



RoadShow Holdings Limited

路訊通控股有限公司

Annual Report 2003 年報

Contents 目錄

Group Profile 集團簡介	01
Our Mission 方針	02
Financial Highlights 財務摘要	03
Major Achievements 集團成就	04
Chairman's Statement 主席報告	06
Group Managing Director's Report 集團董事總經理報告	13
Operational Review 業務回顧	18
Financial Review 財務回顧	28
Profiles of Directors & Senior Executives 董事及高級行政人員簡介	38
Financial Statements 財務報告	44
Corporate Directory 公司資料	100

Cover Theme 封面主題

RoadShow is a dynamic force in the highly competitive outdoor and electronic media sales market in the Greater China region. RoadShow during 2003 continued to realise its potential and to create value for shareholders.

路訊通活力充沛，具備逐鹿大中華區戶外及電子媒體銷售市場的雄厚實力。二零零三年，路訊通繼續展現其發展潛力，為股東創造價值。

Group Profile 集團簡介

The RoadShow Group is a leading media sales company in the Greater China region. The Group markets advertising aimed at passengers of transit vehicles through a proprietary MMOB system, manages and markets display advertising spaces on bus shelters, billboards, panel light boxes, bus bodies and telephone booths. RoadShow was established by KMB in 2000. KMB, Hong Kong's largest public transport company providing franchised public bus services, holds about a 73% interest in RoadShow.

路訊通集團是大中華地區一家佔有領導地位的媒體銷售公司。集團主要透過在客運車輛上的流動多媒體系統向客運車輛上的乘客推銷廣告、管理和銷售巴士候車亭、廣告牌、廣告燈箱、巴士車身及電話亭的廣告位。路訊通由九巴於二零零零年成立。九巴是全港最大的專營公共巴士服務機構，持有路訊通約73%權益。

The Group aims to remain a leading media sales company in the Greater China region by selling and marketing its MMOB business advertising spaces in Hong Kong and providing value added media sales, products and services at competitive pricing. In doing so, RoadShow will capitalise on the advertising market represented by passengers who use public transit vehicles and pedestrians along transit vehicle routes. The Group will selectively pursue acquisition opportunities in the Greater China region and in other countries to maximize simultaneously the value for money given to our customers and the profit earned by the Company. The Group will aggressively build, consolidate and enhance our reputation, our most important asset, by ensuring and strengthening our stakeholders' understanding and confidence in our long-term plans and developments.

The Group will endeavour continuously to improve the quality of our service to meet the needs and expectations of public transport operators and users in Greater China.

Our Mission

方針

集團致力保持成為大中華區的主要媒體銷售公司，銷售及推廣香港的流動多媒體廣告位服務，並以相宜價格提供增值媒體銷售、產品和服務。為此，路訊通將利用選乘公共客運車輛乘客和交通車輛沿線行人的市場推廣優勢。集團將細心挑選大中華地區與其他國家的收購機會，務求同時將客戶取得合乎經濟效益的服務和將公司的盈利提升至最高水平。集團的目標是維繫及加強各界人士對集團的長遠計劃與發展的了解和信心，從而建立、鞏固和加強集團的聲譽和形象等寶貴資產。

集團將努力提高服務質素，以迎合大中華地區公共運輸服務機構及乘客的需求和期望。

Financial Highlights

財務摘要

for the year ended 31 December
截至十二月三十一日止年度

	Units 單位	2003 二零零三年	2002 二零零二年
Total operating revenue 經營收益總額	HK\$ million 港幣百萬元	173.4	173.4
(Loss)/profit from ordinary activities before taxation 來自日常業務的除稅前(虧損)/盈利	HK\$ million 港幣百萬元	(32.1)	71.2
(Loss)/profit attributable to shareholders 股東應佔(虧損)/盈利	HK\$ million 港幣百萬元	(37.0)	55.0
Basic (loss)/earnings per share 每股基本(虧損)/盈利	HK cents 港仙	(3.71)	5.56
Dividend per share 每股股息	HK cents 港仙	Nil	2.0
Shareholders' funds 股東權益	HK\$ million 港幣百萬元	806.6	863.4

Major Achievements 集團成就

RoadShow was selected as one of the **top 500 Chinese enterprises** in 2001 and 2002 and ranked first in the net assets growth rate companies in 2002 by Yazhou Zhoukan news magazine.

路訊通於二零零一年及二零零二年榮登財經雜誌《亞洲週刊》的「**國際華商500排行榜**」，並於二零零二年位列「20家資產淨值增長率最高的華商企業」之冠。

RoadShow named the "Best newly listed company in 2001" and ranked third of the best small companies in 2001 by **asiamoney** magazine.

路訊通榮獲asiamoney雜誌評選為「二零零一年最佳新上市公司」，並榮登「二零零一年最佳小型公司排行榜」第三位。

RoadShow received the **Gold Award** and the **Citation for Innovation** at the **HKMA/TVB Award for Marketing Excellence 2002**. The award, organised by The Hong Kong Management Association and sponsored by Television Broadcasts Limited, is one of the most prestigious marketing awards in Hong Kong. The award represented the industry's recognition of the MMOB business and confirmed the success of RoadShow's marketing strategy including market positioning, sales channels and promotions.

路訊通於香港管理專業協會及電視廣播有限公司聯合舉辦的二零零二年度「**HKMA/TVB傑出市場策劃獎**」中，獲得「**傑出市場策劃獎**」金獎，以及「**最具創意獎**」兩項殊榮。「**傑出市場策劃獎**」是全港最享負盛名的市場策劃獎項之一。路訊通今次獲獎，代表了市場對流動多媒體業務的認同，亦證明路訊通一向以來的市場策略，包括市場定位、銷售渠道與宣傳的成功。

RoadShow received the **Grand Award** at the **2002 Hong Kong Award for Services: Innovation**, the "Oscar" of the service industries. The Award is organised by The Hong Kong General Chamber of Commerce.

路訊通於香港總商會主辦「**2002香港服務業獎**」中勇奪「**創意**」**大獎**。此獎項有服務業界的「奧斯卡」之稱。

RoadShow was voted as a **leader in corporate governance**, Hong Kong in the **Asset Benchmark Survey in 2002** by "The Asset" magazine.

路訊通在資本市場雜誌《The Asset magazine》於二零零二年進行的資產基準調查（**Asset Benchmark Survey**）中獲選為擁有優秀公司管治質素的公司。



RoadShow received the **Caring Company Award** organised by the **Hong Kong Council of Social Service** for two consecutive years in 2002 and 2003. RoadShow was recognised for its continuous support to charitable and non-profit making organisations in disseminating community service messages and broadcasting public educational programme through MMOB.

於二零零二年及二零零三年，路訊通連續兩年獲香港社會服務聯會頒發「**商界展關懷**」標誌，表揚路訊通透過流動多媒體系統發放社會服務訊息和播放公眾教育節目，對慈善與非牟利組織的不斷支持。

RoadShow received the **Championship Award** in the **14th (2002) Hong Kong Printing Awards** in the Annual Report category . The award is jointly organised by the Hong Kong Trade Development Council, the Leisure and Cultural Services Department, the Hong Kong Productivity Council, the Hong Kong Publishing Professionals Society and the Graphic Arts Association of Hong Kong.

路訊通勇奪第十四屆（二零零二年度）香港印製大獎中的年報印刷組別印製大獎，主辦機構包括香港貿易發展局、康樂及文化事務署、香港生產力促進局、香港出版學會及香港印藝學會。



RoadShow received the **Gold Award for outstanding Interior Design, Gold Award for Written Text** and **Bronze Award for Overall Annual Report** from the **International Academy Awards of Annual Reports Competition 2002**. The world-wide competition is hosted annually by the New York-based MerComm Inc. and is the world's largest and most prestigious awards event honouring excellence in annual reports. 路訊通於二零零二年國際年報比賽（**The International Academy Awards of Annual Reports Competition 2002**）中奪得三項大獎，分別獲得「卓越內頁設計」及「內容編寫」金獎，又獲「總體年報大獎」銅獎。這個國際性比賽每年一度由美國紐約MerComm Inc.舉辦；並且是全球最具規模及代表性的獎項，藉以表揚一些高水準的年報。

For the third consecutive year, RoadShow was selected as one of the **top 500 Chinese enterprises** in 2003 by Yazhou Zhoukan news magazine.

路訊通連續第三年榮登新聞雜誌《亞洲周刊》的2003年「國際華商500排行榜」。

RoadShow received the **Championship Award** in the **15th (2003) Hong Kong Printing Awards** in the Annual Report category. The award is jointly organised by the Hong Kong Trade Development Council, the Leisure and Cultural Services Department, the Hong Kong Productivity Council, the Hong Kong Publishing Professionals Society and the Graphic Arts Association of Hong Kong.

路訊通勇奪第十五屆（二零零三年度）香港印製大獎中的年報印刷組別印製大獎，主辦機構包括香港貿易發展局、康樂及文化事務署、香港生產力促進局、香港出版學會及香港印藝學會。

RoadShow received the **Gold Award for Cover Photo/Design** and **Silver Award for Non-Traditional Annual Reports** from the **International Academy Awards of Annual Reports Competition 2003**. The world-wide competition is hosted annually by the New York-based MerComm Inc., and is the world's largest and most prestigious awards event honouring excellence in annual reports.

路訊通於二零零三年國際年報比賽（**The International Academy Awards of Annual Reports Competition 2003**）中奪得兩項大獎，分別獲得「封面攝影及設計」金獎及「非一般性類別年報大獎」銀獎。這個國際性比賽每年一度由美國紐約MerComm Inc.舉辦；並且是全球最具規模及代表性的獎項，藉以表揚一些高水準的年報。





Throughout the year, RoadShow's growth and diversification strategy was carried out in a prudent, focused manner.

年內，路訊通以穩健、專注的態度，落實其增長及多元化策略。

Chairman's
Statement
主席報告

Following a severely depressed first half due to SARS, business rebounded strongly for RoadShow and the Group in the last six months due to improved market sentiment and an upturn in consumer confidence in both Hong Kong and Mainland China.

經過因爆發非典型肺炎而使經濟極度低迷的上半年，由於市場氣氛有所改善，加上香港及中國內地的消費者信心回升，令路訊通及集團的業務在下半年呈強勁反彈。

Throughout the year, RoadShow's growth and diversification strategy was carried out in a prudent, focused manner. In Mainland China, we expanded our presence and our joint ventures achieved their revenue goals and made a contribution to profit. In 2002, our Mainland China joint ventures contributed about 6% to our revenue stream. As at the end of 2003, this grew to about 31% and we expect this growth trend to continue into 2004.

Despite the extremely challenging operating environment, RoadShow demonstrated that it is a major factor in the highly competitive outdoor and electronic media sales market in the Greater China Region. RoadShow's MMOB business continued to realise its potential and to create value for our shareholders.

In Hong Kong, by year-end 2003, 4,000 public transit vehicles had been equipped with the MMOB system. This is in addition to bus body advertising and advertising spaces at passenger shelters. In Mainland China, RoadShow has become multi-dimensional in its media sales expanding beyond public transit vehicles.

年內，路訊通以穩健、專注的態度，落實其增長及多元化策略。集團在中國內地的業務覆蓋面增加，而合營公司的收益亦達到目標並帶來盈利貢獻。二零零二年，中國內地的合營公司對集團有約6%的收益貢獻；截至二零零三年底則已增至約31%，預期升勢將會於二零零四年持續。

儘管經營環境極具挑戰性，路訊通仍成功證明本身具備逐鹿大中華區戶外及電子媒體銷售市場之雄厚實力。路訊通的流動多媒體業務繼續展現其發展潛力，為其股東創造價值。

在本港，到二零零三年底已有4,000部公共客運車輛上裝備流動多媒體系統。此還不計巴士車身廣告及候車亭廣告位所接觸的觀眾群。在中國內地，路訊通的媒體銷售已是全方位，遠超乎公共客運車輛這種媒介本身。

Results for the Year

For the year ended 31 December 2003, the Group reported total operating revenue of HK\$173.4 million, representing a slight increase over last year. Compared to a profit attributable to shareholders of HK\$55.0 million in 2002, the Group recorded a loss attributable to shareholders in the amount of HK\$37.0 million.

The year 2003 presented both challenges and opportunities. The first half of 2003 witnessed the continuation of the global economic downturn and a sluggish local economy. However, both the global and local business environment experienced a turnaround in the second half of 2003. As a result, the Group saw a rebound in its total operating revenue in the second half of 2003, doubling over the corresponding period of 2002.

Revenues from the media sales and management business operated in both Hong Kong and Mainland China continue to be the principal revenue source of the Group, with each accounting for approximately 59% and 31% respectively of the Group's total operating revenue for the year ended 31 December 2003.

Dividend

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2003 (2002 : a final dividend of HK 2 cents per share).

Prospects

The outlook for Greater China is generally positive. This is anticipated to generate increased advertising spending and create opportunities for our Group to prosper.

年度業績

截至二零零三年十二月三十一日止年度，集團錄得經營收益總額港幣173,400,000元，較去年輕微上升。而相比二零零二年之股東應佔盈利港幣55,000,000元，本集團錄得股東應佔虧損港幣37,000,000元。

二零零三年充滿挑戰與機遇，全球經濟於上半年未能擺脫衰退，本港經濟亦未見起色。幸全球以至本地營商環境於二零零三年下半年步出谷底，令集團的經營收益於二零零三年下半年反彈，較二零零二年同期增長一倍。

集團的收益仍然主要來自其在香港及中國內地的媒體銷售及管理業務，各自分別佔集團截至二零零三年十二月三十一日止年度的經營收益總額約為59%及31%。

股息

董事並不建議派發截至二零零三年十二月三十一日止年度之末期股息（二零零二年度末期股息為每股2港仙）。

前景

大中華區的前景普遍向好。估計會刺激廣告開支增加，為集團帶來機遇令其業務蒸蒸日上。

While there is some concern about a reoccurrence of SARS, we are confident that individuals and businesses are much better prepared to deal with it. In 2003, the disease was completely unknown.

The Hong Kong tourism business received a boost with the signing of the CEPA that included Mainland China lifting travel restrictions on individuals residing in eight Guangdong cities, Shanghai and Beijing. This was subsequently expanded in early 2004 to all of Guangdong Province. After the travel restrictions are lifted for the whole Guangdong Province, the potential individual tourists together with the Shanghai and Beijing residents, can reach 100 million.

Also supporting tourism in Hong Kong will be the new Disneyland and the hosting of the Association of Southeast Asian Nations games. In addition, economic growth will be bolstered by the move to allow banks in Hong Kong to offer individual RMB deposit-taking accounts, currency exchange, remittances and credit-card services effective from February 2004. The International Monetary Fund projected that Hong Kong's real GDP in 2004 will grow at around 4.5%-5% following an estimated growth of 3% for 2003. The outdoor advertising market and media sales business should benefit from this anticipated economic growth.

In addition to China's entry into the WTO, economic growth will be fueled by the 2008 Olympic Games in Beijing, the 2010 World Expo in Shanghai, the new Guangzhou International Airport opening in 2004 and the expansion of the Guangzhou Metro Rapid Transit System.

雖然對非典型肺炎重臨的憂慮仍在，但相對於二零零三年對此病一無所知，我們深信不論個人及商界對此病都已經有更好準備。

本港旅遊業隨著更緊密經貿關係安排的簽訂而大有起色，因更緊密經貿關係安排內容包括放寬廣東省之八個城市以及上海與北京居民的個人旅港限制。此項措施其後更於二零零四年初擴大至廣東全省，廣東省全省開放後，連同上海及北京居民，潛在自由行旅客將達1億人。

其他有助本港旅遊業復甦的事件還有新迪士尼樂園的興建以及香港成功申辦東亞運動會。此外，相信經濟將因本港銀行由二零零四年二月起獲准經營個人人民幣存取戶口、貨幣兌換、匯款及信用卡服務業務而注入強心針。國際貨幣基金組織預測香港明年的經濟增長率將介乎4.5%至5%，今年實質增長將達3%。戶外廣告市場及媒體銷售業務受惠於估計經濟增長自不待言。

除中國加入世界貿易組織外，北京二零零八年奧運、上海二零一零年世界博覽會、廣州新國際機場二零零四年投入服務以及廣州擴大城市高速集體運輸系統，也是中國經濟增長的利好因素。

The Mainland market is immeasurably larger than Hong Kong, which is a mature market. The cities of Beijing, Shanghai and Guangzhou are the engines for growth in advertising expenditures.

Thus, Mainland China presents tremendous business opportunities for our joint ventures. While new domestic and international competitors will be attracted by these same prospects, RoadShow will have the edge with its innovative MMOB concept and ability to provide full services to advertisers working with our joint venture partners. Also, RoadShow's connections with the KMB Group are a definite advantage, adding to our competitive edge in the Mainland China market.

Overall, the improvement in the Hong Kong and Mainland China economies in the last six months of the year was most encouraging.

Long Term Strategy

Our core strategy is to meet the needs and expectations of public transport operators and advertisers and to continue to expand and diversify the business in the Greater China region and other countries.

We will continue to seek opportunities to acquire or to invest in complementary businesses or to establish joint ventures in the Mainland and further develop RoadShow's regional network. We will also continue to diversify our operations to increase our revenue base and operating efficiency.

大陸市場規模遠勝於香港這個成熟市場。北京、上海及廣州是廣告開支增長的火車頭。

因此，中國大陸誠我們的合營企業的龐大商機所在。國內外競爭者固然會受以上因素吸引而到來分一杯羹，而路訊通將憑著其創新的流動多媒體理念及能力，與合營夥伴攜手為廣告商提供全面服務。此外，路訊通與九巴集團的連繫，構成我們在內地市場另一項競爭優勢。

整體而言，中港經濟在過去六個月強勁復甦，最是令人鼓舞。

長遠策略

我們的核心策略為迎合公共客運營辦商與廣告商的需要與期望，我們亦會繼續將集團業務開拓到大中華地區以至其他國家的客運車輛。

我們將繼續伺機收購或投資於互補業務或在內地建立合營企業，並將進一步發展路訊通地區業務網絡。我們亦將使集團業務呈多元化發展，藉以增加收入基礎和提升營運效率。



We will participate in the testing of GPS that will benefit KMB's bus operations and enable RoadShow to provide real time information to our audience. We will not implement a system, however, until our stringent specifications are met or exceeded.

We will continue to grow our base of advertisers seeking cost effective access to people who are travelling to either earn money or spend it. We have a base of clients of about 700 in Hong Kong with a high percentage of repeat customers. We plan to continue an aggressive business development programme to add to this base in 2004.

Our aim is to provide value-added services to passengers and build our stakeholders' understanding and confidence in the Group's long-term plans and development through transparency, communication and performance.

Most public transit vehicle passengers appreciate the MMOB service according to surveys, but a minority are critical of the service. Management continues to communicate with these passengers and we have made adjustments in the operation, such as lowering the audio volume or having zero volume in defined areas of vehicles. We will continue to maintain a dialogue with those who are not happy with the service.

我們會繼續參與有利於九巴巴士業務的全球定位系統測試，實現向集團的觀眾提供即時資訊。然而，我們會等到測試結果達到甚至超過我們訂下的嚴謹規格後，才會實行有關系統。

我們勢要全力以赴，讓廣告商以極具成本效益的方式，接觸與日俱增的觀眾，當中包括出外賺取收入或消費的人士。路訊通在香港有為數約700個的客戶群，而其中多次光顧的客戶佔了絕高百分比。我們將於二零零四年貫徹進取的業務發展計劃，壯大此一客戶群。

集團旨在為乘客提供增值服務，及通過增加透明度、加強溝通及爭取更理想的表現，致力令股東更加明白集團的長遠計劃及發展。

據調查顯示，絕大部份公共客運車輛乘客對流動多媒體服務讚賞不已，惟少數乘客對有關服務亦有意見。管理層將保持開放態度，繼續與這些客戶溝通，並已在實際運作中作出調整，例如調低節目音量或將車內某些區域劃定為靜音區。我們將繼續與不滿意有關服務的乘客保持溝通。

Our People

The success of RoadShow is dependent on our experienced and professional staff. The Board thanks our employees for their dedication and invaluable contributions to the business during an extremely challenging year. We count on their support for the continuing success of our new business in the future.

Directors

Many thanks go to the Audit Committee, chaired initially by Mr Norman Leung Nai Pang, who resigned with effect from 1 August 2003, and subsequently by Mr Michael Wong Yick-kam with Ms Carlye Wai-Ling Tsui and Mr Hui Ki On as members, for the painstaking and professional work they have done during the year.

I would like to express my sincere appreciation and thanks to my fellow directors, in particular the Group Managing Director, Ms Winnie J. Ng, for their support and contributions towards the successful performance of the Group.

John CHAN Cho Chak
Chairman

員工

路訊通的成功，全賴一班經驗豐富、專業的員工。董事會謹向全體員工於過去一個充滿挑戰的年度為集團業務全力以赴並對集團業績的貢獻表示衷心謝意並期望他們再接再勵，為集團續創佳績。

董事

本人感謝審核委員會主席黃奕鑑先生（前主席梁乃鵬先生於二零零三年八月一日辭任）及成員徐尉玲女士和許淇安先生，去年孜孜不倦，竭誠提供專業服務。

此外，董事會同寅，特別是集團董事總經理伍穎梅女士，在年內鼎力支持業務發展，對集團作出寶貴的貢獻，本人謹此致謝。

主席
陳祖澤

The Group continued to expand the MMOB business in Hong Kong, and established four offices in the Mainland : Beijing, Shanghai, Guangzhou and Shenzhen.

集團繼續擴充香港的流動多媒體業務，並分別在內地設立了北京、上海、廣州及深圳四個辦事處。

**Group Managing
Director's Report**
集團董事總經理
報告



RoadShow overcame the severe dampening effects of the SARS outbreak and met its strategic objectives during 2003. We diversified our business base and solidified our position as a leading media sales advertising company in Greater China.

路訊通在二零零三年克服了非典型肺炎疫症爆發所帶來的重大衝擊而達成戰略目標。我們也實現了業務基礎多元化，鞏固了我們作為大中華區龍頭媒體銷售廣告公司的地位。

The Group continued to expand the MMOB business in Hong Kong and established four offices in the Mainland : Beijing, Shanghai, Guangzhou and Shenzhen. By expanding and diversifying our operations in China, where the growth potential for the media sales industry is immense and costs are low, we are no longer solely dependent on the Hong Kong economy. Additionally, we have moved into other areas of media sales besides public transit vehicles.

集團繼續擴充香港的流動多媒體業務，並分別在內地設立了北京、上海、廣州及深圳四個辦事處。中國媒體銷售業增長潛力巨大，經營成本又低，故通過擴大及多元化內地營運，我們便可做到不再單單依賴香港經濟。此外，我們亦進軍公共客運車輛以外的媒體銷售領域。



Mainland China

In Mainland China, RoadShow has become multi-dimensional with its joint venture with Daye Transmedia Co., Ltd. ("Daye"), owned by the influential newspaper People's Daily. Daye is one of the few nation-wide television programme production and media service organisations in the country that provides television programme and advertising to 200 television stations nationwide. Operating under a 30-year full-service national advertising licence involving all media platforms throughout China, the joint venture is involved in all phases of advertising including creative design and production, media planning and placement. Thus we can offer tailor made advertising to individual clients and can manage advertising campaigns from start to finish.

Our Mainland operations began in 2002 with rights to display advertising at the "Lamplight Rainbow" Tunnel on Huaihai Road in Shanghai when we acquired part of Shanghai Yafei Advertising Company Limited. In 2003, our media assets grew to include bus bodies, bus shelters and telephone booths in Beijing, Guangzhou and Shenzhen. We also began providing advertising for the Guangzhou Metro mass transit system. This extends our media base beyond buses. The occupancy rate of our bus shelter advertising in Mainland China is low as we are still in the start-up phase, but efforts are underway to increase usage.

中國內地

在中國內地業務發展方面，路訊通藉與內地最具影響力的報紙人民日報社控股的大業影視傳播公司（「大業」）成立一家合資公司而成為全方位公司。大業則是國內為數不多的國家級電視節目製作與媒體服務機構之一，向全國200家電視台提供電視節目及廣告。合資公司已取得為期三十年的全國性、可於全國各種媒體平臺經營的全國性廣告牌照，業務範圍涉及各個廣告環節，包括廣告創意設計和製作、媒體規劃和發佈等，因此，我們能夠向個別客戶提供貼身廣告服務，也能從頭到尾一手包辦廣告宣傳。

我們的內地業務始於二零零二年收購上海亞飛廣告有限公司部分股權，取得上海淮海路「燈光隧道」的廣告經營權之時。二零零三年，我們的媒體資產已發展至包括北京、廣州及深圳三地的公共汽車車身、公共汽車候車亭及公用電話亭。我們亦開始為廣州城市集體客運系統提供廣告，使集團的媒體基礎擴大至公共汽車以外。由於仍在開拓階段，我們在中國大陸的公共汽車候車亭廣告佔用率現在偏低，但我們正努力增加其使用率。

The Group currently has 180 staff members based in Hong Kong and the Mainland. Our business model in Mainland China reflects the Group's young, innovative and creative management style.

In Macau, the Group's media sales business involves a joint venture with Shun Tak that manages the MMOB system and related advertising sales business for "TurboJET" high speed passenger ferries serving Hong Kong, Kowloon, Macau, Guangzhou and Shenzhen. Media advertising sales and management services are also provided on various transit network facilities and outdoor tourist areas in Macau and the Pearl River Delta Region.

Bus shelters

The media sales management and administrative services in Hong Kong benefited from the installation of additional advertising spaces in public transit vehicle shelters. At 31 December 2003, the Group had about 2,261 transit vehicle shelter panels generating revenue.

Enhancing MMOB

As for technology, testing continues on public transit vehicles in Hong Kong of global positioning and mobile display technology. This eventually will enable the MMOB system to provide real time news, traffic conditions and bus schedules and location specific advertising.

The Group continues to produce attractive and diversified programmes to attract the interest of passengers and the attention of advertisers.

