



渝太地產集團有限公司  
Y. T. REALTY GROUP LIMITED  
Stock Code : 0075



**2008**  
Annual Report

## CONTENTS

Corporate information .....	2
Chairman's statement .....	3
Directors and senior management .....	8
Corporate governance report .....	11
Report of the directors .....	20
Independent auditors' report .....	28
Consolidated income statement .....	30
Consolidated balance sheet .....	31
Consolidated statement of changes in equity .....	32
Consolidated cash flow statement .....	34
Balance sheet .....	35
Notes to financial statements .....	36
Particulars of properties .....	89
Five year financial summary .....	90

## CORPORATE INFORMATION

### EXECUTIVE DIRECTOR

Cheung Chung Kiu (*Chairman*)  
Wong Chi Keung (*Managing Director*)  
Yuen Wing Shing  
Tung Wai Lan, Iris

### NON-EXECUTIVE DIRECTOR

Lee Ka Sze, Carmelo  
Wong Yat Fai

### INDEPENDENT NON-EXECUTIVE DIRECTOR

Ng Kwok Fu  
Luk Yu King, James  
Leung Yu Ming, Steven

### AUDIT COMMITTEE

Luk Yu King, James (*Chairman*)  
Lee Ka Sze, Carmelo  
Ng Kwok Fu  
Leung Yu Ming, Steven

### REMUNERATION COMMITTEE

Cheung Chung Kiu (*Chairman*)  
Ng Kwok Fu  
Leung Yu Ming, Steven

### AUTHORISED REPRESENTATIVE

Cheung Chung Kiu  
Yuen Wing Shing (*Alternate to Cheung Chung Kiu*)  
Yuen Wing Shing  
Cheung Chung Kiu (*Alternate to Yuen Wing Shing*)

### SECRETARY

Albert T. da Rosa, Jr.

### REGISTERED OFFICE

Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

### PRINCIPAL OFFICE

3301-07, China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong  
Tel: (852) 2500 5555  
Fax: (852) 2507 2120  
Website: [www.ytrealtygroup.com.hk](http://www.ytrealtygroup.com.hk)

### AUDITORS

Ernst & Young

### PRINCIPAL BANKER

The Hongkong and Shanghai Banking  
Corporation Limited  
The Bank of East Asia, Limited

### LEGAL ADVISER

*Bermuda:*  
Conyers Dill & Pearman

*Hong Kong:*  
Woo, Kwan, Lee & Lo  
Cheung, Tong & Rosa

### REGISTRAR & TRANSFER OFFICE

*Bermuda:*  
The Bank of Bermuda Limited  
6 Front Street  
Hamilton HM 11  
Bermuda

*Hong Kong:*  
Tricor Abacus Limited  
26/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong  
Tel: (852) 2980 1700  
Fax: (852) 2890 9350

### SHARE LISTING

The Stock Exchange of Hong Kong Limited  
Stock Code: 75

On behalf of the board of directors, I am pleased to report the following results and operations of the Group for the year ended 31 December 2008.

## **RESULTS**

The audited consolidated net profit attributable to shareholders after tax for the year was HK\$170.8 million and the earnings per share amounted to HK21.4 cents, as compared to net profit of HK\$328.6 million and the earnings per share of HK41.1 cents for the year ended 31 December 2007. The net profit attributable to shareholders after tax for 2008 represents a 48.0% decrease from 2007.

## **DIVIDENDS**

The directors recommend the payment of a final dividend of HK2.0 cents per share for the year ended 31 December 2008, which is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. No interim dividend was paid during the year. In respect of the preceding year, a final dividend of HK3.0 cents per share was paid and no interim dividend was declared.

## **NET ASSET VALUE**

The consolidated net asset value per share of the Group as at 31 December 2008 was HK\$3.73 based on the 799,557,415 shares in issue, approximately the same net asset value per share and 799,557,415 shares in issue as at 31 December 2007.

## **BUSINESS REVIEW**

The Group's net profit attributable to shareholders for the year was HK\$170.8 million as compared to the net profit of HK\$328.6 million in 2007, representing a 48.0% decrease from 2007. The overall performance of the Group was primarily affected by the decrease in fair value gain in the Group's investment properties and decrease in share of results from an associated company as compared to the previous financial year. Excluding the effect of property revaluation, its related deferred tax, and the net profit contribution from an associated company, the Group recorded a net profit increase of 10.7% when compared with 2007. Revenue for the year increased by 6.7% to HK\$124.3 million as compared to HK\$116.5 million reported in 2007. The increase in overall revenue was primarily due to increase in rental income.

Revaluation of the Group's portfolio of properties resulted in a surplus of HK\$50.0 million (2007: HK\$187.9 million). The revaluation surplus and the corresponding deferred tax arising from the revaluation of the Group's investment properties were reported in the income statement.

The Group's share of profit after taxation from the associated company, The Cross-Harbour (Holdings) Limited ("Cross-Harbour"), for the year was HK\$58.8 million (2007: HK\$109.7 million), a decrease of 46.4% from last year. Cross-Harbour is listed on The Stock Exchange of Hong Kong Limited and it is engaged in investment and management of tunnels, motoring schools and highway and tunnel toll system.



## CHAIRMAN'S STATEMENT

### BUSINESS REVIEW *(continued)*

#### Property Business

The Group's major investment properties include:

- Century Square
- Prestige Tower

Gross rental income for the year amounted to HK\$114.1 million which represents an increase of about 8.5% when compared with last year's rental income of HK\$105.1 million. The increase in rental income in 2008 was due to the increase in rental rates as well as improvement in occupancy rates of the Group's investment properties.

The global economic situation during the last financial year was extremely volatile. The magnitude of the resultant adverse effect was totally unprecedented. Being an open economy, Hong Kong was inevitably unable to immune itself from such severe global financial crisis and as a result, performance of virtually all sectors of businesses was negatively affected by various degrees.

The financial crisis forestalled the rising momentum of the general market in the middle of last year. Significant value adjustments especially for the financial and property sectors sprang up in the last quarter following the collapse of a major investment bank in the United States of America which became the trigger for a series of credit crunch events around the world.

Against this backdrop of financial crisis and volatility, the Group is pleased to report that our business during the last financial year was still considered to be relatively satisfactory with modest growth of revenue. During the first half of the financial period under review and before the bursting of credit crunch, the Group's property portfolio had been enjoying stable rental growth and pleasing occupancy rate. The financial crisis at the latter part of last year nonetheless upset the whole economy and forestalled the wide spectrum of real estate appreciation in terms of value gain and rental growth. Fortunately, the adverse impact inflicted to the Group by the financial crisis was rather mild. We ascribed this somewhat immunity to the prestigious locations of our assets, quality management services to tenants provided by our management staff, and more importantly, the Group's ability and readiness to respond and adapt to the economic changes timely as well as our pro-active approach in pursuing marketing and leasing tasks. As a result, the majority of leases to be renewed and vacant spaces to be filled in our property portfolio in 2008 had largely been concluded and at satisfactory rates in the first half of last year, prior to the bursting of financial crisis in full swing in the third quarter. For the Group's flagship property in Tsimshatsui, full occupancy was consequently secured in December 2008. The Group is also pleased to report that despite market uncertainties, a number of quality tenants have been attracted to our property portfolio, including the luxurious watch brand Hublot, Luxottica optical shop, Watson's Wine Cellar, Advance Education Group and a premium Japanese restaurant Sushi U. At the end of 2008, the occupancy rate of the Group's property portfolio was over 96.0%.

**BUSINESS REVIEW** *(continued)***Property Business** *(continued)*

The Group reckoned that commercial and retail tenants which formed the backbone of our client base depended a lot on marketing exposure particularly in time of weak market sentiment. To cope with this growing need, a major fascia improvement programme which embraced a number of prominent external billboard was undertaken and completed last summer for the Group's flagship property in Central. Such property has been gaining strong popularity since completion of the major renovation.

In conclusion, despite major market volatility and uncertainty in the local and global economy, the Group was successful in delivering stable revenue growth and positive financial result in 2008. Enduring efforts would not be spared by the management in enhancing services to our tenants and their clients to ensure satisfactory performance of our core business to be delivered in the years to come.

**FINANCING AND LIQUIDITY**

Financial expenses for the year ended 31 December 2008 amounted to HK\$18.8 million (2007: HK\$35.1 million), a 46.6% decrease as compared to last year. The decrease in financial expenses was primarily the result of the downward adjustment of interest rates and the Group's effort to pay down the bank loan balance during the year under review. As at the end of 2008, the bank loan balance was HK\$503.9 million (2007: HK\$617.0 million).

The bank loans are secured by mortgages on certain investment properties with an aggregate carrying value of HK\$2,363.0 million (2007: HK\$2,305.0 million) and the assignment of rental income from these properties.

The following is the maturing profile of the Group's bank borrowings as of 31 December 2008:

Within one year	39.1%
In the second year	25.1%
In the third to fifth years, inclusive	35.8%
	100.0%

The gearing ratio, which is calculated as the ratio of the net bank borrowings to shareholders' funds, was 15.4% (2007: 18.6%). Revolving loans with outstanding balance of HK\$140.0 million will be renewable within the next financial year. The sum of term loan instalment payments repayable within one year is HK\$57.2 million which will be serviced mainly by the Group's rental income.

At the end of 2008, the Group's cash and cash equivalents was HK\$45.1 million. With its cash, available banking facilities and recurring rental income, the Group has sufficient resources to meet foreseeable funding needs for its working capital and capital expenditure.

## CHAIRMAN'S STATEMENT

### FINANCING AND LIQUIDITY *(continued)*

Since the Group's borrowings are denominated in Hong Kong dollars and its sources of income are primarily denominated in Hong Kong dollars, there is basically no exposure to foreign exchange rate fluctuations.

On 3 July 2007, the Company entered into a placing agreement (the "Agreement") with a placing agent, pursuant to which the placing agent conditionally agreed to place a maximum aggregate amount of HK\$300.0 million of zero coupon convertible notes (the "Notes") with maturity date of 31 July 2010 at the conversion price of HK\$1.9 per conversion share, on a best effort basis, to not less than six independent places; each partial completion of the placing should not be less than HK\$50.0 million. If the conditions of the Agreement had not been fulfilled by the long stop date which was nine months from the date of signing of the Agreement (or such later date as agreed between the Company and the placing agent), the Agreement would terminate and neither the Company nor the placing agent would have any claims against each other. Due to market condition, no Notes had been placed and the Agreement lapsed at the end of 3 April 2008.

### PROSPECTS

The Group considers that the gloomy economic outlook for Hong Kong as well as the world at large will pose major challenges to many businesses in the coming year. The financial crisis and credit crunch have brought and will continue to bring downward adjustment pressure on property value of all sectors. Business activities and retail sales turnover may contract and as a result, demand and hence rental rates for commercial and retail premises which the Group has its main investment in will soften.

Fortunately, the Mainland which the wide spectrum of our local businesses are leaning on has been least affected by the current financial crisis as compared with other economies elsewhere around the globe. More importantly, the Mainland Government's recent promulgation of a series of economic stimulus package which consists of monetary and fiscal policy adjustments aimed to boost domestic demand and smooth the cyclical downturn will have significant bearing on restoring market confidence and sentiment. Riding on this economy stimulus package, Hong Kong has forged closer partnership and collaboration with its neighbouring cities in the Pearl River Delta which has been earmarked by the central Government of China to be developed into one of the main competitive regions in the world. This would mean greater co-operation amongst cities in this region for joint projects to improve the environment and to support Hong Kong as a premier financial centre in China. Such framework of development will provide provinces and cities of Pearl River Delta better access to the world through Hong Kong and naturally will give rise to ample business and employment opportunities.

In the local scene, the Hong Kong Government has commissioned its ten infrastructure mega-projects, to be followed by construction of a mega bridge linking Hong Kong, Macau and Zhuhai next year. These major investments will not only create ample business and employment opportunities for many but to better connect Hong Kong with its neighbouring cities in the Pearl River Delta. The expansion of Closer Economic Partnership Arrangement to now cover forty services is another vivid example that staunch support from the Mainland has always been extended to Hong Kong, particularly in critical timing such as now.

**PROSPECTS** *(continued)*

Although it is widely believed that Hong Kong with strong backing from the Mainland will see swifter recovery from the financial crisis, the Group however will maintain a cautious approach in its business endeavour in the coming year. Extra effort and diligence will be made to strengthen tenant retention as well as to expand client base. The prime objective under the current volatile market environment is to maintain stable revenue stream from our core business and our property portfolio so as to ensure sustainability of business and delivery of satisfactory financial results to shareholders.

That said, the management also considers that market adjustments do provide good opportunity for the Group to invest and expand its asset base as the threshold has now become more reasonable and affordable. We will step up our effort in identifying suitable investment projects to complement our asset base in the coming year and due care and cautious approach will continue to be adopted in managing our investments.

**STAFF**

At 31 December 2008, the Group employed a staff of 37 members. Staff remuneration is reviewed by the Group from time to time. In addition to salaries, the Group provides staff benefits including medical insurance, life insurance, pension scheme and discretionary vocational tuition/training subsidies. Share options and bonuses are also available to employees of the Group at the discretion of the directors and depending upon the financial performance of the Group.

**APPRECIATION**

I would like to take this opportunity to thank our shareholders and business partners for their continuing support, and the Group's dedicated management and staff for their valuable contributions during the past year.

