



PROSPERITY INVESTMENT HOLDINGS LIMITED

嘉進投資國際有限公司

Stock Code 股份代號: 0310.HK

Annual Report 2009 年報

Riding on..... Prosperity **Momentum** of China



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Corporate Information 公司資料

Executive Director

LAU Tom Ko Yuen (*Chairman*)

執行董事

劉高原 (主席)

Independent Non-executive Directors

FENG Nien Shu
LUI Siu Tsuen, Richard
WONG Lai Kin, Elsa

獨立非執行董事

鄧念叔
呂兆泉
黃麗堅

Audit Committee

LUI Siu Tsuen, Richard
FENG Nien Shu
WONG Lai Kin, Elsa

審核委員會

呂兆泉
鄧念叔
黃麗堅

Remuneration Committee

LAU Tom Ko Yuen
FENG Nien Shu
LUI Siu Tsuen, Richard

薪酬委員會

劉高原
鄧念叔
呂兆泉

Company Secretary

UN Kwok Kee, John

公司秘書

袁國基

Auditors

H.H. Liu & Co., Certified Public Accountants

核數師

廖慶雄會計師事務所

Principal Banker

ICBC (Asia)

主要往來銀行

中國工商銀行(亞洲)

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Corporate Information (continued) 公司資料(續)

Head Office and Principal Place of Business

Suite 2701
Shui On Centre
6–8 Harbour Road
Wanchai
Hong Kong

總辦事處兼主要營業地點

香港
灣仔
港灣道6–8號
瑞安中心
2701室

Principal Registrars

The Bank of Bermuda Limited
The Bank of Bermuda Building
6 Front Street, Hamilton
Bermuda

主要股份過戶登記處

The Bank of Bermuda Limited
The Bank of Bermuda Building
6 Front Street, Hamilton
Bermuda

Registrars in Hong Kong

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

香港股份過戶登記處

卓佳秘書商務有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓

Website Address

www.irasia.com/listco/hk/prosperityinv/index.htm

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Stock Code

Hong Kong Stock Exchange: 310

股份代號

香港聯交所：310

Chairman's Statement and Management Discussion

主席報告書及管理層論述

On behalf of the board of directors (the "Board"), I have pleasure in presenting the audited consolidated results of Prosperity Investment Holdings Limited (the "Company") and its subsidiaries (the "Group") for the financial year ended 31 December 2009.

The Group was principally engaged in investment in securities and equity-linked products.

BUSINESS REVIEW AND PROSPECT

2009 was a challenging year with uncertain and volatile conditions in the global economy. The global financial market gradually stabilized due to the concerted effort by central banks throughout the world in liquidity improvement measures. Nevertheless, fundamentals are still weak showing no sign of full economic recovery in short and medium terms. The unprecedented global financial crisis has seriously weakened the financial markets with grave repercussions for the global economy. Performance of our investment portfolio was significantly affected. The Group had made a net loss of approximately HK\$102.0 million (2008: HK\$53.6 million). The loss was mainly due to the fair value reserve realized upon disposal of available-for-sale financial assets amounting to HK\$83.2 million.

FINANCIAL REVIEW

Comprehensive Loss

Taking into effect of HKAS 1 (Revised) from 1 January 2009, the statement of comprehensive income was introduced which included the fair value change of available-for-sale financial assets. The total comprehensive loss for the year ended 31 December 2009 was HK\$16.4 million (2008: HK\$235.5 million).

Net Asset Value

The consolidated net asset value of the group as at 31 December 2009 was HK\$253.5 million (2008: HK\$371.3 million), representing a decrease of HK\$117.8 million by 31.7%. It was mainly attributable to the comprehensive loss of HK\$16.4 million for this year, HK\$16.7 million of interim dividend paid and HK\$85.9 million of distribution made to shareholders during the year.

As at 31 December 2009, the consolidated net asset value per share of the Group was HK\$1.98 (2008: HK\$2.98).

本人謹代表董事會(「董事會」)欣然提呈嘉進投資國際有限公司(「本公司」)及其附屬公司(「本集團」)截至二零零九年十二月三十一日止財政年度之經審核綜合業績。

本集團主要從事投資證券及與股本有關之產品。

業務回顧及展望

二零零九年是充滿挑戰的一年，全球經濟前景不明朗，市況起伏不定。全球央行紛紛實行流動資金改善措施，令全球金融市場得以逐步回穩。然而，基本因素仍然疲弱，經濟難以在中短期內全面復甦。全球經濟經歷嚴峻考驗，前所未有的金融危機嚴重打擊金融市場。本集團投資組合之表現深受影響。本集團之虧損淨額約為1.02億港元(二零零八年：5,360萬港元)。虧損主要由於出售可供出售財務資產而獲得8,320萬港元之公平值儲備變動所引致。

財務回顧

全面虧損

香港會計準則第1號(經修訂)由二零零九年一月一日起引入包括可供出售財務資產之公平值變動之全面收益表。截至二零零九年十二月三十一日止年度之全面虧損總額為1,640萬港元(二零零八年：2.36億港元)。

資產淨值

於二零零九年十二月三十一日，本集團之綜合資產淨值為2.54億港元(二零零八年：3.71億港元)，下跌1.18億港元，跌幅為31.7%。主要原因是本年度錄得全面虧損1,640萬港元、年內已付中期股息1,670萬港元及向股東作出之分派8,590萬港元所致。

於二零零九年十二月三十一日，本集團之每股綜合資產淨值為1.98港元(二零零八年：2.98港元)。

Chairman's Statement and Management Discussion (continued)

主席報告書及管理層論述 (續)

Capital Structure

During the year, the share capital and reserves of the Group has been changed as follows:

Exercise of Share Option

On 10 June 2009, China Investment Fund Company Limited ("CIF") exercised the share option granted pursuant to the agreement dated 17 August 2007 between the Company and CIF, to subscribe 3,600,000 new shares of HK\$0.01 each at a price of HK\$1.739 each. The premium on issue of shares of HK\$5.9 million was credited to the share premium account.

Share Premium Reduction and Distribution Out of Contributed Surplus Account

By passing a special resolution at a special general meeting held on 9 July 2009, the shareholders of the Company approved a share premium reduction under which the entire amount standing to credit of the share premium account amounted to HK\$97.0 million be cancelled and transferred in full to the contributed surplus account and the amount in share option reserve amounted to HK\$6.2 million also be cancelled and transferred to the contribution surplus account.

By passing an ordinary resolution on the same date, the distribution out of contribution surplus account of the Company at HK\$0.67 per share, totally amounted to HK\$86.0 million, was approved and was paid on 24 July 2009.

Liquidity and Financial Resources

Operations of the Group are generally financed through internal cash resources. As at 31 December 2009, the Group maintained cash and bank balances of HK\$22.7 million while there was no borrowings at all. With cash and other current assets of approximately HK\$61.6 million, the Group has sufficient financial resources to satisfy its commitments and working capital requirements.

MAJOR SUBSEQUENT EVENTS

Top-up Placing

On 11 February 2010, the Company completed a top-up placing of 21,300,000 new shares of HK\$0.10 each at a price of HK\$1.80 each pursuant to the placing and subscription agreements dated 28 January 2010. The net proceeds from this placing of shares amounting to HK\$37.7 million was generated for general working capital of the Group and has been kept as bank deposit. The issued capital of the Company has been increased to HK\$14,958,920, representing 149,589,200 shares of HK\$0.10 each.

股本架構

本公司本年度之股本及儲備變動如下：

行使購股權

於二零零九年六月十日，中國投資基金有限公司(「中國投資基金」)已行使根據本公司與中國投資基金所訂立日期為二零零七年八月十七日之協議所授出之購股權，按每股1.739港元之價格認購360萬股每股面值0.01港元之新股份。發行股份之股份溢價590萬港元已計入股份溢價賬。

削減股份溢價及自實繳盈餘賬作出分派

本公司股東於二零零九年七月九日舉行之股東特別大會上通過特別決議案，批准削減股份溢價，據此，股份溢價賬進賬金額9,700萬港元已被全數註銷，並全數轉撥至實繳盈餘賬，而購股權儲備之款額620萬港元亦被註銷，並轉撥至實繳盈餘賬。

同日並通過普通決議案，批准自本公司實繳盈餘賬作出每股0.67港元之分派，總款額為8,600萬港元，並已於二零零九年七月二十四日派付。

流動資金及財務資源

本集團一般以內部現金資源作為營運資金。於二零零九年十二月三十一日，本集團維持現金及銀行結餘2,270萬港元，且並無任何借貸。現金及其他流動資產約為6,160萬港元，本集團擁有充足財務資源應付其承擔及營運資金所需。

主要結算日後事項

先舊後新配售

於二零一零年二月十一日，本公司根據日期為二零一零年一月二十八日之配售及認購協議按每股1.80港元之價格完成2,130萬股每股面值0.10港元之新股份之先舊後新配售。是次股份配售所得款項淨額3,770萬港元已用作本集團之一般營運資金並存作銀行存款，本公司之已發行股本增加至14,958,920港元，即149,589,200股每股面值0.10港元之股份。

Chairman's Statement and Management Discussion (continued)

主席報告書及管理層論述(續)

Convertible Notes Placing

On 28 January 2010, the Company entered into an agreement of placing convertible notes with an agent, Baron Capital Limited, for placing a 3 years zero coupon convertible notes ("First Convertible Notes") with a principal amount of HK\$30 million. It will be redeemed on maturity at 110% of the principal amount of the notes outstanding.