Strengthening Relationships

Our relationships with existing clients are reinforced by top quality after sales services including feedback on the results of our services and discussing creative ideas for innovative advertising campaigns. RoadShow has proved it can deliver results and most advertisers consider us an efficient and cost effective means to reach their audiences.

截至年底，集團在香港及中國內地共有180名全職僱員。我們在中國大陸的營商模式，表現出集團年青、勇於革新及富創意的管理風格。

在澳門，集團的媒體銷售業務涉及與信德成立合資公司，以管理設於信德旗下一行走香港、九龍、澳門、廣州以至深圳的「噴射飛航」高速客運船隊的流動多媒體系統及相關廣告銷售業務。與此同時，合資公司亦提供澳門及珠江三角洲一帶的客運網絡設施及戶外旅遊景點的廣告銷售與管理業務。

巴士候車亭

在本港的媒體銷售管理及行政服務隨著在公共客運車輛候車亭內安裝更多廣告位而受惠，於二零零三年十二月三十一日，集團擁有約2,261個帶來收益的客運車輛候車亭廣告位。

提升流動多媒體

技術方面，有關本港公共客運車輛全球定位及流動顯示技術的測試將會繼續，藉以提升流動多媒體系統，路訊通最終可運用有關技術，實現提供即時新聞、交通情況、巴士時間表和在特定地點投放廣告的目標。

集團亦將繼續加強節目內容，以多元化為重要考慮因素，令節目更豐富，以令每天乘搭巴士的乘客更感興趣。

鞏固合作關係

藉著頂尖的售後服務，包括收集有關我們所提供服務的反饋意見及進行有關革新廣告攻勢的創意念討論，我們與現有客戶寶貴關係得到加強。路訊通已證明本身能有效帶來廣告效果，而廣大廣告商亦視其為接觸他們的受重的既有效又具成本效益的媒介。

Moving Forward

RoadShow is a young company and its growth pattern is clear. The year 2001 was our listing year. In 2002, we focused on maintaining our business in Hong Kong and developing opportunities in Mainland China, 2003 was dedicated to maintaining our Hong Kong business and developing business opportunities in Mainland China. The year 2004 will see the Company focused on business development in Hong Kong and the Mainland China.

RoadShow will build on its success, diversify its media base and sources of business and increase market share. We will continue to support community organisations by producing promotional spots and supporting community events. We will build on our Hong Kong base and continue prudently to expand our operations in the Mainland. As the economy grows in Hong Kong and Mainland China, we will take full advantage of emerging business opportunities.

Our People

The Group offers comprehensive and competitive remuneration and benefits package to all employees and a performance bonus scheme to its senior staff based on achievement of business objectives. We also have a sales commission scheme for our sales team based on achievement of advertising revenue targets. The Group has adopted a provident fund scheme for its Hong Kong employees as required under the Mandatory Provident Fund Schemes Ordinance and has participated in employee pension schemes organised and governed by the local governments for its employees in Mainland China.

This has been an extremely challenging year for our staff and I thank them for their creative work and dedication. I look forward to working together to continue creating value for our stakeholders.

Winnie J. NG
Group Managing Director

穩步邁進

路訊通是一家年輕的公司，增長模式清晰可辨。二零零一年上市，二零零二年集中維持本港業務及發掘中國大陸商機，二零零三年致力穩固本港業務及繼續發掘中國商機。二零零四年，本公司將集中開拓中港兩地的業務。

路訊通將在過往成功的基礎上豐富媒體群，分散業務來源及增加市場佔有率。我們亦會繼續透過製作宣傳熱點和支持社群活動，支持社區組織。我們將立足香港，穩打穩扎地擴展內地業務。我們將乘香港和中國大陸經濟增長之勢，盡掌無限商機。

員工

集團向全體僱員提供完善而具吸引力的酬金及福利。此外，集團亦為旗下高級職員提供一個以達成業務目標為基礎的表現花紅計劃，以及向銷售隊伍推行一個以達成廣告收益目標為基礎的銷售佣金計劃。集團已根據強制性公積金計劃條例的規定為其香港僱員採納一項公積金計劃，並為中國內地僱員參與由地方政府組織及監管的僱員退休金計劃。

二零零三年對公司上下是極具挑戰性的一年，本人衷心感謝全體員工在工作內處處流露的創意與熱誠，並期望共同為與股東締造更高價值。

集團董事總經理
伍穎梅

Operational Review

業務回顧



Bus Body Promotions
巴士車身廣告



Passenger Shelter Advertising in Guangzhou
位於廣州的乘客候車亭廣告



Innovative telephone booth in Guangzhou
位於廣州創新的電話亭

Media Sales Services

The Group's media sales services include the MMOB business and the management and marketing of display advertising spaces on bus shelters, billboards, bus bodies, lamp posts and telephone booths in Mainland China and Hong Kong.

媒體銷售服務

集團的媒體銷售及管理服務包括流動多媒體業務及管理 and 推銷中港兩地的巴士候車亭、廣告牌、巴士車身、路燈柱及公用電話亭的廣告位。

MMOB business

The Group's MMOB business involves installing, operating and maintaining equipment and LCD units in transit vehicles for the transmission of tailor-made programming and advertisements, sourcing programme content and marketing and selling advertising on the MMOB system.

Unlike other forms of advertising, the MMOB system is an attractive medium for advertisers because of its ability to reach a sizable audience. This provides the Group with an enormous competitive advantage.

With the growth in popularity of the SMS provided by telecom companies, RoadShow launched iClub in December 2003, which provides an interactive platform for both advertisers and passengers.

流動多媒體業務

集團的流動多媒體業務包括在客運車輛安裝、營運及保養液晶體顯示組件等設備，以播放度身訂造的節目和廣告提供節目消息，和透過流動多媒體系統推廣和銷售廣告。

與其他廣告媒體比較，流動多媒體系統能接觸更廣大的觀眾，因此深受廣告商歡迎。集團透過流動多媒體系統，得以在廣告市場奠定重大的競爭優勢。

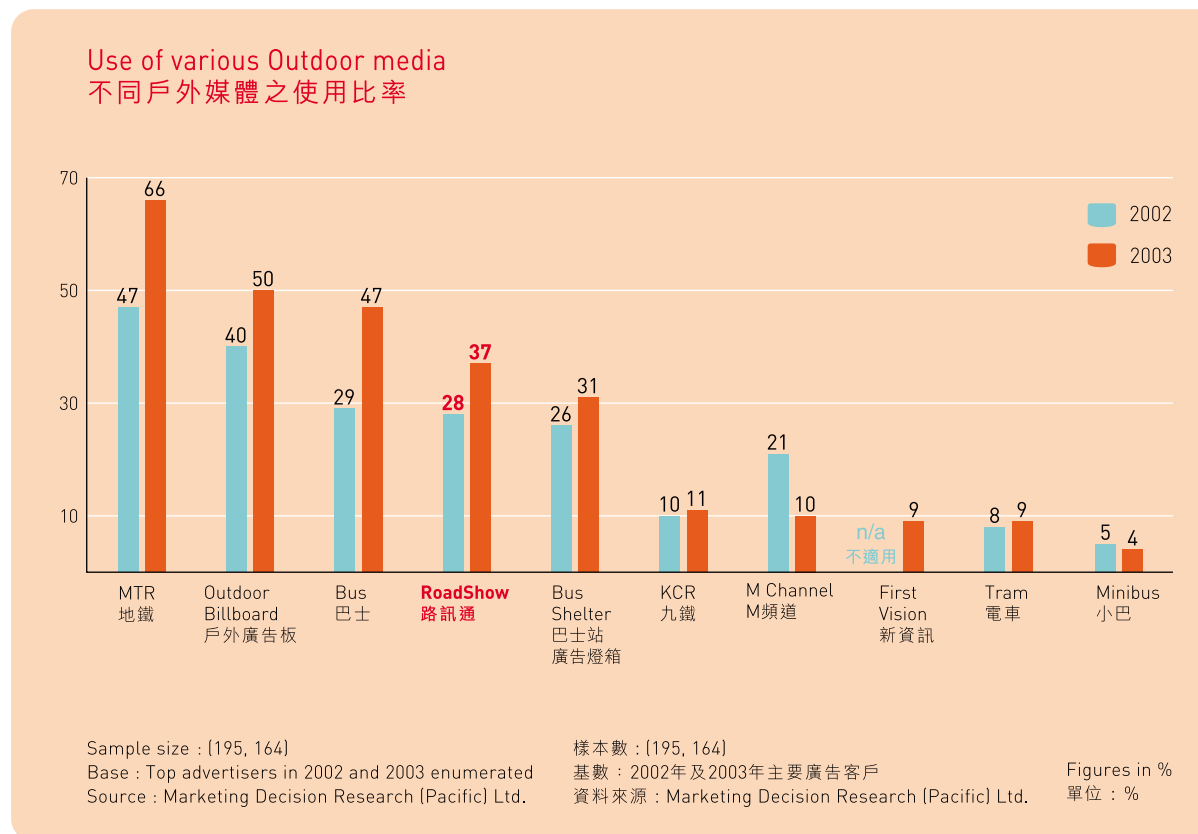
有見電訊公司提供的短訊服務日漸普及，路訊通遂於二零零三年十二月推出iClub，作為廣告商與乘客之間的互動平臺。

The establishment of iClub will enable passengers to enjoy the convenience of this value-added service uniquely designed for users of transit vehicles. The iClub has been well received since its launch.

According to a survey conducted by Marketing Decision Research (Pacific) Ltd. on Adspend Projections for 2004, RoadShow is among one of the top four ranked outdoor advertising media in 2003 ranked only after MTR, outdoor billboard and bus only.

iClub的成立，使乘客得享專為客運車輛的用者而設的增值服務之便，故自推出以來大受歡迎。

根據Marketing Decision Research (Pacific) Ltd.所進行有關二零零四年廣告宣傳預算的調查報告，路訊通為二零零三年四大戶外廣告媒介之一，僅次於地鐵、戶外廣告板及巴士。



Sales and services

MMOB has demonstrated that despite the difficult economic conditions during the first half of the year, it is an effective outdoor medium that can support any type of major advertising campaign. The Group continued to enjoy a high percentage of repeat customers during the year.

銷售及服務

流動多媒體業務表現證明，縱使上半年經濟情況強差人意，亦無損流動多媒體作為有效戶外宣傳渠道的地位，蓋其能支援任何大型廣告計劃。集團相當大比例的客戶均為多次光顧性質。

Our customers include advertising agencies and companies in the cosmetics, health products, electronics, jewellery, leisure, media, finance, banking, insurance, retail, education, real estate, food, telecommunication and beverage sectors. During 2004 we will also be targeting growing industries, such as fitness and beauty products and fast moving consumer goods. We will continue aggressively to add to our customer base in 2004.

In addition to offering a variety of sales packages to suit advertisers with diverse campaign objectives and budgets, the Group provides value-added services. To increase media sales, the Group employs various techniques to encourage customers to commit to advertising bookings, including discounts, bonus spots and special advertising packages for long-term commitments. The Group also uses market research to demonstrate the effectiveness of out-of-home media sales.

客戶來自各行各業，包括廣告代理、化妝品、保健產品、電子、珠寶、消閒娛樂、傳媒、金融、銀行、保險、零售、教育、地產、食品、電訊和飲食業。就二零零四年而言，我們亦將鎖定一些發展中的行業，如減肥及美容產品及快速流通消費品等，並將繼續積極擴大我們的客戶基礎。

除提供各種廣告套裝，以配合不同廣告客戶的宣傳計劃和預算外，集團亦設有增值服務。為了刺激媒體銷售額，集團以多項策略來鼓勵客戶採用廣告宣傳，包括折扣優惠、贈送額外廣告時段、為長期客戶提供特別廣告套裝等，並利用市場研究資料來證明戶外媒體廣告的效益。

In December 2003, consumer spending in Hong Kong recorded a 6.7% increase over December 2002, the fifth consecutive month recording growth. The recovery in Hong Kong economy is confirmed by a survey conducted by ACNielsen during January 2004 on the Hong Kong consumer confidence. It was found that the consumer confidence index soared to 95 compared to 63 during SARS outbreak in March 2003. With improved domestic consumer sentiment and spending on the part of local residents and tourists, the outdoor advertising market is expected to grow in 2004. Our media sales business in Hong Kong will benefit from these positive trends, in particular our MMOB programmes that have attracted much attention from public transit vehicles passengers due to the creative, unique, informative and entertaining contents.

Programming MMOB programme content is specifically tailored to hold the interest of transit vehicle passengers. Contents include music videos, movie trailers, drama series, animation, travelogues, and auctions and interactive games on iClub. The Group also offers infotainment programmes including community service messages, crime prevention tips, gourmet guides, health education, sport and recreation, business and economic reviews, news and current affairs and celebrity interviews.

二零零三年十二月，本港消費開支較二零零二年十二月錄得6.7%增幅，且已是連續第五個月錄得增長。本港經濟復甦證諸於AC尼爾森於二零零四年就港人消費信心所作調查。調查結果顯示，香港人的消費信心指數已飆升至 95，而二零零三年非典型肺炎爆發期間曾降至 63。隨著本地消費情緒及本地居民和旅客消費改善，可以預期戶外廣告市場於二零零四年將隨之增長。我們在香港的媒體銷售業務將受惠於以上利好勢頭，尤其是流動多媒體節目的內容創意、獨特性、資訊性及娛樂性兼備，向為客運車輛乘客所喜愛觀賞，將更為廣告商垂青。

節目 流動多媒體節目內容是專門為吸引客運車輛乘客觀賞而設計，內容包括音樂錄影帶、電影預告片、連續劇、動畫、旅遊資訊、貨品拍賣及iClub互動遊戲。此外，集團亦播放資訊娛樂節目，包括社區服務訊息、撲滅罪行宣傳片、美食指南、健康教育、體育及娛樂節目、商業及經濟回顧、新聞及時事節目以及名人專訪。

There is approximately one hour of original programme repeated 16 times throughout the day. Charity appeals from more than 70 organisations were aired during the year including 60 Flag Day organisers, the Children's Cancer Foundation, Oxfam Hong Kong, the Community Chest, the Hong Kong Council of Social Service, World Vision, Hong Kong Red Cross and many others.

The Group will continue to enrich and diversify its programme content by sourcing more regional and local content suppliers and introducing more interactive games to members of iClub. We will also offer special feature programmes and participate as a media partner in various concerts, movie productions and other events. The Group will continue to devote more resources to in-house production and focus on enriching and upgrading contents to generate greater interest in our programmes.

Operations Phase II of the testing of various GPS schemes commenced in 2004 and results are expected to be evaluated in the second quarter. Installation of the GPS/bus tracking system will begin once the Group's specifications are fully satisfied. To facilitate more effective management of the operations and maintenance of the MMOB system on 4,000 transit vehicles, proprietary software was incorporated into the existing bus management system which enabled accessing real time statistical reports on the reliability and performance of the MMOB system.

流動多媒體系統每天播放大約一小時的原創節目，在一天內重複播放16次。年內，集團播放了70個以上慈善團體的捐款呼籲，其中包括60個賣旗籌款組織、兒童癌病基金會、樂施會、公益金、香港社會服務聯會、香港世界宣明會、香港紅十字會等等。

為提高觀眾的觀賞興趣，集團會繼續加強節目內容，包括物色更多地區及本地節目內容供應商、為iClub會員推出更多互動遊戲與特備節目，並以傳媒合作夥伴的身份參與各類演唱會、電影製作和其他活動。集團將繼續投入資源於自行製作及集中豐富與加強節目內容，期能提高節目的吸引力。

營運 各種全球定位系統的二期測試工作已於二零零四年開始，並預期會於第二季進行評估。當測試工作的結果符合集團要求，集團便會在客運車輛上安裝全球定位／巴士追蹤系統。為方便有效管理安裝於4,000輛客運車輛的流動多媒體業務系統的操作及維修，集團將在現有巴士管理系統中加入專有軟件，就流動多媒體業務系統的可靠性及系統的性能製發實時統計報告。



Bus Body Promotions in Guangzhou
位於廣州的巴士車身廣告

Mainland China

Building on the foundation laid in 2002, the Group developed its outdoor and electronic media sales businesses in the Greater China Region.

Beijing, Shanghai and Guangzhou are the engines of growth in advertising expenditure in Mainland China and offer immense business opportunities for our joint ventures in these three cities.

中國內地

集團在二零零二年打下的基礎上，開拓大中華區的戶外及電子媒體銷售業務。

北京、上海及廣州是中國大陸廣告開支增長的火車頭，為我們在這三個城市的合資公司帶來無限商機。

In the second half of the year, the Group's Mainland China operations recovered from the downturn caused by the SARS crisis and were further developed. As a result, the new joint ventures in Beijing, Shanghai and Guangzhou all made revenue and profit contributions to the Group in their first full year of operation. The Group's media assets in China will continue to grow in 2004 and onward.

A November 2003 National Bureau of Statistics of China report noted that the total consumer goods market in the Mainland amounted to HK\$352.2 billion or a 9.1% growth over November 2002. The report cited the Mainland's steadily developing economy for creating an excellent environment for the consumer goods market. This trend will stimulate the advertising industry, thereby bringing rapid growth to the outdoor advertising industry in Mainland China. As CEPA attracts additional foreign investors to China, advertising spending is expected to increase.

下半年，集團的中國內地業務開始自非典型肺炎危機的低谷中反彈並進一步發展。因此，位於北京、上海及廣州的合資公司在開業第一年便全為集團帶來收益及利潤。集團在中國的媒體資產將於二零零四年及之後繼續增長。

中國國家統計局二零零三年十一月份報告顯示，內地消費品市場總額高達港幣3,522億元，較二零零二年十一月增長9.1%。報告指出，內地穩定發展的經濟，為消費品市場營造了一個優越的環境。此一趨勢將刺激廣告業蓬勃發展，從而帶動中國大陸戶外廣告業快速增長。由於更緊密經貿關係安排將吸引更多外來投資，廣告開支預期將會上升。

According to a research, advertising revenue in Mainland China during 2003 would be amounted to RMB100 billion, and it will exceed the level of RMB200 billion by the years 2007/2008. In addition, by 2010, the revenue will grow by 3 times to the present level of the revenue, i.e. amounted to approximately RMB260 billion.

RoadShow will leverage its experience and success in Hong Kong to explore future growth opportunities in other parts of Mainland China. Our market penetration plan is focused on high potential markets marked by high consumer spending and dense populations. The Group will continue prudently to expand its existing core business in outdoor and electronic media sales in Mainland China and overseas.

研究顯示，二零零三年中國廣告經營額將達到人民幣1,000億元，到二零零七年和二零零八年間將突破人民幣2,000億元大關，二零零一年有望達到3倍於現在的水平，即人民幣2,600億元左右。

路訊通將繼續借助其香港經驗與成就，進一步發掘國內的商機。我們計劃主力進軍潛質優厚、消費力旺盛以及人口稠密的市場。集團將繼續審慎拓展其現有國內外戶外及電子媒體銷售核心業務。

The Group and the Community

RoadShow received the Caring Company Award from the Hong Kong Council of Social Service. The Group continuously supports many charities and non-profit organisations through the dissemination of community service messages and charity appeals on MMOB. The Group also participates in various charity and fund raising events and encourages its employees to participate in the Dress Causal Day organised by the Community Chest.

People

People are our greatest asset and the key to our business success. The Group is committed to nurturing a culture across the whole organisation where employees feel a sense of belonging and are valued and appreciated. The Group promotes teamwork and continuously seeks to improve our work processes. We offer an equitable and competitive remuneration and benefits package to all employees. The Group also provides our people with the necessary tools, training, support and infrastructure so that they can be highly effective and productive.

集團及社群

路訊通獲香港社會服務聯會頒發「商界展關懷」標誌。集團繼續透過流動多媒體系統發放社群服務信息與慈善機構的宣傳片段，藉此支持多間慈善及非牟利機構。集團亦參與多項慈善籌款活動，並鼓勵員工參與公益金舉辦的便服日。

員工

員工是集團最寶貴的資產，亦是業務成功的關鍵因素。集團致力在機構內提供理想的工作環境，讓員工感到備受重視和賞識，從而建立對本公司的歸屬感。集團更推廣團體合作精神，同時不斷改善營運程序。我們為全體員工制訂公平和具競爭力的薪酬及福利計劃，並提供必要的工具、培訓、支援和基礎設備，讓員工能達致有效的工作效率及效益。

Passenger Shelter Advertising 乘客候車亭廣告



Financial Review

財務回顧

For the year ended 31 December
截至十二月三十一日止年度

	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Total operating revenue 經營收益總額	173,377	173,354
Total operating expenses 經營費用總額	210,965	103,093
(Loss)/profit attributable to shareholders 股東應佔(虧損)/盈利	(36,953)	55,027
Basic (loss)/earnings per share (in Hong Kong cents) 每股基本(虧損)/盈利(港仙)	(3.71)	5.56

The Group generates its turnover from the following geographical locations:

集團的營業額來自以下地區：

For the year ended 31 December
截至十二月三十一日止年度

	2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元
Hong Kong 香港	102,325	145,433
Mainland China 中國大陸	54,069	9,621
Turnover 營業額	156,394	155,054

Results

For the year ended 31 December 2003, the Group reported total operating revenue of HK\$173.4 million, representing a slight increase over the previous year. Compared to a profit attributable to shareholders of HK\$55.0 million in 2002, the Group recorded a loss attributable to shareholders in the amount of HK\$37.0 million, which included a provision against trade receivables of HK\$15.8 million and additional provisions/expenses made by the Group in 2003 for maintenance on the MMOB equipment, development of projects and licence and royalties (HK\$22.5 million (the "Expenses")). Additional expenses were incurred by the Group to devote more resources to upgrade its MMOB programme content to appeal to the transit vehicles passengers from different walks of life.

Revenues from the media sales and management business operated in both Hong Kong and Mainland China, continue to be the principal revenue source of the Group, with each accounting for approximately 59% and 31% respectively of the Group's total operating revenue for the year ended 31 December 2003.

Loss attributable to shareholders for the year ended 31 December 2003 was HK\$37.0 million as compared to a profit attributable to shareholders of HK\$55.0 million for the year ended 31 December 2002. Excluding the provision against trade receivables and Expenses, the Group would record a profit attributable to shareholders of about HK\$1.3 million for the year ended 31 December 2003.

業績

截至二零零三年十二月三十一日止年度，集團錄得經營收益總額港幣173,400,000元，較去年輕微上升。而相比二零零二年之股東應佔盈利港幣55,000,000元，集團錄得股東應佔虧損港幣37,000,000元，包括對應收帳款作出港幣15,800,000元撥備，以及本集團於二零零三年就流動多媒體設備之保養、項目發展、特許費及專利費所作出的額外撥備／開支（港幣22,500,000元（「該等開支」））。集團作出額外開支，是為了投入資源提升流動多媒體節目內容之質素，以吸引各界的公共客運車輛乘客。

集團的收益仍然主要來自其在香港及中國內地的媒體銷售及管理業務，各自分別佔集團截至二零零三年十二月三十一日止年度的經營收益總額約為59%及31%。

截至二零零三年十二月三十一日止年度之股東應佔虧損為港幣37,000,000元，而截至二零零二年十二月三十一日止年度則錄得股東應佔盈利港幣55,000,000元。若撇除對應收賬款之撥備以及該等開支，集團於截至二零零三年十二月三十一日止年度將錄得約港幣1,300,000元之股東應佔盈利。

Operating revenue

The year 2003 presented both challenges and opportunities. The first half of 2003 witnessed the continuation of the global economic downturn and a sluggish local economy. RoadShow, along with other commercial sectors, felt the impact of SARS in Hong Kong and a number of major cities in Mainland China and the poor economic environment. The Group recorded a drop in total operating revenue as compared to the first half of 2002 as most advertisers adopted a conservative approach in their marketing activities during the SARS crisis. However, both the global and local business environment experienced a turnaround in the second half of 2003. Around the end of the third quarter of 2003, the signing of CEPA and the lifting of travel restrictions on individuals residing in eight Guangdong cities, Shanghai and Beijing gave a boost to the local economy. The market sentiment improved leading to a growth in spending patterns. As a result, the Group saw a rebound in its total operating revenue in the second half of 2003, doubling the corresponding period of 2002.

In 2003, RoadShow generated operating revenue of approximately HK\$54.1 million (2002: HK\$9.6 million) from its outdoor media sales business in Mainland China due in large part to the Group becoming a multi-dimensional service provider. Media sales and management services were provided utilising a wide range of media assets, from panel light boxes, billboards, bus bodies and bus shelters to telephone booths, and expanding beyond buses to the Guangzhou Metro mass transit system.

Operating expenses

Total operating expenses increased from HK\$103.1 million in 2002 to HK\$211.0 million in 2003. Entering 2003, the Group had established footholds in Beijing, Shanghai, Guangzhou and Shenzhen, and this led to the increase in operating expenses. The Group also incurred additional expenses and devoted more resources to enhance the quality of its MMOB

經營收益

二零零三年充滿挑戰與機遇，全球經濟於上半年未能擺脫衰退，本港經濟亦未見起色。路訊通與其他公司亦受到香港以至中國大陸多個主要城市爆發非典型肺炎以及經濟環境疲弱的影響。由於大部份廣告商在非典型肺炎肆虐之時展開市場推廣活動格外審慎，所以集團的經營收益總額較二零零二年上半年下跌。幸全球以至本地營商環境於二零零三年下半年步出谷底，二零零三年第三季末簽訂更緊密經貿關係安排以及放寬廣東省之八個城市以及上海、北京居民的個人旅遊的限制等措施成功推動本地經濟復甦。隨著市場氣氛改善，消費模式亦再現增長，令集團的經營收益總額於二零零三年下半年反彈，較二零零二年同期增長一倍。

二零零三年，集團成功擠身全方位服務供應商之列，故路訊通在中國大陸的戶外媒體銷售業務錄得約港幣54,100,000元（二零零二年度為港幣9,600,000元）的經營收益。集團利用多種媒體資產，計有廣告燈箱、廣告牌、公共汽車車身、公共汽車候車亭及公用電話亭等提供優質媒體銷售及管理服務，並將媒體資產的範疇由公共汽車拓展至廣州地鐵集體運輸系統。

經營開支

經營開支總額由二零零二年的港幣103,100,000元上升至二零零三年的港幣211,000,000元。集團於二零零三年打入北京、上海、廣州及深圳四地市場，故經營開支亦隨之上升。為提升流動多媒體節目內容之質素，將流動多媒體之設備升級，以吸引各界的公共客運車輛

programme contents and to upgrade the MMOB equipment to appeal to transit vehicle passengers from different walks of life. The Group's 2003 operating expenses included a provision against trade receivables of HK\$15.8 million and Expenses (HK\$22.5 million). Save for the provision against trade receivables and Expenses incurred by the Group, the Group's total operating expenses amounted to HK\$172.7 million.

