

Warm your Life



2008 Annual Report 年報

**Haier** 海尔

Haier Electronics Group Co., Ltd.

海爾電器集團有限公司\*

Stock Code 股份代號: 01169

\* for identification purpose only  
僅供識別



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## Corporate Profile and Recent Development 企業簡介及近期發展



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### Corporate Profile

**Haier Electronics Group Co., Ltd.** (Stock code: 01169) (the “Company”), a subsidiary of Haier Group, is listed on the Main Board of The Stock Exchange of Hong Kong Limited. The Company and its subsidiaries (the “Group”) are principally engaged in the research, development, production and sale of washing machines and water heaters under the brand name of “Haier”.

Founded in 1984, Haier Group is headquartered in Qingdao, Shandong Province, the PRC and is today one of the world’s leading white goods home appliance manufacturers. The products of Haier Group are now sold in over 100 countries. Haier ranked the thirteen among “Global 600 Most Prestigious Enterprises” in 2008 released on the website of Forbes by the New York Reputation Institute. Haier is also an official sponsor of the 2008 Beijing Olympic Games for white goods home appliances.

### Recent Development

In 2008, under the implementation of “Rural Area Subsidized Electrical Appliances Purchase Policy”, the Group consolidated its leading position in the white goods home appliance market which 15 models of Haier washing machines had been approved. Through having a perfect sales network, accelerated logistic development and provision of comprehensive after-sales services in the 3rd and 4th tier cities, the Group expects its competitiveness will be sharpened. The Group is confident that the start of the “Rural Area Subsidized Electrical Appliance Purchase Policy” in all provinces over China will definitely bring a positive effect to the Group.

### 企業簡介

**海爾電器集團有限公司**(股份代號：01169) (「本公司」)為海爾集團旗下一家在香港聯合交易所有限公司主板上市之附屬公司。目前本公司及其附屬公司(「本集團」)之主要業務為研究、開發、生產及銷售以「海爾」為品牌名稱之洗衣機及熱水器。

海爾集團於一九八四年創辦，其總部位於中國山東省青島市，現時為全球白色家電製造商的龍頭之一。海爾集團旗下產品目前銷往全球逾100個國家。海爾於二零零八年《福布斯》網站公佈由紐約諮詢機構聲譽研究所評出的「全球最具聲望大企業600強」中高居第十三位。海爾亦為二零零八年北京奧運會白色家電之指定贊助商。

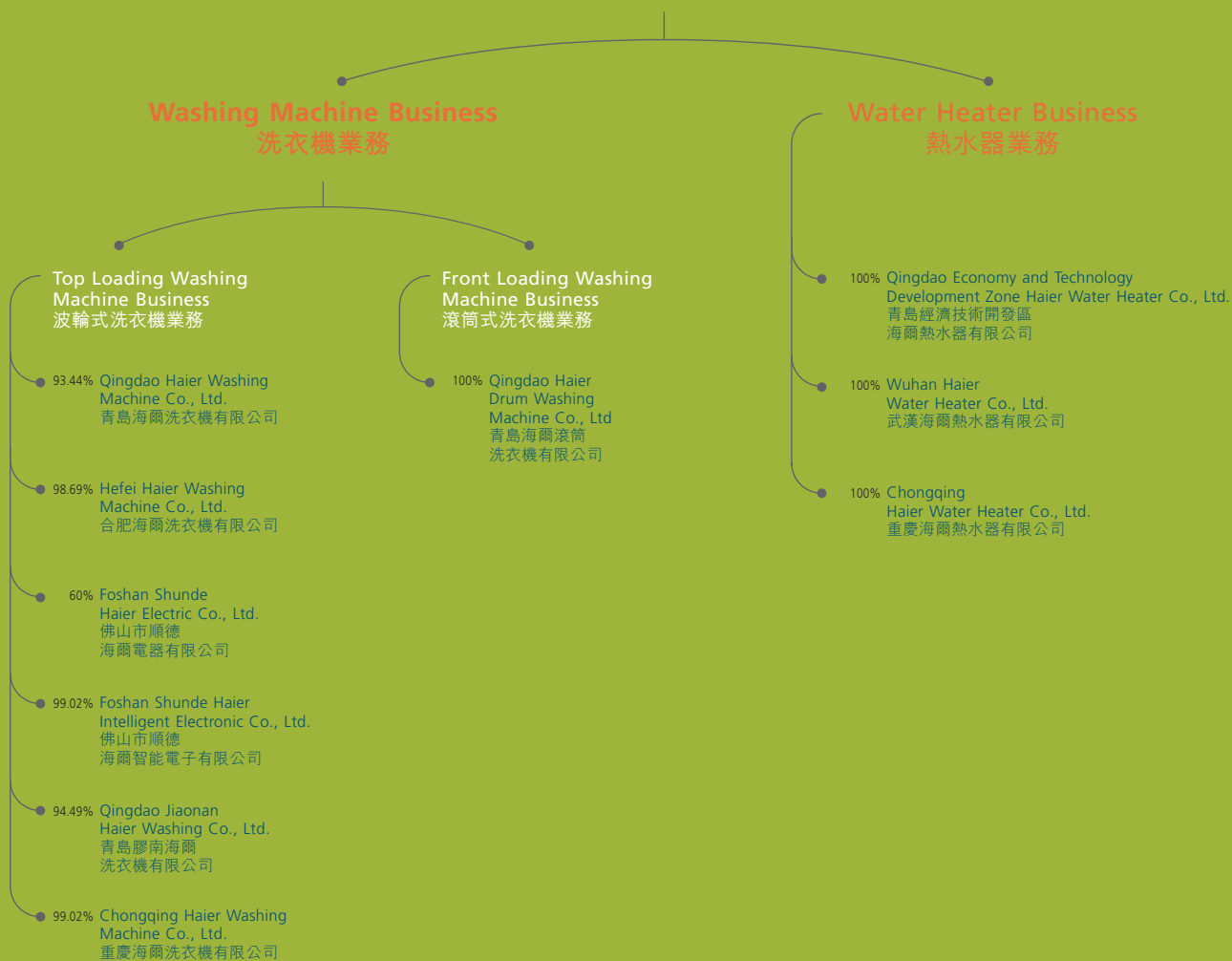
### 近期發展

於二零零八年，在全國實施「家電下鄉」中，本集團於白色家電市場獨佔龍頭，海爾洗衣機中已有十五個型號中標。本集團預期透過於第三、四線城市擁有完善的銷售網絡、大力發展物流並提供完善的售後服務以增強本集團的競爭力。本集團深信「家電下鄉」在全國各省啟動後，將可為本集團帶來非常正面的影響。

## Simplified Corporate Structure 企業架構簡圖

# Haier 海尔

Haier Electronics Group Co., Ltd.  
海爾電器集團有限公司



## Corporate Information 公司資料

### Board of Directors

#### Executive Directors

Ms. YANG Mian Mian (*Chairman*)  
Mr. WU Ke Song (*Deputy Chairman*)  
Mr. LIANG Hai Shan  
Mr. CAO Chun Hua  
Mr. CUI Shao Hua  
Mr. SUN Jing Yan

#### Independent Non-executive Directors

Mr. WU Yinong  
Mr. YU Hon To, David  
Dr. LIU Xiao Feng

### Principal Board Committees

#### Audit Committee

Mr. YU Hon To, David (*Committee Chairman*)  
Mr. WU Yinong  
Dr. LIU Xiao Feng

#### Remuneration Committee

Mr. WU Yinong (*Committee Chairman*)  
Dr. LIU Xiao Feng  
Mr. YU Hon To, David  
Mr. WU Ke Song  
Mr. CUI Shao Hua

#### Nomination Committee

Mr. YU Hon To, David (*Committee Chairman*)  
Mr. WU Yinong  
Dr. LIU Xiao Feng  
Mr. CUI Shao Hua

### Company Secretary

Mr. Ng Chi Yin

### Legal Advisors

#### As to Hong Kong Law

DLA Piper Hong Kong

#### As to Bermuda Law

Conyers Dill & Pearman

### Principal Bankers in Hong Kong

Industrial and Commercial Bank of China (Asia) Limited

### Principal Banker in the PRC

China Construction Bank Corporation

### 董事會

#### 執行董事

楊綿綿女士(主席)  
武克松先生(副主席)  
梁海山先生  
曹春華先生  
崔少華先生  
孫京岩先生

#### 獨立非執行董事

吳亦農先生  
俞漢度先生  
劉曉峰博士

### 主要董事委員會

#### 審核委員會

俞漢度先生(委員會主席)  
吳亦農先生  
劉曉峰博士

#### 薪酬委員會

吳亦農先生(委員會主席)  
劉曉峰博士  
俞漢度先生  
武克松先生  
崔少華先生

#### 提名委員會

俞漢度先生(委員會主席)  
吳亦農先生  
劉曉峰博士  
崔少華先生

### 公司秘書

伍志賢先生

### 法律顧問

#### 香港法律

歐華律師事務所

#### 百慕達法律

康德明律師事務所

### 香港主要往來銀行

中國工商銀行(亞洲)有限公司

### 中國主要往來銀行

中國建設銀行股份有限公司

## Corporate Information

### 公司資料

#### Auditors

Ernst & Young

#### Financial Calendar

Six-month interim period end : 30 June

Financial year end : 31 December

#### Registered Office

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### Head Office and Principal Place of Business in Hong Kong

Unit 3513, 35/F., The Center  
99 Queen's Road Central  
Hong Kong

#### Principal Place of Business in the PRC

Haier Industrial Park  
No. 1, Haier Road, Qingdao, the PRC

#### Principal Share Registrar and Transfer Office

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

#### Branch Share Registrar and Transfer Office in Hong Kong

Tricor Tengis Limited  
26/F., Tesbury Centre  
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Hong Kong

#### Telephone Number

+852 2169 0000

#### Fax Number

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#### Stock Code

The Stock Exchange of Hong Kong Limited:  
01169

#### Websites

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#### Investor Relations Contact

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E-mail Address : jonathan.kiu@elite-ir.com

#### 核數師

安永會計師事務所

#### 財務日誌

六個月中期終結：六月三十日

財政年度年結：十二月三十一日

#### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### 香港總辦事處及主要營業地點

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皇后大道中99號  
中環中心35樓3513室

#### 中國主要營業地點

中國青島市海爾路1號  
海爾工業園

#### 主要股份過戶登記處

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

#### 香港股份過戶登記分處

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金鐘匯中心26樓

#### 電話號碼

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#### 傳真號碼

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#### 股份代號

香港聯合交易所有限公司：  
01169

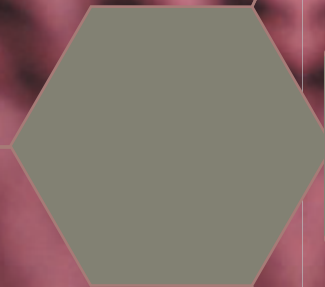
#### 網站

www.haier-elec.com.hk

#### 投資者關係聯絡資料

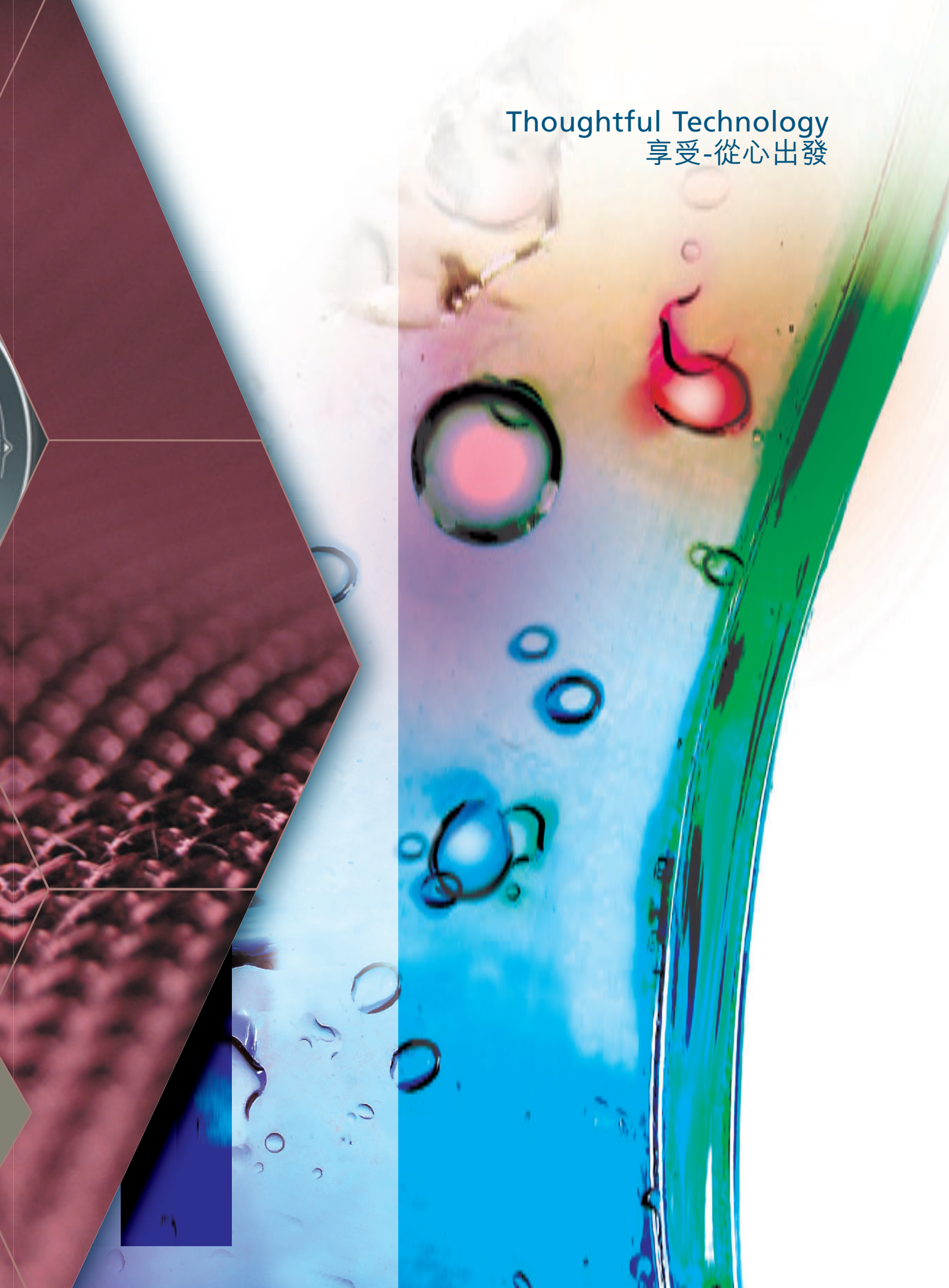
駿天投資者關係有限公司  
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## Chairman's Letter

### 主席函件



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The strategies of maintaining a sound financial position and addressing to the customer demand will enable Haier Electronics to confidently respond to the financial tsunami in the market. We believe that we will be in a better position to capture opportunities when the market recovers.

### Overview

Year 2008 was a surprising year that the Group enjoyed significant increase in both sales revenue and profit in the first half year but was challenged by the sudden deterioration of market in the second half. In particular, the unforeseen challenges in the fourth quarter adversely impacted the Group's results for the year ended 31 December, 2008 ("the Year"). However, the market position and the brand value of the Group both remained in leading positions in the industry.

The number of overseas orders in 2008 was affected by the global financial crisis and the cost of export increased due to the appreciation of Renminbi. Also, the growth in consumption in the 1st and 2nd tier markets was limited by the slowdown of the PRC economic growth in the second half year. We expect that the adverse impacts caused by the decline in the overall market demand will persist in the short term. To cope with the current fluctuating and adverse economic conditions, we have adopted a series of measures, including strengthening the Group's product innovation, focusing on cash flow generation, strengthening the development of the 3rd and 4th tier markets and adhering to a prudent financial policy.

維持穩健的財務狀況和關注客戶需求的戰略將有助於海爾電器安然應對外部經濟挑戰。我們相信當市場復甦的時候，我們仍然將具備更強能力去把握機會。

### 概覽

二零零八年是使人意外的一年，上半年集團銷售收入和溢利取得顯著增長，而下半年由於營商環境急劇轉差，尤其是第四季度經營面臨未曾預見的挑戰，故使得全年業績未盡理想。儘管如此，本集團的市場地位和品牌價值仍然得以在行業內維持領先地位。

二零零八年環球金融危機影響海外訂單，人民幣升值導致出口成本上升，下半年中國經濟增長放緩使國內一、二線市場消費增長也受影響，並且我們預計短期內，市場整體需求放緩帶來的不利影響不會迅速好轉。為此，我們已經採取了一系列措施來應對當前波動和不利的經濟環境，主要是強化產品創新、關注現金流、大力開拓三、四線市場和保持審慎財務政策。

## Chairman's Letter

### 主席函件

#### Business Review

Turnover for the Year amounted to HK\$11,409 million, representing an increase of approximately 33.5% from HK\$8,549 million in 2007. The sales in 2008 was affected by a number of unfavourable factors such as the global financial crisis, the shrinkage in exports, sluggish property market, negative domestic consumption sentiment and raw material prices volatility. On the other hand, the competition in terms of price and market penetration among domestic and international home appliance brands was intensifying. Looking at the favourable factors, a series of policies for stimulating the domestic demand in rural areas such as the "Rural Area Subsidized Electrical Appliances Purchase Policy" has effectively boosted up the demand for home appliances in the 3rd and 4th tier markets. In 2008, the sales of washing machines in the rural market substantially increased due to the Group's strategy to increase sales in the 3rd and 4th tier markets and expand the sales network in rural areas. Such increase has alleviated the negative effects of the unsatisfactory exports and sales in the 1st and 2nd tier domestic markets.

#### 業績回顧

二零零八年之營業額達11,409,000,000港元，較二零零七年之8,549,000,000港元增加33.5%。二零零八年銷售受到全球金融危機、出口受阻、房地產市場不景氣、國內居民消費意願下降、原材料價格波動等不利因素影響，另外，國內外諸多家電品牌的價格競爭和市場滲透日趨激烈。從有利因素來看，包括「家電下鄉」等一系列拉動農村內需的政策使得三、四線市場的家電購買需求得以激發。二零零八年，本集團採取策略促進於三、四線市場銷售服務及拓展農村地區銷售網絡，使得農村市場洗衣機產品的銷售有所增加，從而一定程度上彌補了出口和國內一、二線市場銷售未達預期帶來的不利衝擊。





## Chairman's Letter

### 主席函件

#### Business Review (Cont'd)

The Group continues to maintain its leading position in the washing machine and water heater markets in the PRC. In 2008, the Group's market shares in these two markets were approximately 31.5% and 21.3% respectively according to China Market Monitor (a market research company based in the PRC), maintained at a stable level as compared to 31.9% and 20.4% respectively in 2007.

In order to enhance long-term competitiveness, the Group committed more efforts to the research and development of high value-added products and the products catering for the rural market, resulting in an increase in research and development expenses. The stepping up of efforts and resources in brand promotion during the Beijing Olympic Games caused an increase in marketing expenses. The expansion of the 3rd and 4th tier markets led to higher distribution expenses and marketing expenses. The development of the information system and recruiting more global professional talents and experts also resulted in an increase in management expenses. All these factors brought an adverse impact on the net profit for the Year. Therefore, net profit attributable to shareholders in 2008 fell by 11.6% in 2008 to HK\$152 million.

To encounter the external economic challenges and enhance the competitiveness, the key actions taken by the Group in 2008 focused on the following three major aspects:

**Focusing on cash flow generation.** Under the circumstances of shrinkage in product demand and drastic fluctuation of raw material prices, the Group implemented a series of reforming measures including the make-to-order and procurement-to-order policy, as well as the shortening of lead time for manufacture and delivery through a just-in-time inventory strategy which lowered the inventory level and reduced working capital. Therefore, the adverse impacts resulting from the fluctuation in raw material prices in 2008 was alleviated. The Group believe that its strategy to maintain strong operating cash flow will reduce inventory risk, prevent capital shortage and ensure the launch of competitive new products. Strong cash position will also support the Group's product innovation and strategic investments.

#### 業績回顧(續)

本集團繼續在中國洗衣機市場及熱水器市場中保持龍頭地位，根據中怡康時代市場研究(一間以中國為基地之市場調查公司)，本集團於二零零八年在上述市場之市場佔有率分別為31.5%及21.3%，基本維持了二零零七年之31.9%及20.4%的市場份額。

二零零八年股東應佔純利為152,000,000港元，較二零零七年下降約11.6%。利潤變動的主要原因是集團為加強長遠之競爭優勢，加強力度研發高附加值產品及適合農村市場之產品令研發費用上升，贊助北京奧運增加品牌宣傳使營銷費用上升，開拓三、四線市場令分銷成本增加，增加信息化系統之投入和為提升經營管理水平而引進全球化專業人才令管理費用上升，對本年淨利潤產生一定之不利影響。

為應對外部經濟挑戰，提高集團競爭能力，本集團於二零零八年在以下三個方面實施了重點行動：

**關注現金流。**在產品需求收縮和原材料價格劇烈波動的環境下，本集團實施了按單生產、按單採購、即時制庫存策略、縮短生產配送周期等一系列改革措施，從而降低庫存及營運資金佔用，有效緩解了二零零八年原材料價格波動帶來的不利影響。我們相信實施基於充足現金流的增長戰略，不會因為庫存積壓而佔用資金及影響有競爭力的新產品上市，使我們可以有充足的資金可以用於產品創新和戰略性的投資。



## Chairman's Letter

### 主席函件

#### Business Review (Cont'd)

**Strengthening the development of 3rd and 4th tier markets.** The Group will focus on developing the domestic 3rd and 4th tier markets going onward. Despite the huge potential demand in the 3rd and 4th tier markets, the issue of distribution, logistics and after-sale services still needs to be solved. The Group will establish its sales, logistics and service networks in towns, and further expand to the countryside and villages gradually by leveraging on the further promotion of the "Rural Area Subsidized Electrical Appliances Purchase Policy", so as to extend the coverage of its network to all customers in the 3rd and 4th tier markets and provide them with tailor-made solutions.

**Product innovation.** The products of the Group enjoys worldwide presence which cater to the diversifying needs and individual preference. Therefore, the Group's product innovation is oriented towards addressing users' demands and creating customer values in product development. We ensure that the needs of users and customers are the beginning of our product development process and expect that the products designed will cater to the needs of local customers, with high added value as well as multiple functions. We believe that the continuous product innovation is the only way for the Group to respond to the intense competition with both domestic and foreign brands at the amidst of the adverse market conditions.

#### Outlook

Despite the relatively weak market demand at present, the momentum for the long-term growth in the white goods industry still exists. The penetration rate of washing machines and water heaters in the rural markets is relatively low as compared with the urban market, as fuelled by the growing market demand from rural areas and the Group's continuous efforts paid in the marketing activities and expansion of distribution, logistics and service network, it is expected that ample business opportunities would be unlocked. In respect of the 1st and 2nd tier domestic markets, in spite of the unfavourable factors such as the deteriorated property market and the negative consumption sentiments of urban residents, demand for the home appliances still exists. The Group believes that by launching diversified innovative multi-functional products, it would be able to capture the increased market demand brought by customers' willingness to replace old home appliances in view of the improving living standards.

#### 業績回顧(續)

**大力開拓三四線市場。**中國三、四線市場是未來本集團市場開拓的重點，三、四線市場確有廣大需求，但也面臨著分銷、物流、售後服務等諸多難題。本集團將通過「家電下鄉」的不斷推廣，逐步建立深入到鎮、鄉、村的分銷、物流及服務網絡，以有效覆蓋三、四線市場用戶及提供有針對性解決方案。

**產品創新。**本集團的產品服務於全球各地區用戶，產品需求多樣化和個性化，因此本集團產品創新焦點在於產品開發完全以滿足用戶需求和客戶價值創造為導向。我們確保產品開發流程確實源於用戶和客戶的需求，我們期望我們設計出的產品切合當地用戶需要、擁有高附加價值和多功能。我們認為堅持產品創新才能使得本集團在不利的市場環境下有效應對其他國內外品牌的強大競爭。

#### 前景

儘管當前市場需求相對疲弱，白色家電行業的長期增長動力仍然存在。農村市場洗衣機和熱水器保有量相比城市仍然較低，在國內農村市場需求拉動和本集團於農村市場之營銷、配送及服務網絡不斷拓展下，應有龐大市場空間。在國內一、二線市場，雖有房地產市場不景氣、城市居民消費意願減弱等不利因素，中國居民對生活品質要求仍不斷提高，本集團可以通過更多功能和更新款式的產品創新刺激用戶家電消費的更新需求。

## Chairman's Letter

### 主席函件

#### Outlook (Cont'd)

Since February 2009, the "Rural Area Subsidized Electrical Appliances Purchase Policy", which included the subsidies to the purchase of washing machines and water heaters, was implemented throughout the PRC. The policy is stimulating the demand for home appliances in the rural market and provided new growth impetus for the sales of the Group. However, under the prevailing sluggish economic environment and the disparity in products demanded, local market situation, logistic, services and distribution channels among various rural areas in China (the sale price in rural market is normally less than that in urban market). As such, the Group is looking forward to put more resources and efforts into the rural market, explore and develop the right operating model, try our best to achieve considerable sales growth amid the fierce competitive environment, meanwhile realizing a certain profit margin.

Amid the sudden economic downturn, the impact on the Group's results is confined to the period since the second half of 2008. It is uncertain when the market will recover. Based on our experience, we must be humble and adopt prudent financial policies so as to ensure sufficient funding for our future capital investments.

We will take all necessary actions to maintain the growth generated from real cash flow. Our brand image, product innovation and sales networks will only get better during this challenging period. Our greatest assets are always our commitment to provide our customers with more new products of higher quality and our competent and innovative employees. With these fundamentals in place, we will be well-positioned to capitalize our growth opportunities when the market recovers to normal levels.

#### 前景(續)

二零零九年二月起，包括洗衣機和熱水器在內的「家電下鄉」將擴展到全國，該政策將有利於農村市場家電需求激發，為本集團提供銷售增長驅動因素。唯當前經濟環境不景氣，且在農村家電下鄉覆蓋到的中國廣大農村最基層市場，產品、市場、物流、服務和渠道各有特性(如銷往農村市場的產品價格較低)，因此，本集團預期將加大投入，以期能探索出在中國農村市場之有效經營模式，並在激烈的競爭環境中實現銷售增長，及盡力實現一定的利潤率。

市場環境突然轉變，對本集團業績的影響在二零零八年下半年起集中顯現。市場何時恢復尚不能準確預計。基於我們過去的經驗，必須以謙遜的姿態，建立穩健的財務政策以為未來投資拓展留下空間。

我們將採取一切措施保持有現金流的增長，我們的品牌形象、產品創新和渠道網絡將變得更強大，我們最大的資產仍然是努力為用戶提供創新產品和為客戶創造價值的員工。有了以上因素，我們相信當未來市場復甦時我們將更具備能力抓住增長機會。

## Chairman's Letter

### 主席函件

### Appreciation

I would like to take this opportunity to thank all my fellow directors and staff for their dedicated services, contributions and support during the year.

### 致謝

本人謹藉此機會感謝全體董事及員工於年內之竭誠服務、貢獻及支持。

By Order of the Board of  
**Haier Electronics Group Co., Ltd.**  
**Yang Mian Mian**  
*Chairman*

承董事會命  
海爾電器集團有限公司  
主席  
楊綿綿

Hong Kong, 17 April 2009

香港，二零零九年四月十七日



## Directors and Senior Management

### 董事及高級管理層

The directors and senior management of the Group as at the date of this report are as follows:

#### Executive Directors

**Ms. YANG Mian Mian**, aged 67, has served as the Chairman and an Executive Director of the Company since January 2005. Ms. Yang is responsible for determining corporate strategies and overall management of the Group. She graduated from Shandong Industrial Institute, which is now known as Shandong University, the People's Republic of China (the "PRC") in 1963. As one of the founders of the Haier Group, she has been in charge of the overall management of the white goods business since 1984. She is currently the president of Haier Group Corporation ("Haier Corp") and the chairman of Qingdao Haier Co., Ltd. (a company listed on the Shanghai Stock Exchange (the "A-Share Company")). Ms. Yang is also a director of certain subsidiaries of the Group. During 2006 to 2008, she was elected by Forbes as one of "The World's Most Powerful Women". She was the only one who had been elected for three consecutive years among the Chinese women.

**Mr. WU Ke Song**, aged 58, has served as the Deputy Chairman and an Executive Director of the Company since December 2001 and is also a member of the remuneration committee of the Company. Mr. Wu is responsible for worldwide business development of the Group and liaison with relevant government officials. He graduated from Shandong Industrial Institute, the PRC which is now known as Shandong University, the PRC in 1974 and joined the Haier Group in 1984. He is also a vice chairman of Haier Corp and a director of a subsidiary of the Group.

**Mr. LIANG Hai Shan**, aged 42, has served as an Executive Director of the Company since December 2001. Mr. Liang is mainly responsible for strategic procurement and overall quality control of products of the Group. He received a Bachelor's degree of Industry from the Xian Jiaotong University, the PRC and has 20 years of experience in the manufacture of household electrical appliances, in particular in raw material procurement function and white goods business. He is also a senior vice president of Haier Corp.

**Mr. CAO Chun Hua**, aged 40, has served as an Executive Director of the Company since January 2005. Mr. Cao is currently the General Manager of the Group's washing machine business. He graduated from Hangzhou Electronic Industry College, the PRC with a Bachelor's degree in 1991. He joined the Haier Group in 1995 and has since held a number of senior positions in the washing machine business. He is also a vice president of Haier Corp and a director of certain subsidiaries of the Group.

於本報告日期，本集團之董事及高級管理層如下：

#### 執行董事

**楊綿綿女士**，67歲，自二零零五年一月起出任本公司主席兼執行董事。楊女士負責制定本集團的企業策略及整體管理。彼於一九六三年畢業於中華人民共和國（「中國」）山東工業學院（現稱為山東大學）。楊女士為海爾集團創辦人之一，自一九八四年起負責白色家電業務的整體管理。彼現時為海爾集團公司（「海爾集團公司」）總裁，以及於上海證券交易所上市之青島海爾股份有限公司（「A股公司」）之主席。楊女士亦為本集團若干附屬公司之董事。彼於二零零六至二零零八年均獲美國《福布斯》雜誌評為「全球最具有影響力的女性」之一，是唯一連續三年上榜的中國女性。

**武克松先生**，58歲，自二零零一年十二月起出任本公司副主席兼執行董事，並為本公司薪酬委員會成員。武先生負責本集團的全球業務發展，並與有關政府官員聯繫。武先生於一九七四年畢業於中國山東工業學院（現稱為山東大學），於一九八四年加入海爾集團。彼亦為海爾集團公司的副主席及本集團一間附屬公司之董事。

**梁海山先生**，42歲，自二零零一年十二月起出任本公司執行董事。梁先生主要負責本集團的策略採購及產品的整體品質監控。彼持有中國西安交通大學工業學士學位，累積二十年製造家電經驗，更深具原料採購及白色家電業務經驗。彼亦為海爾集團公司之高級副總裁。

**曹春華先生**，40歲，自二零零五年一月起出任本公司執行董事。曹先生現時為本集團洗衣機業務的總經理。彼於一九九一年畢業於中國杭州電子工業學院，獲頒學士學位。彼於一九九五年加入海爾集團，並自此出任洗衣機業務的多項要職。彼亦為海爾集團公司的副總裁及本集團若干附屬公司之董事。



## Directors and Senior Management

### 董事及高級管理層

#### Executive Directors (Cont'd)

**Mr. CUI Shao Hua**, aged 51, has served as an Executive Director of the Company since November 2002 and is a member of the remuneration committee of the Company. Mr. Cui is responsible for the Group's corporate finance function. Mr. Cui graduated from Jilin Institute of Finance and Commerce, the PRC in 1982. He joined the Haier Group in 1993 and has over 21 years of experience in financial management and listed companies' operations. He is also the deputy managing director and the secretary to the board of the A-Share Company, a vice president of Haier Corp and a director of certain subsidiaries of the Group. He is currently also a director of Changjiang Securities Company Limited (a company listed on the Shenzhen Stock Exchange).

**Mr. SUN Jing Yan**, aged 38, has served as an Executive Director of the Company since March 2007. Mr. Sun has been the general manager of the Haier Group's Electrothermal Product Division since 2005 and is mainly responsible for the operation of the Group's water heater business. Mr. Sun graduated from Shangdong Institute of Light Industry, the PRC in 1993 with a Bachelor of Engineering in Machine Design and Manufacture. He joined the Haier Group in 1993 and has since held a number of senior positions in the Electrothermal Appliance Department of the Haier Group. Mr. Sun is also a director of certain subsidiaries of the Group. He has over 15 years of extensive experience in water heater business.

#### Independent Non-executive Directors

**Mr. WU Yinong**, aged 46, has served as an Independent Non-executive Director of the Company since January 2005. Mr. Wu graduated from Portland State University in the United States of America with a Master's degree in Business Administration in 1994. He is currently Executive Director of China Merchants Securities (Hong Kong) Co., Limited and the Head of Investment Banking Department. He has been in the investment banking industry for more than 10 years.

**Mr. YU Hon To, David**, aged 61, was appointed as an independent non-executive director of the Company on 21 June 2007. Mr. Yu is a fellow of the Institute of Chartered Accountants in England and Wales and an associate of the Hong Kong Institute of Certified Public Accountants. He was formerly a partner of an international accounting firm with extensive experience in corporate finance. Mr. Yu is a founder and a director of MCL Capital Limited (previously known as Management Capital Limited), which specialises in direct investment and financial advisory activities, and also sits on the boards of several listed companies in Hong Kong.

#### 執行董事(續)

**崔少華先生**，51歲，自二零零二年十一月起出任本公司執行董事，並為本公司薪酬委員會成員。崔先生負責本集團的企業融資職能。崔先生於一九八二年畢業於中國吉林財貿學院。彼於一九九三年加入海爾集團，累積逾二十一年財務管理及上市公司營運經驗。彼亦為A股公司之副董事長兼董事會秘書、海爾集團公司之副總裁及本集團若干附屬公司之董事。彼現時亦為長江證券股份有限公司(一間於深圳證券交易所上市之公司)之董事。

**孫京岩先生**，38歲，自二零零七年三月起出任本公司執行董事。孫先生自二零零五年起出任海爾集團電熱產品本部之總經理，主要負責本集團之熱水器業務營運。孫先生於一九九三年畢業於中國山東輕工業學院，獲頒機械設計與製造工學學士學位。彼於一九九三年加入海爾集團，並自此出任海爾集團電熱器具部的多項要職。孫先生亦為本集團若干附屬公司之董事。彼在熱水器業務方面累積逾十五年之豐富經驗。

#### 獨立非執行董事

**吳亦農先生**，46歲，自二零零五年一月起出任本公司獨立非執行董事。吳先生於一九九四年畢業於美國波特蘭州立大學，持有工商管理碩士學位。彼現職招商證券(香港)有限公司之執行董事及投資銀行部主管。彼具有十多年投資銀行業經驗。

**俞漢度先生**，61歲，於二零零七年六月二十一日獲委任為本公司獨立非執行董事。俞先生為英格蘭及威爾斯特許會計師公會之資深會員及香港會計師公會之會員。俞先生曾擔任一間國際會計師事務所之合夥人，並於企業融資方面擁有豐富經驗。俞先生為偉業融資有限公司之創辦人及董事，該公司專門從事直接投資及財務顧問之業務。俞先生亦為香港若干上市公司之董事會成員。

## Directors and Senior Management

### 董事及高級管理層

#### Independent Non-executive Directors (Cont'd)

**Dr. LIU Xiao Feng**, aged 46, was appointed as an independent non-executive director of the Company on 21 June 2007. He is currently Managing Director of DBS Asia Capital Limited. He has worked in various international financial institutions since 1993, including N. M. Rothschild & Sons and JP Morgan, and has many years of experience in corporate finance. Dr. Liu has a Ph.D and Master degrees from the Faculty of Economics, University of Cambridge and a Bachelor of Economics from Sichuan Institute of Finance and Economics, China. Dr. Liu is currently also an independent non-executive director of CNPC (Hong Kong) Limited and Honghua Group Limited, both of which are publicly listed companies on the Stock Exchange.

