



CHINA ENERGY DEVELOPMENT HOLDINGS LIMITED
中國能源開發控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 00228



Annual Report **2008** 年報



* For identification purposes only 僅供識別

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Board of Directors

Executive Directors

Mr. Chan Wai Keung (*Chairman and Chief Executive Officer*)
(*appointed as Chairman on 24 April 2009*)
Mr. Chan Shi Yung
Mr. Chui Kwong Kau
Mr. Wang Xiang Jun
Mr. Tong Seak Kan (*Chairman*)
(*resigned on 31 December 2008*)
Mr. Chang Kuo Tien (*resigned on 12 December 2008*)
Mr. Yim Chi Keung (*Deputy Chairman*) (*appointed on 2 May 2008*
and resigned on 19 December 2008)

Independent Non-Executive Directors

Mr. Chang Kin Man
Mr. Ip Wing Lun
Ms. Li Yuen Yu, Alice (*appointed on 6 October 2008*)
Mr. Zhong Yuan (*retired on 12 June 2008*)

Company Secretary

Mr. Wong Siu Keung, Joe (*appointed on 21 July 2008*)
Mr. Cheung Wai Shing (*resigned on 21 July 2008*)

Company's Website

<http://chinaenergy.etnet.com.hk>

Registered Office

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business

Unit 3607, 36th Floor
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

董事會

執行董事

陳偉強先生 (*主席兼行政總裁*)
(*於二零零九年四月二十四日獲委任為主席*)
陳樹鎔先生
崔光球先生
王向軍先生
唐錫根先生 (*主席*)
(*於二零零八年十二月三十一日辭任*)
張國典先生 (*於二零零八年十二月十二日辭任*)
嚴志強先生 (*副主席*) (*於二零零八年五月二日獲委任及於二零零八年十二月十九日辭任*)

獨立非執行董事

鄭健民先生
葉泳倫先生
李遠瑜女士 (*於二零零八年十月六日獲委任*)
仲原先生 (*於二零零八年六月十二日退任*)

公司秘書

黃兆強先生 (*於二零零八年七月二十一日獲委任*)
張偉成先生 (*於二零零八年七月二十一日辭任*)

公司網址

<http://chinaenergy.etnet.com.hk>

註冊辦事處

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

總辦事處及主要營業地點

香港
干諾道中168-200號
信德中心西座
36樓3607室

Corporate Information

公司資料

Principal Share Registrar and Transfer Office

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
Grand Cayman KY1-1107
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Tengis Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Legal Advisers to the Company

As to Hong Kong law
Robertsons

As to Cayman Islands law
Conyers Dill & Pearman, Cayman

Auditors

Shu Lun Pan Horwath Hong Kong CPA Limited

Principal Bankers

Bank of China (Hong Kong) Limited
The Bank of East Asia Limited

股份過戶登記總處

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
Grand Cayman KY1-1107
Cayman Islands

香港股份過戶登記分處

卓佳登捷時有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心
26樓

本公司之法律顧問

有關香港法律
羅拔臣律師事務所

有關開曼群島法律
Conyers Dill & Pearman, Cayman

核數師

香港立信浩華會計師事務所有限公司

主要往來銀行

中國銀行(香港)有限公司
東亞銀行有限公司

Chairman's Statement

主席報告

To: Shareholders:

On behalf of the Board of Directors, I hereby present the results of China Energy Development Holdings Limited (the "Company") and its subsidiaries (together the "Group") for the year ended 31 December 2008.

The year of 2008 was a challenge year for the Company. The impact of the subprime mortgage problem in U.S. has caused the global financial crisis and the economic slowdown. The worldwide economic system has been critical affected. We estimated the situation that the global economy is unlikely to recover during the year of 2009 and it will be difficult for the Company to raise either equity or debt financing to make further contribution to the liquefied natural gas (LNG) project in Macau. In order to minimize the risk profile of the Company and maintain sufficient cash reserves, therefore, the Company disposed the LNG project. At the same time, the Chinese restaurant business continued to face the increase in price of raw material and staff costs in the intensive competitive market in Hong Kong.

PROSPECTS AND STRATEGY

While the Company still maintains its long-term confidence on the natural gas and natural resources industries and is looking for investment opportunities in these industries. As at the date of this report, we have already entered into a sale and purchase agreement for acquiring the right in drilling, exploration, exploitation and production of oil and/or natural gas in the PRC.

The management believes that the acquisition will help make the stronger company and create value for our shareholders.

APPRECIATION

Looking forward, we will continue our proven strategy of fostering opportunity for sustainable growth with the aim of enhancing return for our shareholders. Finally, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude to a team of devoted staff for their outstanding service and to our shareholders for your continued support.

Chan Wai Keung
Chairman

Hong Kong, 24 April 2009

致各位股東：

本人謹代表中國能源開發控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）之董事會（「董事會」）提呈截至二零零八年十二月三十一日止年度之業績。

於二零零八年，本公司面對重重挑戰。美國之次按問題之影響導致全球陷入金融危機及經濟衰退，令全球經濟體系均受到嚴重影響。本集團估計全球經濟難以在二零零九年復甦，而本公司進行集資或債務融資以對澳門液化天然氣項目進一步注資亦會面臨困難。為求盡量減少本公司面對之風險及維持足夠現金儲備，本公司因此出售液化天然氣項目。同時，中式酒樓業務持續面對原料價格及員工成本高企，及香港的激烈市場競爭。

前景及策略

長遠而言，本公司對天然氣及天然資源兩種行業仍然具有信心，故本公司正就該等行業物色投資機會。於本報告日期，本集團已訂立買賣協議，購入在中國鑽井、勘探、開採及生產石油及／或天然氣之權利。

管理層認為收購將有助鞏固本公司之實力及為股東創造價值。

致謝

展望未來，本集團將繼續施行其行之有效且能促進持續發展業務機會之策略，務求提升股本之回報。最後，本人謹此代表董事會，對熱誠投入為本集團服務之出色員工及股東之不斷支持致以衷心感謝。

陳偉強
主席

香港，二零零九年四月二十四日

Management Discussion and Analysis

管理層討論及分析

Operating Results

For the year ended 31 December 2008, the Group recorded a turnover of approximately HK\$339.2 million (2007: HK\$247.7 million), representing a growth of 37% over the corresponding last year. Net loss of the Group was approximately HK\$356.8 million (2007: HK\$32.4 million) and loss per share was 11.80 HK cents (2007: 1.10 HK cents).

The turnover of the Group's Chinese restaurant business was approximately HK\$242.1 million (2007: HK\$247.7 million) and accounted for 71% of the Group's total turnover, representing a decrease of 2.3% over the corresponding last year. The gross profit margin was retained intact and the operating costs increased with an increase in the staff costs and rental expenses. The intense competitive in the Chinese restaurants and the higher operating costs had resulted the drop in the profit from this business segment.

The turnover and net loss of the Group's natural gas business were approximately HK\$97.2 million (2007: nil) and HK\$269 million (2007: HK\$8.2 million) respectively.

Business Review

Chinese Restaurant Business

During the year, the Chinese restaurant business continued to face a challenging market environment. The turnover of the Group's restaurants, which amounted to approximately HK\$242.1 million, decreased slightly as compared HK\$247.7 million in the last year. Escalating operating pressure in rental, raw material costs, growing staff costs as well as the onslaught of the global financial tsunami. Result in a segmental profit decreased to HK\$53,000, representing a decrease of 99.6% from HK\$13,224,000 in the prior year.

經營業績

截至二零零八年十二月三十一日止年度，本集團錄得營業額約339,200,000港元(二零零七年：247,700,000港元)，較去年增長37%。本集團之虧損淨額約為356,800,000港元(二零零七年：32,400,000港元)，及每股虧損則為11.80港仙(二零零七年：1.10港仙)。

本集團中式酒樓業務之營業額約為242,100,000港元(二零零七年：247,700,000港元)，佔本集團營業總額71%，較去年下降2.3%。毛利率維持不變，而經營成本上揚，且員工成本及租金開支高企。中式酒樓之競爭劇烈，經營成本較高，致使該業務分部之溢利下降。

本集團之天然氣業務之營業額及虧損淨額分別約為97,200,000港元(二零零七年：無)及269,000,000港元(二零零七年：8,200,000港元)。

業務回顧

中式酒樓業務

年內，中式酒樓業務持續面臨市場環境的挑戰。本集團酒樓之營業額約為242,100,000港元，較去年之247,700,000港元略有下降。租金、原料成本及員工成本上漲，加上全球金融海嘯之衝擊，令本集團經營壓力上升，致使分部之溢利減少至53,000港元，較去年13,224,000港元下降99.6%。

Management Discussion and Analysis

管理層討論及分析

Natural Gas Business

The Group, through its wholly owned subsidiary, Macau Natural Gas Company Limited (“MNG”), held a joint-venture natural gas company in Macau, namely, Sinosky Energy (Holdings) Company Limited (“Sinosky”) to operate piped natural gas business.

Sinosky had commenced business of natural gas supply and the 2008 financial year marked the first financial year of operation of the natural gas business. For the year under reviewed, turnover and net loss were HK\$97.2 million (2007: nil) and HK\$269 million (2007: HK\$8.2 million) respectively.

In light of the financial turmoil in global markets in the year and the financial risks associated with the continuation of the liquefied natural gas (“the LNG”) business, the Company had disposed the LNG business in Macau on 12 December 2008 and disclosed in the Company’s announcement dated on 15 December 2008. However, the Company still maintains its long-term confidence on natural gas and natural resources industries and is looking for investment opportunities in these industries.

Financial Review

Liquidity, Financial Resources and Capital Structure

As at 31 December 2008, the Group had no outstanding bank borrowings, all bank borrowings are fully repaid during the year (2007: HK\$29,997,000).

The cash and cash equivalents of the Group amounted to HK\$269,662,000 (2007: HK\$370,513,000).

The interest expenses of the Group for the year were HK\$1,638,000 (2007: HK\$238,000) of which HK\$287,000 has been capitalised into construction in progress (2007: HK\$82,000).

As at 31 December 2008, the ratio of total liabilities to total assets of the Group was 14.1% (2007: 18.5%). The Group’s current ratio (current assets to current liabilities) was approximately 6.8 (2007: 3.5), and the Group’s gearing ratio (total interest-bearing borrowings to total assets) was not applicable (2007: 3.4%).

天然氣業務

本集團透過其全資附屬公司澳門天然氣有限公司（「澳門天然氣」）持有澳門一間合營天然氣公司，即中天能源控股有限公司（「中天」），以經營管道天然氣業務。

中天已開始經營天然氣供應業務，而二零零八年亦成為經營天然氣業務的首個財年。於回顧年度，營業額及虧損淨額分別為97,200,000港元（二零零七年：無）及269,000,000港元（二零零七年：8,200,000港元）。

鑒於年內全球市場爆發金融海嘯，加上與液化天然氣（「液化天然氣」）業務相關之財務風險，本公司已於二零零八年十二月十二日出售澳門之液化天然氣業務，並於二零零八年十二月十五日刊發之本公司公佈中作出披露。然而，本公司對天然氣及天然資源行業仍維持長期信心，並正尋求該等行業的投資機會。

財務回顧

流動資金、財務資源及資本架構

於二零零八年十二月三十一日，本集團概無未償還銀行借款，全部銀行借款已於年內悉數償還（二零零七年：29,997,000港元）。

本集團之現金及等同現金為269,662,000港元（二零零七年：370,513,000港元）。

本集團於本年度之利息開支為1,638,000港元（二零零七年：238,000港元），其中287,000港元已資本化為在建工程（二零零七年：82,000港元）。

於二零零八年十二月三十一日，本集團負債總值與資產總值之比率為14.1%（二零零七年：18.5%）。本集團之流動比率（流動資產比流動負債）約為6.8（二零零七年：3.5），而本集團之資本負債比率（計息借款總額比資產總值）並不適用（二零零七年：3.4%）。

Management Discussion and Analysis

管理層討論及分析

Charge of Assets

None of the assets of the Group were pledged as security for any banking facilities and borrowing as at 31 December 2008 and 2007.

Exchange Exposure

It is the Group's policy for its operating entities to operate in their corresponding local currencies to minimize currency risks. The Group's principal businesses are conducted and recorded in Hong Kong dollars ("HKD") and Macau Pataca ("MOP"). The exchange rate of MOP against HKD remained relatively stable during the financial year under reviewed. As the impact from foreign exchange exposure is minimal, no hedging against foreign currency exposure is necessary.

Capital Commitments

The Group had no material capital commitments as at 31 December 2008.

Contingent Liabilities

The Group had no material contingent liabilities as at 31 December 2008.

Employee Information

As at 31 December 2008, the Group had a total workforce of 514 (2007: 518). The Group remunerates its employees based on their work performance, working experiences, professional qualifications and the prevailing market practice.

Material Disposal of Subsidiaries

On 28 October 2008, the Company entered into the Disposal Agreement with the Purchaser whereby the Purchaser acquired the entire issued share capital of Achieve Smart Finance Limited and Bright Horizon Worldwide Inc. The transaction was duly completed on 12 December 2008. The details of the transaction were contained in the circular to the shareholders of the Company on 17 November 2008 and the announcement dated on 15 December 2008.

資產抵押

於二零零八年及二零零七年十二月三十一日，概無本集團之資產已抵押作為任何銀行貸款之擔保。

外匯風險

本集團之政策旨在讓其經營實體以其相應之地方貨幣經營業務，以降低外匯風險。本集團之主要業務以港元（「港元」）及澳門元（「澳門元」）進行及記錄。於回顧財政年度，澳門元兌港元之匯率仍然較為穩定。由於外匯風險之影響甚微，故無必要對沖以應付外匯風險。

資本承擔

於二零零八年十二月三十一日，本集團無任何重大資本承擔。

或然負債

於二零零八年十二月三十一日，本集團無任何重大或然負債。

僱員資料

於二零零八年十二月三十一日，本集團共有514名僱員（二零零七年：518名）。本集團僱員之薪酬與彼等之工作表現、工作經驗、專業資格及現行市場慣例掛鈎。

附屬公司之重大出售

於二零零八年十月二十八日，本公司與買方訂立出售協議，據此，買方收購Achieve Smart Finance Limited及Bright Horizon Worldwide Inc.之全部已發行股本。該項交易已於二零零八年十二月十二日完成。有關詳情載於本公司分別於二零零八年十一月十七日及二零零八年十二月十五日刊發致股東之通函及公佈。

Management Discussion and Analysis

管理層討論及分析

Other Major Event

On 31 July 2008, the Company executed the Deed of Termination regarding major transaction relating to acquisitions of 51% of equity interests in target companies. Details of the information were contained in the Company's announcements dated on 5 October 2007, 31 March 2008, 30 June 2008 and 31 July 2008.

Prospects

Chinese Restaurant Business

In light of the financial turmoil in global markets in the year, the Group was confronted by a challenging business environment. The management considers that the operating environment of Chinese restaurant business is vulnerable. The Group will take a very cautious approach to manage its Chinese restaurant operation. We will implement a tighter costs control in the near future.

Natural Resource Industries

The Group diversified its business into natural resources in 2007 and have been seeking investment opportunities from time to time to broaden the Group's sources of income.

On 22 January 2009, the Company entered into the Sale and Purchase agreement to acquire from independent third party of 100% equity interest in China Era Energy which is principally engaged in investment holding and has entered into the Petroleum Contract with China National Petroleum Corporation (the "CNPC") where subject to the approval of the Petroleum Contract by the Ministry of Commerce in the PRC, China Era Energy and CNPC shall have the right in drilling, exploration, exploitation and production of oil and/or natural gas within the area of site located at North Kashi Block, Tarim Basin, Xinjiang, the PRC (the "Site").

其他重大事項

於二零零八年七月三十一日，本公司簽立關於收購目標公司51%股權之主要交易之終止契據。有關詳情載於本公司分別於二零零七年十月五日、二零零八年三月三十一日、二零零八年六月三十日以及二零零八年七月三十一日刊發之公佈。

展望

中式酒樓業務

鑒於年內全球市場爆發金融海嘯，本集團面對艱辛之經營環境。管理層認為，中式酒樓業務之經營環境易受影響。本集團將以極為審慎之方式管理其中式酒樓業務。本集團將實行更嚴謹之成本控制。

天然資源行業

本集團於二零零七年將業務分散至天然資源行業，並一直尋找投資機會，以擴闊本集團之收入來源。

於二零零九年一月二十二日，本公司訂立買賣協議，以自獨立第三方收購中國年代能源之全部權益。中國年代能源主要從事投資控股，並已與中國石油天然氣集團公司（「中國石油集團」）訂立石油合約，經中國商務部批准石油合約後，中國年代能源及中國石油集團擁有於中國新疆塔里木盆地喀什北區塊之地點（「該地盤」）範圍內鑽探、勘探、開採及生產石油及／或天然氣之權利。

Management Discussion and Analysis 管理層討論及分析

The Petroleum Contract was entered into between China Era Energy and CNPC on 22 December 2008 whereby China Era Energy and CNPC agree to cooperate in exploration, development and production of petroleum that may exist within the area of the Site. The term of the Petroleum Contract is for a term of 30 years commencing from the date when the Petroleum Contract becomes effective. The Petroleum Contract is subject to the approval by the Ministry of Commerce in the PRC and the date of such approval shall be the effective date of the Petroleum Contract. Under the Petroleum Contract, China Era Energy shall apply its appropriate and advanced technology and management expertise and assign its competent experts to perform exploration, development and production of natural gas and/or oil within the area of the Site.

In view of the prospect relating to natural resources, the Board believes that the Acquisition will be a successful strategy for the Company's business and the Acquisition is an attractive investment opportunity for the Group. The Board is of the view that, upon the completion, the income stream of the Company will be broadened.

石油合約由中國年代能源與中國石油集團於二零零八年十二月二十二日訂立，據此，中國年代能源及中國石油集團同意合作勘探、開發及生產於該地盤範圍內可能存在之石油。石油合約由石油合約生效日期起計為期30年。石油合約須經中國商務部批准，而有關批准之日期將為石油合約之生效日期。根據石油合約，中國年代能源須應用其適當及先進技術及管理專業知識，並選派有能力之專家於該地盤範圍內進行勘探、開發及生產天然氣及／或石油工作。

鑒於有關天然資源之前景，董事會相信此收購將為本公司業務之成功策略，且收購為對本集團具吸引力之投資機會。董事會認為，於完成後，本公司之收入來源將會擴大。

Biographical Details of Directors

董事之履歷

Directors

Executive directors

Mr. Chan Wai Keung, aged 56, joined the Company as an executive director in April 2006 and is currently the chief executive officer of the Group. He was appointed as Chairman on 24 April 2009. He is the committee member of the People's Political Consultation Committee of Lungguang, Shenzhen, the People's Republic of China since 1998. He is the President of Global Resources Recovery (Canada) Inc., GRR Concepcion Recycling Inc. and the Chief Executive Officer of True Product ID Technology Limited, China Fishery and Agriculture Bioenvironmental Technology (Hong Kong) Limited and Sure Trace Security Corporation (shares of which are listed in OTC Bulletin Board). Mr. Chan is also a non-executive director of Grandtop International Holdings Limited (stock code: 2309) which is listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. Chan has over 25 years of experience in the operation of business development, China trade, international trade, venture capital and etc.

Mr. Chan Shi Yung, aged 61, joined the Company as an executive director in July 2005. He was educated in Scotland, United Kingdom. He has over 30 years of commercial experiences in Vietnam, Hong Kong and People's Republic of China and of which 10 years of extensive experience in management of casino, entertainment centre and is an expertise in restaurant operation.

Mr. Chui Kwong Kau, aged 42, joined the Group in February 2004, and promoted to executive director and chief financial officer in October 2005. He has over 15 years' experiences in accounting and auditing fields including over 10 years' accounting and auditing experience in other public listed companies prior to joining the Group in February 2004.

Mr. Wang Xiang Jun, aged 42, joined the Company as a non-executive director in September, 2006 and was redesignated as an executive director in May 2007. Mr. Wang holds a bachelor degree in Economics from the University of International Business and Economics, Beijing, People's Republic of China. Mr. Wang has over 15 years of working experience in state-own natural resources, chemicals and investment industries.

董事

執行董事

陳偉強先生，現年56歲，於二零零六年四月加入本公司出任執行董事，現為本集團行政總裁。彼於二零零九年四月二十四日獲委任為主席。彼自一九九八年起為中華人民共和國人民政治協商會議深圳市龍崗區委員會委員，現亦為Global Resources Recovery (Canada) Inc.及GRR Concepcion Recycling Inc.總裁，以及正品身份科技有限公司、中國漁農業生物環境科技(香港)有限公司及Sure Trace Security Corporation(其股份在美國場外電子交易板上上市)之首席執行官。陳先生亦為泓鋒國際控股有限公司(股份代號：2309)(於香港聯合交易所有限公司主板上市)之非執行董事。陳先生於經營商業拓展、中國貿易、國際貿易及風險資本等方面擁有超過25年經驗。

陳樹鎔先生，現年61歲，於二零零五年七月加入本公司出任執行董事。彼於英國蘇格蘭接受教育。彼於越南、香港及中華人民共和國擁有逾30年營商經驗，當中包括10年賭場、娛樂中心管理之廣泛經驗，並為經營餐廳方面之專才。

崔光球先生，現年42歲，於二零零四年二月加入本集團，並於二零零五年十月擢升為執行董事及財務總監。彼於會計及核數擁有逾15年經驗，包括於二零零四年二月加入本集團前於其他上市公司擁有逾10年會計及核數經驗。

王向軍先生，現年42歲，於二零零六年九月加入本公司出任非執行董事，並於二零零七年五月獲調任為執行董事。王先生持有中華人民共和國北京對外經濟貿易大學經濟學士學位。王先生於國有天然資源、化工及投資業務方面擁有逾15年工作經驗。

Biographical Details of Directors

董事之履歷

Independent non-executive directors

Mr. Chang Kin Man, aged 45, joined the Company as an independent non-executive director in May 2003. Mr. Chang is a certified public accountant in Hong Kong and a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Chang holds a Bachelor of Science degree in Economics and a Master's degree in Applied Finance. Before joining the Company, Mr. Chang had worked for an international audit firm and a number of public listed companies for more than 15 years. Mr. Chang is currently an independent non-executive director of China Water Industry Group Limited (stock code: 1129) and Grandtop International Holdings Limited (stock code: 2309) both are listed companies on the Main Board of The Stock Exchange of Hong Kong Limited and iMarchants Limited (stock code: 8009) which is listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

Mr. Ip Wing Lun, aged 41, joined the Company as an independent non-executive director in July 2006. Mr. Ip is a Practising Certified Public Accountant in Hong Kong. He holds a Master degree in Business Administration and is a fellow member of Hong Kong Institute of Certified Public Accountants and the Association of International Accountants of the United Kingdom, an associate member of the Institute of Chartered Secretaries and Administrators, the Hong Kong Institute of Chartered Secretaries and the Taxation Institute of Hong Kong. He has over 10 years of experience in auditing, taxation and provision of financial consultancy services for companies in Hong Kong and the PRC. He is an executive director of Grandtop International Holdings Limited (stock code: 2309) which is listed on the Main Board of The Stock Exchange of Hong Kong Limited.

獨立非執行董事

鄭健民先生，現年45歲，於二零零三年五月加入本公司出任獨立非執行董事。鄭先生為香港執業會計師，亦為英國特許公認會計師公會資深會員及香港會計師公會會員。鄭先生持有經濟學理學士學位及應用財務學碩士學位。鄭先生在加入本公司前曾任職一家國際會計師事務所及在多家上市公司服務逾15年。鄭先生現於中國水業集團有限公司(股份代號：1129)及泓鋒國際控股有限公司(股份代號：2309)(均為於香港聯合交易所有限公司主板上市之公司)，以及菱控有限公司(股份代號：8009)(於香港聯合交易所有限公司創業板上市)出任獨立非執行董事。

葉泳倫先生，現年41歲，於二零零六年七月加入本公司出任獨立非執行董事。葉先生為香港執業會計師。彼持有工商管理碩士學位，為香港會計師公會及英國國際會計師公會資深會員，並為英國特許秘書及行政人員公會、香港特許秘書公會及香港稅務學會會員。彼於審核、稅務及向香港及中國公司提供財務顧問服務擁有逾10年經驗。彼於泓鋒國際控股有限公司(股份代號：2309)(於香港聯合交易所主板上市)出任執行董事。

Biographical Details of Directors

董事之履歷

Ms. Li Yuen Yu, Alice, aged 40, joined the Company as an independent non-executive director in October 2008. Ms. Li is the partner of Cheng & Cheng Limited, Certified Public Accountants. She obtained her bachelor degree of business (Multidiscipline) from Monash University, Australia in 1994. She was admitted as a Certified Practising Accountant in Australia in 1997 and was qualified as a practicing Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants in 1998. She is the fellow member of the Taxation Institute of Hong Kong. She has nearly 15-year experience in the accounting field. She is an independent non-executive director of South China (China) Limited (stock code: 413) which is listed on the Main Board of the Stock Exchange of Hong Kong since 28 September 2004. She was an independent non-executive director of Nority International Group Limited (stock code: 660 currently known as Wai Chun Mining Industry Group Company Limited) from 2 May 2006 to 3 February 2007.

李遠瑜女士，現年40歲，於二零零八年十月加入本公司出任獨立非執行董事。彼為鄭鄭會計師事務所有限公司之合夥人，執業會計師。彼於一九九四年於澳洲莫納什大學取得商學士學士(跨學科)學位。彼於一九九七年獲認可為澳洲執業會計師，並於一九九八年獲認可為香港會計師公會之執業會計師。彼為香港稅務學會之資深會員。彼於會計方面擁有接近15年經驗。自二零零四年九月二十八日起，彼為南華(中國)有限公司(股份代號：413)(於香港聯交所主板上市)之獨立非執行董事。彼於二零零六年五月二日至二零零七年二月三日期間出任耐力國際集團有限公司(股份代號：660，現稱偉俊礦業集團有限公司)之獨立非執行董事。

Overview

The Company is committed to maintain good corporate governance standard and procedures. The board of directors of the Company recognizes the importance of and benefit from good corporate governance practices. We believe that improvement in corporate governance not only assists the Company in effective supervision and control on its business operation, but also attracts investment from international institutional investors, thereby creating and enhancing shareholder value.

The Company's has complied with the code provision ("Code Provision") set out in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 of the Listing Rules, except for code provision A.2.1 of the Code which states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual and the division of responsibilities between the chairman and chief executive officer should clearly established and set out in writing. Currently, Mr. Chan Wai Keung, is both the chairman of the Board and chief executive officer of the Company. The Company carries out periodically reviews its corporate governance practice to ensure that these continue to meet the requirement of CG Code.