**Cheung Chung Kiu**

*Chairman*

Hong Kong, 27 March 2009



## DIRECTORS AND SENIOR MANAGEMENT

### EXECUTIVE DIRECTOR

**Cheung Chung Kiu**, aged 44, was appointed Chairman of the Company on 28 September 2000. Mr. Cheung was born and educated in Chongqing, the PRC. He set up Chongqing Industrial Limited ("Chongqing Industrial", a company engaged mainly in the trading business in the PRC) in 1985. He is the founder and chairman of Yugang International Limited ("Yugang"), chairman of The Cross-Harbour (Holdings) Limited ("Cross-Harbour") and C C Land Holdings Limited ("C C Land"), all being listed public companies in Hong Kong. He is director of Palin Holdings Limited, Chongqing Industrial, Yugang International (B.V.I.) Limited ("Yugang BVI") and Funrise Limited ("Funrise") which, together with Yugang, are companies disclosed in the section headed "Interests and Short Positions of Shareholders" on page 26.

**Wong Chi Keung**, aged 53, was appointed Managing Director of the Company on 10 January 2000. Mr. Wong holds a doctoral degree in business and is member of Hong Kong Institute of Housing, Chartered Institute of Housing, and The Chinese People's Political Consultative Conference, Nanning City, Guangxi, the PRC. He is fellow of Hong Kong Institute of Real Estate Administrators and The Hong Kong Institute of Directors, an honorary fellow of Guangxi Academy of Social Science and vice chairman of Officers' Club, Hong Kong Auxiliary Medical Services. He has held various senior executive positions with some of Hong Kong's leading property companies and property consultant firms for the past 30 years, and has taken an active role in public and voluntary services. He is an executive director of Cross-Harbour and an independent non-executive director of Water Oasis Group Limited, a listed public company in Hong Kong.

**Yuen Wing Shing**, aged 62, was appointed Executive Director of the Company on 28 September 2000. Mr. Yuen holds a diploma in management studies from The Hong Kong Polytechnic University. Prior to joining the Company, he had held senior management positions with a major bank in Hong Kong for over 20 years. He is the managing director of Yugang, an executive director of Cross-Harbour and a non-executive director of Silver Grant International Industries Limited, a listed public company in Hong Kong. He is director of Yugang BVI and Funrise.

**Tung Wai Lan, Iris**, aged 43, was appointed Executive Director of the Company on 28 September 2000. Ms. Tung holds a master of philosophy degree from The Chinese University of Hong Kong. She is an executive director of Cross-Harbour.

### NON-EXECUTIVE DIRECTOR

**Lee Ka Sze, Carmelo**, aged 48, was appointed Independent Non-executive Director of the Company on 28 September 2000 and re-designated Non-executive Director on 30 September 2004. Mr. Lee received his bachelor of laws degree and postgraduate certificate in laws from The University of Hong Kong. He is an independent non-executive director of KWG Property Holding Limited and non-executive director of China Pharmaceutical Group Limited, Hopewell Holdings Limited, Safety Godown Company, Limited, Taifook Securities Group Limited, Termbay Industries International (Holdings) Limited, Yugang and Cross-Harbour, all being listed public companies in Hong Kong. He is a partner at Messrs. Woo, Kwan, Lee & Lo, legal advisers to Yugang, Cross-Harbour and the Company.

### NON-EXECUTIVE DIRECTOR *(continued)*

**Wong Yat Fai**, aged 49, was appointed Independent Non-executive Director of the Company on 30 September 2004 and re-designated Non-executive Director on 1 October 2007. Mr. Wong holds a professional diploma in banking from The Hong Kong Polytechnic University. He has over 13 years of experience working with an international banking group. He is an executive director of GR Vietnam Holdings Limited and non-executive director of Yugang, Cross-Harbour and C C Land, all being listed public companies in Hong Kong.

### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Ng Kwok Fu**, aged 37, was appointed Independent Non-executive Director of the Company on 30 September 2004. Mr. Ng holds a certificate in accounting from Grant MacEwan Community College, Canada. He has over 19 years of experience in the marketing, trading, purchasing and developing of construction materials and in technical control, support and management in building projects. He is independent non-executive director of Yugang and Cross-Harbour.

**Luk Yu King, James**, aged 54, was appointed Independent Non-executive Director of the Company on 10 September 2007. Mr. Luk graduated from The University of Hong Kong with a bachelor degree in science. He is a fellow of the Association of Chartered Certified Accountants, an associate of the Hong Kong Institute of Certified Public Accountants and an ordinary member of Hong Kong Securities Institute. He has over 10 years of experience in corporate finance, securities and commodities trading business with several international and local financial institutions. He is independent non-executive director of Yugang and Cross-Harbour.

**Leung Yu Ming, Steven**, aged 49, was appointed Independent Non-executive Director of the Company on 1 October 2007. Mr. Leung received his bachelor of social science degree from The Chinese University of Hong Kong and master degree in accountancy from Charles Sturt University, Australia. He is an associate of The Institute of Chartered Accountants in England and Wales, and fellow of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong. Mr. Leung is also a certified practising accountant of CPA Australia and a practising certified public accountant in Hong Kong. He commenced public practice in auditing and taxation in 1990 and is currently the senior partner at a CPA firm. Apart from accounting and taxation, he has over 23 years of experience in assurance, financial management and corporate finance, including working as assistant vice president with Nomura International (Hong Kong) Limited, International Finance and Corporate Finance Department. He is independent non-executive director of Suga International Holdings Limited, Yugang, Cross-Harbour and C C Land, all being listed public companies in Hong Kong.

## DIRECTORS AND SENIOR MANAGEMENT

### SENIOR MANAGEMENT

**Vong Veng Kei**, aged 48, was appointed Financial Controller and Qualified Accountant of the Company on 1 February 2000 and 31 March 2004 respectively. Mr. Vong graduated from University of Hawaii at Manoa, USA with a master of accounting degree and is a member of the American Institute of Certified Public Accountants and fellow of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Company, he had held senior positions with a number of US and multinational companies where he amassed experience in accounting, corporate finance and taxation.

**Lui Lau Wing Lin, Sonia**, aged 51, was appointed Senior Property Manager of the Company on 12 September 1996. Mrs. Lui holds a master degree in business administration from University of Ottawa, Canada and graduated from University of Hawaii at Manoa, USA. Mrs. Lui is experienced and well trained in marketing and leasing properties. Over the past 22 years, she has worked at senior managerial positions for a number of well-known international property consultant firms both in Hong Kong and in California, USA, and she is a licensed real estate broker in the State of California.

**Lo Hung Sang**, aged 47, was appointed Senior Property Manager of the Company on 1 August 1994 and is responsible for the Group's property technical division. Mr. Lo received his bachelor of engineering degree from University of Central Lancashire, England. He has worked with several property companies in the private sector and with the Government of Hong Kong for the past 25 years.

## **SHAREHOLDER VALUE**

The Company is committed to upholding the principles of good corporate governance that supports wealth creation, which in turn drives more investment and employment. These principles highlight an effective board, a sound internal control system as well as transparency and accountability. The board considers such commitment essential in balancing the interests of investors, customers and employees while advancing shareholder wealth through greater efficiency. The Company sees to it that the corporate governance agenda is focused on improving performance and not just bogged down in conformity and compliance.

## **CORPORATE GOVERNANCE PRACTICES**

Throughout the accounting period covered by the annual report, the Company has met the code provisions of the Code on Corporate Governance Practices (the “CG Code”) in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) then in force.

## **DIRECTORS’ SECURITIES TRANSACTIONS**

The Company has adopted a code (the “Securities Code”) for directors’ dealing in its securities (of which the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 to the Listing Rules as amended from time to time (the “Model Code”) forms part) at least as exacting as the Model Code. Each director is given a copy of the Securities Code on appointment (or immediately after adoption of the Securities Code as revised from time to time) and thereafter twice annually, one month before the date of the board meeting to approve the Company’s half-year results or annual results, notification of the restraint period during which the directors (and their spouses and infant children) must not deal in any of the Company’s securities.

The Company has also adopted a code for relevant employees (within the meaning of the CG Code) regarding securities transactions on terms no less exacting than the required standard set out in the Model Code. Notification of the restraint period is given to the relevant employees in the same manner as the directors.

All directors have confirmed, following specific enquiries by the Company, that they have complied with the required standard set out in the Model Code and the Securities Code throughout the year.

## CORPORATE GOVERNANCE REPORT

### BOARD OF DIRECTORS

The Company is governed by a board of directors which assumes responsibility for leadership and control of the Company. The directors are collectively responsible for promoting the success of the Company by directing and supervising its affairs. In discharging their duties, the directors exercise care, diligence and skill and act in good faith and in the best interests of the Company and its shareholders as a whole.

The board is structured so that it makes the maximum contribution to the overall objective of preserving and creating wealth for shareholders. As at the date of this report, it comprises the chairman, the managing director and two other executive directors; and five non-executive directors three of whom are independent non-executive directors. Biographical details of the directors, which show a good balance of skills and experience among them, are given on pages 8 and 9.

The board met on four occasions, at quarterly intervals, during the year with a perfect attendance rate.

	No. of meetings attended/held
<b>Executive Director</b>	
Cheung Chung Kiu ( <i>Chairman</i> )	4/4
Wong Chi Keung ( <i>Managing Director</i> )	4/4
Yuen Wing Shing	4/4
Tung Wai Lan, Iris	4/4
<b>Non-executive Director</b>	
Lee Ka Sze, Carmelo <sup>1</sup>	4/4
Wong Yat Fai <sup>2</sup>	4/4
<b>Independent Non-executive Director</b>	
Ng Kwok Fu <sup>3</sup>	4/4
Luk Yu King, James <sup>2</sup>	4/4
Leung Yu Ming, Steven <sup>2</sup>	4/4



**BOARD OF DIRECTORS** *(continued)**Notes:*

- <sup>1</sup> The term of office for Mr. Lee Ka Sze, Carmelo is approximately three years, commencing 11 May 2007 and ending at the close of the annual general meeting in 2010.
- <sup>2</sup> The term of office for Mr. Wong Yat Fai, Mr. Luk Yu King, James and Mr. Leung Yu Ming, Steven is approximately three years, commencing 2 May 2008 and ending at the close of the annual general meeting in 2011.
- <sup>3</sup> The term of office for Mr. Ng Kwok Fu is approximately three years, commencing 29 May 2006 and ending at the close of the annual general meeting in 2009.
- <sup>4</sup> Notwithstanding any contractual or other terms of appointment or engagement, the non-executive directors are subject to retirement by rotation at least once every three years under the Company's bye-laws and the Listing Rules.

The board's primary role is to protect and maximise long-term shareholder value and to balance broader stakeholder interests. It sets the business strategy of the Company and its subsidiaries (the "Group") and monitors its development in pursuit of the overall objective of wealth preservation and creation.

The board, led by the chairman, is accountable to shareholders for the management of the Company. It appoints management and delegates thereto the powers and the authority to manage the Company while reserving certain decisions and actions for itself, and performing them effectively. The managing director in turn delegates aspects of management and administrative functions to executives who report directly to him on a regular basis.

Besides management appointments, the types of decisions to be taken by the board include the following: board and senior management; relations with the members and stakeholders; financial matters; business strategy; capital expenditures; lease or purchase of buildings; major transactions not included in the budget; actions or transactions involving legality or propriety; and internal control and reporting systems.

The directors acknowledge their responsibility for preparing the accounts. Such responsibility extends to annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements.

## CORPORATE GOVERNANCE REPORT

### BOARD OF DIRECTORS *(continued)*

The board is also responsible for the integrity of financial information and for ensuring its timely disclosure. Arrangements are made which will allow them to be satisfied that the accounts are true and fair, which accurately disclose the financial position of the Company, and which comply with statutory requirements and applicable accounting standards.

The board acknowledges its responsibility for maintaining sound and effective internal controls and to this end reviews the effectiveness of the system of internal controls at least annually. The directors have conducted the annual review of the effectiveness of the Group's internal control system in 2008. The review covered all material controls, including financial, operational and compliance controls and risk management functions.

The Company has clearly established written policies and procedures applicable to all operating units to ensure the effectiveness of internal controls. The Group's internal control system is designed to safeguard shareholders' investment and the assets against unauthorized use and disposition; to ensure the maintenance of proper accounting records and the truth and fairness of the financial statements; and to ensure compliance with relevant legislation and regulations. The board recognizes that the purpose of internal controls is to help manage and control, rather than eliminate, risks and internal controls can only provide reasonable, and not absolute, assurance against misstatement or loss.

The board confirms that the Company has a process for identifying, evaluating, and managing the significant risks to the achievement of its operational objectives. This process is subject to continuous improvement and was in place throughout 2008 and up to the date of this report. In formulating the risk management strategy, the board ensures that the risks facing the Company have been assessed, and that the policies for handling them are up to date and are being complied with. No significant control failings were reported during the year and up to the date of this report.

The board has delegated the day-to-day operations of the Company to a committee comprising all the executive directors and given clear directions as to the powers of management conferred thereon. The executive committee so established forms the core of the management team, with additional members from the second line of management.

The main responsibilities of management are to execute the business strategies and initiatives adopted by the board; to consider and approve investments and divestments; and to manage the assets and liabilities of the Group in accordance with the policies and directives of the board.

Management reviews the operating and financial performance of the Group against agreed budgets and targets on a monthly basis. Major matters that are specifically discharged by management are the preparation of annual and interim reports, the implementation of systems of internal control and risk management, and compliance with all applicable rules and regulations.

**BOARD OF DIRECTORS** *(continued)*

The board has ratified a written statement giving clear directions as to the functions reserved for itself and those delegated to management. It reviews those arrangements on an annual basis to ensure that they remain appropriate to the needs of the Company.