Dividends

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2003 (2002: a final dividend of HK2 cents per share).

Cash flow

In 2003, the net cash generated from operating activities of the Group was HK\$19.8 million (2002 : HK\$32.7 million). Payment for capital expenditure in 2003 amounted to HK\$54.6 million (2002 : HK\$0.5 million). The consolidated cash flow statement of the Group for the year ended 31 December 2003 is set out on page 58 of this annual report.

Liquidity and financial resources

At 31 December 2003, the Group had net current assets of HK\$432.4 million (2002 : HK\$590.7 million) and total assets of HK\$1,083.1 million (2002 : HK\$1,042.6 million).

The Group's cash needs are primarily for working capital to support its media sales business, whereas a sufficient amount of cash is maintained to meet potential business expansion and development.

乘客。集團於二零零三年之經營開支包括對應收帳款作出港幣15,800,000元撥備，以及集團於二零零三年就該等開支(港幣22,500,000元)作出額外撥備／開支。除就應收帳款撥備以及錄得該等開支外，本集團之經營開支總額為港幣172,700,000元。

股息

董事並不建議派發截至二零零三年十二月三十一日止年度之末期股息(二零零二年度末期股息為每股2港仙)。

現金流量

二零零三年內，集團來自經營活動的現金淨額為港幣19,800,000元(二零零二年度為港幣32,700,000元)。二零零三年度的資本開支為港幣54,600,000元(二零零二年度為港幣500,000元)。集團截至二零零三年十二月三十一日止年度的綜合現金流量報表載於本年報第58頁。

流動資金及財務資源

於二零零三年十二月三十一日，集團的流動資產淨值為港幣432,400,000元(二零零二年度為港幣590,700,000元)，而總資產值為港幣1,083,100,000元(二零零二年度為港幣1,042,600,000元)。

集團的現金需要主要是用作支持其媒體銷售及管理業務的營運資金，集團持有充裕現金以應付業務擴充及發展的潛在需要。

Bank loans

At 31 December 2003, the Group had bank loans amounting to HK\$138.0 million (2002 : HK\$128.0 million), of which loans totalling HK\$100.0 million (2002 : HK\$100.0 million) were secured by fixed deposits placed with the bank. The gearing ratio, representing the ratio of bank borrowings less pledged bank deposits to the total share capital and reserves of the Group was 5% at 31 December 2003 (2002 : 3%). The maturity profile of the bank loans of the Group is set out in note 23 on the financial statements on page 85 of this annual report.

Banking facilities

At 31 December 2003, the Group had banking facilities totalling HK\$200.0 million (2002 : HK\$200.0 million).

Cash and deposits at banks

At 31 December 2003, the Group's cash and deposits at banks amounted to HK\$534.7 million, comprising cash and cash equivalents of HK\$434.7 million (2002 : HK\$509.0 million) and pledged bank deposit of HK\$100.0 million (2002 : HK\$100.0 million), and they were mainly denominated in Hong Kong Dollars and US Dollars. Cash generated from operations, when not needed for working capital, is principally placed in bank deposits. At 31 December 2003, the proceeds from the initial public offering in 2001 which had not been utilised had been placed into bank deposits.

Capital expenditure and capital commitment

Capital expenditure incurred by the Group during 2003 amounted to HK\$108.2 million (2002 : HK\$0.5 million). The breakdown of the capital expenditure incurred is shown in note 12 on the financial statements on page 77 of this annual report.

銀行貸款

於二零零三年十二月三十一日，集團的銀行貸款為港幣138,000,000元（二零零二年度為港幣128,000,000元）。貸款合共港幣100,000,000元（二零零二年度為港幣100,000,000元）乃以銀行定期存款作抵押。於二零零三年十二月三十一日的資本負債比率（為集團銀行貸款減已抵押銀行存款與股本及儲備總額的比率）為5%（二零零二年度為3%）。集團銀行貸款的到期情況載於本年報第85頁的財務報表附註23。

銀行信貸額

於二零零三年十二月三十一日，集團的銀行信貸額合共港幣200,000,000元（二零零二年度為港幣200,000,000元）。

現金及銀行存款

於二零零三年十二月三十一日，集團的現金及銀行存款合共港幣534,700,000元，包括現金及現金等價物港幣434,700,000元（二零零二年度為港幣509,000,000元）及已抵押銀行存款港幣100,000,000元（二零零二年度為港幣100,000,000元）。全部均以港幣或美元結算。當從業務所賺取的現金毋須撥作營運資金時，則主要會存作銀行存款。於二零零三年十二月三十一日未獲動用的二零零一年首次公開招股所得款項已存作銀行存款。

資本開支及資本承擔

集團於二零零三年內的資本開支為港幣108,200,000元（二零零二年度為港幣500,000元）。資本開支的資料載於本年報第77頁之附註12。

Capital commitments outstanding and not provided for in the financial statements of the Group as at 31 December 2003 amounted to HK\$292.9 million (2002 : HK\$339.1 million) which is mainly for the upgrade of the existing MMOB system for the MMOB business and for potential investment and business development in Greater China. The commitments are to be financed by bank borrowings and/or internal resources of the Group.

Accounting standards and policies

The financial statements set out in pages 53 to 97 have been prepared in accordance with the requirements of the Listing Rules of the Stock Exchange, all applicable Hong Kong Financial Reporting Standard (which include all applicable Statements of Standard Accounting Practice and Interpretations) issued by the HKSA and the accounting principles generally accepted in Hong Kong.

Employees and emoluments policies

At 31 December 2003, the Group had 180 full-time employees in Hong Kong and Mainland China. The Group had adopted the Schemes, details of which are contained in the paragraph headed "Share options schemes" as described on page 48 of this annual report.

The Group offers a comprehensive and competitive remuneration and benefits package to all its employees. In addition, it offers a performance bonus scheme to its senior staff based on achievement of business objectives and a sales commission scheme to its sales team based on achievement of advertising revenue targets. The Group has adopted a provident fund scheme for its employees in Hong Kong as required under the Mandatory Provident Fund Schemes Ordinance and participated in employee pension schemes organised and governed by the local governments for its employees in Mainland China.

於二零零三年十二月三十一日，經批准但並未在集團財務報表作出撥備之資本承擔為港幣292,900,000元（二零零二年度為港幣339,100,000元），主要是為流動多媒體業務提升現有流動多媒體系統以及用於日後在大中華區進行投資及拓展業務。資本承擔的資金來源是銀行貸款及／或集團的內部資源。

會計準則及政策

載於第53頁至第97頁的財務報表乃根據聯交所上市規則、香港會計師公會頒佈的所有適用的香港財務報告準則（包括所有通用的《會計實務準則》及詮釋）及香港公認的會計原則的規定而編製。

僱員及酬金政策

於二零零三年十二月三十一日，集團在香港及中國內地有180名全職僱員。集團已採納該等計劃，詳情載於本年報第48頁「購股權計劃」一段。

集團向其全體僱員提供完善及具吸引力的酬金及福利。此外，集團亦為旗下高級職員提供一個以達成業務目標為基礎的表現花紅計劃，以及向旗下銷售隊伍推行一個以達成廣告收益目標為基礎的銷售佣金計劃。集團已根據強制性公積金計劃條例的規定為其香港僱員採納一項公積金計劃，並為中國內地僱員參與由地方政府組織及監管的僱員退休金計劃。

Connected transactions

For the year ended 31 December 2003, the Group had the following connected transactions, details of which are set out below:

(a) For the year ended 31 December 2003, the Group had the transactions with the following connected parties:-

Name of connected parties 關連人士名稱	Nature of transaction 交易性質	HK\$'000 港幣千元
[1] LW-Vision Limited (Note 1) (附註1)	Licence fee payable by RoadShow Media Limited ("RoadShow Media") in connection with the provision of media sales services on the MMOB systems 由 RoadShow Media Limited (「RoadShow Media」) 就於流動多媒體系統提供媒體銷售服務而支付特許費。	46
[2] Long Win Bus Company Limited (Note 2) 龍運巴士有限公司 (附註2)	Licence fee payable by RoadShow Media in connection with the provision of media sales services 由 RoadShow Media 就提供媒體銷售服務支付特許費。	1,325
[3] The Kowloon Motor Bus Company (1933) Limited (Note 3) 九龍巴士(一九三三)有限公司 (附註3)	Royalty fee payable by Bus Focus Limited (Note 4) in connection with the provision of media sales services for on-street furniture 由 Bus Focus Limited (附註4) 就街道設備提供媒體銷售服務支付專利費。	5,896
[4] Texon Media Limited (Note 5) (附註5)	Management fee payable by Bus Focus in connection with the provision of media sales services for on-street furniture 由 Bus Focus 就街道設備提供媒體銷售服務支付管理費。	8,952

Notes:

1. LW-Vision Limited ("LW-Vision") is an indirect 95%-owned subsidiary of the Company and an indirect 5%-owned investments of KMB.
2. Long Win Bus Company Limited ("LWB") is an indirect wholly-owned subsidiary of KMB.
3. The Kowloon Motor Bus Company (1933) Limited ("KMB (1933)") is an indirect wholly-owned subsidiary of KMB.
4. Bus Focus Limited ("Bus Focus") is an indirect 60%-owned subsidiary of the Company and a direct 40%-owned associate of Immense Prestige Limited ("IPL"). IPL is a wholly-owned subsidiary of Texon International Limited ("TIL").
5. Texon Media Limited ("Texon") is a wholly-owned subsidiary of TIL.

關連交易

集團在截至二零零三年十二月三十一日止年度所進行的關連交易之詳情如下：

(a) 截至二零零三年十二月三十一日止年度，集團與下列關連人士進行以下交易：

附註：

1. LW-Vision Limited (「LW-Vision」) 是本公司間接持有95%權益之附屬公司，並且是九巴間接持有5%權益的投資項目。
2. 龍運巴士有限公司 (「龍運」) 是九巴間接全資擁有之附屬公司。
3. 九龍巴士(一九三三)有限公司 (「九巴(一九三三)」) 是九巴間接全資擁有之附屬公司。
4. Bus Focus Limited (「Bus Focus」) 是本公司間接擁有60%權益之附屬公司，並且是 Immense Prestige Limited (「IPL」) 直接擁有40%權益之聯營公司。IPL是Texon International Limited (「TIL」) 全資擁有之附屬公司。
5. Texon Media Limited (「Texon」) 是TIL全資擁有之附屬公司。

(b) For the year ended 31 December 2003, the service fee paid or payable by KMB Public Bus Services Holdings Limited, an indirect wholly-owned subsidiary of KMB, to RoadShow Media arising from or in connection with the provision of media sales management and administrative services by RoadShow Media was HK\$18,529,000.

(c) For the year ended 31 December 2003, the fee paid or payable by RoadShow Media to KMB(1933) arising from or in connection with an office rental agreement between RoadShow Media and KMB(1933) was HK\$1,266,000.

(d) For the year ended 31 December 2003, the Group had the transactions with the following connected parties:-

Name of connected parties 關連人士名稱	Nature of transaction 交易性質	HK\$'000 港幣千元
[1] KM-Vision Limited (Note 1) (附註1)	Shareholder's loan by RoadVision Holdings Limited ("RoadVision") to KM-Vision on the capital expenditure in connection with the purchase of MMOB equipment by RoadVision Holdings Limited ("RoadVision") 以股東貸款形式撥資 KM-Vision 的資本開支總額，用以採購流動多媒體設備。	202,350
[2] LW-Vision	Shareholder's loan by RoadVision to LW-Vision on the capital expenditure in connection with the purchase of MMOB equipment by RoadVision 以股東貸款形式撥資 LW-Vision 的資本開支總額，用以採購流動多媒體設備。	516

Note:

1. KM-Vision Limited ("KM-Vision") is an indirect 95%-owned subsidiary of the Company and an indirect 5%-owned investments of KMB.

(b) 截至二零零三年十二月三十一日止年度，九巴間接全資擁有之附屬公司KMB Public Bus Services Holdings Limited就其與RoadShow Media提供媒體銷售服務已支付或應支付的款項為港幣18,529,000元。

(c) 截至二零零三年十二月三十一日止年度，RoadShow Media就RoadShow Media與九巴(一九三三)之間一項辦公室租賃事宜向九巴(一九三三)已支付或應支付之款項為港幣1,266,000元。

(d) 截至二零零三年十二月三十一日止年度，集團與下列關連人士進行以下交易：

附註：

1. KM-Vision Limited ("KM-Vision")是本公司間接持有95%權益的附屬公司，並且是九巴間接持有5%權益的投資項目。

Independent Non-Executive Directors have reviewed and confirmed that the connected transactions as set out above which had been entered into by the Group are:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or on terms no less favourable than terms available to/ from (as appropriate) independent third parties;
- (iii) fair and reasonable so far as the shareholders of the Company are concerned; and
- (iv) in accordance with the waiver conditions granted by the Stock Exchange, that during the year
 - (1) the annual amount in respect of (a)(1) above did not exceed 3% of the Group's total turnover;
 - (2) the annual amount in respect of each of the connected transactions (a)(2) to (a)(4) and (b) above individually did not exceed 3% of the Group's total net tangible asset value;
 - (3) the annual amount in respect of (c) above did not exceed HK\$1,272,000;
 - (4) the annual amount in respect of (d)(1) above did not exceed HK\$220,000,000; and
 - (5) the annual amount in respect of (d)(2) above did not exceed HK\$16,500,000.

Use of proceeds

Since the listing of RoadShow on the Stock Exchange on the Listing Date, the Group has utilised approximately HK\$317.3 million for the development of, and the purchase of equipment for use in the MMOB business and for the acquisition of complementary businesses in China. The balance of the proceeds, which has not been utilised, has been deposited with licenced banks in Hong Kong.

獨立非執行董事已檢討上述集團進行之關連交易，並確認此等交易是：

- (i) 於集團日常及一般業務過程中訂立；
- (ii) 按一般商業條款或按不遜於提供予獨立第三者或由獨立第三者提供（視適用情況而定）的條款訂立；
- (iii) 對公司股東而言公平合理；及
- (iv) 符合聯交所訂立之豁免條件，即於本年度內：
 - (1) 上文(a)(1)項所指的年度金額不超過集團營業總額的3%；
 - (2) 上文(a)(2)項至(a)(4)項及(b)項各項所指的年度金額不超過集團有形資產淨值的3%；
 - (3) 上文(c)項所指的年度金額不超過港幣1,272,000元；
 - (4) 上文(d)(1)項所指的年度金額不超過港幣220,000,000元；及
 - (5) 上文(d)(2)項所指的年度金額不超過港幣16,500,000元。

運用所得收益

自路訊通於上市日期在聯交所上市以來，集團為採購流動多媒體業務所使用的設備及購置發展流動多媒體系統節目內容及收購中國大陸的配套業務而付出港幣約317,300,000元，餘下所得收益已存入香港持牌銀行作為存款。

Corporate Governance

Over the years, the Group has placed strong emphasis on maintaining high standards of corporate governance. This policy and culture ensure that the Group's corporate decision-making process, internal control, disclosure of information and communication with shareholders is conducted in accordance with sound management practices and in full compliance with the regulatory standards.

Board of Directors

The Company's Board of Directors is composed of 11 Directors, two of whom are Independent Non-executive Directors. Board meetings are normally held semi-annually to discuss and decide major corporate and strategic issues.

Audit Committee

The Group's Audit Committee is composed of three Non-executive Directors, two of whom are Independent Non-executive Directors. Meetings are held every six months to review with senior management the accounting principles and practices adopted by the Group; the accuracy and fairness of the financial statements; and the scope of both internal and external audit work. The Audit Committee also ensures that effective internal control procedures and practices are in place. Three Audit Committee meetings were held during 2003. After each meeting, the Chairman of the Audit Committee reported to the Board of Directors on significant issues.

Remuneration Committee

The Group established the Remuneration Committee in March 2004 and comprises three Non-executive Directors, two of whom are Independent Non-executive Directors. The Remuneration Committee is responsible for making recommendation to the Board regarding the Company's framework of directors' remunerations.

Enhanced Shareholder Value

The Group conducts its businesses based on high standards of corporate governance. The corporate decision-making process is carried out in an honest, open and systematic manner. Through maintaining and inspiring investors' confidence in the Group's management and internal controls, we work to further enhance the value of the Group for our shareholders.

企業管治

集團多年來一直致力保持最高水平的企業管治。此政策及企業文化確保集團之企業決策程序、內部監控、資料披露以及與股東之溝通均符合優質管理要求，並充分遵守監管標準。

董事會

本公司董事會由十一名董事組成，其中二人為獨立非執行董事。董事會通常每半年召開一次會議，商討及議決重大企業及策略事宜。

審核委員會

集團之審核委員會由三名非執行董事所組成，其中兩位為獨立非執行董事。審核委員會每半年召開會議，與高級管理層一同檢討集團所採用的會計原則及常規，財務報告之準確性及公平性，及內部與外部審核工作的範疇。審核委員會並須確保集團採用有效的內部監控程序及常規。審核委員會於二零零三年召開三次會議，其主席於每次會後均就重大議題向董事會匯報。

薪酬委員會

集團於二零零四年三月成立薪酬委員會。薪酬委員會由三名非執行董事組成，其中兩名為獨立非執行董事。薪酬委員會負責就本公司董事酬金的框架向董事會提出建議。

提升股東價值

本集團要求自身的營運符合最高企業管治水平，以坦誠、公開及有系統的方式落實企業決策程序。我們透過維持和加強投資者對本集團的管理層及內部監控之信心，從而提升集團對股東的價值。

Directors 董事簡介

**Profiles of Directors
& Senior Executives**
**董事及高級行政
人員簡介**
John CHAN Cho Chak 陳祖澤太平紳士

GBS, JP, DBA (Hon), BA, DipMS, MIMgt, FCILT, FHKIoD

Chairman and Non-Executive Director, aged 60. Appointed Managing Director of The Kowloon Motor Bus Holdings Limited, The Kowloon Motor Bus Company (1933) Limited and Long Win Bus Company Limited with effect from 4 September 1997, 1 November 1993 and 8 May 1997, respectively. Also Independent Non-Executive Director of Hang Seng Bank Limited, AXA General Insurance Hong Kong Limited and Guangdong Investment Limited. Before joining the Group, Mr. Chan held many positions in the Hong Kong Civil Service from 1964 to 1978 and from 1980 to 1993. The key posts held in the Hong Kong Government included Private Secretary to the Governor, Deputy Secretary (General Duties), Director of Information Services, Deputy Chief Secretary, Secretary for Trade and Industry and Secretary for Education and Manpower. Mr. Chan also served as Executive Director and General Manager of Sun Hung Kai Finance Company Limited from 1978 to 1980. Mr. Chan is Deputy Chairman of the Hong Kong Jockey Club, Board Member and Executive Committee Deputy Chairman of The Community Chest and Council Chairman of the Hong Kong University of Science and Technology.

主席兼非執行董事，六十歲。自一九九七年九月四日、一九九三年十一月一日及一九九七年五月八日起分別獲委任為九龍巴士控股有限公司、九龍巴士（一九三三）有限公司及龍運巴士有限公司董事長。陳氏亦為恒生銀行有限公司、安盛保險有限公司及粵海投資有限公司獨立非執行董事。於加入集團前，陳氏於一九六四年至一九七八年及一九八零年至一九九三年間任職於香港政府，期間歷任港督私人秘書、副常務司、政府新聞處處長、副布政司、工商司及教育及人力統籌司等要職。陳氏於一九七八年至一九八零年間曾任職新鴻基財務有限公司為執行董事及總經理。陳氏亦為香港賽馬會副主席、香港公益金董事會董事兼執行委員會副主席及香港科技大學校董會主席。

Michael WONG Yick-kam 黃奕鑑

BBA, MBA

Deputy Chairman and Non-Executive Director, aged 52. Mr. Wong obtained his bachelor's and master's degrees in business administration from The Chinese University of Hong Kong. He has been an Executive Director of Sun Hung Kai Properties Limited since 1996. Mr. Wong is also an Executive Director of SUNeVision Holdings Limited, and a Non-Executive Director of SmarTone Telecommunications Holdings Limited and USI Holdings Limited.

副主席兼非執行董事，五十二歲。黃氏持有香港中文大學工商管理學士及碩士學位。他自一九九六年起擔任新鴻基地產發展有限公司的執行董事，黃氏亦為新意網集團有限公司執行董事，及數碼通電訊集團有限公司及富聯國際集團有限公司之非執行董事。

Winnie J. NG 伍穎梅

BA, MBA (Chicago)

Group Managing Director, aged 40. Ms. Ng is responsible for the formulation and implementation of the overall policy and strategy of the Group. Also Director of The Kowloon Motor Bus Holdings Limited, The Kowloon Motor Bus Company (1933) Limited and Long Win Bus Company Limited since 4 September 1997, 12 October 1995 and 8 May 1997 respectively. Joined the KMB Group in 1990 and since then has looked after various different portfolios including, among others, corporate development, marketing and sales, and business development. During the past years, Ms. Ng has successfully revamped and rejuvenated KMB's image and positioned KMB as a powerful out-of-home media sales tool in Hong Kong by lifting the profiles and sales of bus body and bus shelter advertising. Ms. Ng was appointed Commercial Director of KMB in 1999 and then Executive Director of KMB in 2001. Ms. Ng has been active in public service, serving the community in her capacities as board member of the Agency for Volunteer Service; public relations committee member of The Community Chest; member of the Zonta Club of Hong Kong East; council member of the Hong Kong Digestive Foundation; steering committee member on promotion of volunteer service of the Social Welfare Department, and president of the Little Chair Foundation. In December 2003, Ms. Ng won the Yazhou Zhoukan Young Chinese Entrepreneur Award 2003. Ms. Ng holds an MBA degree from the University of Chicago. Ms. Ng is the sister of Mr. Anthony Ng, a Non-Executive Director of the Company.

集團董事總經理，四十歲。伍氏負責制定及落實集團的整體政策及策略。分別自一九九七年九月四日、一九九五年十月十二日及一九九七年五月八日起亦分別出任九龍巴士控股有限公司、九龍巴士（一九三三）有限公司及龍運巴士有限公司董事。伍氏於一九九零年加入九巴集團，此後不斷參與多項工作，計有公司開發市場推廣及銷售，以及業務發展。在過去幾年，伍氏成功使九巴形象革新。伍氏亦提升銷售巴士車身和候車亭的廣告，使九巴成為香港一個強而有力的戶外媒體銷售工具。伍氏於一九九九年及二零零一年獲委任為九巴商務總監及九巴執行董事。伍氏於過去多年熱心社會服務、服務社群，她為義務工作發展局董事、香港公益金公共關係委員會委員、香港東區崇德社會員、香港腸胃健康基金董事局委員、社會福利署推廣義工服務督導委員會委員及Little Chair慈善基金的主席。伍氏於二零零三年十二月獲亞洲週刊選為二零零三年度華人青年企業家大獎。伍氏持有芝加哥大學工商管理碩士學位。伍氏為本公司非執行董事伍永漢先生的姊姊。

MAK Chun Keung 麥振強

Director, aged 63. Joined The Kowloon Motor Bus Company (1933) Limited in 1994 and appointed Commercial Director in 2001. He is concurrently Director of HK Macau Limited, a subsidiary of The Kowloon Motor Bus Company (1933) Limited providing urban bus services in co-operation with Dalian City No. 1 Bus Company through Dalian HK Macau Motor Bus Services Limited, and Director of the co-operative joint venture in Dalian, People's Republic of China. Mr. Mak has over 20 years of experience in international banking and finance, and has held senior executive positions in foreign and local banking institutions throughout his career. Mr. Mak is the brother of Mr. Thomas Mak Hing Keung, Chief Financial Officer and Company Secretary of the Company.

董事，六十三歲。自一九九四年加入九龍巴士（一九三三）有限公司及於二零零一年獲委任為商務總監。麥氏為九龍巴士（一九三三）有限公司之附屬公司港濠有限公司的董事，該公司與大連市第一公共汽車公司合作透過大連港濠汽車服務有限公司提供市區巴士服務，而麥氏同時亦為中華人民共和國大連合作公司的董事。麥氏在國際銀行及金融方面有逾二十年經驗，並曾於外國及本地銀行機構擔任多個高級行政人員職位。麥氏為本公司的財務總裁兼公司秘書麥興強先生的兄長。

Amanda LUI Yee Fai 雷怡暉

BA

Director and Chief Operations Officer, aged 33. Joined the KMB Group in 1992. Ms. Lui is responsible for developing and implementing the Group's Multi-media On-board system for Hong Kong and overseas business segments. Prior to her current position, Ms. Lui worked as Executive Assistant Manager in KMB's Marketing and Sales Department, and Executive Assistant Manager, Corporate Public Relations and Projects, in KMB's Public Relations Department, during the period from 1994 to April 2000 and as Manager, Marketing Communications, in KMB's Marketing and Sales Department from April 2000 to January 2001. In those capacities, Ms. Lui was responsible for KMB's on-going programmes of image building and promotion of KMB's bus exteriors and outdoor furniture as effective advertising media. Since 1995, Ms. Lui has been looking after KMB's merchandising business, which includes the sales of bus models and commemorative items bearing the KMB logo.