1. Corporate Governance Practice

- a) With respect to the compliance with paragraph A of the Code, the Company has carried out the following corporate governance practices:

The Company has held twenty Board meetings in the year of 2008. Directors have been consulted to advice the agenda of the Board meeting. Sufficient notice of the Board meeting has been given to the Directors. Minutes of the Board and the Board Committees are recorded in sufficient details and kept by the company secretary for inspection at any reasonable time on reasonable notice by any Director. Directors were supplied with adequate and relevant information in a timely manner to enable them forming decision in the relevant meetings. The composition of the Board is shown on page 17 of this report. At every annual general meeting, one-third of the Directors for the time being or, if their number is not a multiple of

概覽

本公司致力維持良好之企業管治水平及程序。本公司董事會確認良好企業管治守則之重要性及成效。本公司相信提高企業管治不單有助本公司有效監督及控制其業務運作，亦可吸引國際機構投資者，為股東締造更大價值。

本公司一直遵守上市規則附錄十四所載企業管治守則（「企管守則」），惟守則條文A.2.1條除外。該條規定主席及行政總裁之角色應為分開及不應由同一人擔任，以及主席及行政總裁之職責應以書面清楚界定。陳偉強先生現為本公司董事會主席兼行政總裁。本公司定期對其企業管治守則進行檢討，確保本公司守則持續符合企管守則之規定。

1. 企業管治常規

- a) 就遵守企管守則第A段而言，本公司已採納以下企業管治守則：

本公司於二零零八年度已舉行二十次董事會會議。董事已獲諮詢就董事會會議議程提供意見。董事已獲發充裕之董事會會議通知。董事會及董事委員會會議記錄已載有足夠資料，並由公司秘書存置，供任何董事在發出合理通知後於任何合理時間內查閱。董事已獲適時提供足夠及相關資料，使彼等能於相關會議上作出決定。董事會組成載於本報告第17頁。董事會成員組合反映出於技能及經驗方面必要之平衡，以成就本公司有效之領導及決策之獨立性。於各股東週年大會上，當時在任之三分一董事（倘人數並

three, then the number nearest to but not exceeding one-third shall retire from office. A Director appointed by the Board fill a casual vacancy or as an addition shall hold office until the next general meeting or the next annual general meeting. Every Director is aware that he/she should give sufficient time and attention to the affairs of the Company. Details of the Directors attendance in different meetings are set out on page 18. Agreed procedures are in place providing to the member of the Board and/or committee to seek independent professional advice at the Company's expenses to assist them to discharge their duties.

For other details of the responsibilities of Directors, please refer to the section "Board of Directors".

- b) With respect to the compliance with paragraph B of the Code, the Company has established a Remuneration Committee with specific written terms of reference, details of which are set out in page 6 of this report.
- c) With respect to the compliance with paragraph C of the Code, the Company has carried out the following corporate governance practices:

Management has provided sufficient explanation and information to the Board as will enable the Board to make an informed assessment of financial and other information put before the Board for approval. The Company has announced the result of 2008 on 24 April 2009. A statement by the auditors about their reporting responsibilities is included in the Report of the Independent Auditors on page 36 of this Annual Report. The details of the internal controls of the Company and the Audit Committee are set out under the section "Internal Control and Audit Committee" below.

非三之倍數，則為最接近者，但不得超過三分之一之人數)須輪值告退。獲董事會委任以填補空缺或新增之董事，將任職至下屆股東大會或下屆股東週年大會為止。各董事知悉彼應安排足夠時間處理本公司事務。董事於不同會議之出席詳情載於年報第18頁。本公司已推行若干議事程序，供董事會及／或委員會成員在履行其職責時尋求獨立專業意見，費用概由本公司承擔。

董事職責之其他詳情，請參閱「董事會」一節。

- b) 就遵守企管守則第B段而言，本公司已成立薪酬委員會，並制訂特定書面職權範圍，詳情載於本報告第6頁。
- c) 就遵守企管守則第C段而言，本公司已採納以下企業管治守則：

管理層已向董事會提供足夠之解釋及資料，使董事會可就提呈董事會批准之財務及其他資料作出知情估量。本公司已於二零零九年四月二十四日公佈二零零八年業績報告。核數師就其報告職責作出之聲明載於本報告第36頁之獨立核數師報告內。本公司內部監控及審核委員會之詳情，載於以下「內部監控及審核委員會」一節。

Internal Control and Audit Committee

The Board acknowledges its responsibility in maintaining sound and effective internal control system for the Group to safeguard investments of the shareholders and assets of the Company at all times. The system of internal controls aims to help achieving the Group's business objectives, safeguarding assets and maintaining proper accounting records for provision of reliable financial information. However, the design of the system is to provide reasonable, but not absolute, assurance against material misstatement in the financial statements or loss of assets and to manage rather than eliminate risks of failure when business objectives are being sought. Management has conducted regular reviews during the year on the effectiveness of the internal control system covering all material controls in area of financial, operational and compliance controls, various functions for risks management as well as physical and information systems security. The Chief Finance Officer ("CFO") has reported to the Audit Committee from time to time during the year, in conjunction with key findings identified by the external auditors, findings and actions or measures taken in addressing those internal controls. The Audit Committee in turn reports any material issues to the Board. The Board, through the Audit Committee, also sets targets for and reviews plan and progress on continuous improvement work of the Company's internal control system with the CFO on a periodic basis.

- d) With respect to the compliance with paragraph D of the Code, the Company has carried out the following corporate governance practices:

When the Board delegates aspects of its management and administration functions to management, it has given clear directions as to the powers of management, in particular, with respect to the circumstances where management shall report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company. The Company has set up two committees, for details please refer to the relevant sections below.

內部監控及審核委員會

董事會知悉其職責乃維持行之有效之本集團內部監控制度，全面保障股東之投資及本公司資產。內部監控制度旨在協助本集團達成其業務目標，保障資產，以及妥為存置提供可靠財務資料之會計記錄。制度之設置乃就財務報表之重大錯誤聲明或資產損失提供合理而非絕對之保證，以及管理而非減低無法尋求業務目標之風險。管理層於年內已定期審閱內部監控制度之成效，包括財務、營運及遵守監控、不同風險管理功能以及實際及資料系統保安等各個重大監控領域。財務總監（「財務總監」）於年內不時向審核委員會匯報外部核數師提出之重大發現，以及在進行內部監控時之發現、行動或措施。審核委員會則向董事會報告任何重大事宜。董事會亦透過審核委員會與財務總監定期制訂本公司內監控制度之目標，檢討有關計劃，以及對有關制度進行持續改善工作。

- d) 就遵守企管守則第D段而言，本公司已採納以下企業管治守則：

倘董事會向管理層授出其管理及行政職能，董事會已就管理層之權力發出清晰指引，其中有關管理層須向董事會作出匯報，以及管理層在代表本公司作出決定或訂立任何承諾前須取得董事會事先批准之情況。本公司已成立兩個委員會，詳情請參閱下文相關章節。

- e) With respect to the compliance with paragraph E of the CG Code, the Chairman of the Company and the Chairmen of the Audit Committee and the Remuneration Committee attend in the annual general meeting to answer questions raised up in the meeting. The procedures for demanding a poll by the shareholders were incorporated in every circular issued during the financial year ended 31 December 2008.

On review the CG Code, the Company has complied with all the Code Provisions as set out in Appendix 14 of the Listing Rules throughout the financial year ended 31 December 2008, except with deviation from code provision A4.1 and A4.2 details of which are explained below.

- f) Pursuant to A4.1 and A4.2 of the CG Code, those non-executive directors should be appointed for a specific term, subject to re-election while all directors should be subject to retirement by rotation at least once every three years.

Under the period under review, all non-executive directors, including independent non-executive directors, of the Company have not been appointed for a specific term but they are subject to retirement by rotation and shall be eligible for re-election at annual general meeting of the Company in line with the Company's Articles of Association. 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.

Pursuant to the Company's Articles of Association, the Chairman shall not be subject to retirement by rotation or be taken into account in determining the number of directors to retire in each year. In order to ensure the smooth running and continuous adhering to the strategic view of the Company, the Company believes that the position of Chairman is more practical to be maintained and not to be subject to retirement by rotation.

- e) 就遵守企管守則第E段而言，本公司主席及審核及薪酬委員會主席已出席股東週年大會，並於會議上回答提問。股東要求投票表決之程序已載於截至二零零八年十二月三十一日止財政年度刊發之各份通函內。

於檢討企業管治守則時，本公司已於截至二零零八年十二月三十一日止財政年度遵守上市規則附錄十四所載之守則條文，惟下文所詳述者偏離企管守則條文第A4.1及A4.2條。

- f) 根據企管守則第A4.1及A4.2條，非執行董事須按指定任期委任，並須膺選連任，而全體董事須至少每三年輪值告退一次。

於回顧期間，本公司所有非執行董事（包括獨立非執行董事）均非按指定任期委任，惟須按照本公司組織章程細則之規定於股東週年大會上輪值告退及膺選連任。就此，董事會認為其已採取足夠措施，確保本公司之企業管治守則不遜於企管守則。

根據本公司之組織章程細則，主席毋須輪值告退，或被計入釐定每年須予退任之董事人數內。為確保本公司之暢順運作及持續貫徹採取策略觀點，本公司相信維持主席職務及毋須輪值告退較為實際。

2. Directors' Securities Transaction

The Company has adopted the full set of Model Code set out in Appendix 10 of the Listing Rules as the code of the conduct for securities transactions by directors (the "Model Code"). The prohibitions on securities dealing and disclosure requirements in the Model Code apply to specified individuals including the Group's senior management and also persons who are privy to price sensitive information of the Group. Having made specific enquiry of all directors, the Board confirms that the directors of the Company have complied with the Model Code regarding directors' securities transactions during the year and up to the date of publication of this Annual Report.

3. Board of Directors

- (a) Up to the date of this Annual Report, the Board comprises a total of seven members including four executive directors and three independent non-executive directors. Members of the Board have different professional and relevant industry experiences and background so as to bring in valuable contributions and advices for the development of the Group's business. Over one-third of the Board is independent non-executive directors and all of them are qualified accountants.
- (b) The Company has received written annual confirmation from each independent non-executive director of their independence to the Group. The Group considered that all independent non-executive directors meets the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. The names of the directors and their respective biographies are set out on pages 10 to 12 of this Annual Report.

2. 董事進行證券交易

本公司已採納上市規則附錄十所載之整套標準守則作為本公司董事進行證券交易之標準守則（「標準守則」）。標準守則之禁止進行證券交易以及披露之規定適用於若干特定人士，包括本集團高級管理層及涉及本集團股價敏感資料之人士。全體董事經本公司作出特定查詢後確認，彼等於年內及截至年報刊發日期均一直遵守有關董事進行證券交易之標準守則。

3. 董事會

- (a) 截至本年報日期，董事會由合共七名成員組成，包括四名執行董事及三名獨立非執行董事。董事會成員具備不同專業及相關行業經驗及背景，可為本集團之業務發展提供寶貴貢獻及意見。董事會三分之一以上成員為獨立非執行董事，全部均為合資格會計師。
- (b) 本公司已接獲各獨立非執行董事就彼等之獨立性而向本集團發出之確認書。本集團認為全體獨立非執行董事符合上市規則第3.13條之獨立指引，且根據該指引範圍彼等具獨立地位。董事姓名及彼等各自之履歷載於本年報第10至12頁。

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(c) The Board meets periodically with the management to discuss the Group's strategies development and to review the business operation. The Board also monitors and controls financial performance in pursuit of the Group's strategic objectives. The names of the directors during the financial year and their individual attendance of are set out below:

(c) 董事會定期與管理層會面，討論本集團之策略發展及檢討業務運作。董事會亦監察及監控本集團在達致策略性目標時之財務表現。本財政年度之董事姓名及其個別之會議出席率如下：

| Name 姓名 | | Attendance/Numbers of Meetings entitle to attend 出席次數／有權出席之會議數目 | | |
|--|--|---|-----------------------------|------------------------------------|
| | | Board 董事會 | Audit Committee 審核委員會 | Remuneration Committee 薪酬委員會 |
| Executive: | | 執行董事： | | |
| Mr. Chan Wai Keung (Chairman and Chief Executive Officer) (appointed as Chairman on 24 April 2009) | 陳偉強先生 (主席) (行政總裁) (於二零零九年四月二十四日 獲委任為主席) | 16/20 | N/A不適用 | N/A不適用 |
| Mr. Chan Shi Yung | 陳樹鎔先生 | 19/20 | N/A不適用 | N/A不適用 |
| Mr. Chui Kwong Kau | 崔光球先生 | 20/20 | N/A不適用 | N/A不適用 |
| Mr. Wang Xiang Jun | 王向軍先生 | 14/20 | N/A不適用 | N/A不適用 |
| Mr. Tong Seak Kan (Chairman) (resigned on 31 December 2008) | 唐錫根先生(主席) (於二零零八年 十二月三十一日辭任) | 18/19 | N/A不適用 | N/A不適用 |
| Mr. Yim Chi Keung (Deputy Chairman) (appointed on 2 May 2008 and resigned on 19 December 2008) | 嚴志強先生(副主席) (於二零零八年五月二日 獲委任及於二零零八年 十二月十九日辭任) | 11/12 | N/A不適用 | N/A不適用 |
| Mr. Chang Kuo Tien (resigned on 12 December 2008) | 張國典先生 (於二零零八年 十二月十二日辭任) | 15/17 | N/A不適用 | N/A不適用 |
| Independent Non-Executive: | | 獨立非執行董事： | | |
| Mr. Chang Kin Man | 鄭健民先生 | 13/20 | 2/2 | 1/1 |
| Mr. Ip Wing Lun | 葉泳倫先生 | 13/20 | 2/2 | 1/1 |
| Ms. Li Yuen Yu, Alice (appointed on 6 October 2008) | 李遠瑜女士 (於二零零八年 十月六日獲委任) | 3/4 | 0/0 | 0/0 |
| Mr. Zhong Yuan (retired on 13 June 2008) | 仲原先生 (於二零零八年 六月十三日退任) | 0/7 | 0/1 | 0/1 |

(d) The Board oversees the Group's strategic development, and determine the objectives, strategies and policies of the Group.

(d) 董事會監督本集團之策略性發展，並決定本集團之目標、策略及政策。

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- (e) The major issues which were brought before the Board for their decisions during the year include:
- Proposals related to potential acquisition, investments, or any significant capital expenditures; and
 - Formulation of operational strategies and review of its financial performance and results and the internal control system.
- (f) The Board has the overall responsibility to ensure that the Company maintains sound and effective internal controls to safeguard the shareholders' investments and the Company's assets.
- (g) Two board committees, namely, the Audit Committee and the Remuneration Committee, have been established to oversee particular aspect of the Group's affairs.
- (h) The Board also has delegated the day-to-day management and operations of the Group's businesses to management of the Company and its subsidiaries. Major corporate matters that are specifically delegated by the Board to the management include the preparation of financial statements for Board approval before publishing, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.
- (e) 年內提呈董事會決議之主要事項包括：
- 有關資金籌集活動、潛在收購、投資或任何重大資本開支之建議；及
 - 制訂經營策略及審閱其財務表現、業績以及內部監控制度
- (f) 董事會之整體責任為確保本公司維持行之有效之內部監控，保障股東之投資及本公司資產。
- (g) 已成立兩個董事委員會，即審核委員會及薪酬委員會，以監督本集團特定範圍之事務。
- (h) 董事會亦已指派本公司及其常附屬公司之管理層處理本集團之日常業務管理及運作。董事會特別指派管理層處理之主要企業事宜包括：編製財務報表供董事會於刊發前審批、履行董事會採納之業務策略及目標、推行適當之內部監控及風險管理程序制度，以及遵守相關法定規定、規則及規例。

4. Chairman and Chief Executive Officer

- (a) Up to the date of this report, the positions of the Chairman of the Board, Mr. Tong Seak Kan had resigned on 31 December 2008. Mr. Chan Wai Keung is both the Chairman of the Board and Chief Executive Officer of the Company.

4. 主席及行政總裁

- (a) 直至本報告日期，唐錫根先生已於二零零八年十二月三十一日辭任董事會主席之職。陳偉強先生現為本公司董事會主席兼行政總裁。

- (b) The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the senior management, the Chairman is also responsible for ensuring that the Directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meeting.
- (c) The Chief Executive Officer focuses on implementing objectives, policies and strategies approved and delegated by the Board. He is in charge of the Company's day-to-day management and operations. He is also responsible for assisting the Chairman of the Board in developing strategic plans and formulating the company practices and procedures, business objectives, and risk assessment for the Board's approval.

5. Non-Executive Directors

All non-executive directors, including independent non-executive directors, of the Company, have not been appointed for a specific term, but are subject to retirement by rotation and eligible for re-election in annual general meeting in accordance with the articles of association of the Company.

6. Remuneration of Directors

- (a) The Company has established a Remuneration Committee since 23 September, 2005 with written terms of reference as disclosed on the Company's websites. The primary duties of the remuneration committee include the following:—
 - i. To make recommendation to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;

- (b) 主席為本集團領導，須就董事會按照良好企業管治守則有效運作負責。在高級管理層之支持下，主席亦負責確保董事及時獲得足夠、完整及可靠資料，並就董事會會議提呈之事宜獲得適當簡報。
- (c) 行政總裁專注於推行董事會批准及指派之目標、政策及策略。彼負責本公司之日常管理及營運。彼亦負責協助主席發展策略性計劃，制訂本公司常規及程序、業務目標以及風險評估以供董事會批准。

5. 非執行董事

本公司所有非執行董事(包括獨立非執行董事)均非按指定任期委任，惟須按照本公司組織章程細則之規定於股東週年大會上輪值告退及膺選連任。

6. 董事薪酬

- (a) 本公司已於二零零五年九月二十三日成立薪酬委員會，其書面職權範圍將於本公司網站披露。薪酬委員會之主要職責包括下列各項：
 - i. 就本公司全體董事及高級管理層之薪酬政策及架構以及就設立一套具透明度之正式程序以訂立有關薪酬政策向董事會作出建議；

- ii. To have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management, according to the major scope, responsibilities and duties, importance of position of the directors and the senior management as well as the remuneration level of the related position in the market, including benefit in kind, pension rights and compensation payments which include compensation payable for loss or termination of their office or appointment and make recommendations to the Board of the remuneration of non-executive directors;
 - iii. To review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
 - iv. To review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
 - v. To ensure that no director or any of his associates shall be involved in any decisions as to their own remuneration; and
 - vi. To advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under the Listing Rules.
- (b) Up to the date of this report, the members of Remuneration Committee comprised Mr. Chang Kin Man who act as Chairman of the Remuneration Committee, Mr. Ip Wing Lun and Ms. Li Yuen Yu, Alice. All of them are independent non-executive directors of the Company.
- ii. 獲指派負責根據董事及高級管理層之主要範疇、職責及職能、職級，以及市場上相關職位之薪酬水平，釐定全體執行董事及高級管理層之特定薪酬組合，包括實物利益、退休金權利及賠償（包括離職、終止職務或獲邀委任之及補償），以及就非執行董事之薪酬向董事會作出建議；
 - iii. 參考董事會不時議決之企業方向及目標，審閱及批准與表現掛鉤之薪酬；
 - iv. 審閱及批准就任何離職或終止委任而向執行董事及高級管理層支付之賠償，確保有關賠償乃根據相關合約條款釐定及對本公司乃公平及合理；
 - v. 確保董事或彼之任何聯繫人士概無涉及有關其本身薪酬之決定；及
 - vi. 向股東建議就任何根據上市規則須股東批准之董事服務合約投贊成或反對票。
- (b) 直至本報告日期，薪酬委員會之成員包括鄭健民先生（薪酬委員會主席）、葉泳倫先生及李遠瑜女士。彼等均為本公司之獨立非執行董事。

- (c) The number of Remuneration Committee meeting held during the year and record of individual attendance of members, on a named basis, at meetings held during was set out in section headed "Board of Directors" above.
 - (d) The emolument policy of the employees of the Group was set up by the Remuneration Committee on the basis of their merit, qualification and competence.
 - (e) The emolument of the directors of the Company are determined by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.
 - (f) The Group's share option scheme as described on page 29 of this Annual Report is adopted as the Group's long-term incentive scheme.
- (c) 薪酬委員會於年內舉行之會議次數及以記名方式記錄之個別成員會議出席率，載於上文「董事會」一節。
 - (d) 本集團僱員之酬金政策由薪酬委員會根據彼等之長處、資格及競爭力而制定。
 - (e) 本公司董事之酬金由薪酬委員會參考本集團之經營業績、個別表現及比較市場統計數字而釐定。
 - (f) 本集團採納本年報第29頁所述之購股權計劃作為其長期獎勵計劃。

7. Nomination of Directors

The Company does not have a Nomination Committee, and the power to nominate or appoint additional directors is vested in the Board according to the articles of association of the Company, in addition to the power of the shareholders to nominate any person to become a director of the Company in accordance with the articles of association of the Company and the Law of Cayman Islands.

The Board from time to time considers replenishing the composition of the Board whenever the Company requires to meet the business demand, opportunities and challenges and to comply with the laws and regulations. The nomination procedures basically follow the articles of association which empowers the Board from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as an addition to the Board. The Directors will select and evaluate the balance the skills, qualification, knowledge and experience of the candidate to the directorship as may be required by the Company from time to time by such means as the Company may deems fit. The Directors shall consider the candidate from a wide range of backgrounds, on his/her merits and against objective criteria set out by the Board and taking into consideration his/her time devoted to the position.

7. 董事提名

本公司並無成立提名委員會。除股東有權根據本公司之組織章程細則提名任何人士成為本公司董事外，提名或委任新增董事之權力根據本公司之組織章程細則及開曼群島法例歸董事會所有。

董事會不時考慮為董事會注入新董事，協助本公司達到業務要求、機遇及挑戰，以及遵守法例及法規。提名程序基本上遵從本公司組織章程細則，授權董事會不時及隨時委任任何人士出任董事，不論屬於填補空缺或作為董事會新增之董事。董事將就其認為合適之方式，不時按本公司之規定甄選及評估董事候選人之平均能力、資歷、知識及經驗。董事將考慮不同背景之候選人，按董事會所訂要求考慮候選人之優劣之處，以及候選人可為其職務所付出之時間。

8. Auditors' remuneration

For the financial year, Shu Lun Pan Horwath Hong Kong CPA Limited, the auditors of the Company, received approximately HK\$580,000 in respect of audit service provided to the Group. The auditors' remuneration has been duly approved by the Audit Committee and there was no disagreement between the Board and the Audit Committee on the selection and appointment of auditors. In order to maintain its independence, apart from the provision of annual audit services, this firm does not take on any non-audit assignments of the Company during the year.

9. Audit Committee

- (a) The Audit Committee of the Company was established since 30 January, 2002 comprises three independent non-executive directors, namely Mr. Chang Kin Man (Chairman of the Audit Committee), Mr. Ip Wing Lun and Ms. Li Yuen Yu, Alice. They all are certified public accountants for many years. In the opinion of the Board, the members of the Audit Committee have sufficient financial management expertise to discharge their duties.
- (b) The number of Audit Committee meetings held during the year and record of individual attendance of members, on a named basis, at meetings held was set out in section headed "Board of Directors" above.
- (c) The Audit Committee is delegated by the Board to assess matters related to the financial statements of accounts and to provide recommendations and advices, including but not limited to the followings:—
 - i. to consider the appointment of the external auditors, the audit fees, and any questions of their resignation or dismissal;
 - ii. to discuss with the external auditors before the audit commences, the nature and scope of the audit, and to ensure co-ordination between the auditors where more than one audit firm are involved;
 - iii. to review, in draft form, the Company's annual report and accounts, half-year report and to provide advice and comment thereon to the Board;

8. 核數師薪酬

於本財政年度，香港立信浩華會計師事務所有限公司已就向本集團提供之核數服務收取約580,000港元。核數師酬金已經審核委員會正式批准，而董事會與審核委員會在甄選及委任核數師上並無分歧。為維持其獨立性，除提供年度核數服務外，該公司於年內並無向本公司提供任何非核數服務。

9. 審核委員會

- (a) 本公司自二零零二年一月三十日成立審核委員會，由三名獨立非執行董事組成，包括鄭健民先生（審核委員會主席）、葉泳倫先生及李遠瑜女士。彼等均為富多年經驗之執業會計師。董事會認為，審核委員會具備足夠之財務管理專業人員履行其職責。
- (b) 審核委員會於年內舉行之會議次數及以記名方式記錄之個別成員會議出席率，載於上文「董事會」一節。
- (c) 審核委員會獲董事會指派處理有關賬目財務報表之事宜，並就包括但不限於下列各項提供建議及意見：
 - i. 考慮委任外部核數師、核數費用及其辭任或解散之任何提問；
 - ii. 在核數工作開始前與外部核數師進行討論核數性質及範圍，確保核數師行之間（在涉及超過一間核數師行之情況下）有所協調；
 - iii. 審閱本公司年報及賬目、半年報告之草擬，並就此向董事會提供意見及建議；

- iv. to review external auditors' management letter and management's response;
 - v. to review the internal audit programme, ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company;
 - vi. to consider the major findings of internal investigations and management's response;
 - vii. to review the Company's financial controls, internal control and risk management systems;
 - viii. to discuss with the management the system of internal control and ensure that management has discharged its duty to have an effective internal control system;
 - ix. to review the Group's financial and accounting policies and practices; and
 - x. to report to the Board on the matters set out in this Code provision.
- (d) In addition to the above tasks regarding to the Company's financial statement, the Audit Committee should also to consider any other matters, as defined by the Board from time to time; and to conduct interviews with any Director, manager, financial controller upon their resignation in order to ascertain the reasons for his departure;
- (e) The Audit Committee acknowledges its responsibility in maintaining sound and effective internal control system of the Group to safeguard investments of the shareholders and assets of the Company at all times.
- iv. 審閱外部核數師致管理層函件及管理層回應；
 - v. 審閱內部核數程序，確保內外部核數師之協作，以及保證內部核數職能獲充分資源，並在本公司內具有適當地位；
 - vi. 考慮內部調查之主要發現及管理層之回應；
 - vii. 審閱本公司之財務監控、內部監控及風險管理制度；
 - viii. 與管理層討論內部監控制度，確保管理層履行其職責以維持有效內部監控制度；
 - ix. 審閱本集團之財務及會計政策及慣例；及
 - x. 向董事會匯報有關此守則條文所載事宜。
- (d) 除上述有關本公司財務報表之事項外，審核委員會亦須考慮董事會不時界定之其他事宜；及在任何董事、經理或財務總監辭任時與彼等進行諮詢，確切了解彼等離任之原因；
- (e) 審核委員會知悉其職責乃維持本集團行之有效之內部監控制度，全面保障股東之投資及本公司資產。

(f) The Group's Annual Report for the year ended 31 December 2008 has been reviewed by the Audit Committee.

10. Shareholder Rights and Investor Relations

The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Company's articles of association. Details of such rights to demand a poll and the poll procedures are included in all circulars to shareholders and will be explained during the proceedings of meetings.

Poll results will be posted on the Company's website and the websites of the Stock Exchange on the business day following the shareholders' meeting.

The general meetings of the Company provide a forum for communication between the shareholders and the Board. The Chairman of the Board as well as the Chairmen of the Audit Committee and of the Remuneration Committee, or in their absence, other members of the respective committees, are available to answer questions at the shareholders' meetings.

Separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors.