#### Senior Management

**Mr. PENG Jia Jun**, aged 31, was appointed as Chief Financial Officer of the Company on 10 February 2009. Mr Peng has a Master's degree in Business Administration from the University of International Business and Economics and a bachelor's degree in business administration from Northeastern University, China. He is currently a Doctoral Candidate in accounting of Ocean University of China. He joined the Haier Group in 2000 and has since held a number of senior financial positions in Haier Group finance department, Haier Australia trading company and washing machine business of the Group.

**Mr. QI Guo Xin**, aged 32, graduated from Hebei University of Technology with Double Bachelor's degrees in Mould Design and Business Management. He joined the Haier Group in 2001 and has since held a number of senior positions in the washing machine division. He is currently responsible for production management of the washing machine business of the Group.

**Mr. LU Pei Shi**, aged 45, graduated from Shandong Agricultural and Mechanical College, the PRC with a Bachelor's degree in 1987. He joined the Haier Group in 1995 and has since held a number of senior positions in the washing machine business of the Haier Group. He is currently responsible for the research and development function of the washing machine business of the Group. He is a member of the Washing Machine Sub-committee of the International Electrotechnical Commission.

#### 獨立非執行董事(續)

**劉曉峰博士**，46歲，於二零零七年六月二十一日獲委任為本公司獨立非執行董事。彼現任星展亞洲融資有限公司之董事總經理。彼自一九九三年起曾任職於多間國際金融機構，包括洛希爾父子及摩根大通，並擁有多年企業融資經驗。劉博士持有劍橋大學經濟系博士及碩士學位及中國四川財經學院經濟學士學位。劉博士現時並出任於聯交所上市公司中國(香港)石油有限公司及宏華集團有限公司之獨立非執行董事。

#### 高級管理層

**彭家鈞先生**，31歲，於二零零九年二月十日獲委任為本公司財務總監。彭先生持有中國對外經濟貿易大學管理學碩士學位和中國東北大學管理學學士學位。彼現為中國海洋大學會計學博士生。彼於二零零零年加入海爾集團，並自此在海爾集團財務部、海爾澳大利亞貿易公司及本集團洗衣機業務出任多項財務高級職務。

**齊國新先生**，32歲，畢業於河北工業大學，獲頒模具設計及工商管理雙學士學位。彼於二零零一年加入海爾集團，並自此出任洗衣機部門的多項要職。彼現負責管理本集團洗衣機業務之生產事宜。

**呂佩師先生**，45歲，於一九八七年畢業於中國山東農業機械化學院，獲頒學士學位。彼於一九九五年加入海爾集團，並自此出任海爾集團洗衣機業務的多項要職。彼現負責本集團洗衣機業務之研究及開發工作。彼現為國際電工委員會洗衣機分技術委員會工作組專家。

## Directors and Senior Management

### 董事及高級管理層

#### Senior Management (Cont'd)

**Mr. ZHANG Zheng Tao**, aged 34, graduated from Shangdong Light Industry University, the PRC with a Bachelor's degree of Material Engineering. He joined the Haier Group in 1996 and has held a number of senior positions in the water heater division. He is currently a director of Electrothermal Appliance Department.

#### Company Secretary

**Mr. NG Chi Yin**, aged 43, joined the Company on 18 March 2009 as Company Secretary. Mr. Ng graduated from the Faculty of Business Administration of the Chinese University of Hong Kong with a bachelor's degree in business administration. He is also a fellow member of the Association of Chartered Certified Accountants, and a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. He has over 20 years of experience in auditing, finance and company secretarial matters.

#### 高級管理層(續)

**張正濤先生**，34歲，畢業於中國山東輕工業大學，持有材料工程學士學位。彼於一九九六年加入海爾集團，並自此出任熱水器部門的多項要職。彼現為電熱器具部部長。

#### 公司秘書

**伍志賢先生**，43歲，於二零零九年三月十八日加入本公司出任公司秘書。伍先生持有香港中文大學工商管理學院工商管理學士學位，亦為英國特許公認會計師公會資深會員、香港會計師公會會員及英格蘭及威爾斯特許會計師公會會員。彼於審計、財務及公司秘書方面擁有逾二十年之經驗。

## Financial Review

### 財務回顧

#### BUSINESS REVIEW

2008 was a year full of challenges for many players in the white goods industry due to the fluctuation in raw material prices, negative market sentiment, slowdown of consumer spending and reduction in export brought by the global financial tsunami. In the 2nd half of 2008, market demand declined and inevitably posed a negative impact to the Group's financial performance for the whole year. Despite the challenging business environment, by leveraging on its product innovation, well-established "Haier" brand image, successful market expansion strategies to tap into 3rd to 4th tier markets and capturing the surging demand in the rural market, the Group was able to maintain (and in some areas, enhance) its leading market position in the washing machine and water heater manufacturing industry. The Group recorded a turnover of HK\$11,409 million for the Year, representing an increase of 33.5% as compared to HK\$8,549 million in 2007.

To strengthen its long-term competitiveness in the market, the Group increased the investment on research and development of high value-added innovative products which are catering the requirement of the customers. At the same time, the strengthened brand building activities such as the sponsoring of the Beijing Olympic Games, expanding in the 3rd to 4th tier markets, upgrading of the Group's ERP system and recruiting global professional talents were measures taken during the Year to enhance long-term development of the Group. As a result of the abovementioned measures, the net profit attributable to the shareholders for the year 2008 decreased 11.6% to HK\$152 million (2007: HK\$172 million).

During the Year, the Group also implemented various measures to maintain healthy operating cashflow including the adoption of make-to-order policy and reduction in inventory level. As a result, the inventory for the Year dropped 53.4% from HK\$659 million to HK\$307 million in 2008, and the inventory turnover days dropped 65% from 40 days in 2007 to 14 days in 2008.

#### 業務回顧

對眾多白色家電企業而言，二零零八年面臨諸多挑戰，原材料價格波動、市場不景氣、居民消費意願放緩、出口亦因全球金融危機有所減少。市場需求於二零零八年下半年急速下滑，無可避免對本集團全年之財務表現造成了負面影響。儘管外部營商環境充滿挑戰，然而，憑藉產品創新、良好的「海爾」品牌形象和成功進軍三、四線市場，抓住農村市場需求不斷上升之機會，本集團仍維持了（並於若干地區提升）其於中國洗衣機及熱水器行業之市場領導地位。本集團本年度之營業額為11,409,000,000港元，較二零零七年之8,549,000,000港元增長33.5%。

為了增強在市場上長遠之競爭力，本集團年內增加投入研發高附加值之創新產品，以滿足用戶需求。同時，加大品牌宣傳投入（如贊助北京奧運）、擴展三、四線市場網絡、升級ERP系統、引入全球化專業人才。因上述原因，對利潤產生一定影響，二零零八年股東應佔純利下調了11.6%至152,000,000港元（二零零七年：172,000,000港元）。

年內，本集團亦採取了多項措施，以維持穩健之現金流，包括實行按單生產政策及減少存貨水平。因此，本年度存貨由二零零七年之659,000,000港元，下調53.4%至二零零八年之307,000,000港元，而存貨週轉天數則由二零零七年之40天，下調65%至二零零八年之14天。



## Financial Review

### 財務回顧

#### Washing Machine Business

The Group's washing machine business comprises the manufacture and sale of top loading and front loading washing machines, which together accounted for approximately 80% of total revenue for 2008 (2007: 81%). Despite the global economic slowdown, sales from washing machine business increased 31.4% from HK\$6,927 million in 2007 to HK\$9,102 million in 2008 driven primarily by well-received marketing and promotion campaigns, strategy of promoting sales in the 3rd and 4th tier markets and the rural market, and focus on product innovation. In addition, the Group's sophisticated design and technology were reaffirmed during the Year by winning awards such as the red dot product design award in Germany, an internationally recognized quality label for design excellence, for two consecutive years since 2007. The Group maintains its leading position in washing machine market in the PRC with market share of approximately 31.5% according to China Market Monitor.

To ensure steady business growth, the Group increased the expenses in brand promotion and marketing activities, research and development, expansion of distribution network in the rural markets, as well as upgrading IT system. Therefore, the operating profit decreased 39% from HK\$272 million in 2007 to HK\$166 million in 2008 whilst operating margin decreased from 3.9% in 2007 to 1.8% in 2008.

#### Water Heater Business

The water heater business accounted for approximately 20% of Group revenue in 2008 (2007: 19%). Revenue grew by approximately 42.2%, reaching HK\$2,308 million in 2008. According to China Market Monitor, the Group enjoyed the largest market share in the water heater market in the PRC with approximately 21.3% in 2008.

The Group successfully leveraged on the Beijing Olympic sponsorship to promote Haier's product image of innovative, environmental-friendly, high quality and safety standards which increased consumers' confidence. It also increased expenses in research and development expenses as well as information system. Thus, operating profit decreased by 29.2% from HK\$86.4 million in 2007 to HK\$61.2 million in 2008 whilst operating margin dropped from 5.3% in 2007 to 2.7% in 2008. With the Group's extensive experience, expertise and strong emphasis on research and development, we believe we would be able to capitalize on the growth opportunities in water heater market in the long run.

#### 洗衣機業務

本集團之洗衣機業務包括製造及銷售波輪式及滾筒式洗衣機，合共佔二零零八年總收益約80%（二零零七年：81%）。雖然全球經濟放緩，但洗衣機業務之營業額仍由二零零七年之6,927,000,000港元，增加31.4%至二零零八年之9,102,000,000港元，增長主要由於本集團推行之市場推廣及營銷活動反應理想，加上採取策略促進三、四線市場及農村市場之銷售，同時持續進行產品創新。此外，本集團自二零零七年起連續兩年勇奪德國紅點產品設計大獎（國際認可之頂級設計獎項）等殊榮，足證其精密設計與技術得到認同。本集團繼續保持中國洗衣機市場之領導地位，根據中怡康時代市場研究，本集團之市場佔有率約為31.5%。

為確保業務穩步增長，本集團增加了品牌推廣及市場營銷、產品研發、拓展農村市場網絡以及升級信息化系統方面之開支。因此，經營溢利由二零零七年之272,000,000港元，下調39%至二零零八年之166,000,000港元，而經營溢利率則由二零零七年之3.9%下降至二零零八年之1.8%。

#### 熱水器業務

二零零八年，本集團之熱水器業務佔集團收益約20%（二零零七年：19%）。二零零八年之收益增長約42.2%，達2,308,000,000港元。根據中怡康時代市場研究結果，本集團熱水器之市場佔有率為全國之冠，於二零零八年約達21.3%。

本集團成功藉著贊助北京奧運會，提升海爾創新、環保、高品質及符合安全標準之產品形象，增強消費者之信心。本集團亦增加研發支出和信息系統投入。因此，經營溢利由二零零七年之86,400,000港元，減少29.2%至二零零八年之61,200,000港元，而經營溢利率則由二零零七年之5.3%下調至二零零八年之2.7%。憑藉本集團豐富之行業經驗、專業知識以及對研發之著重，本集團相信其長遠能夠抓緊熱水器市場增長之商機。

## Financial Review

### 財務回顧

As a whole, Haier's global brand strategy substantially enhanced the Group's brand image and customers' awareness of the Group's products. The Group has also successfully demonstrated its image of being at the technological forefront of the industry. The Group will continue to enhance its competitiveness by focusing on developing research and development capabilities so as to bring more diversified products with value-added features to the market to improve profit margin. The potential growth in the domestic rural market and that of the international emerging markets are expected to be new drivers of performance.

### Prospects

In this challenging environment, the Group is closely monitoring the adverse impacts brought by the global economic downturn. The Group is also undertaking effective measures to enhance operational efficiency and maintain strong financial position with the aim to cope with unforeseen events in the market. In addition to its successful marketing strategies and diverse product mix, the Group is adopting further actions to expand its share in the domestic markets, increase recognition from worldwide and proactively penetrate into the international emerging markets such as Russia and India. Meanwhile, the Group will increase its effort to the research and development of environmentally-friendly and energy-efficient products such as solar power water heaters which achieved world-class technological level.

整體而言，海爾之全球化品牌戰略使本集團之品牌形象和產品知名度得以大大提高。本集團亦成功樹立其在業內科技領先之形象。本集團將繼續透過專注提升研發能力，為市場提供更多具高附加值功能之多樣化產品以提高其競爭力。國內農村市場和國際新興市場之增長潛力，預期將成為本集團業績提升之新動力。

### 展望

在現時充滿挑戰之環境下，本集團將密切關注和應對環球經濟低迷帶來之不利影響。本集團亦採取有效之措施，以提升其營運效率並保持穩健的財務狀況，應對市場上不可預見之事態。除成功之市場營銷策略和多元化之產品組合外，本集團正採取進一步行動，以擴展國內之市場份額，並增強全球知名度，積極拓展俄羅斯及印度等新興國際市場。與此同時，本集團將加強研發節能環保之產品，包括達世界級技術水平之太陽能熱水器等。



Haier's laundry in  
Beijing Olympic Village  
海爾在北京奧運村之洗衣房



Haier Electrical  
Appliances deliver  
to rural areas  
家電下鄉

## Financial Review

### 財務回顧

It is expected that the business environment in 2009 will continue to be volatile. However, the Group is confident that with its strong research and development capabilities, value-added customers-oriented product development, strong brand recognition and global talents development, the Group will be able to overcome the challenges and emerge from this economic challenging period as an even stronger company.

### Liquidity and Financial Resources

The Group has maintained a healthy financial and liquidity position with a current ratio of 123% as at 31 December 2008 (2007: 114%). As at 31 December 2008, the Group had a cash and cash equivalents balance of HK\$696 million (2007: HK\$595 million); bank and other borrowings of approximately HK\$162 million (2007: HK\$215 million) of which approximately HK\$28 million (2007: HK\$62 million) was due within one year and approximately HK\$134 million (2007: HK\$153 million) was due over one year.

Due to our focus on cashflow management, the Group has been able to maintain a very strong cash position with a net cash balance (cash balance less borrowings) of HK\$534 million as at 31 December 2008. Our sufficient balance of liquidity ensures that we will have a financial flexibility when the market recovers and investment opportunities arise.

There is no material effect of seasonality on the Group's borrowing requirements.

The Group had capital commitments amounting to HK\$34 million as at 31 December 2008 (2007: HK\$18 million), all being contracted capital commitments, which were mainly related to purchase of machinery for the expansion in production capacity of the Group's businesses.

### Gearing Ratio

As at 31 December 2008, the Group maintained a gearing ratio (defined as total borrowings plus Convertible Notes over net assets) of 13% (2007: 41%).

二零零九年之市場環境預計仍然波動。然而，憑藉強勁之研發能力、以客戶為導向之高附加值產品研發、強大之品牌知名度以及全球化之人才管理培養，本集團將有能力克服諸多挑戰，在經歷過現階段經濟挑戰後將更加強大。

### 流動資金及財務資源

本集團之財政及流動資金狀況穩健，於二零零八年十二月三十一日之流動比率為123%（二零零七年：114%）。於二零零八年十二月三十一日，本集團之現金及現金等值項目結餘為696,000,000 港元（二零零七年：595,000,000港元）；銀行及其他借貸約162,000,000港元（二零零七年：215,000,000港元），其中約28,000,000港元（二零零七年：62,000,000港元）於一年內到期，而約134,000,000港元（二零零七年：153,000,000港元）於超過一年後到期。

由於本集團著重現金流量管理，故此本集團得以維持十分穩健之現金狀況，於二零零八年十二月三十一日之現金結餘淨額（現金結餘減借貸）為534,000,000港元。本集團充足之流動資金結餘，確保其於市場復甦及投資機遇出現時，在財務上具備靈活性。

本集團之借貸需要並無重大季節性影響。

於二零零八年十二月三十一日，本集團之資本承擔為34,000,000港元（二零零七年：18,000,000港元），即為已訂約資本承擔，主要由於為提高本集團業務產能而購買機器所致。

### 負債資本比率

於二零零八年十二月三十一日，本集團之負債資本比率（定義為按借貸總額加可換股票據除以資產淨值計算）為13%（二零零七年：41%）。

## Financial Review

### 財務回顧

#### Treasury Policies

The Group employs a conservative approach to cash management and risk controls. Most of the Group's receipts and payments are in Renminbi and Hong Kong dollars. Cash is generally placed in short term deposits denominated either in Renminbi or Hong Kong dollars. As at 31 December 2008, most of the Group's borrowings were denominated in Renminbi and were principally made on a floating rate basis. Foreign currency risk is largely, though not fully, mitigated as liabilities in Renminbi will be substantially matched by the Group's earnings, most of which are from domestic sales in the PRC and are denominated in Renminbi and only approximately 12% of the Group's revenue are from export sales and are denominated in other currencies. The Group does not have any significant interest rate risk, as the Group has an overall net cash balance. The Group does not have any financial instruments for hedging purposes.

#### Employees and Remuneration Policy

The total number of employees of the Group as at 31 December 2008 was approximately 16,600, representing an increase of approximately 7.1% as compared to 31 December 2007 and total staff costs for the year amounted to approximately HK\$842 million, representing an increase of approximately 75% as compared to 2007, which is primarily due to new employee remuneration scheme to retain high quality staff and establishment of the group's global talents tank by recruiting more global professional talents and experts.

#### 庫務政策

本集團採取審慎現金管理及風險監控。本集團大部分收支以人民幣及港元結算。現金一般存作人民幣或港元短期存款。於二零零八年十二月三十一日，本集團大部分借貸以人民幣結算，並主要按浮動利率計息。由於人民幣負債將與本集團收益(大部分來自於中國之國內銷售、以人民幣計值，且本集團僅約12%之收益乃來自出口銷售及以其他貨幣計值)大幅對銷，因此外匯風險雖未全面緩和，但已大為降低。由於本集團擁有整體現金結餘淨額，故此本集團並無任何重大利率風險。本集團並無運用任何金融工具進行對沖。

#### 僱員及薪酬政策

本集團於二零零八年十二月三十一日之僱員總數約16,600人，較二零零七年十二月三十一日增加約7.1%，而年內之總員工成本約為842,000,000港元，較二零零七年增加約75%，增加乃主要由於保留優秀人才之新僱員薪酬計劃，以及本集團透過全球招聘專業人才及專家建立全球人才班子所致。



## Corporate Governance Report 企業管治報告

The board (the “Board”) of directors (the “Directors”) and the management (the “Management”) of Haier Electronics Group Co., Ltd. (the “Company”) recognise that sound corporate practices are crucial to the efficient operation of the Company and its subsidiaries (collectively the “Group”) and the safeguarding of our shareholders’ interests. In this regard, the Board attaches great priority to reinforce the Company’s corporate governance standards with emphasis on transparency, accountability and independence in order to enhance our long-term shareholders’ value.

The Company has, throughout the year ended 31 December 2008, complied with most of the applicable code provisions (the “Code Provision(s)”) and principles under the Code on Corporate Governance Practices (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) except for certain deviations as described below. This report describes the Company’s corporate governance practices, explains its applications of and deviations from the CG Code, together with considered reasons for such deviations.

### Board of Directors

#### Composition

The Board currently comprises six executive Directors and three independent non-executive Directors (the “INED(s)”). The Directors are well-versed in respective areas such as legal, accounting and finance, business management and industry knowledge and the Board as a whole has achieved an appropriate balance of skills and experience. The Directors’ biographical details are set out on pages 14 to 17 of this annual report.

To the best of the Company’s knowledge, there is no financial or family relationship among the Board members. All of them are free to exercise their independent judgment on all matters concerning the Company.

#### Delegation by the Board

The Directors are collectively responsible for setting the Group’s strategies, providing leadership and guidance to put them into effect, reviewing and monitoring the performance of the Group and are accountable to the Company’s shareholders. To maximise the effectiveness of the Group’s operations, the Board has delegated management and administration of the Group’s daily operations to the executive Directors and the Management while reserving several important matters for its approval. To this end, the Board has adopted written guidelines (the “Guidelines”) laying down the division of functions between the Board and the Management (including the executive Directors for the purpose of the Guidelines).

海爾電器集團有限公司(「本公司」)董事(「董事」)會(「董事會」)及管理層(「管理層」)深明優良之企業常規為本公司及其附屬公司(統稱「本集團」)有效經營及股東權益保障之重要關鍵。就此方面，董事會非常著重提升本公司之企業管治水平，尤其注重公司之透明度、問責性與獨立性，務求提高本公司股東之長遠價值。

截至二零零八年十二月三十一日止年度，除下列若干偏離外，本公司一直遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載之企業管治常規守則(「企業管治守則」)之大部分適用守則條文(「守則條文」)及原則。本報告說明本公司之企業管治常規，闡釋其對企業管治守則之應用與偏離，連同有關偏離之經考慮原因。

### 董事會

#### 組成

董事會現時由六名執行董事及三名獨立非執行董事(「獨立非執行董事」)組成。董事在法律、會計與財務、業務管理及行業知識等各範疇擁有深入精闢之認識，而董事會整體更具備各方面之適當技能與經驗。董事之履歷詳情載於本年報第14至第17頁內。

就本公司所深知，董事會成員之間概無財務或親屬關係。全體董事均可就本公司之一切事宜作出獨立判斷。

#### 董事會之授權

董事須共同負責制訂本集團之策略，並為有關策略之實行提供領導與指引，亦肩負檢討及監察本集團表現之責任，同時向本公司股東負責。為提高本集團之營運效率，董事會已授權執行董事及管理層負責本集團日常營運之管理及行政工作，但若干重要事宜則須待其批准。就此而言，董事會已採納一套書面指引(「指引」)，列明董事會與管理層(就指引而言，包括執行董事)間之職能劃分。

## Corporate Governance Report

### 企業管治報告

#### Board of Directors (Cont'd)

##### Delegation by the Board (Cont'd)

Pursuant to the Guidelines, the major functions of the Board and the Management are summarized as follows:

The Board is principally responsible for:

- determining the overall strategy and approving annual operating budget of the Group;
- reviewing all significant policies of the Group;
- monitoring the performance of the Management to ensure that the business operations of the Group are properly planned and undertaken;
- approving interim and annual results of the Group based on recommendations made by the audit committee of the Company;
- approving material contracts and transactions for which the Management is required to obtain the Board's prior approval; and
- subject to the requirements of the Listing Rules, approving transactions in which connected person(s) (as defined in the Listing Rules) of the Group is/are considered having a material conflict of interests.

The Management is principally responsible for:

- exercising all such other powers and perform all such other acts as may be exercised and performed by the Directors, save and except for those that may specifically be reserved by the Board and/or the committees set up by the Board for decision and implementation; or those that may only be exercised by the Board pursuant to The Companies Act of Bermuda, the Bye-laws of the Company (the "Bye-laws"), the Listing Rules and/or the Hong Kong Codes on Takeovers and Mergers and Share Repurchases;
- formulating and implementing policies for business activities, internal controls and administration of the Company;

#### 董事會(續)

##### 董事會之授權(續)

根據指引，董事會與管理層之主要職能概述如下：

董事會主要負責：

- 釐定本集團之整體策略及批准年度經營預算；
- 檢討本集團之所有重大政策；
- 監察管理層之表現，確保本集團之業務營運妥善策劃及執行；
- 根據本公司審核委員會作出之推薦建議，批准本集團之中期及年度業績；
- 批准管理層須取得董事會事先批准之重大合約及交易；及
- 在上市規則規定之規限下，批准本集團關連人士(定義見上市規則)被視為於其中有重大利益衝突之交易。

管理層主要負責：

- 除董事會及／或董事會所成立委員會可能特別保留由其作決定及實行者；或根據百慕達公司法、本公司之公司細則(「公司細則」)、上市規則及／或香港公司收購、合併及股份購回守則僅可由董事會行使者外，行使及進行董事可能行使及進行之一切其他有關權力及行動；
- 制訂及實行有關本公司業務活動、內部監控及行政之政策；

## Corporate Governance Report 企業管治報告

### Board of Directors (Cont'd)

#### Delegation by the Board (Cont'd)

- planning and deciding the Company's strategies on its business activities; and
- keeping proper written records of its decisions taken which may be inspected by any members of the Board or the Board committees upon request.

The Board reviews those arrangements and the Guidelines on a periodic basis to ensure that they remain appropriate to the needs of the Group.

#### Chairman and Chief Executive Officer ("CEO")

Under the Code Provision A.2.1, the roles of chairman and CEO should be separate and should not be performed by the same individual. Currently, the Company does not have any person holding the title of CEO. Ms. Yang Mian Mian is the Chairman of the Board and is also performing the functions of CEO. The Board meets regularly to consider major matters affecting the business and operations of the Group. The Board considers that this structure will not impair the balance of power and authority between the Board and the Management and believes that this structure enables the Group to make and implement decision promptly and efficiently.

Under the Code Provision E.1.2, the chairman of the board should attend the annual general meeting. The Chairman of the Board did not attend the 2008 annual general meeting of the Company as she had overseas business trip at that time.

#### INEDs

The INEDs have the same duties of care and skill and fiduciary duties as the executive Directors. They are expressly identified as such in all corporate communications that disclose the names of the Directors.

The INEDs are experienced professionals with expertise in areas of accounting and finance. With their professional knowledge and experience, the INEDs advise the Company on its operation and management; provide independent opinion on the Company's connected/continuing connected transactions; participate in the Company's audit committee meetings, remuneration committee meetings and nomination committee meetings. The INEDs also contribute to provide adequate checks and balance to protect the interests of the Company and the Company's shareholders as a whole, and to promote the development of the Company.

### 董事會(續)

#### 董事會之授權(續)

- 策劃及決定本公司有關其業務活動之策略；及
- 就其決策保存妥善之書面紀錄，以應董事會或董事會委員會任何成員要求供其查閱。

董事會定期檢討上述安排及指引，以確保此等安排及指引仍然切合本集團之需要。

#### 主席及行政總裁(「行政總裁」)

根據守則條文A.2.1，主席與行政總裁之角色應有區分，並不應由一人同時兼任。本公司現時並無任何人士擁有行政總裁之職銜。楊綿綿女士為董事會主席，同時兼顧行政總裁之職能。董事會定期舉行會議，對影響本集團業務運作之重要事宜加以考慮。董事會認為該架構將不會損害董事會與管理層間之均衡權力與授權，並相信該架構可讓本集團得以有效地即時作出並實行各項決策。

根據守則條文E.1.2，董事會主席應出席股東週年大會。由於董事會主席當時在海外公幹，故並無出席本公司二零零八年度股東週年大會。

#### 獨立非執行董事

獨立非執行董事應具有與執行董事相同之謹慎態度及技能以及受信責任。於所有披露董事姓名之公司通訊內，均會明確識別出獨立非執行董事。

獨立非執行董事均為資深專業人士，具備會計與金融各範疇之專業知識。憑藉其專業知識及經驗，獨立非執行董事就本公司之營運及管理向本公司提供建議；就本公司之關連／持續關連交易提供獨立意見；並參與本公司之審核委員會會議、薪酬委員會會議和提名委員會會議。獨立非執行董事亦致力提供充分監管與制衡，務求保障本公司及本公司股東之整體利益，同時亦可促進本公司之發展。

## Corporate Governance Report

### 企業管治報告

#### Board of Directors (Cont'd)

##### INEDs (Cont'd)

The Company has received an annual confirmation of independence from each of the INEDs pursuant to Rule 3.13 of the Listing Rules and considers that all INEDs to be independent as the date of this report.

Under the Code Provision A.4.1, non-executive directors should be appointed for specific terms, subject to reelection. Currently, all INEDs are not appointed for a specific term but are subject to retirement by rotation at the annual general meetings of the Company in accordance with Bye-laws. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

##### Supply of and access to information

Newly appointed Directors will receive induction packages containing the duties and responsibilities of directors under the Listing Rules and other applicable rules and regulations.

All the Directors are briefed and updated from time to time on the latest legislative and regulatory developments to ensure that they are fully aware of their responsibilities under the Listing Rules, applicable legal and regulatory requirements.

In order to ensure that their duties can be properly discharged, the Directors are entitled to seek advice from independent professional advisers whenever deemed necessary by them at the Company's expense.

##### Board Meetings

During the year ended 31 December 2008, apart from consents obtained by means of written resolutions of all the Board members, the Board had held four scheduled meetings at approximately quarterly intervals to review and approve, among other things, the 2007 annual results and 2008 interim results, discloseable and connected transactions and continuing connected transactions of the Group. The Company's board meetings (the "Board Meeting(s)") are permitted to be held by means of telephone or other means of electronic communication under the Bye-laws.

Reasonable notices are served and comprehensive information is provided to the Board members in advance of all the Board Meetings in order to enable them to make informed decisions on all matters transacted at the Board Meetings.

#### 董事會(續)

##### 獨立非執行董事(續)

於本報告日期，本公司已接獲各獨立非執行董事根據上市規則第3.13條之規定就其獨立性發出之年度確認，並認為全體獨立非執行董事均屬獨立人士。

根據守則條文A.4.1，非執行董事之委任應有指定任期，並須接受重新選舉。現時，全體獨立非執行董事之委任均無指定任期，惟彼等須根據公司細則於本公司股東週年大會上輪流退任。因此，董事會認為，本公司已採取足夠措施確保本公司之企業管治常規與企業管治守則所載者同樣嚴謹。

##### 資料之提供與取閱

新委任之董事將接獲一套就任須知，當中包括董事根據上市規則以及其他適用規則及法規之職責與責任。

全體董事均會不時獲介紹及更新法例及法規之最新發展，以確保彼等全面瞭解其根據上市規則、適用法例及規管規定之責任。

為確保董事能妥善履行其職責，董事有權在彼等認為有需要時尋求獨立專業顧問之意見，費用概由本公司承擔。

##### 董事會會議

於截至二零零八年十二月三十一日止年度內，除透過書面決議案以取得全體董事會成員之同意外，董事會已舉行四次定期會議，即約每季舉行一次，以審閱及批准(其中包括)本集團二零零七年度業績及二零零八年中期業績、須予披露及關連交易以及持續關連交易。本公司之董事會會議(「董事會會議」)獲准以電話或根據公司細則以其他電子通訊方式舉行。

於所有董事會會議前，董事會成員均會事先獲發出合理通知及獲提供全面資料，以讓彼等得以在董事會會議上就所處理之一切事宜作出知情決定。

## Corporate Governance Report 企業管治報告

### Board of Directors (Cont'd)

#### Board Meetings (Cont'd)

The proceedings of the Board Meetings are conducted by the Chairman of the Board or another executive Director who ensures that sufficient time is allowed for discussion among the Directors and equal opportunities are being given to the Directors to express their views and share their concerns.

The Company Secretary attends the Board Meetings to advise Directors on corporate governance practices, and statutory compliance, accounting and financial issues whenever deemed necessary by the Board.

The Company Secretary is responsible for preparing minutes recording all matters transacted and resolved at the Board Meetings. All the Board minutes are kept by the Company Secretary and are open for inspection by the Directors.

The following table shows the attendance of the Directors at the scheduled Board Meetings during the year ended 31 December 2008:

### 董事會(續)

#### 董事會會議(續)

董事會會議程序由董事會主席或另一位執行董事主持，而主席亦會確保董事獲充裕時間進行討論，而各董事亦獲同等機會發表其意見及提出所關注之事宜。

如董事會認為有需要，則公司秘書會出席董事會會議，以就企業管治常規、法規遵守、會計及財務等事項提供意見。

公司秘書負責編製會議紀錄，載列在董事會會議上所處理及議決之一切事宜。公司秘書會保管所有董事會會議紀錄，有關紀錄可供董事查閱。

下表為截至二零零八年十二月三十一日止年度內，董事於定期董事會會議之出席率：

		No. of the scheduled Board Meetings attended/held 出席／舉行之定期董事會會議次數
<b>Executive Directors:</b>	<b>執行董事：</b>	
Ms. Yang Mian Mian (Chairman)	楊綿綿女士 (主席)	2/4
Mr. Wu Ke Song (Deputy Chairman)	武克松先生 (副主席)	0/4
Mr. Liang Hai Shan	梁海山先生	0/4
Mr. Cao Chun Hua	曹春華先生	1/4
Mr. Cui Shao Hua	崔少華先生	4/4
Mr. Sun Jing Yan	孫京岩先生	1/4
<b>INEDs:</b>	<b>獨立非執行董事：</b>	
Mr. Wu Yinong	吳亦農先生	3/4
Mr. Yu Hon To, David	俞漢度先生	3/4
Dr. Liu Xiao Feng	劉曉峰博士	3/4



## Corporate Governance Report 企業管治報告

### Board of Directors (Cont'd)

#### Board Meetings (Cont'd)

It is challenging to arrange the Board Meeting that fits in with the tight and busy schedules of all the Directors. In particular, as certain of the executive Directors devote considerable time and efforts to the management and operation of the Group's business, they were only able to attend some of the Board Meetings in person and their attendance rate at the Board Meetings were relatively low during the fiscal year of 2008. To enable all the Directors to keep abreast of the Group's latest development and to discharge their duties properly, the Company Secretary briefed the Directors on those matters transacted at the Board Meetings that they were unable to attend. In addition, draft and final versions of the Board minutes are sent to all Directors for their comments and records.

#### Model Code for Securities Transactions by Directors

The Company has adopted a Model Code for Securities Transactions by Directors (the "Haier Electronics Model Code") on no less exacting terms than the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules. Upon enquiry by the Company, all Directors have confirmed that they had complied with the required standard as set out in the Haier Electronics Model Code throughout the year ended 31 December 2008.

In addition, the Board has adopted written guidelines (the "Employees' Guidelines for Securities Transactions") for securities transactions by employees (the "Relevant Employees") who are likely to be in possession of unpublished price sensitive information of the Company on no less exacting terms than the Haier Electronics Model Code. Having made specific enquiry of all the Relevant Employees, the Company confirmed that all the Relevant Employees had complied with the required standard as set out in the Employees' Guidelines for Securities Transactions throughout the year ended 31 December 2008.

