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公司資料

CORPORATE INFORMATION

董事會

執行董事

王聰德 (主席)
謝錦輝 (副主席)

非執行董事

王文俊

獨立非執行董事

李國精
廖醒標
莊嘉俐

審核委員會

廖醒標 (主席)
李國精
莊嘉俐

薪酬委員會

廖醒標 (主席)
王聰德
李國精
莊嘉俐

提名委員會

王聰德 (主席)
李國精
廖醒標
莊嘉俐

合資格會計師

梁瑞賢

公司秘書

陳婉縈

核數師

德勤•關黃陳方會計師行

BOARD OF DIRECTORS

Executive Directors

Wong Chung Tak (Chairman)
Tse Kam Fai (Deputy Chairman)

Non-executive Director

Wong Ngo, Derick

Independent Non-executive Directors

Lee Kuo Ching, Stewart
Liu Sing Piu, Chris
Chong Kally

AUDIT COMMITTEE

Liu Sing Piu, Chris (Chairman)
Lee Kuo Ching, Stewart
Chong Kally

REMUNERATION COMMITTEE

Liu Sing Piu, Chris (Chairman)
Wong Chung Tak
Lee Kuo Ching, Stewart
Chong Kally

NOMINATION COMMITTEE

Wong Chung Tak (Chairman)
Lee Kuo Ching, Stewart
Liu Sing Piu, Chris
Chong Kally

QUALIFIED ACCOUNTANT

Leung Shui Yin, Steven

COMPANY SECRETARY

Chan Yuen Ying, Stella

AUDITORS

Deloitte Touche Tohmatsu

律師

龍炳坤·楊永安律師行

主要過戶處

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
14 Bermudiana Road
Hamilton, HM11
Bermuda

過戶分處

中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心
17樓1712-1716號舖

主要往來銀行

中國銀行(香港)有限公司
瑞士信貸私人銀行·香港分行
渣打銀行(香港)有限公司
瑞士銀行·香港分行

註冊辦事處

Clarendon House
2 Church Street
Hamilton, HM11
Bermuda

香港總辦事處及 主要營業地址

香港
中環
干諾道中13-14號
歐陸貿易中心
7樓702室

股份代號

香港聯合交易所: 106

SOLICITORS

Loong & Yeung

PRINCIPAL REGISTRARS

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
14 Bermudiana Road
Hamilton, HM11
Bermuda

BRANCH REGISTRARS

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Credit Suisse, Hong Kong Branch
Standard Chartered Bank (Hong Kong) Limited
UBS AG Hong Kong Branch

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton, HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 702, 7th Floor,
Euro Trade Centre
13-14 Connaught Road Central
Hong Kong

STOCK CODE

Hong Kong Stock Exchange: 106

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

謹代表董事會，概述深圳科技控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零零六年十二月三十一日止財政年度之業務表現如下。

業績

截至二零零六年十二月三十一日止年度，本集團之持續經營業務營業額約為17,542,000港元，較去年同期之約23,502,000港元減少約25.4%；而二零零六年一月一日至二零零六年九月三十日期間本集團之已終止業務營業額約為293,916,000港元，較二零零五年全年之約417,385,000港元減少約29.6%。

截至二零零六年十二月三十一日止年度內，持續經營業務為本集團帶來虧損毛額27,876,000港元（二零零五年：溢利毛額約12,876,000港元）。本年度之持續經營業務虧損毛額主要來自本集團為就受中國宏觀調控影響之待售物業作出了約40,840,000港元之準備。二零零六年一月一日至二零零六年九月三十日止期間，已終止業務溢利毛額約為31,987,000港元，而二零零五年全年為溢利毛額約71,032,000港元。

回顧年度，本公司未計少數股東權益前之綜合虧損約為114,598,000港元（二零零五年：虧損約4,359,000港元），其中包括來自持續經營業務之虧損約118,667,000港元及已終止業務之溢利約4,069,000港元（二零零五年：持續經營業務虧損約18,026,000港元及已終止業務之溢利約13,667,000港元）。持續經營業務虧損顯著增加，主要由於(1)經審慎及保守評估後就中國待售物業作出準備及(2)計提於中國聯營公司及共同控制實體（即晶科信息）之投資及授予彼等之貸款之減值虧損準備。

由於本集團調整了中國房地產的營運策略，由二零零六年下半年開始房地產業務之銷售及分銷費用大幅減少；同時，本公司已因應現階段宏調的影響認真地為中國待售物業作出了充份之準備，預計於二零零七年本集團將毋須為待售物業及其他聯營公司及共同控制實體再作準備。

On behalf of the Board of Directors, the business performance of Shenzhen High-Tech Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the financial year ended 31st December, 2006 is summarized in the following paragraphs.

RESULTS

The turnover of the continuing operations of the Group for the year ended 31st December, 2006 amounted to approximately HK\$17,542,000, representing a decrease of approximately 25.4% compared to approximately HK\$23,502,000 recorded last year; while the turnover of the discontinued operations of the Group amounted to approximately HK\$293,916,000 for the period from 1st January, 2006 to 30th September, 2006 compared to approximately HK\$417,385,000 recorded in the whole year of 2005, representing a decrease of approximately 29.6%.

For the year ended 31st December, 2006, the continuing operations contributed to the Group a gross loss of approximately HK\$27,876,000 (2005: a gross profit of approximately HK\$12,876,000). The gross loss of continuing operations of the year was mainly due to the provision by the Group of allowance of approximately HK\$40,840,000 for the properties held for sale as a result of the austerity control in the PRC. For the period from 1st January, 2006 to 30th September, 2006, the gross profit of discontinued operations amounted to approximately HK\$31,987,000, as compared with gross profit of approximately HK\$71,032,000 recorded in the whole year of 2005.

During the year under review, the Company's consolidated loss before minority interests was approximately HK\$114,598,000, (2005: loss of approximately HK\$4,359,000), comprising the loss attributable to the continuing operations of approximately HK\$118,667,000 and the profit attributable to the discontinued operations of approximately HK\$4,069,000 (2005: loss of continuing operations of approximately HK\$18,026,000 and profit of discontinued operations of approximately HK\$13,667,000). The drastic increase in loss for the continuing operations was mainly accountable by: (1) provision of allowance for the properties held for sale in the PRC after a prudent and conservative valuation and (2) provision of impairment loss of the investments in and loans to the associates and jointly controlled entity in the PRC, namely Jingke Information.

Consequent on the change of operating strategy in respect of the property business in the PRC by the Group, the selling and distribution expenses began to be greatly reduced in the second half of 2006. Meanwhile, the Company has critically provided of allowance for the properties held for sale in the PRC according to the austerity control measure for the time being. It is expected that no provision will be required to be made by the Group in respect of the properties held for sale and the other associates and jointly controlled entity in the year 2007.

財務回顧

流動資金、財務資源及負債

本集團之流動資金充裕，財務狀況穩健，於二零零六年十二月三十一日，本集團現金及銀行結餘總額維持在約218,262,000港元（於二零零五年十二月三十一日：約122,693,000港元）之水平。本集團嚴格執行應收貨款之信貸管理，以確保營運資金充裕。於二零零六年十二月三十一日之應收賬款結餘為無（於二零零五年十二月三十一日：約84,259,000港元）。於年結日之流動比率為22.42，而於二零零五年年結日為3.97。於二零零六年及二零零五年十二月三十一日，本公司及其附屬公司並沒有籌集任何銀行貸款。於二零零六年十二月三十一日，本集團之資產負債比率（以借貸總額除以股東權益為計算基準）為零（二零零五年十二月三十一日：零）。

配售新股及所得款項用途

根據於二零零六年四月二十一日訂立之配售協議，本公司以每股0.03港元之價格發行合共2,870,000,000股每股面值0.01港元之新普通股予不少於六名獨立第三方。扣除有關開支後股份發行所得款項淨額約為83,000,000港元。是次配售股份之其他詳情刊載於二零零六年四月二十一日發表之公佈。

除下述者外，本公司已將配售新股所得款項運用於指定用途：

- (i) 其中約30,000,000港元擬用於本集團「曙光」品牌之服務器業務運營。由於本公司股東於二零零六年七月二十六日之股東特別大會上通過決議案及批准出售事項，該30,000,000港元尚未動用，但已保留作其他投資用途；及
- (ii) 其中約10,000,000港元擬用於撥付晶科信息於生產設施及設備之資本投資，該款項尚未動用，但由於下述關於「晶科信息」的段落所陳述情況之緣故，本公司擬將該10,000,000港元用於其他投資用途。

FINANCIAL REVIEW

Liquidity, Financial Resources and Liabilities

The Group has abundant working capital and is financially strong. The Group's total cash and bank deposits maintained at a level of approximately HK\$218,262,000 as at 31st December, 2006 (as at 31st December, 2005: approximately HK\$122,693,000). The Group exercised strict credit control on accounts receivable to ensure the adequacy of working capital. As at 31st December, 2006, total balance of accounts receivable was nil (as at 31st December, 2005: approximately HK\$84,259,000). At the year end, the current ratio was 22.42 while it stood at 3.97 as at the year end of 2005. As at 31st December, 2006 and 2005, the Company and its subsidiaries did not raise any bank loan. As at 31st December, 2006, the Group's gearing ratio (calculated on the basis of total borrowings divided by shareholders' equity) was zero (31st December, 2005: zero).

Placing of New Shares and Use of Proceeds

Pursuant to the Placing Agreement on 21st April, 2006, the Company issued 2,870,000,000 new ordinary shares in aggregate with a par value of HK\$0.01 each to not less than six independent third parties at a price of HK\$0.03 per share. The net proceeds from the share offer after deducting related expenses was approximately HK\$83,000,000. Further details of the placing of shares were set out in the announcement dated 21st April, 2006.

Except for the below-mentioned, the Company has applied the proceeds from the placing of new shares into intended purposes:

- (i) An amount of approximately HK\$30,000,000 was intended to be used for the business operation of the Group's "Dawning" branded servers. The HK\$30,000,000, remaining unused, has been reserved for other investment purposes due to fact that the shareholders of the Company passed a resolution and approved the disposal of server business at a special general meeting held on 26th July, 2006; and
- (ii) An amount of approximately HK\$10,000,000 was intended to be used to finance the capital investment in the production facilities and equipment of Jingke Information. Such amount remaining unused, but the amount of HK\$10,000,000 will be used for other investment purpose for the reason set out in the paragraph headed "Jingke Information" below.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧 (續)

非常重大的出售、重大收購及出售事項

於二零零六年五月二十九日，本集團三家全資附屬公司（為賣方）與天津曙光計算機產業有限公司（為買方）訂立股權轉讓協議，據此，賣方同意出售其於北京曙光天演信息技術有限公司之全部權益、曙光信息產業（北京）有限公司之全部權益，以及其於北京曙光創新科技有限公司之83.1%權益中的62.5%權益予買方，總代價為人民幣95,000,000元。交易之其他詳情刊載於二零零六年六月三十日寄發予股東之通函。

根據於二零零六年十二月二十七日簽訂之協議，本公司之全資附屬公司作為買方同意收購 Twente Company Limited（「Twente」）已發行股本51%權益及股東貸款，該收購事項已於二零零七年一月二十三日完成，收購代價為63,000,000港元，以發行本公司2,739,130,434股新普通股方式支付。於收購完成後，Twente成為本公司的全資附屬公司。有關收購事項的詳情刊載於二零零七年一月十五日寄發予股東之通函。

除上文所披露者外，於回顧年度內，本集團並沒有參與任何重大收購及出售。

資本開支

於二零零六年度內，本集團之資本開支合計為2,486,000港元（二零零五年：為5,224,000港元）。

資產抵押

於二零零六年十二月三十一日，本集團並無為獲得一般銀行融資或短期貸款而抵押資產及銀行存款。

僱員及酬金政策

於二零零六年十二月三十一日，本集團於中國及香港共聘用約330名僱員（包括管理、行政、技術及生產部員工）（於二零零五年十二月三十一日：約700名）。本集團根據員工之職責、工作表現及專業經驗釐定僱員之酬金、晉升及薪酬調整幅度。在香港全體僱員及執行董事均已參與強制性公積金計劃。其他僱員福利包括本公司授出之購股權。

FINANCIAL REVIEW (Continued)

Very Substantial Disposal, Substantial Acquisition and Disposal

On 29th May, 2006, three wholly-owned subsidiaries of the Group (as vendor) and Tianjin Dawning Computer Industry Company Limited (as purchaser) entered into an equity transfer agreement, in which, the vendor agreed to dispose of the entire interests in Beijing Dawning Tianyan Information Technology Company Limited and Dawning Information Industry (Beijing) Limited and 62.5% of its 83.1% interest in Beijing Dawning Novotech Co., Ltd. to the purchaser at a total consideration of RMB95,000,000. Further details of the transaction were set out in the circular to the shareholders of the Company dated 30th June, 2006.

Pursuant to an agreement dated 27th December, 2006, a wholly-owned subsidiary of the Company (as purchaser) agreed to acquire 51% of the issued capital of Twente Company Limited ("Twente") and its shareholders' loan. The acquisition was completed on 23rd January, 2007, the consideration of the acquisition was HK\$63,000,000 and was satisfied by the Company by issue and allotment of an aggregate of 2,739,130,434 new ordinary shares. After the acquisition, Twente became a wholly-owned subsidiary of the Company. Further details of the acquisition were set out in the circular to the shareholders of the Company dated 15th January, 2007.

Save as disclosed above, the Group had not participated in any substantial acquisition and disposal during the year under review.

Capital Expenditure

The Group had incurred an aggregate amount of approximately HK\$2,486,000 (2005: HK\$5,224,000) as capital expenditure during the year 2006.

Pledge of Assets

As at 31st December, 2006, the Group had no pledge of assets and deposits with the bank in order to obtain general and short-term banking facility.

Employees' and remuneration policy

The Group hired about 330 employees including managerial, executive and technical staffs and production labour in China and Hong Kong at 31st December, 2006 (as at 31st December, 2005: about 700). The level of remuneration, promotion and the magnitude of remuneration adjustment are determined according to the job duties, working performance and professional experience of the staff. All staffs and directors in Hong Kong office have participated in the mandatory provident fund scheme. Other employees' benefits include the granting of share options by the Company.

財務回顧 (續)

外匯及外幣風險

由於所得之收入以及購買材料、獲得之服務、零件及設備之款項及薪金均以港元及人民幣定值，故毋須採用任何金融工具作對沖用途，而本集團之匯率變動風險亦較低。在回顧年度內，本集團並無參與任何對沖活動。於二零零六年十二月三十一日，本集團之現金及銀行結餘以港元、美元及人民幣為主要幣值。

或然負債

本公司已於二零零五年一月二十六日與中信實業銀行武漢分行簽訂人民幣8,000,000元（約相等於7,692,000港元）之公司擔保，作為其向本集團一間共同控制實體批出上限與上述保證金額相同之銀行授信之抵押。由於該共同控制實體於貸款融資到期日未能如期償還，本公司已根據貸款融資的擔保條款付出人民幣8,000,000元，作為該共同控制實體以該款全數清還貸款融資。貸款融資於二零零六年一月二十五日悉數償還。（二零零五年十二月三十一日：貸款融資人民幣8,000,000元（約相等於7,547,000港元）乃授予該共同控制實體，並被悉數動用）。

於二零零五年及二零零六年十二月三十一日，本公司並沒有就附屬公司所獲得銀行貸款向銀行作出擔保。除上文所披露者外，於結算日，本集團並無重大或然負債。

FINANCIAL REVIEW (Continued)

Foreign Exchange and Currency Risk

All income and funds applied to purchases of raw materials, services obtained, spare parts and equipment and the payroll were denominated in the Hong Kong dollars and Renminbi; therefore, it was not necessary to use any financial instruments for hedging purpose, and the Group's exposure to fluctuation of exchange rates was minimal. During the year under review, the Group has not involved in any hedging activities. As at 31st December, 2006, cash in hand and bank balances of the Group were denominated principally in the currencies of Hong Kong dollars, US dollars and Renminbi.

Contingent Liabilities

On 26th January, 2005, the Company has executed a corporate guarantee of RMB8,000,000 (equivalent to approximately HK\$7,692,000) in favour of the CITIC Industrial Bank, Wuhan Branch in respect of a loan facility of the abovementioned guarantee amount granted to a jointly controlled entity of the Group. The jointly controlled entity failed to repay the loan facility fallen due. According to a corporate guarantee granted against the loan facility by the Company, the Company paid RMB8,000,000 for the jointly controlled entity to settle the loan facility. The banking facility was fully repaid on 25th January, 2006. (as at 31st December, 2005: bank facility of RMB8,000,000 (equivalent to approximately HK\$7,547,000) was granted to the jointly controlled entity and was fully utilised).

As at 31st December, 2005 and 2006, the Company has not provided any guarantee to any bank for bank loans granted to its subsidiaries. Save as disclosed above, the Group had no material contingent liability at the balance sheet date.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧

房地產業務

本集團目前投資的主要房地產項目包括北京的高檔住宅項目順景園和深圳的工業及商業物業曙光大廈。

順景園項目位於北京市朝陽區，為歐式大戶型豪華公寓，目標客戶為高端客戶。國家在對高檔住宅的調控政策，對順景園項目產生了影響。面對這些不利的外部條件，本集團著重做好項目的基礎工作，對項目細節嚴格要求，不斷完善，等待市場時機的好轉；同時調整了銷售策略以達致最佳之經濟效益。

於二零零六年本集團對深圳曙光大廈的經營管理在下列兩方面進行了調整和整合：(1)最大可能保持較高的使用率；及(2)加強內部管理，減少人員及各方面開支，進一步提高規範管理的水平之同時亦提高經濟效益。

本集團將會繼續強化曙光大廈管理質素，與客戶維繫良好合作關係，使曙光大廈繼續成為高質素之商廈。曙光大廈的租金收入穩定。儘管如此，本公司仍會繼續努力增收節支，以提高曙光大廈之盈利收益。

本集團正在不斷物色優質的物業，以期增加物業投資的收入。

資本市場投資及金融服務

於二零零六年內，香港以至中國之金融及資本市場暢旺，為提高閒置資金的使用效率，於年內本集團於資本市場之投資活動增加，在資本市場之投資活動為本集團帶來溢利。本集團的金融服務業務維持在有限度的運作。預計於二零零七年內，本集團會在穩健的前提下繼續於資本市場之投資活動。

BUSINESS REVIEW

Property Business

The major property projects currently invested by the Group include Shun Jing Yuan in Beijing, a high-end residential apartment project, and Dawning Tower in Shenzhen, a property for industrial and commercial use.

Located in Chaoyang District, Beijing, Shun Jing Yuan is an European-style luxury residential apartment project with large unit design targeting at high-end customers. The regulation and administering policies by the State over high-end residences have an impact on Shun Jing Yuan project. Under these unfavourable conditions, the Group focused on the fundamental works of the current projects and imposed strict requirements on the particulars and improved it continuously, pending for the reversal of market conditions. Meanwhile, the Group also adjusted its sales strategies to achieve the best economic efficiency.

During the year 2006, the Group made certain adjustments and integrations to the operation and management of Dawning Tower in Shenzhen regarding two aspects: (1) to maximize the potential for maintaining high occupation rate; and (2) to reinforce internal management, reduce the expenses from workforce and overheads, further improve the regulation and management level as well as to enhance the economic efficiency.

The Group will continue to enhance the management quality of Dawning Tower and maintain a good cooperation relationship with customers making Dawning Tower keeping on being a high quality commercial building. Even so, the Company will keep endeavoring to increase income and control expenses so as to ensure a high-level rental income from the Dawning Tower.

The Group continues to identify quality properties, in anticipation of increasing the income from properties investment.

Capital Market Investment and Financial Services

In year 2006, financial and capital markets in Hong Kong as well as the PRC rallied. In order to better use the idle fund, the Group's investing activities in capital markets increased during the year, the investing activities in capital markets generated a profit to the Group. The financial services maintained a low level operation. It is anticipated that in 2007 the Group, under the prudent premise, will go on with investing activities in capital markets.

高科技電腦及服務器製造及相關業務

曙光

於二零零六年五月二十九日，本公司三家全資附屬公司，中國曙光信息產業集團有限公司、曙光信息產業（深圳）有限公司及深科高新實業（深圳）有限公司（作為賣方）與天津曙光計算機產業有限公司（作為買方）訂立股權轉讓協議。據此，賣方同意出售其於北京曙光天演信息技術有限公司之全部權益、曙光信息產業（北京）有限公司之全部權益，及北京曙光創新科技有限公司（「出售公司」）之83.1%權益中的62.5%權益（「出售事項」），總代價為人民幣95,000,000元。本集團出售有關權益，乃鑒於(i)本公司尚未與過往曾向賣方就高科技電腦及服務器發展提供技術支持之中國科學院，就新型高科技電腦及服務器之未來發展達成任何有關技術支持及所有權之協議；及(ii)本公司亦預計，發展迅速、產品使用週期較短及資本密集之高科技電腦及服務器市場的未來發展將會產生巨額費用，而未來新開發產品之前景並不明朗，不足以支持此類投資，本公司決定精簡其業務，並重新分配資源，發展更穩定、增長潛力更佳及風險相對更低之新項目，因此進行出售事項。本公司股東於二零零六年七月二十六日舉行之股東特別大會上批准出售事項。有關出售事項之詳情已刊載於二零零六年六月三十日寄發予本公司股東的通函（「通函」）內。

截至二零零六年十二月三十一日止，就出售事項本集團收到人民幣66,500,000元，為總代價之70%，餘款將按通函「條件」一節所訂明之條件下由買方支付予賣方。

於二零零六年一月一日至二零零六年九月三十日（就會計而言之完成出售已終止業務之日期），出售公司取得銷售總額約293,916,000港元（二零零五年：約417,385,000港元）及除稅後虧損17,283,000港元（二零零五年：除稅後溢利約13,667,000港元）。

MANUFACTURING OF HIGH-TECH COMPUTERS AND SERVERS AND RELATED BUSINESS

Dawning

On 29th May, 2006, China Dawning Information Industry Group Limited, Dawning Information Industry (Shenzhen) Limited and Shenke High-Tech Industrial (Shenzhen) Limited which are three wholly-owned subsidiaries of the Company as vendor entered into an equity transfer agreement with Tianjin Dawning Computer Industry Limited as purchaser, pursuant to which the vendor agreed to dispose of their entire interests in Beijing Dawning Tianyan Information Technology Company Limited and Dawning Information Industry (Beijing) Limited and 62.5% of its 83.1% interest in Beijing Dawning Novotech Co., Ltd. (the "Disposed Companies") (the "Disposal") for a total consideration of RMB95,000,000. Reasons for the disposal were (i) the Company has yet to reach any agreement regarding the technical support and the ownership for future development of new model high-tech computers and servers with Chinese Academy of Sciences which provided technical support to the vendor for the development of high-tech computers and servers in the past; and (ii) the Company also expected that substantial costs would be incurred in the future development of the high-tech computers and server market which is fast moving with a short product life cycle and capital intensive and the prospects of newly developed products is not certain enough to sustain such investment, and the Company has decided to streamline its business and redeploy its resources in the development of new projects with certain and better growth potential and lower risk and to implement the Disposal accordingly. The Disposal was approved by the shareholders of the Company at the special general meeting held on 26th July, 2006. Details of the Disposal are set out in the circular (the "Circular") to shareholders of the Company dated 30th June, 2006.

Up to 31st December, 2006, the Group received RMB66,500,000 in respect of the Disposal, representing 70% of the total consideration, with the remaining balance to be paid to the vendor by the purchaser under the conditions as specified in the section headed "Conditions" in the Circular.

From 1st January, 2006 to 30th September, 2006 (the date of completion of the Disposal for accounting purpose), the Disposed Companies achieved a total sales of approximately HK\$293,916,000 (2005: approximately HK\$417,385,000) and loss after taxation attributable to Disposed Companies to the Group were approximately HK\$17,283,000 (2005: profit after taxation of approximately HK\$13,667,000).

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

高科技電腦及服務器製造及相關業務 (續)

晶科信息

武漢晶科信息產業有限公司(「晶科信息」)主要從事各類電子產品所需的石英晶體頻率片(半成品)、諧振器(成品)、SMD和相關器件的生產。本年度銷售收入約為23,316,000港元,比上年增長約32.79%。

儘管晶科信息本年度的經營與上年相比有所增長,但是其經營業績與本集團的投資額之間並不配比,投資回報並不理想。晶科信息的經營增長是在低水平上實現的增長,在發展上仍面臨一些障礙。

根據本集團與晶科信息於二零零四年三月一日訂立之協議,本集團授予晶科信息最多為人民幣15,000,000元(約相等於14,151,000港元)之非循環抵押貸款。該貸款由晶科信息各股東將各自於晶科信息之權益抵押予本集團作抵押。根據「或然負債」一節所述,晶科信息亦尚欠本集團人民幣8,000,000元之款項。

為確保上述兩項債權能夠得到最大程度的收回,本集團已向武漢法院申請對晶科信息主要資產進行了訴訟保存,武漢法院已經裁定對相關財產進行了財產保存。一旦仲裁裁決下發,則已查封資產可作為債務償還之保證。

雲南綠大地

雲南綠大地生物科技股份有限公司(「雲南綠大地」)為本集團參股企業,主要從事園林花卉的苗木銷售、設計及工程承包,為全國少數幾家擁有園林工程一級資質的企業。雲南綠大地之股東於二零零六年十二月十六日之股東大會批准後擴大已發行股本,本集團應佔雲南綠大地之應佔權益由20%降至17.78%。於二零零六年雲南綠大地在業務方面,著重抓了承接的幾個大項目的施工、驗收和收款工作,同時調整公司策略,裁減了經營效益不理想的分支機構。雲南綠大地爭取於國內發行新股並上市之計劃,未能順利於二零零六年通過。

於二零零七年三月二十一日,本公司以人民幣40,051,092.48元之代價出售本公司全資附屬公司Treasure Land Enterprises Limited之全部股權, Treasure Land Enterprises Limited之唯一資產為持有雲南綠大地之股本中11,187,456股股份。出售事項之詳情載於本公司寄發予股東日期為二零零七年四月四日之通函內。

MANUFACTURING OF HIGH-TECH COMPUTERS AND SERVERS AND RELATED BUSINESS (Continued)

Jingke Information

Wuhan Jingke Information Industry Co., Ltd. ("Jingke Information") is mainly engaged in the manufacturing of quartz oscillators (semi-finished products) used in the production of various electronic products, resonators (final products), SMD and related devices. Sales revenue in the year was approximately HK\$23,316,000, representing an increase of approximately 32.79% over last year.

Despite the Jingke Information recorded a higher operating growth this year than last year, the operating result did not match with cost of investment by the Group, the return on investment is not satisfactory. The operating growth of Jingke Information is still at a lower level while the company is still facing certain some difficulties in its development.

An agreement entered into between the Group and Jingke Information on 1st March, 2004, pursuant to which the Group granted a non-revolving secured loan of up to RMB15,000,000 (equivalent to approximately HK\$14,151,000). The loan was secured by each the shareholders of Jingke Information by charging their respective equity interests in Jingke Information to the Group. According to the information set out in the section headed "Contingent Liabilities", Jingke Information also has the amount due to the Group of RMB8,000,000.