The Company continues to enhance communications and relationships with its investors. Designated senior management maintains regular dialogue with investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

By the Order of the Board

Chan Wai Keung
Chairman

Hong Kong, 24 April 2009

(f) 本集團截至二零零八年十二月三十一日止年度之年報已由審核委員會審閱。

10. 股東權利及投資者關係

股東之權利及於股東大會上就決議案進行投票表決之要求載於本公司之組織章程細則。有關要求投票表決之權利及投票表決之程序詳情載於致股東之各通函內，並將於大會議程中闡述。

投票表決之結果將於股東大會後之營業日於本公司網站及聯交所網站登載。

本公司之股東大會提供股東與董事會溝通之平台。董事會主席及審核委員會與薪酬委員會之主席(若彼等缺席，則為各委員會之其他成員)將可回答於股東大會上之提問。

各重大事宜(包括推選個別董事)以獨立決議案形式於股東大會上提呈。

本公司不斷致力加強與投資者之溝通及關係。獲委派之高級管理層定期與投資者進行對話，並向彼等作出分析，讓其了解本公司之最新發展狀況。投資者之質詢均會詳盡及即時作出處理。

承董事會命

陳偉強
主席

香港，二零零九年四月二十四日

Report of the Directors

董事會報告

The Directors are pleased to present their report and the audited financial statements of China Energy Development Holdings Limited (the "Company") and its subsidiaries (together with the Company, 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 Company's principal subsidiaries involve the operation of a chain of Chinese restaurants in Hong Kong as well as natural gas business in Macau, the details of which are set out in note 5 to the financial statements. The operation of natural gas business was discontinued during the year. Except for the natural gas business, there were no significant changes in the nature of the Group's principal activities during the year.

Financial Statements and Dividends

The results of the Group for the year are set out in the consolidated income statement on page 38.

The state of the Group's and the Company's affairs as at 31 December 2008 are set out in the consolidated balance sheet on page 39 and the balance sheet on page 40, respectively.

The Directors do not recommend the payment of final dividend in respect of the year ended 31 December 2008.

Five-Year Financial Summary

A summary of the consolidated financial results and consolidated assets and liabilities of the Group for the past five financial years is set out on page 116.

Property, Plant and Equipment

Movements in property, plant and equipment during the year are set out in note 17 to the financial statements.

Subsidiaries

Details of the Company's subsidiaries as at 31 December 2008 are set out in note 18 to the financial statements.

董事欣然提呈本年報及截至二零零八年十二月三十一日止年度中國能源開發控股有限公司(「本公司」)及其附屬公司(「本集團」)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。而本公司附屬公司之主要業務為於香港營運連鎖式中式酒樓，以及於澳門經營天然氣業務。有關詳情載於財務報表附註5。天然氣業務之營運已於年內終止。除天然氣業務外，本集團主要業務之性質於本年度並無重大改變。

財務報表及股息

本集團於年內之業績載於第38頁之綜合收益表。

截至二零零八年十二月三十一日，本集團及本公司之財務狀況分別載於第39頁之綜合資產負債表及第40頁之資產負債表。

董事並不建議派發截至二零零八年十二月三十一日止年度之末期股息。

五年財務資料概要

本集團過去五個財政年度各年之綜合財務業績以及綜合資產及負債概要，列載於第116頁。

物業、廠房及設備

於本年度之物業、廠房及設備之變動詳情載於財務報表附註17。

附屬公司

截至二零零八年十二月三十一日，本公司附屬公司之詳情載於財務報表附註18。

Share Capital and Share Options

Movements in share capital of the Company during the year, together with reasons thereof, and of the Company's share options, are set out in note 31 and note 32 to the financial statements respectively.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

Reserves

Movements in the reserves of the Group and the Company during the year are set out in the statements of changes in equity on pages 41 to 42.

Distributable Reserves

At 31 December 2008, the Company had no reserves available for distribution, calculated in accordance with the Companies Law of the Cayman Islands.

Major Customers and Suppliers

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

| | |
|-------------------------------------|---------|
| Five largest customers in aggregate | 五大客戶總計 |
| The largest supplier | 最大供應商 |
| Five largest suppliers in aggregate | 五大供應商總計 |

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

股本及購股權

本公司於本年度股本之變動詳情及變動原因，連同有關本公司購股權之詳情分別載於財務報表附註31及附註32。

優先購股權

根據本公司之組織章程細則或開曼群島(本公司註冊成立之司法權區)之法例並無有關本公司須按比例向現有股東發售新股之優先購股權之規定。

儲備

本集團及本公司於本年度之儲備變動詳情分別載於第41頁至第42頁之權益變動表。

可分派儲備

於二零零八年十二月三十一日，根據開曼群島公司法，本公司並無計得任何可分派儲備。

主要客戶及供應商

於財政年度內，主要客戶及供應商分別佔本集團之銷售額及採購額如下：

Percentage of the Group's total 佔本集團之總額百分比

| | Sales 銷售額 | Purchases 採購額 |
|-------------------------------------|-----------------|------------------|
| Five largest customers in aggregate | Less than 少於30% | |
| The largest supplier | | 11.91% |
| Five largest suppliers in aggregate | | 39.75% |

於年內任何時間，本公司概無任何董事或彼等之任何聯繫人士或任何股東(據董事所知擁有本公司已發行股本5%以上)持有本集團主要客戶及供應商之任何權益。

Report of the Directors

董事會報告

Directors

The directors who held office during the year and up to the date of this report were as follows:

Executive Directors

Mr. Chan Wai Keung (*Chairman and Chief Executive Officer*)
(*appointed as Chairman on 24 April 2009*)
Mr. Chan Shi Yung
Mr. Chui Kwong Kau
Mr. Wang Xiang Jun
Mr. Tong Seak Kan (*Chairman*)
(*resigned on 31 December 2008*)
Mr. Chang Kuo Tien (*resigned on 12 December 2008*)
Mr. Yim Chi Keung (*Deputy Chairman*) (*appointed on 2 May 2008*
and resigned on 19 December 2008)

Independent Non-executive Directors

Mr. Chang Kin Man
Mr. Ip Wing Lun
Ms. Li Yuen Yu, Alice (*appointed on 6 October 2008*)
Mr. Zhong Yuan (*retired on 12 June 2008*)

Pursuant to article 86(3) of the Articles of Association, Ms. Li Yuen Yu, Alice, an independent non-executive director appointed by the Board, shall hold office only until the annual general meeting ("AGM") and shall then be eligible for re-election. Pursuant to article 86(3) and 87(2) of the Articles of Association, Mr. Ip Wing Lun and Mr. Chang Kin Man, both are independent non-executive directors will also retire at the AGM and be eligible for re-election. Ms. Li Yuen Yu, Alice, Mr. Ip Wing Lun and Mr. Chang Kin Man (together defined as "Retiring Directors"), being eligible, will offer themselves for re-election at the AGM.

Director's Biographies

Biographical details of the directors of the Company are set out on pages 10 to 12 of the annual report.

Directors' Service Contracts

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which was not determinable by the Company within one year without payment of compensation other than statutory compensation.

董事

於本年度及截至本報告日期之在任董事名列如下：

執行董事

陳偉強先生 (*主席兼行政總裁*)
(*於二零零九年四月二十四日獲委任為主席*)
陳樹鎔先生
崔光球先生
王向軍先生
唐錫根先生 (*主席*)
(*於二零零八年十二月三十一日辭任*)
張國典先生 (*於二零零八年十二月十二日辭任*)
嚴志強先生 (*副主席*) (*於二零零八年五月二日獲委任*
及於二零零八年十二月十九日辭任)

獨立非執行董事

鄭健民先生
葉泳倫先生
李遠瑜女士 (*於二零零八年十月六日獲委任*)
仲原先生 (*於二零零八年六月十二日退任*)

根據組織章程細則第86(3)條，李遠瑜女士獲董事會委任為獨立非執行董事，僅須任職至股東週年大會為止，惟其合資格膺選連任。根據組織章程細則第86(3)及第87(2)條，獨立非執行董事葉泳倫先生及鄭健民先生亦須於股東週年大會上輪值告退，惟其合資格膺選連任。李遠瑜女士、葉泳倫先生及鄭健民先生(統稱「退任董事」)均合資格並願意於股東週年大會上膺選連任。

董事履歷

本公司董事之履歷詳情已載列於本年報第10頁至12頁。

董事之服務合約

獲提名於應屆股東週年大會重選之其他董事概無與本公司訂立不得於一年內予以終止而不給予賠償(法定賠償除外)之服務合約。

Report of the Directors

董事會報告

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

Directors' Interests in Contracts

There was no contracts of significance in relation to the Group's business to which the Company, or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Directors' Interest and Short Position in Shares

As at 31 December 2008, none of the Directors and chief executives and their associates has any interests in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 & 8 of Part XV of the SFO (including interests which they are taken or deemed to have under section 344 of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

Directors' Right to Acquire Shares or Debentures

Apart from the share option scheme disclosures in the section "SHARE OPTION SCHEME" below, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Share Option Scheme

Under the terms of a share option scheme (the "Scheme") adopted conditionally by the Company on 28 January 2002 and the amendments on 2 November 2006, the board of directors of the Company may, at its discretion, grant options to eligible participants to subscribe for shares in the Company.

管理合約

本年度並無訂立或存在任何有關本集團業務全部或任何重大部份之管理及行政合約。

董事於合約中之權益

於年終或本年度任何時間概無存在由本公司或其任何附屬公司所訂立，涉及本集團之業務且本公司董事直接或間接於其中擁有重大權益之重大合約。

董事於股份之權益及淡倉

於二零零八年十二月三十一日，董事及高級行政人員與彼等之聯繫人士並無於本公司或其任何關聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中持有證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所之權益(包括證券及期貨條例第344條所當作或視為之權益)，或證券及期貨條例第352條規定須載入該條例所指定之記錄冊之權益，或董事進行證券交易之標準守則規定須知會本公司或聯交所之權益。

董事購入股份或債券之權利

除於下文「購股權計劃」一節披露之購股權計劃，本公司或其任何附屬公司於本年度內並無訂立任何安排促使本公司之董事可透過購入股份或債券獲得本公司或其任何其他公司實體之該等權利。

購股權計劃

根據本公司於二零零二年一月二十八日有條件採納之購股權計劃(「計劃」)之條款及於二零零六年十一月二日作出之修訂，本公司董事會可酌情向合資格參與者授出購股權，以認購本公司股份。

Report of the Directors

董事會報告

Details of the movements of share options granted during the year under review and outstanding as at 31 December 2008 are as follows:

於回顧年度已授出及於二零零八年十二月三十一日尚未行使之購股權之變動詳情如下：

| | | Date of grant 授出日期 | Outstanding at beginning of the year 於年初尚未行使 | Lapsed during the year 年內已失效 | Outstanding at end of the year 於年終尚未行使 | Exercise price 行使價 |
|-----------------------------|---------------|-----------------------|---|---------------------------------|---|-----------------------|
| Directors: | 董事： | | | | | |
| Chan Shi Yung | 陳樹鎔 | 2-11-2006 | 25,000,000 | 25,000,000 | — | 1.78 |
| Chan Wai Keung | 陳偉強 | 2-11-2006 | 25,000,000 | 25,000,000 | — | 1.78 |
| Chui Kwong Kau | 崔光球 | 2-11-2006 | 25,000,000 | 25,000,000 | — | 1.78 |
| Tong Seak Kan | 唐錫根 | 12-2-2007 | 20,000,000 | 20,000,000 | — | 1.49 |
| Chang Kuo Tien | 張國典 | 12-2-2007 | 20,000,000 | 20,000,000 | — | 1.49 |
| Total Directors | 董事總數 | | 115,000,000 | 115,000,000 | — | |
| Employees | 僱員 | | | | | |
| | | 21-7-2006 | 500,000 | 500,000 | — | 1.29 |
| | | 25-9-2006 | 45,000,000 | 45,000,000 | — | 1.29 |
| Total Employees | 僱員總數 | | 45,500,000 | 45,500,000 | — | |
| Others | 其他 | | | | | |
| | | 2-6-2006 | 25,000,000 | 25,000,000 | — | 1.78 |
| | | 25-9-2006 | 72,300,000 | 72,300,000 | — | 1.29 |
| Total Others | 其他總數 | | 97,300,000 | 97,300,000 | — | |
| Total All Categories | 所有類別合計 | | 257,800,000 | 257,800,000 | — | |

Report of the Directors

董事會報告

Substantial Interests in the Share Capital of the Company

As at 31 December 2008, the registered and interests and short positions in the share capital of the Company that was required to be recorded under Section 336 of the SFO were as follows:

Long Position in Shares

| Name of Ex-director 前任董事姓名 | Capacity 身份 | Total number of Shares held 所持股份總數 | Approximate percentage in issued Shares 佔已發行股份之 概約百分比 |
|-------------------------------|---|--|---|
| Chang Kuo Tien 張國典 | Interest in controlled corporation 受控法團權益 | 581,086,000 (Note) (附註) | 19.20% |
| Tong Seak Kan 唐錫根 | Interest in controlled corporation 受控法團權益 | 581,086,000 (Note) (附註) | 19.20% |

Note: These Shares are held as to 462,086,000 by East Global International Limited ("East Global") and as to 119,000,000 by Addlevel Investments Limited ("Addlevel"). Addlevel is wholly-owned by East Global. Each of Tong Seak Kan and Chang Kuo Tien holds 50% of the entire issued share capital of East Global.

Save for those disclosed above, as at 31 December 2008, no person had registered an interest and short position in the share capital of the Company that was required to be recorded under Section 336 of the SFO.

Directors' Interests in a Competing Business and Conflict of Interests

None of the Directors were interested in any business apart from the Group's business which competed or were likely to compete, either directly or indirectly, with the business of the Group during the year.

本公司股本中之主要權益

於二零零八年十二月三十一日，以下為於本公司股本登記並須根據證券及期貨條例第336條被記錄之權益及淡倉：

股份之長倉

| Total number of Shares held 所持股份總數 | Approximate percentage in issued Shares 佔已發行股份之 概約百分比 |
|--|---|
| 581,086,000 (Note) (附註) | 19.20% |
| 581,086,000 (Note) (附註) | 19.20% |

附註：該等股份其中462,086,000股由East Global International Limited(「East Global」)持有，而119,000,000股則由Addlevel Investments Limited(「Addlevel」)持有。Addlevel由East Global全資擁有。唐錫根及張國典各自持有East Global已發行股本之50%。

除上文所披露者外，於二零零八年十二月三十一日，並無人士於本公司股本登記之權益及淡倉須根據證券及期貨條例第336條被記錄。

董事於競爭業務之權益及利益衝突

年內，概無董事於與本集團業務構成競爭或可能直接或間接競爭之業務以外之任何業務擁有權益。

Connected Transactions

Details of the significant related party and connected transactions of the Group under the Listing Rules are set out in note 34 to the financial statements and as below:

持續關連交易

根據上市規則本集團重大關連人士及關連交易詳情已列於財務報表附註34及下文：

| | | | 2008 二零零八年 | 2007 二零零七年 |
|---|-------------|-----------------|-----------------|---------------|
| | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 | |
| CONTINUING CONNECTED TRANSACTIONS 持續關連交易 | | | | |
| Rental expenses paid to related companies | 向關連公司支付租金開支 | (i) | 3,400 | 2,786 |

Notes:

(i) The rental expenses were paid to:

- (a) N.W.P. Investments Limited ("N.W.P. Investments"), which is controlled indirectly by a discretionary trust of which Mr. Ng Wing Po's wife and certain of his children are beneficiaries. Mr. Ng is a director of certain subsidiaries of the Company and a director of N.W.P. Investment. The rental expenses were based on the agreement signed with the Group.
- (b) Hon Po Investment Limited of which directors of certain subsidiaries of the Company have a beneficial interest. The rental expenses were based on the tenancy agreements signed with the Group.

附註：

(i) 租金開支乃支付予：

- (a) 永波投資有限公司(「永波投資」)由吳永波先生之妻子及若干子女為受益人之全權信託間接控制。吳先生為本公司若干附屬公司之董事，並為永波投資之董事。租金開支乃根據與本集團所簽訂之協議計算。
- (b) 漢寶投資有限公司，由本公司若干附屬公司之董事擁有實益權益。租金開支乃根據與本集團所簽訂之租賃協議計算。

The above related party transactions also constitute connected party transactions as defined under the Listing Rules.

上述關連人士交易亦構成上市規則定義之關連人士交易。

Report of the Directors

董事會報告

With respect to the ongoing connected transactions entered into by the Group as set out in note 34 to the financial statements, the Stock Exchange, on application by the Company, granted the Company a waiver from strict compliance with the connected transaction requirements as set out in the Listing Rules. In the opinion of the independent non-executive directors, the ongoing connected transactions were:

1. entered into by the Company in the ordinary and usual course of its business;
2. conducted either (i) on normal commercial terms (which expression will be applied by reference to transactions of a similar nature and to be made by similar entities) or (ii) where there is no available comparison, on terms that are fair and reasonable so far as the shareholders of the Company are concerned; and
3. entered into either (i) in accordance with the terms of the agreements governing such transactions, or (ii) where there are no such agreements, on terms no less favourable than those available to or from independent third parties.

Save for the transactions as disclosed in note 34 to the financial statements, there were no other transactions which require to be disclosed as connected transactions in accordance with the Listing Rules.

Purchase, Sale or Redemption of Securities of the Company

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

就列於財務報表附註34本集團已訂立有關持續進行之關連交易，本公司已向聯交所申請而聯交所也授予本公司一項豁免，毋須嚴格遵守上市規則有關關連交易之規定。獨立非執行董事認為持續進行之關連交易已達下列條件：

1. 由本公司於日常及一般業務過程中訂立；
2. 須按(i)一般商業條款(該等條款乃參照同類公司進行同類性質交易而採納)或(ii)如無可供比較者，則須按對本公司股東而言屬公平合理之條款進行；及
3. 須(i)根據監管該等交易之協議條款，或(ii)如無該等協議，則按不遜於給予獨立第三者之條款訂立。

除與財務報表附註34所披露之相關交易外，並無其他交易須根據上市規則以關連交易之方式作出披露。

購買、出售或贖回本公司證券

年內，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

Bank Borrowings and Banking Facilities

Details of bank borrowings and banking facilities of the Company and the Group as at 31 December 2008 are set out in note 30 to the financial statements.

Post Balance Sheet Event

Details of the significant post balance sheet event are set out in note 41 to the financial statements.

Sufficiency of Public Float

The Company has maintained a sufficient public float throughout the year ended 31 December 2008.

Corporate Governance

The Company's corporate governance principles and practices are set out in the Corporate Governance Report on pages 13 to 25 of this Annual Report.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own Code of conduct regarding securities transactions by the directors of the Company. All directors have confirmed following specific enquiry by the Company that they have complied with the required standard set out in the Model Code during the year.

銀行借貸及銀行融資

本公司及本集團於二零零八年十二月三十一日之銀行借貸及銀行融資詳情載於財務報表附註30。

結算日後事項

有關重大結算日後事項之詳情載於財務報表附註41。

足夠公眾持股量

本公司於截至二零零八年十二月三十一日止年度內一直維持足夠公眾持股量。

企業管治

本公司之企業管治原則及慣例詳情已詳載於本年報第13頁至第25頁之「企業管治報告」中。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之上市公司董事進行證券交易的標準守則（「標準守則」）作為其本身之本公司董事進行證券交易之行為守則。全體董事經本公司作特定查詢後確認，彼等於年內均一直遵守標準守則之規定標準。

Report of the Directors

董事會報告

Audit Committee

In accordance with the requirements of the Listing Rules, the Group established an Audit Committee comprising three independent non-executive directors of the Company. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group. The Audit Committee has reviewed the Group's audited consolidated financial statements for the year ended 31 December 2008, including principles and practices adopted by the Group, in conjunction with the company's external auditors. The financial information set out in this annual report represents an extract from the audited consolidated financial statements of the Group and has been reviewed by the Company's auditors, Shu Lun Pan Horwath Hong Kong CPA Limited. The Audit Committee, comprises three independent non-executive directors, namely Mr. Chang Kin Man, Mr. Ip Wing Lun and Ms. Li Yuen Yu, Alice.

Auditors

The financial statements have been audited by Shu Lun Pan Horwath Hong Kong CPA Limited. The Company's auditors will change their name from Shu Lun Pan Horwath Hong Kong CPA Limited to Shu Lun Pan Hong Kong CPA Limited and will merge their business with BDO McCabe Lo Limited on 1 May 2009. On the same date, BDO McCabe Lo Limited will change their name to BDO Limited.

ON BEHALF OF THE BOARD

Chan Wai Keung
Chairman

Hong Kong
24 April 2009

審核委員會

根據上市規則規定，本集團已成立由三名本公司獨立非執行董事組成之審核委員會。審核委員會之主要職責為審閱及監察本集團之財務報告程序及內部監控制度。審核委員會已與本公司之外聘核數師審閱本集團截至二零零八年十二月三十一日止年度之經審核綜合財務報表。本年報所載之財務資料乃摘錄自本集團之經審核綜合財務報表，並已由本公司核數師香港立信浩華會計師事務所有限公司審閱。審核委員會由三名獨立非執行董事，分別為鄭健民先生、葉泳倫先生及李遠瑜女士組成。

核數師

香港立信浩華會計師事務所有限公司已完成審核財務報表。於二零零九年五月一日，本公司核數師之名稱將由香港立信浩華會計師事務所有限公司更改為香港立信會計師事務所有限公司，並將與德豪嘉信會計師事務所有限公司合併。同日，德豪嘉信會計師事務所有限公司之名稱將更改為德豪會計師事務所有限公司。

代表董事會

陳偉強
主席

香港
二零零九年四月二十四日

Independent Auditors' Report

獨立核數師報告



Shu Lun Pan Horwath Hong Kong CPA Limited

香港立信浩華會計師事務所有限公司

20th Floor Central Plaza

18 Harbour Road

Wanchai, Hong Kong

Telephone : (852) 2526 2191

Facsimile : (852) 2810 0502

horwath@horwath.com.hk

www.horwath.com.hk

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF

CHINA ENERGY DEVELOPMENT HOLDINGS LIMITED

(中國能源開發控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

We have audited the financial statements of China Energy Development Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 36 to 115, which comprise the consolidated and company balance sheets as at 31 December 2008, the consolidated income statements, consolidated statement of changes in equity, and 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 are responsible for the preparation and the true and fair presentation of the 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 the financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致中國能源開發控股有限公司全體股東之 獨立核數師報告

(於開曼群島註冊成立之有限公司)

本核數師已審核刊於第36頁至第115頁中國能源開發控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之財務報表，此財務報表包括於二零零八年十二月三十一日之綜合資產負債表與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解釋附註。

董事就財務報表須承擔之責任

貴公司董事須負責根據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呈列財務報表。此責任包括設計、實施及維護與編製及真實而公平地呈列綜合財務報表相關之內部監控，以使財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述；選擇及應用適當之會計政策；及按情況下作出合理之會計估計。

核數師之責任

根據本核數師受聘之協定條款，本核數師之責任為就按本核數師之審核結果對財務報表發表意見，並將此意見僅向股東整體呈報，除此以外本報告概不作其他用途。本核數師概不就本報告之內容對任何其他人士負上或承擔任何責任。

Independent Auditors' Report

獨立核數師報告

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.

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' judgment, 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 loss and cash flows of the Group 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.

SHU LUN PAN HORWATH HONG KONG CPA LIMITED

Certified Public Accountants

24 April 2009

Choi Man On

Practising Certificate number P02410

本核數師乃按照香港會計師公會頒佈之香港核數準則進行審核工作。該等準則規定，本核數師必須遵守操守規定，並計劃及進行審核工作，以就財務報表是否並無重大錯誤陳述作出合理確認。

審核工作涉及執行情序，以取得有關財務報表金額及披露之審核憑證。所選用程序須按核數師之判斷作出，包括評估財務報表是否載有由於欺詐或錯誤而導致之重大錯誤陳述之風險。於作出該等風險評估時，核數師會考慮相關該公司編製及真實而公平地呈列財務報表相關之內部監控，以制定有關情況下合適之審核程序，而不會對該公司內部監控之效益發表意見。審核工作亦包括評估所用會計政策是否合理以及董事所作出會計估計是否合理，並評估財務報表之整體呈列方式。

本核數師相信，本核數師所獲取審核憑證已為本核數師之審核意見提供充份及適當基準。

意見

本核數師認為，該等財務報表已根據香港財務報告準則真實而公平地反映 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虧損及現金流量，並已按照香港公司條例之披露規定妥為編製。

香港立信浩華會計師事務所有限公司

執業會計師

二零零九年四月二十四日

蔡文安

執業證書編號P02410

Consolidated Income Statement

綜合收益表

For The 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 (Restated) (經重列) |
|--|---------------------------|-------------|----------------------------------|---|
| CONTINUING OPERATION | | | | |
| Turnover | 持續經營業務 營業額 | 6 | 242,059 | 247,665 |
| Other income | 其他收入 | 6 | 6,154 | 12,182 |
| Cost of inventories consumed | 經消耗存貨成本 | 7 | (69,544) | (72,229) |
| Staff costs | 員工成本 | 7 | (136,282) | (109,231) |
| Operating lease rentals | 經營租賃租金 | 7 | (32,316) | (30,190) |
| Depreciation of property, plant and equipment | 物業、廠房及設備 之折舊 | 7 | (6,384) | (6,334) |
| Fuel costs and utility expenses | 燃油費及水電費 | | (20,585) | (20,944) |
| Fair value (loss)/gain of financial assets held for trading | 持作買賣之金融資產 之公平價值(虧損)/收益 | 7 | (9,060) | 22 |
| Provision for impairment of refundable deposit | 可退回訂金 減值撥備 | 25 | (5,181) | — |
| Other operating expenses | 其他經營開支 | | (56,654) | (45,104) |
| Loss from operation | 經營虧損 | 7 | (87,793) | (24,163) |
| Finance costs | 財務成本 | 8 | (12) | (88) |
| Loss before taxation | 除稅前虧損 | | (87,805) | (24,251) |
| Taxation | 稅項 | 9 | — | — |
| Loss for the year from continuing operation | 本年度持續經營業務之虧損 | | (87,805) | (24,251) |
| DISCONTINUED OPERATION | 已終止經營業務 | | | |
| Loss for the year from discontinued operation | 本年度已終止經營業務 之虧損 | 15 | (269,024) | (8,190) |
| Loss for the year | 本年度虧損 | | (356,829) | (32,441) |
| Attributable to: | 下列應佔： | | | |
| Equity holders of the Company | 本公司股權持有人 | | (356,829) | (32,441) |
| Minority interests | 少數股東權益 | | — | — |
| | | | (356,829) | (32,441) |
| Loss per share | 每股虧損 | 12 | | |
| From continuing and discontinued operation | 來自持續及已終止經營業務 | | | |
| — Basic (HK cents) | — 基本(港仙) | | (11.80) | (1.10) |
| From continuing operation | 來自持續經營業務 | | | |
| — Basic (HK cents) | — 基本(港仙) | | (2.90) | (0.82) |

The accompanying notes form part of these financial statements.

