LEE HING DEVELOPMENT LIMITED

Stock Code: 68

ANNUAL REPORT 2009

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Corporate Information

Board of Directors

Executive Directors

Mr. Tan Boon Seng (Chairman and Managing Director)

Mr. Chan Kai Kwok

Independent Non-executive Directors

Mr. Ho Hau Chong, Norman

Mr. Fung Ka Pun

Mr. Yeung Chik Kin

Audit Committee

Mr. Ho Hau Chong, Norman (Chairman)

Mr. Fung Ka Pun

Mr. Yeung Chik Kin

Remuneration Committee

Mr. Ho Hau Chong, Norman (Chairman)

Mr. Fung Ka Pun

Mr. Yeung Chik Kin

Registered Office

Suites 1506-07, 15th Floor, Nine Queen's Road Central, Hong Kong

Share Registrars and Transfer Office

Tricor Standard Limited 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong

Secretary

Mr. Chan Kai Kwok

Auditors

H. C. Watt & Company Limited

Principal Bankers

Credit Suisse Hang Seng Bank Limited Chong Hing Bank Limited Public Bank Berhad

Website

www.lhd.com.hk

Corporate Information (Cont'd)

Biographical Details of Directors and Senior Management Board of Directors

Mr. TAN Boon Seng, MA (Cantab)

Chairman and Managing Director, aged 54

Mr. Tan joined the Board of the Company on 19 January 1987 and was appointed Managing Director on 31 August 1989. He holds a Master of Arts from Cambridge University. He is also an Executive Director of IGB Corporation Berhad, a listed company in Malaysia and is a Director of Wo Kee Hong (Holdings) Limited and Genting Hong Kong Limited, all listed on The Stock Exchange of Hong Kong Limited.

Mr. HO Hau Chong, Norman, B.A., A.C.A., F.C.P.A.

Independent Non-executive Director, aged 54

Mr. Ho joined the Board of the Company on 31 August 1988. Mr. Ho is an Executive Director of Miramar Hotel & Investment Company Limited and Vision Values Holdings Limited, a Director of CITIC Pacific Limited, Hong Kong Ferry (Holdings) Company Limited, Starlight International Holdings Limited and Shun Tak Holdings Limited, which are listed on The Stock Exchange of Hong Kong Limited. He is a member of The Institute of Chartered Accountants in England and Wales, and a fellow of The Hong Kong Institute of Certified Public Accountants.

Mr. YEUNG Chik Kin

Independent Non-executive Director, aged 58

Mr. Yeung joined the Board of the Company on 21 September 1998. He has extensive experience in business administration.

Mr. FUNG Ka Pun (alias K. B. FUNG)

Independent Non-executive Director, aged 64

Mr. Fung joined the Board of the Company on 3 July 2003. He is the Vice-chairman and Executive Director of CIAM Group Limited, an Independent Non-executive Director of GZI Transport Limited, Denway Motors Limited and Samling Global Limited, a Non-executive Director of China SCE Property Holdings Limited, all of which are listed on Main Board of The Stock Exchange of Hong Kong Limited. He is an Independent Non-executive Director of Lei Shing Hong Limited which was delisted on 17 March 2008. Mr. Fung is a member of The Association of International Accountants and The Institute of Chartered Secretaries and Administrators.

Mr. CHAN Kai Kwok, F.C.C.A., C.P.A.

Executive Director, aged 45

Mr. Chan joined the Company as Group Financial Controller and Company Secretary in 2001 and has been an Executive Director of the Company since 2003. He is a fellow member of The Association of Chartered Certified Accountants and an associate member of The Hong Kong Institute of Certified Public Accountants.

Letter to Shareholders

"If at first you don't succeed, destroy all the evidence that you tried." - Anon

Finally! After 20 years at the helm of this company, we at last beat the Hang Seng Index convincingly. At the end of 2009, the net asset value of Lee Hing shares was HK\$10.07, which was up 85.45% from the 2008 close of HK\$5.43. By comparison, the Hang Seng Index rose 52%.

However, we still have a long way to go to beat the compounded growth rate of the Hang Seng Index of 10.75% since 1989 (ours is a meagre 4.8%). But all journeys start with the first step. They say that patience is the ability to count down before you blast off. But let's hope that our next countdown leading to our second step will not last another 20 years.

During 2009, we took the opportunity to trade out of some of our existing portfolio in anticipation of a more volatile year in 2010.

Sources of reported profits

The following table shows the main sources of our operating profit:-

	2009 (HK\$ Million)	2008 (HK\$ Million)
Operating profit:-		
Net gain on disposal of a subsidiary	_	462.6
Net gain/(loss) on derivative financial instruments	9.3	(14.3)
Net gain on sales of available-for-sale listed investments	169.7	_
Net loss on sales of available-for-sale unlisted investments	_	(6.1)
Net gain/(loss) on foreign exchange	24.7	(12.9)
Net gain on sales of held for trading listed investments	42.2	7.7
Unrealised gain/(loss) on held for trading investments	71.2	(223.0)
Unrealised gain on derivative financial instruments	2.8	_
Dividend income	28.6	47.1
Interest income	6.2	24.2
Others		1.2
	354.7	286.5
Corporate expenses – finance costs	(2.8)	(2.9)
 operating expenses 	(19.6)	(15.7)
	332.3	267.9
Donation	(7.7)	(7.9)
Impairment losses on available-for-sale investments	(1.9)	_
Net loss on financial assets at fair value through profit or loss		(19.1)
Operating profit	322.7	240.9

Letter to Shareholders (Cont'd)

Listed shares

Below we present our holdings in listed shares with a market value of more than HK\$30 million at 31 December 2009:-

	Market Value (HK\$ Million)
Malaysia Gold IS Berhad	116 7
	116.7 72.0
IGB Corporation Berhad	
	188.7
Singapore	
Wing Tai Holdings Ltd.	162.9
Ascott Residence Trust	<u>85.5</u>
	248.4
Hong Kong	
PetroChina Co. Ltd.	93.2
Total	530.3

Looking forward

In the difficult-to-read year ahead, we will attempt to position our portfolio to be both defensive in case of another sharp correction but at the same time a hedge against possible inflation as a result of the huge stimulus packages by governments in many parts of the world. In this regard, we will increase our exposure to the prime residential market in London as well as to the petroleum sector in China.

As the coming year will be one of planting new investment seeds, we might have to be patient before we can harvest the fruit.

Patient? "How poor are they that have not patience!" wrote Shakespeare.

And how rich are they such as Bernard Arnault, founder and chairman of LVMH, who, as he once said, "wait for something and get it when it's the right time."

We think the right time will come but in the mean time we shall adopt a hedge strategy in this period of turbulence.

Tan Boon SengChairman

Hong Kong, 23 March 2010

Management Discussion and Analysis

Results for the year

The Group recorded HK\$1,002 million turnover for the year ended 31 December 2009, a 456% increase as compared with last year. The significant increase was largely attributable to the sales of available-for-sale listed investments.

Other operating expenses were decreased from HK\$76 million to HK\$29 million as the exchange differences and derivative financial instruments turned from loss to gain.

Operating profit after finance costs was HK\$323 million, an increase of HK\$82 million as compared with last year. The increase was mainly due to the net gain on disposals of available-for-sale and held for trading listed investments and unrealised gain on held for trading investments.

Business review

The Group is principally engaged in share investment and dealing.

During the year under review, the Group's turnover was mainly attributable to sales of shares in Padiberas Nasional Berhad of HK\$677 million, Wing Tai Holdings Limited of HK\$167 million and Bosideng International Holdings Limited of HK\$41 million and dividend income of HK\$29 million. Dividends of HK\$9 million and HK\$7 million were received from Padiberas Nasional Berhad and Ascott Residence Trust respectively. In 2009, the Group disposed of all of its investments in Padiberas Nasional Berhad as to generate a huge cash surplus at year end. Therefore, the Group will seek for other potential investments in 2010.

Financial resources and liquidity

The Group had bank deposits of HK\$990 million and borrowings of HK\$96 million at the year end.

The Group's borrowings were secured bank loan. With respect to the interest rate structure of the borrowings, the interest rate was at 0.5%-1.25% per annum above the bank's cost of fund.

The gearing ratio of the Group was 6%. The computation is based on total borrowings of the Group divided by total equity as at 31 December 2009.

Charges on Group's assets

The Group's leasehold land and buildings, certain available-for-sale investments, held for trading investments, accounts receivable and bank deposits with a total net book value of approximately HK\$1,407 million were pledged to banks to secure banking facilities granted to the Group.

Contingent liabilities

As at 31 December 2009, the Group had no contingent liabilities but the Company had contingent liabilities in respect of guarantees for banking facilities granted to subsidiaries in the sum of HK\$722 million.

Management Discussion and Analysis (Cont'd)

Significant investments

The Group had interests in Gold IS Berhad and IGB Corporation Berhad, companies listed in Malaysia, Wing Tai Holdings Limited and Ascott Residence Trust, a company and a trust listed in Singapore and PetroChina Company Limited, a company listed in Hong Kong. The market values of the investments as at 31 December 2009 were HK\$117 million, HK\$72 million, HK\$163 million, HK\$86 million and HK\$93 million respectively.

Material acquisitions and disposals

During the year, the Group acquired listed shares in Padiberas Nasional Berhad with cost of HK\$47 million

During the year, the Group disposed of listed shares in Padiberas Nasional Berhad and Wing Tai Holdings Limited at consideration of HK\$677 million and HK\$167 million and resulted in gain of HK\$165 million and HK\$3 million respectively.

Foreign currency exposure

The Group had major investments, accounts receivable, bank balances and borrowings denominated in Malaysian Ringgitt and Singapore dollars, hence the Group had direct exposure to foreign exchange fluctuations. During the year under review, the Group did not use any foreign currency derivative product to hedge its exposure to currency risk. However, the management managed and monitored the exposure to ensure appropriate measures were implemented on a timely and effective manner.