In order to collect most of the above two receivables, an application has been sent to Wuhan Intermediate People's Court in respect of a litigation against Jingke Information for recovering an equivalent amount due to the Group, and the Wuhan Intermediate People's Court has decided judicially to treat the related assets of Jingke Information as the seized properties by legal authority. Once the award is issued, the properties seized can be used as the guarantees of above two receivables.

Yunnan Green-Land

Yunnan Green-Land Biological and Science Company Limited ("Yunnan Green-Land") is a company, in which the Group has interests, is mainly engaged in the sale, design and project contracting of horticultural plants, and is one of the few companies possessing class 1 qualifications in garden engineering in the PRC. Yunnan Green-Land has increased its share capital upon shareholders' approval at a general meeting on 16th December, 2006, the Group's interests in Yunnan Green-Land has been reduced from 20% to 17.78%. In 2006, Yunnan Green-Land undertook certain major projects in respect of construction, acceptance inspection and receivables collection. In the meantime, the Company adjusted its strategies to shut down certain branches with unsatisfactory operating results. The planning of Yunnan Green-Land's striving for issue of new shares through domestic listing status was unsuccessful and disapproved in 2006.

On 21st March, 2007, the Company has disposed of its entire interest in Treasure Land Enterprises Limited, a wholly-owned subsidiary of the Company, the only asset of which is the holding of 11,187,456 shares in the share capital of Yunnan Green-Land, at a consideration of RMB40,051,092.48. The details of the disposal were set out in the circular dated 4th April, 2007 to the Company's shareholders.

董事及高級管理人員簡介

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

執行董事

王聰德先生

現年48歲。於二零零三年十月獲委任為本公司之執行董事兼主席，同時亦為本公司之主要股東Thing On Group Limited之執行董事兼總裁。王先生在投資及金融企業工作超過二十年，現任本港多家投資及財務金融機構之董事，彼在公司的發展策略、企業經營管理及市場拓展和項目開發等方面具有豐富的實踐經驗，並取得了非凡的業績。彼在東南亞地區有穩固之業務聯繫及分銷網絡，於東南亞之市場拓展經驗尤其顯著。

謝錦輝先生

現年43歲。於二零零三年十月獲委任為本公司之執行董事及於二零零六年十一月三十日獲委任為副主席，同時亦為本港一家為上市及非上市公司提供條例遵守、公司管治及公司秘書實務專業顧問公司之執行董事。謝先生現為英國特許秘書公會及香港公司秘書公會之會員。彼亦為香港董事學會之會員。謝先生在條例遵守、公司管治及公司秘書實務業務具超過十五年經驗。彼現為三家香港上市公司之公司秘書。

非執行董事

王文俊先生

現年27歲。於二零零四年一月起獲委任為本公司之非執行董事。王先生於二零零一年獲得英國牛津布魯克斯大學工商管理學士學位。彼在財務分析領域擁有數年經驗。王先生目前是一家於The Philippine Stock Exchange, Inc. 上市公司之執行董事，負責公司的審計部門。

EXECUTIVE DIRECTORS

Mr. Wong Chung Tak

Aged 48, was appointed as an executive director and Chairman of the Board of the Company in October 2003. He is also the executive director and president of Thing On Group Limited, a substantial shareholder of the Company. Mr. Wong has been working in investment and finance companies for more than twenty years and is the executive director of several local investment and finance companies currently. Mr. Wong has solid experience and obtained brilliant results in corporate development strategies, corporate operation management, market and projects development. He has established strong business connections and distribution network in the South East Asia, and is especially strong in business development in the region.

Mr. Tse Kam Fai

Aged 43, was appointed as an executive director of the Company in October 2003 and appointed as Deputy Chairman on 30 November 2006. Mr. Tse is also the executive director of a local professional firm providing regulatory compliance, corporate governance and corporate secretarial services to listed and unlisted corporations. Mr. Tse is a member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries. He is also a member of The Hong Kong Institute of Directors. Mr. Tse has more than fifteen years solid experience in regulatory compliance, corporate governance and corporate secretarial matters of listed and unlisted companies. He is the company secretary of three Hong Kong listed companies.

NON-EXECUTIVE DIRECTOR

Mr. Wong Ngo, Derick

Aged 27, was appointed as a non-executive director of the Company in January 2004. Mr. Wong obtained a bachelor's degree in Business Economics from Oxford Brookes University in the U.K. in the year 2001. He possesses several years of experience in financial analysis. Mr. Wong is an executive director of a listed company on The Philippine Stock Exchange, Inc., being responsible for the audit department of the company.

董事及高級管理人員簡介

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

獨立非執行董事

李國精先生

現年64歲。於一九九三年七月起獲委任為本公司非執行董事。李先生擁有工商管理碩士一銜及有超過二十五年於中華人民共和國從事貿易及投資業務之經驗。李先生曾任職於新鴻基(中國)有限公司執行董事、香港第一太平集團電信投資部副總裁以及朗訊科技(中國)公司對華業務拓展執行董事。現從事廣電行業高科技領域高職，積極開拓中國市場及融資活動。

廖醒標先生

現年55歲。於二零零三年九月起獲委任為本公司獨立非執行董事，同時為執業註冊會計師及廖梁陳會計師事務所高級合夥人。彼從美國一家大學獲得工商管理學士一銜及現為香港會計師公會及英國特許公認會計師公會的資深會員。

莊嘉俐小姐

莊小姐於二零零三年十一月獲委任為本公司之獨立非執行董事，現為特許財務分析師及為美國投資管理與研究學會會員。彼以工程碩士畢業於奧克蘭大學。彼於大學主修電子及電機工程。當就業於香港時，莊小姐於香港中文大學獲得工商管理碩士一銜。彼已於銀行及金融界工作超過9年。

合資格會計師

梁瑞賢先生

現年44歲。於二零零六年十二月二十一日被委任為本公司之合資格會計師。梁先生為英國特許管理會計師學會、澳洲會計師公會及香港會計師公會會員。彼於金融管理、庫務管理、內部監控及企業融資方面擁有豐富經驗。彼現在已於上市公司工作約十年，且現在仍在職。

公司秘書

陳婉縈小姐

陳小姐於二零零六年十一月一日被委任為本公司之公司秘書及授權代表。陳小姐為英國特許秘書公會及香港公司秘書公會會員。彼亦為香港董事學會之會員。陳小姐擁有超過十年處理上市公司秘書實務經驗。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lee Kuo Ching, Stewart

Aged 64, has been a non-executive director of the Company since July 1993. Mr. Lee holds a Master's Degree in Business Administration and has over 25 years' experience in the trading and investment fields in the People's Republic of China. Mr. Lee was previously an executive director of Sun Hung Kai (China) Limited; the vice president of telecommunication and investment division, of Hong Kong First Pacific Group and an executive director, PRC business development of Lucent Technology (China) Inc. Mr. Lee is currently holding senior positions in high-tech broadcasting and telecommunication areas and is actively involved in China's marketing and investment activities.

Mr. Liu Sing Piu, Chris

Aged 55, was appointed as an independent non-executive director of the Company in September 2003. He is also a Certified Public Accountant (Practising), the senior partner of Liu Leung Chan, Certified Public Accountants. He holds a bachelor's degree in business administration from an American university and is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, United Kingdom.

Miss Chong Kally

Miss Chong was appointed as an independent non executive director of the Company in November 2003. She is a Chartered Financial Analyst and a member of Association for Investment Management and Research. She graduated from the University of Auckland with a Master in Engineering Management. She majored in Electronic and Electrical Engineering in her undergraduate. Miss Chong also pursued a Master in Business Administration in the Chinese University of Hong Kong while working in Hong Kong. She has been working in the banking and finance sector over nine years.

QUALIFIED ACCOUNTANT

Mr. Leung Shui Yin, Steven

Aged 44, was appointed as qualified accountant of the Company with effect from 21st December, 2006. Mr. Leung is a member of The Chartered Institute of Management Accountants, CPA Australia and Hong Kong Institute of Certified Public Accountants. He has abundant experience in financial management, treasury management, internal control and corporate finance, and has been working in listed companies for about 10 years.

COMPANY SECRETARY

Miss Chan Yuen Ying, Stella

Miss Chan was appointed as company secretary and authorised representative of the Company with effect from 1st November, 2006. Miss Chan is an associate member of The Institute of Chartered Secretaries and Administrators and an associate member of The Hong Kong Institute of Company Secretaries. She is also a member of the Hong Kong Institute of Directors. Miss Chan has over 10 years' experience in handling listed company secretarial matters.

董事謹提呈截至二零零六年十二月三十一日止年度之年報連同經審核之財務報表。

主要業務

本公司為一間投資控股公司。本公司主要附屬公司、本集團聯營公司及共同控制實體之主要業務分別刊載於財務報表附註39、40及18。

業績

本集團截至二零零六年十二月三十一日止年度之業績刊載於第35頁之綜合損益表。

董事不建議就本年度派發任何股息。

暫停股份過戶登記

為著釐定有權出席本公司於二零零七年五月二十五日(星期五)舉行之股東週年大會並於會上投票之股東之身份，本公司之股份過戶登記將自二零零七年五月二十三日(星期三)至二零零七年五月二十五日(星期五)(包括首尾兩日)期間暫停，於該期間，將不會進行股份過戶。所有轉讓文件連同有關股票須於二零零七年五月二十二日(星期二)下午四時正前交往本公司之股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

投資物業及物業、廠房及設備

本集團於年結日重估所有投資物業。公平值增加淨額1,500,000港元已直接計入綜合損益表。

本集團之投資物業及物業、廠房及設備於年內之變動詳情分別刊載於財務報表附註14及15。

可供分派之儲備

於二零零六年十二月三十一日，本公司並無可供現金分派及／或實物分派之儲備，惟根據百慕達法例，本公司之股份溢價賬約409,052,000港元可以繳足紅股之形式分派，而本公司之繳納盈餘賬約588,178,000港元可於若干情況下分派。

The directors present their annual report and the audited financial statements for the year ended 31st December, 2006.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of the Company's principal subsidiaries, the Group's associates and jointly controlled entities are set out in notes 39, 40 and 18 to the financial statements respectively.

RESULTS

The results of the Group for the year ended 31st December, 2006 are set out in the consolidated income statement on page 35.

The directors do not recommend the payment of a dividend for the year.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the shareholders entitled to attend and vote at the annual general meeting of the Company to be held on Friday, 25th May, 2007, the register of members of the Company will be closed from Wednesday, 23rd May, 2007 to Friday, 25th May, 2007, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 22nd May, 2007.

INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

The Group revalued all of its investment properties at the year end date. The net increase in fair value of HK\$1,500,000 has been credited directly to the consolidated income statement.

Details of the movements in the investment properties and property, plant and equipment of the Group during the year are set out in notes 14 and 15 to the financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31st December, 2006, the Company had no reserves available for cash distribution and/or distribution in specie, except that under the laws of Bermuda, the Company's share premium account, in the amount of approximately HK\$409,052,000, may be distributed in the form of fully paid bonus shares and the Company's contributed surplus account, in the amount of approximately HK\$588,178,000, may be distributed under certain circumstances.

董事會報告

DIRECTORS' REPORT

董事及服務合約

於本年度及截至本報告日期，本公司之董事如下：

執行董事：

王聰德先生
謝錦輝先生
鄧文雲先生（於二零零六年八月三十一日辭任）
龔漢兵先生（於二零零六年三月三十日辭任）

非執行董事：

王文俊先生
陳潮先生（於二零零六年七月十七日辭任）

獨立非執行董事：

李國精先生
廖醒標先生
莊嘉俐小姐

依據本公司之公司細則第87條，王聰德先生及李國精先生將於即將舉行之股東週年大會上告退，惟有資格並願意於同一大會上膺選連任。

獨立非執行董事並無指定任期，惟須按本公司之公司細則輪值退任。

擬於即將舉行之股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立任何本集團於一年內終止即須作出賠償（法定賠償除外）之服務合約。

董事及主要行政人員於股份、相關股份及債券之權益

除下文「購股權」及「主要股東」兩節所披露者外，於二零零六年十二月三十一日，本公司董事或主要行政人員或其任何聯繫人概無於本公司或其相聯法團之股份、相關股份及債券中擁有記錄於本公司根據香港法例第571章證券及期貨條例（「證券及期貨條例」）352條存置之登記冊，或須根據上市公司董事進行證券交易之標準守則知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉。

DIRECTORS AND SERVICE CONTRACTS

The directors of the Company during the year and up to the date of this report were:

Executive directors:

Mr. Wong Chung Tak
Mr. Tse Kam Fai
Mr. Deng Wenyun (resigned on 31st August, 2006)
Mr. Gong Hanbing (resigned on 30th March, 2006)

Non-executive directors:

Mr. Wong Ngo, Derick
Mr. Chen Chao (resigned on 17th July, 2006)

Independent non-executive directors:

Mr. Lee Kuo Ching, Stewart
Mr. Liu Sing Piu, Chris
Miss. Chong Kally

In accordance with the Company's bye-law 87, Messrs. Wong Chung Tak and Lee Kuo Ching, Stewart will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation in accordance with the bye-laws of the Company.

No director being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

Save as disclosed in the sections "Share Options" and "Substantial Shareholders" below, as at 31st December, 2006, none of the directors or chief executives of the Company or any of their associates had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

董事於重大合約之權益

於本年度結束時或年內任何時間，本公司各董事概無在本公司或其附屬公司訂立之任何重大合約中直接或間接擁有任何重大權益。

購股權

按本公司於二零零二年五月三十日舉行之股東週年大會上通過之普通決議案，本公司採納一項新購股權計劃（「新計劃」）。新計劃取代於二零零零年十一月十七日採納之購股權計劃（「舊計劃」）。採納新計劃後，概無按舊計劃授出其他購股權。本公司購股權計劃之詳情刊載於財務報表附註30。

購股權數目於年內之變動詳情刊載如下：

舊計劃 Old Scheme

參與者姓名 或組別	附註	授出 購股權日期*	購股權 行使期間**	購股權 行使價*** 港元	購股權數目		
					於 二零零六年 一月一日 尚未行使	年內失效	於 二零零六年 十二月 三十一日 尚未行使
Name or category of participant	Note	Date of grant of share options*	Exercise period of share options**	Exercise price of share options*** HK\$	Number of share options		
					Outstanding at 1st January, 2006	Lapsed during the year	Outstanding at 31st December, 2006
董事 Directors							
李國精先生 Mr. Lee Kuo Ching, Stewart	(a)	一九九七年七月七日 7.7.1997	一九九七年七月十五日至 二零零七年七月十四日 15.7.1997 to 14.7.2007	0.3800	900,000	-	900,000
前董事 Former directors							
陳潮先生 Mr. Chen Chao	(b)	二零零一年三月九日 9.3.2001	二零零一年三月二十一日至 二零一零年十一月十六日 21.3.2001 to 16.11.2010	0.1945	30,000,000	-	30,000,000
龔漢兵先生 Mr. Gong Hanbing	(c)	二零零一年三月九日 9.3.2001	二零零一年三月二十一日至 二零一零年十一月十六日 21.3.2001 to 16.11.2010	0.1945	30,000,000	(30,000,000) [†]	-
		二零零一年七月二十三日 23.7.2001	二零零二年一月一日至 二零零六年十二月三十一日 1.1.2002 to 31.12.2006	0.1945	2,580,000	(2,580,000) [†]	-
		二零零一年七月二十三日 23.7.2001	二零零二年七月一日至 二零零七年六月三十日 1.7.2002 to 30.6.2007	0.1945	2,580,000	(2,580,000) [†]	-
					66,060,000	(35,160,000)	30,900,000

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

SHARE OPTIONS

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 30th May, 2002, a new share option scheme (the "New Scheme") was adopted by the Company. The New Scheme replaced the share option scheme adopted on 17th November, 2000 (the "Old Scheme"). After the adoption of the New Scheme, no further options can be granted under the Old Scheme. Particulars of the Company's share option schemes are set out in note 30 to the financial statements.

Details of movements in the number of share options during the year are set out below:

董事會報告

DIRECTORS' REPORT

購股權 (續)

舊計劃 (續)

Old Scheme (Continued)

參與者姓名 或組別	附註	授出 購股權日期*	購股權 行使期間**	購股權 行使價*** 港元	購股權數目		
					於 二零零六年 一月一日 尚未行使	年內失效	於 二零零六年 十二月 三十一日 尚未行使
Name or category of participant	Note	Date of grant of share options*	Exercise period of share options**	Exercise price of share options*** HK\$	Number of share options		
					Outstanding at 1st January, 2006	Lapsed during the year	Outstanding at 31st December, 2006
其他僱員 Other employees							
合計 In aggregate		二零零一年三月九日	二零零一年三月二十日至 二零零一年十一月十六日	0.1945	9,000,000	-	9,000,000
		9.3.2001	20.3.2001 to 16.11.2010				
		二零零一年三月九日	二零零一年三月二十一日至 二零零一年十一月十六日	0.1945	60,000,000	-	60,000,000
		9.3.2001	21.3.2001 to 16.11.2010				
		二零零一年三月九日	二零零一年三月二十二日至 二零零一年十一月十六日	0.1945	1,500,000	-	1,500,000
		9.3.2001	22.3.2001 to 16.11.2010				
		二零零一年七月二十三日	二零零一年八月二日至 二零零六年七月二十六日	0.1945	25,000,000	(25,000,000) [#]	-
		23.7.2001	2.8.2001 to 26.7.2006				
		二零零一年七月二十三日	二零零一年八月十五日至 二零零六年八月八日	0.1945	48,862,800	(48,862,800) [#]	-
		23.7.2001	15.8.2001 to 8.8.2006				
		二零零一年七月二十三日	二零零二年一月一日至 二零零六年十二月三十一日	0.1945	27,020,150	(27,020,150) [#]	-
		23.7.2001	1.1.2002 to 31.12.2006				
		二零零一年七月二十三日	二零零二年七月一日至 二零零七年六月三十日	0.1945	27,020,150	(26,716,050) [#]	304,100
		23.7.2001	1.7.2002 to 30.6.2007				
		二零零一年八月十三日	二零零二年一月一日至 二零零六年十二月三十一日	0.1945	750,000	(750,000) [#]	-
		13.8.2001	1.1.2002 to 31.12.2006				
		二零零一年八月十三日	二零零二年七月一日至 二零零七年六月三十日	0.1945	750,000	-	750,000
		13.8.2001	1.7.2002 to 30.6.2007				
					199,903,100	(128,349,000)	71,554,100
					265,963,100	(163,509,000)	102,454,100

購股權 (續)

SHARE OPTIONS (Continued)

新計劃

New Scheme

參與者姓名 或組別	授出 購股權日期*	購股權 行使期間**	購股權 行使價*** 港元	購股權數目		
				於 二零零六年 一月一日 尚未行使	年內註銷	於 二零零六年 十二月 三十一日 尚未行使
Name or category of participant	Date of grant of share options*	Exercise period of share options**	Exercise price of share options*** HK\$	Number of share options		
				Outstanding at 1st January, 2006	Lapsed during the year	Outstanding at 31st December, 2006
其他僱員 Other employees						
合計 In aggregate	二零零三年十月十四日 14.10.2003	二零零三年十一月二十八日至 二零零八年十一月二十六日 28.11.2003 to 26.11.2008	0.0754	20,000,000	(5,000,000) [#]	15,000,000

附註:

Notes:

- (a) 於二零零六年一月一日已發行之購股權乃根據股東在本公司於一九九七年六月十日舉行之股東週年大會上授出之一般授權，授予李國精先生。
- (b) 陳潮先生於二零零六年七月十七日辭任本公司非執行董事之職，並擔任本公司之高級顧問，直至二零零六年十二月三十一日。
- (c) 龔漢兵先生於二零零六年三月三十日辭任本公司執行董事及總裁之職，其購股權於二零零六年六月三十日失效。
- * 該等購股權之歸屬期乃自授出日期直至行使期間開始為止。
- ** 行使期間將於董事辭任後三個月內失效。
- *** 如本公司進行供股、發行紅股或股本發生類似變動，該等購股權之行使價須予調整。
- # 該等購股權於承授人不再為本集團合資格參與者後三個月失效。
- ⊙ 27,020,150份購股權中304,100份由於行使期屆滿而失效。
- % 該等購股權由於行使期屆滿而失效。

- (a) The share options outstanding at 1st January, 2006 granted to Mr. Lee Kuo Ching, Stewart were in accordance with the general mandate granted by the shareholders to the directors at the annual general meeting of the Company held on 10th June, 1997.
- (b) Mr. Chen Chao resigned as non-executive director of the Company on 17th July, 2006 and acted as the senior consultant of the Company up to 31st December, 2006.
- (c) Mr. Gong Hanbing resigned as executive director and president of the Company on 30th March, 2006. His share options lapsed on 30th June, 2006.
- * The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
- ** The exercise period will lapse in three months after the resignation of the directors.
- *** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- # These share options were lapsed three months after the grantees ceased to be eligible participant of the Group.
- ⊙ 304,100 out of the 27,020,150 share options were lapsed due to the expiry of the option period.
- % These options were lapsed due to the expiry of the option period.

於二零零六年十二月三十一日，有關根據購股權計劃已經授出，而尚未行使之該等購股權之股份數目為117,454,100份，相等於本公司於該日之已發行股本之0.7%。

As at 31st December, 2006, the number of shares in respect of which options had been granted and remaining outstanding under the share option schemes was 117,454,100 shares, representing 0.7% of the shares of the Company in issue at that date.

董事會報告

DIRECTORS' REPORT

購買股份或債券之安排

除上文「購股權」一節所披露者外，本公司或其任何附屬公司於年內概無參與任何安排，致使本公司董事或主要行政人員可藉購買本公司或任何其他法團之股份或債券而獲益。

主要股東

於二零零六年十二月三十一日，本公司根據證券及期貨例第336條存置之主要股東登記冊顯示，除上文所披露有關若干董事及主要行政人員之權益外，以下股東已知會本公司其擁有本公司已發行股本之有關權益：

每股面值0.01港元普通股之好倉

股東名稱	Name of shareholder	附註 Note	所持股份數目			佔已發行 股份總數 百分比 Percentage in total number of issued shares
			直接權益	間接權益	總額	
			Direct interest	Indirect interest	Total	
Thing On Group Limited	Thing On Group Limited	1	4,110,751,792	-	4,110,751,792	23.87%
王聰德先生	Mr. Wong Chung Tak	1	-	4,110,751,792	4,110,751,792	23.87%
Juvy Ngo Ting女士	Ms. Juvy Ngo Ting	2	-	2,826,086,956	2,826,086,956	16.41%
Willfame Group Limited (「WGL」)	Willfame Group Limited (「WGL」)	2	1,900,000,000	-	1,900,000,000	11.03%
Winner Come Holdings Limited (「WCH」)	Winner Come Holdings Limited (「WCH」)	2	926,086,956	-	926,086,956	5.38%
深圳市投資管理公司 (「深圳投資」)	Shenzhen Investment Holding Corporation (「SIHC」)	3	320,335,712	1,279,090,260	1,599,425,972	9.28%
Ultrarich International Limited (「UIL」)	Ultrarich International Limited (「UIL」)	3	-	1,279,090,260	1,279,090,260	7.42%
深圳國際控股有限公司 (「深圳國際」)	Shenzhen International Holdings Limited (「SIHL」)	3	-	1,279,090,260	1,279,090,260	7.42%
New Vision Limited (「NVL」)	New Vision Limited (「NVL」)	3	-	1,279,090,260	1,279,090,260	7.42%
Great Mind Holdings Group Limited (「GML」)	Great Mind Holdings Group Limited (「GML」)	3	1,279,090,260	-	1,279,090,260	7.42%

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in the section "Share Options" above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the Company's directors or chief executives to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

As at 31st December, 2006, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors and chief executives, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company:

Long positions in ordinary shares of HK\$0.01 each

主要股東 (續)

附註:

- (1) Thing On Group Limited之全部已發行股本由王聰德先生實益擁有。因此，Thing On Group Limited與王聰德先生被視為於本公司股本中擁有同一權益。
- (2) WGL及WCH之全部已發行股本均由Juvy Ngo Ting女士實益擁有。因此，Juvy Ngo Ting女士被視為於WGL及WCH所持有之股份中擁有權益。該等權益來自Asset Partners Group Limited及Juvy Ngo Ting女士於二零零六年十二月二十七日訂立之買賣協議，以讓Asset Partners Group Limited收購Twente Company Limited之51%權益，據此，本公司須合共發行2,826,086,956股普通股以支付有關代價。
- (3) GML在1,279,090,260股本公司股份所佔之權益亦涉及NVL，NVL在1,279,090,260股本公司股份所佔之權益亦涉及深圳國際、UIL及深圳投資，原因如下：
 - (a) GML為NVL之全資附屬公司；
 - (b) NVL為深圳國際之全資附屬公司；
 - (c) UIL可在深圳國際之股東大會上控制三分之一以上之投票權；及
 - (d) UIL為深圳投資之全資附屬公司。

除上文所披露者外，於二零零五年十二月三十一日，本公司概無獲知會於本公司股份及相關股份之其他有關權益或淡倉。

關連交易

於二零零四年三月一日，本集團與本集團之共同控制實體武漢晶科信息產業有限公司（「晶科信息」）訂立貸款協議，據此，本集團同意向晶科信息授出最多為人民幣15,000,000元（約相等於14,151,000港元）之非循環有抵押貸款。該貸款按匯豐銀行之最優惠利率計息。於本年度，實際利率介乎7.75厘至8厘（二零零五年：5厘至7.75厘）。該貸款由晶科信息各股東將各自於晶科信息之權益抵押予本集團作抵押。貸款本金及利息於二零零五年十二月三十一日到期。於本年度就全部款項作出準備。

SUBSTANTIAL SHAREHOLDERS (Continued)

Notes:

- (1) The entire issued share capital of Thing On Group Limited is beneficially owned by Mr. Wong Chung Tak. Both Thing On Group Limited and Mr. Wong Chung Tak are therefore deemed to have the duplicate interests in the share capital of the Company.
- (2) The entire issued share capital of WGL and WCH are beneficially owned by Ms. Juvy Ngo Ting. Ms. Juvy Ngo Ting is therefore deemed to have interests in the shares held by WGL and WCH. These interests are derived pursuant to the sale and purchase agreement dated 27th December, 2006 entered into between Asset Partners Group Limited and Ms. Juvy Ngo Ting for the acquisition of 51% interest in Twente Company Limited by Asset Partners Group Limited, whereby the Company shall issue an aggregate of 2,826,086,956 ordinary shares to satisfy the consideration.
- (3) The interest of GML in the 1,279,090,260 shares of the Company is attributed to NVL. The interest of NVL in the 1,279,090,260 shares of the Company is also attributed to SIHL, UIL and SIHC on the bases that:
 - (a) GML is the wholly-owned subsidiary of NVL;
 - (b) NVL is the wholly-owned subsidiary of SIHL;
 - (c) UIL controls more than one-third of the voting power at SIHL's general meetings; and
 - (d) UIL is the wholly-owned subsidiary of SIHC.

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the shares and underlying shares of the Company as at 31st December, 2006.