董事兼營運總裁，三十三歲。自一九九二年以來一直於九巴集團服務。雷氏負責開發及執行集團於香港及海外的流動多媒體系統業務。雷氏於出任目前職位前，由一九九四年至二零零零年四月期間出任九巴市場推廣及營業部的執行助理經理及公關部的企業公關及策劃執行助理經理，及於二零零零年四月至二零零一年一月，出任九巴市場推廣及營業部的市場推廣經理。雷氏一直以來努力建立九巴形象和推廣九巴車身及戶外設備作為有效的廣告媒體，並且自一九九五年負責九巴的商品銷售業務，包括銷售巴士模型和載有九巴標誌的紀念品。

James Conrad LOUEY 雷兆光

BSc

Non-Executive Director, aged 39. Mr. Louey is Head of Human Resources Department of The Kowloon Motor Bus Company (1933) Limited since 1993. Director of Art East Limited, Top Art Limited and New Hong Kong Bus Company Limited, each a subsidiary of The Kowloon Motor Bus Holdings Limited. On community service, Mr. Louey is currently a member of the Ninth Session Henan provincial committee of the Chinese People's Political Consultative Conference and a member of the board of directors of Hong Kong Festival Fringe Club. He also served as a member of the board of directors (1995 to 1998) and the advisory board (1998 to 1999) of Po Leung Kuk. From 1995 to 1997, Mr. Louey served as co-chairman of the Community Chest of Hong Kong Special Events Organisation Committee and member of the Community Chest of Hong Kong Campaign Committee.

非執行董事，三十九歲。雷氏為九龍巴士(一九三三)有限公司的人力資源部主管，自一九九三年起一直擔任該職位。雷氏亦為藝東有限公司、Top Art Limited及新香港巴士有限公司(全部均為九龍巴士控股有限公司的附屬公司)的董事。就社區服務而言，雷氏目前為中國人民政治協商會議河南省第九屆委員會委員、藝穗會董事會的成員，亦為保良局董事會(一九九五年至一九九八年)及諮詢委員會(一九九八年至一九九九年)的成員。由一九九五年至一九九七年，雷氏為公益金特別籌款項目委員會副主席及公益金香港籌務委員會成員。

Anthony NG 伍永漢

BS (Econ), MBA (Richard Ivey School of Business, University of Western Ontario)

Non-Executive Director, aged 36. Director of Harvest City Ltd. (a company invest in public bus operation in China, including Shenyang, Jilin and Tianjin) and Sundart Holdings Limited. Mr. Ng is a member of Council to the Board of Sowers Action, a charity organization aimed at developing fundamental education in China. Mr. Ng is the brother of Ms. Winnie J. Ng, Group Managing Director of the Company.

非執行董事，三十六歲。伍氏為豐城有限公司（該公司投資經營國內公共交通業務，包括瀋陽，吉林及天津）及承達集團有限公司的董事。伍氏為苗圃行動名譽理事的成員，苗圃行動為致力發展中國基礎教育的慈善機構。伍氏為本公司的集團董事總經理伍穎梅女士的弟弟。

LAU Mei Mui, May 劉美梅

Non-Executive Director, age 53. Ms. Lau has been with the Sun Hung Kai Properties group since 1989 and is currently Head of Corporate Communications of the Sun Hung Kai Properties group, responsible for all aspects of corporate promotions, publicity, corporate advertising, research projects, the group web site and customer relationship management. Ms. Lau is also managing director of the SHKP Club Limited, which administers the 180,000-member SHKP Club and a director of Sun Hung Kai Properties (China) Limited. Ms. Lau has extensive experience in corporate promotion, having previously worked for the Hong Kong Tourism Board both in London and Hong Kong, the Mass Transit Railway Corporation, Chinese Manufacturers' Association of Hong Kong and a number of property and hotel companies.

非執行董事，五十三歲。劉氏自一九八九年加入新鴻基地產集團，現任為新鴻基地產集團的傳訊總監，負責所有傳訊推廣、宣傳業務、企業廣告、市場調查、公司網頁及處理顧客關係事務。劉氏亦為新地會有限公司的董事總經理，負責管理新地會旗下180,000名會員及為新鴻基地產（中國）有限公司的董事。劉氏在傳訊推廣方面有豐富經驗，並曾任職於香港旅遊發展局的倫敦及香港辦事處、香港地下鐵公司、香港中華廠商聯合會以及多間地產及酒店集團。

YEN Shiao Hua, Sheridan 晏孝華

Non-Executive Director, aged 47. Mr. Yen was appointed a director of SUNeVision Holdings Limited on 3 July 2000. He has more than 18 years of management experience in the technology industry, spanning consulting, technical services and sales and marketing. Mr. Yen started his career with Philips in the semiconductor industry in Sunnyvale, California. He established the Applied Material Inc's direct office in Beijing in 1985. He held Managing Director positions for Mentor Graphics, Greater China and AspenTech, Asia. Both companies are in the IT industry. He then became involved in direct investment activities with United Pacific Industries Limited as Executive Director of operating companies. Prior to joining SUNeVision, he was the Chief Operating Officer of SparkIce.com, one of the more prominent B2B e-commerce models developed in China. Mr. Yen holds a Bachelor of Science degree in Chemical Engineering from the University of California at Berkeley.

非執行董事，四十七歲。晏氏於二零零零年七月三日獲聘任為新意網集團有限公司董事。晏氏擁有逾十八年之高層管理經驗，範圍遍及高科技工業、專業顧問、技術服務、市場及銷售。晏氏最初在加利福尼亞Sunnyvale投身半導體工業，加入Philips工作，於一九八五年在北京成立Applied Materials Inc直屬代表處，更在兩間資訊科技公司Mentor Graphics Greater China及AspenTech Asia擔任董事總經理一職，隨後更參與United Pacific Industries Limited之直接投資業務，擔任經營公司之執行董事。在加盟新意網集團有限公司之前，晏氏曾於SparkIce.com出任首席營運總監，該公司在中國成功經營電子商貿業務。晏氏畢業於美國加利福尼亞州柏克萊大學，持化學工程學士學位。

Carlye Wai-Ling TSUI 徐尉玲 太平紳士

BBS, MBE, JP, BA(Econ), FHKIoD, FBCS, FHKIE, HonFACE

Independent Non-Executive Director, aged 56. Chief Executive Officer of The Hong Kong Institute of Directors. Fellow of The Hong Kong Institution of Engineers, The Hong Kong Institute of Directors and The British Computer Society and Honorary Fellow of the Hong Kong Association for Computer Education. Holder of Professional Diploma on Corporate Governance and Directorship. A Justice of the Peace, Ms. Tsui is currently a Wan Chai District Councillor and was formerly a Councillor of Urban Council and Provisional Urban Council. She is Chairman of Hong Kong Chinese Orchestra and a member of several public service bodies, including Broadcasting Authority, Council for The AIDs Trust Fund and Small and Medium Enterprises Committee. She was selected one of the Ten Outstanding Young Persons in Hong Kong 1981 and awarded IT Achiever of the Year 1992, Member of the Most Excellent Order of the British Empire in 1997 and Bronze Bauhinia Star 2003.

獨立非執行董事，五十六歲。徐氏為香港董事學會的行政總裁。其專業資格包括：香港工程師學會、香港董事學會、英國電腦學會的資深會員、香港電腦教育學會的榮譽院士。持有「企業管治及董事專業文憑」。徐氏身為太平紳士，現為灣仔區區議員，並為前市政局及臨時市政局議員。她亦為香港中樂團主席及多個公共服務團體的會員，該等團體包括廣播事務管理局、愛滋病信託基金委員會及中小型企業委員會。她於一九八一年獲選為香港十大傑出青年之一，並於一九九二年獲頒傑出資訊科技成就獎，於一九九七年獲頒英帝國員佐勳章，於二零零三年獲頒銅紫荊星章。

HUI Ki On 許淇安

GBS, CBE, QPM, CPM

Independent Non-Executive Director, aged 60. Mr. Hui was previously Commissioner of Police in Hong Kong from 1994 to January 2001. Mr. Hui had service with the Police Force since 1963. During his police career, Mr. Hui had been awarded the Baton of Honor, the Commissioner's Commendation, the Colonial Police Medal for Meritorious Service, the Queen's Police Medal, the Colonial and HKSAR Police Long Service Medals and the CBE. In 2001, he was awarded the Gold Bauhinia Gold Star Medal by the Hong Kong Administrative Region Government. Mr. Hui is also a member of the Scout Association of Hong Kong and is currently the Assistant Chief Commissioner (International and Liaison) of the Association. He is an Advisor to the Board of Directors of Securicor Asia, the Vice-Chairman of The Hong Kong Football Association Ltd, and the Group Director, General Affairs of K. Wah Group.

獨立非執行董事，六十歲。許氏於一九九四年至二零零一年一月間曾任香港警務處處長。許氏自一九六三年以來一直為警隊服務。於其警隊生涯中，許氏曾獲多項殊榮，包括榮譽警棍、警務處處長嘉獎、殖民地警察榮譽獎章、女皇警察獎章、殖民地及香港特區警察長期服務獎章及英帝國司令勳章。於二零零一年，許氏獲香港特別行政區政府頒授金紫荊星章。許氏亦為香港童軍總會的會員，目前為該組織之助理香港總監（國際及內聯）。許氏為 Securicor Asia 的董事局顧問，香港足球總會副主席及嘉華集團常務董事。



Winnie J. NG (second left)
伍穎梅 (左二)

Amanda LUI Yee Fai (third left)
雷怡暉 (左三)

Eric YEUNG Chun Yiu (left)
楊振耀 (左)

Thomas MAK Hing Keung (right)
麥興強 (右)

Brian AU Chi Tong (second right)
區志棠 (右二)

Senior Executives 高級行政人員簡介

Name 姓名	Position held in the Group 於本集團擔任之職位	Year joined the Group 加入集團之年份
Winnie J. NG 伍穎梅	Group Managing Director 集團董事總經理	Inception 創辦之日
MAK Chun Keung 麥振強	Director 董事	Inception 創辦之日
Amanda LUI Yee Fai 雷怡暉	Director & Chief Operations Officer 董事兼營運總裁	Inception 創辦之日
Eric YEUNG Chun Yiu 楊振耀	Chief Programme Officer 節目策劃總裁	2000 二零零零年
Thomas MAK Hing Keung 麥興強	Chief Financial Officer & Company Secretary 財務總裁兼公司秘書	2001 二零零一年
Brian AU Chi Tong 區志棠	General Manager, Strategic Development 總經理(策略拓展)	2003 二零零三年

Financial Statements

財務報告

Report of the Directors 董事會報告書	45
Auditors' Report 核數師報告書	52
Consolidated Income Statement 綜合收入報表	53
Consolidated Balance Sheet 綜合資產負債表	54
Balance Sheet 資產負債表	56
Consolidated Statement of Changes in Equity 綜合權益變動表	57
Consolidated Cash Flow Statement 綜合現金流量表	58
Notes on the Financial Statements 財務報表附註	60
Corporate Directory 公司資料	100

Report of the Directors

The Directors submit herewith their annual report together with the audited financial statements for the year ended 31 December 2003.

Principal activities

The principal activity of the Company is investment holding and the Group is principally engaged in the provision of media sales and management services for the Multi-media On-board ("the MMOB") business and the operation of media advertising management services through marketing advertising spaces on transit vehicle exteriors, shelters and outdoor signages.

Particulars of the Company's principal subsidiaries are set out in note 15 on the financial statements. The analysis of the geographical locations of the operations of the Company and its subsidiaries during the financial year are set out in note 11 on the financial statements.

Financial statements

The loss of the Group for the year ended 31 December 2003 and the state of the Company's and the Group's affairs as at that date are set out in the financial statements on pages 53 to 97 of this annual report.

Dividend

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2003 (2002: a final dividend of HK2 cents per share).

Fixed assets

Details of movements in fixed assets during the year are set out in note 12 on the financial statements.

Reserves

Details of movements in the reserves of the Group and the Company during the year are set out in note 28 on the financial statements.

董事會報告書

董事會同寅謹提呈其截至二零零三年十二月三十一日止年度之年報及經審核財務報表，以供覽閱。

主要業務

本公司之主要業務為投資控股。集團主要從事提供流動多媒體（「流動多媒體」）業務的媒體銷售及管理服務，以及透過推銷客運車輛車身、候車亭及戶外廣告位，經營媒體廣告管理業務。

本公司主要附屬公司之資料刊載於財務報表附註15。本公司及其附屬公司在本財政年度之主要業務分析資料刊載於財務報表附註11。

財務報表

集團截至二零零三年十二月三十一日止全年之虧損與本公司及集團截至該日止之財政狀況刊載於本年報於第53頁至第97頁之財務報表內。

股息

董事會不建議就截至二零零三年十二月三十一日止年度派發末期股息（二零零二年末期息每股港幣2仙）。

固定資產

本年度內固定資產之變動詳情刊載於財務報表附註12。

儲備金

集團及本公司年內之儲備金變動詳情刊載於財務報表附註28。

Directors

The Directors during the financial year and up to the date of this report were:

John CHAN Cho Chak, GBS, JP	Chairman
Norman LEUNG Nai Pang, GBS, JP	Deputy Chairman resigned on 1 August 2003
Michael WONG Yick-kam	Deputy Chairman appointed on 1 August 2003
Winnie J. NG	Group Managing Director
MAK Chun Keung	
Amanda LUI Yee Fai	
James Conrad LOUEY	
Anthony NG	
LAU Mei Mui, May	
YEN Shiao Hua, Sheridan	Appointed on 1 August 2003
Carlye Wai-Ling TSUI, MBE, JP*	
HUI Ki-On, GBS, CBE, QPM, CPM*	
LAU Shung Oi, Susanna	Alternate Director to Mr Michael WONG Yick-kam

(* Independent Non-Executive Director)

In accordance with Bye-Law 87, Mr MAK Chun Keung, Ms LAU Mei Mui, May and Mr HUI Ki-On retire from the board by rotation and, being eligible, offer themselves for re-election.

Brief biographical details of the Directors of the Company are set out on pages 38 to 42 of this annual report.

Directors' service contracts

No Director proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

董事

於本財政年度及截至本年報日期止，董事會成員列報如下：

陳祖澤 ^{太平紳士}	主席
梁乃鵬 ^{太平紳士}	副主席(於二零零三年八月一日辭任)
黃奕鑑	副主席(於二零零三年八月一日獲委任)
伍穎梅	集團董事總經理
麥振強	
雷怡暉	
雷兆光	
伍永漢	
劉美梅	
晏孝華	(於二零零三年八月一日獲委任)
徐尉玲 ^{太平紳士} *	
許淇安*	
劉崇藹	黃奕鑑先生之代行董事

(*獨立非執行董事)

根據公司附則第87條規定，麥振強先生、劉美梅女士及許淇安先生依章輪值退任，惟願候選連任。

本公司董事之簡介刊載於本年報第38頁至第42頁。

董事之服務合約

本公司或其附屬公司並無與擬於即將舉行之股東週年大會上候選連任之董事訂立任何於一年內若本公司或其附屬公司終止其合約時，需作出賠償(除法定賠償外)之尚未屆滿的服務合約。

Directors' interests and short positions in shares, underlying shares and debentures

The Directors of the Company who held office at 31 December 2003 had the following interest in the shares of the Company, its holding companies, subsidiaries and other associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) at that date as recorded in the register of Directors' interests and short positions required to be kept under section 352 of the SFO :

(i) Interests in issued shares

		The Company: Ordinary share of HK\$0.1 each 本公司：每股面值港幣 0.1 元之普通股						
Beneficial Interests 實益權益		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	Total number of shares held 所持股份總數	% of total issued shares 佔全部已發行股份之百分比	
Winnie J. NG (Note 2)	伍穎梅 (附註 2)	1,000,000	-	-	123,743	1,123,743	0.1%	
James Conrad LOUEY	雷兆光	283,500	300,000	-	-	583,500	0.1%	
Anthony NG (Note 2)	伍永漢 (附註 2)	-	-	-	123,743	123,743	0.0%	

		The Kowloon Motor Bus Holdings Limited ("KMB") (Note 1): Ordinary share of HK\$1 each 九龍巴士控股有限公司 (「九巴」) (附註 1)：每股面值港幣 1 元之普通股						
John CHAN Cho Chak	陳祖澤	2,000	-	-	-	2,000	0.0%	
Winnie J. NG (Note 3)	伍穎梅 (附註 3)	41,416	-	-	21,000,609	21,042,025	5.2%	
James Conrad LOUEY	雷兆光	13,929	-	-	-	13,929	0.0%	
Anthony NG (Note 3)	伍永漢 (附註 3)	233,954	-	-	21,000,609	21,234,563	5.3%	

Notes :

- 1 KMB is the ultimate holding company of the Company.
- 2 Each of Ms Winnie J. NG and Mr Anthony NG has interest in 123,743 shares in the Company as a beneficiary of certain private trusts which beneficially held the shares.
- 3 Each of Ms Winnie J. NG and Mr Anthony NG has interest in 21,000,609 shares in KMB as a beneficiary of certain private trusts which beneficially held the shares.

(ii) Interest in underlying shares

The Directors of the Company have been granted options under the Company's share option scheme, details of which are set out in the section "Share option schemes" below.

Apart from the foregoing, none of the Directors of the Company or any of their spouses or children under eighteen years of age has interests or short positions in the shares, underlying shares or debentures of the Company, any of its holding companies, subsidiaries or fellow subsidiaries, as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

董事於股份、相關股份及債權證的權益及淡倉

於二零零三年十二月三十一日，根據《證券及期貨條例》第352條所存置的董事權益及淡倉登記冊之記錄，於該日在任的本公司董事於本公司、其控股公司、附屬公司及其他相聯法團（定義見《證券及期貨條例》）的股份中擁有以下權益：

(i) 於已發行股份中的權益

		The Company: Ordinary share of HK\$0.1 each 本公司：每股面值港幣 0.1 元之普通股						
Beneficial Interests 實益權益		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益	Total number of shares held 所持股份總數	% of total issued shares 佔全部已發行股份之百分比	
Winnie J. NG (Note 2)	伍穎梅 (附註 2)	1,000,000	-	-	123,743	1,123,743	0.1%	
James Conrad LOUEY	雷兆光	283,500	300,000	-	-	583,500	0.1%	
Anthony NG (Note 2)	伍永漢 (附註 2)	-	-	-	123,743	123,743	0.0%	

		The Kowloon Motor Bus Holdings Limited ("KMB") (Note 1): Ordinary share of HK\$1 each 九龍巴士控股有限公司 (「九巴」) (附註 1)：每股面值港幣 1 元之普通股						
John CHAN Cho Chak	陳祖澤	2,000	-	-	-	2,000	0.0%	
Winnie J. NG (Note 3)	伍穎梅 (附註 3)	41,416	-	-	21,000,609	21,042,025	5.2%	
James Conrad LOUEY	雷兆光	13,929	-	-	-	13,929	0.0%	
Anthony NG (Note 3)	伍永漢 (附註 3)	233,954	-	-	21,000,609	21,234,563	5.3%	

附註：

- 1 九巴乃本公司之最終控股公司。
- 2 伍穎梅女士及伍永漢先生各自以若干私人信託的受益人身份持有本公司123,743股本公司股份的權益，而該等私人信託實益持有上述股份。
- 3 伍穎梅女士及伍永漢先生各自以若干私人信託的受益人身份持有九巴21,000,609股股份的權益，而該等私人信託實益持有上述股份。

(ii) 於相關股份中的權益

本公司董事獲授本公司購股權計劃項下的購股權，詳情載於下文「購股權計劃」一節。

除上文所披露者外，本公司董事或彼等的配偶或未滿十八歲的子女概無於本公司、其任何控股公司、附屬公司或同系附屬公司的股份、相關股份或債權證中擁有根據《證券及期貨條例》第352條規定須存置的登記冊所記錄或根據上市規則所載《上市公司董事進行證券交易的標準守則》須知會公司的任何權益或淡倉。

Share option schemes

The Company has two share options schemes, Pre-Listing Share Option Scheme and Share Option Scheme, which were adopted on 7 June 2001, under which the Directors may, at their discretion, offer any employee (including any Directors) of the Company or any of its wholly-owned subsidiaries options to subscribe for shares in the Company to recognise his/her contributions to the growth of the Group, subject to the terms and conditions stipulated in the schemes.

(i) Pre-Listing Share Option Scheme

Directors	董事	Number of options outstanding at the beginning of the year 於年初尚未行使的購股權數目	Number of options outstanding at the year end 於年底尚未行使的購股權數目	Number of shares acquired on exercise of options during the year 年內因行使購股權而購入的股份數目	Exercise price per share 每股股份的行使價	Market value per share at date of grant of options 授出購股權當日每股股份的市價
John CHAN Cho Chak	陳祖澤	2,380,000	Nil 無	Nil 無	HK\$1.80 港幣1.80元	Note 2 附註2
Norman LEUNG Nai Pang	梁乃鵬	2,380,000	Nil 無	Nil 無	HK\$1.80 港幣1.80元	Note 2 附註2
Winnie J. NG	伍穎梅	3,380,000	Nil 無	Nil 無	HK\$1.80 港幣1.80元	Note 2 附註2
MAK Chun Keung	麥振強	2,380,000	Nil 無	Nil 無	HK\$1.80 港幣1.80元	Note 2 附註2
Amanda LUI Yee Fai	雷怡暉	2,380,000	Nil 無	Nil 無	HK\$1.80 港幣1.80元	Note 2 附註2
James Conrad LOUEY	雷兆光	128,000	Nil 無	Nil 無	HK\$1.80 港幣1.80元	Note 2 附註2
Employees and others	僱員及其他	8,833,000	Nil 無	Nil 無	HK\$1.80 港幣1.80元	Note 2 附註2

The above options were granted on 26 June 2001 and were exercisable during the period from 28 December 2001 to 27 December 2003 (Note 1). No options were exercised during the year and all of them expired on 27 December 2003.

Note:

- The exercise period of these options is two years commencing six months from 28 June 2001, ("the Listing Date") except that for grantees who were granted 1,000,000 or more options, they could (a) during the period from the beginning of the seventh month up to the end of the twelfth month from 28 June 2001 exercise up to 50% of the number of options that they have been granted under the Pre-Listing Share Option Scheme, and (b) exercise the remaining unexercised options after the end of the twelfth month from the Listing Date up to the end of the exercise period.
- The exercise price of HK\$1.80 per share representing 80% of the issue price of HK\$2.25 per share pursuant to the Hong Kong Offering and the International Placing ("the Global Offering").

購股權計劃

本公司於二零零一年六月七日採納兩項購股權計劃，即上市前購股權計劃及購股權計劃。據此董事可按其酌情授予本公司或其任何全資附屬公司僱員（包括任何董事）購股權以表揚其對集團業務增長的貢獻，憑購股權可按計劃的條款及條件認購本公司股份。

(i) 上市前購股權計劃

上述購股權於二零零一年六月二十六日授出，並可於二零零一年十二月二十八日至二零零三年十二月二十七日（附註1）期間行使。本年度內概無購股權獲行使，所有購股權已於二零零三年十二月二十七日屆滿。

附註：

- 購股權的行使期為由二零零一年六月二十八日（「上市日期」）起計滿六個月之日起計兩年，除獲授1,000,000份或以上可認購股份的購股權的獲授人可於（a）二零零一年六月二十八日起計第七個月起至第十二個月止期間，行使最多達他們根據上市前購股權計劃獲授購股權的股份數目的50%，及（b）上市日期起計第十二個月屆滿之日後至行使期間終止時，行使餘下尚未行使的購股權。
- 行使價每股港幣1.80元為香港發售及國際配售（「全球發售」）之發行價每股港幣2.25元之80%。

(ii) Share Option Scheme

The total number of securities available for issue under the Share Option Scheme as at 31 December 2003 was 16,660,000 shares which represented approximately 2% of the issued share capital of the Company at 31 December 2003. In respect of the maximum entitlement of each participant under the scheme, the number of securities issued and to be issued upon exercise of the options granted to each participant in any 12-month period is limited to 1% of the Company's ordinary shares in issue.

At 31 December 2003, the Directors and employees of the Company had the following interests in options to subscribe for shares of the Company granted for nil consideration under the Share Option Scheme of the Company. The options are unlisted. Each option gives the holder the right to subscribe for one ordinary share of HK\$0.1 each of the Company. The market value per share at 31 December 2003 is HK\$0.98. The share options granted are not recognised in the financial statements until they are exercised.

Directors		Number of options outstanding at the beginning of the year 於年初尚未行使的購股權數目	Number of options outstanding at the year end 於年底尚未行使的購股權數目	Number of shares acquired on exercise of options during the year 年內因行使購股權而購入的股份數目	Exercise price per share 每股股份的行使價	Market value per share at date of grant of options 授出購股權當日每股股份的市價
Winnie J. NG	伍穎梅	3,800,000	3,800,000	Nil 無	HK\$2.25 港幣2.25元	HK\$2.25 港幣2.25元
Amanda LUI Yee Fai	雷怡暉	2,800,000	2,800,000	Nil 無	HK\$2.25 港幣2.25元	HK\$2.25 港幣2.25元
Employees	僱員	11,640,000	10,060,000	Nil 無	HK\$2.25 港幣2.25元	HK\$2.25 港幣2.25元

The above options were granted on 11 March 2002 and are exercisable during the period from 12 March 2002 to 11 March 2005. During the year, 1,580,000 options lapsed because the grantees ceased employment with the Group.