In addition to the executive committee, the board has appointed two board committees (the remuneration committee and the audit committee) to deal with specific matters and to advise the board or, where appropriate, decide on behalf of the board on such matters. Both these committees have terms of reference which accord with the principles set out in the CG Code and are posted on the Company's website. The secretary of each appointed committee minutes all matters discussed or decided at each meeting and the work of each committee is reported to the board. Further information relating to the remuneration committee and the audit committee is provided in the remainder of this report.

The board has separate and independent access to information and to executives at all times. Management ensures that the board and its committees receive adequate information in a timely manner to enable them to make informed decisions. The right of access extends to board papers and related materials, as well as to the secretary of the Company who regularly updates the board on governance and regulatory matters. Any director, wishing to do so in furtherance of his or her duties, may seek through the chairman at the Company's expense such independent professional advice as may be recommended by the Company or as deemed fit by the independent non-executive directors provided that such approval may not be unreasonably withheld or delayed. The provision of independent professional advice is also available to the remuneration and audit committees.

New directors, together with existing board members, are provided with the opportunity to visit the operating divisions and meet up with management to gain a proper understanding of the Group's business and operations. Each newly appointed director is given a package of materials comprising the latest quarterly management reports, annual and interim reports of the Company, as well as guidelines on directors' duties and on corporate governance. In addition, the mini-library maintained by the company secretarial department, open to directors and senior management during office hours, is well stocked with publications of the Company and all applicable rules, codes, ordinances and acts to the Group. Directors are welcome to borrow these materials and make copies of them.

The Company has in force appropriate insurance cover on directors' and officers' liabilities arising from the Group's business. The extent of insurance cover is reviewed by management each year.

## CORPORATE GOVERNANCE REPORT

### CHAIRMAN AND MANAGING DIRECTOR

The positions of chairman and managing director are held by separate individuals with the defined roles of managing the board and managing the affairs of the Company respectively. The board considers that vesting the roles in different individuals is essential in ensuring a balance of power and authority and in upholding independence, accountability and responsibility with respect to the management of the Company. The division of responsibilities between the chairman and managing director has been clearly established and set out in writing.

The chairman provides leadership for the board, ensuring its effectiveness in all aspects of its role. The managing director, supported by the management team, provides planning and implementation.

The chairman ensures that all directors are properly briefed on issues arising at board meetings and that all key and appropriate issues are discussed by the board in a timely manner. Board meetings for each year are scheduled in advance to give all directors an opportunity to attend, and are structured to encourage open discussion. All board members are encouraged to update their knowledge of and familiarity with the Group through active participation at board meetings.

The chairman settles the agenda for each individual board meeting, taking into account any additional items proposed by the managing director and arising from current operating issues, as well as such other matters as may be raised by the other directors with him, who can include them on the agenda. The agenda and accompanying board papers are sent in full to all directors where possible at least 3 days before the time appointed for the meeting.

It is also the chairman's responsibility to control board meetings, to lead the board's discussions to clear conclusions, and to satisfy himself that the secretary of the meeting has understood each conclusion reached. The secretary and the qualified accountant of the Company attend board meetings to advise on corporate governance practices and accounting and financial matters, where appropriate.

Minutes of board meetings and meetings of board committees are kept by a duly appointed secretary of the meeting and open for inspection by any director. Draft and final versions of minutes of board meetings are sent to all directors for their comments and records respectively.

## REMUNERATION OF DIRECTORS

The Company established the remuneration committee on 30 June 2005 to discharge remuneration related duties, namely, to make proposals on remuneration policy and structure (and where appropriate, determine remuneration packages) and other human resources issues relating to directors and senior management.

As at the date of this report, the remuneration committee comprises the chairman of the board, Mr. Cheung Chung Kiu who is also chairman of the committee, and two independent non-executive directors, Mr. Ng Kwok Fu and Mr. Leung Yu Ming, Steven.

The remuneration committee met once in 2008 with a perfect attendance rate. No member took part in any discussion or decision concerning his own remuneration.

	No. of meetings attended/held
Cheung Chung Kiu ( <i>Chairman</i> )	1/1
Ng Kwok Fu	1/1
Leung Yu Ming, Steven	1/1

The principal elements of the executive remuneration package include basic salary, discretionary bonus without capping and share option (if any). The emoluments received by every executive director and senior executive are based on time commitment and responsibilities to be undertaken, and are determined with reference to corporate and individual performance as well as remuneration benchmark in the industry and the prevailing market conditions.

The primary goal of the remuneration policy on executive remuneration packages is to enable the Company to retain and maintain a stable, motivated and high-calibre management team by linking their remuneration with performance as measured against corporate objectives. Under the policy, no director is allowed to approve his or her own remuneration.

The remuneration committee has reviewed this policy, and determined individual remuneration packages of all executive directors in accordance therewith while delegating the approval of senior management's remuneration packages to Mr. Cheung Chung Kiu and Mr. Yuen Wing Shing. The committee considered that the executive directors' remuneration for 2008 was in line with comparators in peer group companies.

The remuneration of non-executive directors is subject to annual assessment and determined with reference to his qualifications, experience, involvement in the Company's affairs and the prevailing market level or remuneration of similar position.

Details of directors' remuneration, as determined by or on behalf of the board, are set out in note 8 to the financial statements.



## CORPORATE GOVERNANCE REPORT

### NOMINATION OF DIRECTORS

The full board participates in the selection of individuals nominated for directorships and the Company has not established a nomination committee. Individuals, suitably qualified and expected to make a positive contribution to the performance of the Company, are identified by existing directors and nominated to the board. When assessing the suitability of a candidate, the board takes into consideration factors such as time commitment, professional knowledge, expertise and industry experience, integrity and skill as well as the ability to demonstrate a standard of competence commensurate with the position as a director of a listed company. A candidate for the office of independent non-executive director must also satisfy the independence criteria set out in rule 3.13 of the Listing Rules.

### AUDITORS' REMUNERATION

Auditors' remuneration for the year amounted to HK\$1.0 million.

### AUDIT COMMITTEE

The Company established an audit committee on 7 May 1999 with reference to the guidelines issued by the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants). New terms of reference of the audit committee have been adopted to meet the requirements of the CG Code.

The audit committee is tasked with responsibilities relating to the auditing of the accounts, the accounting policies and practices adopted by the Group as well as financial reporting and internal control matters. The committee meets regularly to discuss those matters and to this end has unrestricted access to the Company's management and external auditor. The committee is chaired by Mr. Luk Yu King, James, an independent non-executive director. Other members are Mr. Ng Kwok Fu and Mr. Leung Yu Ming, Steven, who are independent non-executive directors, and Mr. Lee Ka Sze, Carmelo, non-executive director.

Regular meetings have been held by the audit committee since its inception. The committee met three times in 2008 with a perfect attendance rate.

	No. of meetings attended/held
Luk Yu King, James ( <i>Chairman</i> )	3/3
Lee Ka Sze, Carmelo	3/3
Ng Kwok Fu	3/3
Leung Yu Ming, Steven	3/3

During the year, the audit committee reviewed the Company's interim and annual reports and accounts, paying attention to any changes in accounting policies and practices, major judgmental areas and significant adjustments arising from audit. It also reviewed the Company's financial reporting system and internal control procedures. The work and findings of the committee were reported to the board.

**AUDIT COMMITTEE** *(continued)*

At a meeting held in December 2008 for that purpose, the audit committee received an annual review report (made up to November 2008) from management on the effectiveness of the Group's internal control system. Management concluded, they were satisfied that the prevailing internal control system was adequately in place to facilitate the effectiveness and efficiency of operations, to safeguard assets against unauthorised use and disposition, to ensure the maintenance of proper accounting records and the truth and fairness of the financial statements, as well as to ensure compliance with relevant legislation and regulations. There revealed no significant areas of improvement which were required to be brought to the committee's attention. The committee discussed the report and concurred with the conclusion reached.

At the meeting last held in March 2009, the audit committee discussed with the external auditor matters relating to its audit fees and other issues arising from the audit, and was satisfied in all respects, including the external auditor's independence and objectivity and the effectiveness of the audit process. Management confirmed that since the date of the November 2008 report, there had been no changes in the nature and extent of significant risks which required to be brought to the committee's attention, nor were there any changes in the Company's activities, business or operating units and internal control procedures. Management also confirmed that the Company had maintained an effective internal control system since implementation of the removal of the requirement for a qualified accountant under the revised Listing Rules, which came into effect on 1 January 2009, including the adequacy of resources, qualifications and experience of staff of its accounting and financial reporting function. The committee concluded that there was no major issue regarding internal control procedures. As with the findings of the November 2008 report, the committee confirmed the adequacy and effectiveness of the Group's internal control system.

The audit committee has made recommendation to the board on the re-appointment of Ernst & Young as the Company's external auditor for 2009 and delegated authority to approve the remuneration and terms of engagement of the external auditor to management. Recommendation was also made on the tabling of the 2008 accounts for shareholders' approval at the forthcoming annual general meeting.

**CONCLUSION**

The board believes that the Company maintains good corporate governance practices throughout the year. The board continues to review those practices, with a view to achieving the objective of wealth preservation and creation for shareholders.

## REPORT OF THE DIRECTORS

The directors submit their report together with the audited financial statements of the Company and its subsidiaries (the "Group") and of the Company for the year ended 31 December 2008.

### PRINCIPAL ACTIVITIES

During the year, the Company continued to be an investment holding company. The principal activities of its subsidiaries continued to be property investment, property trading, the provision of property management and related services and investment holding. Details of these activities are set out in note 35 to the financial statements.

Over 50% of the Group's revenue for the year was derived from its property rental business in Hong Kong. An analysis of the Group's performance for the year by business and geographical segments is set out in note 4 to the financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on page 30.

The directors recommend the payment of a final dividend of HK2.0 cents per share for the year ended 31 December 2008 which makes a total distribution of approximately HK\$16.0 million for the year ended 31 December 2008 (2007: HK\$24.0 million).

Subject to the shareholders' approval of the proposed final dividend at the forthcoming annual general meeting, it is expected that the final dividend will be paid on 22 May 2009 to shareholders registered on 15 May 2009. The member register and transfer books of the Company will be closed from 13 May 2009 to 15 May 2009, both days inclusive, in order to determine the proposed dividend entitlements.

### PROPERTY, PLANT AND EQUIPMENT

Movements in the property, plant and equipment of the Group during the year are set out in note 14 to the financial statements.

### PRINCIPAL PROPERTIES

Details of the principal properties held by the Group are set out on page 89.

### SUBSIDIARIES

Particulars of the Company's principal subsidiaries are set out in note 35 to the financial statements.

### ASSOCIATES

Particulars of the Group's interest in an associate are set out in note 17 to the financial statements.

## RESERVES

Movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on pages 32 and 33 and note 26 to the financial statements, respectively.

## DISTRIBUTABLE RESERVES

At 31 December 2008, the Company's reserves available for distribution, calculated in accordance with the Companies Act (1981) of Bermuda (as amended), amounted to HK\$1,617.3 million (2007: HK\$1,641.2 million), of which HK\$16.0 million (2007: HK\$24.0 million) has been proposed as a final dividend for the year. In addition, the Company's share premium account, in the amount of HK\$95.7 million (2007: HK\$95.7 million) may be distributed in the form of fully paid bonus shares.

## BANK LOANS

The Group's bank loans, which comprise term loans and revolving credit facilities, are secured by certain properties held by the Group. An analysis of these borrowings is set out in note 23 to the financial statements. No interest was capitalised during the year.

## FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of assets and liabilities of the Group for the last five financial years is set out on page 90. This summary does not form part of the audited financial statements.

## MAJOR SUPPLIERS AND CUSTOMERS

The percentages of purchases and revenue for the year attributable to the Group's major suppliers and customers, respectively, are as follows:

	2008	2007
	%	%
<b>Purchases</b>		
– the largest supplier	12	21
– the five largest suppliers combined	45	57
<b>Revenue</b>		
– the largest customer	21	23
– the five largest customers combined	46	49

None of the directors, their associates or any shareholders (which, to the knowledge of the directors, owns more than 5% of the Company's issued share capital) had an interest in the suppliers or customers noted above.

## REPORT OF THE DIRECTORS

### DIRECTORS

The directors serving for the year and up to the date of this report are listed on page 2.

In accordance with bye-law 87 of the bye-laws, Ms. Tung Wai Lan, Iris, Mr. Lee Ka Sze, Carmelo and Mr. Ng Kwok Fu retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

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 statutory compensation.

The Company has received from each of its independent non-executive directors an annual confirmation of his independence and it still considers them to be independent.

### EMOLUMENTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the directors' emoluments and those of the five highest paid individuals in the Group are set out in notes 8 and 9 to the financial statements respectively.