CONNECTED TRANSACTIONS

On 1st March, 2004, the Group entered into a loan agreement with 武漢晶科信息產業有限公司 Wuhan Jingke Information Industry Co., Ltd. ("Jingke information"), a jointly controlled entity of the Group, pursuant to which the Group agreed to grant a non-revolving secured loan of up to RMB15,000,000 (equivalent to approximately HK\$14,151,000) to Jingke Information. The loan carried interest at HSBC prime rate. The effective interest rate ranged from 7.75% to 8% (2005: 5% to 7.75%) in the current year. The loan is secured by each of the shareholders of Jingke Information by charging their respective equity interests in Jingke Information to the Group. The loan principal and interest have expired on 31st December, 2005. Allowance for the whole amount is made in this year.

董事會報告

DIRECTORS' REPORT

主要客戶及供應商

年內，本集團向五大供應商之採購佔本集團總採購額約68.1%，當中包括向最大供應商之採購，佔本集團總採購額約47.1%。

年內，本集團向五大客戶之銷售佔本集團總營業額約39.2%，當中包括向最大客戶之銷售，佔本集團總營業額約14.3%。

本公司之董事，彼等之聯繫人或據董事所知擁有本公司已發行股本超過5%之股東，概無於本集團五大客戶及供應商當中擁有任何實益權益。

購入、出售或贖回本公司上市證券

年內，本公司或其任何附屬公司概無購入、出售或贖回任何本公司上市證券。

優先購買權

本公司之公司細則或百慕達法例概無有關優先購買權之規定，因此本公司毋須按優先基準向現有股東發售新股。

足夠公眾持股量

截至二零零六年十二月三十一日止年度，本公司一直維持足夠之公眾持股量。

結算日後事項

於結算日後發生之重大事項詳情載於財務報表附註38。

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group's purchases from the five largest suppliers accounted for approximately 68.1% of the Group's total purchases and purchases from the largest supplier included therein accounted for approximately 47.1% of the Group's total purchases.

During the year, the Group's sales to the five largest customers accounted for approximately 39.2% of the Group's total turnover and sales to the largest customer included therein accounted for approximately 14.3% of the Group's total sales.

None of the directors of the Company, their associates, nor any shareholder which to the best knowledge of the directors own more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest customers and suppliers.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws, or the laws of Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SUFFICIENT OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31st December, 2006.

POST BALANCE SHEET EVENTS

Details of significant events occurring after the balance sheet date are set out in note 38 to the financial statements.

核數師

於股東週年大會上將會提呈重新委聘德勤•關黃陳方會計師行為本公司核數師之決議案。

代表董事會

王聰德
主席

香港
二零零七年四月二十日

AUDITORS

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

WONG CHUNG TAK
Chairman

Hong Kong
20th April, 2007

公司管治報告

CORPORATE GOVERNANCE REPORT

本公司致力維持高水準及具質素程序的企業管治，本公司已推行企業管治措施，且特別注重對股東的誠信、資料披露之完整性、透明度及問責質素，藉以提高股東利益。

企業管治常規

本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載之企業管治常規守則（「企業管治守則」）之守則條文，作為本公司之企業管治常規守則。除偏離守則條文A.2.1.及A.4.1.外（該等偏離行為已在各有關段落作出解釋），本公司亦已遵守企業管治守則項下之全部守則條文。

董事進行證券交易

本公司已採納上市規則附錄十所載之上市公司董事進行證券交易的標準守則（「標準守則」）作為本公司有關董事進行證券交易之操守準則。

根據本公司對全體董事所作之具體查詢，全體董事已確認於截至二零零六年十二月三十一日止年度，彼等均符合標準守則之規定。

董事會

董事會負責領導及監控本公司，並負責監督業務、批准經營策略及監管公司之表現。

除就重大及重要事務以及法定目的舉行之其他董事會會議外，董事會大約每三個月舉行一次常規會議，每年最少舉行四次。董事會成員將會適時取得適當及充足之資料，以便彼等了解本集團之最新發展，從而有助彼等履行其職責。

每次會議由公司秘書負責記錄，於會後將記錄稿件送交各董事閱覽、修改及批准。會議記錄由公司秘書保存，如董事要求會開放給予查閱。公司秘書向董事會負責確保董事會依循程序及遵守適用法律及規例。各董事均可獲取公司秘書的意見及服務。

The Company is committed to maintaining corporate governance of high standards and quality procedures. The Company has put in place governance practices with emphasis on the integrity to shareholders and quality of disclosure, transparency and accountability to shareholders for the sake of maximizing returns to shareholders.

CORPORATE GOVERNANCE PRACTICE

The Company has adopted the code provisions of the Code of Corporate Governance Practices (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") as its own code of corporate governance practices. The Company has also complied with all the code provisions under the CG Code except for the deviations from code provisions A.2.1. and A.4.1. which are explained in the following relevant paragraphs.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transaction by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding director's securities transactions.

The Company confirms that, having made specific enquiry of all directors, all directors have complied with the required standard set out in the Model Code for the year ended 31st December, 2006.

BOARD OF DIRECTORS

The Board is responsible for leading and controlling the Company, as well as the supervision of the business, approval of strategic plans and monitoring the Company's performance.

The Board conducts at least four regular Board meetings a year at approximately quarterly intervals in addition to other Board meetings that are required for significant and important issues, and for statutory purposes. Appropriate and sufficient information is provided to Board members in a timely manner to keep them abreast of the Group's latest developments and thus can assist them in discharging their duties.

The Company Secretary is responsible for taking minutes of the Board meetings and draft of which will be circulated to all directors for their review, comments and approval after the meetings. The minutes books are kept by the Company Secretary and will be opened for inspection by the directors upon request. All directors have access to the advice and service of the Company Secretary who is responsible to the Board for ensuring that the procedures are followed and that all applicable laws and regulations are complied with.

主席及行政總裁

守則條文A.2.1.規定，主席及行政總裁之職務須分開。自龔漢兵先生於二零零六年三月三十日辭任本公司執行董事及總裁後，行政總裁之角色及職能已由本公司董事會執行，而董事相信，有關安排能讓董事之不同才能及專長得以盡量發揮，對本集團有利。

委任、重選和罷免董事

守則條文A.4.1.規定，非執行董事之委任須有指定任期，並須接受重選。本公司非執行董事之委任並無指定任期，但彼等根據本公司之公司細則須至少每三年輪值退任一次。

本公司已設立一個提名委員會，並訂明具體的職權範圍，負責就本公司委任董事及高級行政人員以及審議本公司執行董事及高級行政人員的繼任安排。

董事會之組成

董事會現由兩名執行董事、一名非執行董事及三名獨立非執行董事組成：

執行董事：

王聰德先生
謝錦輝先生

非執行董事：

王文俊先生

獨立非執行董事：

李國精先生
廖醒標先生
莊嘉俐小姐

就本公司所知，王文俊先生（本公司非執行董事）為王聰德先生（主席）兄長之兒子，除以上所述者外，各董事會成員之間概無任何財務、業務及親屬關係。彼等均可自由作出獨立判斷。各董事履歷載於本年報第11至12頁。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code A.2.1. stipulates that the responsibilities between the chairman and chief executive officer should be divided. Upon the resignation of Mr. Gong Hanbing as executive director and President of the Company on 30 March 2006, the roles and functions of the chief executive officer have been performed by the Board of the Company and the Directors believed that such arrangement enable different talents and expertise of the Directors to be best utilized to the benefits of the Group.

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term and subject to re-election. Non-executive directors of the Company are not appointed for a specific term but they are subject to the retirement by rotation at least once every three years in accordance with the Bye-laws of the Company.

The Company has established a Nomination Committee with specific terms of reference, which is responsible for arranging new appointment of directors and senior executives of the Company, and for reviewing the succession plan for executive directors and senior executives of the Company.

COMPOSITION OF THE BOARD

The Board currently consists of two executive directors, one non-executive director and three independent non-executive directors:

Executive directors:

Mr. Wong Chung Tak
Mr. Tse Kam Fai

Non-executive director:

Mr. Wong Ngo, Derick

Independent non-executive directors:

Mr. Lee Kuo Ching, Stewart
Mr. Liu Sing Piu, Chris
Miss Chong Kally

To the best knowledge of the Company, Mr. Wong Ngo, Derick, a non-executive director of the Company, is the son of the elder brother of Mr. Wong Chung Tak, the Chairman. Except as aforesaid, there is no financial, business and family relationship among members of the Board. All of them are free to exercise their independent judgement. The biographies of the directors are set out in pages 11 and 12 of the annual report.

公司管治報告

CORPORATE GOVERNANCE REPORT

獨立非執行董事

根據上市規則第3.10(1)條及第3.10(2)條，本公司已委任三名獨立非執行董事，當中廖醒標先生為香港會計師公會資深會員及英國特許公認會計師公會資深會員。彼於審核、稅務及為香港及中國公司提供審計及顧問服務積多年經驗。

李國精先生服務董事會已超逾13年。李先生為人正直及公平，具豐富管理及中國業務拓展經驗。於過往數年為董事會服務期間，彼對董事會及本公司作出了多方面之寶貴建議。

莊嘉俐小姐現為特許財務分析師及美國投資管理與研究學會會員。彼於銀行金融界工作超過10年。

本公司已接獲各位獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。本公司認為全體獨立非執行董事均為獨立人士。

董事會會議出席記錄

於截至二零零六年十二月三十一日止年度，舉行了11次董事會會議。全體董事均有機會就董事會常規會議議題中提供擬議事宜。董事於董事會議舉行前，均享有充份時間先審閱將予討論之相關文件及資料。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rules 3.10(1) and 3.10(2) of the Listing Rules, the Company has appointed three independent non-executive directors, of whom Mr. Liu Sing Piu, Chris, is a fellow member of Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants, United Kingdom. He has many years of experience in auditing and taxation, and providing audit and consultant services for companies in Hong Kong and the PRC.

Mr. Lee Kuo Ching, Stewart, has been serving the Board for more than 13 years. Mr. Lee is a man of integrity and is experienced in management and development of business in the PRC. During the services to the Board in the past years, he contributed to the Board and the Company valuable advice on diverse aspects.

Miss Chong Kally is a Chartered Financial Analyst and a member of Association for Investment Management and Research. She has been working in the banking finance sector over 10 years.

The Company has received, from each of the independent non-executive directors, annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive directors are independent.

ATTENDANCE RECORD AT BOARD MEETINGS

During the year ended 31st December, 2006, 11 Board meetings were held. All directors are given an opportunity to include any matter in the agenda for regular Board meetings and are given sufficient time to review the documents and information to be discussed in Board meetings in advance.

董事名稱	Name of director	出席會議次數 Number of meetings attended
執行董事：		
王聰德先生 (主席)	Mr. Wong Chung Tak (Chairman)	11/11
謝錦輝先生	Mr. Tse Kam Fai	11/11
龔漢兵先生*	Mr. Gong Hanbing*	1/2
鄧文雲先生**	Mr. Deng Wenyun**	7/8
非執行董事：		
王文俊先生	Mr. Wong Ngo, Derick	9/11
陳潮先生***	Mr. Chen Chao***	5/7
獨立非執行董事：		
李國精先生	Mr. Lee Kuo Ching, Stewart	7/11
廖醒標先生	Mr. Liu Sing Piu, Chris	11/11
莊嘉俐小姐	Miss Chong Kally	10/11

* 龔漢兵先生於二零零六年三月三十日辭任，於其辭任前董事會舉行了兩次會議。

** 鄧文雲先生於二零零六年八月三十一日辭任，於其辭任前董事會舉行了八次會議。

*** 陳潮先生於二零零六年七月十七日辭任，於其辭任前董事會舉行了七次會議。

* Mr. Gong Hanbing resigned on 30th March, 2006 and two meetings were held before his resignation.

** Mr. Deng Wenyun resigned on 31st August, 2006 and eight meetings were held before his resignation.

*** Mr. Chen Chao resigned on 17th July, 2006 and seven meetings were held before his resignation.

董事會委員會

董事會已成立多個委員會，包括審核委員會、薪酬委員會、提名委員會及執行委員會，以監察本公司不同範疇之事務及協助董事會執行其職責。

審核委員會

組成

本公司根據聯交所之規定擬定審核委員會之職權範圍。審核委員會由全體獨立非執行董事組成。

截至二零零六年十二月三十一日止年度之審核委員會成員為：

廖醒標先生 (主席)
李國精先生
莊嘉俐小姐

審核委員會之職權範圍，乃參考守則條文所列者之標準而制定，審核委員會之職能包括下列各項：

- 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的事宜；
- 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；委員會應於核數工作開始前先與核數師討論核數性質及範疇及有關申報責任；
- 監察本公司的財務報表、本公司年度報告及賬目及中期報告的完整性，並審閱報表及報告所載有關財務申報的重大意見。在這方面，委員會在向董事會提交有關本公司年度報告及賬目、半年度報告前作出審閱有關報表及報告時，應特別針對下列事項：因核數而出現的任何重大調整；企業持續經營的假設及任何保留意見；是否遵守會計準則；及是否遵守有關財務申報的上市規則及其他法律規定；

BOARD COMMITTEE

The Board has established various committees under the Board, namely Audit Committee, Remuneration Committee, Nomination Committee and Operational Committee, to oversee different aspects of the Group's affairs and to assist in the execution of the Board's responsibilities.

AUDIT COMMITTEE

Composition

The Company formulated written terms of reference for the Audit Committee in accordance with the requirements of the Stock Exchange. The Audit Committee consists of all the independent non-executive directors.

For the year ended 31st December, 2006, the members of the Audit Committee consisted of:

Mr. Liu Sing Piu, Chris (Chairman)
Mr. Lee Kuo Ching, Stewart
Miss Chong Kally

The Company formulated written terms of reference for the Audit Committee with reference to standards stipulated in code provisions. The major roles and functions of the Audit Committee are as follows:

- to be primarily responsible for making recommendation to the Board on the appointment, re-appointment and removal of external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any issue in relation to the resignation or dismissal of such auditors;
- to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences;
- to monitor integrity of financial statements of the Company and the Company's annual report and accounts and interim reports, and to review significant financial reporting judgments contained in them. In this regard, in reviewing the Company's annual report and accounts and half-year reports before submission to the Board, focusing particularly on any significant adjustments resulting from the audit; the going concern assumptions and any qualifications; compliance with accounting standards and compliance with the Listing Rules and other legal requirements in relation to financial reporting;

公司管治報告

CORPORATE GOVERNANCE REPORT

審核委員會 (續)

組成 (續)

- 檢討本公司的財務監控、內部監控及風險管理制度；
- 與管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統；
- 主動或應董事會的委派，就有關內部監控事宜的重要調查結果及管理層的回應進行研究；
- 如公司設有內部核數功能，須確保內部各外聘核數師的工作得到協調；也須確保內部核數師功能在本公司內部有足夠資源運作，並且有適當的地位；以及檢討及監察內部核數功能是否有效；
- 檢討本集團的財務及會計政策及實務；
- 檢查外聘核數師給予管理層的《審核情況說明函件》、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；及
- 確保董事會及時回應外聘核數師給予管理層的《審核情況說明函件》中提出的事宜。

於二零零六年審核委員會舉行了兩次會議。每次委員會會議均提供本集團之所需財務資料，以供委員會成員考慮、審閱及評估所進行之工作所產生之重大事宜。

下表顯示委員會成員於年內出席審核委員會會議之情況：

董事名稱	Name of director	所出席會議數目 Number of meetings attended
廖醒標先生	Mr. Liu Sing Piu, Chris	2/2
李國精先生	Mr. Lee Kuo Ching, Stewart	2/2
莊嘉俐小姐	Miss Chong Kally	2/2

AUDIT COMMITTEE (Continued)

Composition (Continued)

- to review the Company's financial controls, internal control and risk management systems;
- to discuss with the management the system of internal control and ensure that management has discharged its duty to have an effective internal control system;
- to consider any findings or major investigations of internal control matters as delegated by the Board or its own initiative and management response;
- where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resources and has appropriate standing within the Company, and to review and monitor the effectiveness of the internal audit function;
- to review the Group's financial and accounting policies and practices;
- to review the external auditors' management letter, any material queries raised by the auditors to management in respect of the accounting records, financial accounts or systems of control and management's response; and
- to ensure that the Board will provide a timely response to the issues raised in the external auditors' management letter.

The Audit Committee held two meetings in 2006. Each committee meeting has supplied with the necessary financial information of the Group for members to consider, review and access significant issues arising from the work conducted.

The following table shown the attendance of members at meetings of the Audit Committee during the year:

審核委員會 (續)

組成 (續)

審核委員會於回顧年內之工作包括：

- 審閱本集團截至二零零五年十二月三十一日止年度之全年業績及截至二零零六年六月三十日止六個月之中期業績。
- 在編製二零零六年中期及全期財務報表時，與本公司管理層討論本集團之會計準則及政策是否完整、公平及足夠。
- 與外聘核數師審閱及討論本公司之財務申報事宜。
- 向董事會推薦重新委任核數師，以待股東批准。
- 外聘核數師審核本集團之財務報表。
- 審閱本集團之內部監控程序。

薪酬委員會

本公司根據聯交所之規定擬定薪酬委員會之職權範圍。薪酬委員會由兩位執行或非執行董事及三位獨立非執行董事組成，並由獨立非執行董事任薪酬委員會主席。年內之薪酬委員會成員為：

廖醒標先生 (主席)
王聰德先生
李國精先生
莊嘉俐小姐
陳潮先生*

- * 陳潮先生於二零零六年七月十七日辭任本公司非執行董事時，不再為薪酬委員會之成員。

於陳潮先生不再為薪酬委員會成員時，薪酬委員會之成員組成已改為本公司一名執行董事或非執行董事及三名獨立非執行董事。

AUDIT COMMITTEE (Continued)

Composition (Continued)

During the year under review, the Audit Committee had performed the following work:

- reviewed the annual results for the year ended 31 December 2005 and the interim results for the six months ended 30 June 2006.
- discussed with the management of the Company over the completeness, fairness and adequacy of accounting standards and policies of the Group in the preparation of the 2006 interim and annual financial statements.
- reviewed and discussed with the external auditors over the financial reporting of the Company.
- recommended to the Board, for the approval by shareholders, of the re-appointment of the auditors.
- appointed external auditors to audit the financial statements of the Group.
- reviewed the internal control procedures of the Group.

REMUNERATION COMMITTEE

The Company formulated written terms of reference for the Remuneration Committee in accordance with requirements of the Stock Exchange. The Remuneration Committee consists of two executive or non-executive directors and three independent non-executive directors, and an independent non-executive director should take up the role of chairman of the Remuneration Committee. During the year, the members of the Remuneration Committee were:

Mr. Liu Sing Piu, Chris (Chairman)
Mr. Wong Chung Tak
Mr. Lee Kuo Ching, Stewart
Miss Chong Kally
Mr. Chen Chao*

- * Mr. Chen Chao ceased to be a member of the Remuneration Committee upon his resignation as non-executive director of the Company with effect from 17th July, 2006.

Upon the cessation of Mr. Chen Chao as a member of the Remuneration Committee, the composition of the Remuneration Committee has been revised to one executive or non-executive director and three independent non-executive directors of the Company.

薪酬委員會 (續)

本集團薪酬委員會的主要角色及功能(但不限於)如下:

- 就本公司董事及高級管理人員的全體薪酬政策及架構, 及就設立正規而具透明度的程序擬訂此等薪酬政策, 向董事會提出建議;
- 獲董事會轉授以下職責, 以釐定全體執行董事及高級管理人員的特定薪酬待遇, 包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償), 並就非執行董事的薪酬向董事會提出建議。委員會應考慮的因而包括同類公司支付的薪酬、董事須付出的時間及董事職責、本集團內其他職位的僱用條件是否應該按表現釐定薪酬等;
- 透過參照董事會不時通過的公司目標, 檢討及批准按表現而釐定的薪酬;
- 檢討及批准向執行董事及高級管理人員支付那些與喪失或終止職務或委任有關的賠償, 以確保該等賠償按有關合約條款釐定; 若未能按有關合約條款釐定, 賠償亦須公平合理, 不會對本公司造成過重負擔;
- 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排, 以確保該等安排按有關合約條款釐定; 若未能按有關合約條款釐定, 有關賠償亦須合理適當;
- 確保任何董事或其任何聯繫人不得自行釐定薪酬; 及
- 為須獲得股東批准之服務合約出具意見及向股東(除股東為董事並於服務合約內有重大利益及彼等之聯繫人士外)提出意見, 有關條款是否公平及合理; 該等合約是否對本公司及其股東整體為有利, 並建議股東應怎樣投票。

於截至二零零六年十二月三十一日止年度, 並無舉行會議, 但薪酬委員會之成員以薪酬委員會兩項各自書面決議案之方式討論有關事宜, 並批准支付予前僱員之補償。

REMUNERATION COMMITTEE (Continued)

The major roles and functions of the Group's Remuneration Committee are, but not limited to, as follows:

- to make recommendation to the Board on matters relating to the Company's policy and structure for the remuneration of the directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- to have the delegated responsibility to determine the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive Directors. The Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration;
- to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- to ensure that no director or any of his associates is involved in deciding his own remuneration; and
- to form a view in respect of service contracts that require shareholders' approval and advise shareholders (other than shareholders who are Directors with a material interest in the service contracts and their associates) as to whether the terms are fair and reasonable, to advise whether such contracts are in the interests of the Company and its shareholders as a whole, and advise shareholders on how to vote.

During the year ended 31st December, 2006, no meetings were held, but the members of the Remuneration Committee discussed the matters by way of two respective written resolutions of the Remuneration Committee and approved the compensation payments to the ex-employees.

提名委員會

本公司根據聯交所之規定擬定提名委員會之職權範圍。提名委員會由兩位執行或非執行董事及三位獨立非執行董事組成，並由一名執行董事任提名委員會主席。年內之提名委員會成員為：

王聰德先生 (主席)
李國精先生
廖醒標先生
莊嘉俐小姐
陳潮先生*

* 陳潮先生於二零零六年七月十七日辭任本公司非執行董事時，不再為提名委員會之成員。

於陳潮先生不再為提名委員會成員時，提名委員會之成員組成已改為本公司一名執行董事或非執行董事及三名獨立非執行董事。

本集團提名委員會的主要角色及功能(但不限於)如下：

- 定期檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何擬作出的變動向董事會提出建議；
- 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- 評核獨立非執行董事的獨立性；及
- 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃的有關事宜向董事會提出建議。

於截至二零零六年十二月三十一日止年度，提名委員會舉行了一次會議，以於提交董事會討論及批准前，評估獨立非執行董事之獨立性及擬於本公司二零零六年股東週年大會上膺選連任之董事，亦檢討董事會之成員組成。

執行委員會

本公司之執行委員會設於二零零五年三月十八日。該委員會之有效出席人數包括最少兩名執行董事及一名獨立非執行董事。

執行委員會根據職權範圍按突發性需要召開會議執行董事會授予其權力、職責及酌情權。

NOMINATION COMMITTEE

The Company formulated written terms of reference for the Nomination Committee in accordance with requirements of the Stock Exchange. The Nomination Committee consists of two executive or non-executive directors and three independent non-executive directors, and an executive director should take up the role of chairman of the Nomination Committee. During the year, the members of the Nomination Committee were:

Mr. Wong Chung Tak (*Chairman*)
Mr. Lee Kuo Ching, Stewart
Mr. Liu Sing Piu, Chris
Miss Chong Kally
Mr. Chen Chao*

* Mr. Chen Chao ceased to be a member of the Nomination Committee upon his resignation as non-executive director of the Company on 17th July, 2006.

Upon the cessation of Mr. Chen Chao as a member of the Nomination Committee, the composition of the Nomination Committee has been revised to one executive or non-executive director and three independent non-executive directors of the Company.

The major roles and functions of the Group's Nomination Committee are, but not limited to, as follows:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed change;
- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- to access the independence of independent non-executive directors; and
- to make recommendations to the Board on relevant issues relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and president.

During the year ended 31st December, 2006, the Nomination Committee held one meeting to access the independence of the independent non-executive directors and the directors to be re-elected at the 2006 annual general meeting of the Company before put forth for discussion and approval by the Board, and also reviewed the composition of the Board.

OPERATIONAL COMMITTEE

The Operational Committee of the Company was established on 18th March, 2005, and the quorum of the Committee consists of at least two executive directors and one independent non-executive director.

The Operational Committee meets on ad hoc basis to exercise the powers, authorities and discretions of the Board in accordance with the written terms of reference.

公司管治報告

CORPORATE GOVERNANCE REPORT

董事編製財務報表之責任

董事會確認彼等編製本集團財務報表之責任，並保證財務報表乃根據法例規定及適用之會計準則編製。董事會亦保證會準時刊發本集團之財務報表。

本公司之外聘核數師德勤•關黃陳方會計師行就本集團財務報表進行報告之責任聲明載於第33頁之獨立核數師報告內。

董事確認，經作出一切合理查詢後，就彼等所知、所獲資料及所信，彼等並不知悉任何可能會對本公司持續經營能力造成重大疑慮之事件或情況之不確定因素。

核數師酬金

於截至二零零六年十二月三十一日止年度，本集團之外聘核數師曾為本集團提供以下服務：

DIRECTORS' RESPONSIBILITY FOR THE PREPARATION OF FINANCIAL STATEMENTS

The directors acknowledge their responsibility for the preparation of the financial statements of the Group and ensure that the financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The directors also ensure the timely publication of the financial statements of the Group.

The responsibility statement of external auditors of the Company, Messrs. Deloitte Touche Tohmatsu, about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on page 33.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any matters uncertainly relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

AUDITORS' REMUNERATION

For the year ended 31st December, 2006, the external auditors of the Group provided the following services to the Group:

		二零零六年 2006 千港元 HK\$'000
核數服務	Audit services	1,160
審閱服務	Review services	300
就刊發有關非常重大出售 事項之通函而擔任申報 會計師	Acting as the reporting accountants for the issue of circular for the very substantial disposal exercise	1,000
		2,460

內部監控

董事會全面負責維持本集團之正確及有效內部監控系統。內部監控系統包括保護股東之權益及本集團之資產。董事會已委派人員管理實施所有有關財務、營運、規管監控及風險管理職能，而無明確組織。於截至二零零六年十二月三十一日止年度，董事會已審閱內部監控系統，以確保系統之效率及充足程度。董事會須至少每年進行有關檢討一次。

INTERNAL CONTROL

The Board has overall responsibility for maintaining a proper and effective system of internal control of the Group. The internal control system includes safeguard of the interest of shareholders and the Group's assets. The Board has delegated to management the implementation of all relevant financial, operational, compliance controls and risk management function without a defined framework. During the year ended 31st December, 2006, the Board has conducted a review of the system of internal control to ensure the effectiveness and adequacy of the system. The Board shall conduct such review at least once annually.