On the same date, the Company also entered into the convertible note subscription agreement with a controlling shareholder, Favor Hero Investments Ltd, to subscribe the convertible notes ("Second Convertible Notes") with a principal amount of HK\$30 million. The principal terms and conditions of the Second Convertible Notes are same as the First Convertible Notes.

The above "First and Second Convertible Notes" are convertible into conversion shares at an initial conversion price of HK\$2.60 per share (subject to adjustments), a total of 23,076,922 new shares will be issued.

The estimated net proceeds from the issue of the First and Second Convertible Notes will be about HK\$59.3 million. The net proceeds will be used for general working capital of the Group and the funding of new investment opportunities.

Share Subdivision and Change of Board Lot Size

On 29 January 2010, the Company announced a proposed share subdivision and change of board lot size. The Board proposed that each of the existing issued and unissued share of HK\$0.10 each in the share capital of the Company be subdivided into four (4) subdivided shares of HK\$0.025 each. Once the share subdivision becomes effective, the authorized share capital of the Company will be HK\$30,000,000 divided into 1,200,000,000 subdivided shares and the board lot size of the shares be changed from 20,000 shares to 5,000 subdivided shares.

OUTLOOK

Looking into 2010, while the global economy appears stabilized, investors optimism has been picking up. In particular, significant economic stimulus programs have induced encouraging growth momentum in China.

The Group will continue to identify and pursue new investment opportunities and manage the existing investments in accordance with the Company's investment objective and policy of achieving long term capital appreciation and growth in profits.

The Group is currently shifting the investment strategy with particular focus on investment targets in infrastructure, mine and resources, property, retail and services sectors in China.

可換股票據配售

於二零一零年一月二十八日，本公司與代理商建勤融資有限公司訂立可換股票據配售協議，配售本金額為3,000萬港元之三年期零票息可換股票據(「第一可換股票據」)，將於到期日按未贖回票據本金額110%之金額贖回。

本公司亦於同日與控股股東Favor Hero Investments Ltd訂立可換股票據認購協議，認購本金額為3,000萬港元之可換股票據(「第二可換股票據」)。第二可換股票據之主要條款及條件與第一可換股票據相同。

上述「第一及第二可換股票據」可按初步兌換價每股2.60港元(可予調整)兌換為兌換股份，合共發行23,076,922股新股份。

發行第一及第二可換股票據之估計所得款項淨額將約為5,930萬港元。所得款項淨額將用作本集團之一般營運資金及為新投資機會提供資金。

股份拆細及更改每手買賣單位

於二零一零年一月二十九日，本公司宣佈建議股份拆細及更改每手買賣單位。董事會建議將本公司股本中每股面值0.10港元之每股現有已發行及未發行股份拆細為四(4)股每股面值0.025港元之拆細股份。於股份拆細生效後，本公司之法定股本將由3,000萬港元分為12億股拆細股份，股份之每手買賣單位將由20,000股股份更改為5,000股拆細股份。

展望

展望二零一零年，全球經濟似乎已回穩，投資者態度紛紛轉趨樂觀，尤其是重大的經濟刺激方案出台，已拉動中國可觀的增長勢頭。

本集團將按照本公司達致長期資本增值及溢利增長之投資目標及政策，持續物色及尋求新投資機會及管理現有投資。

本集團現正轉變投資策略，特別將重點放在中國之基建、採礦及資源、房地產、零售及服務等行業物色各項投資目標。

Chairman's Statement and Management Discussion (continued)

主席報告書及管理層論述(續)

EMPLOYEE AND REMUNERATION POLICIES

Remuneration policies for the employees and the directors are reviewed by the Group in accordance with the market situation and their performance from time to time. No director or executive is involved in dealing his own remuneration. In addition to salary payments, the Company has participated in the Mandatory Provident Fund Scheme (the "MPF Scheme") in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Pursuant to the rules of the MPF Scheme, the Group and its employees are each required to make contributions to the scheme at 5% of their monthly relevant income.

APPRECIATION

I would like to express my sincere thanks to all our shareholders for their continuing support, and to Mr. Alvin Leslie Lam, Mr. Ronald Yan, Mr. Leo Chan and Mr. Raymond Chan who have resigned from the Board in December 2009, and Mr. Cheuk Yuk Lung who has resigned from the Board in January 2010, for their valuable services in the past. Mr. Cheuk continues to serve the Group in making investment decisions as a member of the executive committee. I would like to welcome Mr. Richard Lui, Ms. Elsa Wong and Mr. Feng Nien Shu on our Board and am confident that their professional knowledge and skills will contribute to the success of our Board. Lastly, I would like to thank our staff for their loyalty, commitment and diligence in the past year.

Lau Tom Ko Yuen
Chairman

Hong Kong, 26 April 2010

僱員及薪酬政策

僱員及董事之薪酬政策經本集團不時根據市況及彼等之表現進行審閱。概無董事或行政人員參與釐定其本身之薪酬。除薪酬支出外，本公司已在香港加入強制性公積金計劃(「強積金計劃」)。強積金計劃已根據強制性公積金計劃條例向強制性公積金計劃管理局登記。強積金計劃之資產與本集團之資產在獨立信託人控制之基金下分開持有。根據強積金計劃之規定，本集團及其僱員各自須按彼等每月之相關收入向計劃作出5%之供款。

致謝

本人謹此對本公司全體股東一直以來的支持，以及已於二零零九年十二月辭任董事會之林焯偉先生、甄懋強先生、陳輝虞先生及陳兆榮先生，以及已於二零一零年一月辭任董事會之卓育龍先生於過去所提供之寶貴服務致以衷心謝意。卓先生將繼續出任執行委員會成員，為本集團作出投資決策。本人謹此歡迎呂兆泉先生、黃麗堅女士及鄧念叔先生加入董事會，本人相信，彼等的專業知識及技能將能成功為本公司董事會作出貢獻。最後，本人謹此對員工於過去一年忠誠奉獻及全力以赴致以衷心謝意。

主席
劉高原

香港，二零一零年四月二十六日

Directors' Report

董事會報告

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

董事謹此提呈截至二零零九年十二月三十一日止年度之董事會報告及經審核綜合財務報表。

Principal Activities

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are the holding of equity or equity-related investments and the provision of management services to these investee companies.

主要業務

本公司之主要業務為投資控股，各附屬公司之主要業務則為持有股本或與股本有關之投資，並向該等所投資之公司提供管理服務。

Results and Appropriations

The results of the Group for the year ended 31 December 2009 and the state of affairs of the Group and the Company at that date are set out in the financial statements on pages 26 to 29.

業績及分配

本集團截至二零零九年十二月三十一日止年度之業績與本集團及本公司於該日之財務狀況載於第26至第29頁之財務報表。

The directors do not recommend the payment of a dividend.

董事不建議派發股息。

Reserves

Movements in the reserves of the Group and the Company during the year are set out in note 31 to the financial statements.

儲備

本集團及本公司於年內之儲備變動載於財務報表附註31。

Subsidiaries and Associates

Particulars of the Company's principal subsidiaries and the Group's principal associates as at 31 December 2009 are set out in notes 17 to 18 to the financial statements respectively.

附屬公司及聯營公司

本公司主要附屬公司及本集團主要聯營公司於二零零九年十二月三十一日之詳情分別載於財務報表附註17至18。

Share Capital

Details of movements in share capital of the Company during the year are set out in note 30 to the financial statements.

股本

本公司股本於年內之變動詳情載於財務報表附註30。

Five Year Financial Summary

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 112.

五年財務概要

本集團業績及資產與負債於過往五個財政年度之概要載於第112頁。

Directors' Report (continued)

董事會報告 (續)

Directors

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

Executive Directors

Lau Tom Ko Yuen (*appointed on 9 November 2009 as a non-executive director and re-designated as an executive director on 30 December 2009*)

Lam Kwing Wai, Alvin Leslie (*resigned on 30 December 2009*)

Cheuk Yuk Lung (*resigned on 29 January 2010*)

Independent Non-Executive Directors

Feng Nien Shu (*appointed on 21 December 2009*)

Lui Siu Tsuen, Richard (*appointed on 21 December 2009*)

Wong Lai Kin, Elsa (*appointed on 21 December 2009*)

Yan Mou Keung, Ronald (*resigned on 23 December 2009*)

Chan Fai Yue, Leo (*resigned on 22 December 2009*)

Chan Siu Wing, Raymond (*resigned on 22 December 2009*)

In accordance with the Company's Bye-Laws, Mr. Lau Tom Ko Yuen, Mr. Feng Nien Shu, Mr. Lui Siu Tsuen, Richard and Ms. Wong Lai Kin, Elsa shall retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Each independent non-executive director has, pursuant to the rule 3.13 of the Listing Rules, confirmed that he/she is independent of the Company. The Company considers that they are independent. The term of office of each independent non-executive director is for a period of two years until 20 December 2011 subject to the requirement that one-third of all the directors shall retire from office by rotation at each annual general meeting pursuant to the Bye-Laws of the Company.