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

The register kept under section 352 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") shows, as at 31 December 2008, the following interests of the directors in the shares of the Company or an associated corporation (within the meaning of Part XV of the SFO):

### (a) Interests in the Company

Name	Capacity	No. of shares	Total no. of shares	Approximate % of shareholding
Cheung Chung Kiu	Interest of controlled corporation	273,000,000	273,000,000 <sup>1</sup>	34.14%
Wong Chi Keung	Beneficial owner	1,576,000	1,576,000	0.20%
Ng Kwok Fu	Beneficial owner	50,000		
	Interest of spouse	<u>40,000</u>	90,000	0.01%

### (b) Interests in The Cross-Harbour (Holdings) Limited (associated corporation)

Name	Capacity	No. of shares	Approximate % of shareholding
Cheung Chung Kiu	Interest of controlled corporation	155,254,432 <sup>2</sup>	43.92%

Notes:

<sup>1</sup> Mr. Cheung Chung Kiu ("Mr. Cheung") was deemed to be interested in 273,000,000 shares in the Company by virtue of his indirect shareholding interest in Funrise Limited ("Funrise") which owned these shares. Funrise was a wholly owned subsidiary of Yugang International (B.V.I.) Limited ("Yugang BVI") which in turn was a wholly owned subsidiary of Yugang International Limited ("Yugang"). Mr. Cheung, Timmex Investment Limited (a company wholly owned by Mr. Cheung) and Chongqing Industrial Limited ("Chongqing Industrial") owned approximately 0.57%, 9.16% and 34.33% of the issued share capital of Yugang respectively. Chongqing Industrial was owned as to 35% by Mr. Cheung, as to 30% by Prize Winner Limited (a company owned by Mr. Cheung and his associates), as to 30% by Peking Palace Limited ("Peking Palace") and as to 5% by Miraculous Services Limited ("Miraculous Services"). Peking Palace and Miraculous Services were companies controlled by Palin Discretionary Trust, the objects of which included Mr. Cheung and his family.

<sup>2</sup> Honway Holdings Limited ("Honway", an indirect wholly owned subsidiary of the Company) held 155,254,432 shares in The Cross-Harbour (Holdings) Limited ("Cross-Harbour"). Mr. Cheung was deemed to be interested in those shares by virtue of his deemed interest in the shares of the Company as described in note 1 above.

<sup>3</sup> All the interests disclosed above represent long positions.

## REPORT OF THE DIRECTORS

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES *(continued)*

Save as disclosed herein, as at 31 December 2008, there was no interest recorded in the register kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the Code for Securities Transactions by Directors then in force.

### SHARE OPTION SCHEME

On 29 April 2005, the Company adopted a share option scheme (the "Scheme") in order to comply with the requirements of Chapter 17 of the Rules Governing the Listing of Securities (the "Listing Rules") as published by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") then in force. Details of the Scheme are given in the Company's circular dated 13 April 2005 (the "Scheme Circular").

A summary of the Scheme is set out below.

1. Purpose : To provide the Group with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to, the participants and to serve such other purposes as the board may approve from time to time
2. Participants : Any director (or any person proposed to be appointed as such, whether executive or non-executive), officer and employee (whether full-time or part-time) of each member of the Eligible Group (as defined in the Scheme Circular); any business consultant, professional and other advisers (in the areas of legal, technical, financial or corporate managerial) (including any executive, officer and employee of such business consultant, professional and other advisers) to each member of the Eligible Group (or persons proposed to be appointed as such) who has rendered service or will render service to the Group, as absolutely determined by the board
3. Total number of shares: 79,955,741 shares (10%)  
available for issue  
(% of issued share  
capital as at  
27 March 2009)
4. Maximum entitlement : 1% of the total number of shares in issue in any 12-month period  
of each participant

**SHARE OPTION SCHEME** *(continued)*

- |    |   |   |   |
|----|---|---|---|
| 5. | Period within which the shares must be taken up under an option | : | To be determined by the board at its absolute discretion, such period to expire not later than ten years from the date of grant of the option   |
| 6. | Minimum period for which an option must be held before exercise | : | Nil (except for the achievement of any performance target(s) which may be imposed by the board on the grantee before an option can be exercised)  |
| 7. | Amount payable on application or acceptance of the option       | : | HK\$1.00  |
| 8. | Basis of determining the exercise price                         | : | <p>The exercise price shall be a price solely determined by the board, such price being no less than the highest of:</p> <p>(a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the offer date;</p> <p>(b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the offer date; and</p> <p>(c) the nominal value of a share</p> |
| 9. | Remaining life  | : | Until 28 April 2015   |

No option lapsed and no option was granted, exercised or cancelled during the year; nor was there any option outstanding under the Scheme at the beginning and at the end of the year.

**DIRECTORS' RIGHTS TO ACQUIRE SECURITIES**

Save for the Scheme noted above, at no time during the year was the Company or any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangements whose objects are, or one of whose objects is, to enable the directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

## REPORT OF THE DIRECTORS

### DIRECTORS' INTERESTS IN CONTRACTS

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

### INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS

As at 31 December 2008, so far as is known to the directors of the Company, the following persons, other than the directors, had, or were deemed to have, interests in the shares of the Company as recorded in the register kept under section 336 of the SFO:

Name	Capacity	No. of shares	Approximate % of shareholding
Palin Holdings Limited	Interest of controlled corporation	273,000,000	34.14%
Chongqing Industrial	Interest of controlled corporation	273,000,000	34.14%
Yugang	Interest of controlled corporation	273,000,000	34.14%
Yugang BVI	Interest of controlled corporation	273,000,000	34.14%
Funrise	Beneficial owner	273,000,000	34.14%

*Note:*

Each parcel of 273,000,000 shares represents the same shareholding interest of Funrise, a long position, and is duplicated in Mr. Cheung's interest in the Company's shares as set out on pages 23 and 24.

Save as disclosed herein, there was no person known to the directors of the Company, who, as at 31 December 2008, had, or was deemed to have, any interest or short position in the shares and underlying shares of the Company as recorded in the register kept under section 336 of the SFO, other than as disclosed on pages 23 and 24.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors as at the date of this report, the Company maintained throughout the year the prescribed amount of public float under the Listing Rules.

### **PURCHASE, SALE OR REDEMPTION OF SHARES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any shares in the Company during the year.

### **PRE-EMPTIVE RIGHTS**

There are no statutory pre-emptive provisions under the laws of Bermuda, nor are there any provisions for pre-emptive rights contained in the Company's bye-laws.

### **AUDITORS**

The financial statements for the year have been audited by Ernst & Young, Certified Public Accountants, who retire and, being eligible, offer themselves for reappointment. A resolution for the re-appointment of Ernst & Young as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the board

**Cheung Chung Kiu**  
*Chairman*

Hong Kong, 27 March 2009



## INDEPENDENT AUDITORS' REPORT



18<sup>th</sup> Floor  
Two International Finance Centre  
8 Finance Street, Central  
Hong Kong

To the shareholders of  
**Y. T. REALTY GROUP LIMITED**  
*(Incorporated in Bermuda with limited liability)*

We have audited the financial statements of Y. T. Realty Group Limited set out on pages 30 to 88, which comprise the consolidated and company balance sheets as at 31 December 2008, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. Our report is made 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.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

### AUDITORS' RESPONSIBILITY *(continued)*

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

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

### OPINION

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2008 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Ernst & Young**

*Certified Public Accountants*

Hong Kong

27 March 2009

## CONSOLIDATED INCOME STATEMENT

Year ended 31 December 2008

	Notes	2008 HK\$'000	2007 HK\$'000
<b>REVENUE</b>	5	124,344	116,520
Direct outgoings		(9,338)	(7,802)
Cost of properties sold		—	(570)
		<u>115,006</u>	<u>108,148</u>
Other income	5	957	26,526
Administrative expenses		(32,089)	(28,682)
Finance costs	6	(18,770)	(35,147)
Changes in fair value of investment properties		50,021	187,892
Excess over the cost of acquisition of additional interest in an associate		6,174	—
Share of results of an associate		<u>58,837</u>	<u>109,742</u>
<b>PROFIT BEFORE TAX</b>	7	180,136	368,479
Tax	10	(9,595)	(39,916)
<b>PROFIT FOR THE YEAR</b>		<u><u>170,541</u></u>	<u><u>328,563</u></u>
<b>Attributable to:</b>			
Equity holders of the Company	11	170,781	328,563
Minority interests		(240)	—
		<u><u>170,541</u></u>	<u><u>328,563</u></u>
<b>PROPOSED FINAL DIVIDEND</b>	12	<u><u>15,991</u></u>	<u><u>23,987</u></u>
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>			
Basic earnings per share	13	<u><u>HK21.4 cents</u></u>	<u><u>HK41.1 cents</u></u>
<b>DIVIDEND PER SHARE</b>		<u><u>HK2.0 cents</u></u>	<u><u>HK3.0 cents</u></u>

## CONSOLIDATED BALANCE SHEET

31 December 2008

	Notes	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	14	682	1,043
Investment properties	15	2,374,230	2,315,900
Interest in an associate	17	1,327,569	1,413,205
Other investments	19	793	800
		<u>3,703,274</u>	<u>3,730,948</u>
<b>CURRENT ASSETS</b>			
Properties held for sale	20	1,136	1,136
Trade receivables	21	1,776	18,529
Other receivables, deposits and prepayments		8,808	7,204
Cash and bank balances		45,108	61,247
		<u>56,828</u>	<u>88,116</u>
<b>CURRENT LIABILITIES</b>			
Trade payables	22	3,163	1,398
Other payables and accrued expenses		111,684	63,825
Bank loans, secured	23	197,200	253,100
Tax payable		1,785	563
		<u>313,832</u>	<u>318,886</u>
<b>NET CURRENT LIABILITIES</b>		<u>(257,004)</u>	<u>(230,770)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>3,446,270</u>	<u>3,500,178</u>
<b>NON-CURRENT LIABILITIES</b>			
Bank loans, secured	23	306,700	363,900
Deferred tax liabilities	24	153,878	148,856
		<u>460,578</u>	<u>512,756</u>
Net assets		<u>2,985,692</u>	<u>2,987,422</u>
<b>EQUITY</b>			
<b>Equity attributable to equity holders of the Company</b>			
Issued share capital	25	79,956	79,956
Reserves		2,889,979	2,883,479
Proposed final dividend	12	15,991	23,987
		<u>2,985,926</u>	<u>2,987,422</u>
Minority interests		<u>(234)</u>	<u>—</u>
<b>Total equity</b>		<u>2,985,692</u>	<u>2,987,422</u>

Wong Chi Keung  
Director

Yuen Wing Shing  
Director

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2008

		Attributable to equity holders of the Company											
Note	Issued share capital HK\$'000	Share premium account HK\$'000	Capital redemption reserve HK\$'000	Capital reserve HK\$'000	Contributed surplus HK\$'000	Investment revaluation reserve of an associate HK\$'000	Other reserves HK\$'000	Proposed			Minority interests HK\$'000	Total equity HK\$'000	
								Retained profits HK\$'000	dividend HK\$'000	Total HK\$'000			
	At 1 January 2008	79,956	95,738	1,350	1,800	1,321,935	120,550	651	1,341,455	23,987	2,987,422	—	2,987,422
	Share of changes in fair value of available-for-sale securities of an associate	—	—	—	—	(7,580)	—	—	—	(7,580)	—	(7,580)	
	Share of reserve transferred out on disposal of available-for-sale securities of an associate	—	—	—	—	(133,678)	—	—	—	(133,678)	—	(133,678)	
	Share of reserve transferred out for impairment of available-for-sale securities of an associate	—	—	—	—	1,887	—	—	—	1,887	—	1,887	
	Share of changes in fair value of other financial instruments of an associate	—	—	—	—	—	(8,919)	—	—	(8,919)	—	(8,919)	
	Total income and expense for the year recognised directly in equity	—	—	—	—	(139,371)	(8,919)	—	—	(148,290)	—	(148,290)	
	Capital contribution from minority shareholders	—	—	—	—	—	—	—	—	—	6	6	
	Profit for the year	—	—	—	—	—	—	170,781	—	170,781	(240)	170,541	
	Total income and expense for the year	—	—	—	—	(139,371)	(8,919)	170,781	—	22,491	(234)	22,257	
	2007 final dividend declared and paid	—	—	—	—	—	—	—	(23,987)	(23,987)	—	(23,987)	
	Proposed 2008 final dividend	12	—	—	—	—	—	(15,991)	15,991	—	—	—	
	At 31 December 2008	79,956	95,738*	1,350*	1,800*	1,321,935*	(18,821)*	(8,268)*	1,496,245*	15,991	2,985,926	(234)	2,985,692

\* These reserve accounts comprise the consolidated reserves of HK\$2,889,979,000 (2007: HK\$2,883,479,000) in the consolidated balance sheet.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2008

		Attributable to equity holders of the Company											
Note		Issued share capital HK\$'000	Share premium account HK\$'000	Capital redemption reserve HK\$'000	Capital reserve HK\$'000	Contributed surplus HK\$'000	Investment revaluation reserve of an associate HK\$'000	Other reserves HK\$'000	Proposed		Minority interests HK\$'000	Total equity HK\$'000	
									Retained profits HK\$'000	final dividend HK\$'000			Total HK\$'000
	At 1 January 2007	79,956	95,738	1,350	1,800	1,321,935	69,454	3,052	1,036,879	23,987	2,634,151	—	2,634,151
	Share of changes in fair value of available-for-sale securities of an associate	—	—	—	—	—	51,096	—	—	—	51,096	—	51,096
	Share of changes in fair value of other financial instruments of an associate	—	—	—	—	—	—	(2,401)	—	—	(2,401)	—	(2,401)
	Total income and expense for the year recognised directly in equity	—	—	—	—	—	51,096	(2,401)	—	—	48,695	—	48,695
	Profit for the year	—	—	—	—	—	—	—	328,563	—	328,563	—	328,563
	Total income and expense for the year	—	—	—	—	—	51,096	(2,401)	328,563	—	377,258	—	377,258
	2006 final dividend declared and paid	—	—	—	—	—	—	—	—	(23,987)	(23,987)	—	(23,987)
	Proposed 2007 final dividend	—	—	—	—	—	—	—	(23,987)	23,987	—	—	—
	At 31 December 2007	79,956	95,738	1,350	1,800	1,321,935	120,550	651	1,341,455	23,987	2,987,422	—	2,987,422