與股東及投資者的溝通

董事會認同與所有股東有良好的溝通至為重要，公司的週年股東大會提供寶貴場合讓董事會直接與股東溝通。董事會主席以及審核委員會、提名委員會及薪酬委員會的主席，連同外聘核數師均會出席股東週年大會，解答股東提問。年報連同有關股東週年大會的通函於大會舉行前最少二十一天寄發予所有股東，通函載列要求及舉行票選的程序及其他建議的議案的有關資料。

以投票方式表決

於其召開股東大會之通函內，本公司告知股東以投票方式表決之程序以及股東要求以投票方式表決之權利，從而確保遵守投票表決程序之規定。根據本公司之公司細則第66及67條，於任何股東大會上提呈之投票表決之決議案須以舉手方式決定，惟投票表決可由以下人士（於宣佈舉手表決結束或撤銷任何其他投票表決之要求時或之前）要求進行：

1. 有關大會主席；或
2. 至少三名親自出席大會且當時有權於會上投票之股東（或倘股東為公司，其正式授權之公司代表）或其委任代表；或
3. 一名或多名親自出席大會之股東（或倘股東為公司，其正式授權之公司代表）或其委任代表，且其擁有之投票權須不少於所有有權於大會上投票之股東之總投票全之十分之一；或
4. 一名或多名親自出席大會之股東（或倘股東為公司，其正式授權之公司代表）或其委任代表，且其持有附有權利可於大會上投票之股份之已繳足總金額相等於不少於附有有關權利之全部繳足股份總數之十分之一；或
5. 倘指定證券交易所規則規定，任何一名或多名董事，且其個別或共同持有相等於有關大會上投票權總額之百分之五（5%）或以上之股份之代表權。

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board recognizes the importance of good communications with all shareholders. The Company's annual general meeting is a valuation forum for the Board to communicate directly with the shareholders. The Chairman of the Board as well as the chairman of the Audit, Nomination and Remuneration Committees together with the external auditors are present to answer shareholders' questions. The annual report together with an annual general meeting circular are distributed to all the shareholders at least 21 days before the annual general meeting. It sets out the procedures for demanding and conducting a poll and other relevant information of proposed resolutions.

VOTING BY POLL

The Company informs the shareholders in a circular convening a general meeting of the procedures for voting by poll and the rights of shareholders to demand a poll to ensure compliance with the requirements on the poll voting procedures. In accordance with Bye-laws 66 and 67 of the Company, at any general meeting a resolution put to voting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any demand for a poll) demanded by:

1. the chairman of the meeting; or
2. by at least three shareholders present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
3. by a shareholder or shareholders present in person or in the case of a member 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 members having the right to vote at the meeting; or
4. by a shareholder or shareholders present in person or in the case of a member 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; or
5. if required by the rules of the designated stock exchange, by any director or directors who, individually or collectively, hold proxies in respect of shares, representing five per cent. (5%) or more of the total voting rights at such meeting.

公司管治報告

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以投票方式表決 (續)

委任代表 (或倘股東為公司·其正式授權之公司代表) 所提出之要求須視為該股東提出之要求處理。

本公司應點算所有委任代表投票的票數以及除非要求以投票方式進行表決·大會主席應在會上表明每項決議案的委任代表投票比例·以及贊成和反對票數 (如以舉手方式表決)。本公司應確保所有票數均適當點算及記錄在案。

大會主席應於大會開始時就下列提供解釋:

1. 股東於以舉手表決方式投票前要求以投票方式進行表決之程序; 及
2. 進行投票之詳細程序並答覆要求以投票方式進行表決時股東所詢問之任何問題。

VOTING BY POLL (Continued)

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

The Company should count all proxy votes and, except where a poll is required by the chairman of a meeting should indicate to the meeting the level of proxies lodged on each resolution, and the balance for and against the resolution, after it has been dealt with on a show of hands. The Company should ensure that votes cast are properly counted and recorded.

The chairman of a meeting should at the commencement of the meeting ensure that an explanation is provided of:

1. the procedure for demanding a poll by shareholders before putting a resolution to the vote on a show of hands; and
2. the detailed procedures for conducting a poll and then answer any questions from shareholders whenever voting by way of a poll is required.

獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

Deloitte.

德勤

致：深圳科技控股有限公司
(於百慕達註冊成立之有限公司)
全體股東

吾等已審核第35頁至第93頁所載之深圳科技控股有限公司(「貴公司」)及其附屬公司(「統稱「貴集團」」)之綜合財務報表，該等報表包括於二零零六年十二月三十一日之綜合資產負債表及截至該日止年度之綜合損益表、綜合權益變動表及綜合現金流量表，以及主要會計政策及其他詮釋性附註之概要。

董事對綜合財務報表應負之責任

貴公司董事負責根據香港會計師公會所頒佈之香港財務報告準則及香港公司條例之披露規定編製及真實與公允地呈列該等綜合財務報表。此責任包括設計、實施及維持有關編製及真實與公允地呈列綜合財務報表之內部監控，使綜合財務報表不會因欺詐或錯誤出現重大錯誤陳述；選擇及應用適當會計政策；及作出於具體情況下屬合理之會計估計。

核數師之責任

吾等之責任是根據吾等之審核工作對該等綜合財務報表發表意見。根據百慕達公司法第90條，吾等僅向全體股東報告，除此之外，本報告不可作其他用途。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。吾等乃按照香港會計師公會頒佈之香港核數準則進行審核工作。該等準則要求吾等遵守職業道德要求及計劃與執行審核工作，以就綜合財務報表是否並無出現重大錯誤陳述取得合理保證。

TO THE SHAREHOLDERS OF SHENZHEN HIGH-TECH HOLDINGS LIMITED
深圳科技控股有限公司
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Shenzhen High-Tech Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 35 to 93, which comprise the consolidated balance sheet as at 31st December, 2006, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

審核工作包括執行程序以取得有關綜合財務報表內之數額及披露事項之審核憑證。所選擇之程序取決於核數師之判斷，包括評估綜合財務報表因欺詐或錯誤出現重大錯誤陳述之風險。於作出該等風險評估時，核數師考慮有關該實體編製及真實與公允地呈列綜合財務報表之內部監控，以設計於具體情況下屬適當之審核程序，但並非用於評估該實體之內部監控之效率。審核工作亦包括評估所採用之會計政策是否適當及董事作出之會計估計是否合理，以及評估財務報表之整體呈列。

吾等相信，吾等已取得之審核憑證乃足夠及適當，可為吾等之審核意見提供基礎。

意見

吾等認為，該等綜合財務報表已根據香港財務報告準則，真實與公允地反映 貴集團於二零零六年十二月三十一日之財務狀況及 貴集團於截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露要求妥當編製。

德勤•關黃陳方會計師行
執業會計師

香港
二零零七年四月二十日

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31st December, 2006 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
20th April, 2007

綜合損益表

CONSOLIDATED INCOME STATEMENT

截至二零零六年十二月三十一日止年度 For the year ended 31st December, 2006

			二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
持續經營業務	Continuing operations			
營業額	Turnover	5	17,542	23,502
銷售及服務成本	Cost of sales and services		(4,578)	(10,626)
待售物業準備	Allowance for properties held for sale		(40,840)	-
溢利(虧損)毛額	Gross (loss) profit		(27,876)	12,876
投資收益	Investment income		1,062	-
其他收益	Other income		6,552	2,346
銷售及分銷成本	Selling and distribution costs		(9,495)	(3,979)
行政開支	Administrative expenses		(31,822)	(28,734)
出售其他附屬公司之虧損	Loss on disposal of other subsidiaries	33	(579)	-
視為出售一家聯營公司之收益	Gain on deemed disposal of an associate		106	-
將租賃物業轉撥為投資物業之重估收益	Revaluation gain on transfer of leasehold properties to investment properties		8,000	-
投資物業公平值增加	Increase in fair value of investment properties		1,500	-
撇銷商譽	Write-off of goodwill		-	(4)
應佔聯營公司業績	Share of results of associates		(17,910)	5,916
應佔共同控制實體業績	Share of results of jointly controlled entities		(13,608)	(6,303)
其他開支	Other expenses	6	(33,910)	-
財務成本	Finance costs	7	-	-
除稅前虧損	Loss before taxation	9	(117,980)	(17,882)
稅項	Taxation	12	(687)	(144)
持續經營業務之年度虧損	Loss for the year from continuing operations		(118,667)	(18,026)
已終止業務	Discontinued operations			
已終止業務之年度溢利	Profit for the year from discontinued operations	8	4,069	13,667
年度虧損	Loss for the year		(114,598)	(4,359)
供分配予：	Attributable to:			
本公司股東	Equity holders of the Company		(114,598)	(4,246)
少數股東權益	Minority interests		-	(113)
			(114,598)	(4,359)
每股虧損－基本	Loss per share – Basic	13	港仙 HK cents	港仙 HK cents
來自持續及已終止業務	From continuing and discontinued operations		(14.15)	(0.59)
來自持續經營業務	From continuing operations		(14.65)	(2.50)

綜合資產負債表

CONSOLIDATED BALANCE SHEET

於二零零六年十二月三十一日 At 31st December, 2006

		附註 Notes	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
非流動資產	Non-current assets			
投資物業	Investment properties	14	150,000	115,000
物業、廠房及設備	Property, plant and equipment	15	1,894	35,057
預付租賃款項	Prepaid lease payments	16	3,900	4,000
於聯營公司之權益	Interests in associates	17	33,187	117,966
於共同控制實體之權益	Interests in jointly controlled entities	18	-	13,084
債務證券投資	Investments in debt securities	19	15,000	4,808
遞延稅項資產	Deferred tax assets	32	-	5,731
			203,981	295,646
流動資產	Current assets			
待售物業	Properties held for sale	20	264,000	297,962
存貨	Inventories	21	-	76,707
應收賬款	Trade receivables	22	-	84,259
其他應收款項	Other receivables		2,170	25,805
出售附屬公司應收代價之結餘	Balance of consideration receivable from disposal of subsidiaries	24, 33	28,500	-
預付租賃款項	Prepaid lease payments	16	100	100
應收聯營公司款項	Amounts due from associates	24	21,816	22,716
應收共同控制實體款項	Amount due from a jointly controlled entity	24	-	4,166
授予一家共同控制實體之貸款	Loan to a jointly controlled entity	24	-	15,610
授予一家關連公司之貸款	Loan to a related company	25	1,201	-
可供銷售投資	Available-for-sale investment	26	40,000	-
持有作買賣之投資	Investments held for trading	27	9,995	208
銀行結餘、存款及現金	Bank balances, deposits and cash	23	218,262	122,693
			586,044	650,226
流動負債	Current liabilities			
應付賬款	Trade payables	28	-	52,002
其他應付款項、已收按金及應計費用	Other payables, deposits received and accrued charges		23,638	106,279
應付稅項	Taxation payable		2,499	5,618
			26,137	163,899
流動資產淨值	Net current assets		559,907	486,327

綜合資產負債表

CONSOLIDATED BALANCE SHEET

於二零零六年十二月三十一日 At 31st December, 2006

			二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
總資產減流動負債	Total assets less current liabilities		763,888	781,973
非流動負債	Non-current liability			
遞延稅項負債	Deferred tax liabilities	32	1,226	-
資產淨值	Net assets		762,662	781,973
資本及儲備	Capital and reserves			
股本	Share capital	29	172,233	143,533
儲備	Reserves		590,429	638,440
權益總額	Total equity		762,662	781,973

第35頁至第93頁之綜合財務報表乃由董事會於二零零七年四月二十日批准及授權刊發，並由下列董事代表簽署：

The consolidated financial statements on pages 35 to 93 were approved and authorised for issue by the board of directors on 20th April, 2007 and are signed on its behalf by:

王聰德
WONG CHUNG TAK
董事
DIRECTOR

謝錦輝
TSE KAM FAI
董事
DIRECTOR

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零零六年十二月三十一日止年度 For the year ended 31st December, 2006

		股本 千港元	股份溢價 千港元	繳納盈餘 千港元	投資物業 重估儲備 千港元	匯兌儲備 千港元	法定 儲備基金 千港元	累積虧損 千港元	總額 千港元	少數 股東權益 千港元	總額 千港元
		Share capital HK\$'000	Share premium HK\$'000	Contributed surplus HK\$'000	Investment property revaluation reserve HK\$'000	Translation reserve HK\$'000	Statutory reserve fund HK\$'000	Accumulated losses HK\$'000	Total HK\$'000	Minority interests HK\$'000	Total HK\$'000
於二零零五年一月一日	At 1st January, 2005	143,533	354,078	588,178	-	(538)	4,113	(306,785)	782,579	124	782,703
兌換境外業務所產生 之外匯差價及直接在權益 確認之收益淨額	Exchange difference arising on translation of foreign operations and net income recognised directly in equity	-	-	-	-	3,640	-	-	3,640	-	3,640
年度虧損	Loss for the year	-	-	-	-	-	-	(4,246)	(4,246)	(113)	(4,359)
年度確認之收益及開支總額	Total recognised income and expense for the year	-	-	-	-	3,640	-	(4,246)	(606)	(113)	(719)
收購於附屬公司之額外權益	Acquisition of additional interest in a subsidiary	-	-	-	-	-	-	-	-	(11)	(11)
轉撥	Transfer	-	-	-	-	-	1,101	(1,101)	-	-	-
於二零零五年十二月三十一日	At 31st December, 2005	143,533	354,078	588,178	-	3,102	5,214	(312,132)	781,973	-	781,973
租賃物業轉撥至投資物業時 之重估收益	Revaluation gain on leasehold properties upon transfer to investment properties	-	-	-	3,307	-	-	-	3,307	-	3,307
租賃物業轉撥至投資物業時 重估產生之遞延稅項負債	Deferred tax liability arising on revaluation of leasehold properties upon transfer to investment properties	-	-	-	(579)	-	-	-	(579)	-	(579)
兌換境外業務所產生之匯兌差額	Exchange difference arising on translation of foreign operations	-	-	-	-	8,776	-	-	8,776	-	8,776
應佔聯營公司儲備	Shares of reserves of associates	-	-	-	-	1,404	-	-	1,404	-	1,404
直接於權益中確認之收入淨額	Net income recognised directly in equity	-	-	-	2,728	10,180	-	-	12,908	-	12,908
年度虧損	Loss for the year	-	-	-	-	-	-	(114,598)	(114,598)	-	(114,598)
年度確認之收益及開支總額	Total recognised income and expense for the year	-	-	-	2,728	10,180	-	(114,598)	(101,690)	-	(101,690)
出售附屬公司時調撥儲備	Reserves released upon disposal of subsidiaries	-	-	-	-	(1,295)	(3,108)	3,108	(1,295)	-	(1,295)
配售新股	Placing of new shares	28,700	57,400	-	-	-	-	-	86,100	-	86,100
有關配售股份而產生之開支	Expenses incurred in connection with placing of shares	-	(2,426)	-	-	-	-	-	(2,426)	-	(2,426)
轉撥	Transfer	-	-	-	-	-	1,002	(1,002)	-	-	-
於二零零六年十二月三十一日	At 31st December, 2006	172,233	409,052	588,178	2,728	11,987	3,108	(424,624)	762,662	-	762,662

本集團之繳納盈餘款額是以下兩項款額之淨影響：一九九零年七月十八日之集團重組帶來之款額，乃指根據重組計劃發行以作交換之本公司股份面值與所購入附屬公司股份面值之間之差額；二零零三年四月之股本重組帶來之款額，乃指本公司削減股本及註銷股份溢價後之進賬撇除於二零零一年十二月三十一日之累積虧損後之結餘。

根據中國規例，中國境內若干公司須在作出溢利分派前，將其部份根據中國會計準則釐定之稅後溢利轉撥法定儲備基金。轉撥數額按該等公司之董事會之批准及／或公司章程而定。法定儲備基金不可分派，可用於沖抵虧損或以繳足股本形式作出資本化發行。

The Group's contributed surplus amount is the net effect of the amount that arose from the group reorganisation on 18th July, 1990, which represented the difference between the nominal value of the Company's shares issued under the reorganisation scheme, in exchange for the nominal value of the shares of the subsidiaries acquired and the amount that arose from the capital reorganisation in April 2003 which represented the balance of the credit amount arising from the capital reduction and share premium cancellation after the elimination with the accumulated losses of the Company as at 31st December, 2001.

In accordance with the PRC regulations, certain companies in the PRC are required to transfer part of their profits after tax determined under the PRC accounting standards to the statutory reserve fund, before profit distributions are made. The amounts of the transfers are subject to the approval of the boards of directors of these companies and/or articles of association. The statutory reserve fund is non-distributable and may be used either to offset losses, or for capitalisation issues by way of paid-up capital.

綜合現金流量表

CONSOLIDATED CASH FLOW STATEMENT

截至二零零六年十二月三十一日止年度 For the year ended 31st December, 2006

	附註 Note	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
經營業務	Operating activities		
除稅前虧損	Loss before taxation	(112,585)	(213)
已就以下作調整：	Adjustments for:		
應佔聯營公司業績	Share of results of associates	17,910	(5,916)
應佔共同控制 實體業績	Share of results of jointly controlled entities	13,608	6,303
利息開支	Interest expense	317	133
利息收入	Interest income	(6,897)	(2,561)
折舊	Depreciation	3,459	4,083
租賃物業轉撥至投資物業之 重估收益	Revaluation gain on transfer of leasehold properties to investment properties	(8,000)	-
投資物業公平值增加	Increase in fair value of investment properties	(1,500)	-
出售物業、廠房及 設備之虧損	Loss on disposal of property, plant and equipment	43	2,066
預付租賃款項攤銷	Amortisation of prepaid lease payments	100	100
出售高科技電腦及服務器製造 及相關業務之收益	Gain on disposal of high-tech computers and servers manufacturing and related business	(21,352)	-
出售其他附屬公司虧損	Loss on disposal of other subsidiaries	579	-
視為出售一家聯營公司收益	Gain on deemed disposal of an associate	(106)	-
應收一家共同控制實體款項 之準備	Allowance for amount due from a jointly controlled entity	11,306	-
授予一家共同控制實體貸款 之準備	Allowance for loan to a jointly controlled entity	16,751	-
就可供銷售投資確認之 減值虧損	Impairment loss recognised in respect of available-for-sale investments	5,853	-
待售物業之準備	Allowance for properties held for sale	40,840	-
呆壞賬準備	Allowance for bad and doubtful debts	8,575	2,197
存貨準備撥回	Reversal of allowance for inventories	-	(2,294)
存貨準備	Allowance for inventories	14,246	2,436
商譽撇銷	Written-off of goodwill	-	4
未計營運資金變動前之經營 現金流轉	Operating cash flows before movements in working capital	(16,853)	6,338
待售物業(增加)/減少	(Increase) decrease in properties held for sale	(6,878)	2,670
存貨減少	Decrease in inventories	20,880	80,284
應收賬款增加	Increase in trade receivables	(81,429)	(29,550)
其他應收款項減少	Decrease in other receivables	7,023	25,673
持有作買賣之投資(增加)減少	(Increase) decrease in investments held for trading	(9,787)	772
應付賬款減少	Decrease in trade payables	(9,059)	(51,682)
其他應付款項、已收按金及 應計費用增加	Increase in other payables, deposits received and accrued charges	13,629	20,260
經營業務(已動用)帶來之現金 已付稅項	Cash (used in) from operations Taxation paid	(82,474) (1,441)	54,765 (1,786)
經營業務(已動用)帶來之 現金淨額	Net cash (used in) from operating activities	(83,915)	52,979

綜合現金流量表

CONSOLIDATED CASH FLOW STATEMENT

截至二零零六年十二月三十一日止年度 For the year ended 31st December, 2006

	附註 Note	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
投資業務	Investing activities		
已收利息	Interest received	5,756	1,690
購買物業、廠房及設備	Purchase of property, plant and equipment	(2,486)	(5,224)
出售物業、廠房及設備之所得款項	Proceeds from disposal of property, plant and equipment	1,993	540
出售附屬公司及已終止業務，減所出售之現金及現金等值	Disposal of subsidiaries and discontinued operations, net of cash and cash equivalents disposed of	53,595	–
收購一家附屬公司餘下之權益	Acquisition of remaining interests in a subsidiary	–	(15)
聯營公司之還款	Repayment from associates	900	708
一家共同控制實體之還款	Repayment from a jointly controlled entity	1,000	–
授予一家共同控制實體之墊款	Advances to a jointly controlled entity	(8,140)	–
授予一家關連公司之貸款	Loan to a related company	(1,201)	–
收購債務證券投資	Acquisition of investments in debt securities	(10,000)	(4,808)
投資業務帶來(已動用)之現金淨額	Net cash from (used in) investing activities	41,417	(7,109)
融資業務	Financing activities		
配售新股之所得款項	Proceeds from placing of new shares	86,100	–
有關配售新股而產生之開支	Expenses incurred in connection with placing of new shares	(2,426)	–
新借銀行貸款	Bank loans raised	50,301	–
已付利息	Interest paid	(317)	(133)
償還銀行貸款	Repayment of bank loans	–	(47,170)
融資活動帶來(已動用)之現金淨額	Net cash from (used in) financing activities	133,658	(47,303)
現金及現金等值增加(減少)淨額	Net increase (decrease) in cash and cash equivalents	91,160	(1,433)
年初之現金及現金等值	Cash and cash equivalents at beginning of the year	122,693	123,137
外匯匯率變動之影響	Effect of foreign exchange rate changes	4,409	989
年終之現金及現金等值	Cash and cash equivalents at end of the year	218,262	122,693
現金及現金等值結餘分析	Analysis of the balances of cash and cash equivalents		
銀行結餘及現金	Bank balances and cash	73,686	121,376
原有到期日不足三個月之定期存款	Time deposits with original maturity of less than three months	144,576	1,317
		218,262	122,693

1. 一般資料

本公司於百慕達註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處及主要營業地點之地址於本年報之公司資料中披露。

本公司為一間投資控股公司。本集團主要從事物業投資、發展及買賣以及證券買賣。本公司於二零零六年九月出售製造及銷售高科技電腦及服務器之業務。

綜合財務報表乃按港元呈列。由於本公司之業務主要以中國內地（「中國」）為基地，故本公司之功能貨幣為人民幣。

2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已首次應用香港會計師公會（「香港會計師公會」）頒佈之多項新準則、修訂及詮釋（「新香港財務報告準則」），該等準則於二零零五年一月一日或二零零六年一月一日或其後開始之會計期間生效。採納該等新香港財務報告準則對現行或以往會計期間的業績及財務狀況編製及呈列方式沒有重大影響。因此，不需要作任何過往期間調整。

本集團並未提前應用經已頒佈但尚未生效的新準則、修訂或詮釋。本公司董事預計，採納該等準則、修訂或詮釋將不會對本集團的業績及財務狀況有重大影響。

1. GENERAL

The Company was incorporated in Bermuda as an exempted company with limited liability with its shares listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office and principal place of business of the Company are disclosed in the corporate information to the annual report.

The Company is an investment holding company. The Group is principally engaged in property investment, development and trading and securities trading. The business of manufacture and sales of high-tech computers and servers was disposed of in September 2006.

The consolidated financial statements are presented in Hong Kong dollars. The functional currency of the Company is Renminbi as the operation of the Group is substantially based in Mainland China (the "PRC").

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRS")

In the current year, the Group has applied, for the first time, a number of new standards, amendments and interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are either effective for accounting periods beginning on or after 1st December, 2005 or 1st January, 2006. The adoption of the new HKFRSs has no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

The Group has not early applied the following new standards, amendment or interpretations that have been issued but are not yet effective. The directors of the Company anticipate that the application of these standards, amendment or interpretations will have no material impact on the results and the financial position of the Group.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零零六年十二月三十一日止年度 For the year ended 31st December, 2006

2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第1號（修訂本）	資本披露 ¹
香港財務報告準則第7號	金融工具：披露 ¹
香港財務報告準則第8號	經營分類 ²
香港（國際財務報告準則詮釋委員會）－詮釋第7號	根據香港會計準則第29號「嚴重通脹經濟中的財務報告」應用重列法 ³
香港（國際財務報告準則詮釋委員會）－詮釋第8號	香港財務報告準則第2號之範圍 ⁴
香港（國際財務報告準則詮釋委員會）－詮釋第9號	重新評估嵌入式衍生工具 ⁵
香港（國際財務報告準則詮釋委員會）－詮釋第10號	中期財務報告及減值 ⁶
香港（國際財務報告準則詮釋委員會）－詮釋第11號	香港財務報告準則第2號－集團及庫存股份交易 ⁷
香港（國際財務報告準則詮釋委員會）－詮釋第12號	服務特許安排 ⁸

- 1 適用於二零零七年一月一日當日或之後開始之年度期間。
- 2 適用於二零零九年一月一日當日或之後開始之年度期間。
- 3 適用於二零零六年三月一日當日或之後開始之年度期間。
- 4 適用於二零零六年五月一日當日或之後開始之年度期間。
- 5 適用於二零零六年六月一日當日或之後開始之年度期間。
- 6 適用於二零零六年十一月一日當日或之後開始之年度期間。
- 7 適用於二零零七年三月一日當日或之後開始之年度期間。
- 8 適用於二零零八年一月一日當日或之後開始之年度期間。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”) (Continued)

HKAS 1 (Amendment)	Capital disclosures ¹
HKFRS 7	Financial instruments: Disclosures ¹
HKFRS 8	Operating segments ²
HK(IFRIC) – INT 7	Applying the restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies ³
HK(IFRIC) – INT 8	Scope of HKFRS 2 ⁴
HK(IFRIC) – INT 9	Reassessment of embedded derivatives ⁵
HK(IFRIC) – INT 10	Interim financial reporting and impairment ⁶
HK(IFRIC) – INT 11	HKFRS 2 – Group and Treasury Share Transactions ⁷
HK(IFRIC) – INT 12	Service concession arrangements ⁸

- 1 Effective for annual periods beginning on or after 1st January, 2007.
- 2 Effective for annual periods beginning on or after 1st January, 2009.
- 3 Effective for annual periods beginning on or after 1st March, 2006.
- 4 Effective for annual periods beginning on or after 1st May, 2006.
- 5 Effective for annual periods beginning on or after 1st June, 2006.
- 6 Effective for annual periods beginning on or after 1st November, 2006.
- 7 Effective for annual periods beginning on or after 1st March, 2007.
- 8 Effective for annual periods beginning on or after 1st January, 2008.

3. 主要會計政策

綜合財務報表乃按歷史成本法編製，惟按公平值計量之投資物業及持有作買賣之投資除外，詳情見下列會計政策所闡述。

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例所規定之適用披露事項。

綜合基準

綜合財務報表包括本公司及本公司所控制之實體（其附屬公司）每年截至十二月三十一日止之財務報表。當本公司有權監管實體之財務及營運政策以從其活動中獲得利益時，控制權已獲得。

年內收購或出售之附屬公司之業績由實際收購日期起計入綜合損益表，或計至實際出售日期止（按適用情況而定）。

本集團內所有重大公司間交易及結餘均於綜合時對銷。

少數股東權益應佔之已綜合附屬公司資產淨值與本集團之股本分開呈列。少數股東權益所佔資產淨值包括原來業務合併日期之該等權益金額，以及自合併日期起少數股東應佔之權益變動。少數股東應佔虧損超出少數股東應佔附屬公司權益之金額，於本集團權益對銷，惟倘少數股東具有約束力責任及其有能力作出額外投資以彌補該等虧損者除外。

於聯營公司之權益

聯營公司乃投資者擁有重大影響力及並非附屬公司亦非於合營企業之權益之實體。

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared under the historical cost basis except for investment properties and investments held for trading, which are measured at fair values, as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with HKFRS issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange, and by the Hong Kong Companies Ordinance.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31st December each year. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefit from its activities.