Employees

As at 31 December 2009, the Group's number of staff was 8. The Group's remuneration policies, including both salaries and bonuses, are in line with local practice.

Directors' Report

The Directors present their annual report together with the audited financial statements for the financial year ended 31 December 2009.

Principal place of business

The Company is a limited company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at Suites 1506-07, 15/F., Nine Queen's Road Central, Hong Kong.

Principal activities

The principal activity of the Company is investment holding and the activities of its subsidiaries and associates are shown in notes 20 and 21 to the financial statements respectively.

Commentary on annual results

A commentary on annual results is included in Management Discussion and Analysis on pages 6 to 7.

Financial statements

The profit of the Group for the financial year ended 31 December 2009 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 20 to 60.

Particulars of subsidiaries

Particulars regarding the subsidiaries of the Group are set out in note 20 to the financial statements.

Particulars of associates

Particulars regarding the associates of the Group are set out in note 21 to the financial statements.

Share capital

Particulars regarding the share capital are set out in note 31 to the financial statements.

Reserves

The movements in reserves during the financial year are set out in note 32 to the financial statements and consolidated statement of changes in equity on page 24.

Dividends

In October 2009, an interim dividend of 5 HK cents per share (2008: 5 HK cents per share) was paid, amounting to HK\$7,656,000 (2008: HK\$7,625,000). The Directors now recommend the payment of a final dividend of 5 HK cents per share (2008: 5 HK cents per share) and a special dividend of 5 HK cents per share (2008: nil), amounting to HK\$15,226,000 (2008: HK\$7,701,000).

Donations

During the year, the Group made donations for charitable and community purposes amounting to HK\$7,767,000 (2008: HK\$7,855,000).

Group borrowings

Details of bank borrowings are shown in note 28 to the financial statements.

Property, plant and equipment and leasehold land

Details of movements in property, plant and equipment and leasehold land during the year are set out in notes 18 to 19 to the financial statements on pages 43 to 44.

Major customers and suppliers

During the year, less than 30% of the Group's turnover and less than 30% of the Group's purchases were attributable to the Group's five largest customers and five largest suppliers respectively.

Summary of financial information

A summary of the turnover, results and assets and liabilities of the Group for the last five financial years is shown on pages 61 to 62.

Directors

- 1. The Directors during the financial year were:
 - Mr. Tan Boon Seng (Managing Director)
 - Mr. Ho Hau Chong, Norman
 - Mr. Yeung Chik Kin
 - Mr. Fung Ka Pun
 - Mr. Chan Kai Kwok
- 2. In accordance with the Company's Articles of Association, the following Directors are due to retire and, being eligible, they offer themselves for re-election.
 - Mr. Fung Ka Pun
 - Mr. Chan Kai Kwok

Biographical details of Directors and senior management

Biographical details of Directors and senior management are set out on page 3.

Directors' right to acquire shares or debentures

At no time during the financial year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Service contracts of Directors

No Director being proposed for re-election at the forthcoming annual general meeting has a service contract which is not terminable by the Group within one year without the payment of compensation other than statutory compensation.

Directors' interests in contracts

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

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

As at 31 December 2009, the Directors' interests in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

		No. of or	dinary shares		
Directors	Personal interests	Family interests	Corporate interests	Total	Percentage holding
Mr. Tan Boon Seng	900,000	2,991,000(iii)(iv)	52,340,000(i)(ii)(v)	56,231,000	36.72
Mr. Ho Hau Chong, Norman	-	-	_	-	-
Mr. Yeung Chik Kin	225,800	-	_	225,800	0.15
Mr. Fung Ka Pun	-	-	_	_	-
Mr. Chan Kai Kwok	_	_	_	_	_

Notes:

- (i) Wah Seong Enterprises Sdn. Bhd. held 2,100,000 shares. Mr. Tan Boon Seng has beneficial interest in this company.
- (ii) HK 1 Limited held 14,386,000 shares. Mr. Tan Boon Seng has beneficial interest in this company.
- (iii) TYMS Limited held 2,981,000 shares. This company is beneficially owned by Mr. Tan Boon Seng's children and Mr. Tan Boon Seng acts as trustee for his children.
- (iv) The wife of Mr. Tan Boon Seng held 10,000 shares.
- (v) Zali Capital Limited held 35,854,000 shares. Mr. Tan Boon Seng has beneficial interest in this company.

One nominee share in each of Lee Hing Investment Company, Limited and Wang Tak Company Limited which are both subsidiaries of the Company were held by Mr. Tan Boon Seng in trust for the Company.

Save as mentioned above, no Directors held an interest in the share capital of the Company's subsidiaries.

As at 31 December 2009, no right was granted to or exercised by any Director of the Company or his spouse or children under 18 years of age to subscribe for equity or debt securities of the Company or any of its associated corporations.

Management contracts

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

Substantial shareholders

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31 December 2009 the Company had been notified of the following interest in the Company's shares:

	No. of <u>ordinary shares</u>	Percentage holding
Tan Boon Seng	56,231,000 (i)	36.72
Petaling Garden (S) Pte. Limited	29,006,000 (ii)	18.94

Notes:

- (i) The 56,231,000 shares were held as to 900,000 shares by Mr. Tan Boon Seng, as to 10,000 shares by the wife of Mr. Tan Boon Seng, as to 2,100,000 shares by Wah Seong Enterprises Sdn. Bhd., as to 14,386,000 shares by HK 1 Limited, as to 2,981,000 shares by TYMS Limited and as to 35,854,000 shares by Zali Capital Limited. Wah Seong Enterprises Sdn. Bhd., HK 1 Limited and Zali Capital Limited are beneficially owned by Mr. Tan Boon Seng. TYMS Limited is beneficially owned by the children of Mr. Tan Boon Seng and Mr. Tan Boon Seng acts as trustee for his children.
- (ii) The interest of Petaling Garden (S) Pte. Limited was held through its wholly-owned subsidiaries, Chiefyear Development Limited and Manifold Investments Pte. Limited.

Purchase, sale or redemption of listed securities

Details of repurchases by the Company of its own shares during the year are set out in note 31 to the financial statements on page 50. The repurchases were made for the purpose of enhancing the net asset value per share of the Company.

Save as disclosed above, there was no purchase, sale or redemption of the Company's listed securities by the Company or its subsidiaries during the year.

Code on Corporate Governance Practices

The Company has complied with the code provisions of the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the year ended 31 December 2009, except for the following deviations from code provisions A.2.1 and A.4.1.

Code provision A.2.1

Under code provision A.2.1, the roles of the Chairman and Chief Executive Officer (CEO) are required to be separated and not to be performed by the same individual. During the year, Mr. Tan Boon Seng acted as an Executive Director, Chairman and Managing Director (equivalent to CEO in this case). This constitutes a deviation from code provision A.2.1. The reason for such deviation is set out below.

The arrangement under which the roles of an Executive Director, Chairman and Managing Director are performed by the same individual is the extension of the Company's existing corporate governance model. It has been considered beneficial at the present stage as it helps to maintain the continuity of the Company's policies and the stability of the Company's operations, as well as to enhance the management of the Company.

Code on Corporate Governance Practices (Cont'd)

Code provision A.4.1

Under code provision A.4.1, Non-executive Directors should be appointed for a specific term and be subject to re-election. None of the existing Non-executive Directors of the Company is appointed for a specific term. This constitutes a deviation from code provision A.4.1. The reason for such deviation is set out below.

According to the Articles of Association of the Company, one-third of the Directors (Executive and Non-executive) will retire from the office by rotation at each annual general meeting and their appointments will be reviewed when they are due for re-election. In the opinion of the Directors, this meets the same objectives and is no less exacting than those in the code.

Corporate governance

The Company is committed to maintain the highest standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Report on Corporate Governance Practices on pages 14 to 17.

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") set out in Appendix 10 of the Listing Rules. Upon enquiry by the Company, all Directors of the Company have confirmed that they have complied with the required standard set out in the Model Code throughout the year ended 31 December 2009.

Audit Committee

An Audit Committee has been established and the members of the Committee are Mr. Ho Hau Chong, Norman, Mr. Fung Ka Pun and Mr. Yeung Chik Kin. The principal responsibilities of the Audit Committee include the review and supervision of the Group's financial reporting process and internal controls.

Emolument policy

The employees of the Group are selected, remunerated and promoted on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market standards.

Independent Non-executive Directors

Confirmation of independence has been received from each of the Independent Non-executive Directors of the Company and the Company considers all existing Independent Non-executive Directors to be independent.

Sufficiency of public float

According to the information that is available to the Company, the percentage of the Company's shares which are in the hands of the public exceeds 25% of the Company's total number of issued shares.

Auditors

The retiring auditors, H. C. Watt & Company Limited, have expressed their willingness to continue in office. A resolution to reappoint them as auditors of the Company will be put to the annual general meeting.

This report is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Board.

Tan Boon Seng *Chairman*

Hong Kong, 23 March 2010

Report on Corporate Governance Practices

Corporate governance practices

The Board of Directors of the Company (the "Board") continues to achieve high standards of corporate governance which it believes is crucial to the development of the Company and to safeguard the interests of the Company's shareholders. The Company has taken effective measures to ensure that it is in compliance with the principles and provisions of the Code on Corporate Governance Practices (the "Code"). In the opinion of the Board, except for the deviations as disclosed in this report, the Company, has, throughout the year ended 31 December 2009, complied with the Code.

Directors' securities transactions

The Board has adopted the terms of the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). None of the Directors is aware of any information that would reasonably indicate that the Company or any of its Directors is not or was not in compliance with the Model Code and upon specific enquiry of all Directors, the Directors have confirmed that they have complied with the Model Code for the year ended 31 December 2009.