董事

本公司於年內及截至本報告日期在任之董事如下：

執行董事

劉高原 (於二零零九年十一月九日獲委任為非執行董事，並於二零零九年十二月三十日調任為執行董事)

林焯偉 (於二零零九年十二月三十日辭任)

卓育龍 (於二零一零年一月二十九日辭任)

獨立非執行董事

鄧念叔 (於二零零九年十二月二十一日獲委任)

呂兆泉 (於二零零九年十二月二十一日獲委任)

黃麗堅 (於二零零九年十二月二十一日獲委任)

甄懋強 (於二零零九年十二月二十三日辭任)

陳輝虞 (於二零零九年十二月二十二日辭任)

陳兆榮 (於二零零九年十二月二十二日辭任)

根據本公司之公司細則，劉高原先生、鄧念叔先生、呂兆泉先生及黃麗堅女士將於應屆股東週年大會退任，且符合資格並願意重選連任。

根據上市規則第3.13條，各獨立非執行董事已確認其乃獨立於本公司，而本公司亦認為彼等屬獨立人士。各獨立非執行董事之任期為期兩年，直至二零一一年十二月二十日為止，並須遵守本公司公司細則之規定，於各股東週年大會上，全體董事之三分之一須輪值退任。

Directors' Report (continued) 董事會報告 (續)

Biographical Details of Directors

The biographical details of the directors of the Company are as follows:

Executive Directors

Mr. Lau Tom Ko Yuen, aged 58, was appointed as a non-executive director and then re-designated as an executive director of the Company in 2009. He is also the chairman of the remuneration committee and director of subsidiaries of the Company. Mr. Lau has over 36 years of international experience in investment, corporate development and management in infrastructure developments as well as construction and engineering services involving road, port, power, telecommunications, mining and resources sectors in the Asia Pacific Region. Mr. Lau is currently the deputy chairman and managing director of PYI Corporation Limited, the deputy chairman and non-executive director of Paul Y. Engineering Group Limited and an independent non-executive director of China National Building Material Company Limited. The shares of all three companies are listed on the main board of The Stock Exchange of Hong Kong Limited.

Independent Non-Executive Directors

Mr. Feng Nien Shu, aged 43, was appointed as an independent non-executive director of the Company in 2009. He is a member of the audit committee and remuneration committee of the Company. He holds a Master of Business Administration degree from the University of Windsor in Canada and a Bachelor of Arts degree from the York University in Canada. He has over 18 years of experience in investment, merger and acquisition in China and South East Asia. Mr. Feng is the chief investment officer of Yangtze Advisory Group, an investment advisor and manager of several China focused private equity funds.

Mr. Lui Siu Tsuen, Richard, aged 54, was appointed as an independent non-executive director of the Company in 2009. He is the chairman of the audit committee and a member of the remuneration committee of the Company. He holds a Master of Business Administration degree from the University of Adelaide in Australia. He is a member of the Institute of Chartered Accountants in England and Wales, the CPA Australia, the Hong Kong Institute of Certified Public Accountants and the Chartered Institute of Management Accountants in the United Kingdom, and is a practicing Certified Public Accountant in Hong Kong. Mr. Lui has over 30 years of experience in accounting, financial and corporate management and has held senior financial position in an international accounting firm and various private and public listed companies.

董事簡歷

本公司董事簡歷如下：

執行董事

劉高原先生，五十八歲，於二零零九年獲委任為本公司之非執行董事，並於同年調任為執行董事。彼亦為薪酬委員會主席及本公司附屬公司之董事。劉先生於亞太地區之公路、港口、電廠、電訊、採礦及資源產業等基礎建設及建築工程服務方面積逾三十六年之國際投資、企業發展及管理經驗。劉先生現為保華集團有限公司之副主席兼總裁、保華建業集團有限公司之副主席及非執行董事，以及中國建材股份有限公司之獨立非執行董事。三間公司之股份均於香港聯合交易所有限公司主板上市。

獨立非執行董事

鄧念叔先生，四十三歲，於二零零九年獲委任為本公司之獨立非執行董事。彼為本公司審核委員會及薪酬委員會成員。彼持有加拿大溫莎大學工商管理碩士學位及加拿大約克大學文學士學位。彼於中國及東南亞積逾十八年投資及併購經驗。鄧先生為揚子資本管理集團之首席投資總監，該集團是數間主力投資中國私募股權基金之投資顧問及經理。

呂兆泉先生，五十四歲，於二零零九年獲委任為本公司之獨立非執行董事。彼為本公司審核委員會主席及薪酬委員會成員。彼持有澳洲阿德雷德大學工商管理碩士學位。彼為特許會計師協會—英格蘭及威爾斯、澳洲會計師公會、香港會計師公會及英國特許管理會計師公會之會員，並為香港執業會計師。呂先生於會計、財務及企業管理方面積逾三十年經驗，且曾於一間國際會計師行、多間私人機構及上市公司擔任財務要職。

Directors' Report (continued)

董事會報告 (續)

Ms. Wong Lai Kin, Elsa, aged 44, was appointed as an independent non-executive director of the Company in 2009. She is a member of the audit committee of the Company. She holds a Bachelor's and Master's degree in Law from The University of Hong Kong, as well as a Master's degree in Corporate Finance from The Hong Kong Polytechnic University. Ms. Wong is a solicitor of the Supreme Court of Hong Kong and Supreme Court of England and Wales, a member of the Hong Kong Law Society and Hong Kong Society for Financial Analysts. She also holds the Chartered Financial Analyst designation. Ms. Wong has over 20 years of experience in legal profession, with majority years working as corporate counsel and company secretary of Hong Kong listed companies.

Senior Management

Mr. Cheuk Yuk Lung, aged 44, was appointed as an executive director of the Company in 2004 and was the managing director of the Company. Following Mr. Cheuk's resignation from the Board in January 2010, he was appointed as Chief Operating Officer of the Group. 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. Mr. Cheuk has extensive professional experience in management, finance, accounting and auditing fields.

Ms. Fong Siu Ying Carol, aged 41, joined the Company in 2010 and held the position of Financial Controller. Ms. Fong graduated from The Hong Kong Polytechnic University and holds a Bachelor of Arts degree in Accountancy. Ms. Fong is a fellow of both the Association of Chartered Certified Accountants and an associate member of The Hong Kong Institute of Certified Public Accountants. She has over 17 years' experiences in accounting, auditing, internal audit, financial planning and analysis. Prior to joining the Company, she has held various managerial positions with US Fortune 500 multinational companies and has relevant audit experience gained from an international accounting firm.

The investment manager, Sinox Fund Management Limited ("SINOX"), also provides management services to the Group, pursuant to the terms of the written management agreement.

Directors' Service Contract

None of the directors has a service contract with the Company which cannot be terminated by the Company within one year without payment of compensation.

黃麗堅女士，四十四歲，於二零零九年獲委任為本公司之獨立非執行董事。彼為本公司審核委員會成員。彼持有香港大學法律學士學位和法律碩士學位及香港理工大學企業融資碩士學位。黃女士是香港高等法院和英格蘭及威爾斯最高法院律師、香港律師公會及香港財經分析師學會之會員。彼亦持有特許分析師之資格。黃女士於法律界積逾二十年經驗，多年來任職香港上市公司之內部律師及公司秘書。

高級管理層

卓育龍先生，四十四歲，於二零零四年獲委任為本公司之執行董事，並為本公司之董事總經理。卓先生於二零一零年一月辭任董事會後，彼獲委任為本集團之營運總裁。彼為英國特許公認會計師公會資深會員及香港會計師公會會員。卓先生於管理、金融、會計及審計方面擁有豐富之專業經驗。

方少英女士，四十一歲，於二零一零年加入本公司，並擔任財務總監。方女士畢業於香港理工大學及持有會計學學士學位。方女士為英國特許公認會計師公會資深會員及香港會計師公會會員。彼於會計、審計及內部審核、財務策劃及分析擁有逾十七年經驗。加入本公司前，彼於多家美國財富500強的跨國公司擔任多個管理職位，並於一家國際會計師行獲得審計之相關經驗。

投資經理利禾資金管理有限公司(「利禾」)亦根據書面管理協議之條款向本集團提供管理服務。

董事之服務合約

各董事與本公司概無訂立在一一年內本公司不作出賠償則不可終止之服務合約。

Directors' Report (continued) 董事會報告 (續)

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

As at 31 December 2009, the interests and short positions of the directors and any of their associates in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code contained in the Listing Rules were as follows:

Long positions in shares of HK\$0.10 each of the Company

Name of Director	董事姓名	Personal* Interests	Family* Interests	Corporate# Interests	Total Interests	Percentage of issued share capital of the Company 佔本公司 已發行之 股本之 百分比
Lau Tom Ko Yuen	劉高原	—	—	66,722,710	66,722,710	52.01% (Note) (附註)

* Beneficial owner

+ Interests of spouse

Interests beneficially held by the company itself or through companies controlled by it

Note: The shares were held by Favor Hero Investments Limited, a company wholly owned by Sun Matrix Limited which was wholly-owned by Mr. Lau Tom Ko Yuen as disclosed in the "Substantial Shareholders" below. Mr. Lau Tom Ko Yuen was therefore deemed to be interested in 66,722,710 shares held by Favor Hero Investments Limited.

董事於股份及相關股份之權益及淡倉

按本公司根據證券及期貨條例(「證券及期貨條例」)第352條而設立之登記冊所記錄或按本公司及香港聯合交易所有限公司(「聯交所」)根據上市規則所載之標準守則獲知會，於二零零九年十二月三十一日，各董事及任何彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份中擁有之權益及淡倉如下：

於本公司每股面值0.10港元之股份之好倉

* 實益擁有人

+ 配偶權益

權益由公司本身或透過其控制之公司實益持有

附註：誠如下文「主要股東」所披露，股份由 Sun Matrix Limited 全資擁有之 Favor Hero Investments Limited 持有，而 Sun Matrix Limited 由劉高原先生全資擁有。因此，劉高原先生被視為於 Favor Hero Investments Limited 所持有之 66,722,710 股股份中擁有權益。

Save as disclosed above, none of the directors nor their associates of the Company had or was deemed to have any interest or short position in the shares or underlying shares of the Company or any of its associated corporations as recorded in the register that required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

除上文所披露者外，本公司根據證券及期貨條例第352條而設立之登記冊所記錄或按本公司及聯交所根據上市規則所載之標準守則獲知會，本公司董事或彼等之聯繫人士概無擁有或被視為於本公司或其任何相聯法團之股份或相關股份中擁有任何權益或淡倉。

Directors' Report (continued) 董事會報告(續)

Directors' Rights to Acquire Shares

At no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate and neither the directors nor the chief executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company.