12

**CONSOLIDATED CASH FLOW STATEMENT**

Year ended 31 December 2008

	Notes	2008 HK\$'000	2007 HK\$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net cash generated from operations	28	106,122	88,596
Interest paid		(18,495)	(34,448)
Hong Kong profits tax paid		(3,360)	(2,733)
Hong Kong profits tax refunded		8	1,231
<b>Net cash inflow from operating activities</b>		<u>84,275</u>	<u>52,646</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Interest received		531	1,392
Dividends received from an associate		44,476	35,581
Renovation of investment properties		(8,309)	(2,958)
Purchases of items of property, plant and equipment		(25)	(68)
Dividend received from other investments		—	187
Proceeds from disposal of subsidiaries	27	—	4,500
<b>Net cash inflow from investing activities</b>		<u>36,673</u>	<u>38,634</u>
<b>Net cash inflow before financing activities</b>		<u>120,948</u>	<u>91,280</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
New bank loans		—	30,000
Repayment of bank loans		(113,100)	(79,000)
Dividend paid		(23,987)	(23,987)
<b>Net cash outflow from financing activities</b>		<u>(137,087)</u>	<u>(72,987)</u>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<u>(16,139)</u>	<u>18,293</u>
Cash and cash equivalents at 1 January		61,247	42,954
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>		<u>45,108</u>	<u>61,247</u>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and bank balances		45,108	7,541
Non-pledged time deposits with original maturity of less than three months when acquired		—	53,706
		<u>45,108</u>	<u>61,247</u>



**BALANCE SHEET**

31 December 2008

	Notes	2008 HK\$'000	2007 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Interests in subsidiaries	16	1,793,306	1,817,223
<b>CURRENT ASSETS</b>			
Other receivables		332	228
Tax recoverable		19	2
Cash and bank balances		779	842
Total current assets		<u>1,130</u>	<u>1,072</u>
<b>CURRENT LIABILITIES</b>			
Other payables		1,427	1,396
Tax payable		—	21
Total current liabilities		<u>1,427</u>	<u>1,417</u>
<b>NET CURRENT LIABILITIES</b>			
		<u>(297)</u>	<u>(345)</u>
Net assets		<u>1,793,009</u>	<u>1,816,878</u>
<b>EQUITY</b>			
Issued share capital	25	79,956	79,956
Reserves	26	1,697,062	1,712,935
Proposed final dividend	12	15,991	23,987
Total equity		<u>1,793,009</u>	<u>1,816,878</u>

Wong Chi Keung  
Director

Yuen Wing Shing  
Director

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 1 CORPORATE INFORMATION

Y. T. Realty Group Limited is a limited liability company incorporated in Bermuda. The principal place of business of the Company is located at Rooms 3301-07, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

During the year, the Group was involved in the following principal activities:

- (a) Property investment and trading;
- (b) Provision of property management and related services; and
- (c) Investment holding.

### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, which have been measured at fair value. These financial statements are presented in Hong Kong dollars.

#### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2008. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All income, expenses and unrealised gains and losses resulting from intercompany transactions and intercompany balances within the Group are eliminated on consolidation in full.

## 2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements. Except for in certain cases, giving rise to new and revised accounting policies, the adoption of these new and revised HKFRSs has had no significant effect on these financial statements.

HKAS 39 and HKFRS 7 Amendments	Amendments to HKAS 39 Financial Instruments: Recognition and Measurement and HKFRS 7 Financial Instruments: Disclosures – Reclassification of Financial Assets
HK(IFRIC)-Int 11	HKFRS 2 – Group and Treasury Share Transactions
HK(IFRIC)-Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

The principal effects of adopting these new and revised HKFRSs are as follows:

**(a) Amendments to HKAS 39 Financial Instruments: Recognition and Measurement and HKFRS 7 Financial Instruments: Disclosures – Reclassification of Financial Assets**

The amendments to HKAS 39 permit an entity to reclassify a non-derivative financial asset classified as held for trading, other than a financial asset designated by an entity as at fair value through profit or loss upon initial recognition, out of the fair value through profit or loss category if the financial asset is no longer held for the purpose of selling or repurchasing in the near term, if specified criteria are met.

A debt instrument that would have met the definition of loans and receivables (if it had not been required to be classified as held for trading at initial recognition) may be classified out of the fair value through profit or loss category or (if it had not been designated as available for sale) may be classified out of the available-for-sale category to the loans and receivables category if the entity has the intention and ability to hold it for the foreseeable future or until maturity.

In rare circumstances, financial assets that are not eligible for classification as loans and receivables may be transferred from the held-for-trading category to the available-for-sale category or to the held to maturity category (in the case of a debt instrument), if the financial asset is no longer held for the purpose of selling or repurchasing in the near term.

The financial asset shall be reclassified at its fair value on the date of reclassification and the fair value of the financial asset on the date of reclassification becomes its new cost or amortised cost, as applicable. The amendments to HKFRS 7 require extensive disclosures of any financial asset reclassified in the situations described above. The amendments are effective from 1 July 2008.

As the Group has not reclassified any of its financial instruments, the amendments have had no impact on the financial position or results of operations of the Group.

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

*(continued)*

#### (b) HK(IFRIC)-Int 11 HKFRS 2 – Group and Treasury Share Transactions

HK(IFRIC)-Int 11 requires arrangements whereby an employee is granted rights to the Group's equity instruments to be accounted for as an equity-settled scheme, even if the Group buys the instruments from another party, or the shareholders provide the equity instruments needed. HK(IFRIC)-Int 11 also addresses the accounting for share-based payment transactions involving two or more entities within the Group. As the Group currently has no such transactions, the interpretation has had no impact on the financial position or results of operations of the Group.

#### (c) HK(IFRIC)-Int 14 HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

HK(IFRIC)-Int 14 addresses how to assess the limit under HKAS 19 Employee Benefits, on the amount of a refund or a reduction in future contributions in relation to a defined benefit scheme that can be recognised as an asset, including situations when a minimum funding requirement exists. As the Group has no defined benefit scheme, the interpretation has had no effect on these financial statements.

## 2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 1 and HKAS 27 Amendments	Amendments to HKFRS 1 First-time Adoption of HKFRSs and HKAS 27 Consolidated and Separate Financial Statements – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate <sup>1</sup>
HKFRS 2 Amendments	Amendments to HKFRS 2 Share-based Payment – Vesting Conditions and Cancellations <sup>1</sup>
HKFRS 3 (Revised)	Business Combinations <sup>2</sup>
HKFRS 7 Amendments	Amendments to HKFRS 7 Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments <sup>1</sup>
HKFRS 8	Operating Segments <sup>1</sup>
HKAS 1 (Revised)	Presentation of Financial Statements <sup>1</sup>
HKAS 23 (Revised)	Borrowing Costs <sup>1</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>2</sup>
HKAS 32 and HKAS 1 Amendments	Amendments to HKAS 32 Financial Instruments: Presentation and HKAS 1 Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation <sup>1</sup>
HKAS 39 Amendment	Amendment to HKAS 39 Financial Instruments: Recognition and Measurement – Eligible Hedged Items <sup>2</sup>
HK(IFRIC)-Int 13	Customer Loyalty Programmes <sup>3</sup>
HK(IFRIC)-Int 15	Agreements for the Construction of Real Estate <sup>1</sup>
HK(IFRIC)-Int 16	Hedges of a Net Investment in a Foreign Operation <sup>4</sup>
HK(IFRIC)-Int 17	Distribution of Non-cash Assets to Owners <sup>2</sup>
HK(IFRIC)-Int 18	Transfers of Assets from Customers <sup>2</sup>

Apart from the above, the HKICPA has also issued Improvements to HKFRSs\* which sets out amendments to a number of HKFRSs primarily with a view to removing inconsistencies and clarifying wording. Except for the amendment to HKFRS 5 which is effective for the annual periods on or after 1 July 2009, other amendments are effective for annual periods beginning on or after 1 January 2009 although there are separate transitional provisions for each standard.

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2009

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2009

<sup>3</sup> Effective for annual periods beginning on or after 1 July 2008

<sup>4</sup> Effective for annual periods beginning on or after 1 October 2008

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

\* Improvements to HKFRSs contains amendments to HKFRS 5, HKFRS 7, HKAS 1, HKAS 8, HKAS 10, HKAS 16, HKAS 18, HKAS 19, HKAS 20, HKAS 23, HKAS 27, HKAS 28, HKAS 29, HKAS 31, HKAS 34, HKAS 36, HKAS 38, HKAS 39, HKAS 40 and HKAS 41.

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, it has concluded that while the adoption of HKFRS 8 and HKAS 1 (Revised) may result in new or amended disclosures and the adoption of HKFRS 3 (Revised) and HKAS 27 (Revised) may result in changes in accounting policies, these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

HKFRS 3 (Revised) introduces a number of changes in the accounting for business combinations that will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results.

HKAS 27 (Revised) requires that a change in the ownership interest of a subsidiary without loss of control is accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the revised standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. Other consequential amendments were made to HKAS 7 Statement of Cash Flows, HKAS 12 Income Taxes, HKAS 21 The Effects of Changes in Foreign Exchange Rates, HKAS 28 Investments in Associates and HKAS 31 Interests in Joint Ventures.

The Group expects to adopt HKFRS 3 (Revised) and HKAS 27 (Revised) from 1 January 2010. The changes introduced by these revised standards must be applied prospectively and will affect future acquisitions, loss of control and transactions with minority interests.

HKFRS 8, which will replace HKAS 14 Segment Reporting, specifies how an entity should report information about its operating segments, based on information about the components of the entity that is available to the chief operating decision maker for the purposes of allocating resources to the segments and assessing their performance. The standard also requires the disclosure of information about the products and services provided by the segments, the geographical areas in which the Group operates, and revenue from the Group's major customers. The Group expects to adopt HKFRS 8 from 1 January 2009.

HKAS 1 (Revised) introduces changes in the presentation and disclosures of financial statements. The revised standard separates owner and non-owner changes in equity. The statement of changes in equity will include only details of transactions with owners, with all non-owner changes in equity presented as a single line. In addition, this standard introduces the statement of comprehensive income, with all items of income and expense recognised in profit or loss, together with all other items of recognised income and expense recognised directly in equity, either in one single statement, or in two linked statements. The Group expects to adopt HKAS 1 (Revised) from 1 January 2009.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### (a) Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's interests in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 are stated at cost less any impairment losses.

### (b) Associates

An associate is an entity, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's share of the post-acquisition results and reserves of associates is included in the consolidated income statement and consolidated reserves, respectively. The Group's interests in associates are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses. Goodwill arising from the acquisition of associates is included as part of the Group's interests in associates.

### (c) Goodwill

Goodwill arising on the acquisition of an associate represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable assets, liabilities and contingent liabilities as at the date of acquisition.

*Goodwill on acquisitions for which the agreement date is on or after 1 January 2005*

Goodwill arising on acquisition is recognised in the consolidated balance sheet as an asset, initially measured at cost and subsequently measured at cost less any accumulated impairment losses. In the case of associates, goodwill is included in the carrying amount thereof, rather than as a separately identified asset on the consolidated balance sheet.

The carrying amount of goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (c) Goodwill *(continued)*

*Goodwill on acquisitions for which the agreement date is on or after 1 January 2005 (continued)*

Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

*Goodwill previously eliminated against consolidated retained profits*

Prior to the adoption of the HKICPA's Statement of Standard Accounting Practice 30 "Business Combinations" in 2001, goodwill arising on acquisition was eliminated against consolidated retained profits in the year of acquisition. On the adoption of HKFRS 3, such goodwill remains eliminated against consolidated retained profits and is not recognised in the income statement when all or part of the business to which the goodwill relates is disposed of or when a cash-generating unit to which the goodwill relates becomes impaired.

#### (d) Impairment of non-financial assets other than goodwill

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than properties held for sale, financial assets, investment properties and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is calculated as the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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 the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises.



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (d) Impairment of non-financial assets other than goodwill *(continued)*

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises.

### (e) Related parties

A party is considered to be related to the Group if:

- (i) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (ii) the party is an associate;
- (iii) the party is a jointly-controlled entity;
- (iv) the party is a member of the key management personnel of the Group or its parent;
- (v) the party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or
- (vii) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (f) Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment, and where the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of that asset or as a replacement.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	20%
Office equipment, furniture and fixtures	15%
Computer software	20%
Motor vehicles	20%
Computer equipment	33%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each balance sheet date.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (g) Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Investment properties are valued by external independent valuers at least annually to determine the fair value, which reflects market conditions at the balance sheet date.

Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

### (h) Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. The cost includes the cost of land, all development expenditure and other direct costs attributable to such properties. Net realisable value is determined by reference to prevailing market prices on an individual property basis.

### (i) Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

### (j) Investments and other financial assets

Financial assets in the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial assets, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

The Group assesses whether a contract contains an embedded derivative when the Group first becomes a party to it and assesses whether an embedded derivative is required to be separated from the host contract when the analysis shows that the economic characteristics and risks of the embedded derivatives are not closely related to those of the host contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required under the contract.

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (j) Investments and other financial assets *(continued)*

The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at the balance sheet date.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are subsequently carried at amortised cost using the effective interest method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognised in the income statement when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

#### *Available-for-sale financial assets*

Available-for-sale financial assets are those non-derivative financial assets in listed and unlisted equity securities that are designated as available-for-sale or are not classified in any of the other three categories. After initial recognition, available-for-sale financial assets are measured at fair value, with gains or losses recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is included in the income statement.