Board of Directors

To ensure objectivity and impartiality in the management of the Company, the Board is made up of a balance of Executive Directors and Non-executive Directors such that no individual or small group can dominate the Board's decision making. The Board comprises a total of five members, with a Chairman, also the Managing Director, one Executive Director and three Independent Non-executive Directors. The Board headed by Mr. Tan Boon Seng is mainly responsible for overseeing the Company's strategic development and monitoring the Company's day-to-day management and operation. During the reporting period, Mr. Tan Boon Seng acted as an Executive Director, Chairman and Managing Director. Although this arrangement constitutes a deviation from the Code, the Board considers that this structure, where the leadership of the Board is distinct from the executive responsibilities for running of the business operations, will not impair the balance of power and authority between the Board and the management of the business, especially given that there is a strong and independent non-executive element on the Board and a clear division of responsibility for running the business of the Company. The Board further believes that vesting the roles of Chairman and Managing Director in the same person provides the Company with strong and consistent leadership in the development and execution of long-term business strategies.

Details of the composition of the Board, relationship among members of the Board, and biographical information of the Directors are set out in the section "Corporate Information" of this annual report. The Company has received annual confirmation of independence from all the Independent Non-executive Directors in accordance with Rule 3.13 of the Listing Rules. The Board is of the view that all the Independent Non-executive Directors are independent in accordance with the Listing Rules.

Report on Corporate Governance Practices (Cont'd)

Board of Directors (Cont'd)

In accordance with the Company's Articles of Association, one-third of the Directors shall be subject to retirement by rotation at each annual general meeting of the Company. In the opinion of the Directors, this meets the principle set out in Code provision A.4.2. According to Code provision A.4.1, Non-executive Directors should be appointed for a specific term and be subject to re-election. During the reporting period, none of the existing Non-executive Directors of the Company was appointed for a specific term. This constitutes a deviation from the Code but in the opinion of the Directors, since one-third of the Directors (Executive and Non-executive) will retire from office by rotation at each annual general meeting, this arrangement meets the same objective and is no less exacting than the Code. With respect to the appointment and removal of Directors, the Board considers such determination to be the Board's collective decision and thus does not intend to adopt the recommended best practice of the Code to set up a Nomination Committee.

The Directors acknowledge their responsibilities for overseeing the preparation of financial statements of the Company. The Board is mindful of its responsibility to present a balanced and clear assessment of the Company's financial position and prospects. The Board is satisfied that it has met this obligation.

Audit Committee

The Audit Committee comprises Mr. Ho Hau Chong, Norman, Mr. Fung Ka Pun and Mr. Yeung Chik Kin, being all the three Independent Non-executive Directors. Mr. Ho Hau Chong, Norman is the Chairman of the Audit Committee. The Audit Committee has adopted terms of reference, which are in line with the Code. The Audit Committee met two times during the year to review the completeness, accuracy and fairness of the Company's financial statements, the Company's financial reporting system and internal control procedures, the scope and nature of the external audit and matters concerning the engagement of external auditors. The Company's financial statements for the year ended 31 December 2009 have been reviewed by the Audit Committee, who is of the opinion that such statements comply with applicable accounting standards and legal requirements, and that adequate disclosures have been made.

Remuneration Committee

The Remuneration Committee comprises three Independent Non-executive Directors, Mr. Ho Hau Chong, Norman, Mr. Fung Ka Pun and Mr. Yeung Chik Kin. Mr. Ho Hau Chong, Norman is the Chairman of the Remuneration Committee. The Remuneration Committee has adopted terms of reference, which are in line with the Code. The Remuneration Committee is responsible for reviewing the remuneration policy and remuneration packages of the Executive Directors and members of the senior management.

Directors' interests and short positions in shares, along with Directors' interests in contracts, are listed in the section "Directors' Report" of this annual report. Directors' remuneration is listed in the "Notes to the Financial Statements" of this annual report.

Report on Corporate Governance Practices (Cont'd)

Attendance at meeting of the Board, the Audit Committee and the Remuneration Committee

Directors	Full Board	Audit Committee	Remuneration Committee
Chairman and Managing Director Mr. Tan Boon Seng	6/6	-	-
Executive Director Mr. Chan Kai Kwok	6/6	-	-
Independent Non-executive Directors Mr. Ho Hau Chong, Norman Mr. Fung Ka Pun Mr. Yeung Chik Kin	6/6 6/6 6/6	2/2 1/2 2/2	1/1 1/1 1/1

Nomination of Directors

The Board will meet to discuss nomination of Directors when circumstances required. Upon receipt of a nomination from members of the Board, a board meeting will then be convened to consider and discuss the nominated candidate(s) for the directorship. Criteria adopted by the Board in considering the suitability of a candidate for directorship includes his/her qualifications, experience, expertise and knowledge as well as the requirement under the Listing Rules.

Fees for audit and non-audit services

During the year, the Company engaged H. C. Watt & Company Limited to perform audit and non-audit related services and incurred audit related service fees of approximately HK\$475,000 (2008: HK\$475,000) and non-audit service fees of approximately HK\$130,000 (2008: HK\$332,000).

Internal control

The Group conducted an annual review on the need for setting up an internal audit department. Given the Group's simple operating structure, it was decided that the Board would be directly responsible for internal control of the Group and for reviewing its effectiveness. Procedures have been designed for safeguarding assets against unauthorised use or disposition, ensuring the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance of applicable laws, rules and regulations. The procedures provide reasonable but not absolute assurance against material errors, losses or fraud.

Report on Corporate Governance Practices (Cont'd)

Corporate communication

The Code requires the Company to have a dialogue with shareholders and it is the responsibility of the Board as a whole to ensure that satisfactory dialogue takes place. The primary communication channel between the Company and its shareholders is through the publication of its interim and annual reports. The Company's Registrars serve the shareholders with respect to all share registration matters. The Company's annual general meeting provides a further opportunity for investors to exchange views with the Board. The Chairman and the Chairman of the Audit Committee are available to answer shareholders' questions.

Separate resolutions are proposed at general meeting on each substantially separate issue, including the election of individual Director. The circular despatched to shareholders together with the annual report includes details of the procedures and the timetable of proposing appropriate candidates to stand for election as Directors at annual general meeting, and relevant details of proposed resolutions, including biographies of each candidate standing for re-election and whether such candidates are considered to be independent.

Looking forward

The Company will keep on reviewing its corporate governance standards on a timely basis and the Board endeavors to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the Code on Corporate Governance Practices introduced by The Stock Exchange of Hong Kong Limited.

Independent Auditor's Report

TO THE SHAREHOLDERS OF LEE HING DEVELOPMENT LIMITED (Incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Lee Hing Development Limited set out on pages 20 to 60, which comprise the consolidated and company statements of financial position as at 31 December 2009, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The Directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the 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.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers 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.

Independent Auditor's Report (Cont'd)

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2009, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

H. C. WATT & COMPANY LIMITED

Certified Public Accountants Room 1903 New World Tower 18 Queen's Road Central Hong Kong

LAM HOK NIN, SAMMY Practising Certificate No. P2975

23 March 2010

Consolidated Income Statement for the year ended 31 December 2009

	Note	2009 HK\$'000	2008 HK\$'000
Turnover	6	1,002,238	<u>180,413</u>
Revenue and income Net gain on disposal of a subsidiary Unrealised gain/(loss) on held for	8	280,684	80,116 462,641
trading investments Unrealised gain on derivative financial instruments Other operating expenses		71,237 2,847 (29,342)	(222,992) - (75,973)
Operating profit before finance costs Finance costs	9 12	325,426 (2,759)	243,792 (2,858)
Operating profit after finance costs Share of results of associates		322,667 (12)	240,934 (42)
Profit before tax Income tax	13(a)	322,655 (2,916)	240,892 (5,731)
Profit attributable to owners of the Company	14	<u>319,739</u>	<u>235,161</u>
Earnings per share (HK cents) Basic and diluted	17	208.27	<u>150.68</u>

Details of dividends paid and proposed are disclosed in note 16 to the financial statements.

Consolidated Statement of Comprehensive Income for the year ended 31 December 2009

	Note	2009 HK\$'000	2008 HK\$'000
Profit attributable to owners of the Company		319,739	235,161
Other comprehensive income/(loss) Available-for-sale investments: net movements in investment revaluation reserve	15	404,152	(493,094)
Realisation of reserves upon disposal of a subsidiary: net movements in property revaluation reserve and translation reserve	15		(109,622)
Other comprehensive income/(loss) for the year, net of tax		404,152	(602,716)
Total comprehensive income/(loss) attributable to owners of the Company		723,891	(367,555)

Consolidated Statement of Financial Position as at 31 December 2009

	Note	2009 HK\$'000	2008 HK\$'000
Non-current assets			
Property, plant and equipment	18	2,707	2,851
Leasehold land	19	13,754	13,770
Associates	21	3,740	3,752
Available-for-sale investments	22	445,649	692,432
Other non-current assets	23	2,290	2,290
		468,140	715,095
Current assets			
Held for trading investments	24	182,037	151,881
Derivative financial instruments	25	20	_
Other assets	26	295	295
Accounts receivable, deposits and prepayments	27	16,491	1,964
Time deposits and bank balances		989,594	256,432
		1,188,437	410,572
Current liabilities			
Bank borrowings	28	95,559	282,309
Accounts payable, deposits and accruals	29	11,085	6,558
Derivative financial instruments	25	6,598	_
Other payable	30	963	348
		114,205	289,215
Net current assets		1,074,232	121,357
Net assets		1,542,372	836,452
Equity			
Share capital	31	153,122	154,024
Reserves	32	1,374,024	674,727
Proposed dividends		15,226	7,701
Total equity		1,542,372	836,452

Tan Boon Seng

Chan Kai Kwok

Director

Director

Statement of Financial Position as at 31 December 2009

	Note	2009 HK\$'000	2008 HK\$'000
Non-current assets Subsidiaries Associates Other non-current assets	20 21 23	4,658 - 1,473,502 1,478,160	837,348 837,348
Current assets Accounts receivable, deposits and prepayments Bank balances	27	145 398 543	145 606 751
Current liabilities Accounts payable, deposits and accruals	29	2,383	2,333
Net current liabilities		(1,840)	(1,582)
Net assets		1,476,320	835,766
Equity Share capital Reserves Proposed dividends	31 32	153,122 1,307,972 15,226	154,024 674,041 7,701
Total equity		1,476,320	<u>835,766</u>