Directors' Interests in Contracts

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

Connected Transactions

On 31 August 2007, the Company entered into agreement with SINOX for a period of three years commencing from 1 September 2007 to 31 August 2010 (the "Agreement") unless either party provides written termination notice of at least six months to the other and shall be on the same terms and conditions of the agreement dated 27 April 2006 (the "Last Agreement") except that (i) the calculation of the amount of the management fee payable to SINOX from the Company has been revised from 0.75% per annum of the consolidated net asset value of the Company to 1.90% per annum of the consolidated net asset value of the Company and (ii) the tenor has been revised from the period from 1 April 2006 to 31 March 2009 to the period from 1 September 2007 to 31 August 2010. The Agreement superseded the Last Agreement and become the latest investment management agreement entered into between the Company and SINOX.

董事購買股份之權利

本公司或其任何附屬公司於年內任何時間並無訂立任何安排，使本公司董事可藉購入本公司或任何其他法人團體之股份或債權證而獲益，而各董事、行政總裁、任何彼等之配偶或十八歲以下子女亦無擁有可認購本公司證券之任何權利。

董事之合約權益

本公司或其任何附屬公司於年終或於年內任何時間均無訂立與本集團業務有關而本公司董事直接或間接擁有重大權益之重大合約。

關連交易

於二零零七年八月三十一日，本公司與利禾訂立協議（「該協議」），除非任何訂約方向對方發出最少六個月之書面終止通知，否則該協議由二零零七年九月一日起至二零一零年八月三十一日止，為期三年，而條款及條件與日期為二零零六年四月二十七日之協議（「上一份協議」）相同，惟(i)本公司應付予利禾之管理費已由按本公司綜合資產淨值之每年0.75%計算修訂為按本公司綜合資產淨值之每年1.90%計算，及(ii)年期已由二零零六年四月一日至二零零九年三月三十一日期間修訂為由二零零七年九月一日至二零一零年八月三十一日期間。該協議取代上一份協議而成為本公司與利禾訂立之最新投資管理協議。

Directors' Report (continued)

董事會報告 (續)

The amount of the management fee payable to SINOX in accordance with the Last Agreement was calculated based on 0.75% per annum of the consolidated net asset value of the Company and is now revised to 1.90% per annum of the consolidated net asset value of the Company during the duration of the Agreement after discussion between SINOX and the Board of the Company by reason that the value of the assets of the Group has been drastically increased in the past year and will be expected to increase under the current favourable economic growth and stock market performance in both the PRC and Hong Kong and that the Group is evaluating some potential investment projects in the PRC with a view of gaining favourable investment returns and yields for the shareholders of which SINOX will be required to involve more time and effort in the management and administrative services including but not limited to the performance of the feasibility studies and financial analysis of the relevant potential investment projects in the PRC when comparing with its previous scope of works provided with the Company.

Pursuant to the terms of the Agreement, SINOX shall receive from the Company a management fee of 1.90% per annum of the consolidated net asset value of the Company payable at the end of each month.

In view of the financial tsunami and the difficult and uncertain economic environment, the Company agreed to pay and SINOX agreed to receive a temporarily adjusted monthly management fee at a fix sum of HK\$250,000 until June 2010 but subject to review in view of the uncertain economic environment.

The directors, including the Company's existing independent non-executive directors, Mr. Feng Nien Shu, Mr. Lui Siu Tsuen, Richard and Ms. Wong Lai Kin, Elsa, considered that the Agreement is in the best interests of the Group and was entered into on normal commercial terms, in the ordinary course of business of the Company and that the rate of the management fee is fair and reasonable so far as the shareholders of the Company are concerned.

The Board has also confirmed that a letter pursuant to Rule 14A.38 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") has been issued to the Board by the auditors of the Company.

應付予利禾之管理費根據上一份協議乃按本公司綜合資產淨值之每年0.75%計算，惟經利禾與本公司董事會討論後，現時已修訂為按本公司於該協議年期內之綜合資產淨值之每年1.90%計算，原因為本集團之資產價值於去年大幅提高，並預期因中國及香港現時經濟增長及股市表現利好而有所增加，以及本集團正評估若干於中國之潛在投資項目，以為股東賺取有利投資回報及收益，而與以往向本公司提供之工作範疇比較，利禾將需投放更多時間及努力於管理及行政服務(包括但不限於在中國進行有關潛在投資項目之可行性研究及財務分析)。

根據該協議之條款，利禾將向本公司收取相當於本公司綜合資產淨值每年1.90%之管理費，管理費於每月月底支付。

鑒於金融海嘯及艱難與不明朗的經濟環境，本公司同意支付而利禾同意收取經暫時性調整之每月定額管理費250,000港元，直至二零一零年六月止，惟於經濟環境不明朗時可予檢討。

董事(包括本公司現任的獨立非執行董事鄧念叔先生、呂兆泉先生及黃麗堅女士)認為，該協議符合本集團之最佳利益，並按一般商業條款於本公司日常業務過程中訂立，而管理費之比率就本公司股東而言亦屬公平合理。

董事會亦已確認，本公司之核數師已向董事會發出香港聯合交易所有限公司證券上市規則(「上市規則」)第14A.38條所規定之函件。

Directors' Report (continued) 董事會報告(續)

Substantial Shareholders

As at 31 December 2009, the following persons had interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in shares of HK\$0.10 each of the Company

Name	名稱	Personal* Interests	Family* Interests	Corporate# Interests	Total Interests	Percentage of issued share capital of the Company 佔本公司 已發行股本 之百分比
Favor Hero Investments Limited (note)	Favor Hero Investments Limited (附註)	—	—	66,722,710	66,722,710	52.01%
Sun Matrix Limited (note)	Sun Matrix Limited (附註)	—	—	66,722,710	66,722,710	52.01%
Lau Tom Ko Yuen (note)	劉高原 (附註)	—	—	66,722,710	66,722,710	52.01%
Toggenburger Christian Emil	Toggenburger Christian Emil	—	—	9,440,000	9,440,000	7.36%

* Beneficial owner
* 實益擁有人
+ Interests of spouse
+ 配偶權益
Interests beneficially held by the company itself or through companies controlled by it
權益由公司本身或透過其控制之公司實益持有

Note: Favor Hero Investments Limited was wholly-owned by Sun Matrix Limited which was wholly-owned by Mr. Lau Tom Ko Yuen. Accordingly, Sun Matrix Limited and Mr. Lau Tom Ko Yuen were therefore deemed to be interested in 66,722,710 shares held by Favor Hero Investments Limited.

主要股東

按本公司根據證券及期貨條例第336條而設立之登記冊所記錄，下列人士於二零零九年十二月三十一日於本公司之股份及相關股份中擁有權益及淡倉：

於本公司每股面值0.10港元之股份之好倉

Name	名稱	Personal* Interests	Family* Interests	Corporate# Interests	Total Interests	Percentage of issued share capital of the Company 佔本公司 已發行股本 之百分比
Favor Hero Investments Limited (note)	Favor Hero Investments Limited (附註)	—	—	66,722,710	66,722,710	52.01%
Sun Matrix Limited (note)	Sun Matrix Limited (附註)	—	—	66,722,710	66,722,710	52.01%
Lau Tom Ko Yuen (note)	劉高原 (附註)	—	—	66,722,710	66,722,710	52.01%
Toggenburger Christian Emil	Toggenburger Christian Emil	—	—	9,440,000	9,440,000	7.36%

* Beneficial owner
* 實益擁有人
+ Interests of spouse
+ 配偶權益
Interests beneficially held by the company itself or through companies controlled by it
權益由公司本身或透過其控制之公司實益持有

附註：Favor Hero Investments Limited 由 Sun Matrix Limited 全資擁有，而 Sun Matrix Limited 則由劉高原先生全資擁有。因此，Sun Matrix Limited 及劉高原先生被視為於 Favor Hero Investments Limited 所持有之 66,722,710 股股份中擁有權益。

Save as disclosed above, as at 31 December 2009, the directors were not aware of any other person who had an interest or short position in the shares or underlying shares of the Company as recorded in the register that required to be kept by the Company pursuant to Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

除上文所披露者外，按本公司根據證券及期貨條例第336條而設立之登記冊所記錄，於二零零九年十二月三十一日，就董事所知，並無任何其他人士於本公司之股份或相關股份中擁有權益或淡倉，及／或直接或間接擁有股本面值5%或以上之權益而附有在一切情況下可於本集團任何其他成員公司之股東大會上投票之權利。

Public Float

Based on the information that is publicly available to the Company and within the knowledge of its directors, as at the date of this report, there is sufficient public float as required under the Listing Rules.

公眾持股量

根據本公司可取得之公開資料及就其董事所知，於本報告日期，本公司根據上市規則所規定，擁有足夠公眾持股量。

Directors' Report (continued) 董事會報告(續)

Purchase, Sale or Redemption of Shares of The Company

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

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's Bye-Laws, or the Company Act (1981) of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Auditors

On 1 November 2006, RSM Nelson Wheeler tendered their resignation as the auditors of the Company and then H.H. Liu & Co., C.P.A. was appointed as auditors of the Company by the Board on the same date to fill the casual vacancy.