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

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

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

Interest in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零零六年十二月三十一日止年度 For the year ended 31st December, 2006

3. 主要會計政策 (續)

於聯營公司權益 (續)

聯營公司之業績及資產負債採用權益會計法計入該等綜合資產負債表。根據權益法，於聯營公司之權益乃按成本於綜合資產負債表中列賬，並就本集團分佔該聯營公司之資產淨值變動之收購後變動作出調整，以及減去任何已識別之減值虧損。當本集團分佔某聯營公司之虧損相等於或超出其於該聯營公司之權益（包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司之投資淨額之一部份），則本集團停止確認其分佔之進一步虧損。額外分佔之虧損會作撥備，而負債僅以本集團已產生之法定或推定責任或代表該聯營公司作出付款者為限被確認。

倘一個集團實體與本集團一間聯營公司進行交易，則損益以本集團於有關聯營公司之權益為限抵銷。

收購成本超出本集團應佔於收購日期已確認聯營公司可識別資產、負債之公平淨值之任何部份確認為商譽。自二零零五年一月一日起，本集團已終止攤銷商譽，而有關商譽計入投資之賬面值內，並作為投資之一部分予以評估減值。

合營公司

共同控制實體

涉及成立一家獨立實體（合營各方共同控制該實體之經濟活動）之合營公司安排與合營企業實體有關。

共同控制實體之業績及資產負債採用權益會計法計入綜合資產負債表。根據權益法，於共同控制實體之投資乃按成本於綜合資產負債表中列賬，並就本集團分佔該共同控制實體之損益及權益變動之收購後變動作出調整，以及減去任何已識別之減值虧損。當本集團分佔某共同控制實體之虧損相等於或超出其於該共同控制實體之權益（包括任何長期權益，而該長期權益實質上構成本集團於該共同控制實體之投資淨額之一部份），則本集團停止確認其分佔之進一步虧損。額外分佔之虧損會作撥備，而負債僅以本集團已產生之法定或推定責任或代表該共同控制實體作出付款者為限被確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Interest in associates (Continued)

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, interests in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of net assets of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities of the associate recognised at the date of acquisition is recognised as goodwill. From 1st January, 2005 onwards, the Group has discontinued amortisation of goodwill and such goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

Joint ventures

Jointly controlled entities

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

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

3. 主要會計政策 (續)

合營公司 (續)

共同控制實體 (續)

當一個集團實體與本集團一間共同控制實體進行交易，未變現損益會以本集團於合營公司之權益為限抵銷，除非未變現虧損提供所轉讓資產之減值證據，在此情況下該等虧損全數確認。

收益確認

收入乃按已收及應收代價之公平值計算，並指於業務正常過程中所提供貨品及服務之應收款項，扣除折扣及銷售有關稅項。

貨品銷售額於貨品送呈及擁有權轉移時確認。

出售證券投資及持有作買賣之投資於簽訂有法律約束力、無條件及不可撤回之合約時確認。

待售物業之收入於簽訂有法律約束力、無條件及不可撤回之銷售合約時確認。

服務收入於提供服務時確認。

財務資產產生之利息收入乃按時間基準，並參照尚未償還本金額及按適用之實際利率入賬，而實際利率為透過財務資產之預期可用年期將估計日後所得現金實際折讓至該資產之賬面淨值之比率。

經營租約之租金收入按有關租約年期以直線法確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Joint ventures (Continued)

Jointly controlled entities (Continued)

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

Revenue recognition

Revenue is measured at the fair value of the consideration received and receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

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

Sales of investments in securities and investments held for trading are recognised on the execution of legally binding, unconditional and irrevocable contracts.

Income from properties held for sale is recognised on the execution of a legally binding, unconditional and irrevocable sales contracts.

Service income is recognised when services are provided.

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

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

綜合財務報表附註

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3. 主要會計政策 (續)

投資物業

投資物業於初步確認時按成本(包括任何應計之直接開支)入賬。初步確認後,投資物業按公平值入賬。投資物業公平值變化所產生之盈虧均計入產生期間之損益。

投資物業於出售或投資物業永遠不能使用或預期其出售不會產生任何未來經濟利益時撇除確認。撇除確認資產所產生之盈虧(按出售所得款項淨額與資產之賬面值間之差額計算)於撇除確認之年度計入綜合收益表。

物業、廠房及設備

物業、廠房及設備乃按成本值減累計折舊及累計減值虧損列賬。

折舊乃在計及物業、廠房及設備項目之估計剩餘價值(如有)後按估計可用年期以直線法撇銷其成本,採用之年率如下:

租賃土地及樓宇	按租賃期或50年 (以較短者為準)
租約物業裝修	按租賃期或5年 (以較短者為準)
廠房及機械	5-10年
傢私、裝置及 辦公室設備	3-5年
汽車	5-10年

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。資產取消確認產生之任何盈虧(按該項目之出售所得款項淨額與賬面值間之差額計算)於該項目取消確認之年度計入綜合損益表。

待售物業

待售物業按成本值及可變現淨值兩者中較低者列賬。成本包括土地成本及完成物業之應計直接成本。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

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

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated income statement in the year in which the item is derecognised.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual value, if any, using the straight-line method, at the following rates per annum:

Leasehold land and buildings	Over the shorter of the term of the leases, or 50 years
Leasehold improvements	Over the shorter of the term of the leases, or 5 years
Plant and machinery	5-10 years
Furniture, fixtures and office equipment	3-5 years
Motor vehicles	5-10 years

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

Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Cost comprises the cost of the land together with direct costs attributable to the completion of the properties.

3. 主要會計政策 (續)

減值

本集團於各結算日檢討其資產之賬面值，以評估是否有任何跡象顯示任何資產出現減值虧損。如估計資產之可收回價值低於其賬面值，乃將資產之賬面值減至其可收回價值。減值虧損於當期確認為開支。

倘減值虧損其後逆轉，則有關資產之賬面值將增至重新估計之可收回金額，惟所增加賬面值不得超逾有關資產於過往年度出現減值虧損前所釐定之賬面值。減值虧損逆轉於當期確認為收入。

金融工具

財務資產乃於某集團實體成為工具合同條文之訂約方時在資產負債表上確認。財務資產及財務負債按公平值初步計量。收購或發行財務資產直接應佔之交易成本（透過損益以公平值列賬之財務資產除外）乃於初步確認時加入財務資產之公平值（如合適）。收購透過損益以公平值列賬之財務資產直接應佔之交易成本，即時於損益賬內確認。

財務資產

本集團之財務資產歸入下列三個類別之其中一個，包括透過損益以公平值列賬之財務資產、貸款及應收款項及持有至到期日之投資。所有定期購買或出售財務資產乃按交易日基準確認。定期購買或出售乃購買或出售必須按規則或市場慣例設定之時限付運之財務資產。就各類財務資產所採納之會計政策乃載於下文。

透過損益以公平值列賬之財務資產

透過損益以公平值列賬之財務資產為持有作買賣之財務資產。

於初步確認後之各個結算日，透過損益以公平值列賬之財務資產乃按公平值計量，而公平值變動直接於產生期間在損益賬內確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Financial instruments

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

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading.

At each balance sheet date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

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3. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

貸款及應收款項

貸款及應收款項乃擁有固定或可釐定付款，且無在活躍市場掛牌之非衍生金融工具。於初步確認後各結算日，貸款及應收款項（包括債務證券投資、應收賬款、其他應收款項、應收一家共同控制實體款項、出售附屬公司應收代價之結餘、應收聯營公司款項、授予一家共同控制實體之貸款、授予一家關連公司貸款及銀行結餘及存款）均按採用實際利率法計算之已攤銷成本減任何已識別減值虧損入賬。減值虧損乃於可確實證明資產減值時於損益中確認，並按該資產之賬面值與按原先實際利率折讓之估計未來現金流量之現值間的差額計量。當資產之可收回數額增加乃確實與於確認減值後之事件有關時，則減值虧損會於隨後會計期間撥回，惟該資產於減值被撥回之日之賬面值不得超過未確認減值時之已攤銷成本。

可供銷售財務資產

可供銷售財務資產乃指定或不分類為任何其他類別之非衍生工具（載於上文）。

於活躍上市上並無已報出市價及公平值不能夠可靠地計量之可供銷售股本投資乃於初步確認後之各結算日按成本減任何已識別減值虧損計量。當有客觀證據表明資產出現減值時，減值虧損於損益賬中確認。減值虧損之數額計算為資產之賬面值與按類似財務資產之現有市場回報率折讓之估計未來現金流量之現值間之差額。有關減值虧損於其後期間將不會撥回。

財務負債及股本

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

股本投資工具乃可證明於扣減集團所有負債後之集團資產中擁有剩餘權益之任何合同。本集團之財務負債一般分類為其他財務負債。就財務負債所採納之會計政策乃載於下文。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables

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

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories (set out above).

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired. The amount of the impairment loss is measured as the difference between the carrying amount of the asset and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses will not reverse in subsequent periods.

Financial liabilities and equity

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

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

3. 主要會計政策 (續)

金融工具 (續)

其他財務負債

其他財務負債 (包括應付賬款及其他應付款項及應計費用) 乃隨後採用實際利率法按已攤銷成本計量。

股本投資工具

本集團發行之股本投資工具乃按已收所得款項 (扣除直接發行成本) 記賬。

存貨

存貨乃按成本值及可變現淨值兩者中較低者列賬。成本按先入先出法計算。

外幣

於編製各個別集團實體之財務報表時，以有關實體功能貨幣以外之貨幣 (外幣) 進行之交易，均按交易日期之適用匯率換算為功能貨幣 (如該實體經營所在主要經濟地區之貨幣) 記賬。於各結算日，以外幣定值之貨幣項目，均按結算日之適用匯率重新換算。以外幣按歷史成本法計量之非貨幣項目不可重新換算。

於結算及換算貨幣項目時產生之匯兌差額，均於各自之產生期間於損益賬中確認。

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按結算日之適用匯率換算為本公司之列賬貨幣 (即港元)，而其他收入及支出乃按該年度之平均匯率進行換算，除非匯率於該期間內出動大幅波動則作別論，於此情況下，則採用於交易當日之適用匯率。所產生之匯兌差額 (如有) 乃確認作股本之獨立部分 (匯兌儲備)。該等匯兌差額乃於出售海外業務之期間於損益賬內確認。

租約

根據租約條款，將擁有權之大部份風險及回報歸於承租人之租約列為融資租約。所有其他租約均列作經營租約。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Other financial liabilities

Other financial liabilities including trade payables and other payables and accrued charges are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

Inventories

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

Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

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

Leasing

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

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3. 主要會計政策 (續)

租約 (續)

本集團作為出租人

經營租約之租金收入乃按相關租約年期以直線法於損益表確認。

本集團作為承租人

根據經營租約之應付租金乃按相關租約年期以直線法於損益賬扣除。因訂立一項經營租約作為獎勵之已收及應收利益，乃以直線法按租約年期確認作租金支出減少。

租賃土地及樓宇

土地及樓宇租約之土地及樓宇成份就租約分類而言乃分開考慮，於租期結束前所有權預期不會轉移到承租人之租賃土地分類為經營租約，除非租約付款不可於土地及樓宇成份間可靠地分配，於此情況下，整份租約分類為融資租約。

稅項

所得稅開支指本年度應付稅項及遞延稅項之總和。

本年度應付稅項根據本年度之應課稅溢利計算。由於應課稅溢利不包括其他年度應課稅或可扣稅之收入或開支項目，亦不包括毋須課稅或不可扣減之項目，故有別於綜合損益表所呈報之溢利。即期稅項負債乃按結算日已實行或大致上已實行之稅率計算。

遞延稅項乃就綜合財務報表內資產及負債之賬面值與計算應課稅溢利時使用之相應稅基之差額，以資產負債表負債法入賬。一般而言，所有應課稅暫時差額均確認遞延稅項負債，而僅於可能出現應課稅溢利以抵銷可扣稅暫時差額時，始確認遞延稅項資產。倘臨時差額因商譽，或初次確認（並非在業務合併之情況下）一項交易中之其他資產及負債而產生，惟對應課稅溢利或會計溢利概無影響，則不予確認該等資產及負債。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing (Continued)

The Group as lessor

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

The Group as lessee

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

Leasehold land and building

The land and building elements of a lease of land and building are considered separately for the purpose of lease classification, leasehold land which title is not expected to pass to the lessee by the end of the lease term is classified as an operating lease unless the lease payments cannot be allocated reliably between the land and building elements, in which case, the entire lease is classified as a finance lease.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. Current tax liabilities are measured using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. 主要會計政策 (續)

稅項 (續)

遞延稅項資產之賬面值乃於每個結算日檢討，倘不會有足夠應課稅溢利可用以就收回之全部或部份資產作準備，則將該部份資產扣減。

遞延稅項按償還負債或變現資產期間預期適用之稅率計算，而計算時會以結算日以前已實行或大致上已實行之稅率為根據。遞延稅項於綜合損益表中扣除或計入損益表，惟倘與直接於股本扣除或計入股本之項目有關，則遞延稅項亦於股本中處理。

以股份支付之交易

按權益結算以股份支付之交易

授予僱員之購股權

參考已授出購股權於授出日期之公平值釐定之已收取服務之公平值乃於已授出購股權即時歸屬時於授出日期確認為一項開支，而權益（購股權儲備）相應增加。

當購股權獲行使時，原先於購股權儲備確認之款額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日期仍未獲行使，則原先於購股權儲備內確認之款額將轉撥至累計虧損。

與於二零零五年一月一日前授出之購股權有關，本集團選擇不應用有關於二零零二年十一月七日後授出及於二零零五年一月一日前歸屬之購股權之香港財務報告準則第2號「以股份支付之支出」，並無款額已就該等按權益結算以股份支付之支出於綜合財務報表內確認。

退休福利成本

向退休福利計劃所作之付款（為界定供款）於僱員已提供使彼等有權享有供款之服務時列為開支。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to the consolidated income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share options reserve).

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

In relation to share options granted before 1st January, 2005, the Group chooses not to apply HKFRS 2 "Share-based payments" with respect to share options granted after 7th November, 2002 and vested before 1st January, 2005, no amount has been recognised in the consolidated financial statements in respect of these equity-settled share-based payments.

Retirement benefit costs

Payments to retirement benefit schemes, which are defined contributions, are charged as an expense as an expense when employees have rendered service entitling them to the contributions.

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4. 金融工具

財務風險管理目標及政策

本集團之主要金融工具包括出售附屬公司已收代價結餘、應收聯營公司之款項、授予一家關連公司之貸款、持有作買賣之投資、銀行結餘、存款及現金及其他應付款項。該等金融工具之詳情於各附註披露。下文載列與該等金融工具有關之風險及本集團應用以降低該等風險之政策。管理層監控該等風險，以確保及時和有效地採取適當之措施。

市場風險

價格風險

本集團持有作買賣之投資乃按各個結算日之公平值計量。因此，本集團承受股本證券價格風險。管理層透過具有不同風險概況之投資組合管理此項風險。

信貸風險

本集團就銀行結餘及存款承受最大信貸風險。

由於交易對手大多數為具備國際信貸評級機構高信貸評級之銀行，故此流動資金之信貸風險有限。

公平值

財務資產及財務負債之公平值乃釐定如下：

- 有標準條款及條件及於活躍流動市場上買賣之財務資產及財務負債之公平值乃參考已報出之市場出價釐定；及
- 其他財務資產及財務負債之公平值乃根據普遍接納之定價模式（基於折讓現金流量分析或使用可觀察現有市場交易價格）釐定。

董事認為，於財務報表內按攤銷成本列賬之金融資產及金融負債之賬面值約相等於彼等之公平值。

4. FINANCIAL INSTRUMENTS

Financial risk management objectives and policies

The Group's major financial instruments include balance of consideration received from disposal of subsidiaries, amount due from associates, loan to a related company, investments held for trading, bank balances, deposits and cash and other payables. Details of these financial instruments are disclosed in the respective notes. The risk associated with these financial instruments and the policies applied by the Group to mitigate these risks are set out below. Management monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Market risk

Price risk

The Group's held-for-trading investments are measured at fair value at each balance sheet date. Therefore, the Group is exposed to equity security price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles.

Credit risk

The Group's maximum exposure to credit risk is related to its bank balances and deposits.

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

Fair value

The fair value of financial assets are determined as follows:

- the fair value of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair value.

5. 營業額及分部信息

按主要業務劃分之本集團之本年度營業額之分析如下：

5. TURNOVER AND SEGMENT INFORMATION

The Group's turnover for the year analysed by principal activity is as follows:

	持續經營業務		已終止業務		綜合	
	Continuing operations		Discontinued operations		Consolidated	
	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年
	2006	2005	2006	2005	2006	2005
	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
製造及銷售高科技電腦及服務器	–	–	293,916	417,385	293,916	417,385
出售待售物業之所得款項	–	2,310	–	–	–	2,310
租金收入	9,316	8,830	–	–	9,316	8,830
物業管理費收入	6,880	5,586	–	–	6,880	5,586
貸款利息	1,148	871	–	–	1,148	871
其他	198	5,905	–	–	198	5,905
	17,542	23,502	293,916	417,385	311,458	440,887

(A) 業務分部

就管理目的而言，本集團劃分為以下四個主要經營部門，而該等部門構成本集團申報其主要分部資料之基準。

主要營運部門如下：

- 高科技電腦及服務器製造及相關業務（於二零零六年九月三十日已終止）
- 物業投資
- 物業發展及買賣
- 證券買賣

(A) Business segments

For management purpose, the Group is organised into four main operating divisions and these divisions form the basis on which the Group reports its primary segment information.

The main operating divisions are as follows:

- High-tech computers and servers manufacturing and related business (discontinued on 30th September, 2006)
- Property investment
- Property development and trading
- Securities trading

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截至二零零六年十二月三十一日止年度 For the year ended 31st December, 2006

5. 營業額及分部信息 (續)

5. TURNOVER AND SEGMENT INFORMATION

(Continued)

(A) 業務分部 (續)

(A) Business segments (Continued)

該等業務之分部信息載列如下：

Segment information about these businesses is set out as follows:

截至二零零六年及二零零五年十二月三十一日止年度

For the year ended 31st December, 2006 and 2005

		持續經營業務 Continuing operations										已終止業務 Discontinued operations		綜合 Consolidated					
		物業投資 Property investment		物業發展及買賣 Property development and trading		證券買賣 Securities trading		其他 Others		抵銷 Eliminations		總額 Total				高科技電腦及服務器製造及相關業務 High-tech computers and servers manufacturing and related business			
		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000			二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000		
營業額 TURNOVER																			
對外銷售 External sales		16,196	14,416	-	2,310	-	-	1,346	6,776	-	-	17,542	23,502	293,916	417,385	311,458	440,887		
跨部門銷售 Inter-segment sales		-	-	-	-	-	-	3,154	2,255	(3,154)	(2,255)	-	-	-	-	-	-		
合計 Total		16,196	14,416	-	2,310	-	-	4,500	9,031	(3,154)	(2,255)	17,542	23,502	293,916	417,385	311,458	440,887		
分部業績 SEGMENT RESULTS		10,929	6,923	(40,840)	765	1,062	-	(4,928)	(3,368)	(3,154)	(2,255)	(36,931)	2,065	(15,648)	17,688	(52,579)	19,753		
未分配其他收入 Unallocated other income												6,019	1,454	8	114	6,027	1,568		
未分配企業開支 Unallocated corporate expenses												(21,167)	(21,014)	-	-	(21,167)	(21,014)		
財務成本 Finance costs		-	-	-	-	-	-	-	-	-	-	-	-	(317)	(133)	(317)	(133)		
應收一家共同控制實體 款項之準備 Allowance for amount due from a jointly controlled entity		-	-	-	-	-	-	(11,306)	-	-	-	(11,306)	-	-	-	(11,306)	-		
授予一家共同控制實體之 貸款之準備 Allowance for loan to a jointly controlled entity		-	-	-	-	-	-	(16,751)	-	-	-	(16,751)	-	-	-	(16,751)	-		
就可供銷售投資確認 之減值虧損 Impairment loss recognised in respect of available-for-sale investment		-	-	-	-	-	-	(5,853)	-	-	-	(5,853)	-	-	-	(5,853)	-		
出售附屬公司之 (虧損) 收益 (Loss) gain on disposal of subsidiaries		(579)	-	-	-	-	-	-	-	-	-	(579)	-	21,352	-	20,773	-		
視為出售一家聯營公司 之收益 Gain on deemed disposal of an associate		-	-	-	-	-	-	106	-	-	-	106	-	-	-	106	-		
應佔聯營公司業績 Share of results of associates		(27,152)	649	-	-	-	-	9,242	5,267	-	-	(17,910)	5,916	-	-	(17,910)	5,916		
應佔共同控制實體業績 Share of results of jointly controlled entities		-	-	-	-	-	-	(13,608)	(6,303)	-	-	(13,608)	(6,303)	-	-	(13,608)	(6,303)		
除稅前(虧損)收益 (Loss) profit before taxation												(117,980)	(17,882)	5,395	17,669	(112,585)	(213)		
稅項 Taxation												(687)	(144)	(1,326)	(4,002)	(2,013)	(4,146)		
年度(虧損)收益 (Loss) profit for the year												(118,667)	(18,026)	4,069	13,667	(114,598)	(4,359)		

附註：跨部門銷售按當時市價計算。

Note: Inter-segment sales are charged at prevailing market prices.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零零六年十二月三十一日止年度 For the year ended 31st December, 2006

5. 營業額及分部信息 (續)

5. TURNOVER AND SEGMENT INFORMATION

(Continued)

(A) 業務分部 (續)

(A) Business segments (Continued)

於二零零六年及二零零五年十二月三十一日

At 31st December, 2006 and 2005

		持續經營業務 Continuing operations										已終止業務 Discontinued operations		綜合 Consolidated			
		物業投資		物業發展及買賣		證券買賣		其他		抵銷		總額				高科技電腦及服務器製造及相關業務 High-tech computers and servers manufacturing and related business	
		Property investment		Property development and trading		Securities trading		Others		Eliminations		Total					
		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000			二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
分部資產	Segment assets	159,102	146,699	264,000	300,000	9,995	208	90,842	34,284	(9,225)	(9,225)	514,714	471,966	-	182,218	514,714	654,184
於聯營公司權益	Interests in associates	33,187	82,866	-	-	-	-	-	35,100	-	-	33,187	117,966	-	-	33,187	117,966
應收聯營公司款項	Amounts due from associates	21,751	22,651	-	-	-	-	65	65	-	-	21,816	22,716	-	-	21,816	22,716
於共同控制實體權益	Interests in jointly controlled entities	-	-	-	-	-	-	-	13,084	-	-	-	13,084	-	-	-	13,084
應收共同控制實體款項	Amounts due from jointly controlled entities	-	-	-	-	-	-	-	4,166	-	-	-	4,166	-	-	-	4,166
未分配資產	Unallocated assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	220,308
總資產	Total assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	790,025
分部負債	Segment liabilities	4,166	3,897	9,441	19,590	-	-	4,281	3,512	-	-	17,888	26,999	-	125,788	17,888	152,787
未分配負債	Unallocated liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	9,475
總負債	Total liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	27,363
截至二零零六年及二零零五年十二月三十一日止年度	For the year ended 31st December, 2006 and 2005																
其他分部信息:	OTHER SEGMENT INFORMATION:																
商譽撇除	Written-off of goodwill	-	-	-	-	-	-	-	4	-	-	-	4	-	-	-	4
呆壞賬準備	Allowance for bad and doubtful debts	449	-	-	-	-	-	-	126	-	-	449	126	8,126	2,071	8,575	2,197
折舊	Depreciation	531	610	-	-	-	-	1,044	1,062	-	-	1,575	1,672	1,431	1,527	3,006	3,199
未分配折舊	Unallocated depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	453
有關物業、廠房及設備資本開支	Capital additions in respect of property, plant and equipment	478	57	-	-	-	-	384	997	-	-	862	1,054	1,624	4,170	2,486	5,224
應收一家共同控制實體款項之準備	Allowance for amount due from a jointly controlled entity	-	-	-	-	-	-	11,306	-	-	-	-	-	-	-	11,306	-
授予一家共同控制實體之貸款之準備	Allowance for loan to a jointly controlled entity	-	-	-	-	-	-	16,751	-	-	-	-	-	-	-	16,751	-
就可供銷售投資確認之減值虧損	Impairment loss recognised in respect of available-for-sale investment	-	-	-	-	-	-	5,853	-	-	-	5,853	-	-	-	5,853	-

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零零六年十二月三十一日止年度 For the year ended 31st December, 2006

5. 營業額及分部信息 (續)

(B) 地區分部

本年度本集團之業務大部份位於香港及中華人民共和國(「中國」)。本集團按地區劃分之銷售額、資產及資本開支分析載列如下：

		持續經營業務						已終止業務		綜合	
		Continuing operations						Discontinued operations			
		中國(香港除外)		其他		總額		中國(香港除外)			
		PRC other than Hong Kong		Others		Total		PRC other than Hong Kong			
二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年	二零零六年	二零零五年		
2006	2005	2006	2005	2006	2005	2006	2005	2006	2005		
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
收益	REVENUE										
對外銷售(按客戶所在地)	External sales (by location of customers)	17,414	21,192	128	2,310	17,542	23,502	293,916	417,385	311,458	440,887
其他分部信息(按資產所在地)：	Other segment information (by location of assets)：										
分部資產	Segment assets	301,060	363,029	213,654	108,937	514,714	471,966	-	182,218	514,714	654,184
資本增加	Capital addition	328	852	534	202	862	1,054	1,624	4,170	2,486	5,224

6. 其他開支

6. OTHER EXPENSES

	二零零六年	二零零五年
	2006	2005
	千港元	千港元
	HK\$'000	HK\$'000
應收一家共同控制實體款項之準備	Allowance for amount due from a jointly controlled entity	
	11,306	-
授予一家共同控制實體之貸款之準備	Allowance for loan to a jointly controlled entity	
	16,751	-
就可供銷售投資確認之減值虧損	Impairment loss recognised in respect of available-for-sale investment	
	5,853	-
	33,910	-

7. 財務成本

7. FINANCE COSTS

	持續經營業務		已終止業務		綜合	
	Continuing operations		Discontinued operations		Consolidated	
	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
須於五年內全數償還之 銀行貸款之利息		Interest on bank loans wholly repayable within five years				
	-	-	317	133	317	133

8. 出售已終止業務之溢利

8. DISCONTINUED OPERATIONS

於二零零六年五月二十九日，本集團與天津曙光計算機產業有限公司訂立一份協議，以出售於北京曙光天演信息技術有限公司、曙光信息產業（北京）有限公司之100%權益及其於北京曙光創新科技有限公司之83.1%權益中的62.5%權益（「出售集團」），北京曙光創新科技有限公司經營高科技電腦及服務器製造及相關業務，就此涉及之代價總額為人民幣95,000,000元（相等於91,346,000港元），北京曙光創新科技有限公司於出售事項完成後將成為本公司擁有20.6%權益之聯營公司。是項交易於二零零六年九月三十日完成。

於出售前，北京曙光天演信息技術有限公司及北京曙光創新科技有限公司有應付持續營運集團款項約23,525,000港元，其中3,194,000港元於出售時獲豁免，而餘款20,331,000港元於結算日前獲償還。

On 29th May, 2006, the Group has entered into an agreement with 天津曙光計算機產業有限公司 (Tianjin Dawning Computer Industry Company Limited), to dispose of its 100% interest in 北京曙光天演信息技術有限公司 (Beijing Dawning Tianyan Information Technology Company Limited), 曙光信息產業(北京)有限公司 (Dawning Information Industry (Beijing) Limited) and 62.5% of its 83.1% interest in 北京曙光創新科技有限公司 (Beijing Dawning Novotech Co., Ltd.) (the "Disposal Group"), which operates in high-tech computers and servers manufacturing and related business, for an aggregate consideration of RMB95,000,000 (equivalent to HK\$91,346,000). 北京曙光創新科技有限公司 (Beijing Dawning Novotech Co., Ltd.) has become a 20.6% associate upon completion of the disposal. This transaction was completed on 30th September, 2006.

