自保留溢利 (附註(i))	(36,395)	-	-	36,395	-	-	-
Proposed dividends	建議股息							
- interim dividend	- 中期股息	(20,040)	-	-	-	-	20,040	-
- final dividend	- 末期股息	(30,060)	-	-	-	-	30,060	-
Payment of dividends	派付股息	-	-	-	-	-	(40,080)	(40,080)
Reserve transferred to the profit and loss account upon disposal of investment properties	於出售投資物業時轉撥 至損益表之儲備	-	-	(38,388)	-	-	-	(38,388)
Surplus on revaluation of investment properties	重估投資物業產生之盈餘							
- gross	- 總額	-	-	22,272	-	-	-	22,272
- deferred taxation	- 遞延稅項	-	-	(8,753)	-	-	-	(8,753)
Translation adjustments	匯兌差額	-	-	-	-	(247)	-	(247)
At 31st December 2003	於二零零三年 十二月三十一日	1,119,187	618,849	737,617	84,499	3,966	30,060	2,594,178

Notes to the Accounts

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37 RESERVES (continued)

Note:

- (i) As stipulated by regulations in mainland China, the Company's subsidiaries established and operated in mainland China are required to appropriate a portion of their after-tax profit (after offsetting prior year losses) to the general reserve fund and enterprise expansion fund, at rates determined by their respective boards of directors. The general reserve fund can be utilised to offset prior year losses or be utilised for the issuance of bonus shares, whilst the enterprise expansion fund can be utilised for the development of business operations. During the year ended 31st December 2003, the boards of directors of the Company's subsidiaries in mainland China appropriated an aggregate amount of approximately HK\$36,395,000 (2002: HK\$17,380,000) to the general reserve fund and determined not to make any appropriation to the enterprise expansion fund.

37 儲備(續)

附註：

- (i) 按照中國大陸法規訂明，本公司於中國大陸成立及經營之附屬公司須於其除稅後溢利(經抵銷往年度虧損後)中撥出一部份至一般儲備基金及企業發展基金，比率乃由各自董事會釐定。一般儲備基金可用作抵銷過往年度虧損或用作發行紅股，而企業發展基金則可用作發展業務。於截至二零零三年十二月三十一日止年度，本公司之中國大陸附屬公司之董事會共撥款約36,395,000港元(二零零二年：17,380,000港元)至一般儲備基金及決定不會撥款至企業發展基金。

		Company 公司			
		Retained profits 保留溢利	Share premium 股份溢價	Proposed dividends 建議股息	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January 2002	於二零零二年一月一日	2,728	618,849	20,040	641,617
Profit attributable to shareholders	股東應佔溢利	43,960	—	—	43,960
Proposed dividends	建議股息				
— interim dividend	— 中期股息	(20,040)	—	20,040	—
— final dividend	— 末期股息	(20,040)	—	20,040	—
Payment of dividends	派付股息	—	—	(40,080)	(40,080)
At 1st January 2003	於二零零三年一月一日	6,608	618,849	20,040	645,497
Profit attributable to shareholders	股東應佔溢利	93,554	—	—	93,554
Proposed dividends	建議股息				
— interim dividend	— 中期股息	(20,040)	—	20,040	—
— final dividend	— 末期股息	(30,060)	—	30,060	—
Payment of dividends	派付股息	—	—	(40,080)	(40,080)
At 31st December 2003	於二零零三年十二月三十一日	50,062	618,849	30,060	698,971

Notes to the Accounts

賬目附註

38 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

38 綜合現金流量表附註

(a) Reconciliation of profit before taxation to net cash inflow/(outflow) generated from operations is as follows:

(a) 除稅前溢利相對於經營產生之現金流入／(流出)淨額之調節如下：

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Profit before taxation	除稅前溢利	635,942	510,864
Interest income	利息收入	(7,211)	(2,632)
Interest expense	利息支出	4,280	12,644
Share of profit of a jointly controlled entity	應佔共同控制實體溢利	(110,922)	(91,586)
Share of loss of an associate	應佔一間聯營公司虧損	1,118	3,033
Provision for amount due from an associate	應收一間聯營公司款項撥備	620	6,000
Depreciation of properties and equipment	物業及設備折舊	8,423	5,820
Loss on disposal of properties and equipment	出售物業及設備之虧損	486	74
Amortisation of goodwill	商譽攤銷	2,936	2,425
Amortisation of rights to receive rental income	收租權攤銷	3,308	1,103
Write-off of cost of properties	撇銷物業成本	-	5,355
(Gain)/loss on investment in securities	證券投資(收益)/虧損	(722)	1,405
Operating profit before working capital changes	營運資金變動前之經營溢利	538,258	454,505
Increase in land pending development	待發展土地增加	(373,770)	(227,757)
Increase in properties under development for long-term investment	持作長期投資之發展中物業增加	(461,052)	(810,601)
Decrease/(increase) in properties for sale	可供出售之物業減少/(增加)	6,720	(1,566,026)
(Increase)/decrease in accounts receivable	應收賬款(增加)/減少	(188,159)	156,122
(Increase)/decrease in prepayments, deposits and other current assets	預付款項、按金及其他流動資產(增加)/減少	(42,343)	39,024
Increase in accounts payable	應付賬款增加	658,688	566,697
(Decrease)/increase in land premium payable	應付土地出讓金(減少)/增加	(344,313)	122,258
Increase in deferred income	遞延收入增加	128,372	207,646
Increase in accruals and other payables	預提費用及其他應付款項增加	110,216	41,389
Increase/(decrease) in mainland China business tax payable	應付中國營業稅增加/(減少)	14,574	(6,144)
Net cash inflow/(outflow) generated from operations	經營產生之現金流入/(流出)淨額	47,191	(1,022,887)

Notes to the Accounts

賬目附註

38 NOTES TO THE CONSOLIDATED CASH FLOW
STATEMENT (continued)

38 綜合現金流量表附註(續)

(b) Acquisition of subsidiaries

(b) 收購附屬公司

		2003 二零零三年 HK\$'000 千港元
Net assets acquired	收購淨資產	
Fixed assets	固定資產	237
Land pending development	待發展土地	158,946
Prepayments, deposits and other current assets	預付款項、按金及 其他流動資產	9,458
Cash and other bank deposits	現金及其他銀行存款	23,756
Accruals and other payables	預提費用及其他應付款項	(9,180)
Minority interests	少數股東權益	(48,511)
		134,706
Satisfied by:	支付：	
Cash consideration	現金代價	134,706

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

就收購附屬公司之現金及現金等值物流出淨
額之分析：

		2003 二零零三年 HK\$'000 千港元
Cash consideration	現金代價	134,706
Less: Cash and other bank deposits acquired	減：收購現金及 其他銀行存款	(23,756)
Net outflow of cash and cash equivalents in respect of acquisition of subsidiaries	就收購附屬公司之現金及 現金等值物流出淨額	110,950

Notes to the Accounts

賬目附註

38 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

38 綜合現金流量表附註(續)

(c) Analysis of changes in financing is as follows:

(c) 有關年度之融資變動分析如下：

		Short-term bank loans	Long-term bank loans	Due to directors	Due to related companies	Due to an associate	Due to a jointly controlled entity	Due to ultimate holding company	Minority interests
		短期 銀行貸款 HK\$'000 千港元	長期 銀行貸款 HK\$'000 千港元	應付 董事款項 HK\$'000 千港元	應付關連 公司款項 HK\$'000 千港元	應付 一間聯營 公司款項 HK\$'000 千港元	應付一間 共同控制 實體款項 HK\$'000 千港元	應付 最終控股 公司款項 HK\$'000 千港元	少數 股東權益 HK\$'000 千港元
As at 1st January 2002	於二零零二年 一月一日	751,483	646,915	1,562	76,209	7,801	87,189	20,000	179,810
New loans/advances	新增貸款/墊款	1,108,633	715,247	12,630	254,349	-	314,463	-	-
Repayments	償還款項	(751,483)	(164,037)	(4)	(27,244)	(6,692)	(189,085)	-	-
Capital contributions from minority shareholders of subsidiaries	附屬公司少數股東 資本貢獻	-	-	-	-	-	-	-	65,945
Share of profit by minority shareholders of subsidiaries	附屬公司少數股東 攤佔之溢利	-	-	-	-	-	-	-	51,971
As at 31st December 2002	於二零零二年 十二月三十一日	1,108,633	1,198,125	14,188	303,314	1,109	212,567	20,000	297,726
New loans/advances	新增貸款/墊款	1,092,510	1,255,357	13,128	804,696	1,117	881,907	12,000	-
Repayments	償還款項	(1,108,633)	(499,675)	(15,394)	(892,278)	-	(909,127)	-	-
Capital contributions from minority shareholders of subsidiaries	附屬公司少數股東 資本貢獻	-	-	-	-	-	-	-	44,714
Share of profit and reserves by minority shareholders of subsidiaries	附屬公司少數股東 攤佔之溢利及儲備	-	-	-	-	-	-	-	90,697
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	48,511
Dividend paid to minority shareholders of subsidiaries	派付予附屬公司之 少數股東之股息	-	-	-	-	-	-	-	(8,163)
Others	其他	-	-	-	-	-	-	-	50,000
As at 31st December 2003	於二零零三年 十二月三十一日	1,092,510	1,953,807	11,922	215,732	2,226	185,347	32,000	523,485

(d) Cash and cash equivalents:

(d) 現金及現金等價物：

Cash and cash equivalents represent cash and other bank deposits.

現金及現金等價物包括現金及其他銀行存款。

Notes to the Accounts

賬目附註

39 SEGMENT INFORMATION

The Group operates predominantly in mainland China and in three business segments – property development, property investment and property management.

Analysis of the Group's results by business segment was as follows:

39 分部資料

本集團主要於中國大陸經營三個業務分類，即物業發展、物業投資及物業管理。

本集團按業務分類劃分的業績分析如下：

		2003 二零零三年				
		Property development 物業發展 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Eliminations 撇銷 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Turnover	營業額					
External	外界	3,238,906	35,487	51,529	-	3,325,922
Inter-segment	內部分部業務	-	-	4,196	(4,196)	-
Total turnover	總營業額	3,238,906	35,487	55,725	(4,196)	3,325,922
Profit attributable to shareholders	股東應佔溢利					
Segment results	分類業績	486,842	31,318	5,047		523,207
Other revenue	其他收入					7,211
Profit from operations	經營溢利					530,418
Share of profit of a jointly controlled entity	應佔一間共同控制實體溢利	110,922	-	-		110,922
Share of loss of an associate	應佔一間聯營公司虧損	(1,118)	-	-		(1,118)
Finance costs	財務成本					(4,280)
Profit before taxation	除稅前溢利					635,942
Taxation	稅項					(252,000)
Profit after taxation	除稅後溢利					383,942
Minority interests	少數股東權益					(68,588)
Profit attributable to shareholders	股東應佔溢利					315,354
Assets	資產					
Segment assets	分部資產	6,097,968	4,074,109	30,459		10,202,536
Investment in an associate	於一間聯營公司之投資	770	-	-		770
Investment in a jointly controlled entity	於一間共同控制實體之投資	141,124	-	-		141,124
						10,344,430
Liabilities	負債					
Segment liabilities	分部負債	5,938,430	1,102,539	85,598		7,126,567
Capital expenditure	資本開支	15,006	558,190	1,166		574,362
Depreciation	折舊	7,588	-	835		8,423
Amortisation	攤銷	2,936	3,308	-		6,244

Notes to the Accounts

賬目附註

39 SEGMENT INFORMATION (continued)

39 分部資料(續)

		2002 二零零二年				
		Property development 物業發展 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Eliminations 撇銷 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Turnover	營業額					
External	外界	2,073,847	18,414	34,528	-	2,126,789
Inter-segment	內部分部業務	-	-	2,250	(2,250)	-
Total turnover	總營業額	2,073,847	18,414	36,778	(2,250)	2,126,789
Profit attributable to shareholders	股東應佔溢利					
Segment results	分類業績	414,541	16,573	1,209		432,323
Other revenue	其他收入					2,632
Profit from operations	經營溢利					434,955
Share of profit of a jointly controlled entity	應佔一間共同控制實體溢利	91,586	-	-		91,586
Share of loss of associates	應佔聯營公司虧損	-	(3,033)	-		(3,033)
Finance costs	財務成本					(12,644)
Profit before taxation	除稅前溢利					510,864
Taxation	稅項					(229,811)
Profit after taxation	除稅後溢利					281,053
Minority interests	少數股東權益					(51,971)
Profit attributable to shareholders	股東應佔溢利					229,082
Assets	資產					
Segment assets	分部資產	4,855,436	3,772,149	33,246		8,660,831
Investment in associates	於聯營公司之投資	779	-	-		779
Investment in a jointly controlled entity	於一間共同控制實體之投資	85,412	-	-		85,412
						8,747,022
Liabilities	負債					
Segment liabilities	分部負債	4,200,864	1,385,710	63,098		5,649,672
Capital expenditure	資本開支	13,816	881,945	1,471		897,232
Depreciation	折舊	5,328	-	492		5,820
Amortisation	攤銷	2,425	1,103	-		3,528

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賬目附註

39 SEGMENT INFORMATION (continued)

No segment information by location of assets is presented as substantially all of the Group's assets are located in mainland China. No analysis of turnover by location of customers is presented as all of the Group's customers are primarily located in mainland China.

39 分部資料(續)

鑒於本集團所有資產均位於中國大陸，故並無按資產所在地呈列分部資料。亦由於本集團之所有客戶主要位於中國大陸，故並無按客戶所在地對營業額進行分析。

40 COMMITMENTS

(a) Capital commitments

The Group had the following capital commitments, which have not been provided in the accounts:

40 承擔

(a) 資本承擔

本集團未於賬目內撥備之資本承擔如下：

		Consolidated 綜合		Company 公司	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Property development costs	物業發展成本				
– Authorised and contracted for	– 已授權及已訂約	2,173,441	3,878,974	–	–
– Authorised but not contracted for	– 已授權但未訂約	17,953,960	8,787,350	–	–
Capital contribution to a jointly controlled entity	於一間共同控制實體 之資本貢獻				
– Authorised and contracted for	– 已授權及已訂約	257,857	257,857	–	–
		20,385,258	12,924,181	–	–

Notes to the Accounts

賬目附註

40 COMMITMENTS (continued)

40 承擔(續)

(a) Capital commitments (continued)

(a) 資本承擔(續)