H. H. Liu & Co., C.P.A. retires and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

On behalf of the Board

Un Kwok Kee, John
Secretary

Hong Kong, 26 April 2010

購買、出售或贖回本公司股份

本公司及其任何附屬公司於年內概無購買、出售或贖回本公司任何股份。

優先認購股份權利

本公司之公司細則或百慕達(一九八一年)公司法並無優先認購股份權利條文規定本公司須按比例向現有股東發售新股份。

核數師

於二零零六年十一月一日，羅申美會計師行辭任本公司核數師一職。董事會於同日委任廖慶雄會計師事務所為本公司核數師以填補該臨時空缺。

廖慶雄會計師事務所將於應屆股東週年大會退任，惟符合資格並願意應聘續任。

代表董事會

秘書
袁國基

香港，二零一零年四月二十六日

Corporate Governance Report

企業管治報告

The Group is dedicated to maintaining a good credible framework of corporate governance with a view to being transparent, open and accountable to our shareholders.

The Company adopted all the code provisions in the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 of the Listing Rules as its own code on corporate governance practices.

During the year ended 31 December 2009, the Company has complied with the code provisions in the Code.

The Board

Composition

The Board currently consists of one executive director and three independent non-executive Directors ("INED(s)"), one of whom namely Mr. Lui Siu Tsuen, Richard has the appropriate professional accounting experience and expertise. The names and biographical details of each director are disclosed on pages 10 to 11 of this Annual Report. The changes of directorship during 2009 are disclosed in the section "Other information" below.

Each INED has, pursuant to the rule 3.13 of the Listing Rules, confirmed he/she is independent of the Company and the Company also considers that they are independent. The current term of office of each INED is for a period of two years until 20 December 2011 subject to the requirement that one-third of all the directors shall retire from office by rotation at each annual general meeting pursuant to the Bye-Laws of the Company. There is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board.

Function

The Board is responsible both for how the Company is managed and the Company's direction. Approval of the Board is required for the strategy of the Group, major acquisition and disposal, major capital investment, dividend policy, appointment and retirement of directors, remuneration policy and other major operational and financial matters. Day-to-day operations of the Group are taken up by the Company's management and the Company's investment manager.

The Board has established schedule of matters specifically reserved to the Board for its decision and those reserved for the management. The Board reviews this schedule on a periodic basis to ensure that it remains appropriate to the needs of the Company.

本集團致力為企業管治維持良好及可信之架構，以達致高透明度及持開放態度，並能向本集團股東負責。

本公司已採納所有載於上市規則附錄14之企業管治常規守則(「守則」)之守則條文，作為本公司之企業管治常規守則。

於截至二零零九年十二月三十一日止年度內，本公司已遵守守則之守則條文。

董事會

成員

董事會現時由一名執行董事及三名獨立非執行董事(「獨立非執行董事」)組成，其中一名獨立非執行董事呂兆泉先生具有適當之專業會計經驗及專業資格。各董事之姓名及履歷於本年報第10至11頁披露。董事之變動於「其他資料」一節披露。

根據上市規則第3.13條所載，各獨立非執行董事已確認其乃獨立於本公司，而本公司亦認為彼等屬獨立人士。各獨立非執行董事現時之任期為期兩年，直至二零一一年十二月二十日為止，並須遵守本公司公司細則之規定，於各股東週年大會上，全體董事之三分之一須輪值退任。董事會之成員各自並無任何關係(包括財務、業務、家族或其他重大／相關關係)。

職能

董事會負責制定本公司之管理方法及本公司之方針。本集團之策略、主要收購及出售、主要資本投資、股息政策、委任及罷免董事、薪酬政策以及其他主要經營及財務事宜，均須取得董事會之批准。本集團之日常運作由本公司管理層及本公司之投資經理負責。

董事會已為特別保留予董事會決定及保留予管理層決定之事宜制定時間表。董事會定期檢討該時間表，以確保其仍然配合本公司之需要。

Corporate Governance Report (continued) 企業管治報告 (續)

During 2009, Mr. Cheuk Yuk Lung was executive director of the Company. He subsequently resigned from the Board on 29 January 2010. Mr. Lam Kwing Wai, Alvin Leslie was the Chairman of the Board until his resignation on 30 December 2009. On the said date, Mr. Lau Tom Ko Yuen was appointed the Chairman of the Board.

於二零零九年，卓育龍先生為本公司之執行董事。彼其後於二零一零年一月二十九日辭任董事會。林焯偉先生為本公司主席，直至彼於二零零九年十二月三十日辭任止。於上述日期，劉高原先生獲委任為董事會主席。

The Board held four regular board meetings at approximately quarterly interval during the year 2009. Additional board meetings were held when necessary. Due notice and board papers were given to all directors prior to the meeting in accordance with the Listing Rules and the Code. Details of individual attendance of directors are set out in the table below:

董事會於二零零九年內舉行四次定期董事會會議，約每季舉行一次。額外董事會會議已於需要時舉行。本公司已根據上市規則及守則於舉行會議前向全體董事發出正式通知及董事會文件。董事之個別出席率詳情載於下表：

Attendance of individual directors at board meetings in 2009

每名董事於二零零九年董事會會議之出席率

Number of meetings	會議數目	9
Executive Directors	執行董事	
Lau Tom Ko Yuen (appointed on 9/11/2009)	劉高原 (於二零零九年十一月九日獲委任)	3/3
Lam Kwing Wai, Alvin Leslie (resigned on 30/12/2009)	林焯偉 (於二零零九年十二月三十日辭任)	8/8
Cheuk Yuk Lung (resigned on 29/01/2010)	卓育龍 (於二零一零年一月二十九日辭任)	8/9
INEDs	獨立非執行董事	
Feng Nien Shu (appointed on 21/12/2009)	豐念叔 (於二零零九年十二月二十一日獲委任)	1/1
Lui Siu Tsuen, Richard (appointed on 21/12/2009)	呂兆泉 (於二零零九年十二月二十一日獲委任)	1/1
Wong Lai Kin, Elsa (appointed on 21/12/2009)	黃麗堅 (於二零零九年十二月二十一日獲委任)	1/1
Yan Mou Keung, Ronald (resigned on 23/12/2009)	甄懋強 (於二零零九年十二月二十三日辭任)	6/8
Chan Fai Yue, Leo (resigned on 22/12/2009)	陳輝虞 (於二零零九年十二月二十二日辭任)	6/8
Chan Siu Wing, Raymond (resigned on 22/12/2009)	陳兆榮 (於二零零九年十二月二十二日辭任)	6/8

The Board has established procedure to enable directors, upon reasonable request, to seek independent professional advice in appropriate circumstances at the Company's expense.

董事會已設立程序，令董事得以因應合理要求在適當情況下尋求獨立專業意見，費用由本公司承擔。

Corporate Governance Report (continued)

企業管治報告(續)

Board Committees

To strengthen the functions of the Board and to enhance its expertise, there are two board committees namely, the Audit Committee and Remuneration Committee formed under the Board, with each performing different functions.

Audit Committee

The Audit Committee comprises three INEDs.

The role and function of the Audit Committee include:

- to serve as a focal point for communication between other Directors and the auditors in respect of the duties relating to financial and other reporting, internal controls, audits, and such other matters as the Board may determine from time to time.
- to assist the Board in fulfilling its responsibility by providing an independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the internal controls of the Group and the adequacy of the audits.
- to review the appointment of auditors on an annual basis including the review of the audit scope and approval of the audit fees.
- to review the annual and interim financial statements prior to their approval by the Board, and recommend application of accounting policies and changes to the financial reporting requirements.
- to ensure continuing auditor objectivity and to safeguard independence of the Company's auditors.

Set out below is the summary of work done in year 2009:

- to review of the financial statements for the year ended 31 December 2008 and for the six months ended 30 June 2009;
- to review of the effectiveness of the internal control system;
- to review of the auditors' statutory audit plan and the letters of representation; and
- to consider and approve the 2009 audit fees and audit work.

董事會委員會

為加強董事會之職能及提升其專業水平，董事會轄下設有兩個董事會委員會，即審核委員會及薪酬委員會，各自履行不同職能。

審核委員會

審核委員會由三名獨立非執行董事組成。

審核委員會之角色及職能包括：

- 就財務及其他申報事宜、內部監控、核數及董事會可能不時釐定之該等其他事宜，作為其他董事與核數師之間溝通之重要渠道。
- 透過提供獨立審閱及監察財務申報，並使其本身信納本集團具有有效之內部監控及已進行充份審核工作，從而協助董事會履行其職責。
- 每年檢討核數師之委任，包括審閱審核範圍及批准核數費用。
- 於董事會批准年度及中期財務報表前審閱有關財務報表，並就應用會計政策及財務申報規定之變動提供建議。
- 確保核數師之持續客觀性，並保障本公司核數師之獨立性。

以下載列於二零零九年完成之工作概要：

- 審閱截至二零零八年十二月三十一日止年度及截至二零零九年六月三十日止六個月之財務報表；
- 檢討內部監控系統之有效性；
- 審閱核數師之法定審核計劃及聲明函件；及
- 考慮並批准二零零九年之核數費用及核數工作。

Corporate Governance Report (continued) 企業管治報告 (續)

The Audit Committee held two meetings during the year. Details of individual attendance of its members are set out in the table below:

審核委員會於年內舉行兩次會議。其成員之個別出席率詳情載於下表：

Attendance of individual members at Audit Committee meetings in 2009

每名成員於二零零九年審核委員會會議之出席率

Number of meetings	會議數目	
INEDs	獨立非執行董事	
Lui Siu Tsuen, Richard (<i>Chairman of the Committee</i>) (<i>appointed on 22/12/2009</i>)	呂兆泉 (<i>委員會主席</i>) (<i>於二零零九年十二月二十二日獲委任</i>)	0/0
Feng Nien Shu (<i>appointed on 22/12/2009</i>)	豐念叔 (<i>於二零零九年十二月二十二日獲委任</i>)	0/0
Wong Lai Kin, Elsa (<i>appointed on 22/12/2009</i>)	黃麗堅 (<i>於二零零九年十二月二十二日獲委任</i>)	0/0
Chan Fai Yue, Leo (<i>Chairman of the Committee</i>) (<i>resigned on 22/12/2009</i>)	陳輝虞 (<i>委員會主席</i>) (<i>於二零零九年十二月二十二日辭任</i>)	2/2
Yan Mou Keung, Ronald (<i>resigned on 23/12/2009</i>)	甄懋強 (<i>於二零零九年十二月二十三日辭任</i>)	2/2
Chan Siu Wing, Raymond (<i>resigned on 22/12/2009</i>)	陳兆榮 (<i>於二零零九年十二月二十二日辭任</i>)	2/2

Remuneration Committee

The Board has established a Remuneration Committee, comprising two INEDs and the Chairman of the Company appointed by the Board, which meets at least once a year. The role and function of the Remuneration Committee include formulation of the remuneration policy, review and recommending to the Board the annual remuneration policy, and determination of the remuneration of the Executive Directors.