#### Board Committees

The Board has established an Audit Committee (the "Audit Committee"), a Remuneration Committee (the "Remuneration Committee") and a Nomination Committee (the "Nomination Committee") (collectively the "Committees") to oversee specific aspects of the Company's affairs. The Committees report to the Board regularly, and have been provided with sufficient resources to discharge their respective duties. To reinforce independence, the chairman of the Committees is an INED. Each of the Committees has adopted specific terms of reference covering its duties, powers and functions which will be reviewed by the Board from time to time. The Company Secretary also acts as secretary of the Committees. The Committees adopt as far as practicable, the procedures and arrangement of the Board Meeting in relation to the conduct of meetings, notice of meetings and recording of minutes. Further particulars of each of the Committees are set out below:

### 董事會(續)

#### 董事會會議(續)

為配合各董事緊湊而繁忙之時間表而安排董事會會議實屬非常困難。尤其若干執行董事在本集團業務之管理及經營上付出不少時間及努力，故彼等僅可親身出席某些董事會會議，因而令彼等在二零零八年財政年度內之董事會會議出席率偏低。為令全體董事得悉本集團之最新發展，並妥善履行彼等之職務，公司秘書已向董事扼要報告在彼等無法出席之董事會會議上所處理之有關事宜。此外，董事會會議紀錄之草稿及定稿亦已送交全體董事，以供彼等提出意見及保存紀錄。

#### 董事進行證券交易的標準守則

本公司已採納一套董事進行證券交易之標準守則(「海爾電器標準守則」)，該守則之條款與上市規則附錄10所載上市公司董事進行證券交易的標準守則同樣嚴謹。經本公司作出查詢後，全體董事已確認彼等已於截至二零零八年十二月三十一日止年度內一直遵守海爾電器標準守則所載之規定標準。

此外，董事會已就可能擁有本公司未公佈價格敏感資料之僱員(「相關僱員」)所進行之證券交易採納書面指引(「僱員證券交易指引」)，該指引之條款與海爾電器標準守則同樣嚴謹。經向全體相關僱員作出明確查詢後，本公司確認全體相關僱員已於截至二零零八年十二月三十一日止年度內一直遵守僱員證券交易指引所載之規定標準。

#### 董事會委員會

董事會已成立審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)及提名委員會(「提名委員會」)(統稱「委員會」)，以對本公司事務之特定範疇進行監督。委員會定期向董事會匯報，並已獲提供足夠資源以執行彼等各自之職責。為加強獨立性，各委員會之主席均為獨立非執行董事。各委員會均已採納明確職權範圍，包括其職責、權力及職能，並不時由董事會進行檢討。公司秘書亦擔任委員會之秘書。在實際可行情況下，委員會就舉行會議、會議通告及記述會議紀錄方面採納與董事會會議相同之程序與安排。各委員會之進一步詳情載列如下：

## Corporate Governance Report 企業管治報告

### Board of Directors (Cont'd)

#### Board Committees (Cont'd)

##### (1) Audit Committee

The Audit Committee currently comprises all three INEDs and is chaired by Mr. Yu Hon To, David. Mr. Yu is a professional accountant and was formerly a partner of an international accounting firm. The primary duties of the Audit Committee are to ensure the objectivity and credibility of financial reporting, to make recommendation to the Board on the appointment, reappointment and removal of the Group's external auditors and review of the Company's financial controls, internal control and risk management systems. Each member of the Audit Committee has unrestricted access to the Group's external auditors and the Management.

During the year ended 31 December 2008, the Audit Committee held four meetings with an attendance rate of 100% to review the management and accounting principles and practices adopted by the Group and to discuss internal controls and financial reporting matters including the review of 2007 annual results and 2008 interim results of the Group.

The following table shows the attendance of members of the Audit Committee during the year ended 31 December 2008:

INEDs:	獨立非執行董事：	No. of Audit Committee Meetings attended/held 出席／舉行之 審核委員會會議次數
Mr. Wu Yinong	吳亦農先生	4/4
Mr. Yu Hon To, David	俞漢度先生	4/4
Dr. Liu Xiao Feng	劉曉峰博士	4/4

### 董事會(續)

#### 董事會委員會(續)

##### (1) 審核委員會

審核委員會現時由全體三名獨立非執行董事組成，並由俞漢度先生擔任主席。俞先生為專業會計師，曾為一間國際會計師行之合夥人。審核委員會之主要職責為確保財務申報之客觀及可信程度、就委任、重新委任及罷免本集團外聘核數師向董事會提供推薦建議，以及檢討本公司之財務監控、內部監控及風險管理系統。審核委員會各成員在接觸本集團之外聘核數師及管理層方面並無受到任何限制。

截至二零零八年十二月三十一日止年度內，審核委員會已舉行四次會議，出席率達100%，會上審閱本集團所採納之管理及會計原則及慣例，並討論內部監控及財務申報事宜，包括審閱本集團二零零七年度業績及二零零八年度中期業績。

下表為截至二零零八年十二月三十一日止年度內，成員於審核委員會會議之出席率：

## Corporate Governance Report

### 企業管治報告

#### Board of Directors (Cont'd)

##### Board Committees (Cont'd)

##### (2) Remuneration Committee

The Remuneration Committee currently comprises five members including two executive Directors, namely, Mr. Wu Ke Song and Mr. Cui Shao Hua and all three INEDs. The Remuneration Committee is chaired by Mr. Wu Yinong, an INED. The primary duties of the Remuneration Committee are to make recommendations to the Board on policy and structure of all remuneration of the Directors and Management. Each of the Directors has not involved in the determination of his/her own remuneration. The Remuneration Committee meets at least once a year. During the year, the Remuneration Committee has held one meeting. At the meeting, members of the Remuneration Committee reviewed the remuneration packages and overall benefits of the Directors and Management by taking into account factors such as remuneration packages and benefits offered by comparable companies, the respective contribution of each of the Directors and Management to the Group and the business objectives of the Group.

The following table shows the attendance of members of the Remuneration Committee during the year ended 31 December 2008:

#### 董事會(續)

##### 董事會委員會(續)

##### (2) 薪酬委員會

薪酬委員現時由五名成員組成，包括兩名執行董事武克松先生及崔少華先生以及全體三名獨立非執行董事。薪酬委員會由獨立非執行董事吳亦農先生擔任主席。薪酬委員會之主要職責為就董事及管理層之全部薪酬政策及架構向董事會作出推薦建議。各董事均無參與釐訂其本身之薪酬。薪酬委員會每年最少舉行一次會議。薪酬委員會已於年內舉行了一次會議。薪酬委員會成員在會上檢討董事及管理層之薪酬組合及整體福利，當中已考慮到可資比較公司所提供之薪酬組合及福利、各董事及管理層各自對本集團及其業務目標之貢獻。

下表為截至二零零八年十二月三十一日止年度內，成員於薪酬委員會會議之出席率：

		No. of Remuneration Committee Meetings attended/held 出席／舉行之 薪酬委員會會議次數
<b>Executive Directors:</b>	<b>執行董事：</b>	
Mr. Wu Ke Song	武克松先生	0/1
Mr. Cui Shao Hua	崔少華先生	1/1
<b>INEDs:</b>	<b>獨立非執行董事：</b>	
Mr. Wu Yinong	吳亦農先生	1/1
Mr. Yu Hon To, David	俞漢度先生	1/1
Dr. Liu Xiao Feng	劉曉峰博士	1/1

## Corporate Governance Report 企業管治報告

### Board of Directors (Cont'd)

#### Board Committees (Cont'd)

##### (3) Nomination Committee

The Nomination Committee was formed on 19 September 2008 and currently comprises four members including one executive Director, namely, Mr. Cui Shao Hua and all three INEDs. The Nomination Committee is chaired by Mr. Yu Hon To David, an INED. The Nomination committee meets at least once a year.

The Nomination Committee is responsible for formulating nomination policy and making recommendations to the Board on nomination and appointment of Directors and Board succession. It also develops selection procedures of candidates for nomination, reviews the structure, size and composition of the Board and assesses the independence of the INEDs.

Nomination procedures include identification and acknowledgement of qualified individuals by the Nomination Committee and review and approval of such nomination by the Board. The Nomination Committee will evaluate potential candidates by considering factors such as professional expertise, relevant experience, personal ethics and integrity.

No meeting of the Committee has been held during the period from 19 September 2008 to 31 December 2008. During the year and prior to the establishment of the nomination committee, the Board held one meeting to consider the suitability of the re-election of the Directors who were subject to the retirement by rotation at the 2008 annual general meeting of the Company in accordance with the Bye-laws.

### Communication With Shareholders

It is the Company's practice to include details of the procedures for voting by poll and the rights of shareholders to demand a poll in the circulars to shareholders in accordance with the Bye-laws and the Listing Rules. The poll results of special general meetings are also published on the websites of the Stock Exchange. The Board regards general meetings as one of the principal channels of communications with our shareholders and the Directors provide detailed and complete answers to questions raised by the shareholders in the general meetings.

### 董事會(續)

#### 董事會委員會(續)

##### (3) 提名委員會

提名委員會於二零零八年九月十九日成立，現時由四名成員組成，包括一名執行董事崔少華先生以及全體三名獨立非執行董事。提名委員會由獨立非執行董事俞漢度先生擔任主席。提名委員會每年最少舉行一次會議。

提名委員會之職責包括制定提名政策，及就董事之提名及委任與董事接任之安排向董事會提出建議。委員會亦負責制定提名人選之程序，檢討董事會之架構、人數及組成，及評核獨立非執行董事的獨立性。

提名程序包括由提名委員會識別和確認個別人士的資格，並由董事會檢討及通過此項提名。提名委員會將考慮如專業專門技術、相關經驗、個人道德標準及誠信等因素對候選人進行評估。

提名委員會於二零零八年九月十九日至十二月三十一日期間並未舉行會議。年內及於提名委員會成立之前，董事會舉行了一次會議，以考慮須按公司細則於二零零八年度本公司股東週年大會上輪值退任之董事是否適合膺選連任。

### 與股東之溝通

本公司之慣例為根據公司細則及上市規則之規定，在致股東通函內載列按股數投票表決之程序及股東要求按股數投票表決之權利之詳情。於股東特別大會上按股數投票表決之結果亦會刊登於聯交所網站。董事會視股東大會為與本公司股東溝通之主要渠道之一，而董事於股東大會上均會就股東之提問提供完整之詳盡答案。

## Corporate Governance Report 企業管治報告

### Insurance

The Group has arranged appropriate directors' and officers' liability insurance to indemnify the Directors and senior staff of the Group for their potential liabilities incurred by them in discharging their duties. The Group reviews the insurance coverage for the Directors and the Group's senior staff on an annual basis.

### Accountability and Audit

The Directors acknowledge their responsibility for preparing financial statements of the Group in accordance with relevant statutory requirements and generally accepted accounting principles in Hong Kong and ensuring that the financial statements give a true and fair view of the Group's financial position. In preparing the financial statements of the Group for the year ended 31 December 2008, the Directors have adopted suitable accounting policies and applied them consistently; made judgments and estimates that are prudent and reasonable; and prepared the financial statements on a going concern basis.

The Board aims to present a comprehensive, balanced and understandable assessment of the Group's development and prospects in all corporate communications, including but not limited to annual and interim reports, any price sensitive announcements and financial disclosures required under the Listing Rules, any reports to regulators as well as to information required to be disclosed pursuant to other statutory requirements.

### Internal Control and Risk Management

The Group is committed to implementing effective internal controls and risk management procedures to identify and manage the risks that may be faced by the Group, as well as to safeguard the interests of the Group and our shareholders as a whole.

The Board is responsible for maintaining adequate internal controls and risk management procedures in the Group, and for reviewing its effectiveness through the Audit Committee on an on-going basis. The Board has delegated to the Management the implementation of the Group's internal controls covering financial, operational and compliance aspects, as well as risk management procedures.

### 保險

本公司已安排適當之董事及高級職員責任保險，以彌償本集團董事及高級職員因履行職責而可能產生之責任。本集團每年均會檢討董事及本集團高級職員之受保範圍。

### 問責性與審核

董事確認彼等根據相關法律規定及香港公認會計原則編製本集團財務報表之責任，並確保財務報表可真實公平地反映本集團之財務狀況。董事在編製本集團截至二零零八年十二月三十一日止年度之財務報表時，已採納並貫徹應用合適之會計政策；作出審慎合理之判斷及估計；及按持續經營基準編製財務報表。

董事會務求在所有公司通訊中就本集團發展及前景呈列一份易於理解兼全面周詳之評估，包括但不限於上市規則所規定之年度及中期報告、任何價格敏感公佈及財務披露、任何致規管人之報告，以及根據其他法律規定須予披露之資料。

### 內部監控與風險管理

本集團致力實行有效之內部監控及風險管理程序，以識別並管理本集團可能面臨之風險，並保障本集團及其股東之整體利益。

董事會負責為本集團維持充分之內部監控及風險管理程序，並有責任透過審核委員會持續檢討上述程序之成效。董事會已授權管理層對財務、營運及遵例各方面實行本集團之內部監控及風險管理程序。



## Corporate Governance Report 企業管治報告

### Internal Control and Risk Management (Cont'd)

During the year, the Company has engaged external independent professionals to assist in its review on the operation of individual divisions of the Group and in its assessment of the effectiveness of Group's internal control systems and risk management procedures in its major business and operational processes. The Company has established an internal control review plan to cover its major internal control systems covering areas including operational control, financial control and compliance control. Recommendations for further improvements have been reported to the Audit Committee and the Audit Committee has, in turn, reported the same to the Board together with its assessment and recommendations. Such recommendations have been or are being followed up by management. The Company is committed to maintain an effective internal control system and will make sure that adequate resources and management attention will be devoted to strengthen its internal controls and risk management procedures.

The Group does not currently has an internal audit function. Recognizing the importance of internal controls and risk management procedures, the Group has planned to set up an internal audit department in the forthcoming year with the assistance of external independent professionals in establishing internal audit procedures and in provision of appropriate training to the relevant personnel.

### Remuneration of External Auditors

The Group's independent external auditors are Ernst & Young, Certified Public Accountants. During the year, the annual audit fees and non-audit fees payable/paid by the Group to Ernst & Young were HK\$5,000,000 and HK\$3,598,000, respectively.

### 內部監控與風險管理(續)

年內，本公司已委聘外聘獨立專業人士協助其檢討本集團個別部門之運作，並評估本集團主要業務及運作程序之內部監控制度及風險管理程序之成效。本公司已設立一項內部監控計劃以涵蓋其主要內部監控制度，所涵蓋範圍包括營運監控、財務監控及合規監控。進一步改善之建議已向審核委員會匯報，而審核委員會亦已向董事會匯報有關事宜，並向其提交所作評估及推薦建議。管理層已經或正在跟進有關建議。本公司將致力維持有效之內部監控制度，並確保將投入充分資源及管理注視以鞏固其內部監控及風險管理程序。

本集團現時並無內部審計職能。本集團深明內部監控及風險管理程序之重要性，因而已計劃於來年成立內部審計部門，並在外聘獨立專業人士之協助下設立內部審計程序，及向相關人員提供適當培訓。

### 外聘核數師之酬金

本集團之獨立外聘核數師為執業會計師安永會計師事務所。年內，本集團應付／已付予安永會計師事務所之年度核數費用及非核數費用分別為5,000,000港元及3,598,000港元。

**Innovation •  
Forward Progress**  
創新 • 不斷向前



**Haier**

Taste: Trend to head  
品味-時尚出發





## Report of the Directors

### 董事會報告書

The directors present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2008.

### Principal Activities

The principal activity of the Company is investment holding. The principal activities of the subsidiaries comprise the manufacture and sale of washing machines and water heaters. There were no significant changes in the nature of the Group's principal activities during the year.

### Results and Dividends

The Group's profit for the year ended 31 December 2008 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 50 to 143.

An interim dividend of HK2 cents per ordinary share and a special interim dividend of HK2 cents per ordinary share were paid on 28 November 2008.

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

### Summary Financial Information

A summary of the published results and assets, liabilities and minority interests of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out on page 144. This summary does not form part of the audited financial statements.

### Property, Plant and Equipment

Details of movements in the Group's property, plant and equipment during the year are set out in note 15 to the financial statements.

### Share Capital, Share Options and Convertible Notes

Details of movements in the Company's share capital, share options and convertible notes during the year are set out in notes 29, 30 and 26 to the financial statements, respectively.

董事同寅現謹提呈董事會報告書及本公司及本集團截至二零零八年十二月三十一日止年度之經審核財務報表。

### 主要業務

本公司之主要業務為投資控股。附屬公司之主要業務包括製造及銷售洗衣機及熱水器。本集團主要業務性質於年內並無重大變動。

### 業績及股息

本集團截至二零零八年十二月三十一日止年度之溢利以及本公司及本集團於該日之財務狀況載於第50至143頁之財務報表。

二零零八年十一月二十八日已派發中期股息每股普通股2港仙及特別中期股息每股普通股2港仙。

董事不建議派發本年度之任何末期股息。

### 財務資料摘要

本集團過去五個財政年度之已刊發業績與資產、負債及少數股東權益摘要載於第144頁，乃摘錄自經審核財務報表並經過適當之重列／重新分類。該摘要並非經審核財務報表之一部分。

### 物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於財務報表附註15。

### 股本、購股權及可換股票據

本公司股本、購股權及可換股票據於年內之變動詳情分別載於財務報表附註29、30及26。

## Report of the Directors

### 董事會報告書

#### Pre-emptive Rights

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

#### Purchase, Redemption or Sale of Listed Securities of the Company

During the year, the Company purchased certain of its ordinary shares (the "Shares") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and these Shares were subsequently cancelled by the Company. The summary details of those transactions are as follows:

Month	月份	Number of shares repurchased 購回 股份數目	Price per share 每股價格		Total price paid 已付 總價格 HK\$'000 千港元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
September 2008	二零零八年九月	281,000	0.79	0.78	223
October 2008	二零零八年十月	1,813,000	0.79	0.38	1,079
		2,094,000			1,302

The purchased shares were cancelled during the year and the issued capital of the Company was reduced by the par value thereof. The premium paid on the purchases of the Company's shares of HK\$1,093,000 has been charged to the share premium account of the Company. An amount equivalent to the par value of the shares cancelled has been transferred from the retained profits of the Company to the capital redemption reserve. The purchase of the Company's shares during the year was effected by the directors, pursuant to the mandate from shareholders received at the last annual general meeting.

Except as disclosed above, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

#### 優先認購權

根據本公司之公司細則或百慕達法例，並無任何有關優先認購權之條文規定本公司須向現時之股東按比例發售新股。

#### 購買、贖回或出售本公司上市證券

年內，本公司於香港聯合交易所有限公司（「聯交所」）購回其若干普通股（「股份」），且隨後註銷該等股份。該等交易之詳情概要如下：

本公司所購買股份於年內註銷，而本公司已發行股本按有關股份之面值減少。就購買本公司股份已付之溢價1,093,000港元已於本公司股份溢價賬內扣除。相等於已註銷股份面值之數額已自本公司保留溢利轉撥入資本贖回儲備。年內購買本公司股份乃由董事根據上屆股東週年大會所獲股東授權進行。

除上文所披露者外，本公司或其任何附屬公司於年內並無購買、贖回或出售本公司任何上市證券。



## Report of the Directors

### 董事會報告書

#### Reserves

Details of movements in the reserves of the Company and the Group during the year are set out in note 31(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

#### Distributable Reserves

At 31 December 2008, the Company's reserves available for distribution, calculated in accordance with the provisions of the applicable law of Bermuda, amounted to HK\$860,491,000. In addition, the Company's share premium account, in the amount of HK\$978,146,000, may be distributed in the form of fully paid bonus shares.

#### Major Customers and Suppliers

In the year under review, sales to the Group's five largest customers accounted for 77% of the total sales for the year and sales to the largest customer included therein amounted to 24%. Purchases from the Group's five largest suppliers accounted for 99% of the total purchases for the year and purchases from the largest supplier included therein amounted to 74%.

During the year, Haier Group Corporation ("Haier Corp") and Qingdao Haier Investment and Development Co., Ltd. ("Haier Investment") (collectively the "Haier Group"), the substantial shareholders of the Company, had beneficial interests in two and five of the Group's five largest customers and suppliers, respectively.

Save as disclosed above, none of the directors or any of their associates or any shareholders of the Company (which, to the best knowledge of the directors, owns more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

#### 儲備

年內，本公司與本集團之儲備變動詳情分別載於財務報表附註31(b)及綜合權益變動表。

#### 可供分派儲備

於二零零八年十二月三十一日，按百慕達適用法律之規定計算，本公司之可供分派儲備為860,491,000港元。此外，本公司之股份溢價賬978,146,000港元可以繳足紅股之形式分派。

#### 主要客戶及供應商

於回顧年度內，本集團五大客戶之銷售額佔本年度總銷售額77%，其中向最大客戶之銷售額則佔24%。向本集團五大供應商之購貨額佔本年度總購貨額99%，其中向最大客戶及供應商之購貨額則佔74%。

年內，本公司主要股東海爾集團公司(「海爾集團公司」)及青島海爾投資發展有限公司(「海爾投資」)(統稱「海爾集團」)分別在本集團其中兩名及五名五大客戶及供應商中擁有實益權益。

除上文所披露者外，概無董事、其任何聯繫人或據董事所深知擁有本公司已發行股本5%以上之本公司股東，在本集團五大客戶或供應商中擁有任何實益權益。

## Report of the Directors 董事會報告書

### Directors

The directors of the Company during the year were:

#### Executive directors:

Yang Mian Mian  
Wu Ke Song  
Liang Hai Shan  
Cao Chun Hua  
Cui Shao Hua  
Sun Jing Yan

#### Independent non-executive directors:

Wu Yinong  
Liu Xiao Feng  
Yu Hon To, David

In accordance with the bye-laws of the Company, Yang Mian Mian, Wu Ke Song and Liang Hai Shan will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

The independent non-executive directors of the Company are not appointed for any specific terms and are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company.

The Company has received annual confirmations of independence from Mr. Wu Yinong, Dr. Liu Xiao Feng and Mr. Yu Hon To, David, and, on the basis of such confirmations, still considers them to be independent as at the date of this report.

### Directors' and Senior Management's Biographies

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 14 to 17 of the annual report.

### Directors' Service Contracts

During the year, no director had a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### 董事

年內本公司董事如下：

#### 執行董事：

楊綿綿  
武克松  
梁海山  
曹春華  
崔少華  
孫京岩

#### 獨立非執行董事：

吳亦農  
劉曉峰  
俞漢度

根據本公司之公司細則，楊綿綿、武克松及梁海山將於本公司即將舉行之股東週年大會上退任，惟彼等符合資格並願意膺選連任。

本公司獨立非執行董事並無任何特定任期，惟須根據本公司之公司細則於本公司之股東週年大會輪值退任及膺選連任。

本公司已接獲吳亦農先生、劉曉峰博士及俞漢度先生之年度獨立確認書，仍認為截至本報告日期止，彼等為獨立人士。

### 董事及高級管理層履歷

本公司董事及本集團高級管理層之履歷詳情載於年報第14至17頁。

### 董事服務合約

年內，概無董事與本公司訂有本公司不得於一年內不作補償(法定賠償除外)而終止之服務合約。

## Report of the Directors

### 董事會報告書

#### Directors' Remuneration

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

#### Directors' Interests in Contracts

No director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party during the year.

#### Directors' Interests and Short Positions in Shares and Underlying Shares

At 31 December 2008, no director had registered any interests and short positions in the share(s) ("Share(s)") or the underlying Shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules").

#### Directors' Rights to Acquire Shares in or Debentures of the Company

At no time during the year were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any director of the Company or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors of the Company to acquire such rights in any other body corporate.

#### 董事薪酬

董事袍金須經股東於股東大會上批准。其他酬金乃由本公司董事會經參考董事之職務、職責、表現及本集團之業績而釐定。

#### 董事於合約之權益

年內概無董事於本公司或其任何控股公司或附屬公司或同系附屬公司所訂立任何對本集團業務關係重大之合約中，直接或間接擁有重大權益。

#### 董事於股份及相關股份之權益及淡倉

於二零零八年十二月三十一日，概無董事於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份(「股份」)或相關股份中，登記任何記錄於本公司根據證券及期貨條例第352條規定須存置之登記冊中或根據聯交所證券上市規則(「上市規則」)附錄10所載上市公司董事進行證券交易的標準守則而知會本公司及聯交所之權益及淡倉。

#### 董事購買本公司股份或債權證之權利

於年內任何時間概無任何本公司董事或彼等各自之配偶或未成年子女獲授予或行使可透過購入本公司股份或債權證而獲益之權利，而本公司、其任何控股公司或附屬公司或同系附屬公司概無訂立任何安排，致令本公司董事可購入任何其他法人團體之該等權利。

## Report of the Directors

### 董事會報告書

### Substantial Shareholders' Interests in Shares and Underlying Shares

At 31 December 2008, the following shareholders interested in 5% or more of the issued Shares and/or underlying Shares were recorded in the register of substantial shareholders required to be kept by the Company pursuant to Section 336 of the SFO:

#### Long positions in Shares:

Name of shareholder	股東名稱	Notes 附註	Number of Shares interested issued 擁有權益之 已發行股份數目	Approximate percentage of the Company's share capital 佔本公司股本之 概約百分比
Qingdao Haier Collective Asset Management Association ("Haier Collective Asset Management")	青島海爾集體資產管理協會 (「海爾集體資產管理」)	1, 4	1,459,042,592	74.76
Haier Corp	海爾集團公司	2, 4	1,459,042,592	74.76
Haier Investment	海爾投資	3, 4	1,459,042,592	74.76
Qingdao Haier Co.,Ltd. ("Qingdao Haier")	青島海爾股份有限公司 (「青島海爾」)		392,677,482	20.12
Qingdao Haier Group Holdings (BVI) Limited ("Haier BVI")	青島海爾集團控股(BVI)有限公司 (「海爾BVI」)		547,115,110	28.03
Haier Electrical Appliances Third Holdings (BVI) Limited ("Haier Third BVI")	海爾電器第三控股(BVI)有限公司 (「海爾第三BVI」)		100,000,000	5.12

#### Notes:

1. As at 31 December 2008, by virtue of the SFO, Haier Collective Asset Management was deemed to be interested in an aggregate of 1,459,042,592 Shares, including (i) 336,600,000 Shares held by its non-wholly-owned subsidiary, namely Haier Investment; (ii) 82,650,000 Shares held by Haier Investment's indirect non-wholly-owned subsidiary; and (iii) given Haier Investment was acting in concert with Haier Corp and Qingdao Haier, Haier BVI and Haier Third BVI are non-wholly-owned subsidiaries of Haier Corp, Haier Collective Asset Management was also deemed to be interested in 392,677,482 Shares held by Qingdao Haier, 547,115,110 Shares held by Haier BVI and 100,000,000 Shares held by Haier Third BVI pursuant to the SFO.

### 主要股東於股份及相關股份之權益

於二零零八年十二月三十一日，以下股東擁有記錄於本公司根據證券及期貨條例第336條規定須存置之主要股東名冊之已發行股份及／或相關股份5%或以上權益：

#### 股份之好倉：

Name of shareholder	股東名稱	Notes 附註	Number of Shares interested issued 擁有權益之 已發行股份數目	Approximate percentage of the Company's share capital 佔本公司股本之 概約百分比
Qingdao Haier Collective Asset Management Association ("Haier Collective Asset Management")	青島海爾集體資產管理協會 (「海爾集體資產管理」)	1, 4	1,459,042,592	74.76
Haier Corp	海爾集團公司	2, 4	1,459,042,592	74.76
Haier Investment	海爾投資	3, 4	1,459,042,592	74.76
Qingdao Haier Co.,Ltd. ("Qingdao Haier")	青島海爾股份有限公司 (「青島海爾」)		392,677,482	20.12
Qingdao Haier Group Holdings (BVI) Limited ("Haier BVI")	青島海爾集團控股(BVI)有限公司 (「海爾BVI」)		547,115,110	28.03
Haier Electrical Appliances Third Holdings (BVI) Limited ("Haier Third BVI")	海爾電器第三控股(BVI)有限公司 (「海爾第三BVI」)		100,000,000	5.12

#### 附註：

1. 於二零零八年十二月三十一日，根據證券及期貨條例，海爾集體資產管理被視為於合共1,459,042,592股股份中擁有權益，包括(i)其非全資附屬公司海爾投資所持有之336,600,000股股份；(ii)海爾投資之間接非全資附屬公司持有之82,650,000股股份；及(iii)由於海爾投資與海爾集團公司乃一致行動，而青島海爾、海爾BVI及海爾第三BVI均為海爾集團公司之非全資附屬公司，故此根據證券及期貨條例，海爾集體資產管理亦被視為於青島海爾持有之392,677,482股股份、海爾BVI持有之547,115,110股股份及海爾第三BVI持有之100,000,000股股份中擁有權益。

## Report of the Directors

### 董事會報告書

#### Substantial Shareholders' Interests in Shares and Underlying Shares (Cont'd)

Notes: (Cont'd)

Ms. Yang Mian Mian, Mr. Wu Ke Song and Mr. Liang Hai Shan, the executive directors of the Company, are also members of the board of management of Haier Collective Asset Management.

- As Qingdao Haier, Haier BVI and Haier Third BVI are the non-wholly-owned subsidiaries of Haier Corp, Haier Corp was deemed to be interested in 392,677,482 Shares held by Qingdao Haier, 547,115,110 Shares held by Haier BVI and 100,000,000 Shares held by Haier Third BVI pursuant to the SFO as at 31 December 2008.

Furthermore, as Haier Corp was acting in concert with Haier Investment, Haier Corp was deemed to be interested in 336,600,000 Shares held by Haier Investment and 82,650,000 Shares held by a non-wholly-owned subsidiary of Haier Investment as at 31 December 2008.

Ms. Yang Mian Mian, Mr. Wu Ke Song and Mr. Liang Hai Shan, the executive directors of the Company, are also the members of the management committee of Haier Corp.

- Haier Investment held 336,600,000 Shares and was deemed to be interested in 82,650,000 Shares held by its indirect non-wholly-owned subsidiary as at 31 December 2008. Moreover, Haier Investment was deemed to be interested in 392,677,482 Shares held by Qingdao Haier, 547,115,110 Shares held by Haier BVI and 100,000,000 Shares held by Haier Third BVI pursuant to the SFO by reason of its acting in concert with Haier Corp as at 31 December 2008.

Ms. Yang Mian Mian and Mr. Cui Shao Hua, the executive directors of the Company, are also directors of Haier Investment.

- As at the date of this report, by virtue of the SFO, Haier Collective Asset Management, Haier Corp and Haier Investment was each deemed to be interested in an aggregate of 1,376,392,592 Shares, as 82,650,000 Shares held by the indirect non-wholly-owned subsidiary of Haier Investment were disposed of in 2009.

Save as disclosed above, as at 31 December 2008, no other person had registered an interest or a short position in the Shares or underlying Shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

#### 主要股東於股份及相關股份之權益 (續)

附註：(續)

本公司執行董事楊綿綿女士、武克松先生及梁海山先生亦為海爾集體資產管理理事會之成員。

- 於二零零八年十二月三十一日，由於青島海爾、海爾BVI及海爾第三BVI為海爾集團公司之非全資附屬公司，故此根據證券及期貨條例，海爾集團公司被視為於青島海爾持有之392,677,482股股份、海爾BVI持有之547,115,110股股份及海爾第三BVI持有之100,000,000股股份中擁有權益。

此外，於二零零八年十二月三十一日，由於海爾集團公司與海爾投資乃一致行動，故海爾集團公司被視為於海爾投資所持有之336,600,000股股份及海爾投資之非全資附屬公司持有之82,650,000股股份中擁有權益。

本公司執行董事楊綿綿女士、武克松先生及梁海山先生亦為海爾集團公司管理委員會之成員。

- 於二零零八年十二月三十一日，海爾投資持有336,600,000股股份，並被視為於其間接非全資附屬公司持有之82,650,000股股份中擁有權益。此外，於二零零八年十二月三十一日，由於海爾投資與海爾集團公司乃一致行動，故根據證券及期貨條例，海爾投資亦被視為於青島海爾持有之392,677,482股股份、海爾BVI持有之547,115,110股股份及海爾第三BVI持有之100,000,000股股份中擁有權益。

本公司執行董事楊綿綿女士及崔少華先生亦為海爾投資之董事。

- 於本報告日期，根據證券及期貨條例，由於海爾投資之間接非全資附屬公司持有之82,650,000股股份於二零零九年售出，故海爾集體資產管理、海爾集團公司及海爾投資分別被視為於合共1,376,392,592股股份中擁有權益。

除上文所披露者外，於二零零八年十二月三十一日，概無其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定須予記錄之登記權益或淡倉。



## Report of the Directors

### 董事會報告書

### Connected Transactions and Continuing Connected Transactions

(a) The Company's subsidiaries, Qingdao Haier Washing Machine Co., Ltd., Qingdao Jiaonan Haier Washing Machine Co., Ltd., Hefei Haier Washing Machine Co., Ltd., Foshan Shunde Haier Electric Co., Ltd., Foshan Shunde Haier Intelligent Electronic Co., Ltd., Chongqing Haier Washing Machine Co., Ltd., Haier Indesit (Qingdao) Washing Machine Co., Ltd., Qingdao Haier Drum Washing Machine Co., Ltd., Qingdao Economy and Technology Development Zone Haier Water Heater Co., Ltd., Wuhan Haier Water Heater Co., Ltd., Chongqing Haier Water Heater Co., Ltd. and Qingdao Haier Electronics Sales Co., Ltd. had the following material transactions with Haier Corp, Haier Investment, their subsidiaries and associates (collectively referred to as Haier Affiliates):

### 關連交易及持續關連交易

(a) 本公司附屬公司青島海爾洗衣機有限公司、青島膠南海爾洗衣機有限公司、合肥海爾洗衣機有限公司、佛山市順德海爾電器有限公司、佛山市順德海爾智能電子有限公司、重慶海爾洗衣機有限公司、海爾盈德喜(青島)洗衣機有限公司、青島海爾滾筒洗衣機有限公司、青島經濟技術開發區海爾熱水器有限公司、武漢海爾熱水器有限公司、重慶海爾熱水器有限公司及青島海爾電器銷售有限公司與海爾集團公司、海爾投資、彼等之附屬公司及聯營公司(統稱為海爾聯屬人士)曾進行以下重大交易：

Group		Notes 附註	2008	2007
			二零零八年 HK\$'000 千港元	二零零七年 HK\$'000 千港元
Export sale of washing machines and water heaters	出口銷售洗衣機及熱水器	(i)	1,055,650	846,869
Domestic sale of washing machines and water heaters	國內銷售洗衣機及熱水器	(ii)	2,732,035	480,068
Purchase of raw materials	採購原料	(iii)	7,055,462	6,151,475
Printing and packaging fee expenses	印刷及包裝費支出	(iv)	26,340	24,767
Mould charges	模具費支出	(v)	206,692	100,524
Utility service fee expenses	公用服務費支出	(vi)	60,430	51,714
Logistics charges	物流費支出	(vii)	378,761	281,243
Promotion fee expenses	宣傳費支出	(viii)	124,099	92,432
Other service fee expenses	其他服務費支出	(ix)	161,101	89,691
Interest expenses	利息支出	(x)	14,738	11,043
Interest income	利息收入	(x)	4,848	5,095
Trademark licence fee expenses	商標牌照費支出	(xi)	-	40,195
Consignment sale commission income	商品代售佣金收入	(xii)	-	3,684
Sale of gift products	銷售禮品	(xiii)	6,402	5,644

## Report of the Directors

### 董事會報告書

#### Connected Transactions and Continuing Connected Transactions (Cont'd)

(a) (Cont'd)

Notes:

- (i) The export sale of washing machines and water heaters were made to Haier Electrical Appliances Co., Ltd. ("Haier Electrical"), a subsidiary of Haier Investment, at selling prices representing differences between the selling prices of washing machines mutually agreed and the selling expenses of Haier Electrical not exceeding 1.5% (2007: 2.5%) of the selling prices of washing machines.
- (ii) During the year, the domestic sale of washing machines and water heaters were made at a unit price not less than the average selling prices of the same type of products sold to the independent top five customers of the Group in 2007.  
  