Before the disposal, 北京曙光天演信息技術有限公司 (Beijing Dawning Tianyan Information Technology Company Limited) and 北京曙光創新科技有限公司 (Beijing Dawning Tianyan Information Technology Company Limited) have amounts due to the continuing operations group of approximately HK\$23,525,000, of which HK\$3,194,000 was waived upon disposal and the remaining balance of HK\$20,331,000 was settled before the balance sheet date.

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截至二零零六年十二月三十一日止年度 For the year ended 31st December, 2006

8. 出售已終止業務之溢利 (續)

本年度/期間來自已終止業務之虧損分析如下:

	二零零六年一月一日 至二零零六年 九月三十日 1.1.2006 to 30.9.2006 千港元 HK\$'000	二零零五年一月一日 至二零零五年 十二月三十一日 1.1.2005 to 31.12.2005 千港元 HK\$'000	
本期間/年度高科技電腦 及服務器製造及 相關業務之(虧損)溢利	(Loss) profit of high-tech computers and servers manufacturing and related business operations for the period/year	(17,283)	13,667
出售高科技電腦及服務器製造及 相關業務營運之收益	Gain on disposal of high-tech computers and servers manufacturing and related business operations	21,352	-
	4,069	13,667	

二零零六年一月一日至二零零六年九月三十日期間, 高科技電腦及服務器製造及相關業務營運之業績(已計入綜合損益表)如下:

The loss for the period/year from the discontinued operations is analysed as follows:

	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	
營業額	Turnover	293,916	417,385
銷售成本	Cost of sales	(261,929)	(346,353)
溢利毛額	Gross profit	31,987	71,032
其他收益	Other income	8,237	11,426
銷售及分銷成本	Selling and distribution costs	(32,750)	(42,106)
行政費用	Administrative expenses	(23,114)	(22,550)
財務成本	Finance costs	(317)	(133)
除稅前(虧損)溢利	(Loss) profit before taxation	(15,957)	17,669
稅項	Taxation	(1,326)	(4,002)
本期間/年度(虧損)溢利	(Loss) profit for the period/year	(17,283)	13,667

The results of the high-tech computers and servers manufacturing and related business operations for the period from 1st January, 2006 to 30th September, 2006, which have been included in the consolidated income statement, were as follows:

於本期間/年度, 出售集團已使用營運現金流量86,340,000港元(二零零五年: 貢獻38,940,000港元); 就投資業務使用1,319,000港元(二零零五年: 4,056,000港元)及就融資業務貢獻49,848,000港元(二零零五年: 已使用133,000港元)。

During the period/year, the Disposal Group used HK\$86,340,000 (2005: contributed HK\$38,940,000) in operating cash flows, used HK\$1,319,000 (2005: HK\$4,056,000) in respect of investing activities and contributed HK\$49,848,000 (2005: used HK\$133,000) in respect of financing activities.

出售集團於出售日期之資產及負債之賬面值於附註33內披露。

The carrying amounts of the assets and liabilities of the Disposal Group at the date of disposal are disclosed in note 33.

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9. 除稅前虧損

9. LOSS BEFORE TAXATION

		持續業務 Continuing operations		已終止業務 Discontinued operations		綜合 Consolidated	
		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
本集團之除稅前虧損 已扣除以下各項：	Loss before taxation has been arrived at after charging:						
員工成本：	Staff costs:						
董事酬金(附註10)	Directors' remuneration (note 10)						
– 袍金	– fees	900	1,200	–	–	900	1,200
– 其他報酬	– other emoluments	6,034	6,516	–	–	6,034	6,516
– 退休福利計劃供款	– retirement benefit scheme contributions	48	52	–	–	48	52
		6,982	7,768	–	–	6,982	7,768
為其他員工而作出之 退休福利計劃供款	Retirement benefit scheme contributions for other staff	252	529	–	–	252	529
其他員工成本	Other staff costs	6,653	7,512	21,219	22,744	27,872	30,256
		13,887	15,809	21,219	22,744	35,106	38,553
呆壞賬準備	Allowance for bad and doubtful debts	449	126	8,126	2,071	8,575	2,197
存貨準備	Allowance for inventories	–	345	14,246	2,091	14,246	2,436
核數師酬金	Auditors' remuneration	1,200	1,100	–	–	1,200	1,100
確認為開支之存貨成本	Cost of inventories recognised as an expense	563	5,673	247,683	346,556	248,246	352,229
持有作買賣之投資之 公平值減少	Decrease in fair value of investments held for trading	293	772	–	–	293	772
待售物業之準備	Allowance for properties held for sale	40,840	–	–	–	40,840	–
折舊	Depreciation	2,028	2,556	1,431	1,527	3,459	4,083
物業、廠房及設備 之減值虧損	Loss on disposal of property, plant and equipment	43	2,012	–	54	43	2,066
租賃物業之最低租金	Minimum lease rentals in respect of rented premises	41	408	–	4,274	41	4,682
匯兌虧損	Exchange losses	3,637	411	–	–	3,637	411
商譽撇銷	Write-off of goodwill	–	4	–	–	–	4
並已計入以下各項：	and after crediting:						
下列各項之利息：	Interest income on:						
– 銀行存款	– bank deposits	5,479	1,446	8	114	5,487	1,560
– 授予一家共同控制實體之貸款	– loan to a jointly controlled entity	1,141	871	–	–	1,141	871
– 授予一家關連公司之貸款	– loan to a related company	7	–	–	–	7	–
– 債務證券	– debt securities	262	130	–	–	262	130
		6,889	2,447	8	114	6,897	2,561
根據經營租約之租金收入， 減支銷646,000港元 (二零零五年：534,700港元)	Rental income under operating leases, less outgoings of HK\$646,600 (2005: HK\$534,700)	8,669	8,295	–	–	8,669	8,295
存貨準備撥回	Reversal of allowance for inventories	–	–	–	2,294	–	2,294

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10. 董事酬金

董事報酬

已付或應付九位董事(二零零五年:九位)各自之酬金如下:

		王聰德 Wong Chung Tak	鄧文雲 Deng Wenyun	龔漢兵 Gong Hanbing	謝錦輝 Tse Kam Fai	陳潮 Chen Chao	王文俊 Wong Derick Ngo	李國精 Lee Kuo Ching, Stewart	廖醒標 Liu Sing Piu, Chris	莊嘉俐 Chong Kally	總額 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	
二零零六年	2006										
袍金	Fees	100	-	-	100	-	100	200	200	900	
其他報酬	Other emoluments										
薪酬及其他福利	Salaries and other benefits	1,807	2,199	1,142	625	261	-	-	-	6,034	
退休福利計劃供款	Retirements benefits scheme contribution	12	18	6	12	-	-	-	-	48	
總報酬	Total emoluments	1,919	2,217	1,148	737	261	100	200	200	6,982	
二零零五年	2005										
袍金	Fees	100	100	100	100	100	100	200	200	1,200	
其他報酬	Other emoluments										
薪酬及其他福利	Salaries and other benefits	1,807	1,715	1,664	650	520	160	-	-	6,516	
退休福利計劃供款	Retirements benefits scheme contribution	12	20	8	12	-	-	-	-	52	
總報酬	Total emoluments	1,919	1,835	1,772	762	620	260	200	200	7,768	

於本年度內,並無任何安排致使任何董事放棄或同意放棄任何酬金。

於本年度內,本集團並無向董事支付任何報酬作為加入本集團或於加入本集團時之獎勵或離職補償。

10. DIRECTORS' REMUNERATION

Directors' emoluments

The emoluments paid or payable to each of the nine (2005: nine) directors were as follows:

		王聰德 Wong Chung Tak	鄧文雲 Deng Wenyun	龔漢兵 Gong Hanbing	謝錦輝 Tse Kam Fai	陳潮 Chen Chao	王文俊 Wong Derick Ngo	李國精 Lee Kuo Ching, Stewart	廖醒標 Liu Sing Piu, Chris	莊嘉俐 Chong Kally	總額 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	
二零零六年	2006										
袍金	Fees	100	-	-	100	-	100	200	200	900	
其他報酬	Other emoluments										
薪酬及其他福利	Salaries and other benefits	1,807	2,199	1,142	625	261	-	-	-	6,034	
退休福利計劃供款	Retirements benefits scheme contribution	12	18	6	12	-	-	-	-	48	
總報酬	Total emoluments	1,919	2,217	1,148	737	261	100	200	200	6,982	
二零零五年	2005										
袍金	Fees	100	100	100	100	100	100	200	200	1,200	
其他報酬	Other emoluments										
薪酬及其他福利	Salaries and other benefits	1,807	1,715	1,664	650	520	160	-	-	6,516	
退休福利計劃供款	Retirements benefits scheme contribution	12	20	8	12	-	-	-	-	52	
總報酬	Total emoluments	1,919	1,835	1,772	762	620	260	200	200	7,768	

There were no arrangements under which a director waived or agreed to waive any remuneration during the year.

During the year, no emoluments were paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

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11. 職員酬金

本集團最高報酬之五名職員當中，三名（二零零五年：三名）為本公司之董事，其報酬詳情已披露於附註10。其餘兩名（二零零五年：兩名）人士之報酬詳情如下：

11. EMPLOYEES' REMUNERATION

Of the five individuals with the highest emoluments of the Group, three (2005: three) were directors of the Company, details of whose emoluments are disclosed in note 10. The emoluments of the remaining two (2005: two) individuals were as follows:

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
薪酬、津貼及其他福利	Salaries, allowances and other benefits	1,979	2,039
退休福利計劃供款	Retirement benefit scheme contributions	31	20
		2,010	2,059

彼等之酬金介乎下列組別：

Their emoluments were within the following bands:

		職員人數 Number of employees	
		二零零六年 2006	二零零五年 2005
無至1,000,000港元	Nil to HK\$1,000,000	1	1
1,000,001港元至1,500,000港元	HK\$1,000,001 to HK\$1,500,000	1	1
		2	2

12. 稅項

12. TAXATION

		持續業務 Continuing operations		已終止業務 Discontinued operations		綜合 Consolidated	
		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
支出包括：	The charge comprises:						
中國企業所得稅	PRC Enterprise Income Tax						
本年度	Current year	40	113	588	1,930	628	2,043
過往年度少撥	Underprovision in the prior years	-	31	219	932	219	963
		40	144	807	2,862	847	3,006
遞延稅項（附註32）	Deferred taxation (note 32)	647	-	519	1,140	1,166	1,140
年度稅項支出	Taxation charge for the year	687	144	1,326	4,002	2,013	4,146

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12. 稅項 (續)

由於本集團於該兩個年度並無任何從香港賺取之應課稅溢利，故沒有於綜合財務報表為香港利得稅作出撥備。

在其他司法權區承擔之稅項按有關司法權區當時之稅率計算。

於二零零五年，根據中華人民共和國（「中國」）有關法例及規則，本集團在中國之附屬公司於開始獲利年度起計兩年獲豁免繳納中國所得稅，而其後三年則獲50%減免。中國附屬公司於本年度享有50%減免。中國附屬公司於本年度出售。

本年度之稅項支出與綜合損益表除稅前虧損之對賬如下：

12. TAXATION (Continued)

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group did not have any assessable profit in Hong Kong for both years.

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

In 2005, pursuant to the relevant laws and regulations in the People's Republic of China (the "PRC"), the Group's PRC subsidiary was exempted from PRC income tax for two years starting from their first profit-making year, followed by a 50% reduction for the next three years. The PRC subsidiary entitled to 50% reduction in both years. The PRC subsidiary was disposed of in the current year.

The taxation charge for the year can be reconciled to the loss before taxation per the consolidated income statement as follows:

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
除稅前(虧損)溢利	(Loss) profit before taxation		
持續業務	Continuing operations	(117,980)	(17,882)
已終止業務	Discontinued operations	5,395	17,669
		(112,585)	(213)
按中國企業所得稅率15%計算之稅項	Tax at PRC Enterprise Income Tax rate of 15%	(16,888)	(32)
分佔聯營公司業績之稅務影響	Tax effect of share of results of associates	2,686	(77)
分佔共同控制實體業績之稅務影響	Tax effect of share of results of jointly controlled entities	2,041	873
不可扣稅開支之稅務影響	Tax effect of expenses not deductible for tax purpose	17,946	1,344
毋須課稅收入之稅務影響	Tax effect of income not taxable for tax purpose	(4,281)	(950)
未確認稅項虧損之稅務影響	Tax effect of tax losses not recognised	3,932	5,978
動用過往未確認之稅項虧損	Utilisation of tax losses previously not recognised	(1,478)	(1,667)
過往年度少撥	Underprovision in the previous years	219	963
在其他司法權區經營之集團公司 適用不同稅率之影響	Effect of different tax rates of group companies operating in other jurisdictions	(2,005)	(489)
授予一家中國附屬公司稅項豁免之影響	Effect of tax exemption granted to a PRC subsidiary	-	(1,818)
其他	Others	(159)	21
本年度稅項支出	Taxation charge for the year	2,013	4,146

15%中國企業所得稅乃本集團業務經營所在主要司法權區之國內稅率。

The PRC Enterprise Income Tax rate of 15% is the domestic tax rate in the jurisdiction where the operation of the Group is substantially based.

13. 每股虧損

來自已終止業務

本公司之普通股股東應佔之每股基本虧損乃根據下列數據計算：

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
虧損	Loss		
就每股基本虧損而言之虧損 (本公司股東應佔虧損)	Loss for the purpose of basic loss per share (Loss attributable to equity shareholders of the Company)	(114,598)	(4,246)
股份數目	Number of shares		
就每股基本虧損而言之普通股 加權平均數(附註)	Weighted average number of ordinary share for the purpose of basic loss per share (note)	810,055,947	717,665,537

附註： 計算截至二零零五年十二月三十一日及二零零六年十二月三十一日止年度之每股基本虧損所採用之上述普通股加權平均數已調整，以計及於二零零六年十二月三十一日後完成之附註38(a)所述之股份代價。

13. LOSS PER SHARE

From continuing and discontinued operations

The calculation of the basic loss per share attributable to the ordinary equity holders of the Company is based on the following data:

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
虧損	Loss		
就每股基本虧損而言之虧損 (本公司股東應佔虧損)	Loss for the purpose of basic loss per share (Loss attributable to equity shareholders of the Company)	(114,598)	(4,246)
股份數目	Number of shares		
就每股基本虧損而言之普通股 加權平均數(附註)	Weighted average number of ordinary share for the purpose of basic loss per share (note)	810,055,947	717,665,537

Note: The above weighted average number of ordinary shares for the calculation of the basic loss per share for the years ended 31st December, 2005 and 31st December, 2006 have been adjusted to take into account of the consolidation of shares as mentioned under note 38(a) completed subsequent to 31st December, 2006.

來自持續業務

本公司普通股股東應佔來自持續業務之每股基本虧損乃根據下列數據計算：

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
本公司股東應佔之年度虧損	Loss for the year attributable to equity holders of the Company	(114,598)	(4,246)
減：來自已終止業務之年度溢利	Less: Profit for the year from discontinued operations	4,069	13,667
就來自持續業務之每股基本虧損而言之 本公司股東應佔虧損	Loss for the purpose of basic loss per share from continuing operations attributable to the ordinary equity holders of the Company	(118,667)	(17,913)

From continuing operations

The calculation of the basic loss per share from continuing operations attributable to the ordinary equity holders of the Company is based on the following data:

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13. 每股虧損 (續)

來自持續業務 (續)

已終止業務之每股基本盈利乃根據已終止業務之年度溢利4,069,000港元(二零零五年: 13,667,000港元)計算, 為每股0.50港仙(二零零五年: 1.90港仙)。

由於行使尚未行使之購股權會導致兩個年度之每股虧損減少, 故計算該兩個年度之每股攤薄虧損時乃假設該等購股權並未行使。

14. 投資物業

估值	VALUATION	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
於一月一日	At 1st January	115,000	115,000
轉撥自物業、廠房及設備 (附註)	Transfer from property, plant and equipment (note)	33,500	—
公平值增加	Increase in fair value	1,500	—
於十二月三十一日	At 31st December	150,000	115,000
投資物業之公平值包括:	The carrying value of investment properties comprise:		
位於香港及按中期租約持有	Medium-term lease in Hong Kong	35,000	—
位於中國及按中期租約持有	Medium-term lease in the PRC	115,000	115,000
		150,000	115,000

附註: 當租賃物業轉撥至投資物業時, 重估收益為11,307,000港元, 其中8,000,000港元計入綜合損益表以撥回於二零零二年已確認之同一物業之減值虧損, 餘款3,307,000港元計入物業重估儲備。

該等物業於二零零六年十二月三十一日由獨立合資格專業估值師及擁有適當資格及最近於有關地區類似物業評估經驗之第一太平戴維斯(香港)有限公司按公開市值進行估值。

估值乃按照由香港測量師學會出版之《香港測量師學會物業估值準則(二零零六年第一版)》編製。

本集團所有物業權益均按經營租約出租, 並採用公平值模式計量及分類與入賬為投資物業。

13. LOSS PER SHARE (Continued)

From discontinued operations (Continued)

Basic earnings per share for discontinued operations is HK0.50 cent per share (2005: HK1.90 cents), based on the profit for the year from discontinued operations of HK\$4,069,000 (2005: HK\$13,667,000).

The computation of diluted loss per share for both years did not assume the exercise of the outstanding share options as its exercise would result in a decrease in the loss per share for the year.

14. INVESTMENT PROPERTIES

Note: There was a revaluation gain of HK\$11,307,000 upon the transfer of leasehold properties to investment properties, among which HK\$8,000,000 was credited to the consolidated income statement to reverse an impairment loss on the same properties recognised in 2002, and the remaining amount of HK\$3,307,000 was credited to the properties revaluation reserve.

The properties were valued at their open market value as at 31st December, 2006 by Messrs. Savills (Hong Kong) Limited, an independent firm of qualified professional valuers and have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

The valuation is prepared in accordance with "The Hong Kong Institute of Surveyors ("HKIS") Valuation Standards on Properties (First Edition 2006)" published by the HKIS.

All the Group's properties interests held are rented out under operating leases and are measured using the fair value model and are classified and accounted for as investment properties.

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15. 物業、廠房及設備

15. PROPERTY, PLANT AND EQUIPMENT

		土地及樓宇	租約 物業裝修	廠房及 機械	傢私、裝置 及辦公室 設備	汽車	總額
		Land and buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
成本	COST						
於二零零五年一月一日	At 1st January, 2005	35,327	2,764	8,229	4,237	9,740	60,297
匯兌調整	Currency realignment	42	53	158	58	152	463
添置	Additions	1,159	-	2,641	872	552	5,224
出售	Disposals	-	-	(339)	(753)	(3,059)	(4,151)
於二零零五年十二月三十一日	At 31st December, 2005	36,528	2,817	10,689	4,414	7,385	61,833
匯兌調整	Currency realignment	-	113	-	68	101	282
添置	Additions	-	-	896	406	1,184	2,486
出售	Disposals	-	-	(1,830)	(440)	(5,040)	(7,310)
出售附屬公司時撇銷	Eliminated on disposal of subsidiaries	(3,378)	-	(9,755)	(1,684)	(2,464)	(17,281)
轉撥至投資物業	Transfer to investment properties	(33,150)	-	-	-	-	(33,150)
於二零零六年十二月三十一日	At 31st December, 2006	-	2,930	-	2,764	1,166	6,860
折舊及減值	DEPRECIATION AND IMPAIRMENT						
於二零零五年一月一日	At 1st January, 2005	10,240	830	6,432	3,131	3,381	24,014
匯兌調整	Currency realignment	4	16	124	40	40	224
年度撥備	Provided for the year	641	564	999	604	1,275	4,083
出售時抵銷	Eliminated on disposals	-	-	(324)	(615)	(606)	(1,545)
於二零零五年十二月三十一日	At 31st December, 2005	10,885	1,410	7,231	3,160	4,090	26,776
匯兌調整	Currency realignment	-	56	-	33	38	127
年度撥備	Provided for the year	538	586	1,008	590	737	3,459
出售時抵銷	Eliminated on disposals	-	-	(1,790)	(434)	(3,050)	(5,274)
出售附屬公司時撇銷	Eliminated on disposal of subsidiaries	(466)	-	(6,449)	(1,195)	(1,055)	(9,165)
轉撥至投資物業時撇銷	Eliminated on transfer to investment properties	(10,957)	-	-	-	-	(10,957)
於二零零六年十二月三十一日	At 31st December, 2006	-	2,052	-	2,154	760	4,966
賬面淨值	CARRYING VALUES						
於二零零六年十二月三十一日	At 31st December, 2006	-	878	-	610	406	1,894
於二零零五年十二月三十一日	At 31st December, 2005	25,643	1,407	3,458	1,254	3,295	35,057

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15. 物業、廠房及設備 (續)

以上列示之土地及樓宇賬面值包括：

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
位於香港之長期租約物業	Long-term leasehold properties situated in Hong Kong	–	22,607
位於中國(香港除外)之短期租約物業	Short-term leasehold properties situated in the PRC, excluding Hong Kong	–	3,036
		–	25,643

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The carrying values of the land and buildings shown above comprise:

16. 預付租賃款項

本集團預付租賃款項包括：
香港之租約土地
中期租約

作呈報用途之分析如下
非流動資產
流動資產

The Group's prepaid lease payments comprise:
leasehold land in Hong Kong under
medium-term lease

Analysed for reporting purposes as
Non-current asset
Current asset

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
		4,000	4,100
		3,900	4,000
		100	100
		4,000	4,100

16. PREPAID LEASE PAYMENTS

17. 於聯營公司之權益

17. INTERESTS IN ASSOCIATES

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
應佔資產淨值－非上市	Share of net assets – unlisted	33,187	117,966

本集團聯營公司之財務資料概要呈列如下：

The summarised financial information in respect of the Group's associates is set out below:

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
總資產	Total assets	113,835	615,327
總負債	Total liabilities	(48,850)	(259,027)
資產淨值	Net assets	64,985	356,300
本集團應佔聯營公司之資產淨值	Group's share of net assets of associates	33,187	117,966
營業額	Turnover	193,854	160,006
年度(虧損)溢利	(Loss) profit for the year	(14,826)	36,819
本集團應佔聯營公司之年度業績	Group's share of result of associates for the year	(17,910)	5,916

本公司於二零零六年十二月三十一日之聯營公司詳情刊載於附註40。

Particulars of the Group's associates as at 31st December, 2006 are set out in note 40.

18. 於共同控制實體之權益

18. INTERESTS IN JOINTLY CONTROLLED ENTITIES

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
應佔資產淨值－非上市	Share of net assets – unlisted	–	13,084

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18. 於共同控制實體權益 (續)

本集團共同控制實體之財務資料概要呈列如下：

18. INTERESTS IN JOINTLY CONTROLLED ENTITIES (Continued)

The summarised financial information in respect of the Group's jointly controlled entities is set out below:

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
總資產	Total assets	40,905	72,365
總負債	Total liabilities	(41,340)	(46,709)
(負債) 資產淨額	Net (liabilities) assets	(435)	25,656
本集團應佔共同控制實體之資產淨值	Group's share of net assets of jointly controlled entities	-	13,084
營業額	Turnover	23,316	17,559
年度虧損	Loss for the year	(27,117)	(12,358)
本集團應佔共同控制實體 之年度業績	Group's share of result of jointly controlled entities for the year	(13,608)	(6,303)

本集團共同控制實體之詳情如下：

Particulars of the Group's jointly controlled entities are as follows:

公司名稱	商業結構 形式	成立及 營運地點 Place of establishment and operations	百分比			主要業務
			所有者權益	投票權	盈利分成	
Company name	Form of business structure		Ownership interest	Voting power	Profit sharing	Principal activities
武漢晶科信息產業 有限公司	註冊成立	中國	51	40	51	製造及銷售電子元件
Wuhan Jingke Information Industry Co., Ltd.	Incorporated	PRC	51	40	51	Manufacture and sale of electronic components
武漢晶科電子 有限公司	註冊成立	中國	51	40	51	於清盤中
Wuhan Jingke Electronic Co., Ltd.	Incorporated	PRC	51	40	51	In the process of liquidation

18. 於共同控制實體權益 (續)

本集團之共同控制實體由本公司間接持有。本集團於共同控制實體之權益未列作附屬公司，原因是本集團對該等實體之控制受合資企業協議若干條文限制。董事認為，本集團未有控制共同控制實體之董事會，但可對該等實體施加重大影響力。因此，本集團於該等共同控制實體之權益按權益會計法計算。

本集團已終止確認其應佔共同控制實體之虧損。本年度及累計之未確認應佔該等共同控制實體款額如下：

18. INTERESTS IN JOINTLY CONTROLLED ENTITIES (Continued)

The Group's jointly controlled entities are indirectly held by the Company. The Group's interests in the jointly controlled entities have not been accounted for as subsidiaries because the Group's control over these entities is restricted by certain provisions in the joint venture agreements. In the opinion of the directors, the Group does not have control of the boards of directors but can jointly control, with the other shareholder, over these entities. Accordingly, the equity method of accounting is used to account for the Group's interests in these jointly controlled entities.

The Group has discontinued recognition of its share of losses of the jointly controlled entities. The amounts of unrecognised share of those jointly controlled entities, both for the year and cumulatively, are as follows:

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
本年度未確認應佔共同 控制實體虧損	Unrecognised share of losses of jointly controlled entities for the year	222	—
累計未確認應佔共同 控制實體虧損	Accumulated unrecognised share of losses of jointly controlled entities	222	—

19. 債務證券投資

該款項乃中國非上市債務證券。證券投資之實際年利率為5.25厘（二零零五年：5.25厘）。

19. INVESTMENTS IN DEBT SECURITIES

The amount represents unlisted debt securities in the PRC. The effective interest rate of the investments in securities is 5.25% (2005: 5.25%) per annum.