The Group's share of capital commitments of the jointly controlled entity not included in the above is as follows:

並未包括在上文之本集團攤佔共同控制實體之資本承擔如下：

		Consolidated 綜合		Company 公司	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Property development costs	物業發展成本				
– Authorised and contracted for	– 已授權及已訂約	274,682	173,213	–	–
– Authorised but not contracted for	– 已授權但未訂約	784,575	938,909	–	–
		1,059,257	1,112,122	–	–

(b) Operating lease commitments

(b) 經營租約承擔

The Group has operating lease commitments in respect of premises under various non-cancellable operating lease agreements extending to February 2008 of approximately HK\$12,468,000 (2002: HK\$11,910,000). The commitments payable under these agreements are analysed as follows:

本集團就多份期限至二零零八年二月有關租賃物業之不可註銷經營租約協議須負上的經營租約承擔約為12,468,000港元(二零零二年：11,910,000港元)。此等協議下須付之承擔分析如下：

		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Amounts payable	下列期內須付之款額		
– within one year	– 一年內	4,577	3,582
– within two to five years	– 二至五年內	7,891	8,328
		12,468	11,910

Notes to the Accounts

賬目附註

41 CONTINGENT LIABILITIES

41 或然負債

Contingent liabilities not provided for in the accounts are:

並無於賬目中作出撥備的或然負債如下：

		Consolidated 綜合		Company 公司	
		2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元
Guarantees given to banks for mortgage facilities granted to certain buyers of the Group's properties	就購買本集團物業之買家提供按揭貸款而向銀行作出之擔保	1,861,354	1,322,859	-	-
Guarantees given to banks for bank loans of:	就銀行貸款向銀行作出的擔保：				
- an associate (see Note 3(e))	— 一間聯營公司 (見附註3(e))	-	9,186	-	-
- a jointly controlled entity (see Note 3(e))	— 一間共同控制實體 (見附註3(e))	94,340	84,906	-	-
- related companies (see Note 3(e))	— 關連公司 (見附註3(e))	85,849	106,604	-	-
- subsidiaries	— 附屬公司	-	-	693,527	235,849
		2,041,543	1,523,555	693,527	235,849

The Company's Directors and the Group's management anticipate that no material liabilities will arise from the above bank guarantees.

本公司董事及本集團管理層預期不會因上述銀行擔保而產生重大負債。

Notes to the Accounts

賬目附註

42 PENSION SCHEMES

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme ("the MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF scheme, each of the Group (the employer) and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and employees are subject to a cap of HK\$1,000 and thereafter contributions are voluntary.

As stipulated by rules and regulations in mainland China, the Group contributes to state-sponsored retirement plans for its employees in mainland China. The Group's employees make monthly contributions to the plans at approximately 8% of the relevant income (comprising salaries, allowances and bonus), while the Group contributes approximately 20% of such income and has no further obligations for the actual payment of pensions beyond the contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to the retired employees.

During the year ended 31st December 2003, the aggregate amount of the employer contributions made by the Group amounted to approximately HK\$9,391,000 (2002: HK\$6,540,000) (see Note 7).

43 BANKING FACILITIES

As at 31st December 2003, the Group had banking facilities of approximately HK\$3,046,317,000 (2002: HK\$2,306,758,000) for short-term and long-term bank loans, which were fully utilised. These facilities were secured by:

- (a) the Group's investment properties with an aggregate carrying amount of approximately HK\$914,552,000 (2002: HK\$1,100,899,000) (see Note 15);

42 退休金計劃

本集團已替其香港僱員安排參與一項由一位獨立信託人管理之定額供款計劃，即強制性公積金計劃（「強積金計劃」）。根據強積金計劃，本集團（僱主）及其僱員各自須按強制性公積金法例所界定各自按該僱員收入之5%向該計劃作每月供款。僱主及僱員所作之每月供款上限各為1,000港元，而多於1,000港元以後之供款則屬自願性質。

按照中國大陸之法規規定，本集團為其於中國大陸之僱員選擇一個由國家資助之退休計劃。本集團僱員每月按其相關收入（包括薪金、津貼及花紅）約8%對計劃作出供款，本集團則按該等收入約20%作出供款。除這些供款外，本集團並無其他對實際退休金付款責任。國家資助之退休計劃負責支付退休僱員之全部退休金。

截至二零零三年十二月三十一日止年度，本集團作出之僱主供款約為9,391,000港元（二零零二年：6,540,000港元）（見附註7）。

43 銀行融資

於二零零三年十二月三十一日，本集團之銀行融資為短期銀行貸款及長期銀行貸款，其金額約為3,046,317,000港元（二零零二年：2,306,758,000港元）。本集團已動用所有銀行融資。此等融資由下列各項擔保：

- (a) 本集團賬面總值約914,552,000港元（二零零二年：1,100,899,000港元）之投資物業（見附註15）；

Notes to the Accounts

賬目附註

43 BANKING FACILITIES (continued)

- (b) the Group's properties under development for long-term investment of approximately HK\$391,912,000 (2002: HK\$70,112,000) (see Note 17);
- (c) the Group's land pending development of approximately HK\$83,678,000 (2002: HK\$82,995,000) (see Note 18);
- (d) the Group's properties under development for sale of approximately HK\$541,760,000 (2002: HK\$237,026,000) (see Note 24);
- (e) the Group's completed properties for sale of approximately HK\$216,309,000 (2002: HK\$203,299,000) (see Note 25); and
- (f) the Group's bank deposits of approximately HK\$256,448,000 (2002: HK\$232,081,000) (see Note 29).

In addition, the Group is required to comply with certain financial covenants under certain bank borrowings.

44 SUBSEQUENT EVENT

In March 2004, the Group purchased from two individuals ("the sellers") an effective interest of 70% in Dynawell Investment Limited, which owns a plot of land for development in Guangzhou, Guangdong Province, mainland China, for a consideration of HK\$5,000. In addition, the Group has agreed to be responsible for all the costs for the development of the entire property project and to distribute to the sellers a 30% interest of the total saleable area of the properties developed upon completion.

45 ULTIMATE HOLDING COMPANY

The Directors consider Sounda Properties Limited, a company incorporated in the British Virgin Islands, to be its ultimate holding company.

46 APPROVAL OF ACCOUNTS

The accounts were approved by the board of directors on 21st April 2004.