In last year, the domestic sale of washing machines and water heaters were determined at rates mutually agreed between the related parties.
- (iii) The purchase of raw materials were made at prices not higher than the consolidated and integrated tender and bidding price plus a commission fee of not higher than 2.6%.
- (iv) The printing and packaging fee expenses were charged based on terms no less favourable than those offered by independent third parties.
- (v) Moulds were charged with reference to the average market tender and bidding price plus actual administrative costs.
- (vi) Utility service fee expenses were charged based on the state-prescribed prices plus actual administrative costs.
- (vii) Logistics charges were charged based on terms no less favourable than those offered by independent third parties.
- (viii) Promotion fee expenses were charged based on 1.2% of the domestic sales of washing machines and water heaters of the Group.
- (ix) Other service fee expenses were charged with reference to actual cost incurred.

#### 關連交易及持續關連交易(續)

(a) (續)

附註：

- (i) 向海爾投資之附屬公司海爾集團電器產業有限公司(「海爾電器產業」)出口銷售洗衣機及熱水器乃根據相等於雙方協定之洗衣機售價與海爾電器產業之出售開支(不超過洗衣機售價之1.5%(二零零七年：2.5%))之差額而進行。
- (ii) 年內，洗衣機及熱水器之國內銷售乃按不低於向本集團二零零七年五大獨立客戶出售同類產品之平均售價之單價出售。  
  
去年，洗衣機及熱水器之國內銷售乃按關連人士共同協定之收費率釐定。
- (iii) 採購原料乃按不高於統一整合競標後之價格另加不高於2.6%之佣金計價。
- (iv) 印刷及包裝費支出乃按不遜於獨立第三方提供之條款計價。
- (v) 模具費支出乃參考平均市場競標後之價格另加實際行政成本計價。
- (vi) 公用服務費支出乃根據國家指定價格另加實際行政成本計價。
- (vii) 物流費支出乃按不遜於獨立第三方提供之條款計價。
- (viii) 宣傳費支出乃按本集團洗衣機及熱水器之國內銷售之1.2%計價。
- (ix) 其他服務費支出乃參考所產生實際成本計價。

## Report of the Directors 董事會報告書

### Connected Transactions and Continuing Connected Transactions (Cont'd)

#### (a) Notes: (Cont'd)

- (x) The interest expenses and income were determined with reference to the standard rates published by the People's Bank of China.

The maximum loan balance taken out and bank deposits balance placed with Haier Finance related to the above interest expenses and income during 2008 were HK\$228,296,000 and HK\$576,545,000, respectively.

- (xi) The trademark licence fee expenses were charged at a nominal consideration of RMB1 during the year (2007: 0.8% of certain sales made by Qingdao Haier Washing Machine Co., Ltd., Foshan Shunde Haier Electric Co., Ltd., Hefei Haier Washing Machine Co., Ltd., Qingdao Jiaonan Haier Washing Machine Co., Ltd., and Chongqing Haier Washing Machine Co., Ltd.).

- (xii) The consignment sale commission income in 2007 was determined at 2% of the turnover of the sales of the outstanding inventories of washing machines and water heaters owned by subsidiaries of Haier Investment at 31 December 2006.

- (xiii) The sale of gift products were made at selling prices not higher than those sold by Haier Affiliates to independent third parties.

The above transactions were defined as the Continuing Connected Transactions in the circulars to the shareholders of the Company dated 26 November 2007 and 26 May 2008, respectively, and were approved by the shareholders at special general meetings of the Company held on 12 December 2007 and 20 June 2008, respectively.

### 關連交易及持續關連交易(續)

#### (a) 附註:(續)

- (x) 利息支出及收入乃參考中國人民銀行頒布之標準息率釐定。

於二零零八年，海爾財務就上述利息支出及收入提出之貸款結餘及存放之銀行存款結餘最高額分別為228,296,000港元及576,545,000港元。

- (xi) 年內，商標牌照費支出乃按象徵式代價人民幣1元(二零零七年：按青島海爾洗衣機有限公司、佛山市順德海爾電器有限公司、合肥海爾洗衣機有限公司、青島膠南海爾洗衣機有限公司及重慶海爾洗衣機有限公司之若干銷售0.8%之比率)計價。

- (xii) 二零零七年之商品代售佣金收入乃根據海爾投資之附屬公司於二零零六年十二月三十一日所擁有之洗衣機及熱水器尚餘存貨銷售之營業額2%釐定。

- (xiii) 出售禮品乃按不高於海爾聯屬人士向獨立第三方進行出售之售價進行。

上述交易分別於二零零七年十一月二十六日及二零零八年五月二十六日致本公司股東之通函中界定為持續關連交易，並已分別於二零零七年十二月十二日及二零零八年六月二十日舉行之本公司股東特別大會上獲股東批准。

## Report of the Directors

### 董事會報告書

#### Connected Transactions and Continuing Connected Transactions (Cont'd)

(a) Notes: (Cont'd)

The independent non-executive directors of the Company have reviewed the Continuing Connected Transactions set out above and have confirmed that they were entered into:

- (i) in the usual and ordinary course of business of the Group;
- (ii) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- (iii) in accordance with the relevant agreements governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

- (b) As at the balance sheet date, Haier Corp provided corporate guarantees up to RMB143,000,000 (2007: RMB201,000,000) (equivalent to HK\$162,419,000 (2007: HK\$214,973,000)) to Haier Group Finance Co., Ltd. ("Haier Finance"), a subsidiary of Haier Corp and a financial institution approved by the People's Bank of China, for loan facilities granted to certain subsidiaries of the Group.

#### Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

#### 關連交易及持續關連交易(續)

(a) 附註:(續)

本公司獨立非執行董事已審閱及確認上述持續關連交易乃：

- (i) 在本集團之一般及日常業務中進行；
- (ii) 按一般商業條款進行，或如無足夠之可比較交易以判斷是否按一般商業條款進行，則按不遜於本集團給予或獲自獨立第三方(如適用)之條款進行；及
- (iii) 按條款公平合理並符合本公司股東之整體利益之有關協議進行。

- (b) 於結算日，海爾集團公司向其附屬公司海爾集團財務有限責任公司(「海爾財務」，一間中國人民銀行認可之財務機構)提供最多人民幣143,000,000元(二零零七年：人民幣201,000,000元)(相等於162,419,000港元(二零零七年：214,973,000港元))之公司擔保，作為本集團若干附屬公司獲授貸款融資之擔保。

#### 足夠公眾持股量

根據本公司所得之公開資料及就董事所知，於本報告日期，本公司全部已發行股本最少25%由公眾人士持有。

## Report of the Directors 董事會報告書

### Post Balance Sheet Events

Details of the significant post balance sheet events of the Group are set out in note 37 to the financial statements.

### Auditors

Ernst & Young retire and a resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

ON BEHALF OF THE BOARD

**Yang Mian Mian**  
*Chairman*

Hong Kong  
17 April 2009

### 結算日後事項

本集團重大結算日後事項之詳情載於財務報表附註37。

### 核數師

安永會計師事務所將依章告退，在本公司即將舉行之股東週年大會上將提呈決議案續聘其為本公司核數師。

代表董事會

主席  
楊綿綿

香港  
二零零九年四月十七日



## Independent Auditors' Report

### 獨立核數師報告書



**To the shareholders of Haier Electronics Group Co., Ltd.**  
(Incorporated in Bermuda with limited liability)

We have audited the financial statements of Haier Electronics Group Co., Ltd. set out on pages 50 to 143, 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 directors of the Company 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.

致海爾電器集團有限公司列位股東  
(於百慕達註冊成立之有限公司)

吾等已審核刊於第50至第143頁海爾電器集團有限公司之財務報表，其中包括於二零零八年十二月三十一日之綜合及公司資產負債表，截至該日止年度之綜合收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

### 董事就財務報表須承擔之責任

貴公司董事須負責按照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製及真實而公平地列報此等財務報表。此責任包括設計、實施及保持與編製及真實而公平地列報財務報表相關之內部監控，以使財務報表不存有由於欺詐或錯誤而導致之重大錯誤陳述；選擇和採用適當之會計政策；及按情況作出合理之會計估計。

### 核數師之責任

吾等之責任為根據吾等審核工作之結果，對此等財務報表提出意見。吾等之報告按照百慕達一九八一年公司法第90條之規定，僅向全體股東報告，而不可用作其他用途。吾等概不就本報告之內容，對任何其他人士負責或承擔任何責任。

吾等乃按香港會計師公會頒佈之香港核數準則進行審核工作。該等準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定財務報表是否不存有重大錯誤陳述。

## Independent Auditors' Report

### 獨立核數師報告書

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*  
18th Floor  
Two International Finance Centre  
8 Finance Street  
Central

Hong Kong  
17 April 2009

審核涉及執行程序以獲取有關財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師會考慮與該實體編製及真實而公平地列報財務報表相關之內部監控，以設計適當之審核程序，但並非為對實體內部監控之有效性發表意見。審核亦包括評估董事所採用的會計政策之合適性及所作出的會計估計之合理性，以及評估財務報表之整體列報方式。

吾等相信，吾等所獲得之審核憑證乃充足及適當地為吾等之審核意見提供基礎。

### 意見

依照吾等之意見，該財務報表已根據香港財務報告準則真實與公平地顯示 貴公司及 貴集團於二零零八年十二月三十一日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已根據香港公司條例之披露要求而適當編製。

#### 安永會計師事務所

執業會計師  
中環  
金融街8號  
國際金融中心2期  
18樓

香港  
二零零九年四月十七日

## Consolidated Income Statement

## 綜合收益表

Year ended 31 December 2008  
截至二零零八年十二月三十一日止年度

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
REVENUE	收益	5	11,409,480	8,549,239
Cost of sales	銷售成本		(8,120,162)	(6,058,011)
Gross profit	毛利		3,289,318	2,491,228
Other income and gains	其他收入及收益	5	34,487	34,521
Selling and distribution costs	銷售及分銷成本		(2,268,165)	(1,646,661)
Administrative expenses	行政費用		(824,152)	(527,071)
Other expenses	其他費用		(13,442)	(5,993)
Finance costs	融資成本	7	(15,733)	(24,068)
PROFIT BEFORE TAX	除稅前溢利	6	202,313	321,956
Tax	稅項	10	(27,336)	(96,259)
PROFIT FOR THE YEAR	年內溢利		174,977	225,697
Attributable to:	應佔：			
Equity holders of the parent	母公司股權持有人	11	152,183	172,131
Minority interests	少數股東權益		22,794	53,566
			174,977	225,697
DIVIDENDS	股息	12		
Interim	中期		39,054	—
Special interim	特別中期		39,054	—
			78,108	—
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權持有人 應佔每股盈利	13		
Basic	基本			
– For profit for the year	一年內溢利		HK7.81 cents港仙	HK9.29 cents港仙
Diluted	攤薄			
– For profit for the year	一年內溢利		N/A不適用	HK9.22 cents港仙

## Consolidated Balance Sheet

## 綜合資產負債表

31 December 2008

二零零八年十二月三十一日

		Notes	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
		附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	742,804	758,236
Prepaid land premiums	預付土地款	16	80,469	77,745
Intangible assets	無形資產	17	1,836	1,484
Deferred tax assets	遞延稅項資產	28	32,052	49,506
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>857,161</b>	<b>886,971</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	19	307,201	658,534
Trade and bills receivables	應收貿易賬款及票據	20	2,398,419	1,347,026
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	21	101,844	178,255
Cash and cash equivalents	現金及現金等值項目	22	696,151	595,426
<b>Total current assets</b>	<b>流動資產總值</b>		<b>3,503,615</b>	<b>2,779,241</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	23	1,047,320	1,032,041
Tax payable	應付稅項		54,831	104,269
Other payables and accruals	其他應付賬款及應計負債	24	1,543,705	1,013,902
Provisions	撥備	27	182,181	63,898
Interest-bearing borrowings	計息借貸	25	28,168	62,032
Convertible notes	可換股票據	26	–	169,344
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>2,856,205</b>	<b>2,445,486</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>647,410</b>	<b>333,755</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>1,504,571</b>	<b>1,220,726</b>
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing borrowings	計息借貸	25	134,252	152,941
Provisions	撥備	27	90,334	125,661
Deferred tax liabilities	遞延稅項負債	28	10,890	–
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>235,476</b>	<b>278,602</b>
<b>Net assets</b>	<b>資產淨值</b>		<b>1,269,095</b>	<b>942,124</b>

## Consolidated Balance Sheet

## 綜合資產負債表

31 December 2008  
二零零八年十二月三十一日

			2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
	Notes 附註			
<b>EQUITY</b>		<b>權益</b>		
Equity attributable to equity holders of the parent		母公司股權持有人應佔權益		
Issued equity	29	已發行權益	1,439,002	1,248,210
Equity component of convertible notes		可換股票據之權益部分	–	22,094
Reserves	31(a)	儲備	(278,115)	(422,904)
			<b>1,160,887</b>	847,400
Minority interests		少數股東權益	<b>108,208</b>	94,724
<b>Total equity</b>		<b>權益總值</b>	<b>1,269,095</b>	942,124

**Yang Mian Mian**

楊綿綿

Chairman

主席

**Cui Shao Hua**

崔少華

Director

董事



## Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2008  
截至二零零八年十二月三十一日止年度

		Attributable to equity holders of the parent 母公司股權持有人應佔											
		Issued equity	Capital reduction reserve	Capital reserve	Equity component of convertible notes	Merger reserve	Reserve funds	Capital redemption reserve	Retained profits/ losses	Exchange fluctuation reserve	Total	Minority interests	Total equity
	Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(附註)	(附註)		(附註)	(附註)	(附註)	(附註)	(附註)			
At 1 January 2007	於二零零七年一月一日	1,212,960	-	-	22,094	(546,765)	162,305	-	(260,166)	53,691	644,119	154,448	798,567
Exchange realignment	匯兌調整	-	-	-	-	-	-	-	-	64,388	64,388	12,079	76,467
Total income and expense recognised directly in equity	直接於權益確認之收入及費用總額	-	-	-	-	-	-	-	-	64,388	64,388	12,079	76,467
Profit for the year	年內溢利	-	-	-	-	-	-	-	172,131	-	172,131	53,566	225,697
Total income and expense for the year	年內收入及費用總額	-	-	-	-	-	-	-	172,131	64,388	236,519	65,645	302,164
Acquisition of minority interests	收購少數股東權益	-	-	-	-	-	-	-	(68,488)	-	(68,488)	(94,489)	(162,977)
Dividends paid to minority shareholders	已付少數股東股息	-	-	-	-	-	-	-	-	-	-	(30,880)	(30,880)
Capital reduction	股本削減	29	(1,657,866)	1,657,866	-	-	-	-	-	-	-	-	-
Elimination of accumulated losses	抵銷累計虧損	-	-	(1,196,370)	-	-	-	-	1,196,370	-	-	-	-
Exercise of share options	行使購股權	29	35,250	-	-	-	-	-	-	-	35,250	-	35,250
Transfer to reserve funds	轉撥至儲備基金	-	-	-	-	-	58,730	-	(58,730)	-	-	-	-
At 31 December 2007 and 1 January 2008	於二零零七年十二月三十一日及二零零八年一月一日	1,248,210	(1,657,866)	461,496	22,094	(546,765)	221,035	-	981,117	118,079	847,400	94,724	942,124
Exchange realignment	匯兌調整	-	-	-	-	-	-	-	-	70,714	70,714	4,673	75,387
Total income and expense recognised directly in equity	直接於權益確認之收入及費用總額	-	-	-	-	-	-	-	-	70,714	70,714	4,673	75,387
Profit for the year	年內溢利	-	-	-	-	-	-	-	152,183	-	152,183	22,794	174,977
Total income and expense for the year	年內收入及費用總額	-	-	-	-	-	-	-	152,183	70,714	222,897	27,467	250,364
Interim dividend	中期股息	12	-	-	-	-	-	-	(39,054)	-	(39,054)	-	(39,054)
Special interim dividend	特別中期股息	12	-	-	-	-	-	-	(39,054)	-	(39,054)	-	(39,054)
Conversion of convertible notes	兌換可換股票據	26	192,094	-	(22,094)	-	-	-	-	-	170,000	-	170,000
Shares repurchased	購回股份	29	(1,302)	-	-	-	-	209	(209)	-	(1,302)	-	(1,302)
Dividends paid to minority shareholders	已付少數股東股息	-	-	-	-	-	-	-	-	-	-	(13,983)	(13,983)
Transfer to reserve funds	轉撥至儲備基金	-	-	-	-	-	3,223	-	(3,223)	-	-	-	-
At 31 December 2008	於二零零八年十二月三十一日	1,439,002	(1,657,866)	461,496	-	(546,765)	224,258	209	1,051,760	188,793	1,160,887	108,208	1,269,095

Note: These reserve accounts comprise the consolidated reserves of HK\$278,115,000 (2007: HK\$422,904,000) in the consolidated balance sheet.

附註：該等儲備賬目包括綜合資產負債表之綜合儲備278,115,000港元(二零零七年：422,904,000港元)。

## Consolidated Cash Flow Statement

## 綜合現金流量表

Year ended 31 December 2008  
截至二零零八年十二月三十一日止年度

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
	Notes 附註		
CASH FLOWS FROM	經營業務之現金流量		
OPERATING ACTIVITIES			
Profit before tax	除稅前溢利	202,313	321,956
Adjustments for:	作以下調整：		
Finance costs	融資成本	15,733	24,068
Interest income	利息收入	(7,197)	(10,121)
Depreciation	折舊	96,653	80,061
Recognition of prepaid land premiums	確認預付土地款		
		2,064	2,324
Amortisation of intangible assets	無形資產攤銷	645	355
Provision for obsolete and slow-moving inventories	過時及滯銷存貨撥備		
		40,526	5,226
Loss on disposal/write-off of items of property, plant and equipment, net	出售／撤銷物業、廠房及設備項目虧損淨額		
		5,499	5,993
Impairment of other receivables	其他應收賬款減值	7,943	-
		364,179	429,862
Decrease in long term prepayments	長期預付款項減少	-	5,169
Decrease/(increase) in inventories	存貨減少／（增加）	310,807	(455,690)
Decrease/(increase) in trade and bills receivables	應收貿易賬款及票據減少／（增加）	(1,051,393)	272,382
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收賬款減少／（增加）	68,468	(75,951)
Increase/(decrease) in trade payables	應付貿易賬款增加／（減少）	15,279	(177,972)
Increase in other payables and accruals	其他應付賬款及應計負債增加	529,803	145,588
Increase in provisions	撥備增加	82,956	18,394
Effect of foreign exchange rate changes, net	匯率變動影響淨額	10,032	11,288
Cash generated from operations	經營業務所得現金	330,131	173,070
Interest received	已收利息	7,197	10,121
Mainland China corporate income tax paid	已付中國大陸企業所得稅	(48,430)	(40,058)
Net cash inflow from operating activities	經營業務之現金流入淨額	288,898	143,133

## Consolidated Cash Flow Statement

## 綜合現金流量表

Year ended 31 December 2008  
截至二零零八年十二月三十一日止年度

	Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Net cash inflow from operating activities		288,898	143,133
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchases of items of property, plant and equipment and interest capitalised	15	(43,120)	(95,447)
Proceeds from disposal of items of property, plant and equipment		2,542	207
Additions to other intangible assets	17	(903)	—
Acquisition of minority shareholders		—	(162,977)
Decrease/(increase) in time deposits with original maturity over three months when acquired		(84,049)	228,000
Net cash outflow from investing activities		(125,530)	(30,217)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of shares upon exercise of share options	29	—	35,250
Interest paid		(15,077)	(9,641)
Dividends paid to minority interests		(13,983)	(30,880)
Dividends paid		(78,108)	—
New borrowings		—	125,333
Repayment of borrowings		(65,877)	(59,487)
Repurchase and cancellation of ordinary shares	29	(1,302)	—
Net cash inflow/(outflow) from financing activities		(174,347)	60,575
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		(10,979)	173,491
Cash and cash equivalents at beginning of year		595,426	398,802
Effect of foreign exchange rate changes, net		27,655	23,133
CASH AND CASH EQUIVALENTS AT END OF YEAR		612,102	595,426
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and bank balances	22	394,289	470,754
Time deposits with original maturity of less than three months when acquired	22	217,813	124,672
		612,102	595,426

## Balance Sheet

## 資產負債表

31 December 2008  
二零零八年十二月三十一日

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Interests in subsidiaries	附屬公司權益	18	2,143,232	2,143,636
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	21	1,166	999
Cash and cash equivalents	現金及現金等值項目	22	159,088	143,403
Total current assets	流動資產總值		160,254	144,402
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Other payables and accruals	其他應付賬款及應計負債	24	184,385	202,359
Convertible notes	可換股票據	26	–	169,344
Total current liabilities	流動負債總額		184,385	371,703
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨額</b>		<b>(24,131)</b>	<b>(227,301)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>2,119,101</b>	<b>1,916,335</b>
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Due to subsidiaries	應付附屬公司款項	18	85,088	81,060
Net assets	資產淨值		2,034,013	1,835,275
<b>EQUITY</b>	<b>權益</b>			
Issued capital	已發行股本	29	195,167	185,932
Equity component of convertible notes	可換股票據之權益部分		–	22,093
Reserves	儲備	31(b)	1,838,846	1,627,250
Total equity	權益總值		2,034,013	1,835,275

Yang Mian Mian

楊綿綿

Chairman

主席

Cui Shao Hua

崔少華

Director

董事

## Notes to Financial Statements

### 財務報表附註

31 December 2008  
二零零八年十二月三十一日

#### 1. Corporate Information

Haier Electronics Group Co., Ltd. is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

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

- manufacture and sale of washing machines
- manufacture and sale of water heaters

In the opinion of the directors, Haier Group Corporation (“Haier Corp”) and Qingdao Haier Investment and Development Co., Ltd. (“Haier Investment”) (collectively referred to as “Haier Group”) are controlling shareholders of the Company. Haier Corp and Haier Investment are registered in the People’s Republic of China (the “PRC”).

#### 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 Hong Kong Institute of Certified Public Accountants, 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. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

##### 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.

#### 1. 公司資料

海爾電器集團有限公司為於百慕達註冊成立之有限公司。本公司註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本年度內，本集團從事下列主要業務：

- 製造及銷售洗衣機
- 製造及銷售熱水器

董事認為，海爾集團公司（「海爾集團公司」）及青島海爾投資發展有限公司（「海爾投資」）（統稱「海爾集團」）為本公司之控股股東。海爾集團公司及海爾投資於中華人民共和國（「中國」）註冊。

#### 2.1 編製基準

此等財務報表乃按香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）（當中亦包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例之披露規定而編製。此等財務報表乃按歷史成本價例編製。除另有指明外，此等財務報表以港元呈列，而所有價值均約整至最接近之千元。

##### 綜合賬目基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）截至二零零八年十二月三十一日止年度之財務報表。附屬公司之業績自收購日期（即本集團取得控制權當日）起綜合入賬，並一直綜合直至控制權終止當日為止。本集團內公司間交易產生之一切收入、費用及未變現收益及虧損以及公司間結餘已於綜合賬目時全數對銷。



## Notes to Financial Statements

### 財務報表附註

31 December 2008  
二零零八年十二月三十一日

#### 2.1 Basis of Preparation (Cont'd)

##### Basis of consolidation (Cont'd)

Minority interests represent the interests of outside shareholders not held by the Group in the results and net assets of the Company's subsidiaries. An acquisition of minority interests is accounted for using the entity concept method whereby the difference between the consideration and the book value of the share of the net assets acquired is recognised as an equity transaction.

#### 2.2 Impact of New and Revised Hong Kong Financial Reporting Standards

The Group has adopted the following new interpretations and amendments to HKFRSs for the first time for the current year's financial statements.

HKAS 39 and HKFRS 7 Amendments	Amendments to HKAS 39 <i>Financial Instruments: Recognition and Measurement</i> and HKFRS7 <i>Financial Instruments: Disclosures – Reclassification of Financial Assets</i>
HK(IFRIC)-Int 11	HKFRS 2 – <i>Group and Treasury Share Transactions</i>
HK(IFRIC)-Int 12	<i>Service Concession Arrangements</i>
HK(IFRIC)-Int 14	HKAS 19 – <i>The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction</i>

#### 2.1 編製基準(續)

##### 綜合賬目基準(續)

少數股東權益指並非由本集團持有之外間股東應佔本公司附屬公司之業績及資產淨值之權益。收購少數股東權益以實體概念法列賬，據此，代價與分佔收購資產淨值之賬面值之差異確認為股權交易。

#### 2.2 新訂及經修訂香港財務報告準則之影響

本集團於本年度之財務報表首次採納以下新詮釋及經修訂香港財務報告準則。

香港會計準則第39號及 香港財務報告 準則第7號(修訂本)	香港會計準則第39號 金融工具：確認及計量 及香港財務報告準則 第7號金融工具：披露 —財務資產重新分類 之修訂本
香港(國際財務匯報準則) — 詮釋第11號	香港財務報告準則第2號 — 集團及庫存股份交易
香港(國際財務匯報準則) — 詮釋第12號	特許服務權安排
香港(國際財務匯報準則) — 詮釋第14號	香港會計準則第19號 — 界定福利資產之限制、 最低資金要求和兩者 之互相關係

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#### 2.2 Impact of New and Revised Hong Kong Financial Reporting Standards (Cont'd)

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 assets 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 reclassified 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.

#### 2.2 新訂及經修訂香港財務報告準則之影響(續)

採納新訂及經修訂香港財務報告準則之主要影響如下：

**(a) 香港會計準則第39號金融工具：確認及計量及香港財務報告準則第7號金融工具：披露－財務資產重新分類之修訂本**

香港會計準則第39號(修訂本)允許實體在符合特定標準之情況下，將非衍生財務資產重新分類為持作買賣之財務資產，惟經實體於初始確認時被指定為透過損益賬按公平值列賬之財務資產除外，倘財務資產不再因近期出售或購回目的而持有，則不再屬於透過損益賬按公平值列賬之類別。

一項符合貸款及應收賬款定義之債務工具(如於初始確認時未被要求重新歸類為持作買賣)可從透過損益賬按公平值列賬之類別或(如未被指定為可供出售)可供出售類別分類為「貸款及應收賬款」類別，前提是該實體有意圖及能力在可預見之未來持有該資產或將該資產持有至到期。

在極少數情況下，不符合條件分類為貸款及應收賬款之財務資產，可由持作買賣資產轉為可供出售或持至到期資產(適用於債務工具)類別，前提是該項財務資產不再是以近期出售或購回為目的而持有。

財務資產須按其重新分類日期之公平值進行重新分類，且財務資產於重新分類日期之公平值成為其新成本或攤銷成本(如適用)。香港財務報告準則第7號(修訂本)要求對按上述情形重新分類之任何財務資產作出詳盡披露。該項修訂自二零零八年七月一日起生效。

由於本集團未對任何財務資產進行重新分類，該等修訂對本集團之財務狀況或經營業績並無影響。

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#### 2.2 Impact of New and Revised Hong Kong Financial Reporting Standards (Cont'd)

##### (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 12 *Service Concession Arrangements*

HK(IFRIC)-Int 12 applies to service concession operators and explains how to account for the obligations undertaken and the rights received in service concession arrangements. No member of the Group is an operator and, therefore, this interpretation has had no impact on the financial position or results of operations of the Group.

##### (d) 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, this interpretation has had no effect on these financial statements.

#### 2.2 新訂及經修訂香港財務報告準則之影響(續)

##### (b) 香港(國際財務匯報準則) – 詮釋第11號香港財務報告準則第2號 – 集團及庫存股份交易

香港(國際財務匯報準則) – 詮釋第11號要求僱員被授予與本集團權益工具相關權利之協議作為權益支付計劃進行核算，即使在本集團從另一方購買權益工具，或股東提供所需之權益工具之情況下，亦是如此。香港(國際財務匯報準則) – 詮釋第11號亦要求以股份為基礎之付款交易須包括本集團之兩間或以上實體。由於本集團現時並無該等交易，該項詮釋對本集團之財務狀況或經營業績並無影響。

##### (c) 香港(國際財務匯報準則) – 詮釋第12號特許服務權安排

香港(國際財務匯報準則) – 詮釋第12號適用於特許服務權經營者，闡明如何對特許服務權安排所承擔之責任及獲得之權利進行列賬。由於本集團之成員公司均非經營者，故該項詮釋對本集團之財務狀況或經營業績並無影響。

##### (d) 香港(國際財務匯報準則) – 詮釋第14號香港會計準則第19號 – 界定福利資產之限制、最低資金要求和兩者之互相關係

香港(國際財務匯報準則) – 詮釋第14號規定企業應如何確定香港會計準則第19號員工福利就有關界定福利計劃所訂立之公積金金額或降低未來供款金額(包括存在最低資金要求之情況)確認為資產之限制。由於本集團並無界定福利計劃，故該項詮釋對該等財務報表並無影響。

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### 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 (Revised)	<i>First-time Adoption of Hong Kong Financial Reporting Standards<sup>2</sup></i>
HKFRS 1 and HKAS 27 Amendments	<i>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></i>
HKFRS 2 Amendments	<i>Amendments to HKFRS 2 Share-based Payment – Vesting Conditions and Cancellations<sup>1</sup></i>
HKFRS 3 (Revised)	<i>Business Combinations<sup>2</sup></i>
HKFRS 7 Amendments	<i>Amendments to HKFRS 7 Financial Instruments Disclosure: Improving Disclosures about Financial Instruments<sup>1</sup></i>
HKFRS 8	<i>Operating Segments<sup>1</sup></i>
HKAS 1 (Revised)	<i>Presentation of Financial Statements<sup>1</sup></i>
HKAS 23 (Revised)	<i>Borrowing Costs<sup>1</sup></i>
HKAS 27 (Revised)	<i>Consolidated and Separate Financial Statements<sup>2</sup></i>
HKAS 32 and HKAS 1 and Amendments	<i>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></i>

### 2.3 已頒佈但未生效之香港財務報告準則之影響

本集團尚未於該等財務報表中應用以下已頒佈但未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第1號(經修訂)	首次採納香港財務報告準則
香港財務報告準則第1號及香港會計準則第27號(修訂本)	香港財務報告準則第1號首次採納香港財務報告準則及香港會計準則第27號綜合及獨立財務報表—於一間附屬公司、共同控制實體或聯營公司之投資成本之修訂本 <sup>1</sup>
香港財務報告準則第2號(修訂本)	香港財務報告準則第2號以股份為基礎之付款—歸屬條件及註銷之修訂本 <sup>1</sup>
香港財務報告準則第3號(經修訂)	業務合併 <sup>2</sup>
香港財務報告準則第7號(修訂本)	香港財務報告準則第7號金融工具披露：改進金融工具披露之修訂本 <sup>1</sup>
香港財務報告準則第8號	經營分類 <sup>1</sup>
香港會計準則第1號(經修訂)	財務報表之呈報 <sup>1</sup>
香港會計準則第23號(經修訂)	借貸成本 <sup>1</sup>
香港會計準則第27號(經修訂)	綜合及獨立財務報表 <sup>2</sup>
香港會計準則第32號及第1號(修訂本)	香港會計準則第32號金融工具：呈列及香港會計準則第1號財務報表之呈報—可贖回金融工具及清盤時產生之責任之修訂本 <sup>1</sup>

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## 財務報表附註

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Hong Kong Financial Reporting Standards  
(Cont'd)

HKAS 39 Amendment	Amendment to HKAS 39 <i>Financial Instruments: Recognition and Measurement – Eligible Hedged Items</i> <sup>2</sup>
HK(IFRIC)-Int 13	<i>Customer Loyalty Programmes</i> <sup>3</sup>
HK(IFRIC)-Int 15	<i>Agreements for the Construction of Real Estate</i> <sup>1</sup>
HK(IFRIC)-Int 16	<i>Hedges of a Net Investment in a Foreign Operation</i> <sup>4</sup>
HK(IFRIC)-Int 17	<i>Distribution of Non-cash Assets to Owners</i> <sup>2</sup>
HK(IFRIC)-Int 18	<i>Transfer of Assets from Customers</i> <sup>5</sup>
HK(IFRIC)-Int 9 and HKAS 39 Amendments	<i>Amendments to HK(IFRIC)-Int 9 Reassessment of Embedded Derivatives and HKAS 39 Financial Instruments: Recognition and Measurement – Embedded Derivatives</i> <sup>6</sup>

2.3 已頒佈但未生效之香港財務報告  
準則之影響(續)

香港會計準則 第39號(修訂本)	香港會計準則第39號 金融工具：確認及計量 —合資格對沖項目 之修訂本 <sup>2</sup>
香港(國際財務匯報準則) — 詮釋第13號	客戶忠誠計劃 <sup>3</sup>
香港(國際財務匯報準則) — 詮釋第15號	房地產建造協議 <sup>1</sup>
香港(國際財務匯報準則) — 詮釋第16號	境外業務投資淨額對沖 <sup>4</sup>
香港(國際財務匯報準則) — 詮釋第17號	向擁有人分配非現金資產 <sup>2</sup>
香港(國際財務匯報準則) — 詮釋第18號	自客戶轉移資產 <sup>5</sup>
香港(國際財務匯報準則) — 詮釋第9號及國際 會計準則第39號 (修訂本)	香港(國際財務匯報準則) — 詮釋第9號重估隱含 衍生工具及香港會計 準則第39號金融工具： 確認及計量—隱含衍生 工具之修訂本 <sup>6</sup>



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#### 2.3 Impact of Issued But Not Yet Effective Hong Kong Financial Reporting Standards (Cont'd)

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

- 1 Effective for annual periods beginning on or after 1 January 2009
  - 2 Effective for annual periods beginning on or after 1 July 2009
  - 3 Effective for annual periods beginning on or after 1 July 2008
  - 4 Effective for annual periods beginning on or after 1 October 2008
  - 5 Effective prospectively to transfers of assets from customers received on or after 1 July 2009
  - 6 Effective for annual periods ending on or after 30 June 2008
- \* 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 changes in accounting policies, these new and revised HKFRSs are unlikely to have a significant impact of the Group's results of operations and financial position.