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
非上市固定利率債券證券	Unlisted fixed-rate debt securities	15,000	4,808

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19. 債務證券投資 (續)

本集團固定利率債務證券之利率風險及彼等之約定到期日如下：

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
非上市固定利率債務證券：	Unlisted fixed-rate debt securities:		
一年以上但不超過兩年	In more than one year but not more than two years	10,000	—
四年以上但不超過五年	In more than four years but not more than five years	5,000	—
超過五年	More than five years	—	4,808
		15,000	4,808

19. INVESTMENTS IN DEBT SECURITIES (Continued)

The exposure of the Group's fixed-rate debt securities to interest rate risks and their contracted maturity dates are as follows:

20. 待售物業

待售物業之賬面值包括根據長期租約持有的位於中國北京之租賃物業。

20. PROPERTIES HELD FOR SALE

The carrying amount of the properties held for sale comprises leasehold properties situated in Beijing, the PRC under long leases.

21. 存貨

原料	Raw materials
在製品	Work in progress
製成品	Finished goods

於二零零五年，由於市場需求增加，故若干製成品之可變現淨值增加。因此，2,294,000港元之製成品準備撥回於二零零五年已獲確認及計入銷售成本。

21. INVENTORIES

		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
原料	Raw materials	—	25,251
在製品	Work in progress	—	14,067
製成品	Finished goods	—	37,389
		—	76,707

In 2005, there was an increase in the net realisable value of some of the finished goods due to the increase in market demand. As a result, a reversal of allowance of finished goods of HK\$2,294,000 had been recognised and included in cost of sales in 2005.

22. 應收賬款

本集團內部設有明確之信貸政策。一般信貸期為一至三個月，惟若干已建立良好業務關係之客戶可享有最長一年之信貸期。每位客戶均有最高信貸限額。本集團致力嚴格控制未清償之應收款項，以盡量降低信貸風險。高級管理層定期審閱過期結餘。

於結算日，應收賬款減準備按發票日期所作之賬齡分析如下：

30日內	Within 30 days	-	50,657
31至90日	31 to 90 days	-	10,352
91至180日	91 to 180 days	-	12,174
181至365日	181 to 365 days	-	6,689
超過365日	Over 365 days	-	4,387
		-	84,259

於二零零五年十二月三十一日，董事認為應收賬款之賬面值與其公平值相若。

23. 銀行結餘、按金及現金

銀行結餘、按金及現金包括本集團所持有之現金及原到期日為三個月或更少而年率介乎0.72厘至5.27厘（二零零五年：介乎0.01厘至4.07厘）之短期銀行存款。

銀行結餘、按金及現金包括下列以各自集團實體之功能貨幣以外之貨幣（功能貨幣與其相關）定值之款項。

美元	United States dollars	100,121	54,197
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22. TRADE RECEIVABLES

A defined credit policy is maintained within the Group. The general credit terms are ranged from one to three months, except for certain well-established customers, where the terms are further extended to a maximum of one year. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are regularly reviewed by senior management.

An aged analysis of the trade receivables at the balance sheet date, based on invoice date, net of allowances, is as follows:

		本集團 THE GROUP	
		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
30日內	Within 30 days	-	50,657
31至90日	31 to 90 days	-	10,352
91至180日	91 to 180 days	-	12,174
181至365日	181 to 365 days	-	6,689
超過365日	Over 365 days	-	4,387
		-	84,259

At 31st December, 2005, the directors consider the carrying value of the trade receivables approximate its fair value.

23. BANK BALANCES, DEPOSITS AND CASH

Bank balances, deposits and cash comprise cash held by the Group and short-term bank deposits with originally maturity of three months or less, and carry interests ranging from 0.72% to 5.27% (2005: 0.01% to 4.07%) per annum.

Included in bank balances, deposits and cash are the following amounts denominated in currencies other than the functional currency of the respective group entities.

		本集團 THE GROUP	
		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
美元	United States dollars	100,121	54,197

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24. 其他財務資產

出售附屬公司時應收代價之結餘、應收聯營公司款項及應收一家共同控制實體之款項乃無抵押、免息及於要求時償還。

於二零零四年三月一日，本集團與本集團之共同控制實體武漢晶科信息產業有限公司（「晶科信息」）訂立貸款協議，據此，本集團同意授出一項最多為人民幣15,000,000元（約相等於14,151,000港元）之非循環抵押貸款予晶科信息。該貸款按匯豐銀行最優惠利率計息。本年度之實際利率介乎7.75厘至8厘（二零零五年：介乎5厘至7.75厘）。該貸款由晶科信息各股東將各自於晶科信息之股本權益抵押予本集團作抵押。貸款本金及利息已於二零零五年十二月三十一日屆滿。本公司於本年度就全部款項作出準備。

24. OTHER FINANCIAL ASSETS

The balance of consideration receivable from disposal of subsidiaries, amounts due from associates and amount due from a jointly controlled entity are unsecured, interest-free and repayable on demand.

On 1st March, 2004, the Group entered into a loan agreement with 武漢晶科信息產業有限公司 Wuhan Jingke Information Industry Co., Ltd. ("Jingke information"), a jointly controlled entity of the Group, pursuant to which the Group agreed to grant a non-revolving secured loan of up to RMB15,000,000 (equivalent to approximately HK\$14,151,000) to Jingke Information. The loan carried interest at HSBC prime rate. The effective interest rate ranged from 7.75% to 8% (2005: 5% to 7.75%) in the current year. The loan is secured by each of the shareholders of Jingke Information by charging their respective equity interests in Jingke Information to the Group. The loan principal and interest have expired on 31st December, 2005. Allowance for the whole amount is made in this year.

25. 授予一家關連公司之貸款

授予一家關連公司貸款之詳情如下：

25. LOAN TO A RELATED COMPANY

Particulars of the loan from a related party are as follows:

有關人士 名稱	擁有權益之 董事名稱	於二零零六年 十二月三十一日 之結餘	於二零零五年 十二月三十一日 之結餘	於年內尚 未償還之 最高款額 Maximum amount outstanding during the year
Name of related party	Name of interested director	Balance at 12.31.2006 千港元 HK\$'000	Balance at 12.31.2005 千港元 HK\$'000	千港元 HK\$'000
Hatch Projects Limited (「HPL」)	謝錦輝	1,201	—	1,201
Hatch Projects Limited (「HPL」)	Tse Kam Fai			

25. 授予一家關連公司之貸款 (續)

於二零零六年十二月十五日，本公司之全資附屬公司國泰集團有限公司（「國泰」）與HPL（一家於澳洲註冊成立之公司，從事物業投資業務，本集團擁有其10%之實際權益）訂立一份貸款協議。本公司委派一名董事擔任HPL之董事。根據貸款協議，國泰將應HPL之要求提供最多為5,000,000澳洲元（約相等於30,657,000港元）之現金墊款。該等貸款乃以HPL所擁有之物業、HPL所有資產之押記契約及HPL之承諾、其他股東持有之HPL所有已發行股份之股份按揭及HPL Unit Trust之已發行單位之單位按揭作抵押。該等貸款年利率為17.5厘，並須於首次提用日期起一年內償還。

26. 可供銷售投資

可供銷售投資包括：

股本證券	Equity securities
非上市股份，按成本	Unlisted shares, at cost
減：已確認之減值虧損	Less: Impairment losses recognised

該款項指本集團於中國成立之私人實體雲南綠大地生物科技股份有限公司（「雲南」）之17.78%股本權益，雲南初次乃本集團擁有20%權益之聯營公司，及由於本年度其他股東額外出資而於雲南之權益有所攤薄。

於二零零六年十二月三十一日，董事參照出售本公司之全資附屬公司Treasure Land Enterprise Limited（「Treasure Land」）（持有雲南之權益）之買賣協議之代價審閱其賬面值，因此，本公司於綜合財務報表內確認減值虧損5,853,000港元。

25. LOAN TO A RELATED COMPANY (Continued)

On 15th December, 2006, Cathay Holdings Limited ("Cathay"), a wholly-owned subsidiary of the Company, entered into a loan agreement with HPL, a company incorporated in Australia and is engaged in the business of property investment, in which the Group has 10% beneficial interests. The Company designated one of its directors as a director of HPL. Pursuant to the loan agreement, Cathay will provide cash advances of up to 5,000,000 Australian Dollar (equivalent to approximately HK\$30,657,000) upon the request of HPL. The loan is secured on properties owned by HPL, deed of charge over all the assets and undertakings of HPL, mortgage of shares over all the issued shares in HPL held by other shareholders, and mortgage of units over all the issued units in the HPL Unit Trust. The loan bears interest at 17.5% per annum and is repayable in one year from the first drawn date.

26. AVAILABLE-FOR-SALE INVESTMENT

Available-for-sale investment comprises:

	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
股本證券		
非上市股份，按成本	45,853	-
減：已確認之減值虧損	(5,853)	-
	40,000	-

The amount represents the Group's 17.78% equity interests in Yunnan Green-Land Biological and Science Company Limited ("Yunnan"), a private entity established in the PRC. Yunnan initially was a 20% held associate of the Group and there is a dilution of interests in Yunnan due to additional capital contribution from other shareholders during the year.

At 31st December, 2006, the directors reviewed its carrying amount with reference to the consideration in a sale and purchase agreement to dispose of Treasure Land Enterprise Limited ("Treasure Land"), a wholly-owned subsidiary of the Group and which holds the entire interests in Yunnan, and accordingly an impairment loss of HK\$5,853,000 was recognised in the consolidated financial statements.

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26. 可供銷售投資 (續)

由於合理公平值估計之範圍非常重大，以致本公司董事認為彼等之公平值不能可靠地計量，故該等款額乃按成本減於結算日之減值後計量。

27. 持有作買賣之投資

該款項乃於香港及中國上市股本證券之投資，該等證券乃持有作買賣用途。

28. 應付賬款

於結算日，應付賬款按發票日期所作之賬齡分析如下：

30日內	Within 30 days
31至90日	31 to 90 days
91至180日	91 to 180 days
181至365日	181 to 365 days
超過365日	Over 365 days

於二零零五年十二月三十一日董事認為應付賬款之賬面值與其公平值相若。

26. AVAILABLE-FOR-SALE INVESTMENT (Continued)

The amount is measured at cost less impairment at the balance sheet date because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

27. INVESTMENTS HELD FOR TRADING

The amount represents investments in Hong Kong and the PRC listed equity securities which are held for trading.

28. TRADE PAYABLES

The aged analysis of trade payables at the balance sheet date, based on invoice date, is as follows:

		本集團 THE GROUP	
		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
		-	33,602
		-	10,152
		-	5,867
		-	1,251
		-	1,130
		-	52,002

At 31 December, 2005, the directors consider the carrying value of the trade payables approximate its fair value.

29. 股本

29. SHARE CAPITAL

		股份數目 Number of shares	金額 Amount 千港元 HK\$'000
每股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each		
法定：	Authorised:		
於二零零五年一月一日、 二零零五年十二月三十一日 及二零零六年十二月三十一日	At 1st January, 2005, 31st December, 2005 and 31st December, 2006	30,000,000,000	300,000
已發行及繳足：	Issued and fully paid:		
於二零零五年一月一日及 二零零五年十二月三十一日	At 1st January, 2005 and 31st December, 2005	14,353,310,755	143,533
於二零零六年五月十一日配售 每股面值0.01港元之新股(附註)	Placing of new shares of HK\$0.01 each on 11th May, 2006 (note)	2,870,000,000	28,700
於二零零六年十二月三十一日	At 31st December, 2006	17,223,310,755	172,233

附註：於二零零六年四月二十一日，本公司訂立一份配售協議，按每股0.03港元總共向獨立投資者配售2,870,000,000股新股（「配售」）。配售所籌集之所得款項淨額約為83,674,000港元，該等款項將用於撥付投資資本及作為一般營運資金。

Note: On 21st April, 2006, the Company entered into a placing agreement with a placing agent for placing an aggregate of 2,870,000,000 new shares at HK\$0.03 per share (the "Placing") to independent investors. The net proceeds raised by the Placing amounted to approximately HK\$83,674,000, which would be used to finance capital investments and as general working capital.

30. 購股權

30. SHARE OPTIONS

按本公司於二零零二年五月三十日舉行之股東週年大會上通過之普通決議案，本公司採納一項新購股權計劃（「新計劃」）。新計劃取代於二零零零年十一月十七日採納之購股權計劃（「舊計劃」），惟並不影響於舊計劃終止前根據舊計劃授出之任何購股權。採納新計劃後，概無按舊計劃授出其他購股權。

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 30th May, 2002, a new share option scheme (the "New Scheme") was adopted by the Company. The New Scheme replaced the share option scheme adopted on 17th November, 2000 (the "Old Scheme") but without prejudice to any share options previously granted under the Old Scheme prior to its termination. After the adoption of the New Scheme, no further options can be granted under the Old Scheme.

本公司設立新計劃，旨在嘉獎及酬謝對推動本集團業務成功之合資格參與人。新計劃之合資格參與人包括董事（包括執行及非執行董事）、本集團其他僱員及本集團不時之專業顧問及業務顧問（董事認為對本集團發展及增長曾經或可能作出貢獻者）。新計劃於二零零二年五月三十日生效，且除非以其他方式註銷或修訂，將自該日期起10年期間內有效。

The Company operates the New Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the New Scheme include the directors (including executive and non-executive directors), other employees and any professional advisor and business consultant of the Group from time to time determined by the directors as having contributed or who may contribute to the development and growth of the Group. The New Scheme became effective on 30th May, 2002 and, unless otherwise cancelled or amended, remains in force for 10 years from that date.

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30. 購股權 (續)

除非獲本公司股東批准，因行使按新計劃或本公司採納之任何其他購股權計劃將予授出之所有購股權而可予發行之股份總數，不得超過本公司於採納日期已發行股份之10%。

除非獲本公司股東批准，於任何十二個月期間，每位參與人按新計劃或本公司採納之任何其他購股權計劃獲授之購股權（包括已行使及尚未行使）行使時，已發行及將予發行之本公司股份總數，不得超過本公司已發行股份之1%。如授出之購股權涉及之股份數目超逾以上限額，須在股東大會上獲股東批准。

因行使按新計劃及本公司之任何其他計劃已授出但尚未行使之所有購股權而可予發行之股份總數，不得超過不時已發行股份之30%。如授出購股權將導致超逾以上限額，則不得根據本公司任何購股權計劃授出購股權。

如向本公司董事、主要行政人員或主要股東或彼等各自之聯繫人授出購股權，事前須經獨立非執行董事（不計身為購股權候任承授人之任何獨立非執行董事）批准。此外，如於任何十二個月期間向本公司主要股東或獨立非執行董事或彼等各自之聯繫人授出之購股權涉及之股份數目超逾本公司於任何時間已發行股份之0.1%，及總值（按本公司股份於授出日期之正式收市價計算）超逾5,000,000港元，事前須在股東大會上獲股東批准。

授出購股權之建議由提出建議當日起計28日內可供接納，惟承授人須支付合共1港元之象徵式代價。每份購股權於該份購股權被接納當日（行使期間之開始）起即已歸屬。於購股權獲接納當日起計一星期至董事將知會每位承授人之日期（不得遲於新計劃採納當日起計10年）止之期間內，購股權可隨時按新計劃之條款行使。

30. SHARE OPTIONS (Continued)

Unless approved by shareholders of the Company, shares which may be issued upon exercise of all options to be granted under the New Scheme or any other share option scheme adopted by the Company must not in aggregate exceed 10% of the shares of the Company in issue on the date of adoption.

Unless approved by shareholders of the Company, the total number of shares of the Company issued and to be issued upon the exercise of the options granted to each participant (including both exercised and unexercised options) under the New Scheme or any other share option scheme adopted by the Company in any 12-month period must not exceed 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

The limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other schemes of the Company must not exceed 30% of the shares in issue from time to time. No options may be granted under any share option schemes of the Company if this will result in the limit being exceeded.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors (excluding any independent non-executive director who is a proposed grantee of the share options). In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the official closing price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. Each share option vested immediately at the date when the option is accepted, which is the commencement of the exercise period. An option may be exercised in accordance with the terms of the New Scheme at any time during the period commencing one week from the date on which the option is accepted and expiring on a date to be notified by the directors to each grantee, which shall not be more than 10 years from the date on which the New Scheme is adopted.

30. 購股權 (續)

因行使購股權將予發行之本公司股份之認購價不得低於以下各項中之較高數值：(i)本公司股份於授出日期在聯交所發出之每日報價表所示之收市價；(ii)本公司股份於緊接授出日期前五個營業日在聯交所發出之每日報價表所示之收市價平均值；及(iii)本公司股份於授出日期之面值。董事會將於向參與人提呈購股權時釐定認購價。

於採納新計劃十週年當日以後，不可再按新計劃授出購股權。

於截至二零零六年十二月三十一日止兩個年度各年內，本公司根據舊計劃向本集團執行董事及全職僱員授出購股權以認購本公司股份，詳情如下：

30. SHARE OPTIONS (Continued)

The subscription price for the shares of the Company to be issued upon exercise of the options shall be no less than the higher of (i) the closing price of the shares of the Company as stated in the daily quotation sheet issued by the Stock Exchange on the date of grant; (ii) the average closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share of the Company on the date of grant. The subscription price will be established by the board of directors at the time the option is offered to the participants.

No options may be granted under the New Scheme after the date of the 10th anniversary of the adoption of the New Scheme.

Details of options granted by the Company under the Old Scheme to the executive directors and full-time employees of the Group to subscribe for shares in the Company during each of the two years ended 31st December, 2006 are as follows:

授出日期	行使期間	行使價	購股權數目		
			於二零零六年 一月一日 尚未行使	年內失效	於二零零六年 十二月三十一日 尚未行使
Date of grant	Exercise period	Exercise price 港元 HK\$	Outstanding at 1.1.2006	Lapsed during the year	Outstanding at 31.12.2006
一九九七年 七月七日 7.7.1997	一九九七年七月十五日至 二零零七年七月十四日 15.7.1997 to 14.7.2007	0.3800	900,000	—	900,000
二零零一年 三月九日 9.3.2001	二零零一年三月二十日至 二零一零年十一月十六日 20.3.2001 to 16.11.2010	0.1945	9,000,000	—	9,000,000
二零零一年 三月九日 9.3.2001	二零零一年三月二十一日至 二零一零年十一月十六日 21.3.2001 to 16.11.2010	0.1945	120,000,000	(30,000,000)*	90,000,000
二零零一年 三月九日 9.3.2001	二零零一年三月二十二日至 二零一零年十一月十六日 22.3.2001 to 16.11.2010	0.1945	1,500,000	—	1,500,000
二零零一年 七月二十三日 23.7.2001	二零零一年八月二日至 二零零六年七月二十六日 2.8.2001 to 26.7.2006	0.1945	25,000,000	(25,000,000)*	—

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30. 購股權 (續)

30. SHARE OPTIONS (Continued)

授出日期	行使期間	行使價	購股權數目		
			於二零零六年 一月一日 尚未行使 Outstanding at 1.1.2006	年內失效 Lapsed during the year	於二零零六年 十二月三十一日 尚未行使 Outstanding at 31.12.2006
Date of grant	Exercise period	Exercise price 港元 HK\$			
二零零一年 七月二十三日 23.7.2001	二零零一年八月十五日至 二零零六年八月八日 15.8.2001 to 8.8.2006	0.1945	48,862,800	(48,862,800)*	–
二零零一年 七月二十三日 23.7.2001	二零零二年一月一日至 二零零六年十二月三十一日 1.1.2002 to 31.12.2006	0.1945	28,546,050	(28,546,050)*	–
二零零一年 七月二十三日 23.7.2001	二零零二年一月一日至 二零零六年十二月三十一日 1.1.2002 to 31.12.2006	0.1945	1,054,100	(1,054,100)#	–
二零零一年 七月二十三日 23.7.2001	二零零二年七月一日至 二零零七年六月三十日 1.7.2002 to 30.6.2007	0.1945	29,600,150	(29,296,050)*	304,100
二零零一年 八月十三日 13.8.2001	二零零二年一月一日至 二零零六年十二月三十一日 1.1.2002 to 31.12.2006	0.1945	750,000	(750,000)*	–
二零零一年 八月十三日 13.8.2001	二零零二年七月一日至 二零零七年六月三十日 1.7.2002 to 30.6.2007	0.1945	750,000	–	750,000
			265,963,100	(163,509,000)	102,454,100
上表所列董事持有之購股權詳情 Details of the share options held by directors included in the above table			66,060,000	(35,160,000)	30,900,000
加權平均行使價 Weighted average exercise price			0.1949	0.1945	0.1954

30. 購股權 (續)

30. SHARE OPTIONS (Continued)

授出日期	行使期間	行使價	購股權數目		
			於二零零五年 一月一日 尚未行使 Outstanding at 1.1.2005	年內失效 Lapsed during the year	於二零零五年 十二月三十一日 尚未行使 Outstanding at 31.12.2005
Date of grant	Exercise period	Exercise price 港元 HK\$			
一九九七年 七月七日 7.7.1997	一九九七年七月十五日至 二零零七年七月十四日 15.7.1997 to 14.7.2007	0.3800	900,000	-	900,000
二零零一年 三月九日 9.3.2001	二零零一年三月二十日至 二零一零年十一月十六日 20.3.2001 to 16.11.2010	0.1945	9,000,000	-	9,000,000
二零零一年 三月九日 9.3.2001	二零零一年三月二十一日至 二零一零年十一月十六日 21.3.2001 to 16.11.2010	0.1945	120,000,000	-	120,000,000
二零零一年 三月九日 9.3.2001	二零零一年三月二十二日至 二零一零年十一月十六日 22.3.2001 to 16.11.2010	0.1945	1,500,000	-	1,500,000
二零零一年 七月二十三日 23.7.2001	二零零一年八月二日至 二零零六年七月二十六日 2.8.2001 to 26.7.2006	0.1945	25,000,000	-	25,000,000
二零零一年 七月二十三日 23.7.2001	二零零一年八月四日至 二零零六年七月二十八日 4.8.2001 to 28.7.2006	0.1945	25,000,000	(25,000,000)*	-
二零零一年 七月二十三日 23.7.2001	二零零一年八月十五日至 二零零六年八月八日 15.8.2001 to 8.8.2006	0.1945	48,862,800	-	48,862,800
二零零一年 七月二十三日 23.7.2001	二零零二年一月一日至 二零零六年十二月三十一日 1.1.2002 to 31.12.2006	0.1945	49,698,550	(20,098,400)*	29,600,150
二零零一年 七月二十三日 23.7.2001	二零零二年七月一日至 二零零七年六月三十日 1.7.2002 to 30.6.2007	0.1945	49,698,550	(20,098,400)*	29,600,150

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30. 購股權 (續)

30. SHARE OPTIONS (Continued)

授出日期	行使期間	行使價	購股權數目		
			Number of share options		
Date of grant	Exercise period	Exercise price 港元 HK\$	於二零零五年	於二零零五年	
			一月一日	十二月三十一日	
			尚未行使	年內失效	尚未行使
			Outstanding	Lapsed	Outstanding
			at	during	at
			1.1.2005	the year	31.12.2005
二零零一年 八月十三日 13.8.2001	二零零二年一月一日至 二零零六年十二月三十一日 1.1.2002 to 31.12.2006	0.1945	750,000	-	750,000
二零零一年 八月十三日 13.8.2001	二零零二年七月一日至 二零零七年六月三十日 1.7.2002 to 30.6.2007	0.1945	750,000	-	750,000
			331,159,900	(65,196,800)	265,963,100
上表所列董事持有之購股權詳情 Details of the share options held by directors included in the above table			66,060,000	-	66,060,000
加權平均行使價 Weighted average exercise price			0.1948	0.1945	0.1949
* 該等購股權於承授人不再為本集團合資格 參與者三個月後失效。			* These share options were lapsed three months after the grantees ceased to be eligible participant of the Group.		
# 該等購股權由於行使期屆滿而失效。			# These share options were lapsed due to the expiry of exercise period.		

30. 購股權 (續)

由二零零五年一月一日至二零零六年十二月三十一日止兩個年度各年內，本公司根據新計劃向本集團僱員授出購股權以認購本公司股份，詳情如下：

授出日期	行使期間	行使價	購股權數目				
			於二零零五年一月一日尚未行使	於二零零五年一月一日及二零零六年一月一日年內失效	於二零零五年十二月三十一日及二零零六年一月一日尚未行使	於二零零六年十二月三十一日年內失效	於二零零六年十二月三十一日尚未行使
Date of grant	Exercise period	Exercise price 港元 HK\$	Outstanding	Lapsed	Outstanding	Lapsed	Outstanding
			at 1.1.2005	during the year	at 31.12.2005 and 1.1.2006	during the year	at 31.12.2006
其他僱員 Other employees							
二零零三年十月十四日 14.10.2003	二零零三年十一月二十八日 至二零零八年十一月二十六日 28.11.2003 to 26.11.2008	0.0754	40,000,000	(20,000,000)*	20,000,000	(5,000,000)*	15,000,000

* 該等購股權於承授人不再為本集團合資格參與者三個月後失效。

* These share options were lapsed three months after the grantees ceased to be eligible participant of the Group.

於二零零六年及二零零五年，概無根據新計劃向本公司董事授出購股權。

No share options were granted to the directors of the Company under the New Scheme in 2006 and 2005.

於二零零六年十二月三十一日，根據購股權計劃已授出但尚未行使之購股權所涉及之股數為117,454,100股（二零零五年：285,963,100股），佔本公司當日已發行股份之0.7%（二零零五年：2.0%）。

At 31st December, 2006, the number of shares in respect of which options had been granted and remaining outstanding under the share option schemes was 117,454,100 (2005: 285,963,100) representing 0.7% (2005: 2.0%) of the shares of the Company in issue at that date.

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31. 退休福利計劃

本集團根據強制性公積金計劃條例設有定額供款公積金退休計劃（「強積金計劃」），以供有資格參與強積金計劃之僱員參加。供款乃按僱員底薪之某個百分比或強積金計劃所規定之強制性供款上限支付，並於有關款項根據強積金計劃之規則須予支付時自綜合損益表扣除。強積金計劃之資產由與本集團分開管理之獨立管理基金持有。本集團之僱主供款於付予強積金計劃時即悉數歸僱員所有。

本集團設於其他司法權區之附屬公司之僱員已參加各自司法權區政府管理之國家管理退休福利計劃。該等附屬公司須根據僱員薪金之某個百分比向退休福利計劃供款。本集團對退休福利計劃之唯一責任為作出指定供款。

年內，自綜合損益表中扣除之總成本300,000港元（二零零五年：581,000港元）指本集團按該等計劃規定之指定供款率作出之應付供款。

31. RETIREMENT BENEFIT SCHEMES

The Group operates a defined contribution retirement benefit scheme under the Mandatory Provident Fund Schemes Ordinance (the "MPF Scheme"), for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries or the maximum mandatory contribution as required by the MPF Scheme and are charged to the consolidated income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The employer's contributions of the Group vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiary in other jurisdictions are members of a state-managed retirement benefit scheme operated by the government of the respective jurisdiction. The subsidiaries are required to contribute a specific percentage of their payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions.

During the year, the total cost charged to consolidated income statement of HK\$300,000 (2005: HK\$581,000) represents contributions payable to these schemes by the Group at rates specified in the rules of the schemes.