Tan Boon SengDirector

Chan Kai Kwok

Director

Consolidated Statement of Changes in Equity for the year ended 31 December 2009

	Share capital	Capital redemption reserve	Share premium	Capital reserve	Property revaluation reserve	Investment revaluation reserve	Translation reserve	Retained profit	Proposed dividends	Equity attributable to owners of the Company	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1.1.2009	154,024	194,193	316,006	53,585		(327,156)		438,099	7,701	836,452		836,452
Total comprehensive income for the year						404,152		319,739		723,891		723,891
Premium and brokerage expenses paid on share repurchases 2008 final dividend 2009 interim dividend 2009 final dividend 2009 special dividend Unclaimed dividend forfeited Repurchase of shares	- - - - - (902)	- - - - -	- - - - -	- - - - -	- - - - -	- - - - -	- - - - -	(1,823) - (7,656) (7,613) (7,613) 111	(7,701) - 7,613 7,613 - -	(1,823) (7,701) (7,656) - - 111 (902)	- - - - -	(1,823) (7,701) (7,656) - - 111 (902)
Transfer to capital redemption reserve upon share repurchases		902						(902)				
	(902)	902						(25,496)	7,525	(17,971)		(17,971)
At 31.12.2009	153,122	195,095	316,006	53,585		76,996		732,342	15,226	1,542,372		1,542,372
At 1.1.2008	158,647	189,570	316,006	53,585	129,097	165,938	(19,475)	238,158	7,932	1,239,458	49,533	1,288,991
Total comprehensive (loss)/income for the year					(129,097)	(493,094)	19,475	235,161		(367,555)	(49,533)	(417,088)
Premium and brokerage expenses paid on share repurchases 2007 final dividend 2008 interim dividend 2008 final dividend Repurchase of shares Transfer to capital redemption	- - - (4,623)	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -	(15,271) - (7,625) (7,701) -	(7,932) - 7,701 -	(15,271) (7,932) (7,625) - (4,623)	- - - -	(15,271) (7,932) (7,625) - (4,623)
reserve upon share repurchases		4,623						(4,623)				
	(4,623)	4,623						(35,220)	(231)	(35,451)		(35,451)
At 31.12.2008	154,024	194,193	316,006	53,585		(327,156)		438,099	7,701	836,452		836,452

Consolidated Statement of Cash Flows for the year ended 31 December 2009

	Note	2009 HK\$'000	2008 HK\$'000
Net cash generated from/(used in)			
operating activities	33(a)	99,869	(840,391)
Cash flows from investing activities			
Purchase of property, plant and equipment		(1)	(40)
Purchase of available-for-sale investments Increase in bank deposits		(52,515)	(38,044)
pledged to banks		(659,705)	(240,365)
Increase in time deposits with			
maturity exceeding three months		(11,783)	_
Net proceeds on disposals of			2
property, plant and equipment Disposal of a subsidiary	33(b),(c)	_	816,843
Net proceeds on disposal of an associate	<i>33</i> (<i>b</i>),(<i>c</i>)	_	245
Net proceeds on disposals of			- 10
available-for-sale unlisted investments		_	1,253
Net proceeds on disposals of			
available-for-sale listed investments		865,793	
Net cash generated from investing activities		141,789	539,894
Cash flows from financing activities			
New bank loan		_	299,943
Repayment of bank loan		(189,832)	_
Repurchase of shares		(902)	(4,623)
Premium and brokerage expenses		(4.000)	(1.5.0-1)
paid on share repurchases		(1,823)	(15,271)
Dividends paid		(15,130)	(15,340)
Net cash (used in)/generated from financing ac	ctivities	(207,687)	264,709
Net increase/(decrease) in cash and cash equiv	valents	33,971	(35,788)
Cash and cash equivalents at beginning of year	r	20,915	57,159
Effect of foreign exchange rates changes		1	(456)
Cash and cash equivalents at end of year		54,887	20,915
Analysis of the belonger of and and and	valents		
Analysis of the balances of cash and cash equi Time deposits and bank balances	vaients	977,811	256,432
Bank deposits pledged to banks		(922,924)	(235,517)
		54,887	20,915

Notes to the Financial Statements

1. General information

The Company is a company incorporated in Hong Kong with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited.

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are property investment, investment holding, general investment and sales and purchases of securities.

2. Statement of compliance

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (HKFRSs, which also include Hong Kong Accounting Standards (HKASs) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), accounting principles generally accepted in Hong Kong, and the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited.

3. Adoption of new and revised Hong Kong Financial Reporting Standards

The HKICPA has issued the following new and revised HKFRSs which are effective for accounting periods beginning on or after 1 January 2009.

HKAS 1 (Revised)	Presentation of Financial Statements	
HKAS 23 (Revised)	Borrowing Costs	
HKAS 32 and HKAS 1	Puttable Financial Instruments and Obligations	
(Amendments)	Arising on Liquidation	
HKFRS 1 and HKAS 27	Cost of an Investment in a Subsidiary, Jointly	
(Amendments)	Controlled Entity and Associate	
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations	
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments	
HKFRS 8	Operating Segments	
HK(IFRIC) - Int 9 and	Embedded Derivatives	
HKAS 39 (Amendments)		
HK(IFRIC) – Int 13	Customer Loyalty Programmes	
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate	
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation	
HK(IFRIC) – Int 18	Transfers of Assets from Customers	
HKFRSs (Amendments)	Improvements to HKFRSs 2008, except for the amendment to HKFRS 5 that is effective for annual periods beginning or after 1 July 2009	
HKFRSs (Amendments)	Improvements to HKFRSs 2009 in relation to the amendment to paragraph 80 of HKAS 39	

- **3. Adoption of new and revised Hong Kong Financial Reporting Standards** (Cont'd) The adoption of the new and revised HKFRSs has no material impact on these consolidated financial statements except for as described below:
 - (a) HKAS 1 (Revised) Presentation of Financial Statements
 HKAS 1 (Revised) has introduced a number of terminology changes and has resulted in
 changes in the presentation and disclosures. The revised standard separates owner and
 non-owner changes in equity. The statement of changes in equity includes only details of
 transactions with owners, with all non-owner changes in equity presented as a single line.
 In addition, this standard introduces statement of comprehensive income, with all items of
 income and expense recognised in profit or loss, together with all other items of recognised
 income and expense recognised directly in equity, either in one single statement, or in
 two linked statements. The Group has elected to present two statements.
 - (b) HKFRS 7 (Amendment) Improving Disclosures about Financial Instruments
 The amendment expands the disclosures required in relation to fair value measurements
 using a three-level hierarchy and liquidity risk. The Group has not presented comparative
 information for the expanded disclosures in accordance with the transitional provision set
 out in the amendment.

3. Adoption of new and revised Hong Kong Financial Reporting Standards (Cont'd)

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective.

Effective for accounting periods beginning on or after

HKAS 24 (Revised)	Related Party Disclosures	1 January 2011
HKAS 27 (Revised)	Consolidated and Separate Financial Statements	1 July 2009
HKAS 32 (Amendment)	Classification of Rights Issues	1 February 2010
HKAS 39 (Amendment)	Eligible Hedged Items	1 July 2009
HKFRS 1 (Revised)	First-time Adoption of HKFRSs	1 July 2009
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters	1 January 2010
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7	1 July 2010
	Disclosures for First-time Adopters	
HKFRS 2 (Amendment)	Group Cash-settled Share-based	1 January 2010
	Payment Transactions	
HKFRS 3 (Revised)	Business Combinations	1 July 2009
HKFRS 9	Financial Instruments	1 January 2013
HK(IFRIC) – Int 14	Prepayments of a Minimum Funding Requirement	1 January 2011
(Amendment)		
HK(IFRIC) – Int 17	Distribution of Non-cash Assets to Owners	1 July 2009
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with	1 July 2010
	Equity Instruments	
HKFRSs (Amendments)	Amendment to HKFRS 5 as part of Improvements	1 July 2009
	to HKFRSs 2008	
HKFRSs (Amendments)	Improvements to HKFRSs 2009	*

^{*} Effective for accounting periods beginning on or after 1 July 2009 and 1 January 2010, as appropriate.

3. Adoption of new and revised Hong Kong Financial Reporting Standards (Cont'd)

The application of HKFRS 3 (Revised) may affect the Group's accounting for business combinations for which the acquisition dates are on or after 1 January 2010. HKAS 27 (Revised) will affect the accounting treatment for changes in the Group's ownership interest in a subsidiary.

HKFRS 9 "Financial Instruments" introduces new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with earlier application permitted. The standard requires all recognised financial assets that are within the scope of HKAS 39 "Financial Instruments: Recognition and Measurement" to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of HKFRS 9 might affect the classification and measurement of the Group's financial assets.

In addition, as part of "Improvements to HKFRSs" issued in 2009, HKAS 17 "Leases" has been amended in relation to the classification of leasehold land. The amendments will be effective from 1 January 2010, with earlier application permitted. Before the amendments to HKAS 17, leases were required to classify leasehold land as operating leases. The amendments have removed such a requirement. Instead, the amendments require the classification of leasehold land to be based on the general principles set out in HKAS 17, that are based on the extent to which risks and rewards incidental to ownership of a leased asset lie with the lessor or the lessee. The application of the amendments to HKAS 17 might affect the classification and measurement of the Group's leasehold land.

The Directors of the Company anticipate that the application of the other new and revised HKFRSs will have no material impact on the results and financial position of the Group.

4. Significant accounting policies

(a) Basis of preparation

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain available-for-sale investments, held for trading investments and derivative financial instruments, which are stated at fair value.

(b) Basis of consolidation

The consolidated financial statements include the audited financial statements of the Company and all its subsidiaries made up to 31 December each year. Results of subsidiaries are consolidated from the acquisition date, being the date on which the Group obtains control, until the date such control ceases. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

Non-controlling interests represent interests of outside shareholders not held by the Group in the results and net assets of the Company's subsidiaries.