#### 2.3 已頒佈但未生效之香港財務報告準則之影響(續)

除上述者外，香港會計師公會亦頒佈香港財務報告準則之改進\*，當中載列對多項香港財務報告準則作出之修訂，主要目的為刪除不一致條文及理清措辭。除對香港財務報告準則第5號之修訂於二零零九年七月一日或以後開始之年度期間生效外，修訂均於二零零九年一月一日或以後開始之年度期間生效，惟各項準則均就有關修訂各自設有過渡條文。

- 1 於二零零九年一月一日或以後開始之年度期間生效
  - 2 於二零零九年七月一日或以後開始之年度期間生效
  - 3 於二零零八年七月一日或以後開始之年度期間生效
  - 4 於二零零八年十月一日或以後開始之年度期間生效
  - 5 預期對於二零零九年七月一日或以後收取之客戶轉移資產有效
  - 6 於二零零八年六月三十日或以後截止之年度期間生效
- \* 香港財務報告準則之改進包括對香港財務報告準則第5號、香港財務報告準則第7號、香港會計準則第1號、香港會計準則第8號、香港會計準則第10號、香港會計準則第16號、香港會計準則第18號、香港會計準則第19號、香港會計準則第20號、香港會計準則第23號、香港會計準則第27號、香港會計準則第28號、香港會計準則第29號、香港會計準則第31號、香港會計準則第34號、香港會計準則第36號、香港會計準則第38號、香港會計準則第39號、香港會計準則第40號及香港會計準則第41號作出之修訂。

本集團正就該等新訂及經修訂香港財務報告準則於初始採納時之影響作出評估。目前，本集團之結論為採納香港財務報告準則第8號及香港會計準則第1號(經修訂)可能會導致會計政策變動，惟該等新訂及經修訂香港財務報告準則不大可能令本集團之經營業績及財務狀況造成重大影響。

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## 2.4 Summary of Significant Accounting Policies 2.4 主要會計政策概要

### 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 are stated at cost less any impairment losses.

### 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 inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is 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.

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.

### 附屬公司

附屬公司指本公司直接或間接控制其財政及經營政策以自該實體之業務獲益之實體。

附屬公司之業績按已收及應收之股息，計入本公司之收益表。本公司於附屬公司之權益乃按成本減任何減值虧損列賬。

### 商譽以外之非財務資產減值

倘出現任何減值跡象或按規定每年檢討資產(不包括存貨、遞延稅項資產及財務資產)顯示減值，則會估計資產之可收回數額。資產之可收回數額乃按資產或現金產生單位之使用價值及公平值減銷售成本兩者中之較高者計算，而個別資產須分開計算，惟若資產並不產生明顯獨立於其他資產或資產組別之現金流入，則可收回數額按資產所屬現金產生單位之可收回數額計算。

當資產之賬面值超出其可收回數額時，方會確認減值虧損。評估使用價值時，估計未來現金流量按可反映貨幣時間價值及資產特定風險之現時市場評估之稅前貼現率貼現為現值。減值虧損乃於產生期間在收益表中扣除。

於各申報日期，將評估有否跡象顯示過往已確認之減值虧損不再存在或可能減少。若出現上述跡象，則估計可收回數額。當用以釐定資產可收回數額之估計方法有變時，方會撥回先前已確認之資產減值虧損(商譽除外)，惟撥回之數額不得超逾假設過往年度並無就該項資產確認減值虧損之原賬面值(已扣除任何折舊／攤銷)。撥回之減值虧損乃於產生期間計入收益表。

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### 財務報表附註

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二零零八年十二月三十一日

## 2.4 Summary of Significant Accounting Policies (Cont'd) 2.4 主要會計政策概要(續)

### Related parties

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

- (a) 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;
- (b) the party is an associate;
- (c) the party is a jointly-controlled entity;
- (d) the party is a member of the key management personnel of the Group or its parent;
- (e) the party is a close member of the family of any individual referred to in (a) or (d);
- (f) 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 (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

### 關連人士

下列人士將視為與本集團有關連：

- (a) 直接或間接透過一個或多個中介機構(i)控制本集團、受本集團控制或與本集團共同受他人控制；(ii)擁有本集團權益而對本集團有重大影響力；或(iii)受本集團共同控制之人士；
- (b) 聯營公司；
- (c) 共同控制實體；
- (d) 本集團或其母公司之主要管理人員；
- (e) (a)或(d)所述任何個別人士之直屬親屬；
- (f) (d)或(e)所述任何個別人士直接或間接控制、共同控制或可發揮重大影響力或持有大部分投票權之實體；或
- (g) 以本集團或屬本集團關連人士之任何實體之僱員為受益人之離職後福利計劃。

## Notes to Financial Statements

### 財務報表附註

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and 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:

Buildings	2% to 10%
Plant and machinery	5% to 19%
Tools, furniture and fixtures	10% to 33%
Motor vehicles	9% to 20%

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.

#### 2.4 主要會計政策概要(續)

##### 物業、廠房及設備及折舊

物業、廠房及設備(在建工程除外)乃以成本減累計折舊及任何減值虧損列賬。若物業、廠房及設備項目分類為可供出售或屬於列為持作出售之出售組合一部分，則不予折舊，根據香港財務報告準則第5號入賬。物業、廠房及設備項目之成本包括其購買價及任何將資產達致其運作狀況及運往現址作擬定用途之直接應佔成本。在物業、廠房及設備項目投入運作後產生之支出，如維修保養等，一般於產生期間之收益表中扣除。倘當時之情況清楚顯示該項支出導致預期日後因使用該物業、廠房及設備項目而獲得之經濟利益增加，並能可靠地衡量該項目成本，則將該項支出撥作該項資產之額外成本或重置成本。

每項物業、廠房及設備項目乃按直線法就其估計可使用年期撇銷成本以計算折舊，就此採用之主要年率如下：

樓宇	2%至10%
廠房及設備	5%至19%
工具、傢具及裝置	10%至33%
汽車	9%至20%

若物業、廠房及設備項目任何部分之可使用年期不同，則該項目成本將合理分配至各部分，而各部分將分開計算折舊。

餘值、可使用年期及折舊方法將至少於每個結算日檢討及作出適當調整。

## Notes to Financial Statements

### 財務報表附註

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### Property, plant and equipment and depreciation (Cont'd)

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.

Construction in progress represents a building under construction and equipment pending installation. It is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of the property, plant and equipment when completed and ready for use.

##### Intangible assets (other than goodwill)

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each balance sheet date.

##### Patents, licences and software

Purchased patents, licences and software are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of no more than 10 years.

#### 2.4 主要會計政策概要(續)

##### 物業、廠房及設備及折舊(續)

物業、廠房及設備項目於出售時或預期日後使用或出售該項目不會產生經濟利益時將終止確認。於資產終止確認之年度在收益表確認之出售或廢棄資產之任何損益，乃按出售所得款項淨額與有關資產賬面值之差額計算。

在建工程指建築中樓宇及有待安裝之設備，乃按成本減任何減值虧損列賬而不作折舊。成本包括建築工程於建築期間之直接成本。在建工程於落成及可供使用時重新分類至物業、廠房及設備之適當類別。

##### 無形資產(不包括商譽)

無形資產之可使用年期分為有期限或無期限。有期限之無形資產將於可使用經濟期限攤銷，並於有跡象顯示無形資產可能減值時評估是否減值。有可用期限之無形資產攤銷期及攤銷方法須最少於各結算日進行檢討。

##### 專利、特許權及軟件

所購入之專利、特許權及軟件乃按成本減任何減值虧損列賬，按其不超過10年之估計可使用年期以直線法攤銷。



## Notes to Financial Statements

### 財務報表附註

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### Intangible assets (other than goodwill) (Cont'd)

###### Research and development costs

All research costs are charged to the income statement as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products.

##### 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.

Prepaid land premiums under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

#### 2.4 主要會計政策概要(續)

##### 無形資產(不包括商譽)(續)

###### 研究及開發費用

所有研究費用於產生時在收益表扣除。

開發新產品項目所產生之支出，只有在本集團證明在技術上可以完成無形資產並該無形資產可供使用或出售、有意完成項目及有能力使用或出售資產、資產如何產生未來經濟利益、可動用資源以完成項目及能可靠衡量發展期間之開支時，方會撥充資本及遞延處理。若產品開發支出未符合上述條件，則於產生時列作支出。

遞延開發成本按成本減任何減值虧損列賬，並按相關產品之商業年期以直線法攤銷。

##### 經營租約

凡資產擁有權之絕大部分回報及風險仍由出租人享有及承擔之租約，均列為經營租約。倘本集團為出租人，本集團根據經營租約出租之資產乃計入非流動資產內，而經營租約項下之應收租金則按直線法在租期內入賬收益表。倘本集團為承租人，則根據該等經營租約應付之租金乃以直線法按租期在收益表扣除。

經營租約之預付土地款首先按成本列賬，其後以直線法按租期確認。

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### 財務報表附註

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### 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 derivative 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.

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.

##### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Gains or losses on investments held for trading are recognised in the income statement. The net fair value gain or loss recognised in the income statement does not include any dividends on these financial assets, which are recognised in accordance with the policy set out for "Revenue recognition" below.

#### 2.4 主要會計政策概要(續)

##### 投資及其他財務資產

香港會計準則第39號所包含之財務資產視乎情況而分類為透過損益賬按公平值列賬之財務資產、貸款及應收賬項，以及可供出售財務資產。於首次確認時，財務資產以公平值計量，而若投資並非透過損益賬按公平值列賬，則以公平值加直接交易成本確認。

當本集團首次成為合約方，本集團會評估合約是否內含衍生工具，並評估當分析顯示內含衍生工具之經濟特徵及風險與主合約者並無密切關係時，內含衍生工具是否需要與主合約分開。重新評估只會在合約條款改動以致合約原要求之現金流量有重大修改之情況下進行。

本集團於首次確認後釐定財務資產之分類，並於許可並合適時在結算日重新評估分類。

所有按正規買賣之財務資產於交易當日(即本集團承諾購買或出售資產之日期)確認。財務資產之正規買賣指須於市場一般既定規例或慣例所規定之期限內交付資產之財務資產買賣。

##### 透過損益賬按公平值列賬之財務資產

透過損益賬按公平值列賬之財務資產包括持作買賣之財務資產。倘財務資產乃購入作短期內銷售用途，則分類為持作買賣。持作買賣投資之損益在收益表確認。於收益表確認之公平值損益淨額不包括該等財務資產之任何股息，有關股息乃根據下文「收入確認」所載之政策確認。

## Notes to Financial Statements

### 財務報表附註

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### Investments and other financial assets (Cont'd)

###### 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 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 two 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. Interest and dividends earned are reported as interest income and dividend income, respectively and are recognised in the income statement as "Other income" in accordance with the policies set out for "Revenue recognition" below. Losses arising from the impairment of such investments are recognised in the income statement as "Impairment loss on available-for-sale financial assets" and are transferred from the available-for-sale investment revaluation reserve.

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.

#### 2.4 主要會計政策概要(續)

##### 投資及其他財務資產(續)

###### 貸款及應收賬項

貸款及應收賬項為有指定或可釐定付款金額而在活躍市場並無報價之非衍生財務資產。該等資產其後以實際利息法按攤銷成本減任何減值撥備列賬。攤銷成本於計及任何收購折讓或溢價後計算，並包括屬實際利率及交易成本一部分之費用。有關損益於貸款及應收賬項終止確認或減值時以及透過攤銷在收益表確認。

###### 可供出售財務資產

可供出售財務資產為上市及非上市股本證券之非衍生財務資產，而此等資產被指定為可供出售或並無分類為任何其他兩個類別。於首次確認後，可供出售財務資產按公平值計量，損益獨立確認為權益之部分，直至該投資被終止確認或直至該投資被釐定為減值為止，屆時過往於權益呈報之累計損益計入收益表。所賺取之利息及股息分別呈報為利息收入及股息收入，並根據下文「收入確認」所載之政策於收益表確認為「其他收入」。該等投資減值所產生之虧損於收益表確認為「可供出售財務資產之減值虧損」，並轉撥自可供出售投資重估儲備。

倘非上市股本證券之公平值因(a)合理公平值估計之範圍變動對投資屬重大或(b)於該範圍內多項估計之概率無法可靠地評估及用於估計公平值，而無法可靠地計量，則有關證券按成本減任何減值虧損列賬。

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### Investments and other financial assets (Cont'd)

###### 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.

###### Impairment of financial assets

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or a 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. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

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.

#### 2.4 主要會計政策概要(續)

##### 投資及其他財務資產(續)

###### 公平值

於有組織金融市場交投活躍之投資之公平值，乃參考於結算日營業時間結束時所報市場買入價而釐定。對於並無活躍市場之投資，公平值利用估值技術釐定。有關技術包括使用最近公平市場交易；參考大致相同之另一工具之現行市價；貼現現金流量分析及期權定價模式。

###### 財務資產減值

本集團於各結算日評估有否客觀證據顯示一項或一組財務資產出現減值。

###### 按攤銷成本列賬之資產

如有客觀證據顯示按攤銷成本列賬之貸款及應收賬項出現減值虧損，則虧損額按資產賬面值與以財務資產原有實際利率(即於首次確認時所計算之實際利率)貼現之估計未來現金流量現值(不包括尚未產生之未來信貸虧損)之差額釐定。資產賬面值直接或透過撥備賬扣減。減值虧損數額於收益表確認。貸款及應收賬項連同任何相關撥備於未來並無實際機會可收回款項時撇銷。

若在往後期間，減值虧損數額減少，並可客觀地認為該項減少與減值確認後發生之事項有關，則將過往已確認之減值虧損透過調整撥備賬撥回。減值虧損之任何其後撥回於收益表確認，而資產賬面值不得超過撥回當日之攤銷成本。

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### Impairment of financial assets (Cont'd)

###### Assets carried at amortised cost (Cont'd)

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 has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, 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.

###### 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 an available-for-sale equity investment 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 losses on equity instruments classified as available for sale are not reversed through the income statement.

#### 2.4 主要會計政策概要(續)

##### 財務資產減值(續)

###### 按攤銷成本列賬之資產(續)

就應收貿易賬款及其他應收賬款而言，倘有客觀證據(如債務人無力償債或面臨重大財務困難之可能性以及科技、市場經濟或法律環境出現對債務人構成不利影響之重大轉變)證明本集團將不能按照發票之原有條款收回所有到期金額，則作出減值撥備。應收款項之賬面值透過撥備賬扣減。出現減值之債務倘評估為不可收回，則終止確認。

###### 按成本列賬之資產

如有客觀證據顯示並非按公平值列賬之非掛牌股本工具乃因其公平值無法可靠地計量而出現減值虧損，則虧損額按資產賬面值與以類似財務資產之現行市場回報率貼現之估計未來現金流量現值之差額釐定。該等資產之減值虧損不予撥回。

###### 可供出售財務資產

倘可供出售資產減值，則一筆相等於其成本(扣除任何本金及攤銷)與其現行公平值之差額，減先前在收益表中確認之任何減值虧損之金額，自權益轉撥至收益表。倘公平值重大或長期下跌至低於其成本或有其他客觀證據顯示出現減值，則將就可供出售股本投資作出減值撥備。釐定「重大」或「長期」則需作出判斷。此外，本集團評估股價波幅等其他因素。分類為可供出售股本工具之減值虧損不會透過收益表撥回。



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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### 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 risk 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 主要會計政策概要(續)

##### 終止確認財務資產

在下列情況，財務資產(或財務資產一部分或一組同類財務資產之一部分(視情況而定))將終止確認：

- 收取資產現金流量之權利屆滿；
- 本集團保留收取資產現金流量之權利，惟須根據「轉讓」安排承擔無重大延誤地向第三方全數付款之責任；或
- 本集團轉讓收取資產現金流量之權利及(a)轉讓絕大部分資產之風險及回報，或(b)並無轉讓或保留絕大部分資產之所有風險及回報，惟轉讓資產控制權。

倘本集團轉讓收取資產所得現金流量之權利，但並無轉讓或保留該項資產之絕大部分風險及回報，亦無轉讓該項資產之控制權，而本集團將持續涉及該項資產，則會將該項資產確認入賬。持續涉及資產指本集團就所轉讓資產提供擔保，以該項資產之原賬面值及本集團或須支付之代價最高金額(以較低者為準)計算。

若持續涉及所轉讓資產屬於書面及/或認購期權(包括現金結算期權或同類規定)，則本集團持續涉及資產之程度以本集團可購回之所轉讓資產數額為限，惟若屬按公平值計量之資產書面認沽期權(包括現金結算期權或同類規定)，則本集團之持續涉及資產之程度僅限於所轉讓資產之公平值及期權行使價(以較低者為準)。

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

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

Financial liabilities including trade and other payables and interest-bearing 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.

##### Convertible notes

The component of convertible notes that exhibits characteristics of a liability is recognised as a liability in the balance sheet, net of transaction costs. On issuance of convertible notes, the fair value of the liability component is determined using a market rate for an equivalent non-convertible note; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible notes based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

##### 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 the recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

#### 2.4 主要會計政策概要(續)

##### 按攤銷成本列賬之財務負債(包括計息借貸)

財務負債包括應付貿易賬款其他應付賬款以及計息借貸，首次按公平值減直接應佔交易成本列賬，其後以實際利息法計算攤銷成本計量，惟倘貼現之影響不大，則按成本列賬。相關利息支出於收益表「融資成本」內確認。

有關損益於終止確認負債時以及透過攤銷過程於收益表確認。

##### 可換股票據

可換股票據中顯示負債特徵之部分，於扣除交易成本後在資產負債表確認為負債。發行可換股票據時，採用同等非可換股票據之市值釐定負債部分之公平值，按攤銷成本基準將該數額列為長期負債，直至換股或贖回時註銷為止。所得款項餘款分配至已確認之換股期權，於扣除交易成本後計入股東權益。於其後年度，換股期權之賬面值不會重新計量。交易成本根據所得款項於工具首次確認時在負債與權益部分之間之分配，分類為可換股票據負債部分及權益部分。

##### 終止確認財務負債

當負債之責任解除或註銷或到期時，財務負債將終止確認。

若現有財務負債由另一項來自相同貸方按完全不同之條款提供之負債取代，或現有負債之條款作出重大修訂，則上述取代或修訂視為終止確認原有負債及確認新負債，而相關賬面值之差額在收益表確認。

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on the estimated selling prices less any estimated costs to be incurred to completion and disposal.

##### Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and 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 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 cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

##### 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.

Provisions for installation services and product warranties granted by the Group on certain products are recognised based on sales volume and past experience of the level of installation services rendered, repairs or returns, discounted to their present values as appropriate.

#### 2.4 主要會計政策概要(續)

##### 存貨

存貨乃按成本與可變現淨值兩者中之較低者入賬。成本按加權平均基準釐定。如屬在製品及製成品，成本包括直接原料、直接勞工及按適當比例計算之間接成本。可變現淨值指估計售價減任何在完成及出售時產生之估計成本。

##### 現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括庫存現金及活期存款，以及可隨時兌換為已知數額現金、價值波動風險輕微，且一般於取得當日起計三個月內到期之高度流動短期投資，減須按通知償還之銀行透支，為本集團現金管理之整體部分。

就資產負債表而言，現金及現金等值項目為用途不受限制之庫存及存放於銀行之現金，包括定期存款。

##### 撥備

倘若由於過往事項產生現有法定或推斷責任，而解除責任可能需要未來資源流出，且該責任之數額能可靠衡量，則會確認撥備。

當貼現影響重大時，已確認之撥備數額為預期解除責任所需之未來支出於結算日之現值。隨時間流逝而產生之貼現現值增加將計入收益表之融資成本。

本集團就若干產品所提供之安裝服務及產品保養撥備根據銷量及過往之安裝服務及維修或退貨水平而確認，並貼現成現值(如適用)。

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### 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, except:

- where the deferred tax liability 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; and
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

#### 2.4 主要會計政策概要(續)

##### 所得稅

所得稅包括當期及遞延稅項。所得稅乃於收益表確認，或如其關於在同一期間或不同期間直接在權益確認之項目，則在權益確認。

當期及過往期間之當期稅項資產及負債按預期獲退回或已付予稅務當局之數額計量。

遞延稅項使用負債法，於結算日就資產與負債稅基與財務申報其賬面值之間所有暫時差額作出撥備。

遞延稅項負債乃就所有應課稅暫時差額確認：

- 惟倘遞延稅項負債乃來自首次確認交易（業務合併除外）資產或負債，且交易時並不影響會計溢利或應課稅溢利或虧損，則另作別論；及
- 就與附屬公司之投資有關之應課稅暫時差額確認，惟倘可控制沖回暫時差額之時間，而暫時差額於可見未來將不會沖回之情況下，則另作別論。

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### Income tax (Cont'd)

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; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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.

#### 2.4 主要會計政策概要(續)

##### 所得稅(續)

在有可扣稅暫時差額、承前之未動用稅項抵免及未動用稅項虧損可供用於抵銷應課稅溢利之情況下，遞延稅項資產乃就所有可扣稅之暫時差額及承前之未動用稅項抵免及未動用稅項虧損確認，惟：

- 倘遞延稅項資產關於首次確認交易(業務合併除外)資產或負債產生之可扣稅暫時差額，且交易時並不影響會計溢利及應課稅溢利或虧損則另作別論；及
- 就與附屬公司之投資有關之可扣稅暫時差額而言，只會在於可見未來可沖回暫時差額及有應課稅溢利可供用於抵銷暫時差額之情況下，才會確認遞延稅項資產。

於每個結算日均會審閱遞延稅項資產之賬面值，及倘不再可能有足夠之應課稅溢利以動用全部或部分遞延稅項資產，則會減低遞延稅項資產。相反，於每個結算日均會重新評估之前未確認之遞延稅項資產，而如可能有足夠應課稅溢利以動用全部或部分遞延稅項資產，則予以確認遞延稅項資產。

遞延稅項資產及負債按變現資產或償還負債期間預計適用稅率計算，而預計之適用稅率乃按結算日已頒行或大致上已頒行之稅率(及稅法)釐定。

倘根據法例可將同一應課稅實體及同一稅務當局的即期稅項資產與即期稅項負債以及遞延稅項對銷，則可將遞延稅項資產與遞延稅項負債對銷。

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate.

##### 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:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) rental income, on a time proportion basis over the lease terms;
- (c) 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; and
- (d) dividend income and compensation received from suppliers, when the rights to receive were established.

#### 2.4 主要會計政策概要(續)

##### 政府補助金

政府補助金於合理確定將獲取補助金及符合所有附帶條件時，按公平值確認。倘補助金與開支項目有關，則於有關期間必須確認為收入，以有系統地配合擬補助之成本。

##### 收入確認

收入乃於本集團可取得經濟利益且能可靠地計算時按以下基準確認：

- (a) 銷售貨物收入，於擁有權之大部分風險及回報已轉移至買方而本集團不涉及通常與擁有權聯繫之管理亦無實際上控制售出之貨物時確認；
- (b) 租金收入，按租期按時間比例確認；
- (c) 利息收入，根據實際利息法按應計基準以可將金融工具預期期限之估計未來現金回報貼現為財務資產賬面淨值之比率計算；及
- (d) 股息收入及向供應商收取之賠償，於收款權利獲確立時確認。



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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### Employee benefits

###### Pension schemes

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

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

##### Borrowing costs

Borrowings costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised.

Borrowing costs are recognised as expenses in the income statement in the period in which they are incurred.

#### 2.4 主要會計政策概要(續)

##### 僱員福利

###### 退休金計劃

本集團根據強制性公積金計劃條例為合資格參與強制性公積金退休福利計劃(「強積金計劃」)之僱員設立定額供款強積金計劃。供款按僱員基本薪金之百分比計算，於供款根據強積金計劃規定成為應付賬款時自收益表扣除。強積金計劃資產與本集團資產分開持有，由獨立管理之基金持有。本集團之僱主供款於向強積金計劃作出供款時全數歸屬於僱員。

本集團中國大陸附屬公司僱員須參與由地方市政府營運之中央退休金計劃。此等附屬公司須向中央退休金計劃作出相當於其工資成本某百分比之供款。供款於根據中央退休金計劃規定成為應付賬款時自收益表扣除。

##### 借貸成本

由收購、建築或生產合資格資產(即需相當長時間方可作擬定用途或出售之資產)所直接產生之借貸成本乃資本化為該等資產之部分成本。當資產大致可作擬定用途或出售時，則不再將該等借貸成本資本化。個別借貸於用作合資格資產開支前之暫時性投資所賺取之投資收入，乃於已資本化之借貸成本中扣除。

借貸成本於其產生期間在收益表列作開支。

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### 財務報表附註

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### 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.

Interim dividends are simultaneously proposed and declared, because the Company's bye-laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

##### 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 rate of exchange ruling at the balance sheet dates. 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.

The functional currencies of Mainland China subsidiaries are currencies other than the Hong Kong dollar. As at the balance sheet date, the assets and liabilities of these entities are translated into the presentation currency of the Company at exchange rates ruling at the balance sheet dates and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are included in the exchange fluctuation reserve. On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the income statement.

#### 2.4 主要會計政策概要(續)

##### 股息

董事擬派之末期股息於資產負債表之權益部分，分開列為保留溢利分配，直至該等股息獲股東於股東大會批准。當該等股息獲股東批准及宣派時，即確認為負債。

中期股息乃同時建議及宣派，原因是本公司之公司細則授權董事宣派中期股息。因此，中期股息乃於建議及宣派時即時確認為負債。

##### 外幣

此等財務報表以本公司之功能及呈報貨幣港元呈列。本集團屬下各實體自行決定本身之功能貨幣，而各實體之財務報表所包括項目按功能貨幣計量。外幣交易首先按各自之交易日期適用之功能貨幣匯率入賬。以外幣計值之貨幣資產及負債按結算日適用之功能貨幣匯率換算。所有匯兌差額於收益表處理。以外幣歷史成本計量之非貨幣項目按原訂交易日期之匯率換算，而按公平值計量之非貨幣項目則按釐定公平值當日之匯率換算。

若干中國大陸附屬公司之功能貨幣並非港元。於結算日，該等實體之資產及負債按結算日之匯率換算為本公司之呈列貨幣，而收益表按年內之加權平均匯率換算為港元。所產生之匯兌差額計入外匯波動儲備。出售海外實體時，有關特定海外業務於權益確認之遞延累計數額將於收益表確認。

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#### 2.4 Summary of Significant Accounting Policies (Cont'd)

##### Foreign currencies (Cont'd)

For the purpose of the consolidated cash flow statement, the cash flows of Mainland China subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of Mainland China subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

#### 3. Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

##### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

##### Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

##### Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

#### 2.4 主要會計政策概要(續)

##### 外幣(續)

就綜合現金流量表而言，中國大陸附屬公司之現金流量按現金流量日期之匯率換算為港元。中國大陸附屬公司於整個年度經常產生之現金流量，按年內之加權平均匯率換算為港元。

#### 3. 重大會計判斷及估計

編製本集團財務報表時，管理層須作出可能影響於報告日期之收益、費用、資產及負債之呈報數額以及或然負債之披露事項之判斷、估計及假設。然而，此等假設及估計之不確定因素可能導致須於未來為受影響之資產及負債賬面值作出重大調整。

##### 判斷

採用本集團之會計政策時，除涉及估計者外，管理層作出以下對財務報表所確認數額有最重大影響之判斷：

##### 經營租約承擔 – 本集團為出租人

本集團已就其物業組合訂立商業物業租約。根據對安排之條款及條件之評估，本集團已決定保留該等根據經營租約出租之物業擁有權之所有重大風險及回報。

##### 投資物業及擁有者自佔物業之分類

本集團須決定物業是否屬於投資物業，並已制訂作出判斷之條件。投資物業指持作賺取租金及／或資本增值之物業。因此，本集團須考慮物業所產生之現金流量是否大致獨立於本集團所持之其他資產。

## Notes to Financial Statements

### 財務報表附註

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### 3. Significant Accounting Judgements and Estimates (Cont'd)

#### Judgements (Cont'd)

#### Classification between investment properties and owner-occupied properties (Cont'd)

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

#### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### Deferred tax assets

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. Where the actual or expected tax positions of the relevant companies of the Group in future are different from the original estimate, such differences will impact the recognition of deferred tax assets and income tax charge in the period in which such estimate has been changed.

### 3. 重大會計判斷及估計(續)

#### 判斷(續)

#### 投資物業及擁有者自佔物業之分類(續)

若干物業包括持作賺取租金或資本增值之部分及持作生產或供應貨品或服務或管理用途之部分。若該等部分可分開出售(或根據融資租約分開出租)，則本集團將各部分獨立入賬。若該等部分不可分開出售，則物業僅於持作生產或供應貨品或服務或管理用途之部分並不重大時，方會列作投資物業。本集團判斷個別物業之附帶服務是否重大而導致物業不合資格列為投資物業。

#### 估計之不明朗因素

以下為大有可能導致下一財政年度之資產及負債賬面值須作重大調整之未來主要假設及結算日其他主要估計不明朗因素主要來源。

#### 遞延稅項資產

在有可扣稅暫時差額、承前之未動用稅項抵免及未動用稅項虧損可供用於抵銷應課稅溢利之情況下，遞延稅項資產乃就所有可扣稅之暫時差額、承前之未動用稅項抵免及未動用稅項虧損確認。倘本集團有關公司未來之實際或預期稅務狀況與原先估計不同，則上述差額將會對在有關估計改變期間確認遞延稅項資產及所得稅支出構成影響。

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### 財務報表附註

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### 3. Significant Accounting Judgements and Estimates (Cont'd)

#### Estimation uncertainty (Cont'd)

##### Write-down of inventories to net realisable value

Write-down of inventories to net realisable value is made based on the ageing and estimated net realisable value of inventories. The assessment of the write-down amount involves management's judgements and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of the inventories and the write-down charge/reversal in the period in which such estimate has been changed.

##### Product warranty and installation provisions

Product warranty and installation provisions are made based on sales volume and past experience of the level of installation service rendered, repairs or returns. The assessment of the provision amount involves management's judgements and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying amount of the product warranty and installation provisions and the provision amount charge/reversal in the period in which such estimate has been changed.

##### Useful lives of items of property, plant and equipment

Management determines the estimated useful lives and related depreciation for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of items of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to industry cycles. The depreciation charge will increase where the useful lives are less than the previously estimated useful lives, or management will write off or write down obsolete or non-strategic assets that have been abandoned or sold.

##### Impairment of receivables

The Group maintains an allowance for estimated loss arising from the inability of its debtors to make the required payments. The Group makes its estimates based on the aging of its receivable balances, debtor's creditworthiness, and historical write-off experience. If the financial condition of its debtors was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis of making the allowance.

### 3. 重大會計判斷及估計(續)

#### 估計之不明朗因素(續)

##### 撇減存貨至可變現淨值

撇減存貨至可變現淨值乃按存貨賬齡及估計可變現淨值而作出。評估撇減額涉及管理層之判斷及估計。倘實際結果或未來期望與原先估計不同，則上述差額將會對在有關估計改變期間之存貨賬面值及撇減支出／撥回構成影響。

##### 產品保養及安裝撥備

產品保養及安裝撥備乃按銷量及過往所提供安裝服務、維修或退貨紀錄而作出。評估撥備額涉及管理層之判斷及估計。倘實際結果或未來期望與原先估計不同，則上述差額將會對在有關估計改變期間之產品保養及安裝撥備賬面值及撥備額支出／撥回構成影響。

##### 物業、廠房及設備項目之可使用年期

管理層釐定本集團之物業、廠房及設備之估計可使用年期及有關折舊。該估計乃按照性質與功能類似之物業、廠房及設備項目之實際可使用年期之過往經驗而作出，可因技術創新及競爭對手就行業週期而採取之行動而顯著改變。倘可使用年期比先前之估計可使用年期短，則會增加折舊支出，或管理層會撇銷或撇減已棄置或出售之過時或非策略資產。

##### 應收賬款減值

本集團維持其債務人未能作出所須付款而產生之估計虧損之撥備。本集團根據應收賬款結餘之賬齡、債務人之信譽及過往撇銷之經驗作出估計。倘其債務人之財務狀況惡化，使實際減值虧損可能高於預期，本集團將須修訂其作出撥備之基準。

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#### 4. Segment Information

Segment information is presented by way of the Group's primary segment reporting basis, by business segment. 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. No further geographical segment information is presented as over 90% of the Group's revenue is derived from customers based in Mainland China, and over 90% of the Group's assets are located in Mainland China.

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) the washing machine business segment manufactures and sells washing machines;
- (b) the water heater business segment manufactures and sells water heaters; and
- (c) the corporate and others segment includes general corporate income and expense items.

#### 4. 分類資料

分類資料按本集團主要分類報告基準業務分類呈報。在釐定本集團之地域分類時，分類應佔收益乃按客戶所在地劃分，而分類應佔資產則按資產之所在地劃分。由於本集團90%以上之收益乃衍生自以中國大陸為基地之客戶，而本集團90%以上資產位於中國大陸，故此並無呈列按地域劃分之進一步分類資料。

本集團之經營業務乃按其業務以及所提供產品及服務之性質組織及分開管理，本集團各個業務分類自成一個策略性業務單位，所提供產品及服務承受與其他業務分類不同之風險及享有不同之回報。業務分類之詳情概述如下：

- (a) 洗衣機業務分類製造及銷售洗衣機；
- (b) 熱水器業務分類製造及銷售熱水器；及
- (c) 公司及其他分類包括一般公司收支項目。



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## 財務報表附註

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## 4. Segment Information (Cont'd)

## Business segments

The following table present revenue, profit and certain asset, liability and expenditure information for the Group's business segments for the years ended 31 December 2008 and 2007.