32. 遞延稅項

附屬公司確認之遞延稅項資產(負債)之
主要項目及本年度之變動載列如下:

32. DEFERRED TAXATION

The major components of the deferred tax assets (liabilities) recognised by
subsidiaries and movements thereon during the year are as follows:

		加速 稅項折舊	存貨、貿易 及其他應收 款項準備 Allowances for inventories, trade and other receivables	物業、廠房 及設備減值 虧損 Impairment loss of property, plant and equipment	重估物業 Revaluation of properties	稅項虧損 Tax losses	其他 Others	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零零五年 一月一日	At 1st January, 2005	1,627	3,414	436	-	291	974	6,742
匯兌調整	Currency realignments	31	66	8	-	6	18	129
年內扣除自 綜合損益表	Charge to consolidated income statement for the year	(216)	(213)	(39)	-	(297)	(375)	(1,140)
於二零零五年 十二月三十一日	At 31st December, 2005	1,442	3,267	405	-	-	617	5,731
年內(計入)扣除自 綜合損益表	(Credit) charge to consolidated income statement for the year	-	-	-	(1,663)	1,016	(519)	(1,166)
計入股本	Credit to equity	-	-	-	(579)	-	-	(579)
出售附屬公司時 撇銷	Eliminated on disposal of subsidiaries	(1,442)	(3,267)	(405)	-	-	(98)	(5,212)
於二零零六年 十二月三十一日	At 31st December, 2006	-	-	-	(2,242)	1,016	-	(1,226)

於結算日，本集團已動用可用於抵銷未來溢利之稅項虧損955,294,000港元(二零零五年:933,121,000港元)。就有關虧損5,806,000港元(二零零五年:無)已確認遞延稅項虧損。由於未來溢利流量無法預測，並無就餘下949,488,000港元(二零零五年:933,121,000港元)確認遞延稅項資產。

At the balance sheet date, the Group has used tax losses of HK\$955,294,000 (2005: HK\$933,121,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$5,806,000 (2005: Nil) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$949,488,000 (2005: HK\$933,121,000) due to the unpredictability of future profit streams.

於結算日，本集團亦有2,290,000港元(二零零五年:2,821,000港元)之可扣除暫時差額。由於可能並無應課稅溢利可用以抵銷可扣除暫時差額，故遞延稅項資產並未確認有關可扣除暫時差額。

At the balance sheet date, the Group also has other deductible temporary differences of HK\$2,290,000 (2005: HK\$2,821,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary difference can be utilised.

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33. 出售附屬公司及已終止業務

誠如附註8所述，於二零零六年九月三十日，本集團於出售出售集團時終止其高科技電腦及服務器製造及相關業務。

於二零零六年七月十五日，本集團與獨立第三方王文生先生訂立一份買賣協議，以出售其於盛隆房地產經紀（北京）有限公司之全部股權，就此所涉及之代價為人民幣10,000元（相等於9,000港元）。該交易於二零零六年十二月十五日完成。

此外，於二零零六年十二月十四日，本集團與獨立第三方Angel Win Limited訂立一份買賣協議，以出售其於Pulrose Limited之全部股權，就此所涉及之代價為1.00美元（相等於7.8港元）。該交易於二零零六年十二月一日完成。

33. DISPOSAL OF SUBSIDIARIES AND DISCONTINUED OPERATIONS

As referred to in noted 8, on 30th September, 2006, the Group discontinued its high-tech computers and servers manufacturing and related business upon the disposal of the Disposal Group.

On 15th July, 2006, the Group has entered into a sale and purchase agreement with 王文生先生, an independent third party, to dispose of its 100% equity interest in 盛隆房地產經紀(北京)有限公司 for a consideration of RMB10,000 (equivalent to HK\$9,000). The transaction was completed on 15th December, 2006.

In addition, on 14th December, 2006, the Group has entered into a sale and purchase agreement with Angel Win Limited, an independent third party, to dispose of its 100% equity interest in Pulrose Limited for a consideration of US\$1.00 (equivalent to HK\$7.8). The transaction was completed on 1st December, 2006.

33. 出售附屬公司及已終止業務
(續)

出售集團、盛隆房地產經紀(北京)有限公司及Pulrose Limited於出售日期之資產淨值如下:

33. DISPOSAL OF SUBSIDIARIES AND DISCONTINUED OPERATIONS (Continued)

The net assets of the Disposal Group, 盛隆房地產經紀(北京)有限公司 and Pulrose Limited at the date of disposal were as follows:

		千港元 HK\$'000
所出售之資產淨值	NET ASSETS DISPOSED OF	
於聯營公司之權益	Interest in associates	22,526
物業、廠房及設備	Property, plant and equipment	8,116
遞延稅項資產	Deferred tax assets	5,212
存貨	Inventories	44,649
應收賬款	Trade receivables	160,932
其他應收款項	Other receivables	17,316
銀行結餘、存款及現金	Bank balances, deposits and cash	9,260
應付賬款	Trade payables	(42,943)
集團內公司間債務	Intercompany debts	(27,574)
其他應付款項、已收按金及應計費用	Other payables, deposits received and accrued charges	(82,931)
銀行借貸	Bank borrowings	(50,301)
應付稅項	Taxation payable	(2,525)
		61,737
出售附屬公司時調撥儲備	Release of reserve on disposal of subsidiaries	(1,295)
豁免應收已出售附屬公司之款項	Waiver of amount due from disposed subsidiaries	10,140
出售高科技電腦及服務器製造及相關業務之收益	Gain on disposal of high-tech computers and servers manufacturing and related business operations	21,352
出售其他附屬公司虧損	Loss on disposal of other subsidiaries	(579)
總代價	Total consideration	91,355
以下列方式支付:	Satisfied by:	
現金	Cash	62,855
於出售出售附屬公司時應收代價之結餘	Balance of consideration receivable from disposal of the Disposal Group	28,500
		91,355
出售產生之現金流量淨額:	Net cash inflow arising on disposal:	
現金代價	Cash consideration	62,855
所出售之銀行結餘、存款及現金	Bank balances, deposits and cash disposed of	(9,260)
		53,595

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33. 出售附屬公司及已終止業務 (續)

出售出售集團所收取之代價結餘將由買方於二零零七年九月三十日或之前以現金償還。

於本期間及過往期間，出售集團對本集團之業績及現金流量之影響於附屬8內披露。其他出售公司並無對本集團之業績及現金流量產生任何重大影響。

34. 經營租約安排

本集團作為承租方

於結算日，本集團根據於以下年期屆滿之不可撤銷物業經營租約之日後最低應付租金承擔如下：

一年內	Within one year	497	348
第二年至第三年內	Within two to three years	331	337
		828	685

經營租約安排指本集團就若干辦公室及員工宿舍應付之租金。商議之租約為期一至三年。

本集團作為出租方

本集團根據經營租約安排出租投資物業，租賃期為一年至二十年不等。租賃條款通常要求租戶支付抵押金，並根據當時之市況定期調整租金。

本年度之物業租金收入為9,316,000港元（二零零五年：8,830,000港元）。

33. DISPOSAL OF SUBSIDIARIES AND DISCONTINUED OPERATIONS (Continued)

The balance of consideration receivable from disposal of the Disposal Group will be settled in cash by the purchaser on or before 30th September, 2007.

The impact of the Disposal Group on the Group's results and cash flows in the current and prior periods is disclosed in note 8. The impact of the other disposed companies has no material effect on the Group's results and cash flows.

34. OPERATING LEASE ARRANGEMENTS

The Group as lessee

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

二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
497	348
331	337
828	685

The operating lease payments represent rental payable by the Group for certain of its office premises and staff quarters. Leases are negotiated for a term ranged from one to three years.

The Group as lessor

The Group leases its investment properties under operating lease arrangements, with lease terms ranging from one to twenty years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

Property rental income earned during the year was HK\$9,316,000 (2005: HK\$8,830,000).

34. 經營租約安排 (續)

本集團作為出租方 (續)

於結算日，本集團與租戶訂定之日後最低應付租金如下：

		本集團 THE GROUP	
		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000
一年內	Within one year	12,798	8,990
第二年至第五年內 (首尾兩年包括在內)	In the second to fifth year inclusive	29,460	29,767
五年後	After five years	11,400	12,258
		53,658	51,015

34. OPERATING LEASE ARRANGEMENTS (Continued)

The Group as lessor (Continued)

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

35. 其他承擔

於二零零六年十二月十五日，國泰與HPL訂立一份貸款協議。根據貸款協議，國泰將向HPL提供最多5,000,000澳洲元（相等於30,657,000港元）之現金墊款。於二零零六年十二月三十一日，國泰已向HPL提供1,201,000港元之墊款。

35. OTHER COMMITMENT

On 15th December, 2006, Cathay entered into a loan agreement with HPL. Pursuant to the loan agreement, Cathay will provide cash advances up to 5,000,000 Australian dollars (equivalent to HK\$30,657,000) to HPL. At 31st December, 2006, advances of HK\$1,201,000 was already made to HPL.

36. 或然負債

本公司已於二零零五年一月二十六日與中信實業銀行武漢分行簽訂人民幣8,000,000元（約相等於7,962,000港元）之公司擔保，作為其向本集團一間共同控制實體批出上限與上述保證金額相同之銀行授信之抵押。根據該共同控制實體與中信實業銀行訂立之貸款協議，擔保期限由銀行授信到期日起計兩年。於二零零六年十二月三十一日，該銀行授信獲悉數償還。於二零零五年十二月三十一日，該共同控制實體已悉數使用該銀行授信。

36. CONTINGENT LIABILITIES

On 26th January, 2005, the Company has executed a corporate guarantee of RMB8,000,000 (equivalent to approximately HK\$7,962,000) in favour of CITIC Industrial Bank, Wuhan Branch in respect of a loan facility of up to the abovementioned guarantee amount granted to a jointly controlled entity of the Group. Pursuant to the loan agreement entered into between the jointly controlled entity and CITIC Industrial Bank, the guarantee is for a period of two years from the due date of the loan facility. As at 31st December, 2006, the loan facility was fully repaid. As at 31st December, 2005, the loan facility was fully utilised by such jointly controlled entity.

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37. 有關人士交易

- (a) 於二零零四年三月一日，本集團與本集團之共同控制實體武漢晶科信息產業有限公司（「晶科信息」）訂立貸款協議，據此，本集團同意向晶科信息授出一項最多為人民幣15,000,000元（約相等於14,151,000港元）之非循環抵押貸款。該貸款按匯豐銀行最優惠利率計息。本年度之實際利率介乎7.75厘至8厘（二零零五年：介乎5厘至7.75厘）。該貸款由晶科信息各股東將各自於晶科信息之權益抵押予本集團作抵押。貸款本金及利息已於二零零五年十二月三十一日到期。本公司已於本年度對全部款項作出準備。
- (b) 本公司已於二零零五年一月二十六日與中信實業銀行武漢分行簽訂人民幣8,000,000元（約相等於7,692,000港元）之公司擔保，作為其向本集團一間共同控制實體批出上限與上述保證金額相同之銀行授信之抵押。根據該共同控制實體與中信實業銀行訂立之貸款協議，擔保期限由銀行授信到期日起計兩年。於二零零五年十二月三十一日，該共同控制實體已悉數使用該銀行授信。於二零零六年十二月三十一日，一家集團公司已悉數償還銀行授信。
- (c) 於本年度，本公司就統一企業服務有限公司所提供之公司秘書服務支付300,000港元，本公司執行董事謝錦輝先生亦為該公司之董事。
- (d) 於本年度，本公司透過Thing On Securities Limited（「Thing On」）買賣上市證券，本公司董事王聰德先生亦為Thing On之董事。本集團支付Thing On約673,000港元作為安排佣金。

37. RELATED PARTY TRANSACTIONS

- (a) On 1st March, 2004, the Group entered into a loan agreement with 武漢晶科信息產業有限公司 Wuhan Jingke Information Industry Co., Ltd. ("Jingke information"), a jointly controlled entity of the Group, pursuant to which the Group agreed to grant a non-revolving secured loan of up to RMB15,000,000 (equivalent to approximately HK\$14,151,000) to Jingke Information. The loan carried interest at HSBC prime rate. The effective interest rate ranged from 7.75% to 8% (2005: 5% to 7.75%) in the current year. The loan is secured by each of the shareholders of Jingke Information by charging their respective equity interests in Jingke Information to the Group. The loan principal and interest have expired on 31st December, 2005. Allowance for the whole amount is made in the current year.
- (b) On 26th January, 2005, the Company has executed a corporate guarantee of RMB8,000,000 (equivalent to approximately HK\$7,692,000) in favour of CITIC Industrial Bank, Wuhan Branch in respect of a loan facility of up to the abovementioned guarantee amount granted to a jointly controlled entity of the Group. Pursuant to the loan agreement entered into between the jointly controlled entity and CITIC Industrial Bank, the guarantee is for a period of 2 years from the due date of the loan facility. As at 31st December, 2005, the loan facility was fully utilised by such jointly controlled entity. As at 31st December, 2006, the loan facility was fully repaid by a group company.
- (c) During the year, the Company paid HK\$300,000 for the corporate secretarial services provided by Uni-1 Corporate Services Limited. Mr. Tse Kam Fai, an executive director of the Company, is also a director of the said company.
- (d) During the year, the Group has traded listed securities through Thing On Securities Limited ("Thing On"), of which Mr. Wong Chung Tak, an executive director of the Company, is also a director of Thing On. The Group paid approximately HK\$673,000 to Thing On as handling commission.

38. 結算日後事項

- (a) 於二零零七年一月十八日，董事建議本公司股東批准將本公司已發行及未發行之普通股股本中每20股每股0.01港元之股份合併為每股0.20港元之1股股份。合併本公司股份一事於二零零七年二月十二日舉行之股東特別大會上經本公司股東批准。
- (b) 於二零零七年一月二十三日，本公司之全資附屬公司Asset Partners Group Limited完成收購Twente之51%股權，就此所涉及之代價為63,000,000港元。代價以發行本公司股份之方式支付。

董事認為，披露Twente各類資產、負債及或然負債於收購日期之賬面值及公平值不可行，原因是截至綜合財務報表刊發日期止，有關賬面值及公平值之資料尚未落實。

- (c) 於二零零七年二月二十七日，本公司與獨立第三方Lucy Tin Chua訂立一份協議，以購買於Sharp World Investments Limited（「Sharp World」）之全部股權及授予Sharp World之股東貸款，就此所涉及之代價為17,500,000港元。

董事認為，披露Sharp World各類資產、負債及或然負債於收購日期之賬面值及公平值不可行，原因是截至綜合財務報表刊發日期止，有關賬面值及公平值之資料尚未落實。

- (d) 於二零零七年三月十六日，本公司與Agricultural Technology (Hongkong) Holdings Limited訂立一份買賣協議，以出售其於Treasure Land之全部股權，就此所涉及之代價為人民幣40,051,000元（相等於40,051,000港元）。管理層預期出售將產生收益51,000港元。

38. POST BALANCE SHEET EVENTS

- (a) On 18th January, 2007, the directors proposed to the shareholders of the Company for approval of the consolidation of every twenty shares of HK\$0.01 each in the issued and unissued ordinary share capital of the Company into one share of HK\$0.20 each. The consolidation of shares of the Company was approved by the shareholders of the Company in the special general meeting held on 12th February, 2007.
- (b) On 23rd January, 2007, Asset Partners Group Limited, a wholly-owned subsidiary of the Company, completed the acquisition of 51% equity interests in Twente at a consideration of HK\$63,000,000. The consideration was satisfied by the issuance of shares of the Company.

In the opinion of the directors, it is impracticable to disclose the carrying amounts and fair values of each class of Twente's assets, liabilities and contingent liabilities at the date of acquisition as the information with respect to the carrying amounts and fair values has not yet been finalised up to the date of issue of the consolidated financial statements.

- (c) On 27th February, 2007, the Company entered into an agreement with Lucy Tin Chua, an independent third party, to purchase 100% equity interests in and the shareholder's loan to Sharp World Investments Limited ("Sharp World") at a consideration of HK\$17,500,000.

In the opinion of the directors, it is impracticable to disclose the carrying amounts and fair values of each class of Sharp World's assets, liabilities and contingent liabilities at the date of acquisition as the information with respect to the carrying amounts and fair values has not yet been finalised up to the date of issue of the consolidated financial statements.

- (d) On 16th March, 2007, the Company entered into a sale and purchase agreement with Agricultural Technology (Hongkong) Holdings Limited to sell its 100% equity interests in Treasure Land for a consideration of RMB40,051,000 (equivalent to HK\$40,051,000). The management expects there will be a gain of approximately HK\$51,000 arising from the disposal.

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39. 主要附屬公司

於二零零六年十二月三十一日，本公司
主要附屬公司詳情如下：

39. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31st December, 2006
are as follows:

公司名稱 Name of company	註冊成立/ 經營地點 Place of incorporation/ operation	已發行 普通股本之 面值/註冊資本 Nominal value of issued ordinary share capital/ registered capital	本公司所持已發行 普通股本之面值/ 註冊資本比例 直接 間接 Proportion of nominal value of issued ordinary share capital/ registered capital held by the Company		主要業務 Principal activities
			Directly	Indirectly	
奧景發展有限公司 Alpha King Development Limited	香港 Hong Kong	10,000股每股1港元 10,000 shares of HK\$1 each	-	100	物業投資 Property investment
Assets Partners Group Limited	英屬處女群島 ([英屬處女群島])	1股每股1美元	100	-	投資控股
Assets Partners Group Limited	British Virgin Islands ("BVI")	1 share of US\$1 each			Investment holding
國泰集團有限公司 Cathay Holdings Limited	香港 Hong Kong	2股每股1港元 2 shares of HK\$1 each	100	-	證券買賣、 提供金融服務 及投資控股 Securities trading, provision of financial services and investment holding
Charterhouse Holdings Limited Charterhouse Holdings Limited	英屬處女群島 BVI	1股每股1美元 1 share of US\$1 each	100	-	投資控股 Investment holding
寶漢投資有限公司 Grand Sino Investment Limited	香港 Hong Kong	2股每股1港元 2 shares of HK\$1 each	-	100	物業投資 Property investment
Hostwin Investments Limited	英屬處女群島/ 香港	1股每股1美元	100	-	證券買賣
Hostwin Investments Limited	BVI/Hong Kong	1 share of US\$1			Securities trading

39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

公司名稱 Name of company	註冊成立/ 經營地點 Place of incorporation/ operation	已發行 普通股本之 面值/註冊資本 Nominal value of issued ordinary share capital/ registered capital	本公司所持已發行 普通股本之面值/ 註冊資本比例 直接 間接 Proportion of nominal value of issued ordinary share capital/ registered capital held by the Company Directly Indirectly		主要業務 Principal activities
			直接 Directly	間接 Indirectly	
深圳科技置業有限公司 Shenzhen High-Tech Realty Limited	香港 Hong Kong	10,000股每股1港元 10,000 shares of HK\$1 each	-	100	物業投資 Property investment
茂力發展有限公司 Marax Development Limited	香港 Hong Kong	10,000股每股1港元 10,000 shares of HK\$1 each	-	100	投資控股 Investment holding
巨德發展有限公司 Megatech Development Limited	香港 Hong Kong	10,000股每股1港元 10,000 shares of HK\$1 each	-	100	物業投資 Property investment
生安發展有限公司 National Oriental Development Limited	香港 Hong Kong	10,000股每股1港元 10,000 shares of HK\$1 each	-	100	物業投資 Property investment
New Phenomenon Technology Limited	英屬處女群島	1股每股1美元	-	100	投資控股
New Phenomenon Technology Limited	BVI	1 share of US\$1 each			Investment holding
寶東發展有限公司 Oriental Grand Development Limited	香港 Hong Kong	2股每股1港元 2 shares of HK\$1 each	-	100	物業發展 Property development
Profit Ever Holdings Limited Profit Ever Holdings Limited	英屬處女群島 BVI	1股每股1美元 1 share of US\$1 each	100	-	投資控股 Investment holding
達亞控股有限公司 Stadium Holdings Limited	香港 Hong Kong	2股每股1港元 2 shares of HK\$1 each	100	-	物業持有 Property holding

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39. 主要附屬公司 (續)

39. PRINCIPAL SUBSIDIARIES (Continued)

公司名稱 Name of company	註冊成立/ 經營地點 Place of incorporation/ operation	已發行 普通股本之 面值/註冊資本 Nominal value of issued ordinary share capital/ registered capital	本公司所持已發行 普通股本之面值/ 註冊資本比例 直接 間接 Proportion of nominal value of issued ordinary share capital/ registered capital held by the Company		主要業務 Principal activities
			Directly	Indirectly	
星漢投資有限公司 Starmac Investment Limited	香港 Hong Kong	2股每股1港元 2 shares of HK\$1 each	-	100	物業投資 Property investment
Treasure Land Enterprises Limited	英屬處女群島 BVI	1股每股1美元 1 share of US\$1 each	100	-	投資控股 Investment holding
深圳市曙光數碼科技有限公司 深圳市曙光數碼科技有限公司	中國# PRC#	人民幣3,000,000元 RMB3,000,000	-	100	銷售電腦設備 Sale of computer equipment
曙光信息產業(深圳)有限公司 Dawning Information Industry (Shenzhen) Limited	中國## PRC##	152,120,000港元 HK\$152,120,000	-	100	物業租賃 Property leasing
深科高新實業(深圳)有限公司 深科高新實業(深圳)有限公司	中國## PRC##	10,000,000港元 HK\$10,000,000	-	100	物業租賃 Property leasing

在中國登記之有限公司。

Limited liability companies registered in the PRC.

於中國註冊之全外資公司。

Wholly foreign-owned enterprises registered in the PRC.

上表載列本公司截至二零零六年十二月三十一日之附屬公司，董事認為，該等公司對本集團於年內之業績有重要影響或構成本集團資產淨值之主要部份。董事認為，載列所有附屬公司之詳情，會令篇幅過於冗長。

The above table lists the subsidiaries of the Company as at 31st December, 2006 which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of all the subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

39. 主要附屬公司 (續)

概無附屬公司於本年度結束時已發行任何債券證券。

除上文另行披露者外，上述所有附屬公司均於其註冊成立地點經營。

39. PRINCIPAL SUBSIDIARIES (Continued)

None of the subsidiaries had issued any debt securities at the end of the year.

Except as otherwise disclosed, all the above subsidiaries operate in their places of incorporation.

40. 主要聯營公司

於二零零六年十二月三十一日，本集團聯營公司詳情如下：

40. PARTICULARS OF PRINCIPAL ASSOCIATES

Particulars of the Group's principal associates as at 31st December, 2006 are as follows:

公司名稱	註冊成立/ 經營地點	本公司所持 已發行股本之 面值/註冊資本比例	百分比		主要業務
			投票權	溢利分享	
Name of company	Place of incorporation/ operation	Proportion of nominal value of issued share capital/registered capital held by the Group	Voting power	Profit sharing	Principal activities
Twente Company Limited Twente Company Limited	英屬處女群島/中國 BVI/PRC	49	49	49	物業投資 Property investment
深圳市曙光信息技術有限公司 深圳市曙光信息技術有限公司	中國 PRC	24	24	24	電腦軟件相關業務 Computer software related business

所有聯營公司之業務架構均是公司。除另行披露者外，上述所有聯營公司均於其註冊成立地點經營。

The business structures of all the associates are corporates. Except as otherwise disclosed, all the above associates operate in their places of incorporation.

財務概要

FINANCIAL SUMMARY

		截至十二月三十一日止年度 Year ended 31st December,				
		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000	二零零二年 2002 千港元 HK\$'000
業績	Results					
營業額	Turnover	311,458	440,887	390,552	331,881	263,599
除稅前虧損	Loss before taxation	(112,585)	(213)	(18,386)	(172,518)	(180,552)
稅項	Taxation	(2,013)	(4,146)	(966)	(5,221)	(2,250)
年度虧損	Loss for the year	(114,598)	(4,359)	(19,352)	(177,739)	(182,802)
供分配予：	Attributable to:					
本公司股東	Equity holders of the Company	(114,598)	(4,246)	(17,275)	(176,854)	(181,427)
少數股東權益	Minority interests	-	(113)	(2,077)	(885)	(1,375)
		(114,598)	(4,359)	(19,352)	(177,739)	(182,802)
		於十二月三十一日 At 31st December,				
		二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000	二零零二年 2002 千港元 HK\$'000
資產及負債	Assets and liabilities					
總資產	Total assets	790,025	945,872	1,020,470	919,640	767,224
總負債	Total liabilities	(27,363)	(163,899)	(237,767)	(223,006)	(300,941)
		762,662	781,973	782,703	696,634	466,283
供分配予：	Attributable to:					
本公司股東	Equity holders of the Company	762,662	781,973	782,579	686,175	465,551
少數股東權益	Minority interests	-	-	124	10,459	732
		762,662	781,973	782,703	696,634	466,283

持作租賃之投資物業

INVESTMENT PROPERTIES HELD FOR RENTAL PURPOSE

地點 Location	大約建築面積 (平方米) Approximate gross floor area (square metres)	物業性質 Nature of property	本集團應佔權益 Attributable interest of the Group	租約年期 Lease term
香港灣仔 港灣道25號 海港中心19樓 04、05及06室	511	商業	100%	中期租約
Suites 04, 05 and 06 on 19th floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong	511	Commercial	100%	Medium term lease
中華人民共和國 深圳市 南山區 深圳高新技術園區沙河西路 曙光大廈	23,736	商業	100%	中期租約
Dawning Tower, Shahe Road West, Shenzhen High-tech Park, Nan Shan District, Shenzhen Shi, The People's Republic of China	23,736	Commercial	100%	Medium term lease

待售物業

PROPERTIES HELD FOR SALE

地點 Location	大約建築面積 (平方米) Approximate gross floor area (square metres)	物業性質 Nature of property	本集團應佔權益 Attributable interest of the Group	租約年期 Lease term
中華人民共和國 北京市 朝陽區四元橋西北角 順景園 第2、11及13棟	17,037	住宅	100%	長期租約
Blocks 2, 11 and 13, Shun Jing Yuan, Northwest Corner of Siyuan Bridge, Chaoyang District, Beijing, The People's Republic of China	17,037	Residential	100%	Long term lease

物業詳情

PARTICULARS OF PROPERTIES

預付租賃款項

PREPAID LEASE PAYMENTS

地點	註冊地段面積 (平方米)	本集團 應佔權益	物業性質	完成階段	預計 竣工日期	租約年期
Location	Registered site area (square metres)	Attributable interest of the Group	Nature of property	Expected Stage of construction	completion date	Lease term
香港新界粉嶺雞嶺91約 1511、1594、1595及 1598號地段	7,446	100%	農業用地	附註1	附註1	中期租約
Lot Nos. 1511, 1594, 1595 and 1598, Demarcation District No. 91, Kai Leng, Fanling, New Territories, Hong Kong	7,446	100%	Agricultural lots	Note 1	Note 1	Medium term lease

附註1： 本集團尚未落實該地段之建築藍圖，因此現時
仍未開始動工，所以未能確定預計完成日期。

Note 1: The Group has not yet finalised any construction plan for the site.
Accordingly, no construction has commenced and no expected completion
date can be concluded.