4. Significant accounting policies (Cont'd)

(c) Subsidiaries

A subsidiary is a company in which the Group, directly or indirectly, holds more than half of the issued share capital, controls more than half of the voting power or controls the composition of the board of directors. Subsidiaries are considered to be controlled if the Group has the power, directly or indirectly, to govern the financial and operating policy, so as to obtain benefits from their activities.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable. In the Company's statement of financial position, interests in subsidiaries are stated at cost less any accumulated impairment losses.

(d) Associates

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

The Group's interests in associates are stated in the consolidated statement of financial position at the Group's share of net assets under equity method of accounting, less any accumulated impairment losses. The Group's share of the associates' post-acquisition results is recognised in the consolidated income statement, and its share of the associates' post-acquisition other comprehensive income is recognised in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred, in which case they are recognised immediately in profit or loss.

The results of associates are accounted for by the Company on the basis of dividends received and receivable. In the Company's statement of financial position, interests in associates are stated at cost less any accumulated impairment losses.

(e) Property, plant and equipment

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

The gain or loss arising from the derecognition of an item of property, plant and equipment is the difference between the net sale proceeds and the carrying amount of the relevant asset and is recognised in the income statement.

4. Significant accounting policies (Cont'd)

(e) Property, plant and equipment (Cont'd)

Depreciation is provided to write off the cost of the assets, over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, at the following annual rates.

Leasehold buildings 2% or over the remaining lease terms, if shorter

Equipment and motor vehicles 10% – 20%

The useful lives and residual values of the assets are reviewed and adjusted, if appropriate, at the end of each reporting period.

(f) Leasehold land

Leasehold land comprises upfront payments to acquire long-term interest in lessee-occupied properties. The leasehold land is stated at cost and is amortised over the period of the lease on a straight-line basis to the income statement.

(g) Operating leases

Leases where substantially all the rewards and risks of ownerships of assets remain with the lessor are accounted for as operating leases.

(h) Financial assets

The Group classifies its financial assets in the categories of financial assets at fair value through profit or loss ("FVTPL"), loans and receivables, and available-for-sale ("AFS") investments. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired.

(i) Financial assets at FVTPL

Financial assets at FVTPL include financial assets held for trading and financial assets designated upon initial recognition as at FVTPL.

A financial asset is classified as held for trading if it has been acquired for the purpose of selling in the near term or it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit-taking. A derivative is also classified as held for trading unless it is designated as an effective hedging instrument or a financial guarantee contract.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables include other non-current assets, accounts receivable and deposits, time deposits and bank balances.

(iii) AFS investments

AFS investments are non-derivatives that are either designated in this category or not classified as other categories of financial assets.

4. Significant accounting policies (Cont'd)

(h) Financial assets (Cont'd)

Recognition and measurement

Regular purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are initially recognised at fair value plus transaction costs for all those assets not carried at FVTPL. Financial assets at FVTPL are initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from them have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Financial assets at FVTPL and AFS investments are subsequently carried at fair value. The fair value of a listed investment is determined on the basis of its quoted market price. In the case of investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are subsequently stated at cost less any accumulated impairment losses. Loans and receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment.

Gains and losses arising from changes in fair value of the financial assets at FVTPL are included in the income statement. Gains and losses arising from changes in fair value of AFS investments are recognised in other comprehensive income and accumulated separately in equity in the investment revaluation reserve. When AFS investments are sold, the accumulated fair value adjustments are included in the income statement as gains or losses from investments.

Impairment

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity instruments classified as AFS investments, a significant or prolonged decline in the fair value of the investment below its cost is considered in determining whether the investments are impaired. In the case of loans and receivables, objective evidence of impairment includes significant financial difficulty of the issuer or counterparty, default or delinquency in interest or principal payments, or it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

If any such evidence exists for AFS investments, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the income statement, is removed from investment revaluation reserve and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments classified as AFS are not reversed through the income statement. For loans and receivables, the amount of the provision is the difference between the carrying amount of the receivables and the present value of the estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the receivables is reduced through the use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible. Subsequent recoveries of amounts previously written off are credited to income statement.

4. Significant accounting policies (Cont'd)

(i) Impairment of assets

At the end of each reporting period, assets, other than financial assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. When an indication of impairment exists, the Group estimates the asset's recoverable amount, being the higher of the asset's fair value less costs to sell and its value in use. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount in the income statement. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

An impairment loss recognised in prior year for an asset is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised. Reversals of impairment losses are credited to income statement.

(i) Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank deposits and other short-term highly liquid investments with original maturities of three months or less.

(k) Payables

Payables (including accounts payable, deposits and accruals and other payable) are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method.

(l) Bank borrowings

Bank borrowings are initially recognised at cost, being the fair value of the consideration received net of transaction costs associated with the borrowings. After initial recognition, bank borrowings are subsequently measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any transaction costs, and any discount or premium on settlement. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the amortisation process.

(m) Income tax

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

Current tax is expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Tax rates enacted or substantively enacted by the end of the reporting period are used to determine deferred tax.

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

4. Significant accounting policies (Cont'd)

(m) Income tax (Cont'd)

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

(n) Revenue recognition

Major categories of revenues are recognised in the financial statements on the following bases:

Dividend income is recognised when the right to receive payment is established.

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

(o) Employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

(p) Financial guarantees issued and contingent liabilities

Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within accounts payable, deposits and accruals. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in the income statement on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in the income statement over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and the amount of that claim on the Group is expected to exceed the amount currently carried in accounts payable, deposits, and accruals in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

4. Significant accounting policies (Cont'd)

(p) Financial guarantees issued and contingent liabilities (Cont'd) Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

(q) Foreign currencies

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Hong Kong dollars, which are the Company's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in income statement except for differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

On consolidation, the assets and liabilities of those foreign subsidiaries and associates that have a functional currency different from the presentation currency of the Group are translated into Hong Kong dollars at the exchange rates ruling at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the translation reserve. On disposal of a foreign entity, the cumulative exchange difference which relates to that entity is included in the calculation of the profit or loss on disposal.

(r) Related parties

A party is considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party, exercise significant influence over the party or has joint control over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control. Related parties include individuals being members of key management personnel of the Group, as well as close family members of, and entities which are controlled, jointly-controlled or significantly influenced by such individuals. Related parties also include post-employment benefit plans for the benefit of employees of the Group or its related parties.

5. Critical accounting estimates and judgements

The Group makes estimates, assumptions and judgements as appropriate in the preparation of the financial statements. These estimates and judgements are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances and will, by definition, seldom equal the actual results. The estimates, assumptions and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year include provision for impairment losses on investments in and advances to associates.

6. Turnover

Analysis of the Group's turnover is as follows:

	2009	2008
	HK\$'000	HK\$'000
Sales of available-for-sale listed investments	870,702	_
Sales of available-for-sale unlisted investments	_	1,253
Sales of held for trading listed investments	86,548	95,670
Sales of derivative financial instruments	10,232	12,189
Dividends from listed investments	28,598	47,126
Interest income on financial assets not		
at fair value through profit or loss	6,158	12,738
Interest income from unlisted investments		11,437
	1 002 220	100 /12
		<u>180,413</u>

7. Segment reporting

The Group has adopted HKFRS 8 "Operating Segments" with effect from 1 January 2009. HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Group's chief operating decision maker in order to allocate resources to the segment and to assess its performance. The chief operating decision maker of the Group has been identified as the Managing Director.

The Group determines its operating segments based on the internal reports reviewed by the Managing Director that are used to make strategic decisions.

The Group has one reportable segment: share investment and dealing. Accordingly, no further business segment information is required.

As Group's revenue is mainly derived from operations carried out in Hong Kong, no further geographical segment information is provided.

8. Net gain on disposal of a subsidiary

Net gain represents the gain on disposal of entire interest in a subsidiary, Sinonet Holdings Limited in 2008.

9. Operating profit before finance costs

Operating profit before finance costs	2000	2000
	2009	2008
	HK\$'000	HK\$'000
Operating profit before finance costs		
is stated after charging/(crediting):		
Auditors' remuneration–		
audit services	475	475
others	130	332
Staff costs (excluding Directors' emoluments)	3,333	2,030
Depreciation	144	303
Amortisation of leasehold land	16	16
Impairment losses on available-for-sale investments	1,900	_
Loss/(gain) on disposals of property, plant and equipment	1	(2)
Exchange (gain)/loss	(24,735)	12,881
Net (gain)/loss on derivative financial instruments	(9,274)	14,340
Net loss on financial assets at fair value through profit or loss	_	19,079
Net gain on disposals of available-for-sale		
listed investments	(169,727)	_
Net loss on disposals of available-for-sale		
unlisted investments	_	6,092
Net gain on disposals of held for trading listed investments	(42,186)	(7,682)
Net gain on disposal of an associate	_	(1,128)

10. Directors' remuneration

The emoluments of the Directors are as follows:

2009

	Fees HK\$'000	Salaries, allowances and benefits HK\$'000	Performance bonus HK\$'000	Contributions to retirement scheme HK\$'000	Total HK\$'000
Executive Directors					
Tan Boon Seng	80	4,731	4,019	351	9,181
Chan Kai Kwok	60	707	943	83	1,793
Independent Non-executive Directors					
Ho Hau Chong, Norman	80	_	_	_	80
Fung Ka Pun	60	_	_	_	60
Yeung Chik Kin	60				60
	340	5,438	4,962	434	11,174
2008					
	Fees	Salaries, allowances and benefits	Performance bonus	Contributions to retirement scheme	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Executive Directors					
Tan Boon Seng	80	4,589	_	151	4,820
Chan Kai Kwok	60	707	_	35	802
Non-executive Directors					
Ang Guan Seng (passed away					
on 19.10.2008)	48	-	_	_	48
Independent Non-executive Directors					
Ho Hau Chong, Norman	80	_	_	_	80
Fung Ka Pun	60	_	-	_	60
Yeung Chik Kin	60				60
	388	5,296		186	5,870

10. Directors' remuneration (Cont'd)

The emoluments of Directors, including basic salary and performance bonus, are based on each Director's skill, knowledge and involvement in the Company's affairs, the Company's performance and profitability, remuneration benchmark in the industry and the prevailing market conditions.