薪酬委員會

董事會已成立薪酬委員會，由董事會委任之兩名獨立非執行董事及本公司主席組成，並最少每年舉行一次會議。薪酬委員會之角色及職能包括制定薪酬政策、檢討及向董事會建議每年之薪酬政策，以及釐定執行董事之酬金。

Set out below is the summary of work of the Remuneration Committee done in year 2009:

以下載列薪酬委員會於二零零九年完成之工作概要：

- | | |
|---|-----------------------|
| — to review of the remuneration policy for 2009/2010; | — 檢討二零零九年／二零一零年之薪酬政策； |
| — to review of the remuneration of the Executive Directors and the INEDs; and | — 檢討執行董事及獨立非執行董事之酬金；及 |
| — to review of the annual share option policy. | — 檢討每年之購股權政策。 |

The Remuneration Committee held two meetings during 2009. Details of individual attendance of its members are set out in the table below:

薪酬委員會於二零零九年內舉行兩次會議。其成員之個別出席率詳情載於下表：

Corporate Governance Report (continued) 企業管治報告(續)

Attendance of individual members at Remuneration Committee meetings in 2009

每名成員於二零零九年薪酬委員會會議之出席率

Number of meetings	會議數目	
Executive directors	執行董事	
Lau Tom Ko Yuen (<i>Chairman of the Committee</i>) (<i>appointed on 22/12/2009</i>)	劉高原 (<i>委員會主席</i>) (於二零零九年十二月二十二日獲委任)	0/0
Lam Kwing Wai, Alvin Leslie (<i>Chairman of the Committee</i>) (<i>resigned on 22/12/2009</i>)	林焯偉 (<i>委員會主席</i>) (於二零零九年十二月二十二日辭任)	2/2
INEDs	獨立非執行董事	
Feng Nien Shu (<i>appointed on 22/12/2009</i>)	鄧念叔 (於二零零九年十二月二十二日獲委任)	0/0
Lui Siu Tsuen, Richard (<i>appointed on 22/12/2009</i>)	呂兆泉 (於二零零九年十二月二十二日獲委任)	0/0
Yan Mou Keung, Ronald (<i>resigned on 23/12/2009</i>)	甄懋強 (於二零零九年十二月二十三日辭任)	2/2
Chan Fai Yue, Leo (<i>resigned on 22/12/2009</i>)	陳輝虞 (於二零零九年十二月二十二日辭任)	2/2

Other information

The Board has not established a nomination committee. Mr. Lau Tom Ko Yuen was appointed as non-executive director on 9 November 2009 and was re-designated as executive director and appointed as chairman of the Board on 30 December 2009. Mr. Lam Kwing Wai, Alvin Leslie resigned as executive director and chairman of the Board on 30 December 2009. Mr. Feng Nien Shu, Mr. Lui Siu Tsuen, Richard and Ms. Wong Lai Kin, Elsa were appointed as independent non-executive directors on 21 December 2009. Mr. Chan Fai Yue, Leo and Mr. Chan Siu Wing, Raymond resigned as independent non-executive directors on 22 December 2009. Mr. Yan Mou Keung, Ronald resigned as independent non-executive director on 23 December 2009. All these changes of directorship were considered and approved by the board of directors of the Company. There was no removal of director during 2009. On 29 January 2010, Mr. Cheuk Yuk Lung resigned as executive director of the Company.

其他資料

董事會並無成立提名委員會。劉高原先生於二零零九年十一月九日獲委任為非執行董事，並於二零零九年十二月三十日調任執行董事及獲委任為董事會主席。林焯偉先生於二零零九年十二月三十日辭任執行董事及董事會主席。鄧念叔先生、呂兆泉先生及黃麗堅女士於二零零九年十二月二十一日獲委任為獨立非執行董事。陳輝虞先生及陳兆榮先生於二零零九年十二月二十二日辭任獨立非執行董事。甄懋強先生於二零零九年十二月二十三日辭任獨立非執行董事。所有該等董事變更乃經本公司董事會考慮及批准。二零零九年內，本公司並無董事之罷免。於二零一零年一月二十九日，卓育龍先生辭任本公司執行董事。

Internal Control

The Board is responsible for the internal control of the Group and for reviewing its effectiveness. Procedures have been designed for safeguarding assets against unauthorized use or deposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance of applicable laws, rules and regulations. The procedures provide reasonable but not absolute assurance against material errors, losses or fraud.

內部監控

董事會負責本集團之內部監控，並檢討其有效性。本公司已制定程序，以保障未經授權使用或處置資產、確保維持妥善會計紀錄，以提供可靠財務資料供內部使用或以供刊發，並確保遵守適用法例、規則及法規。該等程序為重大錯誤、損失或欺詐事件提供合理但非絕對之保障。

Corporate Governance Report (continued) 企業管治報告(續)

Internal audit has been conducted by the investment manager, Sinox Fund Management Limited (“Sinox”) for the Company, its subsidiaries and associated companies. Sinox is responsible for the review of the effectiveness of the Group’s material internal controls so as to provide assurance that key business and operational risks are identified and managed. The work carried out by Sinox will ensure the internal controls are carried out appropriately and functioning as intended. The Board together with Sinox has reviewed the effectiveness the internal control procedures of the Group.

During the year, the Board together with Sinox reviewed the internal control procedures and risk management system of the Group. Such review also covered adequacy of resources qualifications and experience of staff of the Company’s accounting and financial reporting function and their training programme and budget.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 of the Listing Rules as the codes of conduct regarding securities transactions by directors and by relevant employees (as defined in the Code). All Directors have confirmed, following specific enquiry by the Company, that they fully complied with the Model Code throughout the year 2009.

Auditors’ Remuneration

During the year, the fees paid to the Company’s Auditors, H.H. Liu & Co., C.P.A. amounted to HK\$200,000 in respect of audit and taxation services.

Directors’ Responsibility for Preparing the Financial Statements

The Directors acknowledge that it is their responsibilities in preparing the financial statements. The Statement of the Auditors about their reporting responsibilities on the financial statements is set out in the Auditors’ Report on page 24.

投資經理利禾資金管理有限公司(「利禾」)已為本公司、其附屬公司及聯營公司進行內部審核。利禾負責檢討本集團重要內部監控之有效性，務求可確保主要業務及經營風險已獲識別並加以管理。利禾所進行之工作將確保內部監控經已適當地進行，並能按預期運作。董事會與利禾已檢討集團內部監控程序之有效性。

年內，董事會與利禾已檢討本集團之內部監控程序及風險管理系統。有關檢討亦包括本公司會計及財務申報職能之員工之資歷及經驗之足夠性，以及其培訓計劃及預算。

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的標準守則(「標準守則」)作為有關董事及相關僱員(定義見守則)進行證券交易之操守準則。經本公司作出具體查詢後，全體董事已確認彼等於二零零九年內一直全面遵守標準守則。

核數師之酬金

年內，就核數及稅務服務而向本公司核數師廖慶雄會計師事務所支付之費用為200,000港元。

董事就編製財務報表之責任

董事確認，編製財務報表乃彼等之責任。有關彼等對財務報表之申報責任之核數師聲明載於第24頁之核數師報告內。

Shareholder Communication

The objective of shareholder communication is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, various notices, announcements and circulars. Procedure for voting by poll has been included in circular of the Company accompanying notice convening general meeting and has been read out by the chairman at the general meeting.

At the annual general meeting and special general meeting held in 2009, a separate resolution was proposed by the Chairman in respect of each separate issue, including re-election directors and were voted by poll. All the directors including the members of the Audit Committee and Remuneration Committee attended the annual general meeting and special general meeting to answer questions of shareholders. The Company appointed the share registrar of the Company to act as scrutineer of the poll to ensure that votes cast are properly counted and recorded. The results of the poll were announced in accordance with the Listing Rules.

