

賬目附註 Notes to the Financial Statements

1. 賬目編製

在編製賬目時,基於本集團於二零零三年十二月三十一日出現流動負債較流動資產超出95,342,000美元(二零零二年:淨流動資產3,138,000美元),因此董事已審慎評估本集團在可見未來之營運資金及融資需求。

董事基於本集團現有之現金結餘及可動 用之銀行信貸與業務持續錄得溢利的情 況下,認為本集團在可見將來有充份資 源完全兑現其財務承擔。故此,賬目以 持續經營之準則編製。

2. 遵例申明

賬目乃根據香港會計師公會頒佈之會計 實務準則(「會計實務準則」)及其理解説 明、香港普遍採用之會計原則及香港公 司條例有關披露之規定編製。賬目同時 根據香港聯合交易所有限公司之「上市證 券規則」之適用披露規定編製。本集團所 採用之主要會計政策概要載於下文。

3. 主要會計政策

(a) 入賬準則

於本年度,本集團首次採納會計師 公會頒佈之會計實務準則第12條(經 修訂)「所得稅」及會計實務準則第35 條「政府補助金之會計方法及政府資 助之披露事項」。除所得稅有關的披 露詳述於賬目附註8及23較以往更為 廣泛外,採納以上經修訂及新增之 會計實務準則,並未對本集團本會 計期間或過往會計期間的賬目構成 任何重大影響。

1. Preparation of Financial Statements

In preparing the financial statements, the directors have given careful assessments of the working capital and financing requirements of the Group in the foreseeable future as the Group had current liabilities exceeded its current assets by US\$95,342,000 (2002: net current assets of US\$3,138,000) at the balance sheet date.

Taking into account the existing banking facilities, cash and bank balances of the Group and continuing profitable operations in the future, the directors are satisfied that the Group has sufficient resources to meet in full its financial obligations as they fall due in the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

2. Statement of Compliance

The financial statements have been prepared in accordance with Statements of Standard Accounting Practice ("SSAPs") and Interpretations issued by the Hong Kong Society of Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the principal accounting policies adopted by the Group is set out below.

3. Principal Accounting Policies

(a) Basis of accounting

In the current year, the Group adopted for the first time SSAP 12 (revised) "Income taxes" and SSAP 35 "Accounting for government grants and disclosure of government assistance". The adoption of these revised or new SSAPs has no material effect on the Group's financial statements for prior and current periods, other than additional disclosures of taxation as set out in notes 8 and 23 to the financial statements.

(b) 編製基準

編製賬目時以原值作為衡量標準, 而若干投資則以市值作出修訂,詳 情載於下文之會計政策。

(c) 綜合基準

綜合賬目包括本公司及各附屬公司 截至每年十二月三十一日之賬目。 在年度內收購或出售之附屬公司業 績由實際收購日期起計或截至實際 出售日期計算入綜合收益表。

本集團內各公司間之重大交易及結 餘均在綜合賬目時抵銷。

少數股東權益即外界股東所佔附屬公司之經營業績及資產淨值。

(d) 商譽

正商譽指於綜合賬目時因有關收購成本超出本集團於收購當日在該公司可辨認資產及負債之公平價值中所佔權益產生之部分。於二零零一年一月一日前因收購而產生之正商譽計入於收購年度儲備。於二零零一年一月一日後因收購而產生之更商譽乃確認為資產,並按其可使用年期以直線法攤銷。

3. Principal Accounting Policies (Continued)

(b) Basis of preparation

The measurement basis used in the preparation of the financial statements is historical cost modified by the marking to market of certain investments in securities as explained in the accounting policies set out below.

(c) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December each year. The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All significant inter-company transactions and balances within the Group are eliminated on consolidation.

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

(d) Goodwill

Positive goodwill arising on consolidation represents the excess of the cost of the acquisition over the Group's interest of the fair value of the identifiable assets and liabilities acquired at the date of acquisition. Positive goodwill arising on acquisitions prior to I January 2001 was taken to reserves in the year of acquisition. Positive goodwill arising on acquisitions after I January 2001 is recognised as an asset and amortised on a straight-line basis over its useful economic life.