## 4. 分類資料(續)

## 業務分類

下表呈列截至二零零八年及二零零七年十二月三十一日止年度本集團業務分部之收益、溢利，以及若干資產、負債與開支資料。

		Washing machine business 洗衣機業務		Water heater business 熱水器業務		Corporate and others 公司及其他		Consolidated 綜合	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Segment revenue:	分類收益：								
Sales to external customers	向外間客戶銷售	9,101,966	6,926,500	2,307,514	1,622,739	-	-	11,409,480	8,549,239
Other revenue	其他收益	18,854	11,740	8,400	12,647	36	13	27,290	24,400
Total	總計	9,120,820	6,938,240	2,315,914	1,635,386	36	13	11,436,770	8,573,639
Segment results	分類業績	166,226	271,525	61,176	86,388	(16,553)	(22,010)	210,849	335,903
Interest income	利息收入							7,197	10,121
Finance costs	融資成本							(15,733)	(24,068)
Profit before tax	除稅前溢利							202,313	321,956
Tax	稅項							(27,336)	(96,259)
Profit for the year	年內溢利							174,977	225,697

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## 財務報表附註

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## 4. Segment Information (Cont'd)

## 4. 分類資料(續)

## Business segments (Cont'd)

## 業務分類(續)

	Washing machine business		Water heater business		Corporate and others		Eliminations		Consolidated	
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元

Assets and liabilities	資產與負債										
Segment assets	分類資產	2,561,415	1,957,685	564,402	536,256	37,920	33,266	(60,529)	(97,785)	3,103,208	2,429,422
Deferred tax assets	遞延稅項資產									32,052	49,506
Cash and cash equivalents	現金及現金等值項目									696,151	595,426
Other unallocated assets	其他未分配資產									529,365	591,858
<b>Total assets</b>	<b>資產總值</b>									<b>4,360,776</b>	<b>3,666,212</b>
Segment liabilities	分類負債	1,802,622	1,567,321	385,294	283,028	250,550	268,468	(60,529)	(97,785)	2,377,937	2,021,032
Deferred tax liabilities	遞延稅項負債									10,890	-
Tax payable	應付稅項									54,831	104,269
Interest-bearing borrowings	計息借貸									162,420	214,973
Convertible notes	可換股票據									-	169,344
Other unallocated liabilities	其他未分配負債									485,603	214,470
<b>Total liabilities</b>	<b>負債總額</b>									<b>3,091,681</b>	<b>2,724,088</b>

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## 4. Segment Information (Cont'd)

## 4. 分類資料(續)

## Business segments (Cont'd)

## 業務分類(續)

		Washing machine business		Water heater business		Corporate and others		Consolidated	
		洗衣機業務		熱水器業務		公司及其他		綜合	
		2008	2007	2008	2007	2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>Other segment information</b>	<b>其他分類資料</b>								
Depreciation and amortisation	折舊及攤銷	75,929	62,507	23,058	19,726	234	356	99,221	82,589
Other unallocated amounts	其他未分配金額							141	151
								<b>99,362</b>	<b>82,740</b>
Capital expenditure	資本開支	39,824	76,832	4,141	18,538	–	19	43,965	95,389
Other unallocated amounts	其他未分配金額							58	58
								<b>44,023</b>	<b>95,447</b>
Provision for obsolete and slow-moving inventories	過時及滯銷存貨撥備	36,311	5,226	4,215	–	–	–	40,526	5,226
Product warranty and installation provisions	產品保養及安裝撥備	362,785	279,774	75,615	56,974	–	–	438,400	336,748
Loss on disposal/write-off of items of property, plant and equipment, net	出售/撇銷物業、廠房及設備項目之虧損淨額	5,242	5,993	257	–	–	–	5,499	5,993
Impairment on other receivables	其他應收賬款減值	7,943	–	–	–	–	–	7,943	–

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## 5. Revenue, Other Income and Gains

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, net of value-added tax and after allowances for returns and trade discounts.

An analysis of revenue, other income and gains is as follows:

## Group

		本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>		
Sale of washing machines	銷售洗衣機	9,101,966	6,926,500
Sale of water heaters	銷售熱水器	2,307,514	1,622,739
		<b>11,409,480</b>	<b>8,549,239</b>
<b>Other income and gains</b>	<b>其他收入及收益</b>		
Bank interest income	銀行利息收入	7,197	10,121
Government subsidies *	政府補助金*	10,681	9,773
Compensation received from suppliers	已收供應商賠償	12,846	6,251
Consignment sale commission income (note 14(a))	商品代售佣金收入 (附註14(a))	—	3,684
Gross rental income in respect of land and buildings	土地及樓宇之租金收入總額	1,004	385
Others	其他	2,759	4,307
		<b>34,487</b>	<b>34,521</b>

## 5. 收益、其他收入及收益

收益亦即本集團之營業額，指售出貨品之發票淨值，扣除增值稅、退貨備抵及貿易折扣。

收益、其他收入及收益分析如下：

\* The amount received represented subsidies received from the relevant authorities of the Qingdao Municipality for advanced research and development of washing machines and water heaters and certain tax refunds received from the relevant authorities of the Wuhan Municipality and Hefei Municipality during the year.

\* 已收金額指年內獲得青島市有關當局給予有關洗衣機及熱水器之高新技術研究及開發補助金以及武漢市及合肥市有關當局所作出之若干退稅。

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## 6. Profit Before Tax

The Group's profit before tax is arrived at after charging:

	Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Cost of inventories sold	售出存貨成本	8,007,412	5,991,925
Depreciation	折舊	96,653	80,061
Recognition of prepaid land premiums	確認預付土地款	2,064	2,324
Amortisation of intangible assets *	無形資產攤銷*	645	355
Research and development costs *	研究及開發費用*	91,923	60,505
Auditors' remuneration	核數師酬金	5,000	8,000
Employee benefit expense (including directors' remuneration – note 8):	僱員福利開支 (包括董事酬金 – 附註8):		
Wages and salaries	工資及薪金	714,725	422,978
Welfare	福利	24,689	19,905
Pension scheme contributions	退休金計劃供款	102,407	39,521
		<b>841,821</b>	<b>482,404</b>
Minimum lease payments under operating leases in respect of land and buildings	土地及樓宇經營租約之最低租金款項	42,151	41,103
Provision for obsolete and slow-moving inventories *	過時及滯銷存貨撥備*	40,526	5,226
Product warranty and installation provisions	產品保養及安裝撥備	438,400	336,748
Loss on disposal/write-off of items of property, plant and equipment, net **	出售/撇銷物業、廠房及設備項目之虧損淨額**	5,499	5,993
Impairment of other receivables **	其他應收賬款減值**	7,943	–
Foreign exchange differences, net	匯兌差額淨額	34,100	25,990

\* The amortisation of intangible assets, research and development costs and provision for obsolete and slow-moving inventories for the year are included in "Cost of sales" on the face of the consolidated income statement.

\*\* The loss on disposal/write-off of items of property, plant and equipment, net, and impairment of other receivables are included in "Other expenses" on the face of the consolidated income statement.

## 6. 除稅前溢利

本集團之除稅前溢利扣除下列各項：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Cost of inventories sold	8,007,412	5,991,925
Depreciation	96,653	80,061
Recognition of prepaid land premiums	2,064	2,324
Amortisation of intangible assets *	645	355
Research and development costs *	91,923	60,505
Auditors' remuneration	5,000	8,000
Employee benefit expense (including directors' remuneration – note 8):		
Wages and salaries	714,725	422,978
Welfare	24,689	19,905
Pension scheme contributions	102,407	39,521
	<b>841,821</b>	<b>482,404</b>
Minimum lease payments under operating leases in respect of land and buildings	42,151	41,103
Provision for obsolete and slow-moving inventories *	40,526	5,226
Product warranty and installation provisions	438,400	336,748
Loss on disposal/write-off of items of property, plant and equipment, net **	5,499	5,993
Impairment of other receivables **	7,943	–
Foreign exchange differences, net	34,100	25,990

\* 年內無形資產攤銷、研究及開發費用以及過時及滯銷存貨撥備已於綜合收益表列入「銷售成本」內。

\*\* 出售/撇銷物業、廠房及設備項目之虧損淨額以及其他應收賬款減值已於綜合收益表列入「其他費用」內。

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## 7. Finance Costs

## 7. 融資成本

Group	本集團	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Interest on borrowings wholly repayable within five years	須於五年內全數償還之借貸利息	15,077	11,039
Interest on convertible notes (note 26)	可換股票據利息 (附註26)	656	7,679
Interest on a deferred consideration payable (note 24)	遞延應付代價利息 (附註24)	-	6,748
Total interest expense	利息支出總額	15,733	25,466
Less: Interest capitalised	減：撥充資本之利息	-	(1,398)
		15,733	24,068



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## 8. Directors' Remuneration

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and Section 161 of the Hong Kong Companies Ordinance, is as follows:

## Group

		本集團	
		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Fees	袍金	720	720
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	-	-
Performance related bonuses	表現花紅	-	-
Equity-settled share option expense	以股本結算之購股權支出	-	-
Pension scheme contributions	退休金計劃供款	-	-
		720	720

## 8. 董事酬金

本年度根據香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例第161條披露之董事酬金如下：

## 本集團

2008	2007
二零零八年	二零零七年
HK\$'000	HK\$'000
千港元	千港元

Fees	袍金	720	720
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	-	-
Performance related bonuses	表現花紅	-	-
Equity-settled share option expense	以股本結算之購股權支出	-	-
Pension scheme contributions	退休金計劃供款	-	-
		720	720

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## 8. Directors' Remuneration (Cont'd)

## (a) Independent non-executive directors:

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

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Wu Yinong 吳亦農	240	240
Liu Xiao Feng * 劉曉峰*	240	126
Yu Hon To, David * 俞漢度*	240	126
Lam Kin Kau, Mark ** 林建球**	-	114
Fung Hoi Wing, Henry ** 馮藹榮**	-	114
	<b>720</b>	<b>720</b>

\* Mr. Liu Xiao Feng and Mr. Yu Hon To, David, were appointed as directors of the Company on 21 June 2007.

\*\* Mr. Lam Kin Kau, Mark, and Mr. Fung Hoi Wing, Henry, resigned as directors of the Company on 21 June 2007.

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

## 8. 董事酬金(續)

## (a) 獨立非執行董事：

年內付予獨立非執行董事之袍金如下：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Wu Yinong 吳亦農	240	240
Liu Xiao Feng * 劉曉峰*	240	126
Yu Hon To, David * 俞漢度*	240	126
Lam Kin Kau, Mark ** 林建球**	-	114
Fung Hoi Wing, Henry ** 馮藹榮**	-	114
	<b>720</b>	<b>720</b>

\* 劉曉峰先生及俞漢度先生於二零零七年六月二十一日獲委任為本公司董事。

\*\* 林建球先生及馮藹榮先生於二零零七年六月二十一日辭任本公司董事。

年內並無任何其他應付予獨立非執行董事之薪酬(二零零七年：無)。

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## 8. Directors' Remuneration (Cont'd)

## (b) Executive directors:

		Salaries, allowances and benefits		Performance related bonuses	Equity-settled share option expense	Pension scheme contributions	Total remuneration
		Fees	in kind				
		袍金	薪金、津貼及實物利益	表現花紅	以股本結算之購股權支出	退休金計劃供款	酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>2008</b>	<b>二零零八年</b>						
Yang Mian Mian	楊綿綿	-	-	-	-	-	-
Wu Ke Song	武克松	-	-	-	-	-	-
Liang Hai Shan	梁海山	-	-	-	-	-	-
Cao Chun Hua	曹春華	-	147	-	-	-	147
Cui Shao Hua	崔少華	-	-	-	-	-	-
Sun Jing Yan *	孫京岩*	-	135	-	-	-	135
		-	282	-	-	-	282
<b>2007</b>	<b>二零零七年</b>						
Yang Mian Mian	楊綿綿	-	-	-	-	-	-
Wu Ke Song	武克松	-	-	-	-	-	-
Liang Hai Shan	梁海山	-	-	-	-	-	-
Cao Chun Hua	曹春華	-	-	-	-	-	-
Cui Shao Hua	崔少華	-	-	-	-	-	-
Sun Jing Yan *	孫京岩*	-	-	-	-	-	-
Chai Yong Sen **	柴永森**	-	-	-	-	-	-
Song Chun Guang **	宋春光**	-	-	-	-	-	-
		-	-	-	-	-	-

\* Mr. Sun Jing Yan was appointed as a director of the Company on 8 March 2007.

\*\* Mr. Chai Yong Sen and Mr. Song Chun Guang resigned as directors of the Company on 15 February 2007.

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

## 8. 董事酬金(續)

## (b) 執行董事：

		Salaries, allowances and benefits		Performance related bonuses	Equity-settled share option expense	Pension scheme contributions	Total remuneration
		Fees	in kind				
		袍金	薪金、津貼及實物利益	表現花紅	以股本結算之購股權支出	退休金計劃供款	酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>2008</b>	<b>二零零八年</b>						
Yang Mian Mian	楊綿綿	-	-	-	-	-	-
Wu Ke Song	武克松	-	-	-	-	-	-
Liang Hai Shan	梁海山	-	-	-	-	-	-
Cao Chun Hua	曹春華	-	147	-	-	-	147
Cui Shao Hua	崔少華	-	-	-	-	-	-
Sun Jing Yan *	孫京岩*	-	135	-	-	-	135
		-	282	-	-	-	282
<b>2007</b>	<b>二零零七年</b>						
Yang Mian Mian	楊綿綿	-	-	-	-	-	-
Wu Ke Song	武克松	-	-	-	-	-	-
Liang Hai Shan	梁海山	-	-	-	-	-	-
Cao Chun Hua	曹春華	-	-	-	-	-	-
Cui Shao Hua	崔少華	-	-	-	-	-	-
Sun Jing Yan *	孫京岩*	-	-	-	-	-	-
Chai Yong Sen **	柴永森**	-	-	-	-	-	-
Song Chun Guang **	宋春光**	-	-	-	-	-	-
		-	-	-	-	-	-

\* 孫京岩先生於二零零七年三月八日獲委任本公司董事。

\*\* 柴永森先生及宋春光先生於二零零七年二月十五日辭任本公司董事。

年內概無董事訂立放棄或同意放棄任何薪酬之安排。

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## 9. Five Highest Paid Employees

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

Group		本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	3,765	3,189
Performance related bonuses	表現花紅	–	–
Equity-settled share option expense	以股本結算之購股權支出	–	–
Pension scheme contributions	退休金計劃供款	31	46
		<b>3,796</b>	<b>3,235</b>

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

		Number of employees 僱員人數	
		2008 二零零八年	2007 二零零七年
Nil to HK\$1,000,000	零至1,000,000港元	2	3
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	–	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	–
		<b>3</b>	<b>4</b>

## 9. 五名最高薪酬僱員

年內五名最高薪酬僱員包括兩名董事(二零零七年：一名)，有關董事之酬金詳情載於上文附註8。年內餘下三名(二零零七年：四名)非董事最高薪酬僱員之酬金詳情如下：

非董事最高薪酬僱員酬金在下列指定範圍內之人數如下：

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## 10. Tax

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the year (2007: Nil).

Tax on profits assessable in Mainland China has been calculated at the applicable PRC corporate income tax ("CIT") rates. Certain subsidiaries of the Group are entitled to preferential tax treatments including a reduction in CIT and a full exemption from CIT for two years starting from their first profit-making year followed by a 50% reduction in CIT for the next consecutive three years.

## Group

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Current – Mainland China	即期—中國大陸	24,010	116,160
Overprovision in prior years	過往年度超額撥備	(27,815)	—
Deferred (note 28)	遞延(附註28)	31,141	(19,901)
Total tax charge for the year	年內稅項支出總額	27,336	96,259

A reconciliation of the tax expense applicable to profit before tax using the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

## 10. 稅項

年內，本集團並無任何源自香港之應課稅溢利，因此並無作出香港利得稅撥備(二零零七年：無)。

於中國內地就應課稅溢利之稅項，乃按照中國企業所得稅(「企業所得稅」)適用稅率計算。本集團若干附屬公司有權享有稅項優惠待遇，包括獲扣減企業所得稅，以及自首個獲利年度起計兩個年度獲全數豁免企業所得稅，並於其後連續三年獲豁免50%企業所得稅。

## 本集團

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Current – Mainland China	即期—中國大陸	24,010	116,160
Overprovision in prior years	過往年度超額撥備	(27,815)	—
Deferred (note 28)	遞延(附註28)	31,141	(19,901)
Total tax charge for the year	年內稅項支出總額	27,336	96,259

按本公司及大部分附屬公司所在司法權區之法定稅率計算除稅前溢利之稅項支出，與按實際稅率計算之稅項支出之對賬，以及適用稅率(即法定稅率)與實際稅率之對賬如下：

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## 10. Tax (Cont'd)

## 10. 稅項(續)

Group – 2008		本集團 – 二零零八年					
		Hong Kong 香港		Mainland China 中國大陸		Total 總計	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Profit/(loss) before tax	除稅前溢利/(虧損)	(15,131)		217,444		202,313	
Tax at the statutory tax rate	按法定稅率計算之稅項	(2,497)	16.5	54,361	25.0	51,864	25.6
Adjustments in respect of current tax of previous periods	因前期之即期稅項作出之調整	–	–	(27,815)	(12.8)	(27,815)	(13.7)
Effect of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可分派盈利按10%稅率計算之預扣稅之影響	10,890	(72.0)	–	–	10,890	5.4
Income not subject to tax	非課稅收入	(363)	2.4	–	–	(363)	(0.2)
Expenses not deductible for tax	不可扣稅開支	2,860	(18.9)	5,329	2.5	8,189	4.0
Tax losses not recognised	未確認稅項虧損	–	–	31,505	14.5	31,505	15.6
Tax exemption	稅項豁免	–	–	(46,934)	(21.6)	(46,934)	(23.2)
Tax charge at the Group's effective rate	按本集團之實際稅率計算之稅項支出	10,890	(72.0)	16,446	7.6	27,336	13.5
Group – 2007		本集團 – 二零零七年					
		Hong Kong 香港		Mainland China 中國大陸		Total 總計	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Profit/(loss) before tax	除稅前溢利/(虧損)	(32,320)		354,276		321,956	
Tax at the statutory tax rate	按法定稅率計算之稅項	(5,656)	17.5	116,911	33.0	111,255	34.6
Income not subject to tax	非課稅收入	(723)	2.2	–	–	(723)	(0.2)
Expenses not deductible for tax	不可扣稅開支	6,379	(19.7)	91,136	25.7	97,515	30.2
Tax losses not recognised	未確認稅項虧損	–	–	1,289	0.4	1,289	0.4
Tax exemption	稅項豁免	–	–	(113,077)	(31.9)	(113,077)	(35.1)
Tax charge at the Group's effective rate	按本集團之實際稅率計算之稅項支出	–	–	96,259	27.2	96,259	29.9



## Notes to Financial Statements

### 財務報表附註

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#### 10. Tax (Cont'd)

On 16 March 2007, the National People's Congress approved the Corporate Income Tax Law of the PRC (the "New CIT Law"), which is effective from 1 January 2008. Under the New CIT Law, the CIT rate applicable to domestic companies will decrease from 33% to 25% from 1 January 2008. According to HKAS 12, deferred tax assets and deferred tax 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. The change in CIT rate has had no significant impact on the results and financial position of the Group for the year ended 31 December 2008.

#### 11. Profit Attributable to Equity Holders of the Parent

Of the Group's profit attributable to equity holders of the parent of HK\$152,183,000 (2007: HK\$172,131,000), a loss of HK\$25,262,000 (2007: loss of HK\$31,882,000) has been dealt with in the financial statements of the Company (note 31(b)).

#### 12. Dividends

Interim dividend – HK2 cents per ordinary share (2007: Nil)	中期股息—每股普通股2港仙 (二零零七年：無)		
Special interim dividend – HK2 cents per ordinary share (2007: Nil)	特別中期股息—每股普通股2港仙 (二零零七年：無)		

2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
----------------------------------	----------------------------------

39,054

—

39,054

—

78,108

—

#### 10. 稅項(續)

於二零零七年三月十六日，全國人民代表大會批准中國企業所得稅法(「新企業所得稅法」)，自二零零八年一月一日起生效。根據新企業所得稅法，國內企業之適用企業所得稅率自二零零八年一月一日起由33%減至25%。根據香港會計準則第12號，遞延稅項資產及遞延稅項負債按變現資產或償還負債期間之預期適用稅率計算。企業所得稅率變動對本集團截至二零零八年十二月三十一日止年度之業績及財政狀況並無重大影響。

#### 11. 母公司股權持有人應佔溢利

在母公司股權持有人應佔本集團溢利152,183,000港元(二零零七年：172,131,000港元)中，虧損25,262,000港元(二零零七年：虧損31,882,000港元)已在本公司之財務報表內處理(附註31(b))。

#### 12. 股息

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## 財務報表附註

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## 13. Earnings per Share Attributable to Equity Holders of the Parent

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

The calculation of diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent, adjusted to reflect the interest on the convertible notes, where applicable. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

A diluted earnings per share amount for the year ended 31 December 2008 has not been disclosed as the convertible notes outstanding during the year had an anti-dilutive effect on the basic earnings per share for the year.

The calculations of basic and diluted earnings per share are based on:

## 13. 母公司股權持有人應佔每股盈利

每股基本盈利之金額乃根據母公司普通股權持有人應佔年內溢利及年內已發行普通股之加權平均數計算。

每股攤薄盈利之金額乃根據母公司普通股權持有人應佔年內溢利(經調整以反映可換股票據利息(倘適用))計算。計算所用之普通股加權平均數乃用於計算每股基本盈利之年內已發行普通股數目，以及假設視作行使或兌換所有潛在攤薄普通股為普通股而無償發行之普通股加權平均數。

由於年內尚未兌換之可換股票據對年內每股基本盈利產生反攤薄影響，故並無披露截至二零零八年十二月三十一日止年度之每股攤薄盈利金額。

計算每股基本及攤薄盈利之基準如下：

		2008 二零零八年 HK\$'000 港元	2007 二零零七年 HK\$'000 港元
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to ordinary equity holders of the parent as used in the basic earnings per share calculation	用於計算每股基本盈利之母公司普通股權持有人應佔溢利	<b>152,183</b>	172,131
Interest on convertible notes	可換股票據利息	<b>656</b>	7,679
Profit attributable to ordinary equity holders of the parent before interest on convertible notes	未計可換股票據利息前之母公司普通股權持有人應佔溢利	<b>152,839</b>	179,810

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## 財務報表附註

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## 13. Earnings per Share Attributable to Equity Holders of the Parent (Cont'd)

## 13. 母公司股權持有人應佔每股盈利 (續)

		Number of shares 股份數目	
		2008 二零零八年	2007 二零零七年
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利之年內已發行普通股加權平均數	1,948,822,406	1,852,381,269
Effect of dilution – weighted average number of ordinary shares:	攤薄影響 – 普通股加權平均數：		
Share options	購股權	–	2,596,196
Convertible notes	可換股票據	4,657,534	94,444,444
		4,657,534	97,040,640
<b>Total</b>	<b>總計</b>	<b>1,953,479,940</b>	<b>1,949,421,909</b>

## 14. Related Party Transactions

In addition to the related party transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year.

- (a) The Company's subsidiaries, Qingdao Haier Washing Machine Co., Ltd., Qingdao Jiaonan Haier Washing Machine Co., Ltd., Hefei Haier Washing Machine Co., Ltd., Foshan Shunde Haier Electric Co., Ltd., Foshan Shunde Haier Intelligent Electronic Co., Ltd., Chongqing Haier Washing Machine Co., Ltd., Haier Indesit (Qingdao) Washing Machine Co., Ltd., Qingdao Haier Drum Washing Machine Co., Ltd., Qingdao Economy and Technology Development Zone Haier Water Heater Co., Ltd., Wuhan Haier Water Heater Co., Ltd., Chongqing Haier Water Heater Co., Ltd. and Qingdao Haier Electronics Sales Co., Ltd. had the following material transactions with Haier Affiliates:

## 14. 關連人士交易

除此等財務報表其他部分詳述之關連人士交易外，本集團於年內與關連人士曾進行以下重大交易。

- (a) 本公司附屬公司青島海爾洗衣機有限公司、青島膠南海爾洗衣機有限公司、合肥海爾洗衣機有限公司、佛山市順德海爾電器有限公司、佛山市順德海爾智能電子有限公司、重慶海爾洗衣機有限公司、海爾盈德喜(青島)洗衣機有限公司、青島海爾滾筒洗衣機有限公司、青島經濟技術開發區海爾熱水器有限公司、武漢海爾熱水器有限公司、重慶海爾熱水器有限公司及青島海爾電器銷售有限公司與海爾聯屬人士曾進行以下重大交易：

## Notes to Financial Statements

## 財務報表附註

31 December 2008  
二零零八年十二月三十一日

## 14. Related Party Transactions (Cont'd)

(a) (Cont'd)

## Group

		Notes	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
		附註		
Export sale of washing machines and water heaters	出口銷售洗衣機及熱水器	(i)	1,055,650	846,869
Domestic sale of washing machines and water heaters	國內銷售洗衣機及熱水器	(ii)	2,732,035	480,068
Purchase of raw materials	採購原料	(iii)	7,055,462	6,151,475
Printing and packaging fee expenses	印刷及包裝費支出	(iv)	26,340	24,767
Mould charges	模具費支出	(v)	206,692	100,524
Utility service fee expenses	公用服務費支出	(vi)	60,430	51,714
Logistics charges	物流費支出	(vii)	378,761	281,243
Promotion fee expenses	宣傳費支出	(viii)	124,099	92,432
Other service fee expenses	其他服務費支出	(ix)	161,101	89,691
Interest expenses	利息支出	(x)	14,738	11,043
Interest income	利息收入	(x)	4,848	5,095
Trademark licence fee expenses	商標牌照費支出	(xi)	—	40,195
Consignment sale commission income	商品代售佣金收入	(xii)	—	3,684
Sale of gift products	銷售禮品	(xiii)	6,402	5,644

## Notes:

- (i) The export sale of washing machines and water heaters were made to Haier Electrical Appliances Co., Ltd. ("Haier Electrical"), a subsidiary of Haier Investment, at selling prices representing differences between the selling prices of washing machines mutually agreed and the selling expenses of Haier Electrical not exceeding 1.5% (2007: 2.5%) of the selling prices of washing machines.

## 附註：

- (i) 向海爾投資之附屬公司海爾集團電器產業有限公司(「海爾電器產業」)出口銷售洗衣機及熱水器乃根據相等於雙方協定之洗衣機售價與海爾電器產業之出售開支(不超過洗衣機售價之1.5%(二零零七年: 2.5%))之差額而進行。

## Notes to Financial Statements

### 財務報表附註

31 December 2008  
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#### 14. Related Party Transactions (Cont'd)

(a) (Cont'd)

Notes: (Cont'd)

- (ii) During the year, the domestic sale of washing machines and water heaters were made at unit prices not less than the average selling prices of the same type of products sold to the independent top five customers of the Group in 2007.

In last year, the domestic sale of washing machines and water heaters were determined at rates mutually agreed between the related parties.

- (iii) The purchase of raw materials were made at prices not higher than the consolidated and integrated tender and bidding price plus a commission fee of not exceeding 2.6%.
- (iv) The printing and packaging fee expenses were charged based on terms no less favourable than those offered by independent third parties.
- (v) Moulds were charged with reference to the average market tender and bidding price plus actual administrative costs.
- (vi) Utility service fee expenses were charged based on the state-prescribed prices plus actual administrative costs.
- (vii) Logistics charges were charged based on terms no less favourable than those offered by independent third parties.
- (viii) Promotion fee expenses were charged based on 1.2% of the domestic sales of washing machines and water heaters of the Group.
- (ix) Other service fee expenses were charged with reference to actual costs incurred.
- (x) Interest expenses and income were determined with reference to the standard rates published by the People's Bank of China.
- (xi) Trademark license fee expenses were charged at a nominal consideration of RMB1 during the year (2007: 0.8% of certain sales made by Qingdao Haier Washing Machine Co., Ltd., Foshan Shunde Haier Electric Co., Ltd., Hefei Haier Washing Machine Co., Ltd., Qingdao Jiaonan Haier Washing Machine Co., Ltd., and Chongqing Haier Washing Machine Co., Ltd.).

#### 14. 關連人士交易(續)

(a) (續)

附註:(續)

- (ii) 年內，洗衣機及熱水器之國內銷售乃按不低於向本集團二零零七年五大獨立客戶出售同類產品之平均售價之單價出售。

去年，洗衣機及熱水器之國內銷售乃按關連人士共同協定之收費率釐定。

- (iii) 採購原料乃按不高於統一整合競標後之價格另加不超過2.6%之佣金計價。
- (iv) 印刷及包裝費支出乃按不遜於獨立第三方提供之條款計價。
- (v) 模具費支出乃參考平均市場競標後之價格另加實際行政成本計價。
- (vi) 公用服務費支出乃根據國家指定價格另加實際行政成本計價。
- (vii) 物流費支出乃按不遜於獨立第三方提供之條款計價。
- (viii) 宣傳費支出乃按本集團洗衣機及熱水器之國內銷售之1.2%計價。
- (ix) 其他服務費支出乃參考產生之實際成本計價。
- (x) 利息支出及收入乃參考中國人民銀行頒佈之標準息率釐定。
- (xi) 年內，商標牌照費支出乃按象徵式代價人民幣1元(二零零七年：按青島海爾洗衣機有限公司、佛山市順德海爾電器有限公司、合肥海爾洗衣機有限公司、青島膠南海爾洗衣機有限公司及重慶海爾洗衣機有限公司之若干銷售0.8%之比率)計價。

## Notes to Financial Statements

## 財務報表附註

31 December 2008  
二零零八年十二月三十一日

## 14. Related Party Transactions (Cont'd)

(a) (Cont'd)

Notes: (Cont'd)

(xii) Consignment sale commission income in 2007 was determined at 2% of the turnover of the sales of the outstanding inventories of washing machines and water heaters owned by subsidiaries of Haier Investment at 31 December 2006.

(xiii) The sale of gift products were made at selling prices not higher than those sold by Haier Affiliates to independent third parties.

(b) As at the balance sheet date, Haier Corp provided corporate guarantees up to RMB143,000,000 (2007: RMB201,000,000) (equivalent to HK\$162,419,000 (2007: HK\$214,973,000)) to Haier Group Finance Co., Ltd. ("Haier Finance"), a subsidiary of Haier Corp and a financial institute approved by the People's Bank of China, for loan facilities granted to certain subsidiaries of the Group.

(c) Compensation of key management personnel of the Group:

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Short term employee benefits	短期僱員福利	3,916	2,819
Post-employment benefits	離職後福利	12	12
Total compensation paid to key management personnel	已付主要管理人員之薪酬總額	3,928	2,831

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

Except for item (c), the above related party transactions also constitute continuing connected transactions or connected transactions as defined in Chapter 14A of the Listing Rules.

## 14. 關連人士交易(續)

(a) (續)

附註:(續)

(xii) 二零零七年之商品代售佣金收入乃根據海爾投資之附屬公司於二零零六年十二月三十一日所擁有之洗衣機及熱水器尚餘存貨銷售之營業額2%釐定。

(xiii) 銷售禮品乃按不高於海爾聯屬人士向獨立第三方進行出售之售價進行。

(b) 於結算日，海爾集團公司向其附屬公司海爾集團財務有限責任公司(「海爾財務」，一間中國人民銀行認可之財務機構)提供最多人民幣143,000,000元(二零零七年：人民幣201,000,000元)(相等於約162,419,000港元(二零零七年：214,973,000港元))之公司擔保，作為本集團若干附屬公司獲授貸款融資之擔保。

(c) 本集團主要管理人員之薪酬：

		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Short term employee benefits	短期僱員福利	3,916	2,819
Post-employment benefits	離職後福利	12	12
Total compensation paid to key management personnel	已付主要管理人員之薪酬總額	3,928	2,831

董事酬金之其他詳情載於財務報表附註8。

除上文(c)項目外，上述關連人士交易亦構成上市規則第14A章所界定之持續關連交易或關連交易。



## Notes to Financial Statements

## 財務報表附註

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## 15. Property, Plant and Equipment

## 15. 物業、廠房及設備

Group	本集團						Total
	Buildings	Plant and machinery	Tools, furniture and fixtures 工具、傢俬及裝置	Motor vehicles	Construction in progress		
	樓宇	廠房及機器		汽車	在建工程		總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>31 December 2008</b>	二零零八年十二月三十一日						
At 1 January 2008:	於二零零八年一月一日：						
Cost	512,199	850,242	20,532	4,536	6,232		1,393,741
Accumulated depreciation	(134,007)	(491,465)	(6,403)	(3,630)	-		(635,505)
Net carrying amount	378,192	358,777	14,129	906	6,232		758,236
Cost at 1 January 2008, net of accumulated depreciation	378,192	358,777	14,129	906	6,232		758,236
Additions	79	10,669	527	753	31,092		43,120
Disposals/write-off	(31)	(7,988)	(22)	-	-		(8,041)
Depreciation provided during the year	(25,817)	(67,263)	(3,474)	(99)	-		(96,653)
Transfers	7,814	15,824	488	-	(24,126)		-
Exchange realignment	23,198	21,582	818	65	479		46,142
Cost at 31 December 2008, net of accumulated depreciation	383,435	331,601	12,466	1,625	13,677		742,804
At 31 December 2008:	於二零零八年十二月三十一日：						
Cost	551,909	900,596	22,745	5,567	13,677		1,494,494
Accumulated depreciation	(168,474)	(568,995)	(10,279)	(3,942)	-		(751,690)
Net carrying amount	383,435	331,601	12,466	1,625	13,677		742,804

## Notes to Financial Statements

## 財務報表附註

31 December 2008  
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## 15. Property, Plant and Equipment (Cont'd)

## 15. 物業、廠房及設備(續)

## Group (Cont'd)

## 本集團(續)

		Buildings	Plant and machinery	Tools, furniture and fixtures 工具、傢具	Motor vehicles	Construction in progress	Total
		樓宇 HK\$'000 千港元	廠房及機器 HK\$'000 千港元	及裝置 HK\$'000 千港元	汽車 HK\$'000 千港元	在建工程 HK\$'000 千港元	總計 HK\$'000 千港元
<b>31 December 2007</b>	<b>二零零七年十二月三十一日</b>						
At 1 January 2007:	於二零零七年一月一日:						
Cost	成本	382,174	782,861	12,266	3,589	96,143	1,277,033
Accumulated depreciation	累計折舊	(107,062)	(462,469)	(4,910)	(2,562)	-	(577,003)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>275,112</b>	<b>320,392</b>	<b>7,356</b>	<b>1,027</b>	<b>96,143</b>	<b>700,030</b>
Cost at 1 January 2007, net of accumulated depreciation	於二零零七年一月一日 之成本，已扣除累計 折舊	275,112	320,392	7,356	1,027	96,143	700,030
Additions	添置	3,738	27,971	5,202	843	57,693	95,447
Disposals/write-off	出售/撇銷	-	(6,189)	(11)	-	-	(6,200)
Depreciation provided during the year	年內折舊撥備	(18,702)	(58,223)	(2,107)	(1,029)	-	(80,061)
Transfers	轉撥	95,475	51,892	2,958	-	(150,325)	-
Exchange realignment	匯兌調整	22,569	22,934	731	65	2,721	49,020
<b>Cost at 31 December 2007, net of accumulated depreciation</b>	<b>於二零零七年十二月三十一日 之成本，已扣除累計 折舊</b>	<b>378,192</b>	<b>358,777</b>	<b>14,129</b>	<b>906</b>	<b>6,232</b>	<b>758,236</b>
At 31 December 2007:	於二零零七年十二月三十一日:						
Cost	成本	512,199	850,242	20,532	4,536	6,232	1,393,741
Accumulated depreciation	累計折舊	(134,007)	(491,465)	(6,403)	(3,630)	-	(635,505)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>378,192</b>	<b>358,777</b>	<b>14,129</b>	<b>906</b>	<b>6,232</b>	<b>758,236</b>

## Notes to Financial Statements

### 財務報表附註

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#### 15. Property, Plant and Equipment (Cont'd)

As at 31 December 2008, certain of the Group's buildings with an aggregate net book value of approximately HK\$268,480,000 (2007: HK\$267,009,000) did not have building ownership certificates registered under the names of the respective subsidiaries of the Company.