Apart from the foregoing, at no time during the year was the Company, any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Substantial shareholders' and other persons' interests and short positions in shares and underlying shares

The Company has been notified of the following interests in the Company's issued shares at 31 December 2003 amounting to 5% or more of the ordinary shares in issue:

(iii) 購股權計劃

於二零零三年十二月三十一日，根據購股權計劃可供發行的證券總數為16,660,000股股份，佔本公司於二零零三年十二月三十一日的已發行股本約2%。根據計劃中各參與者的授權上限，每位參與者在任何12個月期間行使購股權時獲發行或可獲發行的證券數目上限為本公司已發行普通股的1%。

於二零零三年十二月三十一日，本公司的董事及僱員根據本公司的購股權計劃以無償方式獲授可認購本公司股份的購股權的權益如下。有關購股權並無上市。每份購股權賦予持有人認購一股本公司每股面值港幣0.1元的股份的權利。於二零零三年十二月三十一日，每股股份的市價為港幣0.98元。授出之購股權於被行使時方會在財務報表內確認。

以上購股權乃於二零零二年三月十一日授出，行使期為二零零二年三月十二日至二零零五年三月十一日止期間。年內有1,580,000份購股權因承授人不再受聘於集團而被註銷。

年內，除上述者外，本公司、其控股公司、附屬公司或同系附屬公司並無在任何時間參與任何安排，使本公司董事可透過購入本公司或其他實體公司的股份或債權證而獲益。

主要股東及其他人士於股份及相關股份的權益及淡倉

於二零零三年十二月三十一日，本公司獲知會以下公司持有本公司已發行普通股百分之五或以上的權益：

		Ordinary shares of HK\$0.1 each 每股面值港幣0.1元的普通股			
Substantial Shareholders	主要股東	Registered shareholders 登記股東	Corporate interests 公司權益	Total number of ordinary shares held 所持普通股總數	% of total issued shares 佔全部已發行股份的百分比
KMB	九巴	-	728,127,410	728,127,410	73.01%
KMB Resources Limited	KMB Resources Limited	728,127,410	-	728,127,410	73.01%

The register of interest in shares and short positions kept under section 336 of the SFO indicates that the interest disclosed by KMB is the same as the 728,127,410 shares disclosed by KMB Resources Limited, its 100% owned subsidiary. Apart from the foregoing, no other interests required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

Directors' interests in contracts

No contract of significance to which the Company, its holding companies, subsidiaries or fellow subsidiaries was a party, and in which a Director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

Major customers and suppliers

Income attributable to the five largest customers of the Group accounted for less than 30% of the total income of the Group for the year.

Purchases attributable to the five largest suppliers of the Group accounted for less than 30% of the value of the Group's total purchases for the year.

At no time during the year have the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

Purchase, sale or redemption of the Company's listed securities

During the year, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

Bank loans

Particulars of bank loans of the Company and the Group as at 31 December 2003 are set out in note 23 on the financial statements.

根據《證券及期貨條例》第336條存置的股份及淡倉權益登記冊顯示，九巴所披露的權益與其全資擁有的附屬公司KMB Resources Limited所披露的728,127,410股股份權益屬同一批權益。除上述者外，本公司並無獲知會其他須記入根據《證券及期貨條例》第336條存置的登記冊之權益。

董事之合約權益

本公司、其控股公司、附屬公司或其同系附屬公司並未參與簽訂任何重要合約，使本公司董事於本年度完結之日或在本年度任何期間內享有重大利益。

主要顧客及供應商

來自集團之五大客戶的收入佔集團全年總收入不足30%。

從集團之五大供應商全年所購的貨品值佔集團購貨總支出不足30%。

年內，董事、其聯繫人士或本公司任何股東（據董事會所知擁有本公司已發行股本超過5%者）並無在任何時間擁有上述主要客戶或供應商之任何權益。

購入、出售或贖回本公司已上市證券

年內，本公司或其任何附屬公司概無購入、出售或贖回本公司已上市證券。

銀行貸款

本公司及集團截至二零零三年十二月三十一日止的銀行貸款詳情刊載於財務報表附註23。

Pre-emptive rights

There is no provision for pre-emptive rights under the Company's Bye-Laws and the Law in Bermuda.

Senior executive profiles

Brief biographical details of the members of senior management of the Company are set out on pages 38 to 43 of this annual report.

Five year summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 98 of this annual report.

Compliance with the Code of Best Practice

The Company has complied throughout the year with the Code of Best Practice as set out by The Stock Exchange of Hong Kong Limited ("the Stock Exchange") in Appendix 14 to the Listing Rules, except that the independent Non-Executive Directors of the Company are not appointed for a specific term but are subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Bye-Laws of the Company.

Audit Committee

The Audit Committee comprises Deputy Chairman and two independent Non-Executive Directors and reports to the Board of Directors. The Audit Committee meets with Group's senior management and external auditors regularly to review the effectiveness of the internal control systems and the interim and annual reports of the Group.

Auditors

KPMG retire and, being eligible, offer themselves for reappointment. A resolution for the reappointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By Order of the Board

John CHAN Cho Chak

Chairman

Hong Kong, 23 March 2004

優先購買權

本公司的公司細則及百慕達法例概無優先購買權的條文。

高級行政人員簡介

本公司之高級行政人員資料簡介刊載於本年報第38頁至第43頁。

五年財務匯告

集團最近五個財政年度之業績及資產負債摘要刊載於本年報第98頁。

最佳應用守則

本公司在整個年度已遵守聯交所載於香港聯合交易所有限公司(聯交所)證券上市規則附錄14最佳應用守則的規定，惟本公司獨立非執行董事並非按一段指定的年期委任，且須受本公司的公司細則於股東週年大會上輪值告退及連任的限制。

審核委員會

審核委員會由副主席及兩位獨立非執行董事所組成，並須向董事會匯報。審核委員會定期與集團的高級管理層及外部核數師會面，以檢討集團內部監控系統的效率及審核集團的中期報告及年報。

核數師

畢馬威會計師事務所依章告退但願接受重聘。有關重聘畢馬威會計師事務所為本公司核數師的決議案將於下次股東週年大會上提出。

承董事會命

主席

陳祖澤

香港，二零零四年三月二十三日

Auditors' report to the shareholders of RoadShow Holdings Limited

(Incorporated in Bermuda with limited liability)

We have audited the financial statements on pages 53 to 97 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

Respective responsibilities of Directors and auditors

The Company's Directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently, that judgements and estimates are made which are prudent and reasonable and that the reasons for any significant departure from applicable accounting standards are stated.

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

Basis of opinion

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

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

Opinion

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2003 and of the Group's loss and cash flows for the year then ended and have been properly prepared in accordance with accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

KPMG
Certified Public Accountants
Hong Kong, 23 March 2004

核數師報告書



致路訊通控股有限公司各股東

(於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審核刊於第53頁至第97頁按照香港公認會計原則編製的財務報表。

董事及核數師的責任

公司董事有責任編製真實與公允的財務報表。在編製該等財務報表時，董事必須貫徹採用合適的會計政策，作出審慎及合理的判斷和估計，並說明任何重大背離適用會計準則的原因。

我們的責任是根據我們審核工作的結果，對該等財務報表作出獨立意見，並按照百慕達一九八一年(公司法案)第90條的規定，只向作為法人團體的股東報告。除此之外，我們的報告書不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

意見的基礎

我們是按照香港會計師公會頒佈的《核數準則》進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關的憑證，亦包括評估董事於編製該等財務報表時所作的主要估計和判斷，所釐定的會計政策是否適合 貴公司及 貴集團的具體情況，及有否貫徹運用並足夠披露該等會計政策。

我們在策劃和進行審核工作時，是以取得一切我們認為必需的資料及解釋為目標，使我們能獲得充份的憑證，就該等財務報表是否存在重大的錯誤陳述，作合理的確定。在作出意見時，我們亦已衡量該等財務報表所載資料在整體上是否足夠。我們相信，我們的審核工作已為下列意見建立合理的基礎。

意見

我們認為，上述的財務報表均真實與公允地反映 貴公司及 貴集團於二零零三年十二月三十一日的財政狀況及 貴集團截至該日止年度的虧損和現金流量，並已按照香港公認會計原則和香港《公司條例》之披露規定適當編製。

畢馬威會計師事務所
執業會計師

香港，二零零四年三月二十三日

Consolidated income statement

for the year ended 31 December 2003

(Expressed in Hong Kong dollars)

綜合收入報表

截至二零零三年十二月三十一日止年度

(按港幣計算)

		Note 附註	2003 \$'000 港幣千元	2002 \$'000 港幣千元
Turnover	營業額	2	156,394	155,054
Other revenue	其他收益	3	16,983	18,300
Total operating revenue	經營收益總額		173,377	173,354
Operating expenses	經營費用			
Licence and royalty fees	特許費及專利費		18,466	7,321
Cost of inventories	存貨成本		3,881	3,332
Depreciation and amortisation	折舊及攤銷		26,562	19,219
Site rentals	場地租金		19,078	-
Staff expenditure	員工成本	4(b)	28,452	28,309
Provision for doubtful debts	呆帳撥備		15,801	2,200
Other operating expenses	其他經營費用	4(a)	98,725	42,712
Total operating expenses	經營費用總額		210,965	103,093
(Loss)/profit from operations	經營(虧損)/盈利		(37,588)	70,261
Finance costs	財務費用		(1,437)	(143)
Share of profit of associate	應佔聯營公司盈利		6,934	1,081
(Loss)/profit from ordinary activities before taxation	來自日常業務的除稅前(虧損)/盈利	4(a)	(32,091)	71,199
Income tax	所得稅	5(a)	1,634	(7,664)
(Loss)/profit from ordinary activities after taxation	來自日常業務的除稅後(虧損)/盈利		(30,457)	63,535
Minority interests	少數股東權益		(6,496)	(8,508)
(Loss)/profit attributable to shareholders	股東應佔(虧損)/盈利	8	(36,953)	55,027
Dividend attributable to the year	本年度應佔股息			
Final dividend proposed after the balance sheet date	結算日後擬派的末期股息	9(a)	-	19,947
(Loss)/earnings per share (in Hong Kong cents)	每股(虧損)/盈利(港仙)			
Basic	基本	10(a)	(3.71)	5.56
Diluted	攤薄	10(b)	N/A	5.56

The notes on pages 60 to 97 form part of these financial statements.

第60頁至第97頁的附註屬本財務報表的一部份。

Consolidated balance sheet at 31 December 2003

(Expressed in Hong Kong dollars)

綜合資產負債表

於二零零三年十二月三十一日

(按港幣計算)

		Note 附註	2003 \$'000 港幣千元	2002 \$'000 港幣千元
Non-current assets	非流動資產			
Fixed assets	固定資產	12	188,788	104,193
Intangible assets	無形資產	13	56,487	33,317
Non-current prepayments	非流動預付款項	14	104,643	101,040
Interest in associate	聯營公司權益	16	83,464	57,765
Deferred tax assets	遞延稅項資產	24(b)	5,332	-
			438,714	296,315
Current assets	流動資產			
Inventories	存貨	17	2,644	1,586
Amount due from ultimate holding company	應收最終控股公司款項	18(a)	2,232	2,097
Accounts receivable	應收賬款	19	44,318	92,407
Other receivables and deposits	其他應收賬款及按金		23,214	3,310
Prepayments	預付款項	20	33,168	37,885
Current tax recoverable	可收回本期稅項	24(a)	4,154	-
Cash and cash equivalents	現金及現金等價物	21	434,691	509,011
Pledged bank deposits	已抵押銀行存款	23	100,000	100,000
			644,421	746,296
Current liabilities	流動負債			
Accounts payable	應付賬款	22	10,757	5,477
Other payables and accruals	其他應付賬款及應計費用		61,182	21,805
Bank loans	銀行貸款	23	138,000	128,000
Current tax payable	應付本期稅項	24(a)	2,093	257
			212,032	155,539
Net current assets	流動資產淨值		432,389	590,757
Total assets less current liabilities	資產減流動負債後總額		871,103	887,072

Consolidated balance sheet at 31 December 2003 (continued)

(Expressed in Hong Kong dollars)

綜合資產負債表 於二零零三年十二月三十一日 (續)

(按港幣計算)

		Note	2003 \$'000 港幣千元	2002 \$'000 港幣千元
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	24(b)	14,186	15,901
Other unsecured loan	其他無抵押貸款	25	21,123	-
Minority interests	少數股東權益		29,208	7,777
Net assets	資產淨值		806,586	863,394
Capital and reserves	資本及儲備金			
Share capital	股本	27	99,737	99,737
Reserves	儲備金	28(a)	706,849	763,657
			806,586	863,394

Approved and authorised for issue by the Board of Directors on 23 March 2004

經董事會於二零零四年三月二十三日核准。

John CHAN Cho Chak 陳祖澤
Chairman 主席

Winnie J. NG 伍穎梅
Group Managing Director 集團董事總經理

The notes on pages 60 to 97 form part of these financial statements.

第60頁至第97頁的附註屬本財務報表的一部份。

Balance sheet

at 31 December 2003

(Expressed in Hong Kong dollars)

資產負債表

於二零零三年十二月三十一日

(按港幣計算)

		Note 附註	2003 \$'000 港幣千元	2002 \$'000 港幣千元
Non-current asset	非流動資產			
Investments in subsidiaries	附屬公司投資	15	62,835	62,835
Current assets	流動資產			
Amount due from ultimate holding company	應收最終控股公司款項	18(a)	3,751	3,394
Amounts due from subsidiaries	應收附屬公司款項	18(b)	313,877	242,923
Deposits and prepayments	按金及預付款		1,269	641
Cash and cash equivalents	現金及現金等價物	21	397,990	479,130
Pledged bank deposits	已抵押銀行存款	23	100,000	100,000
			816,887	826,088
Current liabilities	流動負債			
Amounts due to subsidiaries	應付附屬公司款項	18(b)	14,192	14,211
Other payables and accruals	其他應付賬款及應計費用		6,363	2,047
Bank loans	銀行貸款	23	138,000	128,000
			158,555	144,258
Net current assets	流動資產淨值		658,332	681,830
Net assets	資產淨值		721,167	744,665
Capital and reserves	資本及儲備金			
Share capital	股本	27	99,737	99,737
Reserves	儲備金	28(b)	621,430	644,928
			721,167	744,665

Approved and authorised for issue by the Board of Directors on 23 March 2004

經董事會於二零零四年三月二十三日核准。

John CHAN Cho Chak 陳祖澤

Chairman 主席

Winnie J. NG 伍穎梅

Group Managing Director 集團董事總經理

The notes on pages 60 to 97 form part of these financial statements.

第60頁至第97頁的附註屬本財務報表的一部份。

Consolidated statement of changes in equity for the year ended 31 December 2003

(Expressed in Hong Kong dollars)

綜合權益變動表 截至二零零三年十二月三十一日止年度

(按港幣計算)

		Note 附註	2003 \$'000 港幣千元	2002 \$'000 港幣千元
Shareholders' equity at 1 January	於一月一日的股東權益		863,394	847,511
Exchange differences on translation of the financial statements of foreign entities	兌換海外公司財務報表的匯兌差額		92	(1)
Net profit/(loss) not recognised in the consolidated income statement	於綜合收入報表 未確認的盈利 / (虧損) 淨額		92	(1)
(Loss)/profit for the year	年度 (虧損) / 盈利		(36,953)	55,027
Final dividend approved in respect of previous financial year	前財政年度已批准的末期股息	9(b)	(19,947)	(37,392)
Movements in share capital:	股本變動：			
- Shares issued in lieu of cash dividend	- 發行股份以代替現金股息		-	29,228
- Shares issued under the Share Option Schemes	- 根據購股權計劃發行股份		-	7,810
- Adjustment on allotment of shares to KMB Resources Limited	- 就向KMB Resources Limited配發股票的調整	28(f)	-	(38,789)
Net decrease in shareholders' equity arising from capital transactions with shareholders	來自股東股本交易的 股東權益減少淨額		-	(1,751)
Shareholders' equity at 31 December	於十二月三十一日的股東權益		806,586	863,394

The notes on pages 60 to 97 form part of these financial statements.

第60頁至第97頁的附註屬本財務報表的一部份。

Consolidated cash flow statement

for the year ended 31 December 2003

(Expressed in Hong Kong dollars)

綜合現金流量報表

截至二零零三年十二月三十一日止年度

(按港幣計算)

	Note 附註	2003 \$'000 港幣千元	2002 \$'000 港幣千元
Operating activities	經營活動		
(Loss)/profit from ordinary activities before taxation	除稅前來自日常業務的(虧損)/ 盈利	[32,091]	71,199
Adjustments for:	調整：		
Finance costs	財務費用	1,437	143
Share of profit of associate	應佔聯營公司盈利	[6,934]	[1,081]
Interest income	利息收入	[9,479]	[9,094]
Depreciation and amortisation	折舊及攤銷	26,562	19,219
Loss on disposal of fixed assets	出售固定資產虧損	18	61
Foreign exchange loss	匯兌虧損	92	-
Operating (loss)/profit before changes in working capital	營運資金變動前的經營(虧損)/ 盈利	[20,395]	80,447
Increase in non-current prepayments	非流動預付款項增加	[16,903]	[101,040]
Increase in inventories	存貨增加	[1,058]	[563]
Increase in amount due from ultimate holding company	應收最終控股公司款項增加	[135]	[1,159]
Decrease in accounts receivable	應收賬款減少	48,089	90,773
Increase in other receivables and deposits	其他應收賬款及按金增加	[19,904]	[384]
Decrease/(increase) in prepayments	預付款項減少/(增加)	4,717	[37,885]
Increase/(decrease) in accounts payable	應付賬款增加/(減少)	5,280	[498]
Increase in other payables and accruals	其他應付賬款及應計費用增加	20,105	3,032
Cash generated from operations	來自經營活動的現金	19,796	32,723
Interest received	已收利息	1,310	556
Tax paid	已付稅項		
PRC income tax paid	已付中國所得稅	[2,085]	[380]
Hong Kong Profits Tax paid	已付香港利得稅	[13,160]	[26,561]
Hong Kong Profits Tax refund	已退回香港利得稅	7,514	-
Net cash from operating activities	來自經營活動的現金淨額	13,375	6,338

Consolidated cash flow statement

for the year ended 31 December 2003 (continued)

(Expressed in Hong Kong dollars)

綜合現金流量報表

截至二零零三年十二月三十一日止年度 (續)

(按港幣計算)

		Note 附註	2003 \$'000 港幣千元	2002 \$'000 港幣千元
Investing activities	投資活動			
Payment for purchase of fixed assets	購入固定資產付款		(54,615)	(473)
Proceeds from disposal of fixed assets	出售固定資產所得款項		13	14
Capital injection to an associate	向聯營公司注資		-	(42,234)
Loan to an associate	借貸予聯營公司		(18,396)	(12,258)
Payment for purchase of subsidiaries, net of cash acquired	收購附屬公司款項扣除 所購入的現金		-	(33,383)
Interest received	已收利息		7,800	8,489
Net cash used in investing activities	投資活動所用現金淨額		(65,198)	(79,845)
Financing activities	融資活動			
Placement of pledged bank deposit	置存已抵押銀行存款		-	(100,000)
Net proceeds from new bank loans	新銀行貸款所得款項		10,000	128,000
Proceeds from shares issued under the Share Option Schemes	根據購股權計劃發行股份所得款項		-	7,810
Interest paid	已付利息		(1,437)	(143)
Dividend paid	已付股息		(19,947)	(8,164)
Dividends paid to minority shareholders	已付予少數股東的股息		(11,113)	(7,331)
Net cash (used in)/generated from financing activities	融資活動 (所用) / 來自的現金淨額		(22,497)	20,172
Net decrease in cash and cash equivalents	現金及現金等價物淨減少		(74,320)	(53,335)
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物		509,011	562,346
Cash and cash equivalents at 31 December	於十二月三十一日的現金及現金等價物	21	434,691	509,011

The notes on pages 60 to 97 form part of these financial statements.

第60頁至第97頁的附註屬本財務報表的一部份。

Notes on the financial statements

(Expressed in Hong Kong dollars)

1. Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (which include all applicable Statements of Standard Accounting Practice 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 the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Stock Exchange"). A summary of the significant accounting policies adopted by the Group is set out below.

(b) Basis of preparation of the financial statements

The measurement basis used in the preparation of the financial statements is historical cost.

(c) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31 December of each year. All material intra-group transactions and balances are eliminated on consolidation.

(d) Investments in subsidiaries

A subsidiary is an enterprise controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities.

An investment in a controlled subsidiary is consolidated into the consolidated financial statements, unless it is acquired and held exclusively with a view to subsequent disposal in the near future or operates under severe long-term restrictions which significantly impair its ability to transfer funds to the Group.

Intra-group balances and transactions, and any unrealised profits arising from intra-group transactions, are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Minority interests at the balance sheet date, being the portion of the net assets of subsidiaries attributable to equity interests that are not owned by the Company, whether directly or indirectly through subsidiaries, are presented in the consolidated balance sheet separately from liabilities and the shareholders' equity. Minority interests in the results of the Group for the year are also separately presented in the consolidated income statement.

財務報表附註

(按港幣計算)

1. 主要會計政策

(a) 遵例聲明

本財務報表乃根據香港會計師公會頒佈之所有適用的香港財務報告準則(包括所有適用的會計實務準則及詮釋)、香港公認會計原則及香港公司條例的披露規定而編製。本財務報表亦已遵照香港聯合交易所有限公司(「聯交所」)證券上市規則的適用披露規定。集團採用的主要會計政策概要如下。

(b) 編製財務報表之基準

本財務報表是以歷史成本作為編製基準。

(c) 綜合基準

附屬公司截至每年十二月三十一日止之財務報表。集團內所有重大交易及結餘已於綜合賬目時抵銷。

(d) 附屬公司投資

附屬公司是指受到本公司控制之企業。控制是指公司有權直接或間接監督一間企業之財務及經營政策，從而在該企業之業務中獲益。

在受控制的附屬公司之投資將併入綜合財務報表內，除非所購入及持有的附屬公司權益會在不久將來出售，或該公司的運作長期受到嚴重限制，以至嚴重影響其將資金轉移至集團之能力。

集團內公司間之結存及交易，及集團內公司間之交易所產生之任何未變現盈利，將於編製綜合財務報表時予以全面抵銷。集團內公司間之交易所產生之未變現虧損按與未變現盈利相同之方式抵銷，惟在某程度沒有證明未變現虧損須並非由減值所產生。

於結算日之少數股東權益，即並非由本公司(不論直接或間接)透過附屬公司擁有之股份權益應佔之附屬公司資產淨值部份，均於綜合資產負債表內與負債及股東權益分開呈列。本年度集團業績內之少數股東權益亦於綜合收入報表內分開呈列。

1. Significant accounting policies (continued)

(d) Investments in subsidiaries (continued)

In the Company's balance sheet, an investment in a subsidiary is stated at cost less any impairment losses (see note 1(i)), unless it is acquired and held exclusively with a view to subsequent disposal in the near future or operates under severe long-term restrictions which significantly impair its ability to transfer funds to the Company.

(e) Interest in associate

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

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the associate's net assets, unless it is acquired and held exclusively with a view to subsequent disposal in the near future or operates under severe long-term restrictions that significantly impair its ability to transfer funds to the investor, in which case it is stated at fair value with changes in fair value recognised in the consolidated income statement as they arise. The consolidated income statement reflects the Group's share of the post-acquisition results of the associate for the year, including any amortisation of positive goodwill charged during the year in accordance with note 1(f).

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

(f) Goodwill

Positive goodwill arising on consolidation represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable assets and liabilities acquired. In respect of acquisitions of controlled subsidiaries and associates, positive goodwill is amortised to the consolidated income statement on a straight-line basis over its estimated useful life. Positive goodwill is stated in the consolidated balance sheet at cost less any accumulated amortisation and any impairment losses (see note 1(i)).

(g) Fixed assets

Fixed assets are stated in the balance sheet at cost less accumulated depreciation (see note 1(h)) and any impairment losses (see note 1(i)).

1. 主要會計政策（續）

(d) 附屬公司投資（續）

本公司資產負債表內的附屬公司投資乃按成本減任何減值損失（見附註1(i)）列賬，除非所購入及持有附屬公司權益會在不久將來出售，或該公司的運作長期受到嚴重限制，以至嚴重影響其將資金轉移至集團之能力。

(e) 聯營公司權益

聯營公司是指集團可以對該公司管理層產生相當大的影響，包括參與財務及經營決策，但不是控制或共同控制其管理層的公司。

聯營公司之投資是按權益法列入綜合財務報表，並先以成本入賬，其後集團佔該聯營公司有關資產在收購後的變動作出調整，但若所購入及持有該聯營公司權益會在不久將來出售，或該公司的運作長期受到嚴重限制，以至嚴重影響其將資金轉移至投資者的能力，集團則就在此等公司之投資額按公平價值在綜合收入報表列賬，而公平價值之變動則於出現時在綜合收入報表內確認。而集團所佔聯營公司於收購後的年度業績則於綜合收入報表反映，包括年內根據附註1(f)所支銷的正商譽攤銷。

集團與各聯營公司之間交易所產生的未變現損益會按集團在聯營公司所佔的權益比率抵銷，但假如未變現虧損是由轉讓已減值資產而產生，則這些未變現虧損會即時在收入報表確認。

(f) 商譽

在合併公司權益時產生的正商譽，是指收購該等附屬公司的成本超出集團佔所收購可確定資產及債務的公平價值之差額。就收購受控制的附屬公司及聯營公司而言，正商譽乃以直線法按估計可用經濟壽命，於綜合收入報表內攤銷。正商譽按成本減任何累積攤銷及任何減值損失，於綜合資產負債表內列賬（見附註1(i)）。

(g) 固定資產

固定資產乃按原值減累積折舊（見附註1(h)）及資產減值損失（見附註1(i)）計入資產負債表內。

1. Significant accounting policies (continued)

(g) Fixed assets (continued)

Subsequent expenditure relating to a fixed asset that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Group. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

Gains or losses arising from the retirement or disposal of a fixed asset are determined as the difference between the estimated net disposal proceeds and the carrying amount of the asset and are recognised in the income statement on the date of retirement or disposal.

(h) Depreciation

Depreciation is calculated to write off the cost of fixed assets on a straight-line basis over their estimated useful lives as follows:

Audio and visual equipment	5 - 7 years
Hardware and software	5 years
Furniture and fixtures	7 years
Motor vehicles	5 years
Advertising display panels	5 - 8 years

Audio and visual equipment under installation is stated at cost. No depreciation is provided in respect of the fixed assets under installation until substantially all the activities necessary to prepare the assets for its intended use are complete and they are ready for intended use.

(i) Impairment of assets

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

- advertising rights;
- fixed assets;
- investments in subsidiaries;
- interest in associate;
- positive goodwill; and
- programming library.

If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised in the income statement whenever the carrying amount of an asset exceeds its recoverable amount.