Negative goodwill represents the excess of the Group's interest in the fair value of the identifiable assets and liabilities acquired at the date of acquisition over the cost of the acquisition. Negative goodwill arising on acquisition prior to 1 January 2001 is credited to capital reserve. Negative goodwill arising on acquisition after 1 January 2001 is presented as a deduction from assets and is released to income based on an analysis of the circumstances from which the balance resulted.

(d) 商譽(續)

倘出現負商譽乃因收購之日預計將 有虧損或支出,則該負商譽按有關 虧損或支出出現期間撥入收益。其 餘負商譽按所收購的可確定折舊資 產結餘以可使用年期以直線法列作 收入確認入賬。倘有關負商譽數額 超出所收購的可確定非貸幣性資 合計公平價值時,則隨即在收入中 確認入賬。

在計算年內出售附屬公司或聯營公司時所產生的收益或損失,已包括任何尚未在綜合收益表內攤銷之應 佔購入商譽,或以前年度已在本集團之儲備已作處理。

(e) 附屬公司

附屬公司為本公司直接或間接有權決定企業之財務及經營政策以從其業務經營獲利。本公司資產負債表內的附屬公司投資乃按成本減累計減值虧損列賬。投資之賬面值會按個別釐定減至其可收回價值。附屬公司之業績按已收及應收股息計算反映於本公司賬目內。

(f) 聯營公司

聯營公司為本集團具有重大影響力 之企業,但不屬於本集團之附屬公 司或合營企業。

綜合收益表包括本集團所佔本年度 聯營公司之收購後業績、根據附註 3(d)所述的任何正或負商譽之攤銷或 加入及減值虧損。在綜合資產負債 表中,計算聯營公司之賬面值時包 括本集團享有聯營公司之淨資產及 扣除累計減值虧損。

3. Principal Accounting Policies (Continued)

(d) Goodwill (continued)

To the extent that the negative goodwill is attributable to losses or expenses anticipated at the date of acquisition, it is released to income in the period in which those losses or expenses arise. The remaining negative goodwill is recognised as income on a straight line basis over its useful life of the acquired identifiable depreciable assets. To the extent that such negative goodwill exceeds the aggregate fair value of the acquired identifiable nonmonetary assets, it is recognised in the income immediately.

On disposal of a subsidiary or an associate, any attributable amount of purchased goodwill not previously amortised through the consolidated income statement or which has previously been dealt with as a movement on Group reserves is included in the calculation of the gain or loss on disposal.

(e) Subsidiaries

A subsidiary is an enterprise, in which the Company, directly or indirectly, has the power to govern the financial and operating policies so as to obtain benefits from its activities. In the Company's balance sheet, the investments in subsidiaries are stated at cost less accumulated impairment losses. The carrying amount of the investment is reduced to its recoverable amount on an individual basis. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(f) Associates

An associate is an enterprise, in which the Group has significant influence and which is neither a subsidiary nor a joint venture of the Group.

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year, any positive goodwill amortised or negative goodwill credited during the year in accordance with note 3(d) and impairment losses. The consolidated balance sheet includes the Group's share of the net assets of associates less accumulated impairment losses.

(f) 聯營公司(續)

當本集團與其聯營公司進行交易 時,未變現之盈利及虧損將按本集 團於有關聯營公司所佔權益予以對 銷,除非未變現虧損證明已轉讓資 產減值。

聯營公司之業績按已收及應收股息計 算反映於本公司賬目內。在本公司資 產負債表中,於聯營公司之投資是按 成本扣除累計減值虧損入賬。

(a) 收益之確認

收益是在本集團能獲得有關經濟效益且該收益及成本(如適用)並可靠 地計算時入賬。

出售貨品所得收益於交貨及轉移擁 有權時入賬。

利息收入按時間比例根據本金及適 用利率計算入賬。

投資之股息收入在本集團有收取款 項之權利確立時入賬。

(h) 物業、機器及設備

除在建工程以外之物業、機器及設 備以原值減累計折舊入賬及累計減 值虧損。

物業、機器及設備之成本包括其購 買價及任何使資產達致可使用狀態 及現存地點作原定用途所產生生復 接應佔成本。主要成本涉及修合上 產至其正常運作之支出列為綜積 查表的支出項。改良資產之身所 超過其預計可使用年期,均計 超過其估計可使用年期計 額 化並按其估計可使用年期計 舊。

3. Principal Accounting Policies (Continued)

(f) Associates (continued)

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates; unrealised losses are eliminated unless the transaction provides evidence of an impairment of assets transferred.