When the fair value of unlisted equity securities cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities are stated at cost less any impairment losses.

#### *Fair value*

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business at the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (k) Impairment of financial assets

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or group of financial assets is impaired.

#### *Assets carried at amortised cost*

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effect interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through the use of an allowance account. The amount of the impairment loss is recognised in the income statement. Receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognised in the income statement, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

In relation to trade and other receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor and significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor) that the Group will not be able to collect all of the amounts due under the original terms of an invoice. The carrying amount of the receivables is reduced through the use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible.

#### *Assets carried at cost*

If there is objective evidence that an impairment loss on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (k) Impairment of financial assets *(continued)*

##### *Available-for-sale financial assets*

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is transferred from equity to the income statement. A provision for impairment is made for available-for-sale equity investments when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgement. In addition, the Group evaluates other factors, such as the share price volatility. Impairment loss on equity instruments classified as available-for-sale is not reversed through the income statement.

#### (l) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- the rights to receive cash flows from the asset have expired;
- the Group retains the rights to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Where continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase, except in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, where the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (m) Financial liabilities at amortised cost (including interest-bearing loans and borrowings)

Financial liabilities including trade and other payables and interest-bearing loans and borrowings are initially stated at fair value less directly attributable transaction costs and are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. The related interest expense is recognised within "finance costs" in the income statement.

Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the amortisation process.

### (n) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

### (o) Hedging

Financial instruments entered into by an associate is designated as a hedge of the variability in cash flows of a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk of a committed future transaction, the effective portion of any gain or loss on the remeasurement of the derivative financial instrument to fair value is recognised directly in equity. The ineffective portion of any gain or loss is recognised immediately in the income statement of its associate.

If a hedge of a forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability, the associated gain or loss is removed from equity and included in the initial cost or other carrying amount of the non-financial asset or non-financial liability.

If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or a financial liability, the associated gain or loss is removed from equity and recognised in the income statement of its associate in the same period or periods during which the asset acquired or liability assumed affects the income statement (such as when interest income or expense is recognised).

For cash flow hedges, other than those covered by the preceding two policy statements, the associated gain or loss is removed from equity and recognised in the income statement of its associate in the same period or periods during which the hedged forecast transaction affects the income statement.

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (o) Hedging *(continued)*

When a hedging instrument expires or is sold, terminated or exercised, or the entity revokes the designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss in equity is recognised immediately in the income statement.

The Group only shares the profit or loss arising from the fair value changes arising from the associate's derivative financial instruments in the Group's equity or income statement.

#### (p) Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand, demand deposits and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less any bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the balance sheets, cash and bank balances comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

#### (q) Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the balance sheet date of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (r) Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement, or in equity if it relates to items that are recognised in the same or a different period, directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised except where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (s) Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (i) sale of properties and property interest, on the execution of legally binding contracts of sale;
- (ii) rental income from properties, in the period in which the properties are let and on the straight-line basis over the lease terms;
- (iii) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset;
- (iv) dividend income, when the shareholders' right to receive payment has been established; and
- (v) property management revenue, when the services are rendered.

#### (t) Employee benefits

##### *Share-based payment transactions*

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company ("market conditions"), if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled the award (the "vesting date"). The cumulative expense recognised for equity-settled transactions at each balance sheet date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (t) Employee benefits *(continued)*

#### *Share-based payment transactions (continued)*

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification, which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

#### *Pension scheme*

The Group contributes to a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. The Group's contributions under the MPF Scheme are charged to the income statement as incurred. The amount of the Group's contributions is based on specified percentages of the basic salaries of employees. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

### (u) Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the balance sheet, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (v) Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions are initially recorded using the functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the balance sheet date. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The Group makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Judgements and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2008 was HK\$266,924,000 (2007: HK\$266,924,000). More details are given in note 18.

#### Investment properties

The fair values of the Group's investment properties are determined by independent valuers on an open market for existing use basis. In making the judgement, consideration has been given to assumptions that are mainly based on market conditions existing at the balance sheet date and appropriate capitalisation rates. Relevant estimates are regularly compared to actual market data.

#### 4 SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (a) on a primary segment reporting basis, by business segment; and (b) on a secondary segment reporting basis, by geographical segment.

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other business segments. Summary details of the business segments are as follows:

- (a) Property investment;
- (b) Property trading;
- (c) Property management and related services; and
- (d) Operation of driver training centres and tunnel operation and management.

In determining the Group's geographical segments, revenues are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets.

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

## 4 SEGMENT INFORMATION (continued)

## (a) Business segments

The following table presents revenue, profit and certain asset, liability and expenditure information for the Group's business segments for the years ended 31 December 2008 and 2007. There are no sales or other transactions between the business segments.

Group  
2008

	Property investment HK\$'000	Property trading HK\$'000	Property management and related services HK\$'000	Operation of driver training centres and tunnel operation and management HK\$'000	Consolidated HK\$'000
Segment revenue	114,111	—	10,233	—	124,344
Segment results	126,776	(42)	7,161	—	133,895
Finance costs					(18,770)
Excess over the cost of acquisition of additional interest in an associate	—	—	—	6,174	6,174
Share of results of an associate	—	—	—	58,837	58,837
Profit before tax					180,136
Tax					(9,595)
Profit for the year					170,541
<b>Assets and liabilities</b>					
Segment assets	2,429,743	1,153	844	—	2,431,740
Interest in an associate	—	—	—	1,327,569	1,327,569
Unallocated assets					793
Total assets					3,760,102
Segment liabilities	53,217	16	19,495	42,119	114,847
Unallocated liabilities					659,563
Total liabilities					774,410
<b>Other segment information:</b>					
Capital expenditure	8,309	—	25	—	8,334
Depreciation	—	—	385	—	385
Changes in fair value of investment properties	50,021	—	—	—	50,021

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 4 SEGMENT INFORMATION (continued)

#### (a) Business segments (continued)

Group  
2007

	Property investment HK\$'000	Property trading HK\$'000	Property management and related services HK\$'000	Operation of driver training centres and tunnel operation and management HK\$'000	Consolidated HK\$'000
Segment revenue	105,131	480	10,909	—	116,520
Segment results	262,706	(124)	7,708	—	270,290
Unallocated income					17,555
Gain on disposal of subsidiaries					6,039
Finance costs					(35,147)
Share of results of an associate	—	—	—	109,742	109,742
Profit before tax					368,479
Tax					(39,916)
Profit for the year					328,563
<b>Assets and liabilities</b>					
Segment assets	2,385,501	16,458	3,100	—	2,405,059
Interest in an associate	—	—	—	1,413,205	1,413,205
Unallocated assets					800
Total assets					3,819,064
Segment liabilities	45,265	15	19,942	—	65,222
Unallocated liabilities					766,420
Total liabilities					831,642
<b>Other segment information:</b>					
Capital expenditure	2,958	—	68	—	3,026
Depreciation	—	—	515	—	515
Changes in fair value of investment properties	187,892	—	—	—	187,892

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 4 SEGMENT INFORMATION *(continued)*

#### (b) Geographical segments

The following tables present revenue and certain asset and expenditure information for the Group's geographical segments for the years ended 31 December 2008 and 2007. There are no sales between the geographical segments.

#### Group 2008

	Hong Kong <i>HK\$'000</i>	Mainland China <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
Segment revenue	124,344	—	124,344
Other segment information:			
Segment assets	3,753,458	6,644	3,760,102
Capital expenditure	8,334	—	8,334

#### 2007

	Hong Kong <i>HK\$'000</i>	Mainland China <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
Segment revenue	116,520	—	116,520
Other segment information:			
Segment assets	3,796,802	22,262	3,819,064
Capital expenditure	3,026	—	3,026



5 REVENUE AND OTHER INCOME

Revenue, which is also the Group's turnover, represents the aggregate of gross rental income received and receivable from investment properties, the proceeds from the sale of properties, and the income from property management and related services.

An analysis of revenue and other income is as follows:

	Group	
	2008	2007
	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Revenue</b>		
Rental income from investment properties	114,111	105,131
Income from property management and related services	10,233	10,909
Sale of properties held for sale	—	480
	<u>124,344</u>	<u>116,520</u>
<b>Other income</b>		
Bank interest income	517	1,392
Reinstatement compensation	279	396
Gain on disposal of subsidiaries ( <i>note 27</i> )	—	6,039
Reversal of impairment losses on trade receivables ( <i>note 21</i> )	—	15,100
Others	161	3,599
	<u>957</u>	<u>26,526</u>

6 FINANCE COSTS

	Group	
	2008	2007
	<i>HK\$'000</i>	<i>HK\$'000</i>
Interest on bank loans and overdrafts:		
Wholly repayable within five years	17,832	34,237
Loan arrangement fees	938	910
	<u>18,770</u>	<u>35,147</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 7 PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Depreciation ( <i>note 14</i> )	385	515
Minimum lease payments under operating leases:		
Land and buildings	1,275	996
Auditors' remuneration	1,006	825
Staff costs (including executive directors' remuneration ( <i>note 8</i> )):		
Wages and salaries	9,460	8,730
Discretionary bonuses	13,009	12,760
Pension scheme contributions*	410	334
	<u>22,879</u>	<u>21,824</u>
Gross rental income	(114,111)	(105,131)
Less: Outgoings	<u>6,477</u>	<u>4,755</u>
Net rental income	<u>(107,634)</u>	<u>(100,376)</u>
Foreign exchange differences, net	<u>24</u>	<u>(13)</u>

\* At 31 December 2008, there were no forfeited contributions available to the Group to reduce its contributions to the pension scheme in future years (2007: Nil).

**8 DIRECTORS' REMUNERATION**

Directors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

	Group	
	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Fees	1,300	1,200
Other emoluments:		
Basic salaries, housing allowances, other allowances and benefits in kind	2,830	2,450
Discretionary bonuses	11,200	11,100
Pension scheme contributions	134	116
	<u>15,464</u>	<u>14,866</u>

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

**(a) Independent non-executive directors**

The fees paid to the independent non-executive directors during the year were as follows:

	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Mr. Luk Yu King, James	300	—
Mr. Ng Kwok Fu	200	200
Mr. Leung Yu Ming, Steven	100	—
Mr. Wong Wai Kwong, David	—	400
Mr. Wong Yat Fai	—	200
	<u>600</u>	<u>800</u>

There were no other emoluments payable to the independent non-executive directors during the year (2007: Nil).

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

## 8 DIRECTORS' REMUNERATION (continued)

## (b) Executive directors and non-executive directors

	Fees HK\$'000	Basic salaries, housing allowances, other allowances and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Pension scheme contributions HK\$'000	Total remuneration HK\$'000
Group					
2008					
Executive directors:					
Mr. Cheung Chung Kiu	—	—	7,000	1	7,001
Mr. Wong Chi Keung	—	2,830	2,600	131	5,561
Mr. Yuen Wing Shing	—	—	1,200	1	1,201
Ms. Tung Wai Lan, Iris	—	—	400	1	401
	—	2,830	11,200	134	14,164
Non-executive directors:					
Mr. Lee Ka Sze, Carmelo	500	—	—	—	500
Mr. Wong Yat Fai	200	—	—	—	200
	700	2,830	11,200	134	14,864
2007					
Executive directors:					
Mr. Cheung Chung Kiu	—	—	7,000	1	7,001
Mr. Wong Chi Keung	—	2,450	2,500	113	5,063
Mr. Yuen Wing Shing	—	—	1,200	1	1,201
Ms. Tung Wai Lan, Iris	—	—	400	1	401
	—	2,450	11,100	116	13,666
Non-executive director:					
Mr. Lee Ka Sze, Carmelo	400	—	—	—	400
	400	2,450	11,100	116	14,066

9 FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2007: three) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining two (2007: two) non-director, highest paid employees are as follows:

	Group	
	2008	2007
	<i>HK\$'000</i>	<i>HK\$'000</i>
Basic salaries, housing allowances, other allowances and benefits in kind	1,789	1,630
Discretionary bonuses	450	450
Pension scheme contributions	83	75
	<u>2,322</u>	<u>2,155</u>

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2008	2007
HK\$500,001 to HK\$1,000,000	1	1
HK\$1,000,001 to HK\$1,500,000	1	1
	<u>2</u>	<u>2</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 10 TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2007: 17.5%) on the estimated assessable profits arising in Hong Kong during the year. The lower Hong Kong profits tax rate is effective from the year of assessment 2008/2009, and so is applicable to the assessable profits arising in Hong Kong for the whole year ended 31 December 2008.

	Group	
	2008	2007
	HK\$'000	HK\$'000
Current – Hong Kong	4,885	2,967
Over provision in prior years	(312)	(24)
	<u>4,573</u>	<u>2,943</u>
Deferred (note 24)	5,022	36,973
	<u>9,595</u>	<u>39,916</u>

A reconciliation of the tax expense applicable to profit before tax using the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

	Group	
	2008	2007
	HK\$'000	HK\$'000
Profit before tax	<u>180,136</u>	<u>368,479</u>
Tax at the statutory tax rate of 16.5% (2007: 17.5%)	29,722	64,484
Over provision of tax in prior years	(312)	(24)
Unrecognised temporary differences	(102)	(77)
Effect on opening deferred tax liabilities of decrease in tax rates	(8,506)	—
Profits and losses attributable to an associate	(9,708)	(19,205)
Income not subject to tax	(1,103)	(5,098)
Expenses not deductible for tax	221	286
Tax losses utilised from previous periods	(647)	(501)
Tax losses not recognised	35	52
Others	(5)	(1)
	<u>9,595</u>	<u>39,916</u>
Tax charge at the Group's effective rate	<u>9,595</u>	<u>39,916</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 11 PROFIT FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated profit attributable to equity holders of the Company for the year ended 31 December 2008 includes a profit of HK\$118,000 (2007: HK\$146,000) which has been dealt with in the financial statements of the Company (note 26).