1. 主要會計政策（續）

(g) 固定資產（續）

如果現有固定資產的期後開支可以令該項資產為企業帶來較原先估計更多的經濟效益，則現有固定資產的期後開支便會計入該項資產的賬面值。所有其他期後開支則會在產生期間確認為開支。

固定資產在報廢或出售時所產生的損益，以出售所得估計淨收入與資產的賬面值之間的差額釐定，並於報廢或出售日在收入報表內確認為收入或費用。

(h) 折舊

折舊乃按照固定資產的估計可用年限（如下）以直線法撇銷其原值：

影音設備	5 至 7 年
硬件及軟件	5 年
傢俬及裝置	7 年
汽車	5 年
廣告顯示屏幕	5 至 8 年

正在安裝之影音設備是按原值列賬。集團不會對正在安裝之固定資產作出折舊撥備，直至為使用資產而作出之籌備工作均已大致完成，而且資產已可投入擬定用途運作。

(i) 資產減值損失

集團於每個結算日檢討內外資訊來源，以查察下列資產有否出現減值，或之前所確認之減值虧損是否已不再存在或可能已經減少：

- 廣告權；
- 固定資產；
- 附屬公司投資；
- 聯營公司權益；
- 正商譽；及
- 節目庫。

若有減值跡象顯示，集團將評估資產的可收回數額。倘資產的可收回數額低於賬面值，集團將於收入報表確認資產減值之損失。

1. Significant accounting policies (continued)

(i) Impairment of assets (continued)

(i) Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

(ii) Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is reversed only if the loss was caused by a specific external event of an exceptional nature that is not expected to recur, and the increase in recoverable amount relates clearly to the reversal of the effect of that specific event.

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

(j) Revenue recognition

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

(i) Income from multi-media sales is recognised when the related advertisements are telecasted or commercials appear before the public. Revenue is stated net of agency commission and rebate.

(ii) Fee income from media sales management and administrative services is recognised when the related services are rendered.

(iii) Signage production fee is recognised when the related services are rendered.

(iv) Revenue from sale of merchandise is recognised when the merchandise is delivered at the customers' premises which is taken to be the point in time when the customer has accepted the merchandise and the related risks and rewards of ownership. Revenue is stated net of trade discounts.

(v) Interest income from bank deposits is accrued on a time-apportioned basis by reference to the principal outstanding and the rate applicable.

1. 主要會計政策（續）

(i) 資產減值損失（續）

(i) 可收回數額之計算方法

資產可收回數額是出售淨值及使用值二者中之較高者。在評估使用值時，會使用除稅前折讓率將估計未來現金流量折讓至現值。該折讓率應是反映市場當時所評估的貨幣時間價值和該資產的獨有風險。當資產所產生的現金流入基本不獨立於其他資產所產生的現金流入，其可收回數額取決於可獨立地產生現金流入的最小資產組合（即一個現金生產單位）。

(ii) 資產減值損失之撥回

有關商譽以外的資產而言，倘據以釐定可收回數額的估計基準出現變動，則減值損失將會撥回。只有在預期性質特殊的指定外界事件產生的虧損不再出現，而可收回數額的增加明顯與該指定事件逆轉有關時，有關商譽的減值虧損方會撥回。

資產減值損失之撥回額不會超過資產之帳面價值在往年並無減值損失而釐定之資產賬面值。減值損失之撥回將於確認撥回之年度內在收入報表列賬。

(j) 收入確認

收入是在經濟效益可能流入集團，及能可靠地計算該等收入與有關之成本（如適用）時，按以下方法於綜合收入報表內確認：

(i) 來自媒體銷售之收入乃在有關廣告公開播放或推出時確認。所列出之收入已扣除代理佣金及回贈款額。

(ii) 媒體銷售管理及行政服務之費用收入乃在提供有關服務時確認。

(iii) 廣告板製作費乃在提供有關服務時確認。

(iv) 來自商品銷售之收入乃在商品遞送至客戶時確認，即客戶接受商品及其擁有權之相關風險及回報之時刻。所列出之收入已扣除交易折扣款額。

(v) 銀行存款所產生之利息收入乃參考未償還本金及適用利率以時間分配基準確認。

1. Significant accounting policies (continued)

(j) Revenue recognition (continued)

(vi) When goods or services are exchanged or swapped for dissimilar goods or services, the exchange is regarded as a transaction which generates revenue. Such revenue, together with the relevant expenses are measured at the fair value of the goods or services received, adjusted by the amount of any cash or cash equivalents transferred. When the fair value of the goods or services received cannot be measured reliably, such revenue and expenses are measured at the fair value of the goods or services given up, adjusted by the amount of any cash or cash equivalents transferred.

When goods or services are exchanged or swapped for similar goods or services, the exchange is not regarded as a transaction which generates revenue. No revenue or expenses are recognised in the income statement.

(k) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in-first-out cost method and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is 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.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(l) Programming library

(i) Programming library consists of commissioned programming and contracted programming cost in respect of programming rights of presentation. Expenditure on commissioned and contracted programme is charged to the income statement on a straight line basis over the licence period.

(ii) Costs of programmes produced in-house are written off in the period in which they are incurred.

(m) Advertising rights

Advertising rights represent fees paid to secure exclusive rights to all advertising space on certain specified assets or at certain specified locations for a specific period of time. Advertising rights are stated at cost less accumulated amortisation and impairment losses (see note 1(i)).

Amortisation is calculated on a straight-line basis over 20 years, the agreed periods of use of the advertising rights.

1. 主要會計政策（續）

(j) 收入確認（續）

(vi) 當集團以貨品或服務換取或調換為不相似的產品或服務，此交易將被視為能帶來收入的交易。這類收入連同相關開支，將按照所收取貨品或服務的公平價值而計算，並按所調撥的任何現金或現金等價物作出調整。倘無法計算所收取的貨品及服務的可靠公平價值，此等收入及支出將按所放棄的貨品或服務的公平價值計算，並按所調撥的任何現金或現金等價物作出調整。

當集團以貨品或服務換取或調換為相似的產品或服務，此交易不會被視為能帶來收入的交易，收入報表內不會就此確認任何收益或開支。

(k) 存貨

存貨乃按成本或可變現淨值兩者中的較低者列賬。

成本乃按先進先出法計算，並包括所有購貨成本及其他將存貨保存於現時所在地點及保持現有狀況所涉及之成本。

可變現淨值是在日常業務過程中的估計售價減去完成銷售之預計所需成本後所得之數。

在售出存貨後，將此等存貨之賬面值確認為支出的方法與期內確定相關收入之方法相同。將存貨之價值減至可變現淨值之數額和所有存貨虧損均在出現減值或虧損的期內確認為支出。基於可變現淨值增加而出現之存貨價值撥回或減少，將於出現該等撥回的期內確認為支出列賬，即確認為存貨價值之減少。

(l) 節目庫

(i) 節目庫包括涉及節目播映權的特約節目與外判節目成本。特約節目與外判節目的開支以直線法按特許期在收入報表內支銷。

(ii) 內部製作的節目成本於出現的期間內撇銷。

(m) 廣告權

廣告權代表為取得若干指定資產上一切廣告空間或在特定時間於若干指定地點之一切廣告空間之獨家權利而支付之費用。廣告權乃以成本減去累計攤銷及減值損失後列賬（見附註1(i)）。

攤銷乃以直線法分20年（使用廣告權之協定期限）計算。

1. Significant accounting policies (continued)

(n) Accounts receivable

Accounts receivable are recognised and carried in the consolidated balance sheet net of provisions for doubtful debts which are made to the extent that the debts are considered to be doubtful by the Directors.

(o) Cash equivalents

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

(p) Income tax

(i) Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

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

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

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised.

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

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

1. 主要會計政策（續）

(n) 應收賬款

應收賬款經扣除呆賬準備後在綜合資產負債表內確認及列賬。呆賬準備只有在董事會認為出現呆賬時方會提撥。

(o) 現金等價物

現金及現金等價物包括銀行現金及流動現金、在銀行及其他財務機構的活期存款以及流動性極高的短期投資。這些投資可以在未經通知下即時轉換為已知數額的現金，而在價值變動方面的風險並不巨大，並在購入後3個月內到期。在編製現金流量表而言，須應要求償還並構成集團現金管理方面一部份的銀行透支亦列入現金及現金等價物的一個組成部份。

(p) 所得稅

(i) 年內的所得稅包括本期稅項及遞延稅項資產及負債的變動。所得稅在收入報表確認，除非有關稅項是關於直接計入權益的項目，其時則會確認為權益。

(ii) 本期稅項是指年內應課稅收入的預期應繳稅項，金額乃按結算日的有效或實際有效的稅率計算，並且就過往年度的應繳稅項作出調整。

(iii) 在財務報告中之資產及負債的賬面值與其稅基之間出現可抵扣暫記差額及應課稅暫記差額時，可產生遞延稅項資產及負債。未使用之稅損及稅收抵免亦可產生遞延稅項資產。

除一些有限制的例外情況，所有遞延稅項負債及遞延稅項資產必須確認。惟可確認之遞延稅項資產，應以能抵銷該資產之可能出現的未來應課稅溢利數額為限。

遞延稅項之數額乃根據資產或負債的賬面值變現或清償的預定模式，以於結算日已生效或實際有效之稅率計算。遞延稅項資產及負債均無須貼現。

遞延稅項資產之帳面值於每年結算日進行檢討，倘若認為可能並無足夠應課稅溢利以實現該等資產，則須將其賬面值相應削減。該削減數額可在有足夠應課稅溢利有可能出現時回撥。

1. Significant accounting policies (continued)

(p) Income tax (continued)

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

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

(q) Provisions and contingent liabilities

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

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

(r) Operating leases

Where the Group has the use of assets under operating leases, payments made under the leases are charged to the income statement in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset.

(s) Employee benefits

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

1. 主要會計政策（續）

(p) 所得稅（續）

(iv) 本期稅項和遞延稅項結存，及其變動，均各自分開顯示及不會抵銷。本期稅項資產和遞延稅項資產只會集團有合法權利以本期稅項資產抵銷本期稅項負債，並且符合以下附帶條件的情況下才可以分別抵銷本期稅項負債和遞延稅項負債：

- 本期稅項資產和負債：集團計劃按淨額基準結算，或在實現資產的同時清償負債；或
- 遞延稅項資產和負債：這些資產和負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一個應稅實體；或
 - 不同的應稅實體。這些實體計劃在預期有大額遞延稅項負債需要清償或遞延稅項資產可以收回的每個未來期間按淨額實現即期稅項資產和清償即期稅項負債或在實現資產的同時清償負債。

(q) 準備及或然負債

當負債的限期或數額不確定，但有能因過去事項構成法定或推定義務而付出經濟利益以償責任，並能對此作可靠估計，此負債便確認為準備。

倘不可能需要付出經濟利益，或不能對數額作可靠估計，除非付出的機會是極微，則此項責任會被披露為或然負債。除非付出的機會是極微，潛在義務的存在只會否發生一項或多項未來事件中獲肯定下以或然負債披露。

(r) 營業租賃

假如集團透過經營租賃使用資產，則根據租賃作出的付款會在租賃期所涵蓋的會計期間內，以等額在損益表扣除，但如有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。

(s) 僱員福利

(i) 年內因集團僱員提供相關服務而錄得薪金、全年花紅、有薪年假、度假旅費以及集團給予非金錢福利的成本。倘若延期支付或清繳款項，而影響可屬重大，則有關金額會按現值列賬。

1. Significant accounting policies (continued)

(s) Employee benefits (continued)

(ii) Contributions to the Mandatory Provident Funds as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance are recognised as an expense in the income statement as incurred.

(iii) When the Group grants employees options to acquire shares of the Company at nil consideration, no employee benefit cost or obligation is recognised at the date of grant. When the options are exercised, equity is increased by the amount of the proceeds received.

(t) Translation of foreign currencies

Foreign currency transactions during the year are translated into Hong Kong dollars at the exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. Exchange gains and losses are dealt with in the income statement.

The results of foreign enterprises are translated into Hong Kong dollars at the average exchange rates for the year; balance sheet items are translated into Hong Kong dollars at the rates of exchange ruling at the balance sheet date. The resulting exchange differences are dealt with as a movement in reserves.

(u) Related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

(v) Segment reporting

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

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

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

1. 主要會計政策（續）

(s) 僱員福利（續）

(ii) 根據香港強制性公積金計劃條例的規定向強積金計劃作出之供款將於供款時計入收入報表列作開支。

(iii) 集團授予僱員可以無償方式購入本公司股份的購股權時，於授出購股權日期不會確認僱員福利開支或責任。當購股權行使時，權益按所收到的款項增加。

(t) 外幣兌換

本年度內以外幣結算之交易按交易日之匯率換算為港元。以外幣為單位的貨幣性資產及負債則按結算日的匯率換算為港元。外幣兌換差額已於收入報表內處理。

外國企業的業績乃按年內的平均匯率換算為港元；資產負債表的項目按結算日的適用匯率換算為港元。匯兌差額列作儲備變動。

(u) 有關連人士

就本財務報表而言，如果集團有權直接或間接監控另一方人士或對另一方人士的財務及經營決策作出重要影響，或另一方人士有權直接或間接監控集團或對集團的財務及經營決策作出重要的影響，或集團與另一方人士均受制於共同的監控或共同的重要影響下，則被視為有關連人士。有關連人士可為個別人士或其他公司。

(v) 按個別單位分類匯報

個別單位是指集團內可劃分的單位，這些單位或負責提供產品或服務（業務單位），或在特定之經濟環境（地區單位）提供產品或服務，而個別單位所承受之風險或所得之回報與其他單位不同。

根據集團之內部財務報告方式，集團選擇以地區分類資料作為本財務報表之主要匯報方式，並以業務分類資料為次要匯報方式。

個別單位之收入、支出、業績、資產及負債包括直接歸屬於該單位之項目和能以合理方式分配至該單位之項目。個別單位之收入、支出、資產及負債將於集團內公司間的結餘及交易因編製綜合賬而被抵銷前釐定，除非此等集團內公司間的結餘及交易是來自單一個別單位內的集團企業。個別單位之間的價格按其他外界機構獲得之類似條款而制訂。

1. Significant accounting policies (continued)

(v) Segment reporting (continued)

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

Unallocated items mainly comprise financial and corporate assets, interest-bearing borrowings, corporate expenses, finance expenses and minority interests.

2. Turnover

The Group is principally engaged in the provision of media sales and management services for MMOB business and the operation of media advertising management services through marketing advertising spaces on transit vehicle exteriors, shelters and outdoor signages.

Turnover represents income from media sales and management business, net of agency commission and rebate.

3. Other revenue

		2003 \$'000 港幣千元	2002 \$'000 港幣千元
Sales of merchandise	商品銷售	7,168	6,149
Interest income	利息收入	9,479	9,094
Sundry revenue	其他收入	336	3,057
		16,983	18,300

1. 主要會計政策（續）

(v) 按個別單位分類匯報（續）

個別單位之資本支出是收購預期使用超過一段期間的單位資產（有形及無形資產）而於收購期內產生之總成本。

未經分配之項目主要包括財務及企業資產、計息借貸、企業支出、財務費用及少數股東權益。

2. 營業額

集團主要從事為流動多媒體業務提供媒體銷售及管理服務，以及透過推銷客運車輛車身、候車亭及戶外廣告牌的廣告位經營媒體廣告管理服務。

營業額代表扣除代理佣金及回扣後，來自媒體銷售及管理業務的收入。

3. 其他收益

4. (Loss)/profit from ordinary activities before taxation

(a) (Loss)/profit from ordinary activities before taxation is arrived at after charging:

		2003 \$'000 港幣千元	2002 \$'000 港幣千元
Amortisation of other intangible assets	其他無形資產攤銷	1,198	-
Amortisation of positive goodwill	正商譽攤銷	1,774	585
Auditors' remuneration	核數師酬金	1,560	1,560
Contribution to defined contribution scheme	定額供款計劃之供款	918	1,497
Depreciation	折舊	23,590	18,634
Interest on bank loans wholly repayable within five years	銀行貸款及須於5年內悉數償還的貸款利息	1,437	143
Operating lease charges - land and buildings	營業租賃支出土地及樓宇	2,276	1,494
Production, programming and marketing costs (included in other operating expenses)	製作、節目及推廣成本 (計入其他經營費用)	51,117	18,149

(b) In 2002, staff expenditure of \$3,688,000, relating to the acquisition of subsidiaries, has been capitalised in the cost of investment in subsidiaries.

4. 來自日常業務的除稅前(虧損)/盈利

(a) 來自日常業務的除稅前(虧損)/盈利已扣除：

(b) 於二零零二年，有關收購附屬公司的僱員開支港幣3,688,000元已撥充附屬公司投資的成本。

5. Income tax in the consolidated income statement

(a) Taxation in the consolidated income statement represents:

		2003 \$'000 港幣千元	2002 \$'000 港幣千元
Current tax	本期稅項		
Provision for Hong Kong Profits Tax for current year	本年度香港利得稅	3,051	10,125
Under/(over) provision in respect of prior years	過往年度撥備不足/(超額撥備)	491	[1,887]
		3,542	8,238
Provision for PRC income tax	中國所得稅準備	1,871	2,317
		5,413	10,555
Deferred tax	遞延稅項		
Effect of increase in tax rate on deferred tax balance at 1 January	稅率增加對一月一日之遞延稅項結餘之影響	1,491	-
Reversal and origination of temporary differences	撥回及引起短暫時差	[8,538]	[2,891]
		[7,047]	[2,891]
Income tax (income)/expense	所得稅(收入)/開支總額	[1,634]	7,664

In March 2003, the Hong Kong Government announced an increase in the Profits Tax rate applicable to the Group's operations in Hong Kong from 16% to 17.5%. This increase is taken into account in the preparation of the Group's 2003 financial statements. Accordingly, the provision for Hong Kong Profits Tax for 2003 is calculated at 17.5% (2002: 16%) of the estimated assessable profits for the year. Taxation for PRC subsidiaries is charged at the appropriate current rates of taxation ruling in The People's Republic of China.

5. 列於綜合收入報表內之所得稅

(a) 列於綜合收入報表內之稅項如下：

於二零零三年三月，香港政府宣佈將本集團香港業務所適用的利得稅稅率由16%調高至17.5%。本集團已在編製二零零三年年度財務報表時考慮到稅率調高的影響。因此，二零零三年年度的香港利得稅準備乃按照年內估計應評稅盈利的17.5%的稅率(二零零二年度為16%)計算。中國附屬公司的稅項乃根據現時中華人民共和國的適用稅率支銷。

5. Income tax in the consolidated income statement (continued)

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

		2003 \$'000 港幣千元	2002 \$'000 港幣千元
(Loss)/profit from ordinary activities before tax	來自日常業務的除稅前 (虧損) / 盈利	[32,091]	71,199
Notional tax on (loss)/profit before tax, calculated at the rates applicable to profits in the countries concerned	按照在相關國家獲得盈利的適用稅率計算 除稅前 (虧損) / 盈利的名義稅項	[6,953]	12,769
Tax effect of non-deductible expenses	不可扣減開支之稅項影響	1,597	94
Tax effect of non-taxable revenue	毋須課稅收入之稅項影響	[1,451]	[1,801]
Tax effect of unused tax losses not recognised	未使用而且未確認的可抵扣虧損的稅項影響	913	520
Tax effect of prior year's tax losses utilised this year	本年動用之往年稅項虧損之稅項影響	-	[1,914]
Effect on opening deferred tax balances resulting from an increase in tax rate during the year	因在本年度調高稅率而對遞延所得稅期初結餘造成的影響	1,491	-
Under/(over) provision in prior years	以往年度利得稅準備不足 / (過剩)	491	[1,887]
Others	其他	2,278	[117]
Actual tax (income)/expense	實際稅項 (收入) / 開支	[1,634]	7,664

5. 列於綜合收入報表內之所得稅 (續)

(b) 按適用稅率之所得稅 (收入) / 費用及會計 (虧損) / 盈利計算之對賬：

6. Directors' remuneration

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

		2003 \$'000 港幣千元	2002 \$'000 港幣千元
Fees	袍金	611	598
Salaries, allowances and other benefits	薪金、津貼及其他福利	3,204	3,405
Retirement benefit contributions	退休金計劃之供款	30	54
		3,845	4,057

Included in the Directors' remuneration were fees of \$130,000 (2002: \$118,000) paid to the independent Non-Executive Directors during the year.

In addition to the above remuneration, certain Directors were granted share options under the Company's Share Option Schemes. The details of these benefits in kind are disclosed under the paragraph "Share option schemes" in the Directors' Report and note 26.

The remuneration of the Directors is within the following bands:

		Number of Directors 董事人數	
		2003	2002
\$Nil - \$1,000,000	港幣零元-港幣1,000,000 元	10	9
\$1,000,001 - \$1,500,000	港幣1,000,001 元-港幣1,500,000 元	1	-
\$1,500,001 - \$2,000,000	港幣1,500,001元-港幣2,000,000 元	1	2

Save as disclosed above, no Directors' remuneration has been paid or is payable by the Group during the year. There was no arrangement under which a Director waived or agreed to waive any remuneration during the year.

6. 董事之酬金

根據香港《公司條例》第161 條規定，董事之酬金現列報如下：

		2003 \$'000 港幣千元	2002 \$'000 港幣千元
Fees	袍金	611	598
Salaries, allowances and other benefits	薪金、津貼及其他福利	3,204	3,405
Retirement benefit contributions	退休金計劃之供款	30	54
		3,845	4,057

董事之酬金包括於本年度內支付予獨立非執行董事港幣130,000元（二零零二年度為港幣118,000元）之袍金及其他酬金。

除上述酬金外，若干董事根據本公司的購股權計劃獲授購股權。該等實物利益的詳情於董事會報告書「購股權計劃」一段及附註26 內披露。

在以下酬金範圍內之董事人數如下：

		Number of Directors 董事人數	
		2003	2002
\$Nil - \$1,000,000	港幣零元-港幣1,000,000 元	10	9
\$1,000,001 - \$1,500,000	港幣1,000,001 元-港幣1,500,000 元	1	-
\$1,500,001 - \$2,000,000	港幣1,500,001元-港幣2,000,000 元	1	2

除上文所披露外，集團在年內並無支付或須支付其他董事酬金。年內並無任何董事作出放棄或同意放棄酬金之安排。

7. Individuals with highest emoluments

The five highest paid individuals of the Group include two Directors (2002: one Director) of the Company whose remuneration is reflected in the analysis presented in note 6. Details of emoluments paid by the Group to the remaining three (2002: four) highest paid individuals are set out below:

		2003 \$'000 港幣千元	2002 \$'000 港幣千元
Salaries, allowances and other benefits	薪金、津貼及其他福利	5,240	7,095
Retirement benefit contributions	退休金計劃之供款	130	336
		5,370	7,431

The emoluments of these remaining highest paid individuals fall within the following bands:

		Number of individuals 員工人數 2003	2002
\$1,500,001 - \$2,000,000	港幣1,500,001 元 - 港幣2,000,000 元	3	3
\$2,000,001 - \$2,500,000	港幣2,000,001 元 - 港幣2,500,000 元	-	1

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

7. 最高酬金之員工

集團內酬金最高之5名員工，其中2名(二零零二年度為1名)為本公司董事，而其酬金已列於上文之分析資料。集團其餘3名(二零零二年為4名)最高薪員工之酬金詳情如下：

其餘最高酬金員工之酬金分析如下：

年內，集團並無向董事或5位最高酬金員工支付酬金，作為加入集團時支付酬金，以吸引其加入集團或作為失去職位之補償。

8. (Loss)/profit attributable to shareholders

The consolidated (loss)/profit attributable to shareholders includes a loss of \$3,551,000 (2002: a profit of \$43,272,000) which has been dealt with in the financial statements of the Company.

8. 股東應佔(虧損)/盈利

股東應佔綜合(虧損)/盈利包括一筆已列入本公司財務報表內為數港幣3,551,000元之虧損(二零零二年度盈利為港幣43,272,000元)，此(虧損)/盈利已於本公司之財務報表內作出處理。

9. Dividend

(a) Dividend attributable to the year

		2003 \$'000 港幣千元	2002 \$'000 港幣千元
Final dividend proposed after the balance sheet date of HKNil cent per share (2002: HK2 cents per share)	於結算日後宣派之末期股息每股港幣零仙 (二零零二年度為港幣2仙)	-	19,947

In 2002, the final dividend proposed after the balance sheet date has not been recognised as a liability at the balance sheet date.

於二零零二年，於結算日後宣派之末期股息並未在結算日確認為負債。

9. 股息

(a) 本年度應佔股息

9. Dividend (continued)

(b) Dividend attributable to the previous year

Final dividend in respect of previous year on exercised share options	已行使購股權之去年末期股息
Final dividend in respect of previous year of HK2 cents per share (2001:HK3.8 cents per share) approved and paid during the year	年內批准及派發之去年末期股息每股港幣2 仙 (二零零一年度為港幣3.8 仙)

9. 股息 (續)

(b) 去年度應佔股息

2003 \$'000 港幣千元	2002 \$'000 港幣千元
-	88
19,947	37,304
19,947	37,392

10. (Loss) / earnings per share

(a) Basic (loss) / earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to shareholders of \$36,953,000 (2002: profit attributable to shareholders of \$55,027,000) and the weighted average of 997,365,332 ordinary shares (2002: 990,282,540 shares) in issue during the year.

(b) Diluted (loss) / earnings per share

The diluted loss per share for the year ended 31 December 2003 is not presented as the exercise of the subscription rights conferred by the share options would not have any dilutive effect on the loss per share for the year ended 31 December 2003.

For the year ended 31 December 2002, the calculation of diluted earnings per share is based on the profit attributable to shareholders of \$55,027,000 and the weighted average number of ordinary shares of 990,440,490 shares after adjusting for the effects of all dilutive potential ordinary shares.