隨附之附註為該等財務報表之組成部份。

Consolidated Balance Sheet

綜合資產負債表

At 31 December 2008
於二零零八年十二月三十一日

| | | Note 附註 | 2008 二零零八年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 |
|---|------------------|------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 17 | 15,482 | 111,317 |
| Rental deposits and other deposits | 租金按金及其他訂金 | 19 | 10,433 | 9,464 |
| Goodwill | 商譽 | 20 | — | 284,272 |
| | | | 25,915 | 405,053 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 22 | 6,419 | 6,700 |
| Trade receivables | 應收賬款 | 23 | 961 | 1,106 |
| Financial assets held for trading | 持作買賣之金融資產 | 24 | 29,481 | 37,022 |
| Other receivables, deposits and prepayments | 其他應收款項、訂金及預付款項 | 25 | 101,052 | 61,412 |
| Loan receivables | 應收貸款 | 26 | 57,000 | — |
| Tax recoverable | 可收回稅項 | | 327 | — |
| Cash and cash equivalents | 現金及等同現金 | 28 | 269,662 | 370,513 |
| | | | 464,902 | 476,753 |
| Total assets | 資產總值 | | 490,817 | 881,806 |
| Equity | 權益 | | | |
| Share capital | 股本 | 31 | 151,195 | 151,195 |
| Reserves | 儲備 | | 269,528 | 566,869 |
| Attributable to equity holders of the Company | 本公司股權持有人應佔權益 | | 420,723 | 718,064 |
| Minority interests | 少數股東權益 | | 753 | 753 |
| Total equity | 權益總值 | | 421,476 | 718,817 |
| Non-current liabilities | 非流動負債 | | | |
| Bank loans — unsecured | 銀行貸款 — 無抵押 | 30 | — | 26,913 |
| Deferred tax liabilities | 遞延稅項負債 | 21 | 130 | 130 |
| Provision for long service payments | 長期服務金撥備 | | 812 | 900 |
| | | | 942 | 27,943 |
| Current liabilities | 流動負債 | | | |
| Trade payables | 應付賬款 | 27 | 13,674 | 14,971 |
| Other payables and accruals | 其他應付款項及應計款項 | 27 | 28,625 | 83,700 |
| Amount due to a related company | 應付關連公司款項 | 29 | 26,100 | 33,291 |
| Bank loans — unsecured | 銀行貸款 — 無抵押 | 30 | — | 3,084 |
| | | | 68,399 | 135,046 |
| Total liabilities | 負債總值 | | 69,341 | 162,989 |
| Total equity and liabilities | 權益及負債總值 | | 490,817 | 881,806 |
| Net current assets | 流動資產淨值 | | 396,503 | 341,707 |
| Total assets less current liabilities | 資產總值減流動負債 | | 422,418 | 746,760 |

These financial statements were approved and authorised for issue by the board of directors on 24 April 2009.

Chan Wai Keung
陳偉強
Director
董事

董事會於二零零九年四月二十四日批准及授權刊發該等財務報表。

Chui Kwong Kau
崔光球
Director
董事

The accompanying notes form part of these financial statements.

隨附之附註為該等財務報表之組成部份。

Balance Sheet

資產負債表

At 31 December 2008
於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 |
|--|--------------------|-------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | | |
| Interests in subsidiaries | 於附屬公司之權益 | 18 | 816 | 305,061 |
| Current assets | 流動資產 | | | |
| Financial assets held for trading | 持作買賣之金融資產 | 24 | 29,481 | 37,022 |
| Other receivables, deposits and prepayments | 其他應收款項、 訂金及預付款項 | 25 | 98,704 | 58,682 |
| Loan receivables | 應收貸款 | 26 | 57,000 | — |
| Cash and cash equivalents | 現金及等同現金 | 28 | 254,204 | 334,827 |
| | | | 439,389 | 430,531 |
| Total assets | 資產總值 | | 440,205 | 735,592 |
| Equity | 權益 | | | |
| Share capital | 股本 | 31 | 151,195 | 151,195 |
| Reserves | 儲備 | | 283,350 | 578,972 |
| Total equity | 權益總值 | | 434,545 | 730,167 |
| Current liabilities | 流動負債 | | | |
| Other payables and accruals | 其他應付款項及應計款項 | 27 | 5,660 | 5,425 |
| Total liabilities | 負債總值 | | 5,660 | 5,425 |
| Total equity and liabilities | 權益及負債總值 | | 440,205 | 735,592 |
| Net current assets | 流動資產淨值 | | 433,729 | 425,106 |
| Total assets less current liabilities | 資產總值減流動負債 | | 434,545 | 730,167 |

These financial statements were approved and authorised for issue by the board of directors on 24 April 2009.

董事會於二零零九年四月二十四日批准及授權刊發該等財務報表。

Chan Wai Keung
陳偉強
Director
董事

Chui Kwong Kau
崔光球
Director
董事

The accompanying notes form part of these financial statements.

隨附之附註為該等財務報表之組成部份。

Consolidated Statement of Changes in Equity

綜合權益變動表

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

Group 本集團

| | | Attributable to equity holders of the Company 本公司股權持有人應佔 | | | | | | | |
|--|-------------------------|---|---|---|---|---|------------------------------------|---|---|
| | | Issued capital 已發行股本 HK\$'000 千港元 | Contributed surplus 實繳股本盈餘 HK\$'000 千港元 Note (i) 附註(i) | Share premium 股份溢價 HK\$'000 千港元 Note (i) 附註(i) | Share option reserve 購股權儲備 HK\$'000 千港元 Note (i) 附註(i) | Accumulated losses 累計虧損 HK\$'000 千港元 | Sub-Total 小計 HK\$'000 千港元 | Minority interests 少數股東權益 HK\$'000 千港元 | Total equity 權益總值 HK\$'000 千港元 |
| Balance at 1 January 2007 | 於二零零七年一月一日之結餘 | 127,695 | 30,004 | 42,331 | 30,276 | (153,288) | 77,018 | 753 | 77,771 |
| Loss for the year | 本年度虧損 | — | — | — | — | (32,441) | (32,441) | — | (32,441) |
| Issue of consideration share for acquisition (Note 31) | 就收購事項發行代價股份 (附註31) | 10,000 | — | 202,000 | — | — | 212,000 | — | 212,000 |
| Issue of shares for cash (Note 31) | 發行股份以換取現金 (附註31) | 13,500 | — | 432,000 | — | — | 445,500 | — | 445,500 |
| Share issue expenses | 股份發行開支 | — | — | (22,913) | — | — | (22,913) | — | (22,913) |
| Recognition of equity-settled share based payment expenses (Note 32) | 確認權益結算以股份支付之款項開支 (附註32) | — | — | — | 38,900 | — | 38,900 | — | 38,900 |
| Balance at 31 December 2007 | 於二零零七年十二月三十一日之結餘 | 151,195 | 30,004 | 653,418 | 69,176 | (185,729) | 718,064 | 753 | 718,817 |
| Loss for the year | 本年度虧損 | — | — | — | — | (356,829) | (356,829) | — | (356,829) |
| Recognition of equity-settled share based payment expenses (Note 32) | 確認權益結算以股份支付之款項開支 (附註32) | — | — | — | 59,488 | — | 59,488 | — | 59,488 |
| Lapse and cancellation of share options | 購股權失效及註銷 | — | — | — | (128,664) | 128,664 | — | — | — |
| Balance at 31 December 2008 | 於二零零八年十二月三十一日之結餘 | 151,195 | 30,004 | 653,418 | — | (413,894) | 420,723 | 753 | 421,476 |

(i) Natures of reserves are explained in the notes stated in the statement of changes in equity of Company.

(i) 儲備之性質於本公司權益變動表所載附註中說明。

The accompanying notes form part of these financial statements.

隨附之附註為該等財務報表之組成部份。

Statement of Changes in Equity

權益變動表

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

Company

本公司

| | | Issued capital 已發行股本 HK\$'000 千港元 | Contributed surplus 實繳股本盈餘 HK\$'000 千港元 Note (a) 附註(a) | Share premium 股份溢價 HK\$'000 千港元 Note (b) 附註(b) | Share option reserve 購股權儲備 HK\$'000 千港元 Note (c) 附註(c) | Accumulated losses 累計虧損 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
|--|-------------------------|--|---|---|---|---|--------------------------------|
| Balance at 1 January 2007 | 於二零零七年一月一日之結餘 | 127,695 | 91,349 | 42,331 | 30,276 | (196,621) | 95,030 |
| Loss for the year (Note 10) | 本年度虧損 (附註10) | — | — | — | — | (38,350) | (38,350) |
| Issue of consideration share for acquisition (Note 31) | 就收購事項發行代價股份 (附註31) | 10,000 | — | 202,000 | — | — | 212,000 |
| Issue of shares for cash (Note 31) | 發行股份以換取現金 (附註31) | 13,500 | — | 432,000 | — | — | 445,500 |
| Share issue expenses | 股份發行開支 | — | — | (22,913) | — | — | (22,913) |
| Recognition of equity-settled share-based payment expenses (Note 32) | 確認權益結算以股份支付之款項開支 (附註32) | — | — | — | 38,900 | — | 38,900 |
| Balance at 31 December 2007 | 於二零零七年十二月三十一日之結餘 | 151,195 | 91,349 | 653,418 | 69,176 | (234,971) | 730,167 |
| Loss for the year (Note 10) | 本年度虧損 (附註10) | — | — | — | — | (355,110) | (355,110) |
| Recognition of equity-settled share-based payment expenses (Note 32) | 確認權益結算以股份支付之款項開支 (附註32) | — | — | — | 59,488 | — | 59,488 |
| Lapse and cancellation of share options | 購股權失效及註銷 | — | — | — | (128,664) | 128,664 | — |
| Balance at 31 December 2008 | 於二零零八年十二月三十一日之結餘 | 151,195 | 91,349 | 653,418 | — | (461,417) | 434,545 |

(a) The contributed surplus represents the difference between the nominal value of the shares of the Company issued in exchange for the issued share capital of the subsidiaries and the value of the underlying assets of the subsidiaries pursuant to the Group Reorganisation on 17 January 2002.

(b) Under the Companies Law of the Cayman Islands, the share premium account is distributable to the shareholders of the Company under certain circumstances. It represents the excess of the nominal value of shares issued by the Company.

(c) The share-based payment represents the fair value of the actual or estimated number of unexercised share options granted to directors, employees and consultants of the Company recognised in accordance with the accounting policy adopted for share-based payment set out in note 3(r).

(a) 實繳股本盈餘乃根據二零零二年一月十七日本集團重組時，用以交換附屬公司之已發行股本而發行之本公司股份之面值及附屬公司之相關資產值兩者之差額。

(b) 根據開曼群島公司法之規定，股份溢價賬在若干情況下可分派予本公司股東。股份溢價指超出本公司已發行股份面值之數額。

(c) 以股份支付之款項指按附註3(r)所載就以股份支付之款項採納之會計政策確認，授予本公司董事、僱員及顧問之實際或估計未行使購股權數目之公平值。

Consolidated Cash Flow Statement

綜合現金流量表

For The 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 |
|--|---------------------------|----------------------------------|----------------------------------|
| Cash flows from operating activities 經營業務現金流量 | | | |
| Loss before taxation | 除稅前虧損 | | |
| From continuing operations | 來自持續經營業務 | (87,805) | (24,251) |
| From discontinued operations | 來自已終止經營業務 | (269,024) | (8,190) |
| Adjustments for: | 就以下項目作出調整： | | |
| Interest expenses | 利息支出 | 1,351 | 156 |
| Depreciation of property, plant and equipment | 物業、廠房及設備 之折舊 | 9,622 | 6,451 |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備 之虧損 | 1,047 | — |
| Share-based payment expenses | 以股份支付之款項開支 | 59,488 | 38,900 |
| Interest income | 利息收入 | (5,940) | (12,484) |
| Fair value loss/(gain) of financial assets held for trading | 持作買賣之金融資產之 公平價值虧損／(收益) | 9,060 | (22) |
| Share of results of associates | 應佔聯營公司業績 | — | 1,606 |
| Loss on disposal of subsidiaries | 出售附屬公司之虧損 | 238,815 | — |
| Reversal of provision for long service payments | 長期服務金 撥備撥回 | (88) | — |
| Provision for impairment of refundable deposit | 可退回訂金 減值撥備 | 5,181 | — |
| Operating cash flows before working capital changes | 計入營運資本變動前經營 現金流量 | (38,293) | 2,166 |
| Decrease/(increase) in inventories | 存貨減少／(增加) | 281 | (1,307) |
| (Increase)/decrease in trade receivables | 應收賬款 (增加)／減少 | (10,261) | 1,295 |
| Increase in other receivables, deposits and prepayments | 其他應收款項、 訂金及預付款項增加 | (13,496) | (38,880) |
| Increase/(decrease) in trade payables | 應付賬款增加／(減少) | 40,497 | (1,308) |
| (Decrease)/increase in other payables and accruals | 其他應付款項及應計款項 (減少)／增加 | (54,194) | 49,298 |
| Decrease in amount due to a related company | 應付關連公司款項 減少 | (7,191) | (4,290) |
| Cash (used in)/generated from operations | 經營業務所(動用)／產生 之現金 | (82,657) | 6,974 |
| Interest paid | 已付利息 | (1,638) | (238) |
| Interest received | 已收利息 | 4,482 | 12,484 |
| Hong Kong profits tax paid | 已繳香港利得稅 | (327) | — |
| Net cash (used in)/generated from operating activities | 經營業務現金(動用)／產生 淨額 | (80,140) | 19,220 |

Consolidated Cash Flow Statement

綜合現金流量表

For The 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 |
|---|-------------------------|----------------------------------|----------------------------------|
| Cash flow from investing activities | 投資業務現金流量 | | |
| Acquisition of property, plant and equipment | 收購物業、廠房及設備 | (2,514) | (92,553) |
| Net cash inflow arising from disposal of subsidiaries | 出售附屬公司產生之現金流入淨額 | 35 19,645 | — |
| Net cash outflow of cash and cash equivalents in respect of acquisition of a subsidiary | 收購附屬公司之現金及等同現金之現金流出淨額 | — | (64,302) |
| Deposits refunded for the proposed acquisition | 建議收購退回訂金 | — | 70,000 |
| Deposits paid for the proposed acquisition | 建議收購支付訂金 | — | (20,725) |
| Loans receivables | 應收貸款 | (57,000) | — |
| Investment in trading securities | 買賣證券投資 | (1,519) | (37,000) |
| Net cash used in investing activities | 投資業務所動用現金淨額 | (41,388) | (144,580) |
| Financing activities | 融資活動 | | |
| Issue of new shares, net of expenses | 發行新股，扣除開支 | — | 422,587 |
| Repayment of bank loans | 償還銀行貸款 | (10,892) | (893) |
| Increase of bank loans | 銀行貸款增加 | 31,569 | 29,437 |
| Net cash generated from financing activities | 融資活動所產生現金淨額 | 20,677 | 451,131 |
| Net (decrease)/increase in cash and cash equivalents | 現金及等同現金(減少)／增加淨額 | (100,851) | 325,771 |
| Cash and cash equivalents at beginning of year | 年初之現金及等同現金 | 370,513 | 44,742 |
| Cash and cash equivalents at end of year | 年終之現金及等同現金 | 269,662 | 370,513 |

The accompanying notes form part of these financial statements.

隨附之附註為該等財務報表之組成部份。

Notes to the Financial Statements

財務報表附註

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

1. Organisation and operations

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 4 April 2001 under the Companies Law of the Cayman Islands. The shares of the Company have been listed on the Main Board of the Stock Exchange of Hong Kong Limited (“SEHK”) with effect from 18 February 2002.

The principal activity of the Company is investment holding. The principal activities of the Company’s subsidiaries involve the operation of a chain of Chinese restaurants and food manufacturing in Hong Kong. The development of natural gas business in Macau was discontinued during the year.

Other than the disposed Macau subsidiary and jointly-controlled entity whose functional currency is Macau Pataca (“MOP”), the functional currency of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) is Hong Kong dollar. The consolidated financial statements are presented in Hong Kong dollar.

2. Adoption of new and revised Standards

In the current year, the Group has adopted all of the new and revised HKFRSs, which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are relevant to its operations and effective for the current accounting period of the Group and the Company. The adoption of these new and revised HKFRSs has had no significant effect on these financial statements.

The adoption of HK(IFRIC) — Int 11 “HKFRS 2 — Group and treasury share transactions”, HK(IFRIC) — Int 12 “Service concession arrangements”, HK(IFRIC) — Int 14 “HKAS 19 — The limit on a defined benefit asset, minimum funding requirements and their interaction” and HKAS 39 & HKFRS 7 (Amendments) “Reclassification of financial assets” has no impact on the financial statements.

(Expressed in Hong Kong dollars)
(以港元列示)

1. 組織及營運

本公司於二零零一年四月四日根據開曼群島公司法於開曼群島註冊成立為受豁免有限公司。本公司股份由二零零二年二月十八日起於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司之主要業務為投資控股。本公司附屬公司之主要業務為於香港經營連鎖中式酒樓及食品加工。澳門之發展天然氣業務已於年內終止經營。

除已出售之澳門附屬公司及共同控制實體之功能貨幣為澳門元(「澳門元」)外，本公司及其附屬公司(統稱「本集團」)之功能貨幣為港元。綜合財務報表以港元呈列。

2. 採納新訂及經修訂準則

於本年度，本集團已採納香港會計師公會(「香港會計師公會」)頒佈所有與其業務有關並於本集團及本公司當前會計期間生效之新訂及經修訂香港財務報告準則，其統稱包括所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋。採納此等新訂及經修訂香港財務報告準則對此等財務報表並無產生重大影響。

採納香港(國際財務報告詮釋委員會) — 詮釋第11號「香港財務報告準則第2號 — 集團及庫存股份交易」、香港(國際財務報告詮釋委員會) — 詮釋第12號「服務經營權安排」、香港(國際財務報告詮釋委員會) — 詮釋第14號「香港會計準則第19號 — 界定利益資產限制、最低資金規定及其相互作用」及香港會計準則第39號及香港財務報告準則第7號(修訂本)「重新分類金融資產」對財務報表並無影響。

Notes to the Financial Statements

財務報表附註

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

(Expressed in Hong Kong dollars)
(以港元列示)

2. Adoption of new and revised Standards (Continued)

2. 採納新訂及經修訂準則 (續)

The Group has not early applied the following HKFRSs that have been issued but are not yet effective:

本集團並無提早採納以下已頒佈但未生效之香港財務報告準則：

| | Effective date 生效日期 |
|--|------------------------|
| HKAS 1 (Revised) 香港會計準則第1號(經修訂) | (i) |
| HKAS 23 (Revised) 香港會計準則第23號(經修訂) | (i) |
| HKAS 32 & HKAS 1 (Amendments) 香港會計準則第32號及 香港會計準則第1號(修訂本) | (i) |
| HKFRS 1 & HKAS 27 (Amendments) 香港財務報告準則第1號及 香港會計準則第27號(修訂本) | (i) |
| HKFRS 8 香港財務報告準則第8號 | (i) |
| HK(IFRIC) — Int 15 香港(國際財務報告詮釋委員會) — 詮釋第15號 | (i) |
| HKFRS 2 (Amendment) 香港財務報告準則第2號(修訂本) | (i) |
| HKFRS 7 (Amendment) 香港財務報告準則第7號(修訂本) | (i) |
| HKAS 27 (Revised) 香港會計準則第27號(經修訂) | (ii) |
| HKAS 39 (Amendment) 香港會計準則第39號(修訂本) | (ii) |
| HKFRS 1 (Revised) 香港財務報告準則第1號(經修訂) | (ii) |
| HKFRS 3 (Revised) 香港財務報告準則第3號(經修訂) | (ii) |
| HK(IFRIC) — Int 17 香港(國際財務報告詮釋委員會) — 詮釋第17號 | (ii) |
| HK(IFRIC) — Int 13 香港(國際財務報告詮釋委員會) — 詮釋第13號 | (iii) |
| HK(IFRIC) — Int 16 香港(國際財務報告詮釋委員會) — 詮釋第16號 | (iv) |
| HK(IFRIC) — Int 9 & HKAS 39 (Amendments) 香港(國際財務報告詮釋委員會) — 詮釋第9號 及香港會計準則第39號(修訂本) | (v) |
| HK(IFRIC) — Int 18 香港(國際財務報告詮釋委員會) — 詮釋第18號 | (vi) |
| 2008 Improvements to HKFRSs that may result in accounting changes for presentation, recognition or measurement 二零零八年香港財務報告準則之改進， 或會導致呈列、確認或計量 之會計方式變動 | (i) |
| | (ii) |

Notes to the Financial Statements

財務報表附註

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

2. Adoption of new and revised Standards (Continued)

Effective date

- (i) Annual periods beginning on or after 1 January 2009
- (ii) Annual periods beginning on or after 1 July 2009
- (iii) Annual periods beginning on or after 1 July 2008
- (iv) Annual periods beginning on or after 1 October 2008
- (v) Annual periods ending on or after 30 June 2009
- (vi) Transfers of assets from customers received on or after 1 July 2009

The Group is in the process of making an assessment of what the impact of these new or revised Standards or Interpretations is expected to be in the period of their initial application.

3. Principal accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable HKFRSs, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

(b) Basis of preparation

These consolidated financial statements have been prepared under the historical cost convention, as modified for the revaluation of trading securities which are carried at fair value.

(Expressed in Hong Kong dollars)
(以港元列示)

2. 採納新訂及經修訂準則 (續)

生效日期

- (i) 於二零零九年一月一日或其後開始之年度期間生效
- (ii) 於二零零九年七月一日或其後開始之年度期間生效
- (iii) 於二零零八年七月一日或其後開始之年度期間生效
- (iv) 於二零零八年十月一日或其後開始之年度期間生效
- (v) 於二零零九年六月三十日或其後結束之年度期間生效
- (vi) 於二零零九年七月一日或其後接獲客戶轉讓資產時生效

本集團正在評估此等新訂或經修訂準則或詮釋於首次應用期間之預期影響。

3. 主要會計政策

(a) 遵例聲明

此等財務報表已根據所有適用香港財務報告準則、香港公認會計原則及香港公司條例之披露規定編製。此等財務報表亦遵守香港聯合交易所有限公司證券上市規則(「上市規則」)之適用披露條文。

(b) 編製基準

此等綜合財務報表已根據歷史成本慣例法編製，並已就重估按公平值列賬之買賣證券作出修訂。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(c) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries and the Group's interests in jointly-controlled entity made up to 31 December each year.

The jointly-controlled entity had been accounted for in the financial statements using the proportionate consolidation method.

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

All significant intercompany transactions, balances and unrealised gains on transactions between group enterprises are eliminated in full on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment on the asset transferred.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

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

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(c) 綜合賬目基準

綜合財務報表包括本公司及其附屬公司及本集團於共同控制實體中的權益截至每年十二月三十一日之財務報表。

共同控制實體乃採用比例綜合法於財務報表入賬。

年內收購及出售之附屬公司及共同控制實體之業績由實際收購日期起或至實際出售日期止(如適用)計入綜合收益表。

集團內部往來之交易和結餘及集團內部交易產生之未變現收益，均在綜合賬目時全數抵銷。未變現虧損亦予抵銷，除非有證據顯示已轉讓資產出現減值。

如有需要，附屬公司之財務報表將被調整以符合本集團其他成員公司所採用之會計政策。

於綜合附屬公司淨資產(不包括商譽)中之少數股東權益，乃與本集團於當中之權益分開確認。少數股東權益包括於原業務合併日期之權益，以及自合併以來少數股東所分佔之權益變動。如少數股東須承擔之虧損超過少數股東佔附屬公司股本之權益，除非少數股東具約束力之責任，且有能力增加投資以彌補虧損，否則超出之數以本集團之權益抵銷。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(d) Business combinations

Acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured as the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities are recognised at their fair values at the acquisition date.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

(e) Subsidiaries

Subsidiaries are entities in which the Group has the power to govern the financial and operating policies, so as to obtain benefits from their activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

Investments in subsidiaries are included in the Company's balance sheet at cost less any impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(d) 業務合併

收購附屬公司使用收購法列賬。收購成本乃按為換取被收購公司控制權而於交換日期所給予資產、所產生或所承擔之負債及本集團發行之股本工具之總公平價值，加上業務合併之任何直接應佔成本計算。被收購公司之可識別資產、負債及或然負債按收購當日之公平價值確認。

收購產生之商譽初步按成本值確認為資產，指業務合併成本超逾本集團於已確認可識別資產、負債及或然負債之公平淨值所佔權益之差額。倘於重估後，本集團於被收購公司之可識別資產、負債及或然負債之公平淨值所佔權益高於業務合併成本，則該差額即時於損益確認。

少數股東於被收購公司所佔權益初步按少數股東於已確認資產、負債及或然負債之公平淨值所佔部份計量。

(e) 附屬公司

附屬公司指本集團有權管理其財務及經營政策以從其業務中獲益之實體。於評估本集團是否控制另一實體時，會考慮現時可行使之潛在投票權。

於附屬公司之投資於本公司之資產負債表中按成本減去任何減值虧損列賬。附屬公司之業績由本公司以已收及應收股息入賬。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(f) Jointly-controlled entity

A jointly-controlled entity is an entity which operates under a contractual arrangement between the Group or Company and other parties where the contractual arrangement establishes the Group or Company and one or more of the other parties share joint control over the economic activity of the entity.

The Group reports its interests in jointly-controlled entity using proportionate consolidation, except when the investment is classified as held for sale or included in a disposal group that is classified as held for sale. The Group's share of the assets, liabilities, income and expenses of jointly-controlled entity are combined with the equivalent items in the consolidated financial statements on a line-by-line basis.

Any goodwill arising on the acquisition of the Group's interest in a jointly-controlled entity is accounted for in accordance with the Group's accounting policy for goodwill arising on the acquisition of a subsidiary (Note 3(g)).