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

(g) Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue and costs, if applicable, can be measured reliably.

Sale of goods is recognised when goods are delivered and title has passed.

Interest income is accrued on a time proportion basis on the principal outstanding and at the interest rate applicable.

Dividend income from investments is recognised when the Group's rights to receive payment have been established.

(h) Property, plant and equipment

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

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and present location for its intended use. Major costs incurred in restoring assets to their normal working conditions are charged to the consolidated income statement. Improvements are capitalised and depreciated over their expected useful lives.

(h) 物業、機器及設備(續)

當物業、機器及設備出售或棄用時 所得之盈虧,按其估計出售所得淨 額與資產賬面值間之差額用以評 定,並認列於綜合收益表內。

除在建工程外,物業、機器及設備 之折舊是根據全面投入運作之日期 起按其可使用年限及扣除殘值後以 直線法計提折舊。資產之估計殘值 均為10%,其估計可使用年限如 下:

樓宇

機器及設備:

一供生產方便麵及飲料

一其他

電器及設備

雜項設備

土地使用權按租約所餘年期攤銷。

在建工程在完成及投入運作前不作 折舊。

(i) 在建工程

在建工程以原值扣除累計減值虧損 入賬,其中包括所有建造費用及其 他直接成本,包括與該項目有關之 利息成本。已完成工程之成本撥入 相關之資產類別。

3. Principal Accounting Policies (Continued)

(h) Property, plant and equipment (continued)

The gain or loss arising from the retirement or disposal of property, plant and equipment is determined as the difference between the estimated net sales proceeds and the carrying amount of the assets and is taken to the consolidated income statement.

Depreciation is provided to write off the cost of property, plant and equipment, other than construction in progress, over their estimated useful lives from the date on which they become fully operational and after taking into account their estimated residual values, using the straight-line method. The estimated useful lives of the assets with a 10% estimated residual value are as follows:

Number of years

Buildings	10 to 30
Machinery and equipment:	
- For instant noodles and beverages	12
- Others	5 to 10
Electrical appliances and equipment	5
Miscellaneous equipment	5

Land use rights are amortised over the remaining period of the lease.

No depreciation is provided in respect of construction in progress until it is completed and put into operation.

(i) Construction in progress

Construction in progress is stated at cost, less accumulated impairment losses. Costs include all construction expenditure and other direct costs, including interest costs, attributable to the project. Costs on completed construction works are transferred to the appropriate asset category.

(j) 減值虧損

倘本集團估計某項資產或即賺取現 金單位之可收回金額低於其賬面 值,則該項資產之賬面值須減低至 其可收回金額。減值虧損將即時確 認為開支。

倘若某項減值虧損期後撤回,則該 項資產或即賺取現金單位之賬面值 須增加至重新估計之可收回金額, 惟增加後之賬面值不得超過在以往 年度並無減值虧損而釐定之賬面 值。若減值虧損撤回時將即時確認 為收益。

(k) 存貨

存貨以成本或可變現淨值兩者之較低者入賬。成本包括所有採購成本,加工成本(如適用)及其他將存貨達至現存地點及狀況之成本,並且採用加權平均成本法計算。可變現淨值指在日常業務中之估計出售價減去估計完工成本及估計達成銷售所需之成本。

3. Principal Accounting Policies (Continued)

(j) Impairment losses

At each balance sheet date, the Group reviews internal and external sources of information to determine whether its property, plant and equipment; investments in subsidiaries and associates; and positive goodwill have suffered any impairment loss or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its net selling price and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. a cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

A reversal of impairment losses is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment losses is recognised as income immediately.