43 銀行融資(續)

- (b) 本集團約391,912,000港元(二零零二年: 70,112,000港元)之持作長期投資之發展中物業(見附註17);
- (c) 本集團之待發展土地約83,678,000港元(二零零二年: 82,995,000港元)(見附註18);
- (d) 本集團之可供銷售之發展中物業約541,760,000港元(二零零二年: 237,026,000港元)(見附註24);
- (e) 本集團之可供銷售之已落成物業約216,309,000港元(二零零二年: 203,299,000港元)(見附註25);及
- (f) 本集團之銀行存款約256,448,000港元(二零零二年: 232,081,000港元)(見附註29)。

此外, 本集團須遵守若干銀行借款下之若干財務契約。

44 結算日後事項

於二零零四年三月, 本集團以5,000港元之代價向兩名人士(「賣方」)購入頤和投資有限公司之70%有效權益, 該公司擁有一塊位於中國廣東省廣州市之地塊以作發展用途。此外, 本集團已同意承擔整個項目之所有發展成本, 及於發展完成時將物業可銷售總面積之30%權益分發予賣方。

45 最終控股公司

董事認為新達置業有限公司(一間於英屬處女群島註冊成立之公司)為其最終控股公司。

46 賬目之批准

賬目已於二零零四年四月二十一日獲董事會批准。

Principal Subsidiaries

主要附屬公司

Details of the principal subsidiaries as at 31st December 2003
are as follows:

於二零零三年十二月三十一日的主要附屬公司
詳情如下：

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及 繳足股本	Percentage of equity interest attributable to the Group 本集團應佔 股權百分比		Principal activity 主要業務
			Directly 直接	Indirectly 間接	
Hopson Development International Limited 合生創展國際有限公司	British Virgin Islands 英屬處女群島	US\$2,000 2,000美元	100%	–	Investment holding 投資控股
Archibald Properties Limited 愛寶置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2美元	–	100%	Investment holding 投資控股
# Beijing Hopson Beifang Real Estate Development Limited 北京合生北方房 地產開發有限公司	Mainland China 中國大陸	US\$7,860,000 7,860,000美元	–	70%	Property development 物業發展
# Beijing Hopson Lu Zhou Real Estate Development Limited 北京合生綠洲房地產 開發有限公司	Mainland China 中國大陸	Rmb40,500,000 人民幣 40,500,000元	–	70%	Property development 物業發展
# Beijing Hopson YuJing Real Estate Development Limited 北京合生愉景房地產 開發有限公司	Mainland China 中國大陸	US\$6,300,000 6,300,000美元	–	70%	Property development 物業發展
Chia Lung Group Company Limited 佳龍集團有限公司	Western Samoa 西薩摩亞	US\$6,500,000 6,500,000美元	–	95%	Property development 物業發展

Principal Subsidiaries

主要附屬公司

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及 繳足股本	Percentage of equity interest attributable to the Group 本集團應佔 股權百分比		Principal activity 主要業務
			Directly 直接	Indirectly 間接	
Ever New Properties Limited 恒新置業有限公司	Hong Kong 香港	HK\$2 ordinary HK\$3 non-voting deferred shares (i) 2港元普通股 3港元無投票權 遞延股(i)	— —	100% 100%	Investment holding and property investment 投資控股及 物業投資
# Guangdong Esteem Property Services Limited 廣東康景物業 服務有限公司	Mainland China 中國大陸	HK\$5,000,000 5,000,000港元	—	90%	Property management 物業管理
# Guangdong Hopson Leijing Real Estate Limited 廣東合生樂景 房地產有限公司	Mainland China 中國大陸	Rmb62,590,532 人民幣 62,590,532元	—	74.5%	Property development 物業發展
# Guangdong Hopson Minghui Real Estate Limited 廣東合生明暉 房地產有限公司	Mainland China 中國大陸	Rmb41,532,852 人民幣 41,532,852元	—	90%	Property development 物業發展
# Guangdong Hopson Yuehua Real Estate Limited 廣東合生越華 房地產有限公司	Mainland China 中國大陸	Rmb24,349,231 人民幣 24,349,231元	—	90%	Property development 物業發展
# Guangdong Huajingxincheng Real Estate Limited 廣東華景新城 房地產有限公司	Mainland China 中國大陸	Rmb93,500,018 人民幣 93,500,018元	—	90%	Property development 物業發展
# Guangdong Huanan New City Real Estate Limited 廣東華南新城 房地產有限公司	Mainland China 中國大陸	Rmb162,378,578 人民幣 162,378,578元	—	60%	Property development 物業發展

Principal Subsidiaries

主要附屬公司

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及 繳足股本	Percentage of equity interest attributable to the Group 本集團應佔 股權百分比		Principal activity 主要業務
			Directly 直接	Indirectly 間接	
# Guangdong Huanan Real Estate Limited 廣東華南房地產有限公司	Mainland China 中國大陸	Rmb48,046,856 人民幣 48,046,856元	—	70%	Property development 物業發展
# Guangdong Jinan Real Estate Limited 廣東暨南房地產有限公司	Mainland China 中國大陸	Rmb65,084,340 人民幣 65,084,340元	—	90%	Property development 物業發展
# Guangdong New Tai An Real Estate Limited 廣東新泰安房地產有限公司	Mainland China 中國大陸	Rmb2,872,587 人民幣 2,872,587元	—	52%	Property development 物業發展
# Guang Zhou Hopson Cuijing Real Estate Limited 廣州合生翠景房地產有限公司	Mainland China 中國大陸	Rmb16,330,000 人民幣 16,330,000元	—	97%	Property development 物業發展
† Guangzhou Esteem Property Agency Limited 廣州市康景物業代理有限公司	Mainland China 中國大陸	Rmb1,010,000 人民幣 1,010,000元	—	50.5%	Property agency 物業代理
# Guangzhou Hopson Dongyu Real Estate Limited 廣州合生東宇房地產有限公司	Mainland China 中國大陸	Rmb25,194,175 人民幣 25,194,175元	—	100%	Property development 物業發展
# Guangzhou Hopson Junjing Real Estate Limited 廣州合生駿景房地產有限公司	Mainland China 中國大陸	Rmb210,586,500 人民幣 210,586,500元	—	95%	Property development 物業發展

Principal Subsidiaries

主要附屬公司

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及 繳足股本	Percentage of equity interest attributable to the Group 本集團應佔 股權百分比		Principal activity 主要業務
			Directly 直接	Indirectly 間接	
# Guangzhou Hopson Keji Garden Real Estate Limited 廣州合生科技園 房地產有限公司	Mainland China 中國大陸	Rmb133,340,000 人民幣 133,340,000元	—	95%	Property development 物業發展
# Guangzhou Hopson Qinghui Real Estate Limited 廣州合生清暉 房地產有限公司	Mainland China 中國大陸	Rmb42,287,624 人民幣 42,287,624元	—	100%	Property development 物業發展
† Guangzhou Hopson Qingyuan Water Supply Limited 廣州合生清源 淨水有限公司	Mainland China 中國大陸	Rmb3,000,000 人民幣 3,000,000元	—	93%	Water supply 淨水供應
# Guangzhou Hopson Yihui Real Estate Limited 廣州合生怡暉 房地產有限公司	Mainland China 中國大陸	Rmb131,420,019 人民幣 131,420,019元	—	100%	Property development 物業發展
† Guangzhou Hopson Xingjing Business Services Limited 廣州合生星景 商務有限公司	Mainland China 中國大陸	Rmb500,000 人民幣 500,000元	—	85.95%	Provision of clubhouse and residential services 提供會所及 住宅服務
# Guangzhou Hopson Yijing Real Estate Limited 廣州合生逸景 房地產有限公司	Mainland China 中國大陸	Rmb53,059,606 人民幣 53,059,606元	—	65%	Property development 物業發展
# Guangzhou Hopson Yujing Real Estate Limited 廣州合生愉景 房地產有限公司	Mainland China 中國大陸	Rmb46,750,000 人民幣 46,750,000元	—	70%	Property development 物業發展