Where the Group transacts with its jointly-controlled entity, unrealised profits and losses are eliminated to the extent of the Group's interest in the jointly-controlled entity, except where unrealised losses provide evidence of an impairment of the assets transferred.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the jointly-controlled entity recognised at the date of acquisition is recognised as goodwill. Goodwill is included within the carrying for impairment as part of the investment. Any amount of the investment and is assessed excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(f) 共同控制實體

共同控制實體指本集團或本公司與其他人士以合約安排方式共同經營，其中合約安排規定本集團或本公司及一名或多名其他人士共同控制實體之經濟活動。

本集團採用比例綜合法呈報其於共同控制實體之權益，惟倘投資分類為持作出售或計入分類為持作出售之出售組別則除外。本集團應佔共同控制實體之資產、負債、收入及開支按逐項基準與綜合財務報表之同類項目合併。

因收購本集團於共同控制實體之權益所產生之任何商譽根據本集團有關收購附屬公司所產生商譽之會計政策(附註3(g))入賬。

倘本集團與其共同控制實體進行交易，則未變現損益以本集團於共同控制實體之權益為限對銷，惟倘未變現虧損證明已轉讓資產出現減值則除外。

收購成本超逾於收購日期所確認本集團所佔共同控制實體之可識別資產、負債及或然負債公平淨值之任何差額，乃確認為商譽。商譽計入賬面值內，作為投資一部份而進行減值評估。本集團於重新評估後所佔之可識別資產、負債及或然負債公平淨值較收購成本多出之任何數額，則即時於損益確認。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(g) Goodwill

Goodwill arising on the acquisition of a subsidiary and jointly-controlled entity represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary and jointly-controlled entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to other asset of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On the disposal of a subsidiary and jointly-controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(g) 商譽

收購附屬公司及共同控制實體所產生之商譽，指收購成本超出本集團於收購日期於該附屬公司及共同控制實體之已確認可識別資產、負債及或然負債公平淨值之權益之差額。商譽初步按成本確認為資產，其後按成本扣除任何累計減值虧損計量。

就減值測試而言，商譽分配至本集團預期受惠於合併所帶來協同效益之各現金產生單位。獲分配商譽之現金產生單位每年均進行減值測試，或倘有跡象顯示單位可能出現減值，則更頻密進行減值測試。倘現金產生單位之可收回金額少於其賬面值，則減值虧損首先予以分配，以減少分配至單位之商譽賬面值，然後再根據有關單位各項資產之賬面值按比例分配至單位之其他資產內。就商譽確認之減值虧損不會於其後期間撥回。

於出售附屬公司及共同控制實體時，應佔商譽金額會在釐定出售損益時一併計算在內。

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截至二零零八年十二月三十一日止年度

3. Principal accounting policies (Continued)

(h) Property, plant and equipment

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

Properties in the course of construction for production, rental or administrative purposes, or for purposes not yet determined, are carried at cost less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is charged so as to write off the cost of assets, other than properties under construction, over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at each balance sheet date, with the effect of any changes in estimate accounted for on a prospective basis. The principal estimated useful lives are as follows:

| | |
|------------------------|---|
| Leasehold improvements | 3 — 6 years or over the term of the lease; if shorter |
| Furniture and fixtures | 4 — 8 years |
| Plant and equipment | 10 — 25 years |
| Motor vehicle | 6 — 8 years |

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset and is recognised in profit or loss.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(h) 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及任何累計減值虧損列賬。

在建作生產、租賃或行政用途之物業或作未定用途之物業，按成本減任何已確認減值虧損列賬。成本包括專業費用及(就合資格資產而言)根據本集團會計政策撥充資本之借貸成本。該等資產之折舊於資產可作擬定用途時開始計提，與其他物業資產之基準相同。

就資產(在建物業除外)，於估計可使用年期以直線法計算折舊，以撇銷成本。估計可使用年期、剩餘價值及折舊法於每個結算日檢討，任何估計變動之影響往後入賬。主要估計可使用年期如下：

| | |
|--------|-----------------|
| 租賃物業裝修 | 3至6年或按租期(以較短為準) |
| 傢俬及裝置 | 4至8年 |
| 廠房及設備 | 10至25年 |
| 汽車 | 6至8年 |

出售物業、廠房及設備之收益或虧損，乃有關資產之銷售所得金額淨額與賬面值兩者之差額，並於損益確認。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(i) Leases

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

As lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's policy on borrowing costs. Contingent rentals recognised as expenses on a straight-line basis over the lease term.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(i) 租約

凡擁有權之絕大部份風險及回報均按租賃條款轉讓予承租人之租約，分類為融資租約。所有其他租約則分類為經營租約。

作為承租人

根據融資租約持有之資產按租約開始時之公平價值或(如較低)最低租金現值確認為本集團資產。出租人之相應負債作為融資租賃承擔計入資產負債表。

租金分配至財務開支及扣減租賃承擔，以便負債結餘維持固定之利息。財務開支直接自損益扣除，惟合資格資產直接應佔財務開支則根據本集團之借貸成本政策撥充資本。或然租金於租期內以直線法確認為開支。

經營租約租金按有關租期以直線法確認為開支，除非另有系統基準更能代表租賃資產使用經濟利益之時間模式則除外。經營租約所產生之或然租金於產生期間確認為開支。

倘訂立經營租約時收取租賃優惠，則有關優惠確認為負債。優惠總利益以直線法確認為租金開支減少，除非另有系統基準更能代表租賃資產使用經濟利益之時間模式則除外。

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財務報表附註

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

3. Principal accounting policies (Continued)

(j) Impairment of tangible and intangible assets excluding goodwill

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(j) 有形資產及無形資產(商譽除外)減值

於每個結算日，本集團會檢討其有形及無形資產之賬面值，以確定該等資產有否任何跡象顯示出現減值虧損。倘出現任何有關跡象，則會估計資產之可收回金額，以確定所需作出之減值虧損(如有)。倘無法估計個別資產之可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。倘可識別合理一致之分配基準，則公司資產亦分配至個別現金產生單位，或分配至可識別合理一致之分配基準之最小現金產生單位組別。

具無限可使用年期之無形資產及尚未可用之無形資產每年及每當有跡象顯示資產可能減值時進行減值測試。

可收回金額為減除銷售成本後之公平價值與使用價值兩者之較高者。在評估使用價值時，估計未來現金流量乃使用除稅前折現率折現至其現值，該折現率反映現行市場對貨幣時間值之評估及未來現金流量估計未予調整之資產特有之風險。

倘資產(或現金產生單位)之可收回金額估計低於賬面值，則將該資產(或現金產生單位)之賬面值減至其可收回金額。減值虧損即時於損益確認，除非有關資產以重估值入賬，則在該等情況下，有關減值虧損被視作重估減值。

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財務報表附註

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

3. Principal accounting policies (Continued)

(j) Impairment of tangible and intangible assets excluding goodwill (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(k) Inventories

Inventories, representing food and beverages, are stated at the lower of cost and net realisable value after making due allowance for any obsolete or slow-moving items. Cost, calculated on a first-in, first-out basis, comprises all costs of purchases, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and cost necessary to make the sale.

(l) Financial assets

Financial assets are recognised and derecognised on trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value. These financial assets are subsequently accounted for as follows, depending on their classification:

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(j) 有形資產及無形資產(商譽除外)減值(續)

倘於其後撥回減值虧損，則該資產(或現金產生單位)之賬面值將增加至經修訂之可收回金額估計，惟增加後之賬面值不會超過該資產(或現金產生單位)倘於過往年度並無確認減值虧損應有之賬面值。減值虧損撥回即時於損益確認，除非有關資產以重估值入賬，則在該等情況下，有關減值虧損撥回被視作重估增值。

(k) 存貨

存貨指食品及飲料，於扣除過時或滯銷物品之金額後按成本及可變現淨值兩者之較低者入賬。成本按先入先出基準計算，包括所有採購成本、轉型成本及將存貨達至其現有地點及狀況之其他成本。可變現淨值指存貨估計售價減預期全部完成成本及出售所需成本。

(l) 金融資產

根據合約(有關條款規定該項投資須於相關市場制訂之時限內交付)買賣金融資產時，金融資產會於交易日確認及終止確認。金融資產初步按公平價值加交易成本計算，惟分類為按公平價值於損益列賬之金融資產則初步按公平價值計量。該等金融資產其後視乎分類而按以下方式入賬：

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財務報表附註

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

3. Principal accounting policies (Continued)

(I) Financial assets (Continued)

(i) Financial assets at fair value through profit or loss

Financial assets are classified as at fair value through profit or loss where the financial asset is either held for trading or it is designated as at fair value through profit or loss. Financial assets at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial assets.

(ii) Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

(iii) Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(I) 金融資產 (續)

(i) 按公平價值於損益列賬之金融資產

倘金融資產持作買賣或指定為按公平價值於損益列賬，則金融資產分類為按公平價值於損益列賬。按公平價值於損益列賬之金融資產按公平價值列賬，任何所產生之盈虧於損益確認。於損益確認之盈虧淨額包括金融資產賺取之任何股息或利息。

(ii) 貸款及應收款項

擁有固定或可釐定款項，且並無於活躍市場報價之應收賬款、貸款及其他應收款項分類為貸款及應收款項。貸款及應收款項採用實際利率法按攤銷成本減任何減值計量。利息收入以實際利率確認，惟確認時利息極少之短期應收款項除外。

(iii) 金融資產減值

金融資產(按公平價值於損益列賬之金融資產除外)於每個結算日評估有否減值跡象。倘有客觀證據顯示因初步確認金融資產後發生一項或多項事件影響相關投資之估計未來現金流量，則金融資產視為已減值。

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截至二零零八年十二月三十一日止年度

3. Principal accounting policies (Continued)

(I) Financial assets (Continued)

(iii) Impairment of financial assets (Continued)

For equity securities, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial reorganisation; or
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities are not reversed.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(I) 金融資產 (續)

(iii) 金融資產減值 (續)

就股本證券而言，證券公平價值顯著或長期跌至低於其成本被視為減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或交易對手出現重大財政困難；或
- 拖欠利息或本金付款；或
- 借貸方很可能面臨破產或進行財務重組；或
- 技術、市場、經濟或法律環境出現對債務人不利之重大逆轉。

倘存在任何上述證據，則按以下方式釐定及確認減值虧損：

- 就按成本列賬之無報價股本證券而言，減值虧損以金融資產賬面值與按類似金融資產之當前市場回報率折現（倘折現影響重大）之估計未來現金流量之差額計量。股本證券之減值虧損不予撥回。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(I) Financial assets (Continued)

(iii) Impairment of financial assets (Continued)

- For trade receivables, loans receivables, other receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate, where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which have been determined had no impairment loss been recognised in prior years.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(I) 金融資產 (續)

(iii) 金融資產減值 (續)

- 就按攤銷成本列賬之應收賬款、應收貸款、其他應收款項及其他金融資產而言，減值虧損以資產賬面值與按金融資產原定實際利率折現（倘折現影響重大）之估計未來現金流量現值之差額計量。倘按攤銷成本列賬之金融資產具備類似之風險特徵，例如類似逾期情況及不曾單獨評估為減值，則有關評估會共同進行。共同評估有否減值之金融資產未來現金流量會根據與該類資產具有類似信貸風險特徵之資產之過往虧損情況評估。

倘減值虧損金額於其後減少，且該減少客觀與確認減值虧損後發生之事件相關，則減值虧損透過損益撥回。撥回減值虧損金額不得導致資產賬面值超過假設該等資產於過往年度從未確認減值虧損而應確認之賬面值。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(I) Financial assets (Continued)

(iii) Impairment of financial assets (Continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or where appropriate, a shorter period.

Income is recognised on an effective interest basis for debt instruments other than those financial assets designated as at fair value through profit or loss.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(I) 金融資產 (續)

(iii) 金融資產減值 (續)

減值虧損直接於相關資產撇減，惟可收回性存疑但仍有機會收回之應收賬款所確認之減值虧損除外。在此情況下，呆賬減值虧損會以撥備賬記錄。倘本集團信納能收回應收賬款之機會極低，視為不可收回之金額將直接從應收賬款中撇銷，而在撥備賬中有關該債務之任何金額會撥回。倘之前自撥備賬扣除之款項其後收回，則有關款項於撥備賬撥回。撥備賬之其他改變及其後收回先前直接撇銷之款項均於損益確認。

(iv) 實際利率法

實際利率法為用於計算金融資產攤銷成本及於有關期間內分配利息收入之方法。實際利率為於金融資產預計有效期或於較短期間(如適用)內實際折現估計未來現金收入之利率。

債務工具之收入按實際利率法確認，惟指定為按公平價值於損益列賬之金融資產除外。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(l) Financial assets (Continued)

(v) Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

(m) Financial liabilities and equity instrument issued by the Group

i) Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

ii) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(l) 金融資產 (續)

(v) 終止確認金融資產

當本集團自資產獲得現金流量之合約權利屆滿時，或本集團向另一實體轉讓金融資產及該資產擁有權之絕大部份風險及回報時，方會終止確認該項金融資產。倘本集團既無轉讓亦無保留所轉讓資產擁有權之絕大部份風險及回報並繼續控制該資產，則本集團會確認於該資產之保留權益及可能須支付之相關負債。倘本集團保留所轉讓金融資產擁有權之絕大部份風險及回報，則本集團會繼續確認該項金融資產，亦會確認所收取款項為附屬借貸。

(m) 金融負債及本集團發行之股本工具

i) 分類為債務或股本

債務及股本工具乃根據所訂立合約安排之性質分類為金融負債或股本。

ii) 股本工具

股本工具乃可證明於扣減實體所有負債後實體資產中之剩餘權益之任何合約。本集團發行之股本工具乃按已收所得款項(扣除直接發行成本)入賬。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(m) Financial liabilities and equity instrument issued by the Group (Continued)

iii) Other financial liabilities

The Group classifies its financial liabilities as other financial liabilities based on the purpose for which the liabilities were incurred.

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expenses over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liabilities, or where appropriate, a shorter period.

iv) Derecognition of financial liabilities

The Group derecognises a financial liability only when the contractual rights to the cash flows from the liability expire.

(n) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(m) 金融負債及本集團發行之股本工具 (續)

iii) 其他金融負債

本集團根據產生負債之用途將其金融負債分類為其他金融負債。

其他金融負債(包括借貸)初步按公平價值減交易成本計量。

其他金融負債其後採用實際利率法按攤銷成本計量，而利息支出以實際收益確認。

實際利率法為用於計算金融負債攤銷成本及於有關期間內分配利息支出之方法。實際利率為於金融負債預計有效期或於較短期間(如適用)內實際折現估計未來現金支出之利率。

iv) 終止確認金融負債

當本集團自負債獲得現金流量之合約權利屆滿時，方會終止確認該項金融負債。

(n) 現金及等同現金

現金及等同現金包括手頭現金、銀行通知存款以及原定到期日為三個月或以下隨時可轉換為已知數額現金且價值變動風險不大之其他短期高流通投資。銀行透支須應要求償還，屬於本集團現金管理一部份，亦作為綜合現金流量表內現金及等同現金之一部份。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(o) Taxation

Income tax expense represents the sum of the current tax and deferred tax.

(i) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

(ii) Deferred tax

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

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

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(o) 稅項

所得稅開支指本期稅項及遞延稅項之總和。

(i) 本期稅項

當期應付之稅項乃按本年度應課稅溢利計算。由於應課稅溢利不包括於其他年度應課稅或應扣稅之收支項目，亦不包括毋須課稅或不可扣稅之項目，故此應課稅溢利與收益表所載溢利並不相同。本集團之本期稅項負債乃按於結算日已實施或實際實施之稅率計算。

(ii) 遞延稅項

遞延稅項乃就財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之差額確認，並以資產負債表負債法列賬。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產一般於可能出現應課稅溢利抵銷可扣稅暫時差額時就所有可扣稅暫時差額確認。倘交易中因商譽或因業務合併以外原因初步確認其他資產及負債而引致之暫時差額並不影響應課稅溢利及會計溢利，則不會確認該等資產及負債。

遞延稅項資產之賬面值於每個結算日作檢討，並於不再有足夠應課稅溢利可收回全部或部份資產價值時作出相應調減。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(o) Taxation (Continued)

(ii) Deferred tax (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(o) 稅項 (續)

(ii) 遞延稅項 (續)

遞延稅項負債按於附屬公司之投資所產生之應課稅暫時差額確認，惟倘本集團可控制暫時差額之撥回而暫時差額於可見將來應不會撥回之情況除外。因與有關投資相關之可扣稅暫時差額而產生之遞延稅項資產僅在可能產生足夠應課稅溢利以動用暫時差額利益並預期可在可見將來撥回時確認。

遞延稅項資產及負債乃按清償負債或變現資產期間預期適用之稅率(根據結算日已實施或實際實施之稅率(及稅法))計算。遞延稅項負債及資產之計量反映按照本集團所預期方式於報告日期收回或清償其資產及負債之賬面值之稅務後果。

遞延稅項資產及負債於有在法律上可強制執行權利以本期稅項資產抵銷本期稅項負債時，及於與同一稅務機關徵收之所得稅有關以及本集團擬按淨額基準結清其本期稅項資產及負債時予以抵銷。

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財務報表附註

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

3. Principal accounting policies (Continued)

(p) Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

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

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(p) 撥備及或然負債

當本集團因過往事件承擔現時法定或推定責任，而本集團可能需要履行該責任且可對責任金額作出可靠估計時，即確認撥備。

確認為撥備之金額乃對於結算日履行現時責任所需代價作出之最佳估計，並計及有關責任之風險及不確定性。倘撥備按履行現時責任估計所需之現金流量計量，則其賬面值為有關現金流量之現值。

倘償還撥備所需之部份或全部經濟利益預期將自第三方收回，則當實質上確認將收到償款且應收金額能可靠計量時，應收款項方確認為資產。

倘不可能需要經濟利益外流，或金額無法可靠估計，則該責任披露為或然負債，除非經濟利益外流之機會渺茫。僅以發生或不發生一宗或多宗未來事件確定是否存在之可能責任，亦披露為或然負債，除非經濟利益外流之機會渺茫。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(q) Foreign currencies

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates ("functional currency"). For the purpose of the consolidated financial statements, the results and financial position of each Group entity are expressed in Hong Kong dollar which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- exchange differences which relate to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(q) 外幣

每個集團實體之財務報表均以該實體經營業務所在之主要經濟環境之貨幣(「功能貨幣」)列值。就綜合財務報表而言，每個集團實體之業績及財務狀況乃以港元列示，港元為本公司之功能貨幣及綜合財務報表之呈列貨幣。

在編製個別實體之財務報表時，凡以其功能貨幣以外之貨幣(外幣)計算之交易，均按交易日期之匯率記賬。於每個結算日，以外幣計值之貨幣項目按結算日之匯率重新換算。按公平價值列賬而以外幣計值之非貨幣項目，按計算公平價值日期之匯率重新換算。以外幣計值按歷史成本計量之非貨幣項目不予重新換算。

匯兌差額乃於產生期內於損益確認，惟以下各項例外：

- 當有關供未來生產使用之在建資產之匯兌差額被視為外幣借貸之利息成本之調整時，匯兌差額乃計入該等資產之成本；
- 所進行交易之匯兌差額乃為對沖若干外幣風險；及

Notes to the Financial Statements

財務報表附註

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截至二零零八年十二月三十一日止年度

3. Principal accounting policies (Continued)

(q) Foreign currencies (Continued)

- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur, which form part of the net investment in a foreign operation, and which are recognised in the foreign currency translation reserve and recognised in profit or loss on disposal of the net investment.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are expressed in Hong Kong dollar using exchange rates prevailing at the balance sheet date. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during the period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

(r) Employees' benefits

i) Short term benefits

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(q) 外幣 (續)

- 應收或應付一項境外業務之貨幣項目匯兌差額，因其既無計劃結算，而結算亦不大可能發生，其為境外業務投資淨額之一部份，並於外幣換算儲備確認及於出售投資淨額時於損益確認。

就呈列綜合財務報表而言，本集團境外業務之資產及負債以港元列示，匯率則採用結算日之匯率。收支項目按期內之平均匯率換算，除非期內匯率大幅波動，在此情況下，則使用交易日期之匯率。倘因此產生匯兌差額(如有)，則列為權益而轉撥入本集團之換算儲備。此等換算差額於出售境外業務之期間在損益確認。

因收購境外業務而產生之商譽及公平價值調整，均作為該境外業務之資產及負債處理，並按收市匯率換算。

(r) 僱員福利

i) 短期福利

僱員享有之年假及長期服務休假在僱員有權享有此等休假時確認。本集團須就僱員於截至結算日止期間因提供服務而享有之年假及長期服務休假涉及之估計負債作出撥備。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(r) Employees' benefits (Continued)

ii) Employment Ordinance long service payments

Certain employees of the Group have completed the required number of years of service under the Employment Ordinance of Hong Kong (the "Employment Ordinance") to be eligible for long service payments upon termination of their employment. The Group is only liable to make such payments where the termination meets the required circumstances specified in the Employment Ordinance.

iii) Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance of Hong Kong for all of its employees. 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 rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(r) 僱員福利 (續)

ii) 僱傭條例長期服務金

本集團若干僱員於本集團服務已到達指定年數，彼等根據香港僱傭條例(「僱傭條例」)符合資格於離職時獲發長期服務金。本集團只須於僱員離職時符合僱傭條例所指定之情況才支付有關款項。

iii) 退休金計劃

本集團根據香港強制性公積金計劃條例，為其所有僱員設立定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款按僱員基本薪金某一百分比計算，並根據強積金計劃之規定於到期供款時自收益表中扣除。強積金計劃之資產以獨立管理基金形式與本集團之資產分開持有。本集團對強積金計劃之僱主供款全歸僱員所有，惟若僱員於取得全數供款之歸益權前離職，根據強積金計劃之規定本集團之僱主自願供款將退還予本集團。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(r) Employees' benefits (Continued)

iv) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the share options is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest. At each balance sheet date, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with a corresponding adjustment to the share option reserve.

The policy described above is applied to all share options that were granted after 7 November 2002 and amendments on 2 November 2006 that vested after 1 January 2005. No amount has been recognised in the financial statements in respect of other equity-settled share-based payment transactions.

Equity-settled share-based payment transactions with other parties are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the Group entity obtains the goods or the counterparty renders the service.

For cash-settled share-based payment transactions, a liability equal to the portion of the goods or services received is recognised at the current fair value determined at each balance sheet date.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(r) 僱員福利 (續)

iv) 以股份支付之款項

向僱員及提供類似服務之其他人士支付權益結算以股份支付之款項乃以權益工具於授出日期之公平價值計量。

於購股權授出日期釐定之公平價值會於歸屬期內根據本集團對將會最終歸屬之權益工具之估計，按直線法支銷。於各結算日，本集團對將會歸屬之權益工具數目之估計進行修訂。對原估計進行修訂(如有)所產生之影響乃於餘下歸屬期於損益確認，並對購股權儲備作出相應調整。

上述政策適用於在二零零二年十一月七日之後授出及於二零零六年十一月二日作出修訂並於二零零五年一月一日後歸屬之所有購股權。概無金額已就其他權益結算以股份支付之款項交易於財務報表內確認。

與其他人士所進行權益結算以股份支付之款項之交易，乃以所獲貨品或服務之公平價值計量，惟倘公平價值未能可靠地估計，則將於本集團有關實體獲得貨品或交易方提供服務當日以授出權益工具之公平價值計量。

就現金結算以股份支付之款項交易而言，相等於所獲貨品或服務部份之負債按於各結算日釐定之當前公平價值確認。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(s) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

To the extent that variable rate borrowings are used to finance a qualifying asset and are hedged in an effective cash flows hedge of interest rate risk, the effective portion of the derivative is deferred in equity and released to profit or loss when the qualifying asset impacts profit or loss. To the extent that fixed rate borrowings are used to finance a qualifying asset and are hedged in an effective fair value hedge of interest rate risk, the capitalised borrowing costs reflect the hedged interest rate.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(s) 借貸成本

需經一段頗長時間始能投入作擬定用途或出售之合資格資產在購入、建設或生產過程中直接應佔之借貸成本，均列入該等資產之成本，直至該等資產大致已完成可作其擬定用途或出售。

倘浮息借貸用以為合資格資產提供資金，並以利率風險之有效現金流量對沖作對沖，則衍生工具之有效部份於權益內遞延處理，並於合資格資產影響損益時撥回損益。倘定息借貸用以為合資格資產提供資金，並以利率風險之有效公平價值對沖作對沖，則撥充資本之借貸成本反映對沖利率。

有待於合資格資產支銷之有關特定借貸暫時投資所賺取之投資收入，自合資格撥充資本之借貸成本中扣除。

所有其他借貸成本均於其產生期間在損益確認。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(t) Revenue recognition

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

- (i) Revenue from sales of natural gas is recognised when the Group has delivered natural gas to customers.
- (ii) Revenue from restaurant operations is recognised when catering services are provided to customers.
- (iii) Interest income is recognised on a time-apportioned basis, taking into account the principal amounts outstanding and the interest rates applicable.
- (iv) Operating lease rental income is recognised on a straight line basis over the lease periods
- (v) Sundry income is recognised when the related services have been rendered.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(t) 收益確認

若經濟利益可能流入本集團，而其收益及成本(如適用)能可靠計量，收益將按以下方式於收益表確認：

- (i) 銷售天然氣之收益於本集團向客戶交付天然氣時確認。
- (ii) 酒樓業務之收益於提供膳食供應服務予顧客時確認。
- (iii) 利息收入按時間分配基準根據未償還本金及適用利率確認。
- (iv) 經營租賃租金收入於租賃期間按直線法確認。
- (v) 雜項收入於提供相關服務時確認。

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財務報表附註

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

3. Principal accounting policies (Continued)

(u) Related parties

Two parties are considered to be related if one party has the ability, directly or indirectly, to control the party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals, and post-employment benefit plans which are for the benefit of employees of the Group or of any entity that is a related party of the Group.

(v) Segment reporting

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

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

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(u) 關連人士

若一有關方有能力直接或間接控制另一方或對另一方之財務及經營決策有重大影響力時，則雙方被視為有關連。若本集團及另一方受共同控制或共同重大影響力時，則雙方亦被視為有關連。關連人士可為個人(為主要管理人員、高持股量股東及／或其近親)或其他公司，亦包括本集團關連人士(個人)對其有重大影響力之公司，以及本集團或任何為本集團關連人士之公司之僱員受益之退休福利計劃。

(v) 分部報告

分部是從事提供產品或服務(業務分部)，或在某一特定經濟環境(地區分部)提供產品或服務之本集團一個可清晰辨別之組成部份，而該組成部份之風險及回報與其他分部不同。

根據本集團之內部財務申報，本集團已選取業務分部資料成為主要申報形式，而地區分部則作為次要申報形式。

Notes to the Financial Statements

財務報表附註

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

3. Principal accounting policies (Continued)

(v) Segment reporting (Continued)

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group enterprises within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties. Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

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

4. Critical accounting judgements and key sources of estimation uncertainty

The following are the critical judgements that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect of the amounts recognised in financial statements.

(i) Estimated useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges of its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(Expressed in Hong Kong dollars)
(以港元列示)

3. 主要會計政策 (續)

(v) 分部報告 (續)

分部收益、開支、業績、資產及負債包括了直接來自一個分部之項目，以及可合理分配至該分部之項目。分部收益、開支、資產及負債乃在集團內公司間結餘及集團內公司間交易對銷（作為綜合賬目之一部份）前釐定，惟以該集團內公司間結餘及交易乃在同一分部之集團企業之間者為限。分部間之定價乃根據給予外間公司之類似條款而定。分部資本開支是期內收購預期會享用多於一個期間之分部資產（有形及無形）所付之總成本。

未分配項目主要包括財務及企業資產、計息貸款、借貸、企業及財務開支以及少數股東權益。

4. 關鍵會計判斷及估計不明朗因素之主要來源

以下為董事在應用本集團之會計政策過程中所作出對財務報表確認之款額造成之影響最為重大之關鍵判斷。

(i) 物業、廠房及設備之估計可使用年期

本集團之管理層釐定其物業、廠房及設備之估計可使用年期及相關折舊費用。該估計乃根據類似性質及功能之物業、廠房及設備過往之實際可使用年期之而釐定。當可使用年期少於先前估計之年期時，管理層將增加折舊費用，或將撤銷或撤減已報廢或出售之技術廢舊或非策略性資產。

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財務報表附註

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

4. Critical accounting judgements and key sources of estimation uncertainty (Continued)

(ii) Impairment of financial assets held for trading

The Group followed HKAS 39 in determining when an investment was other than temporarily impaired. This determination required significant judgements. In making these judgements, the Group evaluated, among other factors, the duration and extent to which the fair value of an investment was less than its cost; and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flows.