(k) Inventories

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

(1) 外幣換算

(m) 借貸成本

收購、建造或生產合資格資產(即需要一段頗長時間始能達至其擬定至其擬定立實產)之直接應佔借貸之暫時性投資本,在扣除特定借貸之暫時性投資產成本之一部份。當此等資產大時費之一部份。當此等資產大時費定用途或出售時,有其份成本將會停止資本化。前間之費用。

3. Principal Accounting Policies (Continued)

(I) Foreign currencies

Transactions in foreign currencies are translated at the rates of exchange ruling at the transaction dates. Assets and liabilities of subsidiaries, associates and all other monetary assets and liabilities expressed in foreign currencies at the balance sheet date are translated into United States dollars at rates of exchange ruling at that date. Results expressed in foreign currencies are translated into United States dollars using the average rate of exchange of the year. Exchange differences arising from the translation of the financial statements of subsidiaries and associates are dealt with as a movement in exchange reserve. On disposal of these investments, such exchange differences are recognised in the consolidated income statement as part of the profit or loss on disposal. All other exchange differences are dealt with in the consolidated income statement.

(m) Capitalisation of borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the specific borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

(n) 税項

税項支出乃根據本年度業績就免課 税或不可扣減項目作調整並按於結 算日已制定或實際會制定之税率作 出計算。

遞延税項乃採用負債法,就資產與 負債之税項計算準則與其於賬時差則 賬面值兩者不同引致之短暫時差則 出全數撥備。當資產被變現或資產 被清還時,遞延稅項負債及資產人 該期間預期之適用稅率衡量,根據 與結算日已制定或實際會制定之稅 率及稅率及稅務法例計算。

遞延税項資產乃根據有可能獲得之 未來應課税溢利與短暫時差可互相 抵銷之程度而予以確認。

遞延税項乃就投資於附屬公司及聯營公司產生之短暫時差而撥備,惟假若可以控制短暫時差之撥回時間,並有可能於可預見未來不會撥回者除外。

(o) 投資證券

有計劃長期持有之投資證券以成本值 入賬,並於每年之結算日作減值虧損 評估以反映任何非暫時性減值。減值 撥備之數額列為減值期間之費用。

其他投資為不被列作投資證券之投資,於資產負債表內按公平價值入 賬。其他投資持有之未實現溢利及 虧損認列於綜合收益表內。

出售投資證券及其他投資之溢利或 虧損之計算為出售所得款項淨額與 有關投資之賬面值之差額,並計入 出售期間之賬目內。

3. Principal Accounting Policies (Continued)

(n) Taxation

The charge for current income tax is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The deferred tax liabilities or assets are measured at the tax rates that are expected to apply to the period when the asset is realised or liability is settled, based on the tax rates and the tax laws that have been enacted or substantively enacted by the balance sheet date.

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

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

(o) Investments in securities

Investment securities held on a continuing basis for identified long-term purpose are stated at cost and subject to impairment review at each reporting date to reflect any diminution in value which is expected to be other than temporary. The amount of provisions is recognised as an expense in the period in which the decline occurs.

Securities not classified as investment securities are classified as other investments, which are stated at fair value in the balance sheet. The unrealised holding gains and losses for other investments are included in the income statement.

The gain or loss on disposal of investment securities and other investments is accounted for in the period in which the disposal occurs as the difference between net sales proceeds and the carrying amount of the securities.

(p) 營運租賃

資產之絕大部份回報及風險由出租公司保留之租賃,皆作為營運租賃之租金收支在租賃,財內以直線法確認為收入與開支。營運租賃協議所涉及的激勵措施支均在綜合收益表中確認為租賃淨付款總額的組成部份。或有租金則於發生之會計期間以費用入賬。

(q) 現金等價物

就現金流量表而言,現金等價物是指 短期和流通率極高的投資,此等投資 可隨時轉換為既定金額的現金。其價 值變動風險有限。

(r) 有關連人士

倘一方有能力直接或間接地控制另一方,或對另一方之財務及業務決策上有重大影響力,則該等人士被視為有關連人士。倘雙方均受到同一控制或同一重大影響,則亦視為有關連人士。

(s) 分部報告

根據本集團的內部賬目,本集團選 擇以業務分部作為主要報告形式, 而地域分部則以次要報告形式呈 報。

各分部的資產包含主要的物業、機器及設備、存貨、應收賬款及營運現金。各分部的負債包含營運負債。資本開支包含增加的物業、機器及設備和在建工程。

未分配負債主要指企業負債。

3. Principal Accounting Policies (Continued)

(p) Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the leasing company are accounted for as operating leases. Rentals payable and receivable under operating leases are recognised as an expense and revenue on the straight-line basis over the lease terms. Lease incentives received are recognised in the income statement as an integral part of the net consideration agreed for the use of the leased asset. Contingent rentals are recognised as expenses in the accounting period in which they are incurred.