With respect to the above properties, on 24 February 2005 and 20 September 2006, Haier Corp issued two undertakings to the Company, pursuant to which Haier Corp agreed to provide other suitable properties to the Group to ensure the operations of certain subsidiaries of the Company operating in Qingdao and Wuhan and indemnify the Group against any losses arising from the above defective property title issue and for any moving cost/loss incurred, if, for any reason, the respective subsidiaries were not able to continue to use the buildings before the related acquisition and registration procedures have been completed. The aggregate net book value of the Group's buildings indemnified by Haier Corp as at 31 December 2008 amounted to approximately HK\$176,874,000 (2007: HK\$169,851,000).

In the opinion of the directors, the Group is entitled to lawfully and validly occupy and use the buildings for its daily operations, notwithstanding the fact that the related building ownership certificates have not yet been obtained.

#### 15. 物業、廠房及設備(續)

於二零零八年十二月三十一日，本集團總賬面淨值約為268,480,000港元(二零零七年：267,009,000港元)之若干樓宇並無以本公司各相關附屬公司之名義登記之房地產權證。

就上述物業而言，於二零零五年二月二十四日及二零零六年九月二十日，海爾集團公司向本公司作出兩項承諾，據此，海爾集團公司同意，倘各附屬公司如因任何理由無法在有關收購及登記程序完成前繼續使用樓宇經營業務，則海爾集團公司將向本集團提供其他合適物業，以確保本公司於青島及武漢經營之若干附屬公司可經營業務，並彌償本集團因上述物業所有權欠妥之任何損失以及所招致之任何搬遷成本／損失。於二零零八年十二月三十一日，海爾集團公司彌償本集團之樓宇總賬面淨值約為176,874,000港元(二零零七年：169,851,000港元)。

董事認為，儘管仍未取得有關房地產權證，惟本集團有權合法及有效地佔用及使用樓宇以進行日常營運。

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## 16. Prepaid Land Premiums

## 16. 預付土地款

Group		本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面值	79,850	76,926
Recognised during the year	年內確認	(2,064)	(2,324)
Exchange realignment	匯兌調整	4,921	5,248
Carrying amount at 31 December	於十二月三十一日之賬面值	82,707	79,850
Current portion included in prepayments, deposits and other receivables	計入預付款項、按金 及其他應收賬款之流動部分	(2,238)	(2,105)
Non-current portion	非流動部分	80,469	77,745

All leasehold land of the Group is under medium term leases and is situated in Mainland China.

As at 31 December 2008, certain parcels of the Group's land with an aggregate unamortised prepaid land premium amount of approximately HK\$10,664,000 (2007: HK\$52,215,000) did not have land use right certificates registered under the names of the respective subsidiaries of the Company, all of which (2007: HK\$14,995,000) was indemnified by Haier Corp as at 31 December 2008. Details of the undertakings granted by Haier Corp to the Company in relation to such title issue are set out in note 15 to the financial statements.

本集團全部租賃土地均按中期租約持有，且位於中國大陸。

於二零零八年十二月三十一日，本集團未攤銷預付土地款總額約為10,664,000港元(二零零七年：52,215,000港元)之若干幅土地並無以本公司各相關附屬公司之名義登記之土地使用權證，海爾集團公司已於二零零八年十二月三十一日就此作出全數(二零零七年：14,995,000元)彌償。海爾集團公司向本公司就有關所有權之發出而向本公司作出承諾之詳情載於財務報表附註15。

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## 17. Intangible Assets

## 17. 無形資產

		Group Patents, licences and software 本集團 專利、 特許權及軟件 HK\$'000 千港元
<b>31 December 2008</b>		
二零零八年十二月三十一日		
At 1 January 2008:	於二零零八年一月一日：	
Cost	成本	2,596
Accumulated amortisation	累計攤銷	(1,112)
Net carrying amount	賬面淨值	1,484
Cost at 1 January 2008, net of accumulated amortisation	於二零零八年一月一日 之成本，已扣除 累計攤銷	1,484
Additions during the year	年內添置	903
Amortisation provided during the year	年內攤銷撥備	(645)
Exchange realignment	匯兌調整	94
Cost at 31 December 2008, net of accumulated amortisation	於二零零八年十二月三十一日 之成本，已扣除 累計攤銷	1,836
At 31 December 2008:	於二零零八年十二月三十一日：	
Cost	成本	3,672
Accumulated amortisation	累計攤銷	(1,836)
Net carrying amount	賬面淨值	1,836

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## 17. Intangible Assets (Cont'd)

## 17. 無形資產(續)

		Patents, licenses and software 專利、 特許權及軟件 HK\$'000 千港元
31 December 2007	二零零七年十二月三十一日	
At 1 January 2007:	於二零零七年一月一日：	
Cost	成本	2,428
Accumulated amortisation	累計攤銷	(694)
Net carrying amount	賬面淨值	1,734
Cost at 1 January 2007, net of accumulated amortisation	於二零零七年一月一日 之成本，已扣除 累計攤銷	1,734
Amortisation provided during the year	年內攤銷撥備	(355)
Exchange realignment	匯兌調整	105
Cost at 31 December 2007, net of accumulated amortisation	於二零零七年十二月三十一日 之成本，已扣除 累計攤銷	1,484
At 31 December 2007:	於二零零七年十二月三十一日：	
Cost	成本	2,596
Accumulated amortisation	累計攤銷	(1,112)
Net carrying amount	賬面淨值	1,484



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## 財務報表附註

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## 18. Interests in Subsidiaries

## 18. 附屬公司權益

Company		本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Unlisted investments, at cost	非上市投資，按成本	1,982,417	1,982,417
Due from subsidiaries	應收附屬公司款項	163,171	163,575
		<b>2,145,588</b>	2,145,992
Impairment for unlisted investments (note)	非上市投資減值(附註)	(2,356)	(2,356)
		<b>2,143,232</b>	2,143,636

Note: An impairment was recognised for certain unlisted investments with a carrying amount of HK\$2,356,000 because the relevant subsidiaries had suffered losses for many years.

附註：由於相關附屬公司多年來出現虧損，故已就賬面值2,356,000港元之若干非上市投資確認減值。

The amounts due from and to subsidiaries included in the Company's non-current assets and non-current liabilities of HK\$163,171,000 (2007: HK\$163,575,000) and HK\$85,088,000 (2007: HK\$81,060,000), respectively, are unsecured, interest-free and have no fixed terms of repayment. The carrying amounts of these amounts due from and to subsidiaries approximate to their fair values.

計入本公司非流動資產及非流動負債之應收及應付附屬公司款項分別163,171,000港元(二零零七年：163,575,000港元)及85,088,000港元(二零零七年：81,060,000港元)為無抵押、免息及並無固定還款期。該等應收及應付附屬公司款項之賬面值與其公平值相若。

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## 18. Interests in Subsidiaries (Cont'd)

Particulars of the principal subsidiaries are as follows:

## 18. 附屬公司權益(續)

主要附屬公司之資料如下：

Name 名稱	Place of registration and operations 註冊及營業地點	Nominal value of registered capital 註冊資本面值	Percentage of equity directly attributable to the Company 本公司直接應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Qingdao Haier Washing Machine Co., Ltd. * 青島海爾洗衣機有限公司*	PRC/ Mainland China 中國/中國大陸	RMB150,000,000 人民幣150,000,000元	–	93.44	Manufacture and sale of washing machines 生產及銷售洗衣機
Foshan Shunde Haier Electric Co., Ltd. * 佛山市順德海爾電器有限公司*	PRC/ Mainland China 中國/中國大陸	RMB48,000,000 人民幣48,000,000元	–	60	Manufacture and sale of washing machines 生產及銷售洗衣機
Hefei Haier Washing Machine Co., Ltd. * 合肥海爾洗衣機有限公司*	PRC/ Mainland China 中國/中國大陸	RMB12,000,000 人民幣12,000,000元	–	98.69	Manufacture and sale of washing machines 生產及銷售洗衣機
Qingdao Jiaonan Haier Washing Machine Co., Ltd. ** 青島膠南海爾洗衣機有限公司**	PRC/ Mainland China 中國/中國大陸	RMB10,000,000 人民幣10,000,000元	–	94.49	Manufacture and sale of washing machines 生產及銷售洗衣機
Chongqing Haier Washing Machine Co., Ltd. * 重慶海爾洗衣機有限公司*	PRC/ Mainland China 中國/中國大陸	RMB25,000,000 人民幣25,000,000元	25	74.02	Manufacture and sale of washing machines 生產及銷售洗衣機
Foshan Shunde Haier Intelligent Electronic Co., Ltd. * 佛山市順德海爾智能電子有限公司*	PRC/ Mainland China 中國/中國大陸	RMB34,200,000 人民幣34,200,000元	25	74.02	Manufacture and sale of accessories for electrical appliances 生產及銷售電器配件
Qingdao Haier Electronics Sales Co., Ltd. * 青島海爾電器銷售有限公司*	PRC/ Mainland China 中國/中國大陸	RMB5,000,000 人民幣5,000,000元	50	30	Sale of washing machines and water heaters 銷售洗衣機及熱水器
Haier Indesit (Qingdao) Washing Machine Co., Ltd. *** 海爾盈德喜(青島)洗衣機有限公司***	PRC/ Mainland China 中國/中國大陸	USD24,000,000 24,000,000美元	–	100	Manufacture and sale of washing machines 生產及銷售洗衣機

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## 18. Interests in Subsidiaries (Cont'd)

## 18. 附屬公司權益(續)

Name 名稱	Place of registration and operations 註冊及營業地點	Nominal value of registered capital 註冊資本面值	Percentage of equity directly attributable to the Company 本公司直接 應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Qingdao Haier Drum Washing Machine Co., Ltd. *** 青島海爾滾筒洗衣機有限公司***	PRC/ Mainland China 中國/中國大陸	USD12,000,000 12,000,000美元	–	100	Manufacture and sale of washing machines 生產及銷售洗衣機
Qingdao Economy and Technology Development Zone Haier Water Heater Co., Ltd. *** 青島經濟技術開發區海爾 熱水器有限公司***	PRC/ Mainland China 中國/中國大陸	RMB120,000,000 人民幣120,000,000元	–	100	Manufacture and sale of water heaters 生產及銷售熱水器
Wuhan Haier Water Heater Co., Ltd. *** 武漢海爾熱水器有限公司***	PRC/ Mainland China 中國/中國大陸	RMB50,000,000 人民幣50,000,000元	–	100	Manufacture and sale of water heaters 生產及銷售熱水器
Chongqing Haier Water Heater Co., Ltd. ** 重慶海爾熱水器有限公司**	PRC/ Mainland China 中國/中國大陸	RMB10,000,000 人民幣10,000,000元	–	100	Manufacture and sale of water heaters 生產及銷售熱水器

\* Registered as a Sino-foreign equity joint venture enterprise under PRC law.

\*\* Registered as a limited liability company under PRC law.

\*\*\* Registered as a wholly-foreign-owned enterprise under PRC law.

The above table lists 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.

\* 根據中國法律註冊為中外股份合營公司。

\*\* 根據中國法律註冊為有限責任公司。

\*\*\* 根據中國法律註冊為外商獨資企業。

上表所列之本公司附屬公司乃董事認為主要影響本集團本年度之業績或組成本集團資產淨值主要部分之附屬公司。董事認為，詳列其他附屬公司將會導致內容過於冗長。

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## 19. Inventories

## Group

		本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Raw materials	原料	37,575	34,399
Work in progress	在製品	7,983	556
Finished goods	製成品	261,643	623,579
		<b>307,201</b>	<b>658,534</b>

## 19. 存貨

## 20. Trade and Bills Receivables

The Group normally allows an average credit period of 30 to 90 days to its trade customers. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

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

## Group

		本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Trade receivables:	應收貿易賬款：		
Within 1 month	1個月內	909,251	404,318
1 to 2 months	1至2個月	7,008	64,244
2 to 3 months	2至3個月	151,660	40,950
Over 3 months	超過3個月	137,910	54,174
		<b>1,205,829</b>	<b>563,686</b>
Bills receivable	應收票據	1,192,590	783,340
		<b>2,398,419</b>	<b>1,347,026</b>

## 20. 應收貿易賬款及票據

本集團一般給予其貿易客戶平均30至90日之信貸期。本集團致力對其未償還應收賬款維持嚴謹監控，而高級管理層會定期檢討過期結餘。應收貿易賬款均不計利息。

於結算日應收貿易賬款(已扣除撥備)之賬齡按發票日期分析及應收票據之結餘如下：

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## 20. Trade and Bills Receivables (Cont'd)

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

Group		本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Neither past due nor impaired	未逾期及未減值	2,260,509	1,292,852
Less than 1 year past due	逾期少於1年	137,910	54,174
		<b>2,398,419</b>	<b>1,347,026</b>

Receivables that were neither past due nor impaired relate to 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 that have a good track record with the Group. Based on past experience, 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. The Group does not hold any collateral or other credit enhancements over these balances.

Included in the Group's trade and bills receivables are amounts due from Haier Affiliates amounting to HK\$799,081,000 (2007: HK\$219,957,000), which are repayable on similar credit terms to those offered to the major customers of the Group. Further details of the sales to these related parties are set out in note 14 to the financial statements.

## 20. 應收貿易賬款及票據(續)

並無被視為減值之應收貿易賬款及票據之賬齡分析如下：

	本集團	
	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Neither past due nor impaired	2,260,509	1,292,852
Less than 1 year past due	137,910	54,174
	<b>2,398,419</b>	<b>1,347,026</b>

未逾期及未減值之應收款項與近期並無欠款紀錄之客戶有關。

已逾期但未減值之應收款項與多名於本集團往績紀錄良好之獨立客戶有關。根據過往經驗，本公司董事認為毋須就該等結餘作出減值撥備，因為信貸質素並無重大變動，而該等結餘仍未認為可全數收回。本集團並無就該等結餘持有任何抵押品或其他信貸提升。

本集團之應收貿易賬款及票據包括應收海爾聯屬人士款項為799,081,000港元(二零零七年：219,957,000港元)，該款項須按與主要客戶給予本集團相若之信貸條款償還。有關向該等關連人士採購之其他詳情載於財務報表附註14。

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## 21. Prepayments, Deposits and Other Receivables 21. 預付款項、按金及其他應收賬款

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Prepayments	預付款項	37,754	51,069	468	695
Deposits	按金	698	304	698	304
Other receivables	其他應收賬款	71,335	126,882	–	–
		109,787	178,255	1,166	999
Impairment	減值	(7,943)	–	–	–
		101,844	178,255	1,166	999

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

其他應收賬款減值撥備之變動如下：

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
At 1 January	於一月一日	–	–	–	–
Impairment loss recognised	確認減值虧損	7,943	–	–	–
As at 31 December	於十二月三十一日	7,943	–	–	–

Except for other receivables amounting to HK\$7,943,000 included in the above balance, none of the above assets is either past due or impaired. Other than the aforementioned impaired receivables, the financial assets included in the above balances relate to receivables for which there was no recent history of default.

除上述結餘所包括之其他應收賬款7,943,000港元外，上述資產概無已逾期或已減值。除上述之已減值之應收賬款外，上述結餘所包括之財務資產與並無近期欠款紀錄之應收賬款有關。

Included in the Group's prepayments, deposits and other receivables are amounts due from Haier Affiliates amounting to HK\$13,438,000 (2007: HK\$65,942,000), which are unsecured, interest-free and are repayable on demand. The carrying amounts of the prepayments, deposits and other receivables approximate to their fair values.

本集團之預付款項、按金及其他應收賬款包括應收海爾聯屬人士款項為13,438,000港元(二零零七年：65,942,000港元)。該款項為無抵押、免息及按通知償還。預付款項、按金及其他應收賬款之賬面值與其公平值相若。



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## 財務報表附註

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## 22. Cash and Cash Equivalents

## 22. 現金及現金等值項目

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	394,289	470,754	9,707	18,731
Time deposits	定期存款	301,862	124,672	149,381	124,672
Cash and cash equivalents	現金及現金等值項目	696,151	595,426	159,088	143,403

At the balance sheet date, the cash and bank balances and time deposits of the Group denominated in Renminbi ("RMB") amounted to HK\$537,037,000 (2007: HK\$452,041,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirement of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks or financial institutions with no recent history of default. The carrying amounts of the cash and cash equivalents approximate to their fair values.

Included in the Group's cash and cash equivalents are deposits of approximately HK\$514,317,000 (2007: HK\$367,853,000) placed with Haier Finance, a financial institution approved by the People's Bank of China. The interest rate on these deposits was 0.36% per annum. Further details of the interest income attributable to the deposits placed with Haier Finance are set out in note 14(b) to the financial statements.

於結算日，本集團以人民幣(「人民幣」)列值之現金及銀行結餘以及定期存款為537,037,000港元(二零零七年：452,041,000港元)。人民幣不能自由兌換為其他貨幣，但根據中國大陸之《外匯管制法規及結匯、售匯及付匯管理規定》，本集團可透過獲認可進行外幣業務之銀行將人民幣兌換為其他貨幣。

存於銀行之現金根據每日銀行存款利率按浮動利率賺取利息。短期定期存款視乎本集團之即時現金需求而分為介乎一日至三個月之不同存款期，按相關短期定期存款利率賺取利息。銀行結餘存放於並無近期欠款紀錄之信譽良好銀行或金融機構。現金及現金等值項目之賬面值與其公平值相若。

本集團之現金及現金等值項目包括存放於海爾財務之存款約514,317,000港元(二零零七年：367,853,000港元)。海爾財務為中國人民銀行認可之財務機構。該等存款之年利率為0.36厘。有關存放於海爾財務之存款之利息收入其他詳情載於財務報表附註14(b)。

## Notes to Financial Statements

## 財務報表附註

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## 23. Trade Payables

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

## Group

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Trade payables:	應付貿易賬款：		
Within 1 month	1個月內	1,015,909	441,094
1 to 2 months	1至2個月	11,347	296,903
2 to 3 months	2至3個月	494	64,196
Over 3 months	超過3個月	19,570	229,848
		1,047,320	1,032,041

The trade payables are non-interest-bearing and are normally settled on credit terms ranging from 30 to 90 days.

Included in the Group's trade payables are amounts due to Haier Affiliates amounting to HK\$1,016,375,000 (2007: HK\$1,008,252,000), which are repayable on similar credit terms to those offered by other similar suppliers of the Group. Further details of the purchases from these related parties are set out in note 14 to the financial statements.

## 23. 應付貿易賬款

於結算日應付貿易賬款之賬齡按發票日期分析如下：

## 本集團

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within 1 month	1個月內	1,015,909	441,094
1 to 2 months	1至2個月	11,347	296,903
2 to 3 months	2至3個月	494	64,196
Over 3 months	超過3個月	19,570	229,848
		1,047,320	1,032,041

應付貿易賬款不計利息，並一般按介乎30日至90日之信貸期償還。

本集團之應付貿易賬款括應付海爾聯屬人士款項為1,016,375,000港元(二零零七年：1,008,252,000港元)，該款項須按與其他同類供應商給予本集團相若之信貸條款償還。有關向該等關連人士採購之其他詳情載於財務報表附註14。

## 24. Other Payables and Accruals

		Group 本集團		Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Other payables	其他應付賬款	1,286,011	575,662	179,309	192,379
Accruals	應計負債	257,694	438,240	5,076	9,980
		1,543,705	1,013,902	184,385	202,359

## 24. 其他應付賬款及應計負債

## Notes to Financial Statements

## 財務報表附註

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## 24. Other Payables and Accruals (Cont'd)

Included in the Group's other payables and accruals are amounts due to Haier Affiliates amounting to HK\$639,729,000 (2007: HK\$374,720,000). These amounts are unsecured, interest-free and are repayable on demand. There was no payable due to the directors of the Company as at 31 December 2008 (2007: HK\$16,936,000).

Last year's other payables included an amount due to Haier Electrical Appliances Third Holdings (BVI) Limited amounting to HK\$175,443,000 which were unsecured, interest-free and were repayable at 31 December 2008. This payable amount became repayable on demand at 31 December 2008.

## 24. 其他應付賬款及應計負債(續)

本集團之其他應付賬款及應計負債包括應付海爾聯屬人士款項639,729,000港元(二零零七年: 374,720,000港元)。該等款項為無抵押、免息乃按通知償還。於二零零八年十二月三十一日,概無應付本公司董事款項(二零零七年: 16,936,000港元)。

去年,其他應付款項包括應付海爾電器第三控股(BVI)有限公司款項175,443,000港元,為無抵押、免息及須於二零零八年十二月三十一日償還。該應付款項已於二零零八年十二月三十一日按通知償還。

## 25. Interest-Bearing Borrowings

## 25. 計息借貸

Group		本集團					
		2008 二零零八年			2007 二零零七年		
		Effective interest rate 實際利率 %	Year of maturity 到期	HK\$'000 千港元	Effective interest rate 實際利率 %	Year of maturity 到期	HK\$'000 千港元
<b>Current</b>		<b>流動</b>					
Other loans	其他貸款	5.4-7.56	2009	28,168	6.57	2008	62,032
Convertible notes (note 26)	可換股票據(附註26)			-	4.75	2008	169,344
				<b>28,168</b>			<b>231,376</b>
<b>Non-current</b>		<b>非流動</b>					
Other loans	其他貸款	5.75-7.74	2011	134,252	6.75-7.20	2009-2011	152,941
				<b>162,420</b>			<b>384,317</b>

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## 25. Interest-Bearing Borrowings (Cont'd)

## 25. 計息借貸(續)

Company		本公司				
		2008		2007		
		二零零八年		二零零七年		
	Effective	Year of	Effective	Year of		
	interest rate	maturity	interest rate	maturity		
	實際利率	到期	實際利率	到期		
	%	HK\$'000	%	HK\$'000		
		千港元		千港元		
<b>Current</b>	<b>流動</b>					
Convertible notes (note 26)	可換股票據(附註26)	-	-	4.75	2008	169,344

		Group		Company	
		2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Borrowings repayable:	須於以下限期償還之借貸：				
Within one year or on demand	一年內或按通知	28,168	231,376	-	169,344
In the second year	第二年	-	26,524	-	-
In the third to fifth years, inclusive	第三年至第五年 (包括首尾兩年)	134,252	126,417	-	-
		162,420	384,317	-	169,344

All interest-bearing borrowings are unsecured. The other loans represented loans borrowed from Haier Finance, which are guaranteed by Haier Corp, bear interest at rates ranging from 5.4% to 7.56% per annum and are repayable within one year, except for borrowings of HK\$134,252,000 (2007: HK\$152,941,000) which are repayable beyond one year. Further details of the interest expenses attributable to the loans borrowed from Haier Finance are set out in note 14 to the financial statements.

所有計息借貸均為無抵押。其他貸款指向海爾財務借入並由海爾集團公司擔保之貸款，按年利率介乎5.4至7.56厘計息及須於一年內償還，惟須於一年後償還之借貸134,252,000港元(二零零七年：152,941,000港元)除外。向海爾財務借入貸款之利息支出之其他詳情載於財務報表附註14。

## Notes to Financial Statements

### 財務報表附註

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#### 25. Interest-Bearing Borrowings (Cont'd)

Except for the convertible notes, all borrowings of the Group bear interest at floating interest rates. The Group's other loans are denominated in RMB and the convertible notes are denominated in Hong Kong dollars.

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

#### 26. Convertible Notes

On 28 January 2005, the Company issued convertible notes with an aggregate principal amount of HK\$260 million to a subsidiary of Haier Group, Qingdao Haier Group Holdings (BVI) Ltd. The convertible notes have a three-year term and are non-interest-bearing. Each note is convertible at any time prior to the fifth business days before 27 January 2008, at the note holder's option, into the Company's ordinary shares at a conversion price of HK\$0.18 per share (adjusted to HK\$1.8 per share as a result of the share consolidation which became effective from 8 March 2007). When the notes were issued, the prevailing market interest rate for similar notes without the conversion option was higher than the interest rate at which the notes were issued.

The fair value of the liability component of the convertible notes was determined at the issuance date, using the prevailing market interest rate for similar debt without a conversion option of 4.75% and was originally carried as a long term liability. The remaining portion was allocated to the conversion option that is recognised and included in shareholders' equity. At the issuance date, the liability and equity components of the convertible notes were split as to HK\$226,210,000 and HK\$33,790,000, respectively.

On 18 January 2008, the outstanding aggregate principal amount of the convertible notes of HK\$170 million were fully converted, resulted in the issue of 94,444,444 additional ordinary shares of the Company. Accordingly, there are additions of share capital and premium of approximately HK\$9 million and HK\$183 million, respectively, and a reduction in the equity component of the convertible notes of approximately of HK\$22 million.

#### 25. 計息借貸(續)

除可換股票據外，本集團所有借貸均以浮動利率計息。本集團其他貸款以人民幣列值，而可換股票據則以港元列值。

本集團其他借貸之賬面值與其公平值相若。

#### 26. 可換股票據

於二零零五年一月二十八日，本公司向海爾集團之附屬公司青島海爾集團控股(BVI)有限公司發行本金額合共260,000,000港元之可換股票據。可換股票據之年期為三年，不計利息。票據持有人可於二零零八年一月二十七日前第五個營業日前隨時以每股0.18港元(因於二零零七年三月八日生效之股份合併而調整之每股1.8港元)之換股價將各票據兌換為本公司普通股。當發行票據後，並無換股權之同類票據當時市場利率較票據發行當時之利率為高。

可換股票據之負債部分公平值於發行日期按同類債務(並無換股權)之當時市場利率(4.75厘)釐定，原定以長期負債列賬。剩餘部分則分配至在股東權益確認入賬之換股權。於發行日期，已分拆之可換股票據之負債及權益部分分別為226,210,000港元及33,790,000港元。

於二零零八年一月十八日，尚未兌換本金總額170,000,000港元之可換股票據已全數兌換，導致發行94,444,444股本公司額外普通股。因此，股本及股份溢價分別增加約9,000,000港元及183,000,000港元，而可換股票據之權益部分則減少約22,000,000港元。

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## 26. Convertible Notes (Cont'd)

## 26. 可換股票據(續)

## Group and Company

## 本集團及本公司

			Liability component 負債部分	
			2008 二零零八年	2007 二零零七年
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
At 1 January	於一月一日		169,344	161,665
Interest expenses	利息支出	7	656	7,679
Conversion of convertible notes	兌換可換股票據		(170,000)	-
At 31 December	於十二月三十一日		-	169,344

## 27. Provisions

## 27. 撥備

## Group

## 本集團

			Product warranties and installation 產品保養及安裝	
			2008 二零零八年	2007 二零零七年
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
At 1 January	於一月一日		189,559	171,165
Additional provision	新增撥備	6	438,400	336,748
Amounts utilised during the year	年內已動用金額		(368,131)	(330,521)
Exchange realignment	匯兌調整		12,687	12,167
At 31 December	於十二月三十一日		272,515	189,559
Portion classified as current liabilities	列作流動負債之部分		(182,181)	(63,898)
Non-current portion	非流動部分		90,334	125,661

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#### 27. Provisions (Cont'd)

The Group provides installation services and warranties of one to three years to its customers on washing machines and water heaters, under which faulty products are repaired or replaced. The amount of the provision for the warranties is estimated based on sales volumes and past experience of the level of installation services rendered, repairs and returns. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

#### 28. Deferred Tax

The movements in deferred tax assets (mainly relating to accruals and provisions) and deferred tax liabilities (mainly relating to withholding taxes) during the year are as follows:

Group		本集團	
		Deferred tax assets	
		遞延稅項資產	
		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
		Note	
		附註	
At 1 January	於一月一日	49,506	34,681
Deferred tax credited/ (charged) to the income statement during the year	年內在收益表入賬/ (扣除)之遞延稅項	(20,251)	12,245
Exchange realignment	匯兌調整	2,797	2,580
At 31 December	於十二月三十一日	32,052	49,506

#### 27. 撥備(續)

本集團向客戶提供安裝服務及為期一至三年之洗衣機及熱水器保養，有問題之產品可獲維修或更換。保養撥備金額按銷量及以往所提供安裝服務、維修及退貨紀錄估計。估計基準持續檢討，並於適當時作出修訂。

#### 28. 遞延稅項

年內，遞延稅項資產(主要與應計費用及撥備相關)及遞延稅項負債(主要與預扣稅相關)變動如下：



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## 28. Deferred Tax (Cont'd)

## 28. 遞延稅項(續)

		Deferred tax liabilities	
		遞延稅項負債	
		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日	—	7,465
Deferred tax charged/ (credited) to the income statement during the year	年內在收益表 扣除/(入賬) 之遞延稅項	10	
Exchange realignment	匯兌調整	—	191
At 31 December	於十二月三十一日	10,890	—

The Group has tax losses arising in Hong Kong of HK\$36,098,000 (2007: HK\$36,098,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of HK\$190,624,000 (2007: HK\$3,907,000) that will expire in one to five years for offsetting against future taxable profit. Deferred tax assets have not been recognised in respect of these losses as they have arisen in the Company and 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.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividend declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

本集團於香港產生之稅項虧損為36,098,000港元(二零零七年: 36,098,000港元), 可供無限期抵銷該等產生虧損之公司日後應課稅溢利。本集團於中國大陸產生之稅項虧損為190,624,000港元(二零零七年: 3,907,000港元), 將於一至五年內屆滿以抵銷日後應課稅溢利之稅項虧損。由於遞延稅項資產來自虧損多時之本公司及附屬公司, 故此並無就該等虧損確認遞延稅項資產, 而本公司不認為有可能出現可動用稅項虧損之應課稅溢利。

根據中國企業所得稅法, 於中國大陸成立之外商投資企業向外商投資者宣派之股息, 須按10%之稅率徵收預扣稅。該規定自二零零八年一月一日起生效, 並適用於二零零七年十二月三十一日後之盈利。倘中國與外商投資者所在司法權區已簽訂稅務協議, 則可採用較低之預扣稅率。本集團之適用稅率為10%。因此, 自二零零八年一月一日起, 本集團須就在中國大陸成立之附屬公司所產生之盈利而分配之股息履行徵收預扣稅之義務。

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### 財務報表附註

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#### 28. Deferred Tax (Cont'd)

Except for the deferred tax liabilities of HK\$10,890,000, which represents the withholding taxes for the earnings of the PRC subsidiaries to be remitted, as at 31 December 2008, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$21,004,000 at 31 December 2008 (2007: Nil).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

#### 28. 遞延稅項(續)

除遞延稅項負債10,890,000港元外(該款項為中國附屬公司於二零零八年十二月三十一日將匯寄盈利之預扣稅)，概無就本集團於中國內地成立之附屬公司須繳付預扣稅之未匯寄盈利之預扣稅確認遞延稅項負債。董事認為，該等附屬公司不大可能會於可見未來分派所有該等盈利。與中國內地附屬公司投資有關而遞延稅項負債尚未確認之暫時差異總額於二零零八年十二月三十一日約為21,004,000港元(二零零七年：無)。

本公司向其股東派付之股息概無附帶任何所得稅後果。

#### 29. Issued Equity

##### Group

		Issued equity
		已發行權益
		HK\$'000
		千港元
At 1 January 2007	於二零零七年一月一日	1,212,960
Exercise of share options	行使購股權	35,250
At 31 December 2007 and beginning of year	於二零零七年十二月三十一日及年初	1,248,210
Conversion of convertible notes	兌換可換股票據	192,094
Shares repurchased	購回股份	(1,302)
At 31 December 2008	於二零零八年十二月三十一日	1,439,002

#### 29. 已發行權益

##### 本集團

## Notes to Financial Statements

## 財務報表附註

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## 29. Issued Equity (Cont'd)

Due to the use of the reverse acquisition basis of accounting, the amount of issued equity, which includes share capital, share premium and contributed surplus in the consolidated balance sheet, represents the amount of issued equity of legal subsidiaries acquired by the Company on 28 January 2005 and the amount of issued equity of Haier Electrical Appliances Fourth Holdings (BVI) Limited, a direct wholly-owned subsidiary of the Company, and its then subsidiaries at 31 December 2006 plus equity changes of the Company resulting from the exercise of share options and conversion of convertible notes after the reverse acquisition. The equity structure (i.e., the number and type of shares) reflects the equity structure of the legal parent, Haier Electronics Group Co., Ltd.

## 29. 已發行權益(續)

由於採用逆向收購會計法，故已發行權益之金額(包括綜合資產負債表之股本、股份溢價及繳入盈餘)指本公司於二零零五年一月二十八日所收購各法定附屬公司之已發行權益金額及本公司之直接全資附屬公司海爾電器第四控股(BVI)有限公司及其當時附屬公司於二零零六年十二月三十一日之已發行權益金額。加上逆向收購後本公司因行使購股權及兌換可換股票據而產生之權益變動。股本架構(即股份數目及類別)反映法定母公司海爾電器集團有限公司之權益架構。

## Company

## 本公司

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Authorised:	法定：		
30,000,000,000	30,000,000,000股		
(2007: 30,000,000,000)	(二零零七年：30,000,000,000股)		
shares of HK\$0.1 each	每股面值0.1港元之股份	<b>3,000,000</b>	3,000,000
Issued and fully paid:	已發行及已繳足：		
1,951,673,905	1,951,673,905股		
(2007: 1,859,323,461)	(二零零七年：1,859,323,461股)		
shares of HK\$0.1 each	每股面值0.1港元之股份	<b>195,167</b>	185,932

## Notes to Financial Statements

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## 29. Issued Equity (Cont'd)

A summary of the transactions during the year involving the Company's issued share capital is as follows:

## 29. 已發行權益(續)

於年內涉及本公司已發行股本之交易概要如下：

		Number of shares in issue 已發行股份數目	Issued share capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2006 and beginning of year	於二零零六年 十二月三十一日及年初	18,365,734,612	1,836,573	768,565	2,605,138
Exercise of share options before share consolidation (note i)	於股份合併前 行使購股權(附註i)	55,000,000	5,500	2,840	8,340
Capital reduction (note ii)	股本削減(附註ii)	–	(1,657,866)	–	(1,657,866)
Share consolidation (note ii)	股份合併(附註ii)	(16,578,661,151)	–	–	–
Exercise of share options after share consolidation (note i)	於股份合併後 行使購股權(附註i)	17,250,000	1,725	25,185	26,910
At 31 December 2007 and beginning of year	於二零零七年 十二月三十一日及年初	1,859,323,461	185,932	796,590	982,522
Shares repurchased (note iii)	購回股份(附註iii)	(2,094,000)	(209)	(1,093)	(1,302)
Conversion of convertible notes (note iv)	兌換可換股票據(附註iv)	94,444,444	9,444	182,650	192,094
At 31 December 2008	於二零零八年十二月三十一日	1,951,673,905	195,167	978,147	1,173,314

## Notes to Financial Statements

## 財務報表附註

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## 29. Issued Equity (Cont'd)

## Notes:

- (i) Details of the Company's share option scheme and the share options issued under the scheme are included in note 30 to the financial statements.
- (ii) Pursuant to a special resolution passed at a special general meeting of the Company held on 7 March 2007, the Company reduced the nominal value of each of its issued shares from HK\$0.10 to HK\$0.01 by the cancellation of paid-up capital of HK\$0.09 on each of its issued shares (the "Capital Reduction"). Immediately following the Capital Reduction, every 10 issued shares of the Company of HK\$0.01 resulting from the Capital Reduction were consolidated into one consolidated share of HK\$0.1 (the "Share Consolidation"). The Capital Reduction and Share Consolidation became effective from 8 March 2007.
- (iii) All of the repurchased shares were cancelled during the year and the issued share capital of the Company was reduced by the par value thereof. The premium and related expenses paid on the repurchases of the ordinary shares of HK\$1,093,000 were charged to share premium account. An amount equivalent to the par value of the ordinary shares was transferred to the capital redemption reserve as set out in the consolidated statement of changes in equity.