Principal Subsidiaries

主要附屬公司

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及繳足股本	Percentage of equity interest attributable to the Group 本集團應佔股權百分比		Principal activity 主要業務
			Directly 直接	Indirectly 間接	
† Guangzhou Xinhua Information Development Limited 廣州新華資訊發展有限公司	Mainland China 中國大陸	Rmb100,000 人民幣 100,000元	–	49.5% ^(a)	Newspaper publishing 報章出版
† Guangzhou Yijing Arts and Culture Company Limited 廣州藝景文化藝術發展有限公司	Mainland China 中國大陸	Rmb500,000 人民幣 500,000元	–	49.5% ^(a)	Organisation of artistic and cultural activities 籌辦藝術文娛活動
Hopson Holdings Limited 合生集團有限公司	Hong Kong 香港	HK\$2 ordinary HK\$10,000 non-voting deferred shares (i) 2港元普通股 10,000港元無投票權遞延股(i)	– –	100% 100%	Investment holding 投資控股
Hopson Development (Consultants) Limited 合生創展(顧問)有限公司	British Virgin Islands 英屬處女群島	US\$2 2美元	–	100%	Provision of property design and advisory services 提供物業設計及諮詢服務
Hopson Development (Properties) Limited 合生創展(置業)有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100%	Property investment 物業投資
Hopson Properties (China) Limited 合生中國房地產有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	–	100%	Investment holding 投資控股
Nambour Properties Limited 南博置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2美元	–	100%	Investment holding 投資控股

Principal Subsidiaries

主要附屬公司

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及 繳足股本	Percentage of equity interest attributable to the Group 本集團應佔 股權百分比		Principal activity 主要業務
			Directly 直接	Indirectly 間接	
Outward Expanse Investments Limited 廣大投資有限公司	British Virgin Islands 英屬處女群島	US\$2 2美元	–	100%	Investment holding 投資控股
Pomeroy Properties Limited 邦萊置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2美元	–	100%	Investment holding 投資控股
Prestige Dragon Development Limited 譽龍發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100%	Property development 物業發展
* Shanghai Hopson Property Development Company Limited 上海合生房地產 開發有限公司	Mainland China 中國大陸	US\$6,219,300 6,219,300美元	–	100%	Property development 物業發展
# Shanghai Long Meng Company Limited 上海龍盟有限公司	Mainland China 中國大陸	US\$9,500,000 9,500,000美元	–	71.75%	Property development 物業發展
Solawide Properties Limited 崇偉置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2美元	–	100%	Investment holding 投資控股
Sound Zone Properties Limited 尚駿置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2美元	–	100%	Investment holding 投資控股
Sun Yick Properties Limited 新益置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2美元	–	100%	Investment holding 投資控股
# Tianjin Hopson Zhujiang Real Estate Development Limited 天津合生珠江房地產 開發有限公司	Mainland China 中國大陸	Rmb40,372,123 人民幣 40,372,123元	–	70%	Property development 物業發展

Principal Subsidiaries

主要附屬公司

Name of company 公司名稱	Place of incorporation and operations 註冊成立及營運地點	Issued and fully paid capital 已發行及 繳足股本	Percentage of equity interest attributable to the Group 本集團應佔 股權百分比		Principal activity 主要業務
			Directly 直接	Indirectly 間接	
Timbercrest Properties Limited 添百置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2美元	–	100%	Investment holding 投資控股
Tumen Properties Limited 祥能置業有限公司	British Virgin Islands 英屬處女群島	US\$2 2美元	–	100%	Investment holding 投資控股
World Sense Industries Limited 匯生實業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100%	Investment holding 投資控股

Notes:

附註：

(i) The non-voting deferred shares have no voting rights, are not entitled to any dividend, and are not entitled to distributions upon winding up unless a sum of HK\$100,000,000,000,000 has been distributed to the holders of the ordinary shares and thereafter one-half of the assets is distributable to holders of the non-voting deferred shares.

(i) 該等無投票權遞延股並無投票權，不獲派任何股息及於清盤時亦不獲任何分派，除非本公司普通股之持有人已獲分派一筆為數100,000,000,000,000港元的款項。其後資產餘額的半數將可分派予無投票權遞延股的持有人。

(ii) These are subsidiaries as the Group's interests in these companies are held through subsidiaries which in turn hold more than 50% of the issued voting share capital of these companies and the Group has the power to govern the financial and operating policies of these companies.

(ii) 由於本集團於此等公司的權益乃透過附屬公司持有，而該等附屬公司持有此等公司的具投票權已發行股本50%以上及本集團有權監督此等公司的財政及營運狀況，故此等公司均為本集團之附屬公司。

Sino-foreign cooperative joint venture enterprise

中外合作經營企業

* Wholly foreign-owned enterprise

* 外商獨資經營企業

† Chinese enterprise

† 中資企業

Summary of Consolidated Financial Information

綜合財務資料概要

CONSOLIDATED PROFIT AND LOSS ACCOUNTS

綜合損益表

		1999 一九九九年 HK\$'000 千港元	2000 二零零零年 HK\$'000 千港元	2001 二零零一年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Turnover	營業額	1,328,513	1,198,378	1,170,871	2,126,789	3,325,922
Cost of sales	銷售成本	(768,515)	(829,788)	(782,664)	(1,347,736)	(2,431,612)
Gross profit	毛利	559,998	368,590	388,207	779,053	894,310
Other revenue	其他收入	16,593	7,939	4,288	2,632	7,211
Selling and marketing expenses	銷售及市場推廣費用	(74,268)	(91,353)	(126,181)	(200,529)	(231,251)
General and administrative expenses	一般及行政費用	(26,305)	(44,095)	(57,080)	(146,201)	(139,852)
Profit from operations	經營溢利	476,018	241,081	209,234	434,955	530,418
Share of profit of a jointly controlled entity	應佔一間共同控制實體溢利	—	—	12,584	91,586	110,922
Share of loss of an associate	應佔一間聯營公司虧損	—	—	—	(3,033)	(1,118)
Finance costs	財務成本	(686)	(698)	(5,938)	(12,644)	(4,280)
Profit before taxation	除稅前溢利	475,332	240,383	215,880	510,864	635,942
Taxation	稅項	(162,857)	(86,195)	(90,891)	(229,811)	(252,000)
Profit after taxation	除稅後溢利	312,475	154,188	124,989	281,053	383,942
Minority interests	少數股東權益	(23,564)	6,676	(4,024)	(51,971)	(68,588)
Profit attributable to shareholders	股東應佔溢利	288,911	160,864	120,965	229,082	315,354
Dividends	股息	80,000	40,000	30,050	40,080	50,100