與股東之溝通

與股東溝通之目的為向股東提供有關本公司之詳細資料，使彼等可知情地行使其作為股東之權利。

本公司採用多種通訊工具，以確保其股東充分獲悉主要業務之重要事項，包括股東週年大會、年報、多項通告、公佈及通函。以投票方式表決之程序已載於隨附召開股東大會通告之本公司通函內，並經主席於股東大會上宣讀。

主席於二零零九年股東週年大會及股東特別大會上就各個別事項(包括重選董事)提呈獨立決議案並以投票方式表決。全體董事(包括審核委員會及薪酬委員會之成員)出席股東週年大會及股東特別大會，以回答股東之提問。本公司委任本公司之股份過戶登記處擔任投票表決之監票人，確保得到妥善點票及記錄。本公司根據上市規則宣佈有關投票結果。

Independent Auditors' Report

獨立核數師報告



廖慶雄會計師事務所
H. H. LIU & CO., *Certified Public Accountants*

To the shareholders of
Prosperity Investment Holdings Limited
(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Prosperity Investment Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 26 to 111, which comprise the consolidated and Company balance sheets 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 flow for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 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 consolidated financial statements are free from material misstatement.

致嘉進投資國際有限公司
(於百慕達註冊成立之有限公司)
全體股東

本核數師已審核載於第26至第111頁嘉進投資國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，當中包括於二零零九年十二月三十一日之綜合及貴公司之資產負債表以及截至該日止年度之綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策及其他說明附註之概要。

董事對綜合財務報表之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製並真實與公平地呈列該等綜合財務報表。此責任包括設計、實行及維持與編製並真實與公平地呈列綜合財務報表相關之內部監控，以確保其並無存有重大錯誤陳述(不論由欺詐或錯誤引起)；選擇並應用適當會計政策；及因應不同情況作出合理之會計估計。

核數師之責任

本核數師之責任是根據本核數師審核工作之結果，對該等綜合財務報表作出意見，並按照百慕達公司法第90條向閣下(作為法人)報告，除此以外並無其他用途。本核數師不會就本報告之內容向任何其他人士負責或承擔責任。本核數師已按照香港會計師公會頒佈之香港核數準則進行審核工作。該等準則規定本核數師遵守道德規範，並策劃及進行審核工作，以就綜合財務報表是否存有重大錯誤陳述，作出合理之確定。

Independent Auditors' Report (continued) 獨立核數師報告(續)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements.

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

Opinion

In our opinion, the 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 loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

H. H. Liu & Co.
Certified Public Accountants

Hong Kong

審核工作涉及進行程序，以取得綜合財務報表所載有關金額及披露事項之審核憑證。所選取之程序取決於核數師之判斷，包括評估綜合財務報表之重大錯誤陳述(不論其由欺詐或錯誤引起)之風險。在作出該等風險評估時，核數師考慮與實體編製並真實與公平地呈列綜合財務報表相關之內部監控，以因應不同情況設計適當審核程序，但並非旨在就實體內部監控是否有效而作出意見。審核工作亦包括評估董事所採用之會計政策是否適當及所作出之會計估計是否合理，並對綜合財務報表之整體呈列方式作出評估。

本核數師相信，本核數師已獲得充分恰當之審核憑證，以為本核數師之審核意見提供基礎。

意見

本核數師認為綜合財務報表已根據香港財務報告準則真實與公平地反映 貴公司與 貴集團於二零零九年十二月三十一日之財務狀況，及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定而適當編製。

廖慶雄會計師事務所
執業會計師

香港

Consolidated Income Statement

綜合收益表

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

			2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Revenue	收入			
Dividend income from investment securities and other investments/ financial assets, listed	來自投資證券及其他投資/財務資產之股息收入，上市		1,518,342	5,535,503
Net loss on financial assets at fair value through profit and loss	按公平值計入損益表之財務資產虧損淨額		(9,273,001)	(10,142,991)
			(7,754,659)	(4,607,488)
Other revenue	其他收入	5	5,953,310	9,129,379
Net loss on disposal of available-for-sale financial assets	出售可供出售財務資產虧損淨額		(70,515,692)	(19,835,040)
Net loss on disposal of derivative financial instruments	出售衍生財務工具虧損淨額		(156,000)	(116,233)
Fair value loss on investments held for trading	持有作買賣之投資之公平值虧損		(13,936,000)	(657,875)
			(86,409,041)	(16,087,257)
Gain on disposal of an associate	出售聯營公司之收益	6	1,101,760	247,456
Net loss on realization of subsidiaries	變現附屬公司之虧損淨額	7	(2,108,365)	—
Finance costs	融資成本	9	(122,030)	(75,120)
Provision for impairment losses	減值虧損撥備		—	(23,209,698)
Operating expenses	經營開支		(13,517,311)	(12,841,015)
Share of associates' results	攤佔聯營公司業績		(872,578)	(1,496,051)
			(15,518,524)	(37,374,428)
Loss before taxation	除稅前虧損	10	(101,927,565)	(53,461,685)
Income tax expense	所得稅開支	12	(91,656)	(97,774)
Loss for the year	本年度虧損	31	(102,019,221)	(53,559,459)
Loss attributable to: Owners of the parent	應佔虧損： 母公司擁有人		(102,019,221)	(53,559,459)
Loss per share	每股虧損			
Basic	基本	14	(0.81)	(0.49)
Diluted	攤薄	14	—	(0.48)

The notes on pages 33 to 111 form an integral part of these financial statements.

第33至第111頁之附註為此等財務報表之其中部份。

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Loss for the year	本年度虧損	(102,019,221)	(53,559,459)
Other comprehensive income	其他全面收益		
Fair value changes in convertible notes	可換股票據之公平值變動	9,140,582	—
Decrease in fair value of available-for-sale financial assets	可供出售財務資產之公平值減少	(6,743,209)	(196,886,391)
Reserve realized upon disposal of available-for-sale financial assets	出售可供出售財務資產後之已變現儲備	83,242,929	14,946,770
Other comprehensive income/(loss)	其他全面收益/(虧損)	85,640,302	(181,939,621)
Total comprehensive loss for the year	本年度全面虧損總額	(16,378,919)	(235,499,080)
Total comprehensive loss attributable to: Owners of the parent	應佔全面虧損總額： 母公司擁有人	(16,378,919)	(235,499,080)

The notes on pages 33 to 111 form an integral part of these financial statements.

第33至第111頁之附註為此等財務報表之其中部份。

Consolidated Balance Sheet

綜合資產負債表

At 31 December 2009

於二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Non-current assets	非流動資產			
Interests in associates	聯營公司權益	18	2,816	9,943,299
Held-to-maturity investments	持有直至到期之投資	19	—	66,805,273
Available-for-sale financial assets	可供出售財務資產	20	110,879,794	160,325,179
Investment in convertible notes — debt portion	於可換股票據之投資 — 債務部份	21	81,373,530	—
Investment in convertible notes — conversion portion	於可換股票據之投資 — 兌換部份	21	174,179	—
Other asset	其他資產	22	150,000	150,000
			192,580,319	237,223,751
Current assets	流動資產			
Available-for-sale financial assets	可供出售財務資產	20	8,918,000	37,689,717
Financial assets at fair value through profit or loss	按公平值計入損益表之 財務資產	23	26,264,000	237,125
Other receivables	其他應收賬項	24	3,291,631	28,715,692
Cash and bank balances	現金及銀行結餘	37	22,668,322	77,840,243
			61,141,953	144,482,777
Assets of disposal group classified as held for sale	分類為持有作出售之 出售組別資產	26	507,319	—
			61,649,272	144,482,777
Less: Current liabilities	減：流動負債			
Other payables	其他應付賬項	27	431,269	337,780
Interest-bearing borrowings	計息借貸	28	—	6,064,618
Due to Sinox Fund Management Limited	應付利禾基金管理 有限公司款項	29	250,000	240,404
Provision for taxation	稅項撥備		44,775	3,801,980
			726,044	10,444,782
Net Current assets	流動資產淨值		60,923,228	134,037,995
NET ASSETS	資產淨值		253,503,547	371,261,746
Capital and reserves	資本及儲備			
Equity attributable to owners of the parent	母公司擁有人 應佔權益			
Share capital	股本	30	12,828,920	12,468,920
Reserves	儲備	31	240,674,627	358,792,826
SHAREHOLDERS' FUNDS	股東資金		253,503,547	371,261,746
Net asset value per share	每股資產淨值	15	1.98	2.98

Approved by the Board of Directors on 26 April, 2010

經董事會於二零一零年四月二十六日批准

Lau Tom Ko Yuen 劉高原
Director 董事

Lui Siu Tsuen, Richard 呂兆泉
Director 董事

The notes on pages 33 to 111 form an integral part of these financial statements.

第33至第111頁之附註為此等財務報表之其中部份。

Balance Sheet

資產負債表

At 31 December 2009
於二零零九年十二月三十一日

		Notes 附註	2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Non-current assets	非流動資產			
Interests in subsidiaries	附屬公司權益	17	141,615,116	90,010,748
Available-for-sale financial assets	可供出售財務資產	20	—	47,263,053
			141,615,116	137,273,801
Current assets	流動資產			
Other receivables	其他應收賬項	24	229,708	3,301,549
Due from a subsidiary	應收一間附屬公司款項	25	64,243,040	105,926,454
Cash and bank balances	現金及銀行結餘	37	1,840,037	28,562,577
			66,312,785	137,790,580
Less: Current liabilities	減：流動負債			
Other payables	其他應付賬項	27	425,670	331,300
Due to Sinox Fund Management Limited	應付利禾資金管理有限公司款項	29	250,000	240,404
			675,670	571,704
Net current assets	流動資產淨值		65,637,115	137,218,876
NET ASSETS	資產淨值		207,252,231	274,492,677
Capital and reserves	資本及儲備			
Share capital	股本	30	12,828,920	12,468,920
Reserves	儲備	31	194,423,311	262,023,757
SHAREHOLDERS' FUNDS	股東資金		207,252,231	274,492,677

Approved by the Board of Directors on 26 April, 2010

經董事會於二零一零年四月二十六日批准

Lau Tom Ko Yuen 劉高原
Director 董事

Lui Siu Tsuen, Richard 呂兆泉
Director 董事

The notes on pages 33 to 111 form an integral part of these financial statements.