There was no arrangement under which a Director had waived or agreed to waive any remuneration.

11. Five highest-paid employees

During the year, the five highest-paid employees in the Group included two (2008: two) Directors, details of whose emoluments are included in the disclosure of Directors' remuneration. The details of the remaining three (2008: three) highest-paid non-director employees are as follows:

	2009 HK\$'000	2008 HK\$'000
Salaries and other emoluments Performance bonus Contributions to retirement scheme	1,123 725 92	1,123 - 56
	1,940	1,179

The emoluments of each of the non-director employee were below HK\$1,000,000 for 2009 and 2008.

12. Finance costs

	2009 HK\$'000	2008 HK\$'000
Interest expenses on financial liabilities not at fair value through profit or loss –		
interest on bank loan (wholly repayable within 5 years)	2,759	2,858

13. Income tax

(a) Income tax in the consolidated income statement represents:

	2009 HK\$'000	2008 HK\$'000
Current tax		
Company and subsidiaries Overseas taxation	2,916	5,731

No Hong Kong profits tax has been provided by the Company and its subsidiaries for the 2009/10 year of assessment (2008/09: no provision) as no assessable profit was earned during the year.

Overseas taxation represents withholding tax on dividend income received by the Group from overseas listed investments.

(b) The reconciliation between income tax expenses and accounting profit of the Group in the financial statements is as follows:

	2009	2008
	HK\$'000	HK\$'000
Profit before tax	322,655	240,892
Share of results of associates	12	42
	322,667	240,934
Notional tax at the applicable tax rate of 16.5%		
(2008: 16.5%)	53,240	39,754
Tax effect of net income that is not taxable	(56, 200)	(/1 000)
in determining taxable profit	(56,289)	(41,800)
Tax effect of unrecognised tax losses in the year	3,049	2,046
Overseas withholding tax	2,916	5,731
Income tax expenses	2,916	5,731

13. Income tax (Cont'd)

(c) Deferred tax assets and liabilities recognised

The components of deferred tax assets and liabilities recognised in the consolidated statement of financial position and the movement during the year are as follows:

	Accelerated		
	tax	Tax	
	depreciation	losses	Total
	HK\$'000	HK\$'000	HK\$'000
Group			
At 1.1.2008	79	(79)	_
(Credit)/charge to consolidated income			
statement for the year	(16)	16	_
Effect of change in tax rate	(5) _		
At 31.12.2008	58	(58)	_
Charge/(credit) to consolidated income statement for the year	4	(4)	
At 31.12.2009	62	(62)	

(d) Deferred tax assets unrecognised

At 31 December 2009, the Group had unused tax losses of HK\$95,227,000 (2008: HK\$76,722,000) available for set off against future taxable profit. A deferred tax asset has been recognised in respect of HK\$378,000 (2008: HK\$351,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$94,849,000 (2008: HK\$76,371,000) due to unpredictability of future taxable profit streams. The tax losses do not expire under current tax legislation.

14. Profit attributable to owners of the Company

The profit attributable to owners of the Company includes profit of HK\$658,525,000 (2008: loss of HK\$525,857,000) which has been dealt with in the financial statements of the Company.

15. Other comprehensive income/(loss)

	2009 HK\$'000	2008 HK\$'000
Available-for-sale investments Changes in fair value recognised during the year Reclassification adjustment for amount transferred to profit or loss:	573,951	(499,057)
(Gain)/loss on disposals	(169,799)	5,963
Net movements in investment revaluation reserve during the year recognised in other comprehensive income/(loss)	404,152	(493,094)
Realisation of reserves upon disposal of a subsidiary Reclassification adjustments for amounts transferred to profit or loss:		
Property revaluation reserve Translation reserve		(129,097) 19,475
Net movements in property revaluation reserve and translation reserve during the year recognised in other comprehensive income/(loss)		(109,622)
16. Dividends		
	2009 HK\$'000	2008 HK\$'000
Interim dividend paid – 5 HK cents per share (2008: 5 HK cents per share) Final dividend proposed – 5 HK cents per share	7,656	7,625
(2008: 5 HK cents per share) Special dividend proposed – 5 HK cents per share	7,613	7,701
(2008: nil)	7,613	
	22,882	15,326

17. Earnings per share

The calculation of basic earnings per share is based on profit attributable to owners of the Company of HK\$319,739,000 (2008: HK\$235,161,000) and the weighted average of 153,520,406 shares (2008: 156,062,110 shares) of HK\$1 each in issue during the year.

Diluted earnings per share is same as basic earnings per share because there were no potential dilutive shares outstanding during the years 2008 and 2009.

18. Property, plant and equipment

Group

	Leasehold buildings in Hong Kong – long lease HK\$'000	Equipment and motor vehicles HK\$'000	Total HK\$'000
	11ΙΣφ 000	11ΙΧφ 000	11Κφ 000
Cost			
At 1.1.2008	2,900	1,665	4,565
Additions	_	40	40
Disposals		(64)	(64)
At 31.12.2008	2,900	1,641	4,541
Additions	, <u> </u>	1	1
Disposals		(2)	(2)
At 31.12.2009	2,900	1,640	4,540
Accumulated depreciation			
At 1.1.2008	348	1,103	1,451
Provision	58	245	303
Write back		(64)	(64)
At 31.12.2008	406	1,284	1,690
Provision	58	86	144
Write back		(1)	(1)
At 31.12.2009	464	1,369	1,833
Net book amount			
At 31.12.2009	2,436	271	2,707
At 31.12.2008	2,494	357	2,851
110 / 1.12.2000	=======================================		2,071

19. Leasehold land

	Group	
	2009 HK\$'000	2008 HK\$'000
Cost At 1 January and at 31 December	13,884	13,884
Accumulated amortisation At 1 January Amortisation for the year	114 16	98 16
At 31 December	130	114
Net book amount At 31 December	13,754	13,770

Leasehold land is held in Hong Kong under long lease.

20. Subsidiaries

	Company	
	2009 HK\$'000	2008 HK\$'000
Unlisted shares, at cost Less: Impairment losses	20,700 (16,042)	20,700 (20,700)
	4,658	

Details of the subsidiaries are as follows:

		Issued and paid up ordinary	Places of	Percent equity into	
Unlisted companies	Principal activities	share capital/ registered capital	incorporation/ operation	by the Company	by the Group
omoted companies	Timelpur activities	regiotered capitar	орегиноп	Company	Отопр
HK 8 Limited	Investment holding	1 share of US\$1	Liberia	_	100
HK 12 Limited	Investment holding	1 share of US\$1	Liberia	_	100
HK 28 Limited	Sales and purchases of securities	1 share of US\$1	Liberia	-	100
HK 333 Limited	General investment	1 share of US\$1	Liberia	_	100
HK 368 Limited	Investment holding	1 share of US\$1	Liberia	_	100
HK 888 Limited	Investment holding and sales and purchases of securities	1 share of US\$1	Liberia	-	100
Lee Hing Investment Company, Limited	Property investment and investment holding	2,000 ordinary shares of HK\$1,000 each	Hong Kong	100	-
Wang Tak Company Limited	Sales and purchases of securities	1,000 ordinary shares of HK\$1,000 each	Hong Kong	100	-

21. Associates

Associates	Group		
	2009	2008	
	HK\$'000	HK\$'000	
Unlisted investments			
Share of net assets	20,770	20,782	
Less: Impairment losses	(17,030)	(17,030)	
	3,740	3,752	
	Comp	any	
	2009	2008	
	HK\$'000	HK\$'000	
Unlisted investments			
Shares, at cost	156	156	
Less: Impairment losses	(156)	(156)	
	_	_	

Summarised financial information in respect of the Group's associates is set out below:

	2009	2008
	HK\$'000	HK\$'000
Total assets	12,251	12,278
Total liabilities	(1,511)	(1,514)
Revenue	22	419
Loss for the year	(23)	(135)

Details of the associates are as follows:

			Issued and paid up ordinary	Percent equity into	C
Unlisted companies	Principal activities	Places of incorporation	share capital/ registered capital	by the Company	by the Group
omisted companies	Timeipar activities	meorporation	registered capital	Company	Огоцр
Double Golden Sdn. Bhd.*	Dormant	Malaysia	RM2	_	50
Key Finance Limited*	Investment holding	British Virgin Islands	81,591,755 'A' shares of HK\$0.01 each	-	-
		iolarido	and 81,591,755 'B' shares of HK\$0.01 each	-	100
Parkway M & A Capital Corporation*	Investment holding	British Virgin Islands	4,500,000 shares of US\$1 each	-	39
Phil Inc.*	Dormant	U.S.A.	100,000 common shares of US\$1 each	20	20
Start Hold Limited*	Investment holding	Hong Kong	6 ordinary shares of HK\$1 each	-	33

^{*} Companies not audited by H. C. Watt & Company Limited.

The Group's associate, Cheer Star Development Limited was dissolved on 29 December 2009.

22. Available-for-sale investments

	Group		
	2009		
	HK\$'000	HK\$'000	
Listed unit trust, at market value			
Overseas	85,553	52,300	
Listed equity securities, at market value			
Overseas	351,519	629,655	
Unlisted equity securities			
At cost	57,644	57,644	
Less: Impairment losses	(49,067)	(47,167)	
	8,577	10,477	
	<u>445,649</u> <u></u>	692,432	

Details of the significant available-for-sale investments are as follows:

Listed companies	Places of incorporation	Class of shares	Equity interest held
Gold IS Berhad	Malaysia	Ordinary shares of RM1 each	8.27% (2008: 7.89%)
Wing Tai Holdings Limited	Singapore	Ordinary shares	2.03% (2008: 4.28%)

The unlisted equity securities do not have quoted market prices in an active market and other methods of reasonably estimating fair value are clearly unworkable as the variability in the range of various reasonable fair value estimates is significant and the probabilities of the various estimates cannot be reasonably assessed. They are therefore stated at cost less accumulated impairment losses. The Group has no intention of disposing of these investments.