(iii) Impairment of loan receivables

The Group makes impairment provision for receivables based on an assessment of the recoverability of the balance. Provisions are applied to receivables where events or changes in circumstances indicate that the balance may not be collectible. The identification of impaired receivables requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of receivables and provision for impaired receivables in the year in which such estimate has been changed. If the financial condition of the debtors were to deteriorate, additional impairment may be required.

(iv) Fair value estimation of share options

The Group estimates the fair value of share options using the Black-Scholes model which involves the use of estimates. Details of the significant inputs to the valuation model are disclosed in Note 32.

(Expressed in Hong Kong dollars)
(以港元列示)

4. 關鍵會計判斷及估計不明朗因素之主要來源 (續)

(ii) 持作買賣之金融資產減值

本集團在釐定投資屬是否出現暫時性減值時依循香港會計準則第39號。此項釐定涉及重大判斷。在作出此等判斷時，本集團所考慮之評估因素包括某項投資之公平價值低於其成本之持續時間和數額，以及被投資者之財政健全情況和短期業務前景，包括例如行業和範疇表現、技術轉變以及營運和融資現金流量等因素。

(iii) 應收貸款之減值

本集團根據就應收款項餘額之可收回程度作出評估而對應收款項作出減值撥備。一旦有事件或情況變動顯示餘額有可能無法收回時，便會就應收款項作出撥備。識別已減值之應收款項須要作出判斷及估計。倘預期之金額與原先估計不同，差額將會影響於該估計改變之年度內應收款項及已減值應收款項之賬面值。倘債務人之財政狀況惡化，則有需要作出額外減值。

(iv) 購股權之公平價值估計

本集團採用「柏力克—舒爾斯」模式估計購股權之公平價值，該模式涉及估計值之使用。該定價模式之主要輸入數據之詳情披露於附註32。

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4. Critical accounting judgements and key sources of estimation uncertainty (Continued)

(v) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value.

5. Segment information

(a) Business segments

For management purposes, the Group are currently organised into operating business segment namely Chinese restaurants. The operation of natural gas business segment is discontinued during the year. These business segments are the basis on which the Group reports its primary segment information. Principal activities are as follows:

- (i) Chinese restaurants (continuing operation)
— operating a chain of Chinese restaurants
- (ii) Natural gas business (discontinued operation)
— sourcing, storage, processing, transmission and sale of natural gas

On 28 October 2008, the Company entered into the disposal agreement with the purchaser to sell the natural gas business (disclosed in Note 15). As a result, the business segment of natural gas business was re-classified as discontinued operation in the prior year.

(Expressed in Hong Kong dollars)
(以港元列示)

4. 關鍵會計判斷及估計不明朗因素之主要來源 (續)

(v) 商譽減值

釐定商譽是否減值時須估計商譽所分配至之現金產生單位之使用價值。計算使用價值時，董事須就估計現金產生單位預期產生之未來現金流量，亦須估計合適之折現率，以計算現值。

5. 分部資料

(a) 業務分部

就管理而言，本集團現有一類經營業務，即中式酒樓業務。天然氣業務分部之經營於年內終止。此等業務分部為本集團呈報其主要分部資料之基礎。主要業務活動如下：

- (i) 中式酒樓(持續經營業務)
— 經營連鎖中式酒樓。
- (ii) 天然氣業務(已終止經營業務)
— 採購、儲存、處理、傳輸及銷售天然氣。

於二零零八年十月二十八日，本公司與買方訂立出售協議，出售天然氣業務(於附註15披露)。因此，天然氣業務之業務分部於上年度重新分類為已終止經營業務。

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(Expressed in Hong Kong dollars)
(以港元列示)

5. Segment information (Continued)

(a) Business segments (Continued)

The following tables provide an analysis of the Group's revenue, results and certain assets, liabilities and expenditure information by business segments:

| | | Continuing operation 持續經營業務 | | Discontinued operation 已終止經營業務 | | Consolidated 綜合 | |
|----------------------|-------|----------------------------------|----------------------------------|-----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | Chinese restaurants 中式酒樓 | | Natural gas business 天然氣業務 | | | |
| | | 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 |
| Revenue | 收益 | 242,059 | 247,665 | 97,166 | — | 339,225 | 247,665 |
| Segment results | 分部業績 | 53 | 13,224 | (267,956) | (8,855) | (267,903) | 4,369 |
| Unallocated expenses | 未分配開支 | | | | | (93,515) | (49,138) |
| Interest income | 利息收入 | | | | | 5,940 | 12,484 |
| Interest expenses | 利息開支 | | | | | (1,351) | (156) |
| Loss for the year | 本年度虧損 | | | | | (356,829) | (32,441) |

5. 分部資料 (續)

(a) 業務分部 (續)

下表提供按業務分部劃分之本集團收益、業績及若干資產、負債及開支資料之分析：

| | | Continuing operation 持續經營業務 | | Discontinued operation 已終止經營業務 | | Consolidated 綜合 | |
|---|----------------|----------------------------------|----------------------------------|-----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | Chinese restaurants 中式酒樓 | | Natural gas business 天然氣業務 | | | |
| | | 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 |
| Assets | 資產 | | | | | | |
| Segment assets | 分部資產 | 49,764 | 59,533 | — | 390,759 | 49,764 | 450,292 |
| Unallocated assets | 未分配資產 | | | | | 441,053 | 431,514 |
| | | | | | | 490,817 | 881,806 |
| Liabilities | 負債 | | | | | | |
| Segment liabilities | 分部負債 | (63,681) | (73,671) | — | (83,873) | (63,681) | (157,544) |
| Unallocated liabilities | 未分配負債 | | | | | (5,660) | (5,445) |
| | | | | | | (69,341) | (162,989) |
| Other segment information | 其他分部資料 | | | | | | |
| Capital expenditure | 資本開支 | 2,029 | 1,619 | 760 | 90,562 | 2,789 | 92,181 |
| Unallocated capital expenditure | 未分配資本開支 | | | | | 12 | 454 |
| | | | | | | 2,801 | 92,635 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 6,145 | 5,975 | 3,238 | 117 | 9,383 | 6,092 |
| Unallocated depreciation of property, plant and equipment | 物業、廠房及設備之未分配折舊 | | | | | 239 | 359 |
| | | | | | | 9,622 | 6,451 |

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5. Segment information (Continued)

5. 分部資料 (續)

(b) Geographical segments

(b) 地區分部

In presenting information on the basis of geographical segments, segment revenue are based on the geographical location of business. Carrying amounts of segment assets and additions to property, plant and equipment and construction in progress are based on the geographical location of the assets.

在按地區分部呈列資料時，分部收益乃以業務所在地區為基礎。分部資產賬面值以及物業、廠房及設備及在建工程添置乃以資產所在地區為基礎。

| | Segment revenue | | Carrying amount of segment assets | | Additions to property plant and equipment, and construction in progress | | |
|--------------------------------------|----------------------------------|----------------------------------|-----------------------------------|----------------------------------|---|----------------------------------|---------------|
| | 分部收益 | | 分部資產賬面值 | | 物業、廠房及設備及在建工程添置 | | |
| | 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 | |
| Continuing operation: — Hong Kong | 持續經營業務： — 香港 | 242,059 | 247,665 | 490,817 | 491,047 | 2,041 | 2,073 |
| Discontinued operation: — Macau | 已終止經營業務： — 澳門 | 97,166 | — | — | 390,759 | 760 | 90,562 |
| | | 339,225 | 247,665 | 490,817 | 881,806 | 2,801 | 92,635 |

6. Turnover and other income

6. 營業額及其他收入

Turnover which is also revenue, is analysed below. All significant intra-group transactions have been eliminated in the preparation of the consolidated financial statements.

營業額亦指收入，於下文分析。所有重大之集團內部交易已在編製綜合財務報表時對銷。

| | Continuing operation | | Discontinued operation | | Consolidated | | |
|---|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------|
| | 持續經營業務 | | 已終止經營業務 | | 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 | |
| Sales of natural gas | 來自銷售天然氣 | — | — | 97,166 | — | 97,166 | — |
| Sales of food and beverages from restaurant operation | 自酒樓業務銷售食品及飲料 | 242,059 | 247,665 | — | — | 242,059 | 247,665 |
| | | 242,059 | 247,665 | 97,166 | — | 339,225 | 247,665 |
| Other income | 其他收入 | | | | | | |
| Bank interest income | 銀行利息收入 | 4,211 | 11,751 | 271 | 733 | 4,482 | 12,484 |
| Interest income from other loans | 其他貸款之利息收入 | 1,458 | — | — | — | 1,458 | — |
| Rental income | 租金收入 | 285 | 305 | — | — | 285 | 305 |
| Sundry income | 雜項收入 | 200 | 126 | — | 13 | 200 | 139 |
| | | 6,154 | 12,182 | 271 | 746 | 6,425 | 12,928 |

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(以港元列示)

7. Loss from operation

7. 經營虧損

| | | Continuing operation | | Discontinued operation | | Consolidated | |
|---|------------------------|----------------------|----------|------------------------|----------|--------------|----------|
| | | 持續經營業務 | | 已終止經營業務 | | 綜合 | |
| | | 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 |
| | | 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 |
| Loss from operation is arrived at after charging/(crediting): | 經營虧損已扣除/(計入): | | | | | | |
| Fair value loss / (gain) of financial assets held for trading | 持作買賣之金融資產之按公平價值虧損/(收益) | 9,060 | (22) | — | — | 9,060 | (22) |
| Rental income | 租金收入 | (285) | (305) | — | — | (285) | (305) |
| Auditors' remuneration | 核數師酬金 | 580 | 560 | — | 166 | 580 | 726 |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備之虧損 | 1,047 | — | — | — | 1,047 | — |
| Cost of inventories consumed | 經消耗存貨成本 | 69,544 | 72,229 | 86,016 | — | 155,560 | 72,229 |
| Depreciation of property, plant and equipment (Note 17) | 物業、廠房及設備之折舊(附註17) | 6,384 | 6,334 | 3,238 | 117 | 9,622 | 6,451 |
| Exchange loss, net | 匯兌虧損·淨額 | — | — | 760 | 23 | 760 | 23 |
| Staff costs (including directors' remuneration): | 員工成本(包括董事酬金): | | | | | | |
| — Wages and salaries and other benefits | — 工資及薪金及其他福利 | 87,880 | 81,441 | 7,806 | 2,458 | 95,686 | 83,899 |
| — Share-based payments to directors and employees (Note 32) | — 以股份支付予董事及僱員之款項(附註32) | 44,950 | 24,362 | — | — | 44,950 | 24,362 |
| — Pension scheme contributions | — 退休金計劃供款 | 3,540 | 3,428 | — | — | 3,540 | 3,428 |
| — Reversal of long service payment provision | — 長期服務金撥備撥回 | (88) | — | — | — | (88) | — |
| Operating leases payment on lease premises: | 租賃物業之經營租約付款: | | | | | | |
| — Related companies | — 關連公司 | 3,400 | 2,786 | — | — | 3,400 | 2,786 |
| — Third parties | — 第三方 | 28,916 | 27,404 | 373 | — | 29,289 | 27,404 |
| Share-based payments to consultants (Note 32) | 以股份支付予顧問之款項(附註32) | 14,538 | 14,538 | — | — | 14,538 | 14,538 |

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(Expressed in Hong Kong dollars)
(以港元列示)

8. Finance costs

8. 財務成本

| | Continuing operation 持續經營業務 | | Discontinued operation 已終止經營業務 | | Consolidated 綜合 | |
|--|--------------------------------|-----------------------------|-----------------------------------|-----------------------------|-----------------------------|-----------------------------|
| | 2008 二零零八年 HK\$ 港元 | 2007 二零零七年 HK\$ 港元 | 2008 二零零八年 HK\$ 港元 | 2007 二零零七年 HK\$ 港元 | 2008 二零零八年 HK\$ 港元 | 2007 二零零七年 HK\$ 港元 |
| Interest on bank loans wholly repayable within five years 須於五年內全數清償之銀行貸款之利息 | 12 | 88 | 1,626 | 150 | 1,638 | 238 |
| Less: amount capitalised into construction in progress 減：資本化為在建工程 | — | — | (287) | (82) | (287) | (82) |
| | 12 | 88 | 1,339 | 68 | 1,351 | 156 |

The borrowing costs have been capitalised at the rates of 2.5% to 4% per annum (2007: 4.15% to 4.37% per annum).

借貸成本按年率2.5厘至4厘(二零零七年：年率4.15厘至4.37厘)撥充資本。

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(Expressed in Hong Kong dollars)
(以港元列示)

9. Taxation

No provision for Hong Kong profits tax and Macau complementary income tax has been made as the Group had tax losses brought forward to setoff the assessable profit for the year (2007: Nil).

Taxation for the year can be reconciled to the loss before taxation of the Group (continuing operation and discontinued operation) per the consolidated income statement as follows:

(a) Taxation for the year can be reconciled to the accounting loss as follows:

9. 稅項

由於本集團有承前稅項虧損抵銷本年度應課稅溢利，故並無就香港利得稅及澳門補充所得稅作出撥備（二零零七年：無）。

本年度稅項可與本集團綜合收益表內之除稅前虧損（持續經營業務及已終止經營業務）對賬如下：

(a) 本年度稅項可與會計虧損對賬如下：

| | | 2008 二零零八年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 |
|---|-------------------------------------|----------------------------------|----------------------------------|
| — Continuing operation | — 持續經營業務 | (87,805) | (24,251) |
| — Discontinued operation | — 已終止經營業務 | (269,024) | (8,190) |
| Loss before taxation | 除稅前虧損 | (356,829) | (32,441) |
| Effect of tax at Hong Kong profits tax rate of 16.5% (2007: 17.5%) | 按香港利得稅稅率16.5% (二零零七年：17.5%) 計算之稅務影響 | (58,877) | (5,677) |
| Tax effect of income not taxable for taxation purposes | 非課稅收入之稅務影響 | (2,093) | (3,082) |
| Tax effect of expenses not deductible for taxation purposes | 不可扣稅開支之稅務影響 | 58,132 | 8,207 |
| Tax effect of utilisation of tax losses | 動用稅項虧損之稅務影響 | (606) | (2,649) |
| Tax effect of unused tax losses not recognised | 未確認之未動用稅項之稅務影響 | 3,444 | 3,201 |
| Taxation for the year for continuing operation and discontinued operation | 持續經營業務及已終止經營業務之本年度稅項 | — | — |

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10. Loss attributable to equity holders of the Company

The loss attributable to equity holders of the Company includes a loss of HK\$355,110,000 (2007: loss of HK\$38,350,000) which has been dealt with in the financial statements of the Company for the year ended 31 December 2008.

11. Dividend

No dividend was paid or proposed for the year ended 31 December 2008 (2007: Nil), nor has any dividend been proposed since the balance sheet date. (2007: Nil)

12. Loss per share

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

(Expressed in Hong Kong dollars)
(以港元列示)

10. 本公司股權持有人應佔虧損

在本公司截至二零零八年十二月三十一日止年度之財務報表中，本公司股權持有人應佔虧損包括虧損355,110,000港元(二零零七年：虧損38,350,000港元)。

11. 股息

截至二零零八年十二月三十一日止年度並無派付或擬派任何股息(二零零七年：無)，自結算日起亦無擬派任何股息(二零零七年：無)。

12. 每股虧損

本公司股權持有人應佔持續經營及已終止經營業務之每股基本虧損乃根據以下數據計算。

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(Expressed in Hong Kong dollars)
(以港元列示)

12. Loss per share (Continued)

12. 每股虧損 (續)

| Loss | | 虧損 | |
|---|------------------|----------------------------------|----------------------------------|
| | | 2008 二零零八年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 |
| Loss for the year attributable to equity holders of the Company | 本年度本公司股權持有人應佔之虧損 | | |
| — Continuing operations | 持續經營業務 | (87,805) | (24,251) |
| — Discontinued operations | 已終止經營業務 | (269,024) | (8,190) |
| | | (356,829) | (32,441) |

Number of shares

股份數目

| | | 2008 二零零八年 | 2007 二零零七年 |
|--|---------------------|---------------|---------------|
| Weighted average number of ordinary shares for the purpose of basic loss per share | 用作計算每股基本虧損之普通股加權平均數 | 3,023,900,000 | 2,951,626,027 |

Basic loss per share from the discontinued operation is 8.90 HK cents (2007: 0.28 HK cents), which is calculated based on the loss for the year from discontinued operation attributable to equity holders of the Company of approximately HK\$269,024,000 (2007: HK\$8,190,000) and the weighted average number of ordinary shares for the purpose of basic loss per share detailed above.

已終止經營業務每股基本虧損為8.90港仙(二零零七年：0.28港仙)，乃根據本公司股權持有人應佔已終止經營業務本年度虧損約269,024,000港元(二零零七年：8,190,000港元)及上述用作計算每股基本虧損之普通股加權平均數計算。

Diluted loss per share for both year is not presented as the Company has no potential dilutive ordinary shares at 31 December 2008 and 2007 had an anti-dilutive effect on the basic loss per share.

由於本公司於二零零八年及二零零七年十二月三十一日並無具有潛在攤薄影響之普通股對每股基本虧損具反攤薄作用，故並無列示每股攤薄虧損。

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13. Directors' remuneration

13. 董事酬金

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

根據香港公司條例第161條披露之董事酬金如下：

Year ended 31 December 2008

截至二零零八年十二月三十一日止年度

| | | Directors' fees 董事袍金 HK\$'000 千港元 | Salaries, allowances and benefits in kind 薪金、津貼及實物利益 HK\$'000 千港元 | Retirement scheme contribution 退休計劃供款 HK\$'000 千港元 | Share-based payment expenses 以股份支付之款項開支 HK\$'000 千港元 | 2008 Total 二零零八年總額 HK\$'000 千港元 |
|--|----------------|--|--|---|---|--|
| Executive directors | 執行董事 | | | | | |
| Chan Shi Yung | 陳樹鎔 | — | 520 | 12 | 10,650 | 11,182 |
| Chui Kwong Kau | 崔光球 | — | 455 | 12 | 10,650 | 11,117 |
| Tong Seak Kan (i) | 唐錫根(i) | — | 1,365 | 12 | 3,650 | 5,027 |
| Chan Wai Keung | 陳偉強 | — | 520 | 7 | 10,650 | 11,177 |
| Chang Kuo Tien (ii) | 張國典(ii) | 420 | — | — | 3,650 | 4,070 |
| Wang Xiang Jun | 王向軍 | 286 | — | — | — | 286 |
| Yim Chi Keung (iii) | 嚴志強(iii) | — | 603 | 8 | — | 611 |
| Independent non-executive directors | 獨立非執行董事 | | | | | |
| Chang Kin Man | 鄭健民 | 180 | — | — | — | 180 |
| Ip Wing Lun | 葉泳倫 | 180 | — | — | — | 180 |
| Zhong Yuan (iv) | 仲原(iv) | — | — | — | — | — |
| Li Yuen Yu (v) | 李遠瑜(v) | 43 | — | — | — | 43 |
| | | 1,109 | 3,463 | 51 | 39,250 | 43,873 |

(i) Mr. Tong Seak Kan resigned on 31 December 2008.

(i) 唐錫根先生於二零零八年十二月三十一日辭任。

(ii) Mr. Chang Kuo Tien resigned on 12 December 2008.

(ii) 張國典先生於二零零八年十二月十二日辭任。

(iii) Mr. Yim Chi Keung was appointed on 2 May 2008 and resigned on 19 December 2008.

(iii) 嚴志強先生於二零零八年五月二日獲委任，並於二零零八年十二月十九日辭任。

(iv) Mr. Zhong Yuan retired on 12 June 2008.

(iv) 仲原先生於二零零八年六月十二日退任。

(v) Ms. Li Yuen Yu was appointed on 6 October 2008.

(v) 李遠瑜女士於二零零八年十月六日獲委任。

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13. Directors' remuneration (Continued)

13. 董事酬金 (續)

Year ended 31 December 2007

截至二零零七年十二月三十一日止年度

| | Directors' fees 董事袍金 HK\$'000 千港元 | Salaries, allowances and benefits in kind 薪金、津貼及實物利益 HK\$'000 千港元 | Retirement scheme contribution 退休計劃供款 HK\$'000 千港元 | Share-based payment expenses 以股份支付之款項開支 HK\$'000 千港元 | 2007 Total 二零零七年總額 HK\$'000 千港元 |
|--|--|--|---|---|--|
| Executive directors | 執行董事 | | | | |
| Chan Shi Yung | — | 455 | 12 | 3,550 | 4,017 |
| Chui Kwong Kau | — | 390 | 12 | 3,550 | 3,952 |
| Tong Seak Kan (vi) | — | 1,131 | 9 | 3,650 | 4,790 |
| Chan Wai Keung | — | 455 | 12 | 3,550 | 4,017 |
| Chang Kuo Tien (vi) | 419 | — | — | 3,650 | 4,069 |
| Wang Xiang Jun (vii) | 202 | — | — | — | 202 |
| Cheung Lim Mai Tak, Grace (viii) | — | 89 | — | — | 89 |
| Independent non-executive directors | 獨立非執行董事 | | | | |
| Chang Kin Man | 120 | — | — | — | 120 |
| Ip Wing Lun | 120 | — | — | — | 120 |
| Zhong Yuan | 120 | — | — | — | 120 |
| | 981 | 2,520 | 45 | 17,950 | 21,496 |

(vi) Mr. Tong Seak Kan and Mr. Chang Kuo Tien were appointed on 7 February 2007.

(vi) 唐錫根先生及張國典先生於二零零七年二月七日獲委任。

(vii) Mr. Wang Xiang Jun was re-designated from non-executive director to executive director on 28 May 2007.

(vii) 王向軍先生於二零零七年五月二十八日由非執行董事調任為執行董事。

(viii) Mrs. Cheung Lim Mai Tak, Grace resigned on 9 February 2007.

(viii) 張林美德女士於二零零七年二月九日辭任。

None of the directors waived or granted to waive any emoluments during the year ended 31 December 2008 (2007: Nil). No emoluments were paid by the Company to the directors as an inducement to join or upon joining the Company or as compensation for loss of office during the year ended 31 December 2008 (2007: Nil).

截至二零零八年十二月三十一日止年度，概無董事免收或批准免收任何酬金（二零零七年：無）。截至二零零八年十二月三十一日止年度，本公司概無向董事支付任何酬金作為招攬加盟或於加盟本公司時之獎勵，或作為離任之賠償（二零零七年：無）。

Notes to the Financial Statements

財務報表附註

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

14. Individuals with highest emoluments

Of the five individuals with the highest emoluments, they are all directors whose emoluments are disclosed in Note 13 (2007: 5).

15. Discontinued operation

On 28 October 2008, the Group entered into a sale and purchase agreement to dispose of Achieve Smart Finance Limited ("Achieve Smart") and Bright Horizon Worldwide Inc. ("Bright Horizon"), wholly-owned subsidiaries of the Company.

The Company subsidiaries, Achieve Smart, Bright Horizon, Macau Natural Gas Company Limited ("MNG") and its jointly-controlled entity, Sinosky Energy (Holdings) Company Limited ("Sinosky") (the "Disposal Group") carried out all of the Group's business operations in natural gas business (the "Discontinued Operation"). The disposal was completed on 12 December, 2008, on which date control of operation passed to the acquirer.

(Expressed in Hong Kong dollars)
(以港元列示)

14. 最高薪酬人士

在五位最高薪酬人士當中，全部(二零零七年：五位)均為董事，其薪酬於附註13披露。

15. 已終止經營業務

於二零零八年十月二十八日，本集團訂立一份買賣協議，出售本公司之全資附屬公司 Achieve Smart Finance Limited (「Achieve Smart」) 及 Bright Horizon Worldwide Inc. (「Bright Horizon」)。

本公司之附屬公司 Achieve Smart、Bright Horizon、澳門天然氣有限公司(「澳門天然氣」)及其共同控制實體 Sinosky Energy (Holdings) Company Limited (「Sinosky」) (「出售集團」) 執行本集團天然氣業務(「已終止經營業務」) 之所有業務營運。出售已於二零零八年十二月十二日完成，而經營控制權亦於同日移交買方。

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For The Year Ended 31 December 2008
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(Expressed in Hong Kong dollars)
(以港元列示)

15. Discontinued operation (Continued)

An analysis of the results of the discontinued operation included in the consolidated income statement is as follows:

15. 已終止經營業務 (續)

計入綜合收益表之已終止經營業務之業績分析如下：

| | | 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 |
|---|-----------------------|-------------|----------------------------------|----------------------------------|
| Turnover | 營業額 | 6 | 97,166 | — |
| Other income | 其他收入 | 6 | 271 | 746 |
| Cost of inventories consumed | 經消耗存貨成本 | 7 | (86,016) | — |
| Staff costs | 員工成本 | 7 | (7,806) | (2,458) |
| Operating lease rentals | 經營租賃租金 | 7 | (373) | — |
| Depreciation of property, plant and equipment | 物業、廠房 及設備之折舊 | 7 | (3,238) | (117) |
| Fuel costs and utility expenses | 燃油費及水電費 | | (203) | — |
| Other operating expenses | 其他經營開支 | | (28,671) | (4,687) |
| Loss from operations | 經營虧損 | 7 | (28,870) | (6,516) |
| Finance costs | 財務成本 | 8 | (1,339) | (68) |
| Share of results of associates | 應佔聯營公司業績 | | — | (1,606) |
| Loss before taxation | 除稅前虧損 | | (30,209) | (8,190) |
| Taxation | 稅項 | 9 | — | — |
| Loss for the year before loss on disposal of the discontinued operation | 出售已終止經營業務虧損前 本年度虧損 | | (30,209) | (8,190) |
| Loss on disposal of the discontinued operation | 出售已終止經營業務之 虧損 | 35 | (238,815) | — |
| Loss for the year from discontinued operation | 已終止經營業務本年度 虧損 | | (269,024) | (8,190) |

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(Expressed in Hong Kong dollars)
(以港元列示)

15. Discontinued operation (Continued)

15. 已終止經營業務 (續)

The cash flows attributable to the discontinued operations are as follows:

已終止經營業務應佔之現金流量如下：

| | | 2008 二零零八年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 |
|-----------------------------|-----------------|----------------------------------|----------------------------------|
| Cash (outflow)/inflow from: | 下列項目之現金(流出)／流入： | | |
| Operating activities | 經營業務 | (17,427) | 53,158 |
| Investing activities | 投資業務 | (760) | (90,562) |
| Financing activities | 融資活動 | 28,397 | 29,437 |
| Net cash inflow/(outflow) | 現金流入／(流出)淨額 | 10,210 | (7,967) |

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

(Expressed in Hong Kong dollars)
(以港元列示)

16. Interest in jointly-controlled entity

16. 於共同控制實體之權益

Particulars of the Group's jointly controlled entity were as follows:

本集團共同控制實體之詳情如下：

| Name of company 公司名稱 | Form of business structure 營業結構形式 | Place of incorporation and operation 註冊成立及經營地點 | Proportion of ownership interest held by a subsidiary 附屬公司持有擁有權比例 | | Principal activity 主要業務 |
|---|--------------------------------------|---|--|--------------------|--|
| | | | 2008 二零零八年 % | 2007 二零零七年 % | |
| Sinosky Energy (Holdings) Company Limited 中天能源控股有限公司 | Limited liability company 有限公司 | Macau 澳門 | — | 50% | Sourcing, storage, processing, transmission and sale of natural gas 採購、儲存、加工、輸送及銷售天然氣 |

The jointly-controlled entity was disposed of on 12 December 2008, it was included in the Disposal Group. Details of disposal are disclosed in Note 15.