### 12 PROPOSED FINAL DIVIDEND

	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Proposed final dividend – HK2.0 cents (2007: HK3.0 cents) per ordinary share	<u>15,991</u>	<u>23,987</u>

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

### 13 EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares in issue during the year.

The diluted earnings per share amount for the years ended 31 December 2008 and 2007 have not been disclosed as no diluting events existed during the years.

The calculation of basic earnings per share is based on:

	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
<u>Earnings</u>		
Profit for the year attributable to ordinary equity holders of the Company	<u>170,781</u>	<u>328,563</u>
	Number of shares	
	2008	2007
<u>Shares</u>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	<u>799,557,415</u>	<u>799,557,415</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

## 14 PROPERTY, PLANT AND EQUIPMENT

## Group

	Leasehold improvements HK\$'000	Office furniture and fixtures HK\$'000	Computer software HK\$'000	Motor vehicles HK\$'000	Computer equipment HK\$'000	Total HK\$'000
31 December 2008						
At 31 December 2007 and at 1 January 2008:						
Cost	753	419	461	1,333	247	3,213
Accumulated depreciation	(745)	(234)	(454)	(555)	(182)	(2,170)
Net carrying amount	<u>8</u>	<u>185</u>	<u>7</u>	<u>778</u>	<u>65</u>	<u>1,043</u>
At 1 January 2008, net of accumulated depreciation						
	8	185	7	778	65	1,043
Additions	—	25	—	—	—	25
Write-off	—	—	—	—	(6)	(6)
Depreciation provided during the year	(2)	(64)	(2)	(267)	(50)	(385)
Write-back of depreciation	—	—	—	—	5	5
At 31 December 2008, net of accumulated depreciation	<u>6</u>	<u>146</u>	<u>5</u>	<u>511</u>	<u>14</u>	<u>682</u>
At 31 December 2008:						
Cost	753	444	461	1,333	241	3,232
Accumulated depreciation	(747)	(298)	(456)	(822)	(227)	(2,550)
Net carrying amount	<u>6</u>	<u>146</u>	<u>5</u>	<u>511</u>	<u>14</u>	<u>682</u>



14 PROPERTY, PLANT AND EQUIPMENT (continued)

Group

	Leasehold improvements HK\$'000	Office equipment, furniture and fixtures HK\$'000	Computer software HK\$'000	Motor vehicles HK\$'000	Computer equipment HK\$'000	Total HK\$'000
31 December 2007						
At 31 December 2006 and at 1 January 2007:						
Cost	753	365	461	1,333	306	3,218
Accumulated depreciation	(620)	(173)	(452)	(289)	(194)	(1,728)
Net carrying amount	<u>133</u>	<u>192</u>	<u>9</u>	<u>1,044</u>	<u>112</u>	<u>1,490</u>
At 1 January 2007, net of accumulated depreciation						
	133	192	9	1,044	112	1,490
Additions	—	54	—	—	14	68
Write-off	—	—	—	—	(73)	(73)
Depreciation provided during the year						
	(125)	(61)	(2)	(266)	(61)	(515)
Write-back of depreciation	—	—	—	—	73	73
At 31 December 2007, net of accumulated depreciation						
	<u>8</u>	<u>185</u>	<u>7</u>	<u>778</u>	<u>65</u>	<u>1,043</u>
At 31 December 2007:						
Cost	753	419	461	1,333	247	3,213
Accumulated depreciation	(745)	(234)	(454)	(555)	(182)	(2,170)
Net carrying amount	<u>8</u>	<u>185</u>	<u>7</u>	<u>778</u>	<u>65</u>	<u>1,043</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 15 INVESTMENT PROPERTIES

	Group	
	2008 HK\$'000	2007 HK\$'000
Carrying amount at 1 January	2,315,900	2,125,050
Additions	8,309	2,958
Fair value adjustment	50,021	187,892
	<u>2,374,230</u>	<u>2,315,900</u>

The Group's investment properties included above are held under the following lease terms:

	Hong Kong	Mainland China	Total
	HK\$'000	HK\$'000	HK\$'000
Long term leases	1,223,900	—	1,223,900
Medium term leases	1,143,730	6,600	1,150,330
	<u>2,367,630</u>	<u>6,600</u>	<u>2,374,230</u>

The revaluation of the above investment properties was carried out by Savills Valuation and Professional Services Limited, an independent firm of professionally qualified valuers, on an open market, existing use basis at 31 December 2008.

Certain of the Group's investment properties were pledged to banks to secure banking facilities granted to the Group (note 23).

Further particulars of the Group's investment properties are included on page 89.

16 INTERESTS IN SUBSIDIARIES

	Company	
	2008	2007
	HK\$'000	HK\$'000
Unlisted shares, at cost	1,465,569	1,465,569
Loans to subsidiaries	1,240,336	1,264,253
	<u>2,705,905</u>	<u>2,729,822</u>
Impairment	(912,599)	(912,599)
	<u>1,793,306</u>	<u>1,817,223</u>

The loans to the subsidiaries are unsecured, interest-free and have no fixed terms of repayment. In the opinion of the Company's directors, these loans are considered as quasi-equity loans to the subsidiaries.

Details of the principal subsidiaries of the Company are set out in note 35.

17 INTEREST IN AN ASSOCIATE

	Group	
	2008	2007
	HK\$'000	HK\$'000
Share of net assets	1,060,645	1,146,281
Goodwill on acquisition (note 18)	266,924	266,924
	<u>1,327,569</u>	<u>1,413,205</u>
Market value of listed equity securities	<u>993,628</u>	<u>1,266,093</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 17 INTEREST IN AN ASSOCIATE *(continued)*

Particulars of the associate are as follows:

Name	Particulars of issued shares held	Place of incorporation and operations	Percentage of ownership interest attributable to the Group	
			2008	2007
The Cross-Harbour (Holdings) Limited	Ordinary shares of HK\$1 each	Hong Kong	43.92%	41.94%

The above associate was not audited by Ernst & Young Hong Kong or other member firm of the Ernst & Young global network.

The Cross-Harbour (Holdings) Limited ("Cross-Harbour") is an investment holding company, incorporated and listed in Hong Kong, with its subsidiaries engaged in the operation of driver training centres and the business of tunnel operation and management in Hong Kong. This associate has been accounted for using the equity method in these financial statements.

Extracts of the consolidated operating results and consolidated financial position of the associate, Cross-Harbour, are as follows:

	2008 HK\$'000	2007 HK\$'000
Operating results for the year:		
Turnover	<u>244,401</u>	<u>290,846</u>
Profit attributable to shareholders of Cross-Harbour	<u>140,266</u>	<u>261,660</u>
Financial position at 31 December:		
Non-current assets	2,106,517	1,590,861
Current assets	533,078	1,419,031
Current liabilities	(135,126)	(184,392)
Non-current liabilities	(560)	(1,500)
Minority interests	<u>(68,285)</u>	<u>(68,974)</u>
Net asset value	<u>2,435,624</u>	<u>2,755,026</u>

18 GOODWILL

Group

	<i>HK\$'000</i>
Cost and carrying amount at 1 January 2007, at 31 December 2007 and at 31 December 2008	<u>266,924</u>

Impairment testing of goodwill

During the year, there was no impairment of goodwill (2007: Nil). Impairment testing in respect of the carrying value of the goodwill on acquisition of the associated company is performed at least annually by comparing the recoverable amount of a major cash-generating unit of the associated company which has been determined based on a value-in-use calculation. That calculation uses cash flow estimates based on cash flow projection over the fixed investment period of such cash-generating unit. The discount rate applied to the cash flow projection is approximately 6% (2007: 6%), which is consistent with the cost of funding of the Group or is a reasonable investment return rate for investments with stable returns.

19 OTHER INVESTMENTS

	Group	
	2008	2007
	<i>HK\$'000</i>	<i>HK\$'000</i>
Unlisted investments	<u>793</u>	<u>800</u>

20 PROPERTIES HELD FOR SALE

	Group	
	2008	2007
	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong, at cost	<u>1,136</u>	<u>1,136</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 21 TRADE RECEIVABLES

	Group	
	2008 HK\$'000	2007 HK\$'000
Trade receivables	1,776	18,529
Impairment	—	—
	<u>1,776</u>	<u>18,529</u>

The trade receivables primarily include rental receivables and property management and related services receivables which are normally due on the first day of each month and within a 14-day period, respectively; the trade receivables at the end of 2007 also include proceeds receivable from sale of properties which settlement is based on payment schedule of the corresponding sale and purchase agreement. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk.

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

	Group	
	2008 HK\$'000	2007 HK\$'000
0 - 30 days	365	2,721
31 - 60 days	1,389	544
Over 60 days	22	15,264
	<u>1,776</u>	<u>18,529</u>

21 TRADE RECEIVABLES (continued)

The movements in provision for impairment of trade receivables are as follows:

	Group	
	2008 HK\$'000	2007 HK\$'000
At 1 January	—	19,386
Amount written off as uncollectible	—	(286)
Impairment losses reversed (note 5)	—	(15,100)
Disposal of subsidiaries	—	(4,000)
	<hr/>	<hr/>
At 31 December	<hr/> <hr/>	<hr/> <hr/>

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

	Group	
	2008 HK\$'000	2007 HK\$'000
Neither past due nor impaired	83	2,521
Less than 1 month past due	557	200
1 to 2 months past due	1,135	544
Over 2 months past due	1	15,264
	<hr/>	<hr/>
	<hr/> <hr/>	<hr/> <hr/>

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers. Based on the review of the status of these receivables and the related customers, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 22 TRADE PAYABLES

An aged analysis of the trade payables at the balance sheet date is as follows:

	Group	
	2008	2007
	HK\$'000	HK\$'000
0 - 30 days	2,193	1,367
31 - 60 days	970	31
	<u>3,163</u>	<u>1,398</u>

The trade payables are normally non-interest-bearing within the 30-day period.

### 23 BANK LOANS, SECURED

	Group	
	2008	2007
	HK\$'000	HK\$'000
Bank loans repayable:		
Within one year	197,200	253,100
In the second year	126,700	57,200
In the third to fifth years, inclusive	180,000	306,700
	<u>503,900</u>	<u>617,000</u>
Amount classified under current liabilities	<u>(197,200)</u>	<u>(253,100)</u>
Amount classified under non-current liabilities	<u>306,700</u>	<u>363,900</u>

The bank loans are variable interest rate loans with interest rates based on the HIBOR plus the predetermined spread percentage. The effective interest rates for 2008 and 2007 were 3.19% and 5.38%, respectively.

The bank loans are denominated in Hong Kong dollars and secured by:

- (a) Mortgages on certain investment properties with an aggregate carrying value of HK\$2,363,000,000 (2007: HK\$2,305,000,000) and the assignment of rental income from certain properties. In addition, the Company has pledged all the issued shares of certain subsidiaries and subordinated its loans to certain subsidiaries in favour of the lenders of the above bank loans; and
- (b) corporate guarantees issued by the Company.

The carrying amounts of the Group's borrowings approximate to their fair values.



24 DEFERRED TAX

The movements in deferred tax liabilities during the year are as follows:

Deferred tax liabilities

Group

	Depreciation allowance in excess of related depreciation <i>HK\$'000</i>	Revaluation of investment properties <i>HK\$'000</i>	Losses available for offsetting against future taxable profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2007	47,496	65,936	(1,549)	111,883
Deferred tax charged to the income statement during the year ( <i>note 10</i> )	4,167	32,381	425	36,973
At 31 December 2007 and at 1 January 2008	51,663	98,317	(1,124)	148,856
Deferred tax charged to the income statement during the year ( <i>note 10</i> )	1,309	2,589	1,124	5,022
At 31 December 2008	52,972	100,906	—	153,878

The Group has tax losses arising in Hong Kong of HK\$23,681,000 (2007: HK\$24,302,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these tax losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 25 SHARE CAPITAL

#### Shares

	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Authorised:		
1,500,000,000 ordinary shares of HK\$0.1 each	<u>150,000</u>	<u>150,000</u>
Issued and fully paid:		
799,557,415 (2007: 799,557,415) ordinary shares of HK\$0.1 each	<u>79,956</u>	<u>79,956</u>

#### Share options

At a special general meeting held on 29 April 2005, the Company adopted a share option scheme (the "Scheme"). Employees (including directors) of the Group are eligible participants under the Scheme. A total of 79,955,741 shares will be available for issue under the Scheme, which represents 10% of the Company's issued shares. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. The shares must be taken up under an option not later than 10 years from the date of grant of options. The Scheme will remain effective until 28 April 2015. No share option has been granted under the Scheme during the current and prior years and no option was outstanding at 31 December 2008 and 2007.

## 26 RESERVES

### Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 32 and 33 of the financial statements.

The Group's contributed surplus originally represented the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the Group reorganisation prior to the listing of the Company's shares, over the nominal value of the Company's shares issued in exchange therefor.