23. Other non-current assets

	Group		Company	
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Amount due from a subsidiary Less: Provision for impairment losses			1,904,802 (431,300)	1,809,558 (972,210)
			1,473,502	837,348
Amounts due from associates Less: Provision for impairment losses	4,893 (2,603)	4,893 (2,603)	2,044 (2,044)	2,044 (2,044)
	2,290	2,290		<u></u>
	2,290	2,290	1,473,502	837,348

Amount due from a subsidiary and amounts due from associates are unsecured, non-interest bearing with no fixed term of repayment and not past due. Given these terms, it is not meaningful to disclose their fair values. The Group has no intention of disposing of these receivables.

Company

	Subsidiary HK\$'000
Movements in provision for impairment losses are as follows:	ПΚφ 000
At 1.1.2008 Provision	417,660 554,550
At 31.12.2008 Write back	972,210 (540,910)
At 31.12.2009	431,300

24. Held for trading investments

	Group	
	2009	2008
	HK\$'000	HK\$'000
Listed unit fund/trust, at market value		
Overseas	39,402	19,521
Listed equity securities, at market value		
Overseas	2,561	1,991
Hong Kong	140,074	130,369
	<u> 182,037</u>	151,881

Details of the significant held for trading investments are as follows:

Listed company	Place of incorporation	Class of shares	Equity interest held
PetroChina Company Limited	The People's Republic of China	"H" shares of RMB1 each	0.05% (2008: 0.06%)

25. Derivative financial instruments

	Gro	Group	
	2009 HK\$'000	2008 HK\$'000	
Current assets Stock options	20		
Current liabilities Stock options	<u>6,598</u>		

Stock options are listed investments.

26. Other assets

	Group	
	2009 HK\$'000	2008 HK\$'000
Club debenture	295	295

27. Accounts receivable, deposits and prepayments

The Group maintains a defined credit policy on its trade receivable.

	Gre	oup	Com	pany
	2009	2008	2009	2008
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Trade receivable				
Within 30 days	9,150	1,580	_	_
31-60 days	3	_	_	_
Over 60 days	1	_	_	_
Other receivable and deposits	7,192	215	_	_
Prepayments	145	169	145	145
	<u>16,491</u>	1,964	<u>145</u>	145

28. Bank borrowings

9	Gro	Group		
	2009 HK\$'000	2008 HK\$'000		
Secured bank loan	<u>95,559</u>	282,309		

The bank loan is secured by certain assets of the Group as mentioned in note 34 to the financial statements.

29. Accounts payable, deposits and accruals

	Gr	oup	Com	pany
	2009 HK\$'000	2008 HK\$'000	2009 HK\$'000	2008 HK\$'000
Trade payable Accounts payable, deposits and accruals	11,085	6,558	2,383	2,333
	11,085	6,558		2,333

30. Other payable

other payable	Group	
	2009 HK\$'000	2008 HK\$'000
Amounts due to investee companies	963	348

Amounts due to investee companies are unsecured, non-interest bearing and with no fixed term of repayment.

31. Share capital

	2009 HK\$'000	2008 HK\$'000
Authorised Ordinary shares of HK\$1 each	<u>410,000</u>	410,000
Issued and fully paid Ordinary shares of HK\$1 each Balance at beginning of year Repurchase of shares	154,024 (902)	158,647 (4,62 <u>3</u>)
Balance at end of year	<u>153,122</u>	154,024

Repurchase of shares

During the year, the Company repurchased 902,000 of its own shares on The Stock Exchange of Hong Kong Limited. The particulars of repurchases are as follows:

	Price per	
Number of	share paid	Aggregate
shares	Highest/Lowest	price paid
	HK\$	HK\$'000
20,000	2.68/2.60	53
8,000	2.78	22
833,000	3.03/3.00	2,504
11,000	3.00	33
3,000	3.48/3.46	10
14,000	3.56/3.53	50
13,000	3.48	45
902,000		2,717
	20,000 8,000 833,000 11,000 3,000 14,000 13,000	Number of share paid Highest/Lowest 20,000 2.68/2.60 8,000 2.78 833,000 3.03/3.00 11,000 3.00 3,000 3.48/3.46 14,000 3.56/3.53 13,000 3.48

The above-mentioned shares were cancelled upon repurchases and, accordingly, the issued share capital of the Company was diminished by the nominal value of these shares. The premium and brokerage expenses paid on repurchases were charged against retained profit and an amount equivalent to the nominal value of the shares cancelled was transferred from retained profit to the capital redemption reserve account as shown in note 32 to the financial statements. The repurchases were made for the purpose of enhancing the net asset value per share of the Company.

32. Reserves

Group		
	2009	2008
	HK\$'000	HK\$'000
Capital redemption reserve	195,095	194,193
Share premium	316,006	316,006
Capital reserve	53,585	53,585
Investment revaluation reserve	76,996	(327,156)
Retained profit	732,342	438,099
	1,374,024	674,727

The movements of the Group's reserves for the years ended 31 December 2009 and 31 December 2008 are presented in the consolidated statement of changes in equity on page 24 of the financial statements.

The application of share premium and capital redemption reserve is governed by Sections 48B and 49H respectively of the Hong Kong Companies Ordinance.

Investment revaluation reserve comprises the cumulative net change in the fair value of available-for-sale investments held at the end of the reporting period and is dealt with in accordance with the accounting policy of available-for-sale investments as set out in note 4(h) to the financial statements.

32. Reserves (Cont'd)

Company

	Capital redemption reserve	Share premium	Capital reserve	Retained profit	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1.1.2008	189,570	316,006	53,585	671,334	1,230,495
Loss for the year	, _	, <u> </u>	_	(525,857)	(525,857)
Dividends	_	_	_	(15,326)	(15,326)
Premium and brokerage expenses paid on					
share repurchases	_	_	-	(15,271)	(15,271)
Transfer to capital redemption reserve upon					
share repurchases	4,623			(4,623)	
At 31.12.2008	194,193	316,006	53,585	110,257	674,041
Profit for the year	_	_	_	658,525	658,525
Dividends	_	_	_	(22,882)	(22,882)
Unclaimed dividend forfeited	_	_	_	111	111
Premium and brokerage expenses paid on					
share repurchases	_	_	_	(1,823)	(1,823)
Transfer to capital redemption reserve					
upon share repurchases	902			(902)	
At 31.12.2009	195,095	316,006	53,585	743,286	1,307,972

At 31 December 2009, the reserves of the Company available for distribution to shareholders, as calculated under the provisions of Section 79B of the Hong Kong Companies Ordinance, amounted to HK\$758,512,000 (2008: HK\$117,958,000), without taking into account of proposed final and special dividends for the year.

33. Notes to consolidated statement of cash flows

(a) Reconciliation of profit before tax to net cash generated from/(used in) operating activities is set out below:

	2009 HK\$'000	2008 HK\$'000
Cash flows from operating activities		
Profit before tax	322,655	240,892
Adjustments for:	- ,	, -
Depreciation	144	303
Amortisation of leasehold land	16	16
Share of results of associates	12	42
Net gain on disposal of a subsidiary	_	(462,641)
Net gain on disposal of an associate	_	(1,128)
Net gain on disposals of available-for-sale		
listed investments	(169,727)	_
Net loss on disposals of available-for-sale		
unlisted investments	_	6,092
Unrealised gain on derivative financial instruments	(2,847)	_
Unrealised (gain)/loss on held for trading investments	(71,237)	222,992
Loss/(gain) on disposals of property,		
plant and equipment	1	(2)
Impairment losses on available-for-sale investments	1,900	_
Exchange gain	(24,787)	(551)
Finance costs	2,759	2,858
Interest income	(6,158)	(24,175)
Dividend income	(28,598)	(47,126)
Operating profit/(loss) before working capital changes	24,133	(62,428)
Decrease/(increase) in held for trading investments Increase in accounts receivable, deposits and	41,081	(844,341)
prepayments	(10,393)	(177)
Increase in accounts payable, deposits and accruals	5,132	2,359
Increase in derivative financial instruments	9,425	_
Increase in amounts due to investee companies	615	
Cash generated from/(used in) operations	69,993	(904,587)
Dividend received from associate	_	2,903
Dividends received	29,515	45,643
Interest received	6,111	24,162
Finance costs paid	(2,834)	(2,781)
Overseas tax paid	(2,916)	(5,731)
Net cash generated from/(used in) operating activities	99,869	(840,391)

33. Notes to consolidated statement of cash flows (Cont'd)

(b) Disposal of a subsidiary

		2009 HK\$'000	2008 HK\$'000
	Net assets disposed of:		
	Associate	_	234,688
	Financial instrument with embedded derivative	_	265,424
	Accounts receivable, deposits and prepayments	_	13,714
	Time deposits and bank balances	_	3,531
	Accounts payable, deposits and accruals	_	(469)
	Property revaluation reserve	_	(129,097)
	Translation reserve	_	19,475
	Non-controlling interests		(49,533)
		_	357,733
	Net gain on disposal of a subsidiary		462,641
			820,374
	Satisfied by:		
	Cash consideration (net of expenses)		820,374
(c)	Analysis of net inflow of cash and cash equivalents in respect of disposal of a subsidiary		
	Cash consideration (net of expenses)	_	820,374
	Time deposits and bank balances disposed of	_	(3,531)
	zami zami zami zami zami zami zami zami		
		_	816,843

34. Pledge of assets

The Group pledged its leasehold land and buildings, certain available-for-sale investments, held for trading investments, accounts receivable and bank deposits with a total net book value of HK\$1,407,000,000 (2008: HK\$945,000,000) as security for banking facilities extended to the Group in the sum of HK\$722,000,000 (2008: HK\$722,000,000).