(c) Reconciliation

Weighted average number of ordinary shares used in calculating basic earnings per share	用以計算每股基本盈利的普通股加權平均數
Deemed issue of ordinary shares for no consideration	視作以無償方式發行的普通股
Weighted average number of ordinary shares used in calculating diluted earnings per share	用以計算每股攤薄盈利的普通股加權平均數

10. 每股 (虧損) / 盈利

(a) 每股基本 (虧損) / 盈利

每股基本 (虧損) / 盈利是根據股東應佔虧損港幣36,953,000元 (二零零二年度為股東應佔盈利港幣55,027,000 元) 及年內已發行普通股的加權平均數997,365,332股 (二零零二年度為990,282,540股) 計算。

(b) 每股攤薄 (虧損) / 盈利

由於行使購股權對截至二零零三年十二月三十一日止年度的每股虧損將不會有任何攤薄影響，故並無呈列截至二零零三年十二月三十一日止年度的每股攤薄虧損。

截至二零零二年十二月三十一日止年度，每股攤薄盈利是根據股東應佔盈利港幣55,027,000元及就潛在具有攤薄影響之潛在普通股份作出調整後普通股的加權平均數990,440,490股計算。

(c) 對賬

2002 Number of shares 股份數目
990,282,540
157,950
990,440,490

11. Segment reporting

Segment information is presented in respect of the Group's business and geographical segments. Geographical segment information based on location of assets is chosen as the primary reporting format because this is more relevant to the Group's internal financial reporting.

Geographical segments

The Group comprises the following main geographical segments:

Hong Kong : Provision of media sales and management services

Mainland China : Provision of media sales and management services

There are no sales between the geographical segments.

		Hong Kong 香港		Mainland China 中國大陸		Group 集團	
		2003 \$'000 港幣千元	2002 \$'000 港幣千元	2003 \$'000 港幣千元	2002 \$'000 港幣千元	2003 \$'000 港幣千元	2002 \$'000 港幣千元
Revenue from external customers	外來客戶收益	102,325	145,433	54,069	9,621	156,394	155,054
Other revenue	其他收益	7,504	6,745	-	-	7,504	6,745
Total revenue	收益總額	109,829	152,178	54,069	9,621	163,898	161,799
Segment result	分類業績	[44,608]	56,116	8,834	6,842	[35,774]	62,958
Unallocated operating income and expenses	未予分配經營收入及支出					[1,814]	7,303
Finance costs	財務支出					[1,437]	[143]
Share of profit of associate	應佔聯營公司盈利			6,934	1,081	6,934	1,081
Income tax	所得稅					1,634	[7,664]
Minority interests	少數股東權益					[6,496]	[8,508]
(Loss)/profit attributable to shareholders	股東應佔(虧損)/盈利					[36,953]	55,027
Depreciation and amortisation for the year	年度折舊及攤銷	19,685	19,117	6,877	102	26,562	19,219
Significant non-cash expenses (other than depreciation and amortisation)	重大非現金支出(折舊及攤銷除外)	15,801	2,261	-	-	15,801	2,261

11. 業務分類匯報

分類資料乃按集團的業務及地區劃分而呈列。以資產位置為基礎的地區分類資料獲集團選作主要申報格式，因為其更貼近集團的內部財務申報。

地區業務

集團業務分為以下主要的地區業務：

香港：媒體銷售及管理服務

中國大陸：媒體銷售及管理服務

地區業務之間並無進行銷售。

11. Segment reporting (continued)

Geographical segments (continued)

		Hong Kong 香港		Mainland China 中國大陸		Group 集團	
		2003 \$'000 港幣千元	2002 \$'000 港幣千元	2003 \$'000 港幣千元	2002 \$'000 港幣千元	2003 \$'000 港幣千元	2002 \$'000 港幣千元
Segment assets	地區業務資產	267,483	292,496	127,327	1,330	394,810	293,826
Investment in associate	聯營公司投資	-	-	83,464	57,765	83,464	57,765
Unallocated assets	未分配資產					604,861	691,020
Total assets	資產總值					1,083,135	1,042,611
Segment liabilities	地區業務負債	60,180	24,432	11,759	2,850	71,939	27,282
Unallocated liabilities	未分配負債					175,402	144,158
Total liabilities	負債總額					247,341	171,440
Capital expenditure incurred during the year	年內資本開支	47,179	460	61,037	679	108,216	1,139

The Group's geographical segment information based on location by customers are the same as based on location of assets. Accordingly, no further analysis on revenue from external customers by location of customers is provided.

Business segments

The Group's turnover and operating (loss)/profit are almost entirely derived from media sales and management services. Accordingly, no analysis by business segment is provided.

11. 業務分類匯報 (續)

地區業務 (續)

集團按客戶地點為基準之地區業務分部資料乃與按資產地點為基準者相同。因此，並無進一步提供按客戶地點之外部客戶收入之分析。

業務分部

集團的大部份營業額及經營(虧損)/盈利均源自媒體銷售及管理服務，因此，並無提供按業務類別劃分的分析。

12. Fixed assets

12. 固定資產

The Group 集團

		Audio and visual equipment 影音設備 \$'000 港幣千元	Hardware and software 硬件及軟件 \$'000 港幣千元	Furniture and fixtures 傢俬及裝置 \$'000 港幣千元	Motor vehicles 汽車 \$'000 港幣千元	Advertising display panels 廣告展示屏 \$'000 港幣千元	Advertising display panels under construction 在建廣告展示屏 \$'000 港幣千元	Total 總計 \$'000 港幣千元
Cost:	原值：							
At 1 January 2003	於二零零三年一月一日結存	140,521	118	661	705	-	-	142,005
Additions	添置	47,180	550	164	-	23,953	36,369	108,216
Disposals	出售	(50)	-	(53)	-	-	-	(103)
At 31 December 2003	於二零零三年十二月三十一日結存	187,651	668	772	705	23,953	36,369	250,118
Accumulated depreciation:	累積折舊：							
At 1 January 2003	於二零零三年一月一日結存	37,273	34	320	185	-	-	37,812
Charge for the year	本年度折舊	19,605	63	108	137	3,677	-	23,590
Written back on disposal	出售時撥回	(17)	-	(55)	-	-	-	(72)
At 31 December 2003	於二零零三年十二月三十一日結存	56,861	97	373	322	3,677	-	61,330
Net book value:	賬面淨值：							
At 31 December 2003	於二零零三年十二月三十一日結存	130,790	571	399	383	20,276	36,369	188,788
At 31 December 2002	於二零零二年十二月三十一日結存	103,248	84	341	520	-	-	104,193

13. Intangible assets

		The Group 集團		
		Positive goodwill 正商譽 \$'000 港幣千元	Advertising rights 廣告權 \$'000 港幣千元	Total 總計 \$'000 港幣千元
Cost:	原值：			
At 1 January 2003	於二零零三年一月一日結存	33,902	-	33,902
Additions	添置	-	26,142	26,142
At 31 December 2003	於二零零三年十二月三十一日結存	33,902	26,142	60,044
Accumulated amortisation:	累積折舊：			
At 1 January 2003	於二零零三年一月一日結存	585	-	585
Amortisation for the year	本年度攤銷	1,774	1,198	2,972
At 31 December 2003	於二零零三年十二月三十一日結存	2,359	1,198	3,557
Carrying value:	賬面淨值：			
At 31 December 2003	於二零零三年十二月三十一日結存	31,543	24,944	56,487
At 31 December 2002	於二零零二年十二月三十一日結存	33,317	-	33,317

Positive goodwill is amortised as expense on a straight-line basis over 20 years and amortisations of positive goodwill and advertising rights is included in "depreciation and amortisation" in the consolidated income statement.

14. Non-current prepayments

Non-current prepayments consisted of deposit for long term investment, advance payments for concession and rights for advertising and media programme placement on transit vehicles and transit network furniture.

13. 無形資產

正商譽乃以直線法分20年攤銷作開支，而正商譽及廣告權之攤銷乃計入綜合收入報表之「折舊及攤銷」。

14. 非流動預付款項

非流動預付款項包括長期投資按金、受讓權及於客運車輛及客運網絡沿線之廣告及媒體播放權之預付款。

15. Investments in subsidiaries

15. 附屬公司投資

		The Company 公司	
		2003 \$'000 港幣千元	2002 \$'000 港幣千元
Unlisted shares, at cost	非上市股份原值	62,835	62,835

All of these are controlled subsidiaries as defined under note 1(d) and have been consolidated into the Group's financial statements.

所有附屬公司均是附註1(d)所定義的受控制附屬公司，其業績已併入集團財務報表內綜合計算。

Name of the company	公司名稱	Place of incorporation /operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest% 股權百分比		Principal activity 主要業務
				direct 直接	indirect 間接	
AdSociety Advertising Agency Company Limited	創智傳動廣告有限公司	Hong Kong 香港	HK\$2 港幣2元	-	100	Investment holding 投資控股
Bus Focus Limited	Bus Focus Limited	The British Virgin Islands /Hong Kong 英屬處女群島 / 香港	US\$100 美金100元	-	60	Provision of media sales service for advertising on transit vehicles shelters 提供客運車輛候車亭廣告 的媒體銷售服務
CityVision Limited	CityVision Limited	Hong Kong 香港	HK\$10,000 港幣10,000元	-	90	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動多媒體業務
Cyberstop Limited	Cyberstop Limited	The British Virgin Islands / Hong Kong 英屬處女群島 / 香港	US\$1 美金1元	-	100	Holder of the registered design and patent in relation to cyber bus stops 持有有關數碼巴士站的 註冊設計及專利

15. Investments in subsidiaries (continued)

15. 附屬公司投資(續)

Name of the company	公司名稱	Place of incorporation / operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest% 股權百分比		Principal activity 主要業務
				direct 直接	indirect 間接	
Expert Plus Holdings Limited	Expert Plus Holdings Limited	The British Virgin Islands / Hong Kong 英屬處女群島 / 香港	US\$1 美金1 元	- -	100 100	Investment holding 投資控股
Guangzhou Key Media Advertising Company Limited (Sino-foreign co-operative joint venture)	廣州市關鍵媒體廣告有限公司 (中外合作經營企業)	The People's Republic of China 中華人民共和國	RMB56,346,939 人民幣56,346,939元	- -	51 51	Provision of media advertising agency service and design and production of advertisements 提供媒體廣告代理服務及 廣告設計與製作
KM-Vision Limited	KM-Vision Limited	Hong Kong 香港	HK\$10,000 港幣 10,000 元	- -	95 95	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動多媒體業務
LW-Vision Limited	LW-Vision Limited	Hong Kong 香港	HK\$10,000 港幣10,000元	- -	95 95	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動多媒體業務
MB-Vision Limited	MB-Vision Limited	Hong Kong 香港	HK\$2 港幣2元	- -	100 100	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動多媒體業務
Road Publications Limited (formerly K-Creations Limited)	Road Publications Limited (前稱 K-Creations Limited)	Hong Kong 香港	HK\$2 港幣2元	- -	100 100	Trading of bus souvenir and publications 經營巴士紀念品及書籍銷售業務
RoadShow Creations Limited	RoadShow Creations Limited	Hong Kong 香港	HK\$2 港幣2元	- -	100 100	Trading of bus souvenir 經營巴士紀念品銷售業務

15. Investments in subsidiaries (continued)

15. 附屬公司投資(續)

Name of the company	公司名稱	Place of incorporation / operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest% 股權百分比		Principal activity 主要業務
				direct 直接	indirect 間接	
RoadShow Media Holdings Limited	RoadShow Media Holdings Limited	The British Virgin Islands / Hong Kong 英屬處女群島 / 香港	US\$1 美金1 元	- -	100 100	Investment holding 投資控股
RoadShow Media Limited	RoadShow Media Limited	Hong Kong 香港	HK\$2 港幣2 元	- -	100 100	Provision of media sales & management services for advertising on transit vehicle exteriors and shelters, and for the Multi-media On-board business 提供客運車輛車身和候車亭 廣告以及流動多媒體業務 的媒體銷售及管理服務
RoadShow Productions Holdings Limited	RoadShow Productions Holdings Limited	The British Virgin Islands / Hong Kong 英屬處女群島 / 香港	US\$1 美金1 元	- -	100 100	Investment holding 投資控股
RoadShow Productions Limited	RoadShow Productions Limited	Hong Kong 香港	HK\$2 港幣2 元	- -	100 100	Production of content for Multi-media On-board systems 製作流動多媒體系統內容
RoadShow Resources Limited	RoadShow Resources Limited	The British Virgin Islands / Hong Kong 英屬處女群島 / 香港	US\$1 美金1 元	100 100	- -	Investment holding 投資控股
RoadVision Holdings (China) Limited	RoadVision Holdings (China) Limited	The British Virgin Islands / Hong Kong 英屬處女群島 / 香港	US\$1 美金1 元	- -	100 100	Investment holding 投資控股

15. Investments in subsidiaries (continued)

15. 附屬公司投資(續)

Name of the company	公司名稱	Place of incorporation / operation 註冊及營業地點	Particulars of issued and paid up capital 已發行及已繳足股本	Attributable equity interest% 股權百分比		Principal activity 主要業務
				direct 直接	indirect 間接	
RoadVision Holdings Limited	RoadVision Holdings Limited	The British Virgin Islands / Hong Kong 英屬處女群島 / 香港	US\$2 美金2 元	-	100	Investment holding 投資控股
RSG Resources Limited	RSG Resources Limited	Hong Kong 香港	HK\$2 港幣2 元	-	100	Provision of employment agency services 提供職業介紹服務
SB-Vision Limited	SB-Vision Limited	Hong Kong 香港	HK\$10,000 港幣10,000元	-	95	Operation of Multi-media On-board business on transit vehicles 經營客運車輛流動多媒體業務
Shanghai Yingte Consulting Company Limited (Sino-foreign co-operative joint venture)	上海鷹特諮詢有限公司 (中外合作經營企業)	The People's Republic of China 中華人民共和國	RMB 1,236,000 人民幣 1,236,000元	-	68	Investment holding 投資控股
Shanghai Yafei Advertising Company Limited (Limited liability company)	上海亞飛廣告有限公司 (有限責任公司)	The People's Republic of China 中華人民共和國	RMB 600,000 人民幣 600,000元	-	51	Provision of media advertising agency service and design and production of advertisements 提供媒體廣告代理服務 及廣告設計與製作

16. Interest in associate

Share of net assets	應佔資產淨值
Loan to an associate	貸款予聯營公司
Amount due from an associate	聯營公司欠款

16. 聯營公司權益

The Group 集團	
2003 \$'000 港幣千元	2002 \$'000 港幣千元
52,392	45,458
30,654	12,258
418	49
83,464	57,765

Name of the company 公司名稱	Form of business structure 業務架構形式	Place of incorporation and operation 註冊及營業地點	Attributable equity interest % indirect 應佔股權間接持股百分比	Principal activity 主要業務
AdSociety Daye Advertising Company Limited	Sino-foreign equity joint venture	The People's Republic of China	49	Provision of full range of advertising services
創智傳動大業廣告有限公司	中外合資經營企業	中華人民共和國	49	提供全面廣告服務

17. Inventories

All of the inventories are expected to be recovered within one year.

17. 存貨

預期所有存貨的價值可在一年內收回。

18. Amounts due from/(to) group companies

(a) The amount due from ultimate holding company is unsecured, interest-free, repayable on demand and represents normal trade receivables and payables.

(b) The amounts due from/(to) subsidiaries are unsecured, interest free and have no fixed terms of settlement/repayment.

18. 應收 / (應付) 集團公司款項

(a) 應收最終控股公司款項為無抵押、免息、須於要求時償還及指一般貿易應收及應付賬款。

(b) 應收 / (應付) 附屬公司款項為無抵押、免息及無固定結清 / 還款期。

19. Accounts receivable

Details of the ageing analysis of accounts receivable are as follows:

Within one month	一個月內
One to two months	一至兩個月
Two to three months	兩至三個月
More than three months	超過三個月
Less: Provision for doubtful debts	減：呆賬撥備

All of the accounts receivable are expected to be recovered within one year.

Customers of media sales business are generally granted credit terms of 90 days. Customers of merchandising business either pay cash or are generally granted credit terms of 30-90 days.

20. Prepayments

Amounts represent the current portion of non-current prepayments as described in note 14.

21. Cash and cash equivalents

		The Group 集團		The Company 公司	
		2003 \$'000 港幣千元	2002 \$'000 港幣千元	2003 \$'000 港幣千元	2002 \$'000 港幣千元
Deposits with banks	銀行存款	416,220	495,487	397,005	479,112
Cash at bank and in hand	銀行存款及現金	18,471	13,524	985	18
		434,691	509,011	397,990	479,130

19. 應收賬款

應收賬款的賬齡分析詳情如下：

		The Group 集團	
		2003 \$'000 港幣千元	2002 \$'000 港幣千元
		28,803	7,778
		5,382	4,996
		2,100	2,621
		33,534	86,712
		69,819	102,107
		(25,501)	(9,700)
		44,318	92,407

預期所有應收賬款可於一年內收回。

本公司一般給予媒體銷售業務的客戶90日的信貸期。商品銷售業務的客戶可以現金或一般獲給予30至90日的信貸期方式繳款。

20. 預付款項

即附註14所述非流動預付款項之流動部份。

21. 現金及現金等價物

22. Accounts payable

Details of the ageing analysis of accounts payable are as follows:

Within one month	一個月內
------------------	------

All of the accounts payable are expected to be settled within one year.

23. Bank loans and pledged bank deposits

At 31 December 2003, the bank loans were repayable as follows:

Within one year or on demand	一年內或須於要求時償還
------------------------------	-------------

At 31 December 2003, the bank loans were secured as follows:

Bank loans	銀行貸款
- secured	- 有抵押
- unsecured	- 無抵押

At 31 December 2003 the banking facilities amounted to \$200,000,000 (2002: \$200,000,000), of which \$138,000,000 (2002: \$128,000,000) was utilised and secured by a pledged deposit of \$100,000,000 (2002: \$100,000,000).

22. 應付賬款

應付賬款的賬齡分析詳情如下：

The Group 集團	
2003 \$'000 港幣千元	2002 \$'000 港幣千元
10,757	5,477

預期所有應付賬款將於一年內繳付。

23. 銀行貸款及已抵押銀行存款

於二零零三年十二月三十一日，應付銀行貸款如下：

The Group and the Company 集團及公司	
2003 \$'000 港幣千元	2002 \$'000 港幣千元
138,000	128,000

於二零零三年十二月三十一日，銀行貸款之抵押情況如下：

The Group and the Company 集團及公司	
2003 \$'000 港幣千元	2002 \$'000 港幣千元
100,000	100,000
38,000	28,000
138,000	128,000

於二零零三年十二月三十一日，銀行備用信貸額達約港幣200,000,000元(二零零二年度為港幣200,000,000元)，其中港幣138,000,000元(二零零二年度為港幣128,000,000元)已動用及以有抵押銀行存款港幣100,000,000元(二零零二年度為港幣100,000,000元)抵押。

24. Income tax in the consolidated balance sheet

(a) Current taxation in the consolidated balance sheet represents:

Provision for Hong Kong Profits Tax for the year	本年度的香港利得稅撥備
Provisional Profits Tax paid	已付暫繳利得稅
Balance of Profits Tax provision relating to prior years	有關以往年度的利得稅撥備結餘
PRC income tax payable	應付中國所得稅
Current tax recoverable	可收回本期稅項
Current tax payable	應付本期稅項

24. 綜合資產負債表內的所得稅

(a) 綜合資產負債表內的本期稅項代表：

The Group 集團	
2003 \$'000 港幣千元	2002 \$'000 港幣千元
3,051	10,125
(6,079)	(11,138)
(3,028)	(1,013)
(83)	6
(3,111)	(1,007)
1,050	1,264
(2,061)	257
(4,154)	-
2,093	257
(2,061)	257

24. Income tax in the consolidated balance sheet (continued)

(b) Deferred tax (assets)/liabilities recognised:

		The Group 集團			
		Depreciation allowance in excess of related depreciation 折舊抵免超出相關折舊 \$'000 港幣千元	General provision for doubtful debts 呆賬的一般撥備 \$'000 港幣千元	Tax losses 稅務虧損 \$'000 港幣千元	Total 總計 \$'000 港幣千元
At 1 January 2002	於二零零二年一月一日	18,792	-	-	18,792
Credited to consolidated income statement	在綜合收入報表內計入	(2,891)	-	-	(2,891)
At 31 December 2002	於二零零二年十二月三十一日	15,901	-	-	15,901
At 1 January 2003	於二零零三年一月一日	15,901	-	-	15,901
Charged/(credited) to consolidated income statement	在綜合收入報表內列支/(計入)	6,160	(2,039)	(11,168)	(7,047)
At 31 December 2003	於二零零三年十二月三十一日	22,061	(2,039)	(11,168)	8,854

		The Group 集團	
		2003 \$'000 港幣千元	2002 \$'000 港幣千元
Net deferred tax assets recognised on the balance sheet	資產負債表內確認的遞延稅項資產淨額	5,332	-
Net deferred tax liabilities recognised on the balance sheet	資產負債表內確認的遞延稅項負債淨額	(14,186)	(15,901)
		(8,854)	(15,901)

(c) Deferred tax assets not recognised

The Group has not recognised deferred tax assets in respect of tax losses of \$13,641,000 (2002: \$8,426,000). The tax losses do not expire under current legislation.

24. 綜合資產負債表內的所得稅(續)

(b) 已確認的遞延稅項(資產)/負債：

(c) 並無確認的遞延稅項資產

集團並無就港幣13,641,000元(二零零二年度為港幣8,426,000元)的稅項虧損確認遞延稅項資產。根據現行法例，稅項虧損並無期滿日。

25. Other unsecured loan

Other unsecured loan from a minority shareholder of a subsidiary is interest free and is not expected to settle within one year.

26. Equity compensation benefits

The Company has two share option schemes which were adopted on 7 June 2001 whereby the Directors of the Company are authorised, at their discretion, to invite employees of the Group, including Directors of any company in the Group, to take up options to subscribe for shares of the Company.

For options granted before 1 September 2001, the exercise price of the options was determined by the board and it will not be less than 80% of the issue price, the price per share at which shares were subscribed and issued under the Global Offering. For options granted after 1 September 2001, the exercise price of the options is the highest of the nominal value of the shares, the closing price of the shares on the Stock Exchange on the date of the grant and the average closing price of the shares on the Stock Exchange for the five business days immediately preceding the date of grant.

Each option gives the holder the right to subscribe for one share.

(a) Movements in share options

At 1 January	一月一日
Granted	已授出
Exercised	已行使
Expired	已屆滿
Lapsed on grantees ceasing employment with the Group	於承授人不再任職於集團時作廢失效
At 31 December	十二月三十一日
Options vested at 31 December	十二月三十一日歸屬的購股權

25. 其他無抵押貸款

一附屬公司的一名少數股東提供的其他無抵押貸款為免息並且預期毋須於一年內結清。

26. 股本報酬福利

本公司設有兩項購股權計劃，其中一項於二零零一年六月七日採納，據此本公司董事獲授權酌情邀請集團僱員（包括集團屬下各公司的董事）接納購股權以認購本公司股份。

就二零零一年九月一日前所授出的購股權而言，其行使價由董事會釐定，最少須為發行價（即根據全球招股認購及發行股份的每股價格）的80%。就二零零一年九月一日後所授出的購股權而言，其行使價為股份面值、股份於授出日期在聯交所的收市價或緊接授出日期前五個營業日股份在聯交所收市價平均值（以最高者為準）。

每項購股權均賦予持有人認購一股股份的權利。

(a) 購股權的變動

2003 Number 數目 (^{'000}) (千)	2002 Number 數目 (^{'000}) (千)
40,101	28,058
-	23,340
-	[4,349]
[21,861]	-
[1,580]	[6,948]
16,660	40,101
16,660	40,101

26. Equity compensation benefits (continued)

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

Date granted 授出日期	Exercise period 行使期間	Exercise price 行使價	2003 Number 數目 (‘000) (千)	2002 Number 數目 (‘000) (千)
26 June 2001 二零零一年六月二十六日	28 December 2001 to 27 December 2003 二零零一年十二月二十八日至二零零三年十二月二十七日	\$1.80	-	21,861
11 March 2002 二零零二年三月十一日	12 March 2002 to 11 March 2005 二零零二年三月十二日至二零零五年三月十一日	\$2.25	16,660	18,240
			16,660	40,101

26. 股本報酬福利(續)

(b) 於結算日尚未屆滿與尚未行使的購股權條款

27. Share capital

		2003		2002	
		Number of shares 股份數目 (千)	\$'000 港幣千元	Number of shares 股份數目 (千)	\$'000 港幣千元
Authorised:	法定：				
Ordinary shares of \$0.1 each	普通股每股港幣0.1 元	10,000,000	1,000,000	10,000,000	1,000,000

		2003		2002	
		Number of shares 股份數目 (千)	\$'000 港幣千元	Number of shares 股份數目 (千)	\$'000 港幣千元
Issued and fully paid:	已發行及繳足：				
At 1 January	於一月一日	997,365	99,737	981,694	98,169
Shares issued in lieu of cash dividend	發行股份以代替現金股息 (a)	-	-	11,322	1,133
Shares issued under the Share Option Schemes	根據購股權計劃發行股份 (b)	-	-	4,349	435
At 31 December	於十二月三十一日	997,365	99,737	997,365	99,737

(a) On 28 June 2002, 11,322,332 shares were issued as fully paid new shares in lieu of a final cash dividend for the year ended 31 December 2001, at a value of \$2.585 per share. The above fully paid new shares were issued under an optional scrip dividend scheme and \$1,133,000 was credited to share capital and the balance of \$28,136,000 was credited to the share premium account.

(b) In 2002, options were exercised to subscribe for 4,349,000 shares in the Company at subscription price of \$1.8 per share. The net consideration was \$7,769,000 of which \$435,000 was credited to share capital and the balance of \$7,334,000 was credited to the share premium account.