### Company

	Notes	Share premium account HK\$'000	Contributed surplus HK\$'000	Capital redemption reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2007		95,738	1,317,168	1,350	322,520	1,736,776
Profit for the year		—	—	—	146	146
Proposed 2007 final dividend	12	—	—	—	(23,987)	(23,987)
At 31 December 2007 and at 1 January 2008		95,738	1,317,168	1,350	298,679	1,712,935
Profit for the year		—	—	—	118	118
Proposed 2008 final dividend	12	—	—	—	(15,991)	(15,991)
At 31 December 2008		<u>95,738</u>	<u>1,317,168</u>	<u>1,350</u>	<u>282,806</u>	<u>1,697,062</u>

The contributed surplus of the Company originally represented the excess of the fair value of the shares of the subsidiaries acquired over the nominal value of the Company's shares issued for their acquisition at the time of the reorganisation in the preparation for the listing of the Company's shares. Under the Companies Act (1981) of Bermuda (as amended), the contributed surplus may be distributed to shareholders under certain circumstances.

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 27 DISPOSAL OF SUBSIDIARIES

	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Net liabilities disposed of:		
Other payables and accrued expenses	—	(1,539)
Gain on disposal of subsidiaries ( <i>note 5</i> )	—	6,039
	<u>—</u>	<u>4,500</u>
Satisfied by:		
Cash	—	4,500
	<u>—</u>	<u>4,500</u>

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Cash consideration	—	4,500
Cash and bank balances disposed of	—	—
	<u>—</u>	<u>—</u>
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	—	4,500
	<u>—</u>	<u>4,500</u>

28 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

The reconciliation of profit before tax to net cash generated from operations is as follows:

	<i>Notes</i>	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Profit before tax		180,136	368,479
Adjustments for:			
Share of results of an associate		(58,837)	(109,742)
Interest income	5	(517)	(1,392)
Changes in fair value of investment properties		(50,021)	(187,892)
Depreciation	7	385	515
Excess over the cost of acquisition of additional interest in an associate		(6,174)	—
Interest on bank loans and overdrafts	6	17,832	34,237
Gain on disposal of subsidiaries	5	—	(6,039)
		<hr/>	<hr/>
		82,804	98,166
Decrease/(increase) in trade receivables, other receivables, deposits and prepayments		15,148	(10,944)
Increase in trade payables, other payables and accrued expenses		8,170	806
Decrease in properties held for sale		—	568
		<hr/>	<hr/>
Net cash generated from operations		<u>106,122</u>	<u>88,596</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 29 OPERATING LEASE ARRANGEMENTS

#### (a) As lessor

The Group leases its investment properties (note 15) under operating lease arrangements, with leases negotiated for terms of generally two to five years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At the balance sheet date, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	Group	
	2008	2007
	HK\$'000	HK\$'000
Within one year	105,290	97,251
In the second to fifth years, inclusive	79,810	72,102
	<u>185,100</u>	<u>169,353</u>

#### (b) As lessee

The Group leases its office properties under operating lease arrangements. The leases for the office properties are negotiated for a term of two years.

At the balance sheet date, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	Group	
	2008	2007
	HK\$'000	HK\$'000
Within one year	1,667	581
In the second to fifth years, inclusive	972	—
	<u>2,639</u>	<u>581</u>

### 30 COMMITMENTS

In addition to the operating lease commitments detailed in note 29(b) above, the Group had the following capital commitments in respect of investment properties:

	Group	
	2008	2007
	HK\$'000	HK\$'000
Contracted, but not provided for	967	2,057
Authorised, but not contracted for	20,635	23,761
	<u>21,602</u>	<u>25,818</u>

### 31 CONTINGENT LIABILITIES

At the balance sheet date, contingent liabilities not provided for in the financial statements were as follows:

	Group		Company	
	2008	2007	2008	2007
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Guarantees given to banks in connection with facilities granted to subsidiaries	<u>—</u>	<u>—</u>	<u>1,164,476</u>	<u>1,217,509</u>

The Company has executed guarantees totaling HK\$1,164,476,000 (2007: HK\$1,217,509,000), with respect to banking facilities made available to its subsidiaries, of which HK\$503,900,000 were utilised as at 31 December 2008 (2007: HK\$617,000,000).

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 32 RELATED PARTY TRANSACTIONS

- (a) Significant related party transactions, which were carried out in the normal course of the Group's business, are as follows:

	Notes	2008 HK\$'000	2007 HK\$'000
Rental charges paid to a related company	(i)	581	996
Administrative staff costs paid to a shareholder	(ii)	1,120	910

Notes:

- (i) A subsidiary of the Company, Y. T. Group Management Limited ("YTGML"), entered into a sub-lease agreement with Chongqing Industrial Limited, a controlling shareholder of Yugang International Limited ("Yugang"), a substantial shareholder of the Company, to lease office space. The rental charges were based on the floor area occupied by the Group and the market rental rates. The sub-lease agreement commenced on 1 August 2005 and expired on 31 July 2008.
- (ii) YTGML entered into an agreement with Yugang to share the cost of common administrative staff at a monthly charge, which is determined based on the actual cost of the staff.
- (b) Compensation of key management personnel of the Group:

	2008 HK\$'000	2007 HK\$'000
Short term employee benefits	15,409	14,832
Post-employment benefits	183	161
Total compensation paid to key management personnel	15,592	14,993

Further details of directors' emoluments are included in note 8 to the financial statements.



### 33 FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows:

#### Group

##### Financial assets

	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Cash and bank balances	45,108	61,247
Available-for-sale financial assets:		
Other investments	793	800
Loans and receivables:		
Trade receivables	1,776	18,529
Other receivables and deposits	659	285
	<u>2,435</u>	<u>18,814</u>
	<u>48,336</u>	<u>80,861</u>

##### Financial liabilities

Financial liabilities at amortised cost:

	2008 <i>HK\$'000</i>	2007 <i>HK\$'000</i>
Trade payables	3,163	1,398
Other payables and accrued expenses	94,614	48,120
Bank loans, secured	503,900	617,000
	<u>601,677</u>	<u>666,518</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 34 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments mainly comprise bank loans, cash and short term deposits. The main purpose of these financial instruments is to provide funding for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. These risks are limited under the Group's financial risk management policies and practices as summarised below.

#### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank loans with a floating interest rate. The Group monitors the movement in interest rates on an ongoing basis and evaluates the exposure and the costs of available hedging for its debt obligations.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings).

#### Group

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax <i>HK\$'000</i>
<b>2008</b>		
Hong Kong dollar	25	(1,341)
Hong Kong dollar	(25)	1,341
<b>2007</b>		
Hong Kong dollar	100	(6,170)
Hong Kong dollar	(100)	6,170

34 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

**Credit risk**

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and the exposure to this risk is monitored on an ongoing basis.

In respect of trade and other receivables, credit evaluations are performed on all customers requiring credit over a certain amount. Trade receivables are mainly rental related and are normally due on the first day of each month and the Group obtains rental deposits from its tenants.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset on the balance sheet. Except for the financial guarantees given by the Company as disclosed in note 31, the Group does not provide any guarantees which would expose the Group to credit risk.

**Liquidity risk**

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of the Group's available cash and banking facilities.

The maturity profile of the Group's financial liabilities as at the balance sheet date, based on the contractual undiscounted payments, was as follows:

**Group**

	2008			Total HK\$'000
	On demand HK\$'000	Within 12 months HK\$'000	Over 1 year to 5 years HK\$'000	
Bank loans, secured	—	203,083	310,386	513,469
Trade payables	—	3,163	—	3,163
Other payables and accrued expenses	2,709	91,905	—	94,614
	<u>2,709</u>	<u>298,151</u>	<u>310,386</u>	<u>611,246</u>

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 34 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

#### Liquidity risk *(continued)*

Group

	2007			Total HK\$'000
	On demand HK\$'000	Within 12 months HK\$'000	Over 1 year to 5 years HK\$'000	
Bank loans, secured	—	274,330	389,088	663,418
Trade payables	—	1,398	—	1,398
Other payables and accrued expenses	979	47,141	—	48,120
	<u>979</u>	<u>322,869</u>	<u>389,088</u>	<u>712,936</u>

#### Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, utilise banking facilities available to the Group, sell assets to reduce debt or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2008 and 2007.

The Group monitors capital using a gearing ratio, which is net bank borrowings divided by the shareholders' funds. The Group actively reviews the gearing ratio and the capital structure to ensure an optimal capital structure by taking into consideration the projected cash flows and profitability, projected capital expenditures and projected business and investment opportunities. As at 31 December 2008, the Group's gearing ratio was 15.4% (2007: 18.6%).

35 PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries at the balance sheet date are as follows:

Name of company	Place of incorporation	Nominal value of issued and fully paid share capital	Percentage of equity attributable to the Company		Principal activities and place of operations
			2008	2007	
Best View Investments Hong Kong Company Limited (formerly known as Best View Limited)	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Property holding in Hong Kong
Benefit Plus Company Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Property investment in Hong Kong
E-Tech Services Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Provision of property technical consultant services in Hong Kong
Harson Investment Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Property investment in Hong Kong
Honway Holdings Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Investment holding in Hong Kong
Mainland Sun Ltd.	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Property investment in Mainland China
Score Goal Investment Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Property investment in Hong Kong
Y. T. (China) Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Investment holding in Mainland China

## NOTES TO FINANCIAL STATEMENTS

31 December 2008

### 35 PRINCIPAL SUBSIDIARIES *(continued)*

Name of company	Place of incorporation	Nominal value of issued and fully paid share capital	Percentage of equity attributable to the Company		Principal activities and place of operations
			2008	2007	
Y. T. Finance Limited	Hong Kong	6,000 ordinary shares of HK\$500 each	100%	100%	Finance vehicle in Hong Kong
Y. T. Group Management Limited	Hong Kong	2 ordinary shares of HK\$1 each	100%	100%	Provision of business management services in Hong Kong
Y. T. Investment Holdings Limited	British Virgin Islands	50,100 ordinary shares of US\$1 each	100%	100%	Investment holding in Asia
Y. T. Investment Management Limited	British Virgin Islands	1 ordinary share of US\$1	100%	100%	Securities investment in Mainland China
Y. T. Properties International Limited	British Virgin Islands	201 ordinary shares of US\$1 each	100%	100%	Investment holding in Hong Kong
Y. T. Property Services Limited	Hong Kong	100 ordinary shares of HK\$1 each	100%	100%	Property management in Hong Kong

The above table includes the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length. With the exception of Y. T. Investment Holdings Limited, all the above companies are indirect subsidiaries of the Company.

### 36 APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 27 March 2009.

## PARTICULARS OF PROPERTIES

31 December 2008

### INVESTMENT PROPERTIES IN HONG KONG

Location	Use	Lease expiry	Approximate site area <i>Sq.ft.</i>	Approximate gross floor area <i>Sq.ft.</i>	Group's interest %
Prestige Tower 23 and 25 Nathan Road Tsimshatsui	Commercial	2039	8,724	113,500	100
Century Square 1-13 D'Aguilar Street Central	Commercial	2842	6,310	94,700	100

### COMPLETED PROPERTIES HELD FOR SALE IN HONG KONG

Location	Use	Lease expiry	Approximate gross floor area <i>Sq.ft.</i>	Group's interest %
Village Garden 17 Village Road Happy Valley	Car parking spaces	2047	N/A (4 car parking spaces held)	100

### INVESTMENT PROPERTIES IN MAINLAND CHINA

Location	Use	Lease expiry	Approximate gross floor area <i>Sq.ft.</i>	Group's interest %
Certain units of Shun Hing Square Di Wang Commercial Centre No. 333 Shennan East Road Luohu District, Shenzhen	Residential	2045	4,480	100

## FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and restated as appropriate, is set out below.

	Year ended 31 December				
	2004 HK\$'000 (Restated)	2005 HK\$'000	2006 HK\$'000	2007 HK\$'000	2008 HK\$'000
<b>ASSETS AND LIABILITIES</b>					
Property, plant and equipment	983	1,870	1,490	1,043	682
Investment properties	1,747,770	1,927,840	2,125,050	2,315,900	2,374,230
Interest in an associate	812,554	860,382	1,290,349	1,413,205	1,327,569
Other investments	1,468	1,235	879	800	793
Deferred tax assets	23,706	415	—	—	—
Current assets	69,212	218,247	60,433	88,116	56,828
Current liabilities	(252,837)	(229,008)	(315,167)	(318,886)	(313,832)
Net current liabilities	(183,625)	(10,761)	(254,734)	(230,770)	(257,004)
Non-current liabilities	(462,876)	(444,622)	(528,883)	(512,756)	(460,578)
Net assets	1,939,980	2,336,359	2,634,151	2,987,422	2,985,692
<b>EQUITY</b>					
<b>Equity attributable to equity holders of the Company</b>					
Issued share capital	79,716	79,956	79,956	79,956	79,956
Reserves	1,844,273	2,236,414	2,530,208	2,883,479	2,889,979
Proposed final dividend	15,991	19,989	23,987	23,987	15,991
	1,939,980	2,336,359	2,634,151	2,987,422	2,985,926
Minority interests	—	—	—	—	(234)
Total equity	1,939,980	2,336,359	2,634,151	2,987,422	2,985,692
<b>RESULTS</b>					
Revenue	89,843	93,942	99,473	116,520	124,344
Profit before tax	117,122	290,243	327,267	368,479	180,136
Tax	(22,721)	(39,555)	(39,179)	(39,916)	(9,595)
Profit for the year	94,401	250,688	288,088	328,563	170,541
<b>Attributable to:</b>					
Equity holders of the Company	94,401	250,688	288,088	328,563	170,781
Minority interests	—	—	—	—	(240)
	94,401	250,688	288,088	328,563	170,541