Details of the repurchases are summarised as follows:

Month 月份	Number of shares repurchased 購回股份數目	Price per share 每股股價		Total price paid 已付總價格 HK\$'000 千港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
September 2008 二零零八年九月	281,000	0.79	0.78	223
October 2008 二零零八年十月	1,813,000	0.79	0.38	1,079
	2,094,000			1,302

- (iv) On 18 January 2008, the outstanding aggregate principle amount of the convertible notes were fully converted and resulted in the issue of 94,444,444 additional ordinary shares. Details of this transaction is disclosed in note 26 to the financial statements.

## 29. 已發行權益(續)

## 附註：

- (i) 本公司購股權計劃及根據計劃發行之購股權之詳情載於財務報表附註30。
- (ii) 根據本公司於二零零七年三月七日舉行之股東特別大會上通過之特別決議案，本公司透過註銷其每股已發行股份之已繳足股本0.09港元，將其每股已發行股份之面值由0.10港元削減至0.01港元(「股本削減」)。緊隨股本削減後，本公司因股本削減而產生之每10股每股面值0.01港元之已發行股份合併為一股面值0.1港元之合併股份(「股份合併」)。股本削減及股份合併已由二零零七年三月八日起生效。
- (iii) 所有購回股份已於年內註銷，而本公司之已發行股本亦已按其面值予以削減。就購回普通股已付之溢價及相關支出1,093,000港元已於股份溢價賬內扣除。誠如綜合權益變動表所載，相等於普通股面值之數額已轉撥入資本贖回儲備。

購回詳情概述如下：

- (iv) 於二零零八年一月十八日，尚未兌換本金總額之可換股票據已全數兌換，導致發行94,444,444股額外普通股。是項交易之詳情披露於財務報表附註26。

## Notes to Financial Statements

### 財務報表附註

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#### 30. Share Option Scheme

The Company operates a share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to the eligible participants who contribute to the success of the operations of the Group. Eligible participants of the Share Option Scheme include any employee, executive or officer of the Group (including executive and non-executive directors of the Company) and any supplier, consultant, agent, adviser, shareholder, customer, partner, business associate who, in the sole discretion of the board of directors of the Company (the "Board"), has contributed to the Group. The Share Option Scheme became effective on 28 February 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme is such number of shares, when aggregated with shares subject to any other share option scheme(s) of the Company, must not exceed 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme. The maximum number of shares issuable upon exercise of the options granted under the Share Option Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period is limited to 1% of the shares of the Company in issue as at the date of grant. Any further grant of share options in excess of this 1% limit shall be subject to the issue of a circular by the Company (and if required, the holding company) and the shareholders' approval of the Company (and if required, the approval of the shareholders of the holding company) at a general meeting.

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

#### 30. 購股權計劃

本公司採納一項購股權計劃(「購股權計劃」)，其目的是激勵及獎勵合資格參與者為本集團業務之成功作出貢獻。購股權計劃之合資格參與者包括本集團之任何僱員、行政人員或管理人員(包括本公司之執行及非執行董事)，以及本公司董事會(「董事會」)全權決定認為對本集團有所貢獻之任何供應商、顧問、代理商、諮詢人、股東、客戶、夥伴及業務聯繫人。購股權計劃由二零零二年二月二十八日起生效，而除另行註銷或修訂外，將由該日起計10年內有效。

根據購股權計劃可能授出之購股權所涉之股份數目加上本公司任何其他購股權計劃所涉之股份數目，最高不得超過於購股權計劃採納當日本公司已發行股本10%。於任何十二個月期間內，因根據購股權計劃及本公司任何其他購股權計劃授出之購股權(包括已行使、註銷及尚未行使之購股權)獲行使而可以向各合資格參與者發行之最高股份數目，以授出當日本公司已發行股份1%為限。如再授出超過該1%限額之購股權，則本公司(及(如有需要)控股公司)須事先刊發通函及於股東大會徵求本公司股東(及(如有需要)控股公司之股東)批准。

向本公司之董事、最高行政人員或主要股東或彼等各自之任何聯繫人授出購股權，事先必須獲得本公司之獨立非執行董事(及(如有需要)控股公司之獨立非執行董事)批准(身為購股權承授人之本公司及控股公司獨立非執行董事除外)。此外，如於任何十二個月期間向本公司之主要股東或獨立非執行董事或彼等各自任何聯繫人授出之購股權所涉之股份，超過授出當日本公司已發行股份0.1%或總值(根據授出當日本公司股份之收市價計算)超過5,000,000港元，則本公司(及(如有需要)控股公司)須刊發通函及事先於股東大會徵求本公司股東(及(如有需要)控股公司之股東)批准。

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### 財務報表附註

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#### 30. Share Option Scheme (Cont'd)

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Board, and commences on a specified date and ends on a date which is not later than 10 years from the date of grant of the share options or the expiry date of the Share Option Scheme, whichever is earlier.

The exercise price of the share options is determinable by the Board, but may not be less than the highest of (i) the closing price of the shares of the Company as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a trading day; (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the shares of the Company.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

During the year, the Company did not grant any share options under the Share Options Scheme and there was no outstanding share option as at 31 December 2008 (2007: Nil).

Details of the movements of share options under the Share Option Scheme during 2007 were as follows:

#### 30. 購股權計劃(續)

授出購股權之建議可於建議日期起計28日內由承授人支付象徵式代價合共1港元後接納。已授出購股權之行使期由董事會釐定，由指定之日期開始至授出購股權日期起計不超過十年之日或購股權計劃期滿日(以較早者為準)為止。

購股權之行使價由董事會釐定，惟不得低於下列三者之最高者：(i)本公司股份於授出當日(必須為交易日)在聯交所每日報價表所列之收市價；(ii)本公司股份於緊接授出當日前五個交易日在聯交所每日報價表所列之平均收市價；及(iii)本公司股份之面值。

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

年內，本公司並無根據購股權計劃授出任何購股權，及於二零零八年十二月三十一日並無尚未行使之購股權(二零零七年：無)。

二零零七年內，購股權計劃項下購股權之變動詳情如下：



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## 30. Share Option Scheme (Cont'd)

## 30. 購股權計劃(續)

2007		二零零七年					Price of the Company's shares (note 3) 本公司股份價格(附註3)			
Name or category of participant	Outstanding as at 1 January 2007	Number of share options 購股權數目			Outstanding as at 31 December 2007 於二零零七年十二月三十一日 尚未行使	Date of grant of share options (note 1) 購股權授出日期 (附註1)	Exercise period of share options 購股權行使期	Exercise price of share options (note 2)		
		Exercised during the year 年內行使	Lapsed during the year 年內失效	尚未行使				Immediately before the exercise date 緊接行使日期前 每股	At exercise date 於購股權行使日期 每股	
參與者名稱 或類別	於二零零七年一月一日 尚未行使	年內行使	年內失效	尚未行使	購股權授出日期 (附註1)	購股權行使期	購股權行使價 (附註2) 每股	緊接行使日期前 每股	於購股權行使日期 每股	
							HK\$ 港元	HK\$ 港元	HK\$ 港元	
<b>Executive directors</b>	<b>執行董事</b>									
Wu Ke Song	武克松	1,000,000	(1,000,000)	-	-	19/11/2002	19/11/2003 - 18/11/2007	1.50	2.55	2.50
Chai Yong Sen (note 4)	柴永森(附註4)	1,000,000	(1,000,000)	-	-	19/11/2002	19/11/2003 - 18/11/2007	1.50	2.55	2.50
Liang Hai Shan	梁海山	1,000,000	(1,000,000)	-	-	19/11/2002	19/11/2003 - 18/11/2007	1.50	2.55	2.50
Cui Shao Hua	崔少華	1,000,000	(1,000,000)	-	-	19/11/2002	19/11/2003 - 18/11/2007	1.50	2.55	2.50
		4,000,000	(4,000,000)	-	-					
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>									
Fung Hoi Wing, Henry (note 5)	馮蕙榮(附註5)	100,000	(100,000)	-	-	16/8/2002	16/8/2003 - 15/8/2007	1.56	2.53	2.57
<b>Other participants</b>	<b>其他參與者</b>									
In aggregate	合計	22,650,000	(18,650,000)	(4,000,000)	-	16/8/2002	16/8/2003 - 15/8/2007	1.56	2.55	2.50
		26,750,000	(22,750,000)	(4,000,000)	-					

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#### 30. Share Option Scheme (Cont'd)

Notes:

1. The vesting period of the share options is from the date of grant until the commencement of the exercise period.
2. The exercise price of the share options is subject to adjustment(s) in the case of rights or bonus share issues, or other similar changes in the share capital of the Company.
3. The price of the Company's shares disclosed as at the date of grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of grant of the options. The price of the Company's shares disclosed immediately before the exercise date of the share options is the weighted average of the Stock Exchange closing prices immediately before the dates on which the options were exercised over all of the exercises of options within the disclosure line.
4. Mr. Chai Yong Sen resigned as an executive director of the Company with effect from 15 February 2007.
5. Mr. Lam Kin Kau, Mark, and Mr. Fung Hoi Wing, Henry, resigned as independent non-executive directors of the Company with effect from 21 June 2007.

#### 31. Reserves

(a) 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 page 13 of the financial statements.

- (i) Pursuant to the relevant PRC laws and regulations, certain of the Group's subsidiaries registered in the PRC are required to transfer a portion of their profits to reserve funds. These funds are non-distributable in the form of cash dividends. When determining the appropriations to these funds, the net profits of these subsidiaries are determined in accordance with the applicable financial rules and regulations of the PRC.

#### 30. 購股權計劃(續)

附註：

1. 購股權之歸屬期由授出日期起至行使期開始為止。
2. 購股權之行使價可於配售新股或發行紅股或本公司股本出現其他類似變動時調整。
3. 所披露本公司股份於購股權授出當日之價格，為緊接購股權授出當日之交易日前在聯交所之收市價。所披露本公司股份緊接購股權行使當日之價格，為在披露範圍內有關行使所有購股權在緊接購股權行使當日在聯交所之加權平均收市價。
4. 柴永森先生於二零零七年二月十五日起辭任本公司執行董事。
5. 林建球先生及馮藹榮先生於二零零七年六月二十一日起辭任本公司獨立非執行董事。

#### 31. 儲備

(a) 本集團

本年度及過往年度本集團之儲備數額及其變動詳情，載於財務報表第13頁之綜合權益變動表。

- (i) 根據相關中國法例及法規，本集團若干於中國註冊之附屬公司須將其部分溢利轉撥至儲備基金。該等基金不可以現金股息之形式分派。在釐定向該等基金之分配時，會根據適用之中國財務規則及法規釐定該等附屬公司之純利。

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## 31. Reserves (Cont'd)

## (a) Group (Cont'd)

- (ii) The Group's capital reduction reserve arose from the reduction in the nominal value of each of the issued shares of the Company from HK\$0.10 to HK\$0.01 by the cancellation of paid-up capital of HK\$0.09 on each of the issued shares of the Company effective from 8 March 2007. The Group's capital reserve originally represented the difference between the credit arising from the Capital Reduction of HK\$1,657,866,000 and the amount transferred to eliminate the accumulated losses of the Group of HK\$1,196,370,000.
- (iii) The Group's capital redemption reserve arose from the share repurchases during the year. Further details of these share repurchases are set out in note 29 to the financial statements.

## (b) Company

## 31. 儲備(續)

## (a) 本集團(續)

- (ii) 本集團之股本削減儲備產生自於二零零七年三月八日透過註銷本公司每股已發行股份之已繳足股本0.09港元，將本公司每股已發行股份之面值由0.10港元削減至0.01港元。本集團之股本儲備原為削減股本產生之進賬1,657,866,000港元與轉撥以對銷本集團累計虧損1,196,370,000港元兩者間之差額。
- (iii) 年內，本集團之資本贖回儲備由股份購回產生。有關該等股份購回之進一步詳情載於財務報表附註29。

## (b) 本公司

	Notes 附註	Share	Contributed	Capital	Retained	Total
		premium account	surplus	redemption reserve	profits/ losses)	
		股份溢價賬	繳入盈餘	資本贖回 儲備	保留溢利/ (累計虧損)	總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2007	於二零零七年一月一日	768,565	190,870	-	(1,201,613)	(242,178)
Capital reduction	股本削減	-	1,657,866	-	-	1,657,866
Transfer of contributed surplus to offset against accumulated losses	轉撥繳入盈餘以抵銷累計虧損	-	(1,196,370)	-	1,196,370	-
Exercises of share options	行使購股權	28,025	-	-	-	28,025
Profit for the year	年內溢利	-	-	-	183,537	183,537
At 31 December 2007 and 1 January 2008	於二零零七年十二月三十一日及二零零八年一月一日	796,590	652,366	-	178,294	1,627,250

## Notes to Financial Statements

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## 31. Reserves (Cont'd)

## (b) Company (Cont'd)

			Share premium account	Contributed surplus	Capital redemption reserve	Retained profits/ (accumulated losses)	Total
	Notes 附註	股份溢價賬 HK\$'000 千港元	繳入盈餘 HK\$'000 千港元	資本贖回 儲備 HK\$'000 千港元	保留溢利/ (累計虧損) HK\$'000 千港元	總額 HK\$'000 千港元	
At 31 December 2007 and 1 January 2008	於二零零七年十二月三十一日及 二零零八年一月一日	796,590	652,366	–	178,294	1,627,250	
Shares repurchased	購回股份	29	(1,093)	–	209	(1,093)	
Conversion of convertible notes	兌換可換股票據		182,649	–	–	182,649	
Interim dividend	中期股息	12	–	–	(39,054)	(39,054)	
Special interim dividend	特別中期股息	12	–	–	(39,054)	(39,054)	
Profit for the year	年內溢利	–	–	–	108,148	108,148	
At 31 December 2008	於二零零八年十二月三十一日	978,146	652,366	209	208,125	1,838,846	

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired, over the nominal value of the Company's shares issued in exchange therefor. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to shareholders in certain circumstances.

本公司之繳入盈餘為所收購附屬公司股份公平值超逾本公司於有關交易發行股份面值之差額。根據百慕達一九八一年公司法（經修訂），繳入盈餘可在若干情況下分派予股東。

## 32. Contingent Liabilities

At the balance sheet date, neither the Group nor the Company had any significant contingent liabilities.

## 32. 或然負債

於結算日，本集團或本公司均無任何重大或然負債。

## Notes to Financial Statements

### 財務報表附註

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### 33. Operating Lease Arrangements

The Group leases certain properties under operating lease arrangements. Leases for the properties are negotiated for terms ranging from one to five years.

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

		Group 本集團		Company 本公司	
		2008 二零零八年	2007 二零零七年	2008 二零零八年	2007 二零零七年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	14,087	16,288	249	998
In the second to fifth years, inclusive	第二至五年(包括首尾兩年)	11,751	5,024	–	249
		<b>25,838</b>	<b>21,312</b>	<b>249</b>	<b>1,247</b>

### 34. Commitments

In addition to the operating lease commitments detailed in note 33 above, the Group had the following commitments at the balance sheet date:

Group		本集團	
		2008 二零零八年	2007 二零零七年
		HK\$'000 千港元	HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	33,871	18,328

### 33. 經營租約安排

本集團根據經營租約安排租用若干物業。議定之物業租期介乎一年至五年。

於結算日，本集團及本公司根據於下列期間到期之不能取消之經營租約有未來最低租金總額如下：

### 34. 承擔

除上文附註33所詳述經營租約承擔外，本集團於結算日有以下承擔：

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## 34. Commitments (Cont'd)

At the balance sheet date, the Company did not have any significant commitments other than those disclosed in note 33 above.

## 35. Financial Instruments by Category

The carrying amounts of loans and receivables and financial liabilities at amortised cost of the Group at the balance sheet date are as follows:

## Financial assets

		Loans and receivables 貸款及應收款項	
		2008 二零零八年	2007 二零零七年
		HK\$'000 千港元	HK\$'000 千港元
Trade and bills receivables	應收貿易賬款及票據	2,398,419	1,347,026
Other receivables (note 21)	其他應收賬款(附註21)	63,392	126,882
Cash and cash equivalents	現金及現金等值項目	696,151	595,426
		<b>3,157,962</b>	<b>2,069,334</b>

## Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本列賬之財務負債	
		2008 二零零八年	2007 二零零七年
		HK\$'000 千港元	HK\$'000 千港元
Trade payables	應付貿易賬款	1,047,320	1,032,041
Other payables (note 24)	其他應付賬款(附註24)	1,286,011	575,662
Interest-bearing borrowings	計息借貸	162,420	214,973
Convertible notes	可換股票據	—	169,344
		<b>2,495,751</b>	<b>1,992,020</b>

## 34. 承擔(續)

於結算日，本公司除上文附註33所披露者外並無任何重大承擔。

## 35. 金融工具分類

於結算日，本集團之貸款及應收款項及按攤銷成本之財務負債之賬面值如下：

## 財務資產

		Loans and receivables 貸款及應收款項	
		2008 二零零八年	2007 二零零七年
		HK\$'000 千港元	HK\$'000 千港元
Trade and bills receivables	應收貿易賬款及票據	2,398,419	1,347,026
Other receivables (note 21)	其他應收賬款(附註21)	63,392	126,882
Cash and cash equivalents	現金及現金等值項目	696,151	595,426
		<b>3,157,962</b>	<b>2,069,334</b>

## 財務負債

		Financial liabilities at amortised cost 按攤銷成本列賬之財務負債	
		2008 二零零八年	2007 二零零七年
		HK\$'000 千港元	HK\$'000 千港元
Trade payables	應付貿易賬款	1,047,320	1,032,041
Other payables (note 24)	其他應付賬款(附註24)	1,286,011	575,662
Interest-bearing borrowings	計息借貸	162,420	214,973
Convertible notes	可換股票據	—	169,344
		<b>2,495,751</b>	<b>1,992,020</b>

## Notes to Financial Statements

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## 35. Financial Instruments By Category (Cont'd)

The carrying amounts of loans and receivables and financial liabilities at amortised cost of the Company at the balance sheet date are as follows:

## Financial assets

		Loans and receivables 貸款及應收款項	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Due from subsidiaries (note 18)	應收附屬公司款項 (附註18)	163,171	163,575
Cash and cash equivalents	現金及現金等值項目	159,088	143,403
		<b>322,259</b>	<b>306,978</b>

## Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本列賬之財務負債	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Other payables (note 24)	其他應付賬款(附註24)	179,309	192,379
Due to subsidiaries	應付附屬公司款項	85,088	81,060
Convertible notes	可換股票據	–	169,344
		<b>264,397</b>	<b>442,783</b>

## 35. 金融工具分類(續)

於結算日，本公司之貸款及應收款項及按攤銷成本之財務負債之賬面值如下：

## 財務資產

		Loans and receivables 貸款及應收款項	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Due from subsidiaries (note 18)	應收附屬公司款項 (附註18)	163,171	163,575
Cash and cash equivalents	現金及現金等值項目	159,088	143,403
		<b>322,259</b>	<b>306,978</b>

## 財務負債

		Financial liabilities at amortised cost 按攤銷成本列賬之財務負債	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Other payables (note 24)	其他應付賬款(附註24)	179,309	192,379
Due to subsidiaries	應付附屬公司款項	85,088	81,060
Convertible notes	可換股票據	–	169,344
		<b>264,397</b>	<b>442,783</b>



## Notes to Financial Statements

### 財務報表附註

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#### 36. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise interest-bearing borrowings, convertible notes and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations or acquisitions. The Group has various other financial assets and liabilities such as trade and bills receivables and trade, which arise directly from its operations.

It is, and has been, throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board review and agrees policies for managing each of these risks and they are summarised below.

##### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's borrowings with floating interest rates. The Group does not use derivative financial instruments to hedge its exposure to interest rate risk.

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). There is no significant impact on other components of the Group's equity.

#### 36. 財務風險管理目標及政策

本集團之主要金融工具包括計息借貸、可換股票據及現金與短期存款。該等金融工具之主要目的是為本集團營運或收購集資。本集團有各種其他財務資產及負債，如直接來自業務之應收貿易賬款及票據。

於整個回顧年度，本集團之政策為不進行任何金融工具買賣。

來自本集團金融工具之主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會檢討及協定各類風險之管理政策概述如下。

##### 利率風險

本集團之市場利率變動風險主要有關本集團之浮息借貸。本集團並無使用衍生金融工具對沖其利率風險。

下表列示在所有其他變數不變之情況下，對本集團除稅前溢利率合理可能變動之敏感度(透過對浮息借貸造成之影響)。對本集團其他權益部分並無重大影響。

## Notes to Financial Statements

## 財務報表附註

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## 36. Financial Risk Management Objectives and Policies (Cont'd) 36. 財務風險管理目標及政策(續)

## Interest rate risk (Cont'd)

		利率風險(續)	
		Increase/(decrease) in basis points 基點上升/ (下跌)	Increase/(decrease) in profit before tax 除稅前溢利增加 (減少)
			HK\$'000 千港元
<b>2008</b>	<b>二零零八年</b>		
Renminbi	人民幣	(50)	801
Renminbi	人民幣	50	(801)
<b>2007</b>	<b>二零零七年</b>		
Renminbi	人民幣	50	(1,075)
Renminbi	人民幣	(50)	1,075

## Foreign currency risk

The Group has transactional currency exposures. Such exposures mainly arise from sales or purchases by the Group's operating units operating in Mainland China in currencies other than the units' functional currency (i.e., RMB). The Group does not enter into any hedging transactions in an effort to reduce the Group's exposure to foreign currency risk.

The following table demonstrates the sensitivity at the balance sheet date to a reasonably possible change in the exchange rates of Euro, United States Dollar and Japanese Yen, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities). There is no significant impact on other components of the Group's equity.

## 外幣風險

本集團涉及交易貨幣風險。該等風險主要來自本集團在中國大陸經營之營運單位以單位功能貨幣(即人民幣)以外貨幣進行銷售或購買。本集團並無進行任何對沖交易以減低本集團之外幣風險。

下表列示在所有其他變數不變之情況下，本集團除稅前溢利對歐羅、美元及日圓匯率之合理可能變動之敏感度(由於貨幣資產及負債之公平值改變)。對本集團其他權益部分並無重大影響。

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## 36. Financial Risk Management Objectives and Policies (Cont'd) 36. 財務風險管理目標及政策(續)

## Foreign currency risk (Cont'd)

## 利率風險(續)

		Increase/(decrease) in exchange rates	Increase/(decrease) in profit before tax
		匯率上升/ (下跌)	除稅前溢利增加 (減少)
		%	HK\$'000 千港元
<b>2008</b>	<b>二零零八年</b>		
If Renminbi strengthens against Euro	倘人民幣兌歐羅升值	5	(6,355)
If Renminbi strengthens against United States Dollar	倘人民幣兌美元升值	5	(5,845)
If Renminbi strengthens against Japanese Yen	倘人民幣兌日圓升值	5	(573)
If Renminbi strengthens against Great Britain Pound	倘人民幣兌英鎊升值	5	(1,486)
If Renminbi weakens against Euro	倘人民幣兌歐羅貶值	(5)	6,355
If Renminbi weakens against United States Dollar	倘人民幣兌美元貶值	(5)	5,845
If Renminbi weakens against Japanese Yen	倘人民幣兌日圓貶值	(5)	573
If Renminbi weakens against Great Britain Pound	倘人民幣兌英鎊貶值	(5)	1,486
<b>2007</b>	<b>二零零七年</b>		
If Renminbi strengthens against Euro	倘人民幣兌歐羅升值	5	(6,569)
If Renminbi strengthens against United States Dollar	倘人民幣兌美元升值	5	(2,384)
If Renminbi strengthens against Japanese Yen	倘人民幣兌日圓升值	5	(538)
If Renminbi weakens against Euro	倘人民幣兌歐羅貶值	(5)	6,569
If Renminbi weakens against United States Dollar	倘人民幣兌美元貶值	(5)	2,384
If Renminbi weakens against Japanese Yen	倘人民幣兌日圓貶值	(5)	538

## Notes to Financial Statements

### 財務報表附註

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二零零八年十二月三十一日

### 36. Financial Risk Management Objectives and Policies (Cont'd)

#### Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are analysed by customer/counterparty and by geographical region. At the balance sheet date, the Group had certain concentrations of credit risk as 96% (2007: 94%) of the Group's trade receivables were due from the five largest customers of the Group.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 20 to the financial statements.

#### Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans and other borrowings. It is the Group's policy to renew its loan agreements with Haier Finance or major local banks in Mainland China upon the maturity of the Group's short term bank loans and other borrowings.

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

### 36. 財務風險管理目標及政策(續)

#### 信貸風險

本集團僅與著名及信譽良好之第三方進行交易。根據本集團之政策，所有有意以記賬形式進行交易之客戶均須經過信貸核實程序。此外，本集團亦持續監察應收賬款結餘，而本集團之壞賬風險並不重大。

就本集團其他財務資產(包括現金及現金等值項目及其他應收賬款)之信貸風險而言，本集團之信貸風險來自交易對手違約，最大風險以該等工具之賬面值為限。

由於本集團僅與著名及信譽良好的第三方進行交易，因此並無要求提供抵押。信貸風險集中程度按客戶／交易對手及按地區進行分析。於結算日，本集團有一定信貸風險集中度，原因為本集團之應收貿易賬款其中96%(二零零七年：94%)為應收本集團之五大客戶款項。

有關本集團來自應收貿易賬款之信貸風險進一步量化數據，於財務報表附註20披露。

#### 流動資金風險

本集團透過循環流動資金計劃工具監控資金短缺風險。有關工具考慮其金融工具及財務資產(例如應收貿易賬款)之到期日以及經營業務之預測現金流量。

本集團之目標為透過銀行貸款及其他借貸維持資金之持續性及彈性之平衡。本集團之政策為在本集團之短期銀行貸款及其他借貸期滿時，續訂與海爾財務或中國大陸主要地方銀行訂立之貸款協議。

於結算日，按照已訂約無折扣付款計算，本集團財務負債之到期日組合如下：

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## 36. Financial Risk Management Objectives and Policies (Cont'd) 36. 財務風險管理目標及政策(續)

## Liquidity risk (Cont'd)

2008

## 流動資金風險(續)

二零零八年

		Within one year or on demand	Beyond one year or no fixed terms of repayment	Total
		一年內或按要求	一年後或 無固定還款期	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元

Trade payables	應付貿易賬款	1,047,320	–	1,047,320
Other payables (note 24)	其他應付賬款(附註24)	1,286,011	–	1,286,011
Interest-bearing borrowings	計息借貸	29,689	156,466	186,155
		<b>2,363,020</b>	<b>156,466</b>	<b>2,519,486</b>

2007

二零零七年

		Within one year or on demand	Beyond one year or no fixed terms of repayment	Total
		一年內或按要求	一年後或 無固定還款期	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元

Trade payables	應付貿易賬款	1,032,041	–	1,032,041
Other payables (note 24)	其他應付賬款(附註24)	575,662	–	575,662
Interest-bearing borrowings	計息借貸	63,414	188,894	252,308
Convertible notes	可換股票據	170,000	–	170,000
		<b>1,841,117</b>	<b>188,894</b>	<b>2,030,011</b>

## Notes to Financial Statements

## 財務報表附註

31 December 2008  
二零零八年十二月三十一日

## 36. Financial Risk Management Objectives and Policies (Cont'd) 36. 財務風險管理目標及政策(續)

## Liquidity risk (Cont'd)

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

## 流動資金風險(續)

於結算日，按照已訂約無折扣付款計算，本公司財務負債之到期日組合如下：

2008		二零零八年		Total
		Within one year or on demand	Beyond one year or no fixed terms of repayment	
		一年內或按要求	一年後或 無固定還款期	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Other payables (note 24)	其他應付賬款(附註24)	179,309	–	179,309
Due to subsidiaries	應付附屬公司款項	–	85,088	85,088
		179,309	85,088	264,397
2007		二零零七年		
		Within one year or on demand	Beyond one year or no fixed terms of repayment	Total
		一年內或按要求	一年後或 無固定還款期	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Other payables (note 24)	其他應付賬款(附註24)	192,379	–	192,379
Due to subsidiaries	應付附屬公司款項	–	81,060	81,060
Convertible notes	可換股票據	170,000	–	170,000
		362,379	81,060	443,439

## Notes to Financial Statements

## 財務報表附註

31 December 2008  
二零零八年十二月三十一日

## 36. Financial Risk Management Objectives and Policies (Cont'd)

## Capital management

The primary objectives of the Group's capital management are 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. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2008 and 31 December 2007.

The Group monitors capital using a gearing ratio, which is total debt divided by the total equity. The Group's policy is to maintain the gearing ratio not exceeding 100%. Total debt includes interest-bearing borrowings and convertible notes. The gearing ratios as at the balance sheet dates were as follows:

## Group

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Interest-bearing borrowings	計息借貸	162,420	214,973
Convertible notes	可換股票據	-	169,344
Total debt	債務總值	162,420	384,317
Total equity	權益總值	1,269,095	942,124
Gearing ratio	負債資本比率	13%	41%

## 36. 財務風險管理目標及政策(續)

## 資本管理

本集團資本管理之主要目標在於維持本集團持續經營之能力及維持穩健資本比率，以支持其業務及為股東爭取最高價值。

本集團根據經濟狀況變動管理及調整其資本架構。為維持或調整資本架構，本集團可能調整向股東派付之股息、向股東退還資本或發行新股。本集團不受任何外在施加資本要求所規限。截至二零零八年十二月三十一日及二零零七年十二月三十一日止年度，有關資本管理目標、政策或程序並無變動。

本集團採用負債資本比率(即債務總值除權益總值)監控資本。本集團之政策為維持負債資本比率不超過100%。債務總值包括計息借貸及可換股票據。於結算日，負債資本比率如下：

## 本集團



## Notes to Financial Statements

### 財務報表附註

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#### 37. Post Balance Sheet Events

On 25 February 2009, the Company entered into a placing agreement with Roofers Securities Limited ("Roofers Securities"), pursuant to which the Company appointed Roofers Securities to procure not fewer than six places to subscribe for up to 75,000,000 shares of the Company at a placing price of HK\$0.66 per each placing share (the "Placing Shares"). In addition, the Company has agreed to issue non-listed warrants, on the basis of four warrants for each placing share issued at no initial price. This entitles the holder of each warrant to subscribe for one new share at an exercise price of HK\$0.66 at any time for a period of four years from the date of issue of such warrant (the "Warrants").

The share placement was completed on 23 March 2009 and the Placing Shares represent approximately 3.7% of the Company's issued share capital as enlarged by the placing and the net proceeds of HK\$47.4 million were raised by the placing. If allotted and issued, the Warrants would give rise to 300,000,000 new shares of the Company, which represents approximately 12.89% of the Company's issued share capital as enlarged by the issue of the placing shares and the warrant shares. The net proceeds from the exercise of all of the Warrants will be approximately HK\$198 million.

#### 38. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 17 April 2009.

#### 37. 結算日後事項

於二零零九年二月二十五日，本公司與路華證券有限公司(「路華證券」)訂立配售協議，據此，本公司委任路華證券促成最少六位承配人按配售價每股配售股份0.66港元認購最多75,000,000股本公司股份(「配售股份」)。此外，本公司已同意發行非上市認股權證，以每發行一股配售股份獲發四份認股權證之基準(並無初步發行價)，賦予每份認股權證之持有人權利於發行有關認股權證(「認股權證」)當日起四年期間隨時按行使價0.66港元認購一股新股份。

股份配售已於二零零九年三月二十三日完成。配售股份佔本公司經配售事項擴大之已發行股本約3.7%。配售事項已帶來所得款項淨額47,400,000港元。倘已配發及發行，認股權證將使本公司發行300,000,000股新股份，佔本公司經發行配售股份及認股權證股份擴大之已發行股本約12.89%。行使全數認股權證之所得款項淨額將約為198,000,000港元。

#### 38. 財務報表之批准

財務報表已於二零零九年四月十七日經董事會批准及授權刊發。

## Five Year Financial Summary

## 五年財務摘要

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

以下載列本集團之過去五個財政年度業績、資產、負債及少數股東權益概要，乃摘錄自已刊發之經審核財務報表，並已作出適當之重列／重新分類：

		Year ended 31 December 截至十二月三十一日止年度				
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
CONTINUING OPERATIONS	持續經營業務					
REVENUE	收益	11,409,480	8,549,239	6,901,705	5,541,136	4,523,857
Cost of sales	銷售成本	(8,120,162)	(6,058,011)	(5,062,200)	(4,285,082)	(3,559,383)
Gross profit	毛利	3,289,318	2,491,228	1,839,505	1,256,054	964,474
Other income and gains	其他收入及收益	34,487	34,521	42,960	10,614	10,115
Selling and distribution costs	銷售及分銷成本	(2,268,165)	(1,646,661)	(1,243,740)	(804,783)	(647,089)
Administrative expenses	行政費用	(824,152)	(527,071)	(401,679)	(265,121)	(146,918)
Other expenses	其他費用	(13,442)	(5,993)	(2,441)	(6,017)	–
Finance costs	融資成本	(15,733)	(24,068)	(11,109)	(16,162)	(6,145)
PROFIT BEFORE TAX	除稅前溢利	202,313	321,956	223,496	174,585	174,437
Tax	稅項	(27,336)	(96,259)	(39,710)	(22,999)	(20,209)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS	持續經營業務之年內溢利	174,977	225,697	183,786	151,586	154,228
DISCONTINUED OPERATION	已終止經營業務					
Profit/(loss) for the year from a discontinued operation	已終止經營業務之年 內溢利/(虧損)	–	–	103,420	(479,068)	31,208
PROFIT/(LOSS) FOR THE YEAR	年內溢利/(虧損)	174,977	225,697	287,206	(327,482)	185,436
Attributable to:	應佔：					
Equity holders of the parent	母公司股權持有人	152,183	172,131	262,349	(363,751)	147,367
Minority interests	少數股東權益	22,794	53,566	24,857	36,269	38,069
		174,977	225,697	287,206	(327,482)	185,436
<b>ASSETS, LIABILITIES AND MINORITY INTERESTS</b>	<b>資產、負債及少數股東權益</b>					
TOTAL ASSETS	資產總值	4,360,776	3,666,212	3,373,280	3,519,723	3,019,111
TOTAL LIABILITIES	負債總額	(3,091,681)	(2,724,088)	(2,574,713)	(2,410,301)	(1,975,235)
MINORITY INTERESTS	少數股東權益	(108,208)	(94,724)	(154,448)	(162,507)	(261,387)
		1,160,887	847,400	644,119	946,915	782,489



Haier 海尔