27. 股本

(a) 於二零零二年六月二十八日，11,322,332 股股份乃按每股港幣2.585 元的價格發行作繳足新股份，以代替截至二零零一年十二月三十一日止年度的末期現金股息。上述繳足新股份乃根據附選擇權的以股代息計劃發行，而港幣1,133,000 元則撥入股本，其餘港幣28,136,000 元則撥入股份溢價賬。

(b) 二零零二年，有購股權獲行使以按每股港幣1.8元的認購價認購4,349,000 股本公司股份。淨代價港幣7,769,000元當中的港幣435,000元乃撥入股本，其餘港幣7,334,000元則撥入股份溢價賬。

28. Reserves

(a) The Group

		Share premium 股份溢價 \$'000 港幣千元	General reserve 一般儲備 \$'000 港幣千元	Contributed surplus 實繳盈餘 \$'000 港幣千元	Exchange reserve 外匯儲備 \$'000 港幣千元	Retained profits 保留溢利 \$'000 港幣千元	Total 總計 \$'000 港幣千元
At 1 January 2002	於二零零二年一月一日	535,088	-	(200)	-	214,454	749,342
Exchange differences on translation of the financial statements of foreign entities	兌換海外公司財務報表的匯兌差額	-	-	-	(1)	-	(1)
Profit attributable to shareholders	股東應佔盈利	-	-	-	-	55,027	55,027
Final dividend in respect of previous year	有關上年度的末期股息	-	-	-	-	(37,392)	(37,392)
Shares issued in lieu of cash dividend	發行股份以代替現金股息	28,136	-	-	-	-	28,136
Net premium on shares issued under the Share Option Schemes	根據購股權計劃發行股份的淨溢價	7,334	-	-	-	-	7,334
Adjustment on allotment of shares to KMB Resources (Note (f))	調整配發予KMB Resources的股份(附註(f))	(38,789)	-	-	-	-	(38,789)
Transfer to general reserve	撥入一般儲備	-	238	-	-	(238)	-
At 31 December 2002	於二零零二年十二月三十一日	531,769	238	(200)	(1)	231,851	763,657
At 1 January 2003	於二零零三年一月一日	531,769	238	(200)	(1)	231,851	763,657
Exchange differences on translation of the financial statements of foreign entities	兌換海外公司財務報表的匯兌差額	-	-	-	92	-	92
Loss attributable to shareholders	股東應佔虧損	-	-	-	-	(36,953)	(36,953)
Final dividend in respect of previous year	有關上年度的末期股息	-	-	-	-	(19,947)	(19,947)
At 31 December 2003	於二零零三年十二月三十一日	531,769	238	(200)	91	174,951	706,849

28. 儲備金

(a) 集團

28. Reserves (continued)

(b) The Company

		Share premium 股份溢價 \$'000 港幣千元	Contributed surplus 實繳盈餘 \$'000 港幣千元	Retained profits 保留溢利 \$'000 港幣千元	Total 總計 \$'000 港幣千元
At 1 January 2002	於二零零二年一月一日	535,088	62,635	5,855	603,578
Profit attributable to shareholders	股東應佔盈利	-	-	43,272	43,272
Final dividend in respect of previous year	有關上年度的末期股息	-	-	(37,392)	(37,392)
Shares issued in lieu of cash dividend	發行股份以代替現金股息	28,136	-	-	28,136
Net premium on shares issued under the Share Option Schemes	根據購股權計劃發行股份的淨溢價	7,334	-	-	7,334
Adjustment on allotment of shares to KMB Resources (Note (f))	調整配發予KMB Resources的股份(附註(f))	(38,789)	-	38,789	-
At 31 December 2002	於二零零二年十二月三十一日	531,769	62,635	50,524	644,928
At 1 January 2003	於二零零三年一月一日	531,769	62,635	50,524	644,928
Loss attributable to shareholders	股東應佔虧損	-	-	(3,551)	(3,551)
Final dividend in respect of previous year	有關上年度的末期股息	-	-	(19,947)	(19,947)
At 31 December 2003	於二零零三年十二月三十一日	531,769	62,635	27,026	621,430

(c) The application of the share premium account is governed by sections 150 and 157 of the Company's Articles of Association and the Companies Act 1981 of Bermuda.

(d) Pursuant to a group reorganisation in 2001, the Company became the holding company of the Group. The excess of the consolidated net assets represented by the shares acquired over the nominal value of the shares issued by the Company in exchange under the Reorganisation in 2001 was transferred to contributed surplus. Under the Companies Act of Bermuda, contributed surplus is available for distribution to shareholders.

(e) At 31 December 2003, the aggregate amount of reserves available for distribution to shareholders of the Company was approximately \$89,661,000 (2002: \$113,159,000).

28. 儲備金 (續)

(b) 公司

		Share premium 股份溢價 \$'000 港幣千元	Contributed surplus 實繳盈餘 \$'000 港幣千元	Retained profits 保留溢利 \$'000 港幣千元	Total 總計 \$'000 港幣千元
At 1 January 2002	於二零零二年一月一日	535,088	62,635	5,855	603,578
Profit attributable to shareholders	股東應佔盈利	-	-	43,272	43,272
Final dividend in respect of previous year	有關上年度的末期股息	-	-	(37,392)	(37,392)
Shares issued in lieu of cash dividend	發行股份以代替現金股息	28,136	-	-	28,136
Net premium on shares issued under the Share Option Schemes	根據購股權計劃發行股份的淨溢價	7,334	-	-	7,334
Adjustment on allotment of shares to KMB Resources (Note (f))	調整配發予KMB Resources的股份(附註(f))	(38,789)	-	38,789	-
At 31 December 2002	於二零零二年十二月三十一日	531,769	62,635	50,524	644,928
At 1 January 2003	於二零零三年一月一日	531,769	62,635	50,524	644,928
Loss attributable to shareholders	股東應佔虧損	-	-	(3,551)	(3,551)
Final dividend in respect of previous year	有關上年度的末期股息	-	-	(19,947)	(19,947)
At 31 December 2003	於二零零三年十二月三十一日	531,769	62,635	27,026	621,430

(c) 股份溢價賬之應用乃受本公司組織章程細則第150及157條及百慕達一九八一年公司法所規限。

(d) 根據二零零一年的集團重組，本公司成為集團的控股公司。本公司於二零零一年根據重組計劃發行股份用以交換購入之股份，所購股份的綜合資產淨值較所發行股份的面值高出之數額，已撥入實繳盈餘賬。根據百慕達公司法規定，實繳盈餘可派發予股東。

(e) 於二零零三年十二月三十一日，可分派予本公司股東之儲備金總額約為港幣89,661,000元(二零零二年度為港幣113,159,000元)。

28. Reserves (continued)

(f) During the year ended 31 December 2001, the Company received \$95,000,000 in settlement of \$38,789,000 due from the ultimate holding company and for the allotment of 95,000,000 shares of \$0.1 each to KMB Resources Limited. At the time of the allotment, \$9,500,000 and \$85,500,000 were recorded as share capital and share premium respectively. An adjustment has been made in the share premium account to reflect the net cash proceeds of \$56,211,000 received for the allotment.

(g) General reserve is provided by each of the Group's PRC subsidiaries of 10% of the annual net income after tax, based on the subsidiary's PRC statutory financial statements.

The general reserve can be used to set off any accumulated losses or converted into paid-up capital of the respective subsidiary.

(h) Included in the figure for the Group's retained profits is an amount of \$8,015,000 (2002: \$1,081,000), being retained profit attributable to associate.

29. Notes on the consolidated cash flow statement

Significant non-cash transactions

During the year, certain fixed assets (advertising display panels) of approximately \$21,028,000 and advertising rights of approximately \$26,142,000 were acquired through the capital injection from a joint venture partner of Guangzhou Key Media Advertising Company Limited, a subsidiary of the Group newly incorporated during the year.

28. 儲備金 (續)

(f) 於截至二零零一年十二月三十一日止年度，本公司收到港幣95,000,000元，乃最終控股公司償還應付款項港幣38,789,000元以及向KMB Resources Limited 配發95,000,000股每股面值港幣0.1元股份的股款。於配發該等股份時，上述港幣9,500,000元及港幣85,500,000元的款項乃分別列作股本及股份溢價。本年度的股份溢價賬已作調整，以反映就配發股份所收到的現金所得款項淨額港幣56,211,000元。

(g) 集團各中國附屬公司均將根據附屬公司的中國法定財務報表計算的全年稅後淨收入的10% 撥入一般儲備。

一般儲備可用於抵銷任何累計虧損或轉換作各附屬公司的繳足資本。

(h) 集團保留溢利內包括聯營公司應佔保留溢利港幣8,015,000元(二零零二年度為港幣1,081,000元)。

29. 綜合現金流量表附註

重大非現金交易

本年度內，約港幣21,028,000元的若干固定資產(包括廣告顯示屏)及約港幣26,142,000元的廣告權乃透過廣州市關鍵媒體廣告有限公司(於本年度內新註冊成立的集團附屬公司)的合營夥伴注資而購入。

30. Commitments

(a) Capital commitments

At 31 December 2003, the Group had the following capital commitments in relation to the purchase of fixed assets and investments not provided for in the financial statements:

Contracted for	已簽訂合約者
Authorised but not contracted for	經批准但仍未簽訂合約者

(b) Operating lease commitments

At 31 December 2003, the total future minimum lease payments under non-cancellable operating leases in respect of land and buildings, advertising display panels and media assets are payable as follows:

Within 1 year	一年內
After 1 year but within 5 years	一年後至五年內

(c) Other commitments

An exclusive licence to conduct media sales management in relation to bus shelters for a term up to 31 July 2007 has been granted to the Group. The Group has committed to pay a royalty fee at a pre-determined percentage of the net advertising rental received.

An exclusive right to conduct the media sales and management in relation to the exterior panels of the bus body and bus shelters for a term up to 31 October 2004 has been granted to the Group. The Group has committed to pay a licence fee at a pre-determined percentage of the net advertising rental received.

30. 承擔

(a) 資本承擔

於二零零三年十二月三十一日，集團有下列與購置固定資產與投資項目有關的資本承擔，但該等資本承擔並未在財務報表作出撥備：

2003 \$'000 港幣千元	2002 \$'000 港幣千元
9,722	103,144
283,170	236,000

(b) 營業租賃承擔

於二零零三年十二月三十一日，根據有關土地及樓宇、廣告顯示屏及媒體資產的不可註銷營業租賃應付的未來最低租金總額如下：

2003 \$'000 港幣千元	2002 \$'000 港幣千元
14,980	270
5,097	-

(c) 其他承擔

集團獲授一項有關客運車輛巴士候車亭媒體銷售及管理工作的專利權（有效期至二零零七年七月三十一日），以提供媒體銷售服務。集團已承諾根據所收取的廣告租金淨額，按一個預先釐定的百分比支付專利費。

集團獲授一個客運車輛車身廣告位及巴士候車亭的媒體銷售及管理工作的專利權（有效期至二零零四年十月三十一日），以提供媒體銷售服務。集團已承諾根據所收取的廣告租金淨額，按一個預先釐定的百分比支付專利費。

31. Retirement benefits scheme

(a) The Group operates a Mandatory Provident Fund Scheme ("the MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the Group and its employees are each required to make a contribution to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of \$20,000.

(b) As stipulated by the regulations of the PRC, the Group participates in employee pension schemes organised by the local governments under which it is governed. Details of the scheme of the Group are as follows:

Administrator	管理人	Note 附註	Beneficiary 受益人	Contribution rate 供款率	
				2003	2002
Shanghai Social Insurance Administrator Center	上海市盧灣區社會保險管理中心	(i)	Employees 僱員	22.5%	22.5%
Bureau of Labour and Social Security, Guangzhou PRC	廣州市勞動就業服務管理中心	(ii)	Employees 僱員	20%	N/A 不適用

Notes:

- (i) Under the scheme, the Group and its employees are each required to make a contribution to the scheme at 22.5% and 8% respectively of the employees' relevant income.
- (ii) Under the scheme, the Group and its employees are each required to make a contribution to the scheme at 20% and 8%, respectively of a pre-determined amount.
- (iii) All the employees employed in the PRC are entitled to receive, on retirement, pension payments from these schemes. The Group has no other material obligation for payment of retirement benefits beyond the contributions.

31. 退休福利計劃

(a) 集團根據香港強制性公積金計劃條例為按照香港僱傭條例而聘請的僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃是界定供款退休計劃，由獨立信託機構管理。根據強積金計劃，集團與僱員均須作出相等於僱員有關薪酬5%的供款，而每月的有關收入之上限為港幣20,000元。

(b) 根據中國法規，集團參與由地方政府組織及管理的僱員退休金計劃。集團的計劃詳情如下：

附註：

- (i) 根據該計劃，集團與僱員分別須作出相等於僱員有關收入22.5%及8%的供款。
- (ii) 根據該計劃，集團與僱員分別須作出相等於預先釐定的款額20%及8%的供款。
- (iii) 全體中國僱員於退休時均有權自該等計劃收取退休福利金。除上述供款外，集團並無其他重大退休福利金責任。

32. Material related party transactions

The Group has the following related party transactions during the year, which were:

		Note 附註	2003 \$'000 港幣千元	2002 \$'000 港幣千元
Management and administration fee income	管理及行政費收入	(i)	18,529	17,426
Licence and royalty fees paid for the right to sell advertising space on transit vehicle exteriors and shelters	銷售客運車輛車身及候車亭廣告位特許及專利費	(ii)	[7,221]	[7,321]
Rental expenses	租賃費用	(iii)	[1,283]	[1,266]
Management fee expenses	管理費開支	(iv)	[8,952]	[7,784]
Guarantee rentals	保證租金	(v)	10,232	2,100
Service fee paid for receivable management	就應收帳管理支付服務費	(vi)	[490]	[490]

Notes:

- (i) Fee income was earned for the provision of media sales management and administrative services to a subsidiary of KMB, a substantial shareholder of the Company. The amount receivable by the Group at the year end amounted to \$Nil (2002: \$Nil).
- (ii) Licence and royalty fees were paid for selling advertising spaces on certain transit vehicle exteriors and certain transit vehicle shelters owned by a subsidiary of KMB. The amount payable by the Group at year end amounted to \$2,687,000 (2002: \$3,363,000).
- (iii) Rental paid to a subsidiary of KMB for leasing properties, computer equipment and software system, furniture and fixtures. The amount payable by the Group at year end amounted to \$290,000 (2002: \$290,000).
- (iv) Management fees were paid to Texon Media Limited ("TML"), a fellow subsidiary of a minority shareholder of a subsidiary of the Company, for the provision of media sales agency services in relation to bus shelters. The amount payable to TML at the year end amounted to \$762,000 (2002: \$2,643,000).
- (v) The Group entered into a contract with TML for media sales agency services and maintenance and operational services provided to the Group in relation to the bus shelters. The Group shall be entitled to a guaranteed rental calculated based on the rates per panel and the number of bus shelters panels. TML shall pay any shortfall if the actual rental derived from the bus shelters is less than guaranteed rental. The amount due from TML at the year end amounted to \$283,000 (2002: \$Nil).
- (vi) The Group paid a service fee to TML for the receivable management provided to the Group in relation to the bus shelters under the media sales business. The amount due to TML at the year end amounted to \$Nil (2002: \$Nil).

The Directors of the Company are of the opinion that the above related party transactions were conducted on normal commercial terms and in the ordinary course of business.

32. 有關連人士的重大交易

集團於本年度內有以下有關連人士的交易：

	Note 附註	2003 \$'000 港幣千元	2002 \$'000 港幣千元
管理及行政費收入	(i)	18,529	17,426
銷售客運車輛車身及候車亭廣告位特許及專利費	(ii)	[7,221]	[7,321]
租賃費用	(iii)	[1,283]	[1,266]
管理費開支	(iv)	[8,952]	[7,784]
保證租金	(v)	10,232	2,100
就應收帳管理支付服務費	(vi)	[490]	[490]

附註：

- (i) 管理及行政費收入指為本公司主要股東九巴之一間附屬公司提供媒體銷售管理及行政服務所得收入。集團於年結日應收的款項為港幣零元（二零零二年為港幣零元）。
- (ii) 特許及專利費為支付銷售九巴之一間附屬公司旗下若干客運車輛車身及位於該公司所經營的候車亭廣告位的費用。集團於年結日應付的款項為港幣2,687,000元（二零零二年為港幣3,363,000元）。
- (iii) 集團為租賃物業、電腦設備及軟件系統、傢私及裝置向九巴之一間附屬公司支付租賃費用。集團於年結日應付的款項為港幣290,000元（二零零二年為港幣290,000元）。
- (iv) 集團為提供有關巴士候車亭的媒體銷售代理服務而向本公司附屬公司的少數股東的同系附屬公司Texon Media Limited（「TML」）支付管理費。集團於年結日應向TML支付的款項為港幣762,000元（二零零二年為港幣2,643,000元）。
- (v) 集團就TML提供有關巴士候車亭的媒體銷售代理服務以及保養及營運服務而與TML訂立合同。集團有權收取保證租金，金額乃按各廣告板的收費與巴士車身廣告板的數目而定。倘若來自巴士車身的實際租金未達保證租金，差額須由TML支付。集團於年結日應收TML的款項為港幣283,000元（二零零二年為港幣零元）。
- (vi) 集團為媒體銷售業務項下的巴士候車亭業務而獲TML提供的應收帳管理而向TML支付服務費。集團於年結日應付TML的款項為港幣零元（二零零二年為港幣零元）。

本公司董事會認為，上述有關連人士的交易乃於日常業務過程中按一般商業條款訂立。

33. Ultimate holding company

The Directors consider the ultimate holding company at 31 December 2003 to be The Kowloon Motor Bus Holdings Limited, which is incorporated in Bermuda and listed in Hong Kong.

34. Comparative figures

Certain comparative figures have been reclassified to conform with current year's presentation.

33. 最終控股公司

董事認為，於二零零三年十二月三十一日的最終控股公司為九龍巴士控股有限公司，其於百慕達註冊成立，並於香港上市。

34. 比較數字

部份比較數字亦已重新分類以符合本年度的呈報方式。

Financial Summary For The Five Years Ended 31 December
財務匯告 截至十二月三十一日止五年度

		2003 二零零三年 HK\$'000 港幣千元	2002 二零零二年 HK\$'000 港幣千元	2001 二零零一年 HK\$'000 港幣千元	2000 二零零零年 HK\$'000 港幣千元	1999 一九九九年 HK\$'000 港幣千元
Consolidated Income Statement	綜合收入報表					
Turnover	營業額	156,394	155,054	288,823	51,884	31,583
(Loss) / profit from ordinary activities before taxation	來自日常業務的除稅前(虧損)/ 盈利	(32,091)	71,199	201,835	36,497	16,916
Income tax	所得稅	1,634	[7,664]	[34,650]	[6,386]	[2,690]
(Loss) / profit from ordinary activities after taxation	來自日常業務的除稅後(虧損)/ 盈利	(30,457)	63,535	167,185	30,111	14,226
Minority interests	少數股東權益	(6,496)	[8,508]	[8,890]	[293]	-
(Loss) / profit attributable to shareholders	股東應佔(虧損)/ 盈利	(36,953)	55,027	158,295	29,818	14,226
Consolidated Balance Sheet	綜合資產負債表					
Current assets	流動資產	644,421	746,296	788,922	74,543	40,767
Current liabilities	流動負債	(212,032)	(155,539)	(37,663)	(23,625)	(5,032)
Net current assets	流動資產淨額	432,389	590,757	751,259	50,918	35,735
Fixed assets	固定資產	188,788	104,193	121,750	6,458	606
Intangible assets	無形資產	56,487	33,317	-	-	-
Non-current prepayments	非流動預付款項	104,643	101,040	-	-	-
Interest in associate	聯營公司權益	83,464	57,765	-	-	-
Deferred tax assets	遞延稅項資產	5,332	-	-	-	-
Deferred tax liabilities	遞延稅項負債	(14,186)	(15,901)	(18,792)	(924)	-
Employment of funds	運用資金總額	856,917	871,171	854,217	56,452	36,341
Financed by:	資金來源:					
Share capital	股本	99,737	99,737	98,169	-	-
Reserves	儲備金	706,849	763,657	749,342	56,159	36,341
Other unsecured loan	其他無抵押貸款	21,123	-	-	-	-
Minority interests	少數股東權益	29,208	7,777	6,706	293	-
Shareholders' funds	股東權益	856,917	871,171	854,217	56,452	36,341

Definitions 釋義

"Board" 「董事會」	means 指	the Board of Directors of RoadShow 路訊通之董事會
"CEPA" 「更緊密經貿關係安排」	means 指	Closer Economic Partnership Arrangement 更緊密經貿關係安排
"Daye" 「大業」	means 指	Daye Transmedia Co., Ltd. 大業影視傳播有限公司
"Expenses" 「該等開支」	means 指	Additional provisions / expenses made by the Group in 2003 for maintenance on the MMOB equipment, development of projects and licence and royalties 本集團於二零零三年就流動多媒體設備之保養、項目發展、特許費及專利費所作出的額外撥備／開支
"GDP" 「本地生產總值」	means 指	Gross Domestic Products 本地生產總值
"GPS" 「全球定位系統」	means 指	Global Positioning System 全球定位系統
"HKSA" 「香港會計師公會」	means 指	the Hong Kong Society of Accountants 香港會計師公會
"KMB" 「九巴」	means 指	The Kowloon Motor Bus Holdings Limited 九龍巴士控股有限公司
the "Listing Date" 「上市日期」	means 指	28 June 2001 二零零一年六月二十八日
"Listing Rules" 「上市規則」	means 指	the Rules Governing the Listing of Securities on the Main Board 主板證券上市規則
"Mainland China" or "Mainland" 「中國大陸」或「國內」	means 指	The People's Republic of China, excluding Hong Kong, Macau and Taiwan 中華人民共和國，不包括香港、澳門及台灣
"MMOB" 「流動多媒體」	means 指	Multi-media On-Board 流動多媒體
"RMB" 「人民幣」	means 指	Renminbi 人民幣
"RoadShow" or the "Company" 「路訊通」或「本公司」	means 指	RoadShow Holdings Limited 路訊通控股有限公司
RoadShow Group or the "Group" 「路訊通集團」或「集團」	means 指	RoadShow Holdings Limited and its subsidiaries 路訊通控股有限公司及其附屬公司
"SARS" 「非典型肺炎」	means 指	Severe Acute Respiratory Syndrome 嚴重急性呼吸系統綜合症
the "Schemes" 「該等計劃」	means 指	the Share Option Scheme and Pre-Listing Share Option Scheme 購股權計劃及上市前購股權計劃
"SMS" 「SMS」	means 指	short message service 短訊服務
"Shun Tak" 「信德」	means 指	Shun Tak Holdings Limited 信德集團有限公司
"Stock Exchange" 「聯交所」	means 指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
"WTO" 「世貿」	means 指	World Trade Organization 世界貿易組織

Corporate Directory 公司資料

BOARD OF DIRECTORS 董事會

John CHAN Cho Chak 陳祖澤太平紳士
GBS, JP, DBA (Hon), BA, DipMS
MiMgt, FCILT, FHKIoD
Chairman
主席

Michael WONG Yick-kam 黃奕鑑
BBA, MBA
Deputy Chairman
副主席

Anthony NG 伍永漢
BS (Econ), MBA (Richard Ivey School of Business,
University of Western Ontario)

MAK Chun Keung 麥振強

Amanda LUI Yee Fai, 雷怡暉
BA

James Conrad LOUEY 雷兆光
BSc

COMPANY SECRETARY 公司秘書

Thomas MAK Hing Keung 麥興強
C.A., FHKSA

Winnie J. NG 伍穎梅
BA, MBA (Chicago)
Group Managing Director
集團董事總經理

LAU Mei Mui, May 劉美梅

YEN Shiao Hua, Sheridan 晏孝華

Carlye Wai-Ling TSUI* 徐尉玲太平紳士*
BBS, MBE, JP, BA(Econ), FHKIoD, FBCS, FHKIE, HonFACE

HUI Ki On* 許淇安*
GBS, CBE, QPM, CPM

LAU Shung Oi, Susanna 劉崇諤
(Alternate Director to Michael
WONG Yick-kam)
(黃奕鑑先生之代行董事)

(* Independent Non-Executive Director)
(* 獨立非執行董事)

REGISTERED OFFICE 註冊辦事處

Clarendon House 2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL OFFICE 總辦事處

No. 1, Po Lun Street
Lai Chi Kok, Kowloon
Hong Kong
Telephone: (852) 2746 5200
Facsimile: (852) 2744 7854
Internet: <http://www.roadshow.com.hk/>

香港九龍荔枝角寶輪街一號
電話：(852) 2746 5200
傳真：(852) 2744 7854
網站：<http://www.roadshow.com.hk/>

AUDITORS 核數師

KPMG 畢馬威會計師事務所
8/F, Prince's Building
10 Chater Road,
Central, Hong Kong.
香港中環遮打道10號太子大廈8樓

REGISTRARS 股票註冊處

Hong Kong 香港
Computershare Hong Kong
Investor Services Limited
香港中央證券登記有限公司

Shops 1712-1716
17/F, Hopewell Centre,
183 Queen's Road East,
Hong Kong
香港皇后大道東183號合和中心17樓1712-1716室

Bermuda 百慕達

Butterfield Corporate Services Limited
11 Rosebank Centre
Bermuda Road
Hamilton, Bermuda

REGISTER OF MEMBERS 股東名冊

Book closed from
13 May 2004 to 17 May 2004
(both dates inclusive)
股份過戶停辦日期
二零零四年五月十三日至二零零四年五月十七日
(首尾兩天包括在內)

ANNUAL GENERAL MEETING 股東週年大會

Date & Time: 17 May 2004 (Monday) 3:00 p.m.
日期及時間：二零零四年五月十七日(星期一) 下午三時
Venue: Royal Plaza Hotel, Ballroom,
193 Prince Edward Road West,
Kowloon, Hong Kong
地點：香港九龍太子道西一百九十三號帝京酒店宴會廳

DIVIDENDS 股息

Interim: Nil
中期：無
Final: Nil
末期：無

This Annual Report is also available on our website :

本年報亦可在本公司之互聯網址下載：

www.roadshow.com.hk

This Annual Report is printed on environment friendly paper

本年報採用環保紙張印製

Kan & Lau Design Consultants

靳與劉設計顧問