共同控制實體已於二零零八年十二月十二日出售，並納入出售集團中。出售詳情於附註15披露。

The financial information on jointly-controlled entity attributable to the Group's effective interest for the year ended 31 December 2008 and 2007 is summarized as follow. The following amounts are included in the Group's financial statement as a result of the proportionate consolidation of jointly-controlled entity.

本集團應佔共同控制實體截至二零零八年及二零零七年十二月三十一日止年度之實際權益之財務資料於下文概述。下列金額因按比例綜合共同控制實體賬目而包括於本集團之財務報表內。

| | | 2008 二零零八年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 |
|-------------------------|-------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | — | 89,975 |
| Current assets | 流動資產 | — | 15,272 |
| Non-current liabilities | 非流動負債 | — | (26,699) |
| Current liabilities | 流動負債 | — | (56,113) |
| Net assets | 資產淨值 | — | 22,435 |
| Income | 收入 | 97,379 | 761 |
| Expenses | 開支 | (98,165) | (1,857) |
| Loss for the year | 本年度虧損 | (786) | (1,096) |

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(Expressed in Hong Kong dollars)
(以港元列示)

17. Property, plant and equipment

17. 物業、廠房及設備

The Group

本集團

| | | Leasehold improvement 租賃物業 裝修 HK\$'000 千港元 | Furniture and fixtures 傢俬 及裝置 HK\$'000 千港元 | Plant and equipment 廠房 及設備 HK\$'000 千港元 | Motor vehicles 汽車 HK\$'000 千港元 | Construction in progress 在建工程 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
|--|------------------|---|---|--|--|--|--------------------------------|
| Cost: | 成本： | | | | | | |
| At 1 January 2007 | 於二零零七年一月一日 | 37,567 | 19,206 | — | 757 | — | 57,530 |
| Additions | 添置 | 495 | 1,621 | 2,738 | 1,364 | 86,417 | 92,635 |
| Disposal | 出售 | (12,897) | (3,021) | — | — | — | (15,918) |
| At 31 December 2007 | 於二零零七年十二月三十一日 | 25,165 | 17,806 | 2,738 | 2,121 | 86,417 | 134,247 |
| Reclassifications | 重新分類 | — | — | 64,019 | — | (64,019) | — |
| Additions | 添置 | 1,215 | 1,003 | 257 | 39 | 287 | 2,801 |
| Disposals and write off | 出售及撇銷 | (2,937) | (6,549) | — | (112) | — | (9,598) |
| Disposal of subsidiaries (Note 35) | 出售附屬公司 (附註35) | (298) | (375) | (67,014) | (949) | (22,685) | (91,321) |
| At 31 December 2008 | 於二零零八年十二月三十一日 | 23,145 | 11,885 | — | 1,099 | — | 36,129 |
| Accumulated depreciation: | 累計折舊： | | | | | | |
| At 1 January 2007 | 於二零零七年一月一日 | 21,006 | 10,892 | — | 499 | — | 32,397 |
| Charge for the year (Note 7) | 本年度費用 (附註7) | 3,921 | 2,372 | — | 158 | — | 6,451 |
| Disposal | 出售 | (12,897) | (3,021) | — | — | — | (15,918) |
| At 31 December 2007 | 於二零零七年十二月三十一日 | 12,030 | 10,243 | — | 657 | — | 22,930 |
| Charge for the year (Note 7) | 本年度費用 (附註7) | 3,857 | 2,504 | 2,949 | 312 | — | 9,622 |
| Disposals and write off | 出售及撇銷 | (2,680) | (5,759) | — | (112) | — | (8,551) |
| Disposals of subsidiaries (Note 35) | 出售附屬公司 (附註35) | (164) | (78) | (2,949) | (163) | — | (3,354) |
| At 31 December 2008 | 於二零零八年十二月三十一日 | 13,043 | 6,910 | — | 694 | — | 20,647 |
| Carrying amount: | 賬面值： | | | | | | |
| At 31 December 2008 | 於二零零八年十二月三十一日 | 10,102 | 4,975 | — | 405 | — | 15,482 |
| At 31 December 2007 | 於二零零七年十二月三十一日 | 13,135 | 7,563 | 2,738 | 1,464 | 86,417 | 111,317 |

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截至二零零八年十二月三十一日止年度

18. Interests in subsidiaries

(Expressed in Hong Kong dollars)
(以港元列示)

18. 於附屬公司之權益

| | | The 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 shares, at cost | 非上市股份，按成本 | 192,400 | 192,400 |
| Amounts due from subsidiaries | 應收附屬公司款項 | 319,145 | 353,541 |
| | | 511,545 | 545,941 |
| Less: Impairment loss | 減：減值虧損 | (510,729) | (240,880) |
| | | 816 | 305,061 |

Amounts due from subsidiaries are unsecured, interest free and in substance a part of the Company's interests in the subsidiaries in the form of quasi-equity loans.

The Directors assessed that only a portion of the amounts due from subsidiaries is expected to be recoverable. Consequently, a provision for impairment loss was made.

應收附屬公司款項乃無抵押、免息，且實質上為本公司於附屬公司之權益(以準權益貸款形式)之一部份。

董事評估僅部份應收附屬公司款項預期可收回。因此，已作出減值虧損撥備。

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(Expressed in Hong Kong dollars)
(以港元列示)

18. Interests in subsidiaries (Continued)

18. 於附屬公司之權益 (續)

Details of the Company's principal subsidiaries as at 31 December 2008 are as follows:

本公司於二零零八年十二月三十一日之主要附屬公司詳情如下：

| Name 公司名稱 | Form of business Structure 營業結構形式 | Country/ place of incorporation/ establishment 註冊成立/ 成立國家/地點 | Country/ place of operation 經營國家/地點 | Principal activities 主要業務 | Issued and fully paid share capital 已發行 及繳足股本 | Percentage of interests held 持有權益 百分比 | |
|--|---|---|--|--|---|--|------------------|
| | | | | | | Directly 直接 | Indirectly 間接 |
| Bestcase Hong Kong Limited | Limited liability Company | Hong Kong | Hong Kong | Operation of a Chinese restaurant | Ordinary Shares HK\$6,000,000 | — | 100% |
| 百基香港有限公司 | 有限公司 | 香港 | 香港 | 經營中式酒樓 | 普通股 6,000,000港元 | — | 100% |
| China Energy Resources Holdings Ltd | Limited liability Company | Hong Kong | Hong Kong | Investment holding | Ordinary Shares HK\$1 | 100% | — |
| 中西能源控股有限公司 | 有限公司 | 香港 | 香港 | 投資控股 | 普通股1港元 | 100% | — |
| Dragongem Development Limited | Limited liability Company | Hong Kong | Hong Kong | Operation of a Chinese restaurant | Ordinary Shares HK\$100 | — | 100% |
| 龍之寶發展有限公司 | 有限公司 | 香港 | 香港 | 經營中式酒樓 | Class A (Note) HK\$21,250,000 普通股100港元 A類股 (附註) 21,250,000港元 | — | 100% |
| Hon Po (China) Catering Management Limited | Limited liability Company | Hong Kong | Hong Kong | Sourcing business | Ordinary Shares HK\$10,000 | — | 100% |
| 漢寶(中國)飲食管理有限公司 | 有限公司 | 香港 | 香港 | 採購業務 | 普通股 10,000港元 | — | 100% |
| Hon Po International Limited | Limited liability Company | British Virgin Islands | Hong Kong | Investment and intellectual property holding | Ordinary Shares US\$151 | 100% | — |
| 漢寶國際有限公司 | 有限公司 | 英屬處女群島 | 香港 | 投資控股及持有知識產權 | 普通股 151美元 | 100% | — |
| Jing Hua (Allied) Limited | Limited liability Company | Hong Kong | Hong Kong | Operation of a Chinese Restaurant | Ordinary Shares HK\$10,000 | — | 100% |
| 京華(聯合)有限公司 | 有限公司 | 香港 | 香港 | 經營中式酒樓 | Preference Shares HK\$3,000,000 普通股 10,000港元 優先股 3,000,000港元 | — | 100% |

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For The Year Ended 31 December 2008
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(Expressed in Hong Kong dollars)
(以港元列示)

18. Interests in subsidiaries (Continued)

18. 於附屬公司之權益 (續)

| Name 公司名稱 | Form of business Structure 營業結構形式 | Country/ place of incorporation/ establishment 註冊成立/ 成立國家/地點 | Country/ place of operation 經營國家/地點 | Principal activities 主要業務 | Issued and fully paid share capital 已發行 及繳足股本 | Percentage of interests held 持有權益 百分比 | |
|--|--|---|--|---|---|--|------------------|
| | | | | | | Directly 直接 | Indirectly 間接 |
| Metropolis Harbour View Chinese Cuisine Limited 景逸軒有限公司 | Limited liability Company 有限公司 | Hong Kong 香港 | Hong Kong 香港 | Operation of a Chinese restaurant 經營中式酒樓 | Ordinary Shares HK\$10,000 普通股 10,000港元 | — | 100% |
| Ocean Grace Investments Limited 宏洋投資有限公司 | Limited liability Company 有限公司 | Hong Kong 香港 | Hong Kong 香港 | Operation of a Chinese restaurant 經營中式酒樓 | Ordinary Shares HK\$2 普通股2港元 | — | 100% |

Note: The Class A shares carry no rights to dividends, no rights to attend or vote at general meetings and no rights to receive any surplus assets in a return of capital in a winding-up (other than the nominal amount paid up or credited as paid up on such shares, after the sum of HK\$100,000,000,000,000 has been distributed to the holders of the ordinary shares of the relevant companies in such winding-up, if any).

The above table lists the subsidiaries of the Company as at 31 December 2008 which in the opinion of the directors, principally affected the Group's results for the year or formed a substantial portion of the net assets of Group. To give details of all the subsidiaries, in the opinion of the directors, would result in particulars of excessive length.

附註：A類股無權享有股息，無權出席股東大會或在會上投票，以及無權在清盤中退還股本時收取任何盈餘資產（於有關清盤（如有）中已向有關公司普通股持有人分派100,000,000,000,000港元金額後有關股份之繳足或入賬列作繳足之面值除外）。

上表列示董事認為本公司於二零零八年十二月三十一日對本年度業績具主要影響或構成本集團資產淨值重大部份之附屬公司。董事認為，列出全部附屬公司詳情將會過於冗長。

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(以港元列示)

19. Rental deposits and other deposits — The Group and Company

These represent rental deposits paid for the restaurants of HK\$8,449,000 (2007: HK\$7,480,000) and utilities deposits of HK\$1,984,000 (2007: HK\$1,984,000). The fair value of rental deposits and other deposits at 31 December 2008 approximate their carrying amount.

19. 租金按金及其他訂金 — 本集團及本公司

該等訂金指就酒樓所付之8,449,000港元(二零零七年：7,480,000港元)之租金按金及1,984,000港元(二零零七年：1,984,000港元)之公用設施按金。租金按金及其他訂金於二零零八年十二月三十一日之公平價值與其賬面值相若。

20. Goodwill

20. 商譽

| | | The Group 本集團 HK\$'000 千港元 |
|--|-----------------|-------------------------------------|
| At 1 January 2007 | 於二零零七年一月一日 | 1,172 |
| Arising on acquisition of a subsidiary | 收購附屬公司產生 | 283,100 |
| At 31 December 2007 | 於二零零七年十二月三十一日 | 284,272 |
| Eliminated on disposal of subsidiaries (Note 35) | 出售附屬公司時撇銷(附註35) | (284,272) |
| At 31 December 2008 | 於二零零八年十二月三十一日 | — |

The goodwill is attributable to operation of natural gas business of the Group which was disposed of during the year. The details of the disposal of the subsidiaries are disclosed in Notes 15 and 35.

商譽乃因於年內出售之本集團天然氣業務之經營而產生。出售附屬公司詳情於附註15及35披露。

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(Expressed in Hong Kong dollars)
(以港元列示)

21. Deferred taxation

21. 遞延稅項

- (a) The components of deferred tax (assets)/liabilities in the consolidated balance sheet are as follows:

- (a) 於綜合資產負債表之遞延稅項(資產)／負債組成部份如下：

| Deferred tax (assets)/ liabilities arising from: | 遞延稅項(資產)／ 負債產生自： | Accelerated depreciation allowances 加速折舊撥備 HK\$'000 千港元 | Tax losses 稅項虧損 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
|--|---------------------------------------|--|--|--------------------------------|
| At 1 January, 2007 and 31 December 2007 and 2008 | 於二零零七年一月一日、 二零零七年及二零零八年 十二月三十一日 | 645 | (515) | 130 |

There were no movements during the years ended 31 December 2007 and 2008.

截至二零零七年及二零零八年十二月三十一日止年度並無變動。

(b) Deferred tax assets not recognised

(b) 未確認遞延稅項資產

In accordance with the accounting policy set out in Note 3(o), the Group has not recognised deferred tax assets in respect of cumulative tax losses of HK\$8,888,342 (2007: HK\$6,960,531) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction of the entity. The tax losses will not expire under the current tax legislation.

根據附註3(o)所載之會計政策，本集團並無就累計稅項虧損8,888,342港元(二零零七年：6,960,531港元)確認遞延稅項資產，原因為於實體之相關稅項司法權區不大可能有可動用該等虧損之未來應課稅溢利。根據現行稅法，稅項虧損將不會到期。

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(Expressed in Hong Kong dollars)
(以港元列示)

22. Inventories

22. 存貨

| | | The 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 |
| Food and beverages | 食品及飲料 | 6,419 | 6,700 |

At 31 December 2007 and 2008, all inventories were carried at cost.

於二零零七年及二零零八年十二月三十一日，所有存貨按成本列賬。

23. Trade receivables

23. 應收賬款

Customers are usually offered a credit period ranging from one to three months. An ageing analysis of trade receivables of the Group as at 31 December 2008 and 2007 is as follows:

客戶一般獲得之信貸期為一至三個月不等。本集團於二零零八年及二零零七年十二月三十一日之應收賬款賬齡分析如下：

| | | The 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 | 應收賬款 | | |
| Current to 3 months | 即期至三個月 | 917 | 1,062 |
| Over 1 year | 一年以上 | 44 | 44 |
| | | 961 | 1,106 |

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23. Trade receivables (Continued)

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired is as follows:

| | | The 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 | 無逾期及未減值 | 917 | 1,062 |
| More than 1 year past due | 逾期超過一年 | 44 | 44 |
| | | 961 | 1,106 |

Trade receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Trade receivables that were past due but not impaired relate to a number of independent customers that have a good track record without history of default. The Group does not hold any collateral over these balances.

The carrying amounts of trade receivables of the Group approximate their fair values.

24. Financial assets held for trading

| | | Group and Company 本集團及本公司 | |
|---|------------------|----------------------------------|----------------------------------|
| | | 2008 二零零八年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 |
| Trading securities listed in Hong Kong, at market value | 於香港上市之買賣證券，按市場價值 | 29,146 | 35,594 |
| Cash balance in a security account | 證券賬戶現金結餘 | 335 | 1,428 |
| | | 29,481 | 37,022 |

(Expressed in Hong Kong dollars)
(以港元列示)

23. 應收賬款 (續)

並無獲個別及共同考慮須予減值之應收賬款賬齡分析如下：

應收賬款中並無逾期及並未有為數眾多而近期無拖欠記錄之客戶作減值。

已逾期但未減值之應收賬款與本集團多名擁有良好往績記錄且無拖欠記錄之獨立客戶有關。本集團並無就該等結餘持有任何抵押品。

本集團應收賬款之賬面值與其公平價值相若。

24. 持作買賣之金融資產

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(Expressed in Hong Kong dollars)
(以港元列示)

25 Other receivables, deposits and prepayments

25. 其他應收款項、訂金及預付款項

| | | The 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 |
| Other receivables, deposits and prepayments | 其他應收款項、訂金及 預付款項 | 46,765 | 40,687 |
| Refundable deposit (note) | 可退回訂金 (附註) | 20,725 | 20,725 |
| Deferred considerations (Note 35) | 遞延代價 (附註35) | 38,743 | — |
| | | 106,233 | 61,412 |
| Less: Provision for impairment of refundable deposit | 減：可退回訂金之 減值撥備 | (5,181) | — |
| | | 101,052 | 61,412 |

Note:

On 24 September 2007, Mr. Wang Jian Guo, an independence third party and Joy Even International Limited, a subsidiary of the Group, entered into the agreement in relation to the proposed acquisition of the 51% equity interest in each of the target companies, Bu Tuo County Wu Zhou Minerals Limited Liability Company (布拖縣五洲礦產有限責任公司) and Hui Li County Wan Feng Mining Limited Liability Company (會理縣萬豐礦業有限責任公司) of an aggregate consideration of RMB498 million (equivalent of HK\$516) (the "Agreement"). Both companies are limited liability companies established in the PRC. The principal activities of both companies are in the development of mines in the PRC. A refundable deposit of HK\$20,725,000 was paid (equivalent to RMB20,000,000) to Wang Jian Guo upon signing of the agreement. On 31 July 2008, the company executed the Deed of termination regarding the proposed acquisitions, whereby subject to the return of the refundable deposit, both parties shall be released and discharged from their respective obligations under the Agreement. As at 31 December 2008, the Management had assessed the recoverability of this refundable deposits and a provision for impairment of refundable deposit of HK\$5,181,000 is charged to profit or loss for the year (2007: Nil).

The carrying amount of the refundable deposit approximates its fair value.

附註：

於二零零七年九月二十四日，王健國先生（獨立第三方）與悅順國際有限公司（本集團之附屬公司）訂立協議（「協議」），內容有關建議收購目標公司布拖縣五洲礦產有限責任公司及會理縣萬豐礦業有限責任公司各自之51%股權，總代價為人民幣498,000,000元（相等於516,000,000港元）。兩間公司均為於中國成立之有限公司，主要業務均為於中國開發礦場。本集團已於簽訂協議時向王健國先生支付可退回訂金20,725,000港元（相等於人民幣20,000,000元）。於二零零八年七月三十一日，本公司簽立關於建議收購事項之終止契據，據此，須退回可退回訂金。雙方解除各自於協議之責任。於二零零八年十二月三十一日，管理層已評估可退回訂金之可收回程度，而可退回訂金之減值撥備5,181,000港元已計入本年度之損益（二零零七年：無）。

可退回訂金之賬面值與其公平價值相若。

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(Expressed in Hong Kong dollars)
(以港元列示)

26 Loan receivables

26. 應收貸款

| | | The 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 |
| Loan receivable - a related party (i) | 應收貸款－關連人士 (i) | 10,000 | — |
| Loan receivable - unrelated parties (ii) | 應收貸款－無關連人士 (ii) | 47,000 | — |
| | | 57,000 | — |

Note:

- (i) The balance represents loan to a related party (Note 34), which was unsecured, interest-bearing at 1% per month and repayable within 1 year. This balance had been fully repaid subsequent to the year end.
- (ii) The balances represent loan receivables from independent third parties, which was unsecured, interest-bearing at 1% per month and repayable within 1 year. Of this amount, HK\$23 million was loan receivable from SMI Publishing Group Limited, a company listed on SEHK, but trading of this company' shares was suspended from 28 April 2005 and up to the date of this report.

As at 31 December 2008, the loan receivables were neither past due nor impaired. There were no collateral held as security and other credit enhancement against the loan receivables. The maximum exposure to credit risk at the reporting date is the carrying amounts of loan receivables mentioned above.

The directors of the Company have reviewed the financial position of the above parties and had taking into account their financial position, their business developments and other factors, and concluded that no provision for impairment of the loan receivables is necessary as at 31 December 2008.

The carrying value of this asset approximate its fair value as at 31 December 2008.

附註：

- (i) 該結餘指借予一名關連人士之貸款(附註34)，而該筆款項為無抵押、按每月1厘計息及須於一年內償還。該結餘已於年結日後悉數償還。
- (ii) 該結餘指應收獨立第三方之貸款，而該筆款項為無抵押、按每月1厘計息及須於一年內償還。該筆款項當中，23,000,000港元為應收星美出版集團有限公司之貸款。該公司為聯交所上市公司，惟於二零零五年四月二十八日起直至本報告日期，該公司之股份已暫停買賣。

於二零零八年十二月三十一日，應收貸款並未逾期亦無減值。應收貸款並無附有任何抵押品作為擔保及其他信用提升。於報告日期之最高信貸風險為上述應收貸款之賬面值。

本公司董事已檢討以上人士之財政狀況，並已計及彼等之財務狀況、業務發展及其他因素，認為毋須就應收貸款於二零零八年十二月三十一日之結餘作出任何減值撥備。

於二零零八年十二月三十一日，該資產之賬面值與其公平價值相若。

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27. Trade payables and other payables and accruals

An ageing analysis of trade payables of the Group as at 31 December 2008 and 2007 is as follows:

| | | The 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 payables | 應付賬款 | | |
| Current to 3 months | 即期至三個月 | 9,812 | 11,085 |
| Over 1 year | 一年以上 | 3,862 | 3,886 |
| Total trade payables | 應付賬款總額 | 13,674 | 14,971 |
| Other payables and accruals | 其他應付款項及應計款項 | 28,625 | 83,700 |

The carrying amounts of trade and other payables of the Group and the Company approximate their fair values.

(Expressed in Hong Kong dollars)
(以港元列示)

27. 應付賬款及其他應付款項及應計款項

本集團於二零零八年及二零零七年十二月三十一日之應付賬款賬齡分析如下：

本集團及本公司應付賬款及其他應付款項之賬面值與其公平價值相若。

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(Expressed in Hong Kong dollars)
(以港元列示)

28. Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise:

28. 現金及等同現金

就綜合現金流量表而言，現金及等同現金包括：

| | | The Group 本集團 | | The 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 at banks | — 銀行存款 | 268,997 | 369,606 | 254,192 | 334,816 |
| — Cash in hand | — 庫存現金 | 665 | 907 | 12 | 11 |
| | | 269,662 | 370,513 | 254,204 | 334,827 |

29. Amount due to a related company

The amount due to a related company is unsecured, interest free and is repayable on demand.

29. 應付關連公司款項

應付關連公司款項為無抵押、免息及應要求償還。

30. Bank loans — unsecured

Bank loans repayable
Within one year
In the second year

須於下列期限償還之銀行貸款
一年內
第二年

30. 銀行貸款 — 無抵押

| | | The 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 |
| | | — | 3,084 |
| | | — | 26,913 |
| | | — | 29,997 |
| Portion classified as current liabilities | 已列作流動負債部份 | — | (3,084) |
| Non-current portion | 非流動部份 | — | 26,913 |

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(Expressed in Hong Kong dollars)
(以港元列示)

31. Share capital

31. 股本

| | | 2008 二零零八年 | | 2007 二零零七年 | |
|--|---|-----------------------------|---------------------------------|-----------------------------|---------------------------------|
| | | Number of shares 股份數目 | Amount 金額 HK\$'000 千港元 | Number of shares 股份數目 | Amount 金額 HK\$'000 千港元 |
| Authorised Ordinary shares of HK\$0.05 each At 1 January and 31 December | 法定 每股面值0.05港元 之普通股 於一月一日及 十二月三十一日 | 10,000,000,000 | 500,000 | 10,000,000,000 | 500,000 |
| Issued and fully paid: Ordinary shares of HK\$0.05 each At 1 January | 已發行及繳足： 每股面值0.05港元 之普通股 於一月一日 | 3,023,900,000 | 151,195 | 2,553,900,000 | 127,695 |
| Issue of shares for acquisition of a subsidiary | 發行股份以供收購 附屬公司 | — | — | 200,000,000 | 10,000 |
| Issue of shares for cash | 以現金發行股份 | — | — | 270,000,000 | 13,500 |
| At 31 December | 於十二月三十一日 | 3,023,900,000 | 151,195 | 3,023,900,000 | 151,195 |

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財務報表附註

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32. Share option scheme

Under the terms of the share option scheme (the "Scheme") adopted conditionally by the Company on 28 January 2002 and amendments on 2 November 2006, the board of directors of the Company may, at its discretion, grant options to the directors, employees and consultants of the Company and its subsidiaries to subscribe for shares of the Company.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 30% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

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

(Expressed in Hong Kong dollars)
(以港元列示)

32. 購股權計劃

根據本公司於二零零二年一月二十八日有條件採納之購股權計劃(「該計劃」)條款及於二零零六年十一月二日作出之修訂，本公司董事會可酌情向本公司及其附屬公司之董事、僱員及顧問授出購股權以認購本公司之股份。

根據該計劃本公司現行可授予之未行使購股權之上限數目等同於該等購股權獲行使時，本公司於任何時間已發行股份之30%。任何超過此上限進一步授出之購股權必須於股東大會上得到股東批准。

授予本公司董事、行政總裁或主要股東或其任何聯繫人之購股權必須事先得到獨立非執行董事之批准。此外，任何在十二個月內授予本公司主要股東或獨立非執行董事或其任何聯繫人之購股權，如超過本公司任何時間已發行股份之0.1%或總值超過5,000,000港元之股份(按授出日期之本公司股份價格計算)須事先於股東大會獲得股東批准。

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32. Share option scheme (Continued)

An option may be exercised in accordance with the terms of the Scheme at any time during the period commencing immediately after the date on which the option is deemed to be granted and accepted and expiring on a date to be notified by the directors to each grantee which shall not be more than 10 years from the date on which the option is deemed to be granted and accepted. According to the Scheme, there is no provision requiring a minimum holding period before an option may be exercised. A nominal consideration of HK\$1 is payable on acceptance on grant of an option under the Scheme.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of grant of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the grant; and (iii) the nominal value of the Company's shares.

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

No shares were granted and exercised during the year (2007 40,000,000 shares), 162,300,000 share options were lapsed on 31 December 2008 (2007: Nil). The fair value of the share options granted in 2007 was HK\$29,000,000 (HK\$0.73 each) of which the Group recognised share-based payment expenses of HK\$7,300,000 during the year ended 31 December 2007.

On 31 December 2008, the Company and the directors, employee agreed to cancel 95,500,000 outstanding share options (2007: Nil). The fair value of HK\$24,150,000 of the unvested share option has recognised on share-based payment expenses in profit or loss immediately.