(q) Cash equivalents

For the purpose of cash flow statement, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value.

(r) Related parties

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

(s) Segment reporting

In accordance with the Group's internal financial reporting the Group has chosen business segments as the primary reporting format and geographical segments as the secondary reporting format.

Segment assets primarily consist of property, plant and equipment, inventories, receivables and operating cash. Segment liabilities comprise operating liabilities. Capital expenditure comprises additions to property, plant and equipment and construction in progress.

Unallocated liabilities comprise mainly of corporate liabilities.

(t) 員工福利

界定供款計劃

界定退休供款計劃的供款責任於產 生時在綜合收益表中確認為開支, 並扣除僱員於未完成供款計劃而離 職所發生的供款部份。該計劃的資 產與本集團的資產分開並由獨立管 理基金持有。

界定福利計劃

經考慮獨立精算師以精算方式的預計單位成本法所作出的供款建議,僱主及僱員共同作出界定福利計劃的供款。本集團之界定福利計劃的責任為就各項計劃獨立估計僱員於本年度及過往年度提供服務所賺取的未來利益金額,該利益乃,與現值,再減去有關計劃資產的公允價值。

精算溢虧超出界定福利責任之現值 與計劃資產之公平值兩者中較高者 之百分之十的部份,需按僱員的預 計平均尚餘服務年期攤銷。倘利益 即時歸屬予僱員,過往服務成本則 即時確認;否則過往服務成本按平 均期間以直線法攤銷,直至僱員享 有該等利為止。

3. Principal Accounting Policies (Continued)

(t) Employee benefits

Defined contribution plans

The obligations for contributions to defined contribution retirement scheme are recognised as an expense in the income statement as incurred and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. The assets of the scheme are held separately from those of the Group in an independently administered fund.

Defined benefit plans

The defined benefit plans are generally funded by payments from employees and the Group taking into account of the recommendations of the independent qualified actuaries using the projected unit credit method. The Group's obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods, which is discounted to the present value and reduced by the fair value of any plan assets.

Actuarial gains and losses which exceed 10% of the greater of the present value of the Group's defined obligations and the fair value of plan assets, are amortised over the expected average remaining working lives of the participating employees. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested.

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3. 主要會計政策(續)

(t) 員工福利 (續)

於資產負債表中確認的退休福利義 務,相當於界定利益責任的現有價 值(經未確認精算盈虧及未確認過去 服務成本所調整,並減去計劃資產 的公平價值)。因這項計算所產生的 任何資產,其金額限於累計未確認 精算虧損淨額和過去服務成本,加 上可從該計劃獲得的退款並減去計 劃的未來供款金額的現有價值的總 額。

(u) 政府補助

政府補助乃鼓勵本集團在各有關開 發區經營及發展業務而從中國有關 部門收取之津貼。政府補助是在獲 得中國有關部門確認並可合理地確 定將可符合所有附帶條件時入賬。

當該資助與資產有關時,公平價值 乃記錄於遞延收入中,並以相等金 額於每年分期按有關資產的預計使 用年期於綜合收益表中確認為收 入。與資產無關的資助乃確認為綜 合收益表中的其他收入。

3. Principal Accounting Policies (Continued)

(t) Employee benefits (continued)

The amount recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised actuarial gains and losses and unrecognised past service cost, and reduced by the fair value of plan assets. Any asset resulting from this calculation is limited to the net total of any cumulative unrecognised net actuarial losses and past service costs, plus the present value of any future refunds from the plan or reductions in future contributions to the plan.

(u) Government grants

Government grants represent incentive grants from the relevant PRC authorities in respect of the running of business by the Group in certain development zones and to encourage the furtherance of such business. Government grants are recognised at their fair values when the grants are confirmed by the relevant PRC authorities and there is reasonable assurance that all attached conditions will be complied with.

Where the grant relates to an asset, the fair value is credited to a deferred income and is released to the consolidated income statement over the expected useful life of the relevant asset by equal annual instalments. Government grants other than those related to assets are recognised as other income in the consolidated income statement.