Summary of Consolidated Financial Information

綜合財務資料概要

CONSOLIDATED BALANCE SHEETS

綜合資產負債表

		1999 一九九九年 HK\$'000 千港元 Note (i) 附註(i)	2000 二零零零年 HK\$'000 千港元 Note (i) 附註(i)	2001 二零零一年 HK\$'000 千港元 Note (i) 附註(i)	2002 二零零二年 HK\$'000 千港元 Note (i) 附註(i)	2003 二零零三年 HK\$'000 千港元
Non-current assets	非流動資產					
Properties and equipment	物業及設備	13,235	14,493	22,507	31,900	39,163
Investment properties	投資物業	865,000	1,673,000	1,710,000	2,625,600	2,558,124
Rights to receive rental income	收租權	—	—	—	48,524	—
Properties under development for long-term investment and land pending development	持作長期投資之發展中物業及待發展土地	675,714	530,741	805,996	1,458,007	2,097,001
Investment in an associate	於一間聯營公司之投資	6,625	7,503	2,413	779	770
Investment in a jointly controlled entity	於一間共同控制實體之投資	29,961	30,000	38,431	85,412	141,124
Goodwill	商譽	—	—	6,587	6,108	4,072
Due from a director	應收一名董事款項	—	—	1,000	—	—
Total non-current assets	非流動資產總值	1,590,535	2,255,737	2,586,934	4,256,330	4,840,254
Current assets	流動資產					
Properties under development for sale	可供出售之發展中物業	782,876	632,273	1,751,799	2,690,666	3,417,222
Completed properties for sale	可供出售之已落成物業	316,799	719,429	369,536	1,066,227	940,580
Accounts receivable	應收賬款	465,664	306,803	277,167	121,045	309,204
Due from related companies	應收關連公司款項	5,997	406	5,983	2,765	3,138
Due from a jointly controlled entity	應收一間共同控制實體款項	130,880	157,339	—	—	—
Prepayments, deposits and other current assets	預付款項、按金及其他流動資產	20,622	74,385	156,784	117,760	169,561
Investment in securities	證券投資	—	6,823	4,232	2,827	4,492
Cash and bank deposits	現金及銀行結存	224,789	330,363	474,094	489,402	659,979
Total current assets	流動資產總值	1,947,627	2,227,821	3,039,595	4,490,692	5,504,176

Summary of Consolidated Financial Information

綜合財務資料概要

CONSOLIDATED BALANCE SHEETS (continued)

綜合資產負債表(續)

		1999	2000	2001	2002	2003
		一九九九年	二零零零年	二零零一年	二零零二年	二零零三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		Note (i)	Note (i)	Note (i)	Note (i)	
		附註(i)	附註(i)	附註(i)	附註(i)	
Current liabilities	流動負債					
Short-term bank loans	短期銀行貸款	(324,113)	(550,936)	(751,483)	(1,108,633)	(1,092,510)
Long-term bank loans, current portion	長期銀行貸款， 短期部份	—	(228,223)	(164,283)	(375,527)	(291,583)
Accounts payable	應付賬款	(183,162)	(143,011)	(147,844)	(714,541)	(1,373,229)
Land premium payable, current portion	應付土地出讓金， 短期部份	(289,985)	(143,332)	(172,907)	(346,252)	(65,430)
Deferred income, current portion	遞延收入， 短期部份	—	—	(140,083)	(349,259)	(481,056)
Accruals and other payables	預提費用及 其他應付款項	(141,354)	(158,384)	(246,008)	(287,397)	(406,793)
Due to an associate	應付一間聯營 公司款項	—	—	—	—	(2,226)
Due to directors	應付董事款項	(4,526)	(3,024)	(1,562)	(4,188)	(1,922)
Due to related companies	應付關連公司款項	(53,193)	(57,430)	(76,209)	(303,314)	(215,732)
Due to a jointly controlled entity	應付一間共同 控制實體款項	—	—	(87,189)	(212,567)	(185,347)
Due to ultimate holding company	應付最終控股公司 款項	—	—	(20,000)	—	—
Taxation payable	應付稅項	(50,396)	(65,306)	(45,357)	(172,303)	(188,682)
Total current liabilities	流動負債總值	(1,046,729)	(1,349,646)	(1,852,925)	(3,873,981)	(4,304,510)
Net current assets	流動資產淨值	900,898	878,175	1,186,670	616,711	1,199,666
Total assets less current liabilities	總資產減流動 負債	2,491,433	3,133,912	3,773,604	4,873,041	6,039,920

Summary of Consolidated Financial Information

綜合財務資料概要

CONSOLIDATED BALANCE SHEETS (continued)

綜合資產負債表(續)

		1999 一九九九年 HK\$'000 千港元 Note (i) 附註(i)	2000 二零零零年 HK\$'000 千港元 Note (i) 附註(i)	2001 二零零一年 HK\$'000 千港元 Note (i) 附註(i)	2002 二零零二年 HK\$'000 千港元 Note (i) 附註(i)	2003 二零零三年 HK\$'000 千港元
Non-current liabilities	非流動負債					
Long-term bank loans, non-current portion	長期銀行貸款， 非短期部份	(224,298)	(153,084)	(482,632)	(822,598)	(1,662,224)
Land premium payable, non-current portion	應付土地出讓金， 非短期部份	—	(2,698)	(126,425)	(75,338)	(11,847)
Due to a director	應付一名董事款項	—	—	—	(10,000)	(10,000)
Due to ultimate holding company	應付最終控股公司 款項	—	—	—	(20,000)	(32,000)
Deferred income, non-current portion	遞延收入， 非短期部份	—	—	(58,889)	(57,359)	(53,934)
Deferred taxation	遞延稅項	(603,566)	(843,500)	(890,920)	(1,145,800)	(1,052,052)
Total non-current liabilities	非流動負債總值	(827,864)	(999,282)	(1,558,866)	(2,131,095)	(2,822,057)
Minority interests	少數股東權益	(55,726)	(156,615)	(179,810)	(297,726)	(523,485)
Net assets	資產淨值	1,607,843	1,978,015	2,034,928	2,444,220	2,694,378
Represented by –	代表 –					
Share capital	股本	100,000	100,000	100,200	100,200	100,200
Reserves	儲備	1,507,843	1,878,015	1,934,728	2,344,020	2,594,178
Shareholders' equity	股東權益	1,607,843	1,978,015	2,034,928	2,444,220	2,694,378

Note:

附註：

(i) Certain of the comparative figures as at and for the year ended 31st December 1999, 2000, 2001 and 2002 have been adjusted to incorporate the effect of the adoption of revised Statement of Standard Accounting Practice 12 commencing from 1st January 2003, details of which are set out in Note 2(c) to the accompanying accounts.

(i) 於及截至一九九九年、二零零零年、二零零一年及二零零二年十二月三十一日止年度之若干比較數字已被調整，以包括採納自二零零三年一月一日開始生效之經修訂會計實務準則第12號之影響，詳情載於隨附之賬目附註2(c)。

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Hopson Development Holdings Limited (the "Company") will be held at Alexandra Room, 2/F., Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Monday, 24th May, 2004 at 9:30 a.m. for the following purposes:—

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31st December, 2003.
2. To re-elect retiring directors and to authorize the board of directors to fix the directors' remuneration.
3. To declare a final dividend for the year ended 31st December, 2003.
4. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
5. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

5.A. **"THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

股東週年大會通告

茲通告合生創展集團有限公司(「本公司」)謹訂於二零零四年五月二十四日(星期一)上午九時三十分假座香港中環干諾道中5號香港文華東方酒店2樓歷山廳舉行股東週年大會，藉以處理下列事項：

- 一、省覽截至二零零三年十二月三十一日止年度本公司及各附屬公司之經審核綜合財務報告、董事會報告及核數師報告。
- 二、重選退任董事及授權董事會釐定董事酬金。
- 三、宣佈派發截至二零零三年十二月三十一日止年度末期股息。
- 四、重聘核數師並授權董事會釐定其酬金。
- 五、作為特別事項，考慮並酌情通過下列普通決議案(不論經修訂與否)：

五A. **「動議：**

- (甲) 在(丙)段之規限下，一般及無條件批准本公司董事於有關期間行使本公司一切權力以配發、發行並處理本公司之額外股份、可兌換股份之證券、認股權證或類似可認購本公司任何股份之權利，並作出或授出可能需要行使此等權力之售股建議、協議及購股權；