(Expressed in Hong Kong dollars)
(以港元列示)

32. 購股權計劃 (續)

緊隨購股權被視作授出及被接納之日至董事通知各承授人購股權到期之日期間，可按照該計劃之條款隨時行使購股權，該段期間自購股權被視作授出及被接納之日起計不得超過十年。根據該計劃，行使購股權前並無最短持有期之規定。根據該計劃接納授出之購股權付出之象徵式代價為1港元。

購股權行使價將由董事釐定，惟不得少於下列三者之最高者，即(i)於授出購股權之日聯交所報本公司股份之收市價；(ii)緊接授出購股權之前五個交易日聯交所報本公司股份之平均收市價；及(iii)本公司股份面值。

購股權並無賦予其持有人收取股息或於股東大會上投票之權利。

年內並無授出及行使購股權(二零零七年：40,000,000股)，162,300,000份購股權已於二零零八年十二月三十一日失效(二零零七年：無)。於二零零七年授出購股權之公平價值為29,000,000港元(每股0.73港元)，其中本集團已於截至二零零七年十二月三十一日止年度確認以股份支付之款項開支7,300,000港元。

於二零零八年十二月三十一日，本公司與董事及僱員同意註銷95,500,000份尚未行使之購股權(二零零七年：無)。未歸屬購股權之公平價值24,150,000港元已即時於損益中列作以股份支付之款項開支。

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32. Share option scheme (Continued)

32. 購股權計劃 (續)

Year ended 31 December 2008

截至二零零八年十二月三十一日止年度

| | | Date of grant | Outstanding at beginning of the year | Granted during the year | Exercised during the year | Lapsed during the year | Cancelled during the year | Outstanding at end of the year | Closing price immediate before the date of grant |
|-----------------------------|---------------|---------------|--------------------------------------|-------------------------|---------------------------|------------------------|---------------------------|--------------------------------|--|
| | | 授出日期 | 於年初尚未行使 | 年內已授出 | 年內已行使 | 年內已失效 | 年內已註銷 | 於年終尚未行使 | 緊接授出日期前之收市價 |
| Directors: | 董事： | | | | | | | | |
| Mr. Chan Shi Yung | 陳樹鏞先生 | 2/11/2006 | 25,000,000 | — | — | — | (25,000,000) | — | 1.620 |
| Mr. Chan Wai Keung | 陳偉強先生 | 2/11/2006 | 25,000,000 | — | — | — | (25,000,000) | — | 1.620 |
| Mr. Chui Kwong Kau | 崔光球先生 | 2/11/2006 | 25,000,000 | — | — | — | (25,000,000) | — | 1.620 |
| Mr. Chang Kuo Tien | 張國典先生 | 12/2/2007 | 20,000,000 | — | — | (20,000,000) | — | — | 1.49 |
| Mr. Tong Seak Kan | 唐錫根先生 | 12/2/2007 | 20,000,000 | — | — | (20,000,000) | — | — | 1.49 |
| Total directors | 董事總數 | | 115,000,000 | — | — | (40,000,000) | (75,000,000) | — | |
| Employees: | 僱員： | 21/7/2006 | 500,000 | — | — | — | (500,000) | — | 1.270 |
| | | 25/9/2006 | 45,000,000 | — | — | (25,000,000) | (20,000,000) | — | 1.350 |
| Total Employees | 僱員總數 | | 45,500,000 | — | — | (25,000,000) | (20,500,000) | — | |
| Others | 其他 | 2/6/2006 | 25,000,000 | — | — | (25,000,000) | — | — | 1.660 |
| | | 25/9/2006 | 72,300,000 | — | — | (72,300,000) | — | — | 1.360 |
| Total Others | 其他總數 | | 97,300,000 | — | — | (97,300,000) | — | — | |
| Total All Categories | 所有類別總數 | | 257,800,000 | — | — | (162,300,000) | (95,500,000) | — | |

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32. Share option scheme (Continued)

32. 購股權計劃 (續)

Year ended 31 December 2007

截至二零零七年十二月三十一日止年度

| | | Date of grant | Outstanding at beginning of the year | Granted during the year | Exercised during the year | Lapsed during the year | Cancelled during the year | Outstanding at end of the year | Closing price immediate before the date of grant |
|-----------------------------|---------------|---------------|--|-------------------------------|---------------------------------|------------------------------|---------------------------------|--------------------------------------|---|
| | | 授出日期 | 於年初 尚未行使 | 年內已授出 | 年內已行使 | 年內已失效 | 年內已註銷 | 於年終 尚未行使 | 緊接授出 日期前之 收市價 |
| Directors: | 董事： | | | | | | | | |
| Mr. Chan Shi Yung | 陳樹鏞先生 | 2/11/2006 | 25,000,000 | — | — | — | — | 25,000,000 | 1.620 |
| Mr. Chan Wai Keung | 陳偉強先生 | 2/11/2006 | 25,000,000 | — | — | — | — | 25,000,000 | 1.620 |
| Mr. Chui Kwong Kau | 崔光球先生 | 2/11/2006 | 25,000,000 | — | — | — | — | 25,000,000 | 1.620 |
| Mr. Chang Kuo Tien | 張國典先生 | 12/2/2007 | — | 20,000,000 | — | — | — | 20,000,000 | 1.49 |
| Mr. Tong Seak Kan | 唐錫根先生 | 12/2/2007 | — | 20,000,000 | — | — | — | 20,000,000 | 1.49 |
| Total directors | 董事總數 | | 75,000,000 | 40,000,000 | — | — | — | 115,000,000 | |
| Employees: | 僱員： | | | | | | | | |
| | | 21/7/2006 | 500,000 | — | — | — | — | 500,000 | 1.270 |
| | | 25/9/2006 | 45,000,000 | — | — | — | — | 45,000,000 | 1.350 |
| Total Employees | 僱員總數 | | 45,500,000 | — | — | — | — | 45,500,000 | |
| Others | 其他 | | | | | | | | |
| | | 2/6/2006 | 25,000,000 | — | — | — | — | 25,000,000 | 1.660 |
| | | 25/9/2006 | 72,300,000 | — | — | — | — | 72,300,000 | 1.360 |
| Total Others | 其他總數 | | 97,300,000 | — | — | — | — | 97,300,000 | |
| Total All Categories | 所有類別總數 | | 217,800,000 | 40,000,000 | — | — | — | 257,800,000 | |

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(Expressed in Hong Kong dollars)
(以港元列示)

32. Share option scheme (Continued)

32. 購股權計劃 (續)

(b) The number and weighted average exercise prices of share options are as follows:

(b) 購股權之數目及加權平均行使價如下：

| | | 2008 二零零八年 | | 2007 二零零七年 | |
|---|---------|---|---|---|---|
| | | Weighted average exercise price per share 每股加權 平均行使價 | Number of share options granted 已授出購股權 數目 | Weighted average exercise price per share 每股加權 平均行使價 | Number of share options granted 已授出購股權 數目 |
| Outstanding at beginning of the year | 於年初尚未行使 | 1.51 | 257,800,000 | 1.52 | 217,800,000 |
| Granted | 已授出 | — | — | 1.49 | 40,000,000 |
| Lapsed | 已失效 | 1.51 | (162,300,000) | — | — |
| Cancelled | 已註銷 | 1.51 | (95,500,000) | — | — |
| Outstanding at the end of the year | 於年終尚未行使 | — | — | 1.51 | 257,800,000 |

(c) Share-based payment expenses represent the estimated fair value of services received or to be received in exchange for the grant of the relevant options over the vesting period. The total of which is based on the fair value of the options at the date of grant. The amount for each period is determined by spreading the fair value of the options over the relevant vesting periods and is recognised as staff costs (Note 7) and related expenses with a corresponding increase in the share option reserve. The share-based compensation benefits recorded for the year ended 31 December 2008 with respect to the options granted amounted to HK\$59,488,000 (Note 7) (2007: HK\$38,900,000) of which HK\$44,950,000 (2007: HK\$24,362,000) was recognised as staff cost and of which HK\$14,538,000 (2007: HK\$14,538,000) related to share options granted to certain consultants of the Group and was recognised as other operating expenses.

(c) 以股份支付之款項開支反映於歸屬期內就授出相關購股權所換取已獲取或將獲取服務之估計公平價值。有關總額按授出日期當日之購股權公平價值計算。各期間之款額乃透過將購股權之公平價值於相關歸屬期攤算而釐定，並確認為員工成本(附註7)及相關開支，而購股權儲備亦作出相關增加。截至二零零八年十二月三十一日止年度，就已授出購股權記錄之以股份為基礎之薪酬利益為59,488,000港元(附註7)(二零零七年：38,900,000港元)，其中44,950,000港元(二零零七年：24,362,000港元)乃確認為員工成本，而其中14,538,000港元(二零零七年：14,538,000港元)乃關於授予本集團若干顧問之購股權並確認為其他經營開支。

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33. Commitments

(a) Operating lease commitments

The Group leases certain of its restaurants, staff quarters, offices and warehouses under non-cancellable operating lease arrangements with remaining lease terms ranging from one to five years. At 31 December 2008, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

| | | The 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 |
| Within one year | 於一年內 | 25,242 | 26,928 |
| In the second to fifth years, inclusive | 第二年至第五年(包括首尾兩年) | 7,941 | 13,717 |
| | | 33,183 | 40,645 |

At the balance sheet date, the Company has not given corporate guarantee in favour of a landlord to secure for future operating lease payments of a wholly-owned subsidiary (2007:HK\$4,550,000). At 31 December 2007 and 2008, the Company did not have any other significant operating lease arrangements.

(b) Capital commitments

As at 31 December 2007 and 2008, neither the Group nor the Company had any capital commitment.

(Expressed in Hong Kong dollars)
(以港元列示)

33. 承擔

(a) 經營租賃承擔

本集團根據不可撤銷經營租約安排租用若干酒樓、員工宿舍、辦公室及倉庫，租期為一至五年不等。於二零零八年十二月三十一日，本集團根據於下列年期到期之不可撤銷經營租約之未來應付最低租金總額為：

於結算日，本公司並無就一間全資附屬公司之未來經營租賃付款(二零零七年：4,550,000港元)向一名業主提供公司擔保。於二零零七年及二零零八年十二月三十一日，本公司並無任何其他重大經營租約安排。

(b) 資本承擔

於二零零七年及二零零八年十二月三十一日，本集團及本公司概無任何資本承擔。

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34. Related party transactions

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below. During the year and in the ordinary course of business, the Group had the following material transactions with related parties which are not members of the Group:

Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in Note 13 to the financial statements.

34. 關連人士交易

本公司與其屬於本公司關連人士之附屬公司進行之交易已於綜合賬目時對銷，並無於本附註披露。本集團與其他關連人士進行之交易詳情披露如下。年內及於本集團之日常業務過程中，本集團與非本集團成員公司之關連人士有以下重大交易：

主要管理人員酬金

給予本集團主要管理人員之酬金(包括向本公司董事支付之金額)披露於財務報表附註13。

| | | 2008 二零零八年 HK\$'000 千港元 | 2007 二零零七年 HK\$'000 千港元 |
|---|---------------------------|----------------------------------|----------------------------------|
| Rental expenses paid to related companies (note (i)) | 已付關連公司租金開支 (附註(i)) | 3,400 | 2,786 |
| Loans to a related party (note (ii)) | 向關連人士授出貸款 (附註(ii)) | 10,000 | — |
| Interest income from a related party (note (ii)) | 向關連人士收取之 利息收入 (附註(ii)) | 115 | — |

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34. Related party transactions (Continued)

- i) The rental expenses were paid to:
- (a) N.W.P. Investments Limited (“N.W.P. Investments”), which is controlled indirectly by a discretionary trust of which Mr. Ng Wing Po’s wife and certain of his children are beneficiaries. Mr. Ng is a director of certain subsidiaries of the Company and a director of N.W.P. Investment. The rental expenses were based on the agreement signed with the Group.
 - (b) Hon Po Investment Limited of which directors of certain subsidiaries of the Company have a beneficial interest. The rental expenses were based on the tenancy agreements signed with the Group.

The above related party transactions also constitute connected party transactions as defined under the Listing Rules.

- (ii) The Group advanced the unsecured loans with the interest charges of 12% per annum and payable within 1 year to China Water Industry Group Limited (“China Water”) of which Chang Kin Man, the independent non-executive director of the Company, is the independent non-executive director of the China Water.

(Expressed in Hong Kong dollars)
(以港元列示)

34. 關連人士交易 (續)

- i) 租金開支乃付予：
- (a) 永波投資有限公司(「永波投資」)由吳永波先生之妻子及若干子女為受益人之全權信託間接控制。吳先生為本公司若干附屬公司之董事，並為永波投資之董事。租金開支乃根據與本集團所簽訂之協議計算。
 - (b) 漢寶投資有限公司，由本公司若干附屬公司之董事擁有實益權益。租金開支乃根據與本集團所簽訂之租賃協議計算。

上述關連人士交易亦構成上市規則定義之關連人士交易。

- (ii) 本集團向中國水業集團有限公司(「中國水業」)墊付無抵押貸款，按每年12厘收取利息，須於一年內償還。本公司獨立非執行董事鄭健民為中國水業之獨立非執行董事。

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(以港元列示)

35. Disposal of subsidiaries

35. 出售附屬公司

As disclosed in note 15, the net liabilities of the Disposal Group at the date of disposal were as follows:

如附註15所披露，出售集團於出售日期之負債淨值如下：

| | | 2008 | |
|---|----------------|-----------------|-----------------|
| | | 二零零八年 | |
| | Note 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| Assets disposed of: | 已出售資產： | | |
| Property, plant and equipment | 物業、廠房及設備 | 87,967 | |
| Rental deposits and other deposits | 租金訂金及其他訂金 | 83 | |
| Trade receivables | 應收賬款 | 10,406 | |
| Other receivables, deposits and prepayments | 其他應收款項、訂金及預付款項 | 7,824 | |
| Bank balances and cash | 銀行結餘及現金 | 25,516 | |
| Liabilities disposed of: | 已出售負債： | | 131,796 |
| Accounts payable | 應付賬款 | (41,794) | |
| Accruals | 應計款項 | (881) | |
| Bank overdrafts | 銀行透支 | (7,161) | |
| Trust Receipt/invoice financing loan | 信託收據／發票融資貸款 | (2,130) | |
| Bank loans | 銀行貸款 | (48,544) | |
| | | | (100,510) |
| Net assets | 資產淨值 | | 31,286 |
| Attributed goodwill | 應佔商譽 | 20 | 284,272 |
| Satisfied by: | 以下列方式支付： | | |
| Cash | 現金 | (38,000) | |
| Deferred consideration | 遞延代價 | 25 | (38,743) |
| Total consideration | 總代價 | | (76,743) |
| Loss on disposal of subsidiaries | 出售附屬公司之虧損 | 15 | 238,815 |
| Net cash inflow arising on disposal: | 出售產生之現金流入淨額： | | |
| Cash consideration received | 已收取之現金代價 | | 38,000 |
| Bank balances and cash disposed off | 已出售銀行結餘及現金 | | (25,516) |
| Bank overdraft disposed off | 已出售銀行透支 | | 7,161 |
| | | | 19,645 |

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36. Contingent Liabilities

At 31 December 2008, the Group and the Company has no other significant contingent liabilities.

37. Capital Risk Management

The Group's objectives when managing capital are:

- To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;
- To support the Group's stability and growth; and
- To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group has not adopted any formal dividend policy.

38. Financial risk management

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities.

The main risks arising from the Groups' financial instruments in the normal course of the Group's business are credit risk, liquidity risk, interest rate risk, currency risk and equity price risk.

(Expressed in Hong Kong dollars)
(以港元列示)

36. 或然負債

於二零零八年十二月三十一日，本集團及本公司概無任何其他重大或然負債。

37. 資本風險管理

本集團管理資本之目標為：

- 保證本集團能持續經營，繼續為股東及其他權益持有人分別帶來回報及利益；
- 支持本集團之穩定性及增長；及
- 提供資本以加強本集團之風險管理能力。

本集團積極及定期檢討及管理其資本架構，以確保理想資本架構及股東回報。這些資本架構及股東回報已考慮到本集團之未來資金需要及資本效率、現行及預測盈利能力、預測經營現金流量、預測資本開支及預測策略性投資機會。本集團並無採納任何正式股息政策。

38. 財務風險管理

信貸、流動資金、利率及貨幣風險乃在本集團業務之正常過程中產生。本集團亦承受自其於其他實體之股本投資之股本價格風險。

在本集團業務之正常過程中自本集團金融工具產生之主要風險為信貸風險、流動資金風險、利率風險、貨幣風險及股本價格風險。

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38. Financial risk management (Continued)

These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

Credit risk is managed on a group basis. Except for the financial assets held for trading, the refundable deposits and the loan receivables that were further explained in Note 24, 25 and 26 respectively, the Group principal financial assets are bank balances placed with reputable banks. Given their high credit standing, management does not expect any credit risk exposure for those bank balances. For credit exposures to customers, Group management has policies in place to ensure that sales are made to customers with an appropriate credit history. Sales to restaurant customers were settled in cash or through credit cards. For credit exposures associated with the refundable deposits and loan receivables, Group management had assessed the credit quality of the debtors, taking into account their financial position, their business developments and other factors. In addition, the Group ensures that the amount of the loan is within the limit set by the Group.

(Expressed in Hong Kong dollars)
(以港元列示)

38. 財務風險管理 (續)

該等風險受下列本集團之財務管理政策及實務所制約。

(a) 信貸風險

信貸風險乃按組合基準管理。除分別於附註24、25及26詳述之持作買賣之金融資產、可退回訂金及應收貸款外，本集團之主要金融資產為存放於信譽良好之銀行之銀行結餘。鑒於該等銀行具備高信貸評級，管理層預期不會就該等銀行結餘面對信貸風險。就有關客戶之信貸風險方面，本集團管理層訂有政策確保本集團向擁有適當信貸記錄之客戶進行銷售。向酒樓客戶作出之銷售以現金或信用卡付款。至於與可退回訂金及應收貸款有關之信貸風險，本集團經計及債務人之財務狀況、業務發展及其他因素後已評估彼等之信貸質素。此外，本集團確保貸款金額為於本集團所設上限之內。

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38. Financial risk management (Continued)

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the balance sheet date of the Group's and the company's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates current at the balance sheet date) and the earliest date the Group and the Company can be required to pay.

(Expressed in Hong Kong dollars)
(以港元列示)

38. 財務風險管理 (續)

(b) 流動資金風險

本集團內個別經營實體負責本身之現金管理，包括現金盈餘之短期投資及籌集貸款以應付預期現金需要，倘借貸超過若干預定授權水平，則須經母公司董事會批准。本集團之政策為定期監察其流動資金要求及遵守貸款契約之情況，以確保其維持足夠現金儲備及易於變現之有價證券及擁有來自主要財務機構之足夠承諾貸款來源，以應付其短期及長期流動資金要求。

下表為本集團及本公司之非衍生金融負債及衍生金融負債於結算日之餘下合約到期日詳情，乃基於合約非貼現現金流量(包括按合約利率或於結算日現行利率(如浮動)計算之利息款項)及本集團與本公司須付款之最早日期。

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(以港元列示)

38. Financial risk management (Continued)

38. 財務風險管理 (續)

(b) Liquidity risk (Continued)

(b) 流動資金風險 (續)

| The Group | 本集團 | Carrying amount | Total contractual | Within | More than |
|---------------------------------|--------------|-----------------|------------------------|---------------------|------------------------------|
| | | | undiscounted cash flow | 1 year or on demand | 1 year but less than 2 years |
| | | 賬面值 | 合約未折現現金流量總額 | 1年內或應要求 | 1年以上但2年以下 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| 2008 | 二零零八年 | | | | |
| Trade payables | 應付賬款 | 13,674 | 13,674 | 13,674 | — |
| Other payables and accruals | 其他應付款項及應計款項 | 28,625 | 28,625 | 28,625 | — |
| Amount due to a related company | 應付關連公司款項 | 26,100 | 26,100 | 26,100 | — |
| | | 68,399 | 68,399 | 68,399 | — |
| 2007 | 二零零七年 | | | | |
| Bank loans | 銀行貸款 | 29,997 | 32,322 | 3,323 | 28,999 |
| Trade payables | 應付賬款 | 14,971 | 14,971 | 14,971 | — |
| Other payables and accruals | 其他應付款項及應計款項 | 83,700 | 83,700 | 83,700 | — |
| Amount due to a related company | 應付關連公司款項 | 33,291 | 33,291 | 33,291 | — |
| | | 161,959 | 164,284 | 135,285 | 28,999 |
| The Company | 本公司 | | | | |
| 2008 | 二零零八年 | | | | |
| Other payables and accruals | 其他應付款項及應計款項 | 5,660 | 5,660 | 5,660 | — |
| 2007 | 二零零七年 | | | | |
| Other payables and accruals | 其他應付款項及應計款項 | 5,425 | 5,425 | 5,425 | — |

Notes to the Financial Statements

財務報表附註

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

38. Financial risk management (Continued)

(c) Interest rate risk

The Group has no significant interest-bearing financial liabilities, and the financial assets are bank balances held with financial institutions. The Group's income and operating cash flows are substantially independent of changes in market interest rate.

(d) Currency risk

Currency risk to the Group is minimal as most of the Group's transactions are carried out in Hong Kong dollar and Macau Pataca ("MOP"). Considering that the exchange rate between HKD and MOP is linked, the Group believes its exposure to exchange rate risk is minimal.

(e) Price risk

The Group is exposed to equity price changes arising from equity instruments classified as trading securities. All of these investments are listed.

The Group's listed investments are listed on the Stock Exchange of Hong Kong. Decisions to buy and sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the Index and other industry indicators, as well as the Group's liquidity needs. The portfolio is diversified in terms of industry distribution, in accordance with the limits set by the Group.

The sensitivity analysis below has been determined based on the exposure to equity price risks at the reporting date. If equity price had been 5% higher, the loss for the year ended 31 December 2008 and accumulated losses as at 31 December 2008 would have been decreased by HK\$1,457,000 (2007: HK\$1,780,000). Had the relevant equity price been 5% lower, there would be an equal and opposite impact on the loss for the year and accumulated losses.

(Expressed in Hong Kong dollars)
(以港元列示)

38. 財務風險管理 (續)

(c) 利率風險

本集團並無重大計息金融負債，而金融資產為於財務機構持有之銀行結餘，本集團之收入及經營現金流量大致獨立於市場利率變動。

(d) 貨幣風險

由於本集團大部份交易以港元及澳門元(「澳門元」)進行，故本集團之貨幣風險不大。經考慮港元及澳門元匯率掛鈎，本集團相信其匯率風險不大。

(e) 價格風險

本集團承受分類為買賣證券之股本工具所產生之股本價格變動風險。所有該等投資均為上市。

本集團之上市投資於香港聯交所上市。買入及賣出買賣證券之決定乃按每日監察個別證券表現與指數及其他行業指標表現之比較以及本集團之流動資金需要作出。投資組合根據本集團設定之限額在行業分佈上多元化分散。

以下敏感度分析乃按於申報日期之股本價格風險釐定。倘股本價格上升5%，則截至二零零八年十二月三十一日止年度之虧損及於二零零八年十二月三十一日之累計虧損將減少1,457,000港元(二零零七年：1,780,000港元)。倘有關股本價格下跌5%，則對本年度虧損及累計虧損將有金額對等及相反影響。

Notes to the Financial Statements

財務報表附註

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

(Expressed in Hong Kong dollars)
(以港元列示)

39. Financial assets and liabilities

The carrying amounts of the Group's financial assets and liabilities as recognised at 31 December 2008 and 2007 may be categorised as follows:

39. 金融資產及負債

本集團金融資產及負債於二零零八年及二零零七年十二月三十一日確認之賬面值可分類如下：

| | | Carrying amounts 賬面值 | | Fair value 公平價值 | |
|---|---------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 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 |
| Financial assets | 金融資產 | | | | |
| Fair value through profit or loss held for trading | 按公平價值於損益列賬及持作買賣 | 29,481 | 37,022 | 29,481 | 37,022 |
| Loan and receivables (including cash and bank balances) | 貸款及應收款項 (包括現金及銀行結餘) | 428,675 | 433,031 | 428,675 | 433,031 |
| Financial liabilities | 金融負債 | | | | |
| Financial liabilities measured at amortised cost | 按攤銷成本計量之金融負債 | 68,399 | 161,959 | 68,507 | 161,959 |

40. Comparative figures

Certain comparative figures have been re-classified to conform with the current year's presentation.

40. 比較數字

若干比較數字已重新分類，以符合本年度之呈列方式。

41. Post balance sheet event

The Company and Totalbuild Limited, the Vendor, Mr. Wang Guoju (as a guarantor for the Vendor) and China Era Energy Power Investment (Hong Kong) Limited ("China Era Energy") (as a guarantor for the Vendor) entered into the agreement on 22 January 2009, pursuant to which the Company has conditionally agreed to acquire the entire issued share capital of the China Era Energy. Details were set out in announcement dated on 4 February 2009. The acquisition transaction is not completed up to the date of the report.

41. 結算日後事項

本公司與賣方Totalbuild Limited、王國巨先生(作為賣方之擔保人)及中國年代能源投資(香港)有限公司(「中國年代能源」)(作為賣方之擔保人)於二零零九年一月二十二日訂立協議，據此，本公司有條件同意收購中國年代能源之全部已發行股本，詳情載於二零零九年二月四日刊發之公佈內。截至本報告日期，該項收購交易尚未完成。

Five-Year Financial Summary

五年財務概要

For The Years Ended 31 December
截至二零零八年十二月三十一日止年度

| Results | | 2008 | 2007 | 2006 | 2005 | 2004 |
|--------------------------------|-------------|------------------|-----------|----------|----------|----------|
| 業績 | | 二零零八年 | 二零零七年 | 二零零六年 | 二零零五年 | 二零零四年 |
| | | 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 |
| Turnover | 營業額 | 339,225 | 247,665 | 213,330 | 186,023 | 266,120 |
| Loss before taxation | 除稅前虧損 | (356,829) | (32,441) | (47,391) | (19,551) | (37,247) |
| Taxation | 稅項 | — | — | — | (2,491) | (2,752) |
| Loss before minority interests | 未計少數股東權益前虧損 | (356,829) | (32,441) | (47,391) | (22,042) | (39,999) |
| Minority interests | 少數股東權益 | — | — | 1 | 2 | 11 |
| Loss for the year | 本年度虧損 | (356,829) | (32,441) | (47,390) | (22,040) | (39,988) |
| Assets and liabilities | | 2008 | 2007 | 2006 | 2005 | 2004 |
| 資產及負債 | | 二零零八年 | 二零零七年 | 二零零六年 | 二零零五年 | 二零零四年 |
| | | 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 |
| Total assets | 資產總值 | 490,817 | 881,806 | 167,554 | 167,684 | 51,452 |
| Total liabilities | 負債總值 | (69,341) | (162,989) | (89,783) | (79,188) | (86,281) |
| Minority interests | 少數股東權益 | (753) | (753) | (753) | (754) | (756) |
| Total equity | 權益總值 | 420,723 | 718,064 | 77,018 | 87,742 | (35,585) |