35. Financial risk management and fair values

Exposure to credit, currency, price, interest rate and liquidity risks arises in the normal course of the Group's business. These risks are limited by the Group's financial policies and practices described below.

(a) Credit risk

The carrying amounts of financial assets and the amount of guarantee as mentioned in note 39 to the financial statements represent the amounts of maximum exposure to credit risk. The Group's credit risk is primarily attributable to bank deposits and amounts due from associates and accounts receivable and deposits as mentioned in notes 23 and 27 to the financial statements respectively. The Company's credit risk is primarily attributable to bank deposits and amount due from a subsidiary and the amount of guarantee as mentioned in notes 23 and 39 to the financial statements respectively. Except for those that are impaired, the management is satisfied with credit quality of financial assets. The Group has significant concentrations of credit risk on bank deposits of HK\$922,924,000 (2008: HK\$235,517,000) placed in a bank. The credit risk is limited because the bank is an authorised financial institution with high credit rating. The management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

(b) Currency risk

The Group is exposed to currency risk on the following financial instruments denominated in Malaysian Ringgit and Singapore dollars. The management manages and monitors the exposures to ensure appropriate measures are implemented on a timely and effective manner.

	2009	2008
	HK\$'000	HK\$'000
Available-for-sale investments	437,072	681,955
Held for trading investments	6,252	1,991
Accounts receivable and deposits	5,133	_
Time deposits and bank balances	908,815	235,617
Bank borrowings	(95,559)	(282,309)
	1,261,713	637,254

At 31 December 2009, if the foreign currencies had strengthened/weakened 10% against Hong Kong dollars with all other variables held constant, the potential effects on profit after tax and components of equity are as follows:

	2009 HK\$'000	2008 HK\$'000
Increase/decrease in profit after tax and retained profit	82,464	(4,470)
Increase/decrease in investment revaluation reserve	43,707	68,196

The 10% increase/decrease represents management's assessment of the likely maximum change in exchange rates over the period until the end of next reporting period.

35. Financial risk management and fair values (Cont'd)

(b) Currency risk (Cont'd)

The Group is also exposed to currency risk on the following financial instruments denominated in United States dollars ("USD"). As USD are pegged to Hong Kong dollars ("HKD"), the Directors do not expect any significant movements in USD/ HKD exchange rate.

	2009 HK\$'000	2008 HK\$'000
Held for trading investments Time deposits and bank balances	35,711 4,614	19,521 5,886
	40,325	25,407

(c) Price risk

The following available-for-sale investments, held for trading investments and derivative financial instruments are measured at fair value at the end of each reporting period. Therefore, the Group is exposed to security price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles.

	2009 HK\$'000	2008 HK\$'000
Available-for-sale investments Held for trading investments Derivative financial instruments	437,072 182,037 (6,578)	681,955 151,881
	612,531	833,836

At 31 December 2009, if the security price had increased/decreased 10% with all other variables held constant, the potential effects on profit after tax and components of equity are as follows:

	2009 HK\$'000	2008 HK\$'000
Increase/decrease in profit after tax and retained profit	<u>17,546</u>	15,188
Increase/decrease in investment revaluation reserve	43,707	68,196

The 10% increase/decrease represents management's assessment of the likely maximum change in security prices over the period until the end of next reporting period.

35. Financial risk management and fair values (Cont'd)

(d) Interest rate risk

Bank borrowings

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing assets and liabilities. The Group's policy is to obtain the most favourable interest rates available for its deposits and borrowings. The following financial assets are exposed to interest rate risk:

	2009	2008
	HK\$'000	HK\$'000
Time deposits and bank balances	948,287	255,316

At 31 December 2009, if the interest rate had increased/decreased by 25 basis points with all other variables held constant, the potential effects on profit after tax and components of equity are as follows:

	2009 HK\$'000	2008 HK\$'000
Increase/decrease in profit after tax and retained profit	2,371	638
The following financial liabilities are exposed to interest	rate risk:	
	2009 HK\$'000	2008 HK\$'000

At 31 December 2009, if the interest rate had increased/decreased by 100 basis points with all other variables held constant, the potential effects on profit after tax and components of equity are as follows:

	2009 HK\$'000	2008 HK\$'000
Decrease/increase in profit after tax and retained profit	<u>956</u> _	2,823

The 25 basis points and 100 basis points increase/decrease represent management's assessment of the likely maximum change in interest rates over the period until the end of next reporting period.

282,309

35. Financial risk management and fair values (Cont'd)

(e) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements. The Group does not have any significant exposure to liquidity risk as the Group is in net current asset position. Maturities of the financial liabilities of the Group are as follows:

	2009 HK\$'000	2008 HK\$'000
Carrying amounts and contractual undiscounted cash flow		
Non-derivative financial liabilities	05.550	202 200
Bank borrowings Accounts payable, deposits and accruals	95,559 11,085	282,309 6,558
Other payable	963	348
Derivative financial liabilities	703	<i>J</i> 10
Derivative financial instruments	6,598	_
		
	114,205	289,215
Due for payment within one year	114,205	289,215
Maturities of the financial liabilities of the Company are	as follows:	
	2009	2008
	HK\$'000	HK\$'000
Carrying amounts and contractual undiscounted cash flow		
Non-derivative financial liabilities		
Accounts payable, deposits and accruals	<u>2,383</u>	2,333
Due for payment within one year	2,383	2,333
T		

(f) Fair values

The Directors have considered that the carrying amounts of all financial assets and liabilities, other than those described in notes 22 and 23 to the financial statements, approximate their fair values at 31 December 2009 and 31 December 2008.

35. Financial risk management and fair values (Cont'd)

(f) Fair values (Cont'd)

The following table sets out the carrying value of financial instruments measured at fair value at 31 December 2009 using the three-level hierarchy as defined in HKFRS 7:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1 HK'\$000	Level 2 HK'\$000	Level 3 HK'\$000	Total HK'\$000
Available-for-sale investments	437,072	_	_	437,072
Held for trading investments	182,037	_	_	182,037
Assets Derivative financial instruments	20	-	-	20
Liabilities Derivative financial instruments	(6,598)			(6,598)
	612,531			612,531

36. Capital management

The Group's objectives when managing capital are:

- (a) to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- (b) to provide capital for the purpose of strengthening the Group's risk management capability.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

36. Capital management (Cont'd)

The Group monitors capital on the basis of the debt-to-equity ratio. During the year, the Group's strategy was unchanged. The debt-to-equity ratios for the years 2009 and 2008 are as follow:

	2009 HK\$'000	2008 HK\$'000
Current liabilities	114,205	289,215
Total debt	114,205	289,215
Total equity	1,542,372	836,452
Debt-to-equity ratio	0.074	0.346

The decrease is due to decrease in debt and increase in equity.

37. Related party transactions

Details of material related party transactions are as follows:

- (a) Directors' remuneration is disclosed in note 10 to the financial statements.
- (b) Amounts due from associates are disclosed in note 23 to the financial statements.

38. Retirement scheme

All the employees of the Group are members of the Mandatory Provident Fund Scheme. Under the Mandatory Provident Fund Scheme, the Group and its employees each made contributions to the scheme calculated at 5% of the employees' relevant income on a monthly basis. The amount of contributions charged to the income statement for the year was HK\$593,000 (2008: HK\$282,000).

39. Contingent liabilities

	Gre	Group		pany
	2009	2008	2009	2008
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Guarantees for credit facilities				
granted to subsidiaries			722,000	722,000

40. Approval of financial statements

The financial statements were approved and authorised for issue by the Board of Directors on 23 March 2010.

Five Year Financial Summary

	2009 HK\$'000	2008 HK\$'000	2007 HK\$'000	2006 HK\$'000	2005 HK\$'000
Turnover Continuing operations Discontinued operation	1,002,238	180,413	76,562 	124,716 	206,872 8,258
	1,002,238	180,413	76,562	126,787	215,130
Profit for the year Continuing operations Discontinued operation	319,739	235,161	161,640	43,536 4,210	22,965 11,424
	319,739	235,161	161,640	<u>47,746</u>	34,389
Attributable to: Owners of the Company Non-controlling interests	319,739	235,161	154,017 	54,029 (6,28 <u>3</u>)	42,880 (8,491)
	319,739	235,161	161,640	<u>47,746</u>	34,389
Dividends	22,882	<u>15,326</u>	10,065	4,267	4,267
Non-current assets Current assets	468,140 1,188,437	715,095 410,572	483,800 809,744	979,612 404,540	896,542 325,544
Total assets Current liabilities	1,656,577 <u>114,205</u>	1,125,667 289,215	1,293,544 4,553	1,384,152 177,515	1,222,086 208,390
Net assets	1,542,372	836,452	1,288,991	1,206,637	1,013,696

Five Year Financial Summary (Cont'd)

	2009 HK\$'000	2008 HK\$'000	2007 HK\$'000	2006 HK\$'000	2005 HK\$'000
Equity					
Share capital	153,122	154,024	158,647	213,336	213,336
Reserves	1,374,024	674,727	963,257	950,481	756,257
Proposed dividends	15,226	7,701	7,932	2,134	2,133
	1,542,372	836,452	1,129,836	1,165,951	971,726
Amounts recognised directly in					
equity relating to assets classified as held for sale	_	_	109,622	_	_
Equity attributable to owners				2	
of the Company	1,542,372	836,452	1,239,458	1,165,951	971,726
Non-controlling interests Non-controlling interests relating to	_	_	_	40,686	41,970
assets classified as held for sale			49,533		
Total equity	1,542,372	836,452	1,288,991	1,206,637	1,013,696
Total equity	=======================================	=======================================	=======================================	=======================================	=======================================
Earnings per share (HK cents)					
From continuing and discontinued operations	208.27	150.68	74.07	25.32	20.10
1					
From continuing operations	208.27	150.68	<u>74.07</u>	23.35	14.74
Dividends per share (HK cents)	15.00	10.00	6.00	2.00	2.00