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(b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to the shares of the Company issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the Share Option Scheme or similar arrangement, or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company's Bye-laws, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; or

(乙) 上文(甲)段所批准將授權本公司董事於有關期間作出或授出須於有關期間結束後行使此等權力之售股建議、協議及購股權；

(丙) 本公司董事依據上文(甲)段所批准配發或同意有條件或無條件配發之股本(不論是否依據購股權或以其他方式配發)面值總額不得超過通過本決議案當日本公司已發行股本總面值百分之二十(惟根據配售新股(定義見下文)或根據購股權計劃而行使之購股權或類似安排或根據本公司細則而提供以配售股份代替就本公司股份所派發全部或部分股息之任何以股代息計劃或類似安排而配發者除外)，而上述批准亦須以此數額為限；及

(丁) 就本決議案而言：

「有關期間」指由通過本決議案之日起至下列之最早期限止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 按本公司細則或任何百慕達適用法例規定本公司須舉行下屆股東週年大會期限屆滿時；或

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- (iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

5.B. “THAT:

- (a) subject to paragraph (b), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;

- (iii) 本公司股東於股東大會上以普通決議案撤銷或修訂本決議案之授權時。

「配售新股」指本公司董事於指定期間，向指定記錄日期名列股東名冊之本公司股東按其持股比例配售股份（惟本公司董事有權就零碎股份或根據香港以外任何地區之法律限制或責任或任何認可監管機構或任何證券交易所之規定作出必需或適當之豁免或其他安排）。」

五B.「動議：

- (甲) 在(乙)段之規限下，一般及無條件地批准本公司董事依據所有適用法例及香港聯合交易所有限公司（「聯交所」）證券上市規則或任何本公司證券可能上市之其他證券交易所不時修訂之規定於有關期間行使本公司一切權力，於聯交所或本公司證券可能上市並經證券及期貨事務監察委員會及聯交所就此確認之任何其他證券交易所購回本公司股份；

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(b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) the expression "Relevant Period" shall for the purposes of this resolution have the same meaning as assigned to it under ordinary resolution 5.A.(d) of this notice."

5.C. "THAT conditional upon resolutions 5.A. and 5.B. above being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution 5.B. above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution 5.A., provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of this resolution."

6. As special business to amend the Bye-laws of the Company by passing the following resolution as a special resolution:

"THAT the Bye-laws of the Company be and are hereby amended in the following manner:

(a) by adding the following definition in Bye-law 1 immediately after the definition of "Act":

"'associate" the meaning attributed to it in the rules of the Designated Stock Exchange."

(乙) 本公司依據上文(甲)段所批准於有關期間購回本公司股份面值總額不得超過本公司通過本決議案之日已發行股本總面值百分之十，而上述批准亦須以此數額為限；及

(丙) 就本決議案而言，「有關期間」與載於本通告第五A(丁)項普通決議案所賦予之涵義相同。」

五C.「動議在通過上述第五A及第五B項決議案後，本公司根據上述第五B項決議案所述授予董事之授權購回本公司股份之面值總額將加入本公司董事根據第五A項決議案所配發或有條件或無條件同意配發之股本總面值，惟本公司購回之股本數額不得超過本公司於通過本決議案之日已發行股本總面值百分之十。」

六. 作為特別事項，通過下列決議案為特別決議案以修訂本公司細則：

「動議對本公司之細則作出以下修訂：

(a) 於細則第1條緊接「條例」之定義後加入「聯繫人士」之定義如下：

「「聯繫人士」 按指定之證券交易所規則所賦予之涵義。」

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- (b) by deleting the words “Section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong” from the definition of “clearing house” in Bye-law 1 and replacing them with “Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto for the time in force”;

- (c) by re-numbering existing Bye-law 76 as Bye-law 76(1) and adding the following new Bye-law 76(2) immediately thereafter:

“(2) Where the Company has any knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”

- (d) by deleting the words “unless not less than seven (7) days before the date appointed for the meeting” from Bye-law 88 and replacing them with the following:

“unless during a period of not less than seven (7) days commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven (7) days prior to the date appointed for the meeting”

- (e) by deleting Bye-law 103 in its entirety and replacing it with the following:

“103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (b) 刪除細則第1條內「結算所」定義中「香港證券及期貨（結算所）條例第2節」之字句，以「香港法例第571章證券及期貨條例附表一第一部及其當時生效之任何修訂」字句代替；

- (c) 將現行細則第76條重編為細則第76(1)條，並於緊接其後，加入下列新細則第76(2)條：

「(2) 如在本公司知情下，任何股東根據指定證券交易所之規定須就本公司任何特定決議案放棄投票權或被限制就本公司任何特定決議案只可投贊成票或只可投反對票，則該名股東或其代表在違反該等規定或限制情況下所投之票數，將不獲計算在內。」

- (d) 刪除細則第88條「除非於不少於大會指定舉行日期前七(7)日」字句，並以下文取代：

「須於由寄發進行該選舉之股東大會通告翌日起計七(7)日至該股東大會指定舉行日期前七(7)日止一段不少於七(7)日之期間」；

- (e) 刪除細則第103條全文，並以下文取代：

「103.(1) 董事不得在批准其或其任何聯繫人士擁有重大權益之任何合約或安排或任何其他建議之董事會決議案上投票，其亦不計入有關法定人數，惟此限制不適用於下列任何情況：

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- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
 - (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
 - (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (i) 本公司就董事或其聯繫人士應本公司或其任何附屬公司之要求或為本公司或其任何附屬公司之利益，借出款項或招致責任或作出承擔而向該董事或其聯繫人士提供任何抵押或賠償保證之合約或安排；
 - (ii) 本公司就董事或其聯繫人士本身單獨或共同提供全部或部份擔保或賠償保證或提供抵押之本公司或其任何附屬公司之負債或承擔而向第三者提供任何抵押或賠償保證之合約或安排；
 - (iii) 任何有關提呈發售或有關由本公司提呈發售發行本公司或由其創立或擁有權益的任何其他公司的股份或債券或其他證券以供認購或購買而董事或其聯繫人士參與或將會參與發售建議的包銷或分包銷之合約或安排；
 - (iv) 任何董事或其聯繫人士僅因其或彼等在本公司股份或債券或其他證券擁有之權益而與本公司股份或債券或其他證券的其他持有人以同一方式在其中擁有權益之合約或安排；

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- (v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder other than a company in which the Director and/or his associate(s) is/are beneficially interested in five (5) per cent. or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of any of his associates is derived); or
- (vi) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors, their associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or any of his associates, as such any privilege or advantage not accorded to the class of persons to which such scheme or fund relates.
- (2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or any of his associates (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be
- (v) 任何有關董事或其聯繫人士直接或間接在其中擁有權益(不論以高級職員或行政人員或股東身份, 惟董事及/或其聯繫人士或透過任何第三者公司在其中實益擁有任何類別已發行股份或投票權的百分之五(5)或以上的公司除外)的任何其他公司的合約或安排; 或
- (vi) 任何有關採納、修訂或實施與本公司或其任何附屬公司董事或其聯繫人士及僱員有關的購股權計劃、公積金或退休金、身故或傷殘津貼計劃或其他計劃, 而其中並無給予董事或其聯繫人士任何與該計劃或基金有關之該類別人士未獲賦予特權或利益之建議。
- (2) 倘若及只要(僅限於倘若及只要)董事及/或其聯繫人士直接或間接持有或實益擁有一家公司(或董事或其任何聯繫人士藉以獲得有關權益之任何第三間公司)任何類別權益股本或該公司所授予股東之投票權百分之五(5)或以上權益, 則該公司將被視作董事及/或其聯繫人士擁有百分之五(5)或以上權益之公司。就本段而言, 不應計及董事或其聯繫人士作為被動受託人或保管受託人所持有但並無擁有實益權益之任

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disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.

- (3) Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is/are materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.
- (4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman

何股份，及倘若及只要其他人士有權收取有關收入而董事及／或其聯繫人士擁有復歸或剩餘權益之信託所涉及之股份，及董事及／或其聯繫人士僅作為單位持有人而擁有權益之法定單位信託計劃所涉及之股份以及並無附帶股東大會投票權且嚴格規限股息及股本回報權之任何股份。

- (3) 倘董事及／或其聯繫人士持有百分之五(5)或以上權益之公司於一項交易擁有重大利益，則該董事及／或其聯繫人士亦將被視作於有關交易擁有重大利益。
- (4) 倘於任何董事會會議上產生任何有關董事(大會主席外)或其聯繫人士有重大利益關係或有關任何董事(大會主席外)投票權之問題，而有關問題並未於董事自願同意放棄投票之情況下獲解決，則有關問題將轉交大會主席處理，而大會主席就該等其他董事之裁決將為最終及不可推翻，惟董事知悉董事及／或其聯繫人士所擁有權益之性質或範圍並未向董事會全面披露之情況除外。倘上述問題與大會主席有關，則有關問題將以董事會決議案裁決，就此而言，該主席不得投票，

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shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman and/or his associate(s) concerned as known to such chairman has not been fairly disclosed to the Board.”

By order of the Board
Mok Wai Kun, Barbara
Secretary

21st April, 2004

Hong Kong

Principal office:

19th Floor, Wyndham Place
40-44 Wyndham Street
Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the principal office of the Company at 19th Floor, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong not less than 48 hours before the time appointed for holding the said meeting.
3. A form of proxy for the meeting will be enclosed with the 2003 annual report of the Company (the “Annual Report”).
4. The register of members of the Company will be closed from Tuesday, 18th May, 2004 to Monday, 24th May, 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend to be approved at the meeting and the right to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:00 p.m. on Monday, 17th May, 2004.

而有關決議案將為最終及不可推翻，惟就該主席知悉該主席及／或其聯繫人士所擁有權益之性質或範圍並未向董事會全面披露之情況除外。」

承董事會命
秘書
莫瑋坤

二零零四年四月二十一日

香港

主要辦事處：

香港中環
雲咸街40-44號
雲咸商業中心十九樓

附註：

1. 凡有權出席上述通告召開之大會及於會上投票之本公司股東均有權委任一位或多位代表出席及投票。受委代表毋須為本公司股東。
2. 代表委任表格連同經簽署之授權書或其他授權文件(如有)，或經由公證人簽署證明之授權書或授權文件之副本，須於大會指定舉行時間四十八小時前送達本公司主要辦事處香港中環雲咸街40-44號雲咸商業中心十九樓，方為有效。
3. 一份大會之代表委任表格將隨附於本公司二零零三年年報(「年報」)內。
4. 本公司將於二零零四年五月十八日(星期二)至二零零四年五月二十四日(星期一)，包括首尾兩天，暫停辦理股份過戶登記手續，藉以確定有權收取有待大會通過之末期股息及於會上投票之股東名單。所有過戶文件連同有關股票，須於二零零四年五月十七日(星期一)下午四時前，一併送抵本公司之香港股份過戶登記處香港中央證券登記有限公司(地址為香港皇后大道東一八三號合和中心一七一二至一七一六室)辦理股份過戶登記手續。

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5. In relation to item no. 3 in this notice, the biographical details and interests in shares of the Company of all the directors to be re-elected at the meeting are provided in the sections titled "Directors' Profile", "Report of the Directors" and "Notes to the Accounts" in the Annual Report.
6. With reference to the ordinary resolutions sought in items 5.A. and 5.B. of this notice, the directors wish to state that they have no immediate plans to issue any new shares or to repurchase any existing shares of the Company. The explanatory statement required by the Listing Rules of the Stock Exchange in connection with the repurchase mandate will be despatched to shareholders together with the Annual Report.
7. With reference to the special resolution sought in item 6 of this notice, certain amendments are proposed in order to make the Company's Bye-laws consistent with the amended Appendix 3 of the Listing Rules of the Stock Exchange. Background for the proposed amendments is set out in the circular to be despatched to shareholders together with the Annual Report.
8. Pursuant to Bye-law 66 of the Company's Bye-laws, a resolution put to the vote of a general meeting of the shareholders shall be determined in the first instance by a show of hands of the shareholders present in person or by proxy, but a poll may be demanded (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) by:
 - (a) the chairman of such meeting; or
 - (b) at least three shareholders present in person (or in the case of a shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
 - (c) a shareholder or shareholders present in person (or in the case of a shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the meeting; or
 - (d) a shareholder or shareholders present in person (or in the case of a shareholder being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a shareholder or in the case of a shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a shareholder.

9. The translation into Chinese language of this notice (including the special resolution which contains the proposed amendments to the Company's Bye-laws) is for reference only. In case of any inconsistency, the English version shall prevail.

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5. 就本通告第三項，所有於大會重選之董事之簡歷及於本公司股份之權益，載於年報「董事簡介」、「董事會報告」及「賬目附註」各節內。
6. 就本通告第五A項及第五B項普通決議案，董事欲聲明，彼等現時無意發行本公司新股份或購回任何現有股份，聯交所上市規則規定回購授權所需寄予各股東之說明函件，將連同年報一併寄予股東。
7. 就本通告第六項尋求通過之特別決議案，現提出作出若干修訂以使本公司之細則與經修訂聯交所上市規則附錄三相符。修訂建議之背景載於隨年報寄發予股東之通函內。
8. 根據本公司細則第66條，於股東大會表決之決議案須首先以舉手方式由親身或委託代表出席之股東投票表決，但下列人士可以（在宣布舉手投票結果之前或當時或於任何其他按股數投票撤回之時）要求按股數投票方式表決：
 - (a) 該大會主席；或
 - (b) 最少三位當時有權在大會上投票的股東（或如股東屬法團則為其正式授權代表），無論是否親身或委託代表出席；或
 - (c) 代表有權在會上投票的全部股東之中不少於十分之一投票權的一名或多名親身或委託代表出席之股東（或如股東屬法團則為其正式授權代表）；或
 - (d) 持有賦予權利於大會投票之股份的一名或多名親身或委託代表出席之股東（或如股東屬法團則為其正式授權代表），而該等股份合計的已繳足股本須不少於全部賦予投票權股份的已繳足股本總額的十分之一。

股東之委託代表或如股東屬法團則其正式授權代表提出之按股數投票之要求將視為由股東提出。

9. 本通告之中文譯本（包括載有建議修訂本公司之公司細則之特別議案）僅供參考。如中英文版有任何歧異，概以英文版為準。