第33至第111頁之附註為此等財務報表之其中部份。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

		Reserves							Total
		Share capital	Share premium	Share option reserve	Contributed surplus	Changes in fair value of convertible notes	Changes in fair value of available-for-sale financial assets	(Accumulated losses)/ Retained profits	
		股本	股份溢價	購股權儲備	實繳盈餘	可換股票據之公平值變動	可供出售財務資產之公平值變動	(累計虧損)/ 保留溢利	總計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元
At 1 January 2008	於二零零八年一月一日	6,479,280	169,564,710	26,880,000	127,380,317	—	101,326,422	116,231,185	547,861,914
Prior year adjustment (Note 31a)	以前年度調整 (附註31a)	—	26,997,000	—	(26,997,000)	—	—	—	—
At 1 January 2008, as restated	於二零零八年一月一日 (重列)	6,479,280	196,561,710	26,880,000	100,383,317	—	101,326,422	116,231,185	547,861,914
Capital and Premium arise from:	資本及溢價產生自:								
— exercise of share option (Note 30a)	— 行使購股權 (附註30a)	500,000	9,500,000	(15,627,907)	—	—	—	—	(5,627,907)
— open offer (Note 30c)	— 公開發售 (附註30c)	3,489,640	31,406,760	—	—	—	—	—	34,896,400
— share placing (Note 30d)	— 股份配售 (附註30d)	2,000,000	20,000,000	—	—	—	—	—	22,000,000
Reversal of reserve for share option	購股權儲備發回	—	—	—	7,627,907	—	—	—	7,627,907
Release on disposal and written off of associates	出售及撤銷聯營公司時解除	—	—	—	—	—	—	2,512	2,512
Total comprehensive loss	全面虧損總額	—	—	—	—	—	(181,939,621)	(53,559,459)	(235,499,080)
At 31 December 2008	於二零零八年十二月三十一日	12,468,920	257,468,470	11,252,093	108,011,224	—	(80,613,199)	62,674,238	371,261,746
Capital and Premium arise from:	資本及溢價產生自:								
— exercise of share option (Note 30a)	— 行使購股權 (附註30a)	360,000	5,900,400	(5,008,320)	—	—	—	—	1,252,080
— share premium reduction (Note 31c)	— 削減股份溢價 (附註31c)	—	(97,041,650)	(6,243,773)	103,285,423	—	—	—	—
Distribution to shareholders (Note 31c)	向股東作出分派 (附註31c)	—	—	—	(85,953,764)	—	—	—	(85,953,764)
Dividends paid (Note 16)	已付股息 (附註16)	—	—	—	—	—	—	(16,677,596)	(16,677,596)
Total comprehensive loss	全面虧損總額	—	—	—	—	9,140,582	76,499,720	(102,019,221)	(16,378,919)
At 31 December 2009	於二零零九年十二月三十一日	12,828,920	166,327,220	—	125,342,883	9,140,582	(4,113,479)	(56,022,579)	253,503,547

The notes on pages 33 to 111 form an integral part of these financial statements.

第33至第111頁之附註為此等財務報表之其中部份。

Consolidated Statement of Cash Flow

綜合現金流量表

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
OPERATING ACTIVITIES	經營業務		
Loss before taxation	除稅前虧損	(101,927,565)	(53,461,685)
Adjustments for:	就以下項目作出調整：		
Interest on bank deposits and equity linked notes	銀行存款及權益掛鈎票據利息	(2,585,140)	(9,735,663)
Dividend income from investment securities and other investments/financial assets, listed	來自投資證券及其他投資／財務資產之股息收入，上市	(1,518,342)	(5,535,503)
Gain on disposal of an associate	出售聯營公司之收益	(1,101,760)	(247,456)
Net loss on realization of subsidiaries	變現附屬公司之虧損淨額	2,108,365	—
Recovery on other loan	收回其他貸款	(500,000)	—
Loss on disposal of held-to-maturity investments	出售持有直至到期之投資虧損	665,074	—
Written off of an associate	聯營公司撇銷	—	312
Provision for impairment losses	減值虧損撥備	—	23,209,698
Share of associates' results	攤佔聯營公司業績	872,578	1,496,051
Fair value changes in convertible notes — Embedded conversion option	可換股票據之公平值變動 — 內含兌換選擇權	(77,127)	—
Net loss on disposal of available-for-sale financial assets	出售可供出售財務資產虧損淨額	70,515,692	19,835,040
Net loss on derivative financial instruments	衍生財務工具虧損淨額	156,000	116,233
Net gain on disposal of structured investments	出售結構投資之收益淨額	—	(65,649)
Reversal/(Amortization) of held-to-maturity investments	持有直至到期之投資之撥回／(攤銷)	59,034	(59,034)
Decrease in net asset value of former subsidiaries	前附屬公司資產淨值減少	(5,836,702)	—
Decrease in value in former associates	前聯營公司價值減少	(2,471,799)	—
		(41,641,692)	(24,447,656)
Decrease/(Increase) in amounts due from associated companies	應收聯營公司款項減少／(增加)	12,250,016	(247,456)
(Increase)/Decrease in financial assets at fair value through profit or loss	按公平值計入損益表之財務資產(增加)／減少	(26,026,875)	2,439,475
Decrease in other receivables	其他應收賬項減少	25,424,061	6,879,934
Increase in assets of disposal group classified as held for sale	分類為持有作出售之出售組別資產增加	(507,319)	—
Increase/(Decrease) in other payables	其他應付賬項增加／(減少)	93,489	(1,451,281)
Increase/(Decrease) in amount due to Sinox Fund Management Limited	應付利禾資金管理有限公司款項增加／(減少)	9,596	(408,417)
CASH USED FOR OPERATIONS	經營所用現金	(30,398,724)	(17,235,401)
Tax paid	已付稅項	(4,017,715)	(353,654)
Tax refund	退回稅項	168,854	—
NET CASH OUTFLOWS FROM OPERATING ACTIVITIES	經營業務之現金流出淨額	(34,247,585)	(17,589,055)
NET OUTFLOWS FROM OPERATING ACTIVITIES	經營業務之流出淨額	(34,247,585)	(17,589,055)

Consolidated Statement of Cash Flow (continued)

綜合現金流量表(續)

For the year ended 31 December 2009
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		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
INVESTING ACTIVITIES	投資活動		
Dividends received from investment securities and other investments/financial assets, listed	來自投資證券及其他投資／財務資產之股息，上市	1,518,342	5,535,503
Interest on bank deposits and equity linked notes	銀行存款及權益掛鈎票據利息	2,585,140	9,735,663
Payment for available-for-sale financial assets	購買可供出售財務資產	(108,593,193)	(119,215,143)
Payment for convertible notes	購買可換股票據	(12,330,000)	—
Payment for associated companies	購買聯營公司	—	(2,200)
Payment for held-to-maturity investments	購買持有直至到期之投資	—	(66,746,239)
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	950,000	—
Proceeds from disposal of other loan	出售其他貸款所得款項	500,000	—
Proceeds from disposal of an associate company	出售聯營公司所得款項	3,169,785	249,656
Proceeds from disposal of derivative financial instruments	出售衍生財務工具所得款項	—	1,065,397
Proceeds from disposal of held-to-maturity investments	出售持有直至到期之投資所得款項	6,081,165	—
Proceeds from disposal of available-for-sale financial assets	出售可供出售財務資產所得款項	192,638,323	69,884,422
NET CASH INFLOWS/(OUTFLOWS) FROM INVESTING ACTIVITIES	投資活動之現金流入／(流出)淨額	86,519,562	(99,492,941)
FINANCING ACTIVITIES	融資活動		
Proceeds from issue of shares	發行股份之所得款項	1,252,080	34,896,400
Proceeds from share option	購股權之所得款項	—	2,000,000
Proceeds from share placing	配售股份之所得款項	—	22,000,000
Interim dividend paid and distribution to shareholders	已付中期股息及向股東作出之分派	(102,631,360)	—
Repayment of interest-bearing borrowings	償還計息借貸	(6,064,618)	(9,535,382)
Proceeds from interest-bearing borrowings	計息借貸之所得款項	—	15,600,000
NET CASH (OUTFLOWS)/INFLOWS FROM FINANCING ACTIVITIES	融資活動之現金(流出)／流入淨額	(107,443,898)	64,961,018
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及等同現金項目減少淨額	(55,171,921)	(52,120,978)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF FINANCIAL YEAR	財政年初之現金及等同現金項目	77,840,243	129,961,221
CASH AND CASH EQUIVALENTS AT THE END OF FINANCIAL YEAR	財政年終之現金及等同現金項目	22,668,322	77,840,243
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及等同現金項目之結餘分析		
Cash with brokers and cash in transit	存放於經紀之現金及在途現金	1,043	30,962,280
Cash and bank balances	現金及銀行結餘	22,667,279	46,877,963
CASH AND BANK BALANCES	現金及銀行結餘	22,668,322	77,840,243

The notes on pages 33 to 111 form an integral part of these financial statements.

第33至第111頁之附註為此等財務報表之其中部份。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

1. General Information

Prosperity Investment Holdings Limited (the "Company") is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited. The addresses of the registered office and principal place of business of the Company are disclosed in the corporation information of the annual report.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are the holding of equity or equity-related investments, loans financing and the provision of management services to the investee companies.

2. Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (the "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Companies Ordinance.

1. 一般資料

嘉進投資國際有限公司(「本公司」)在百慕達註冊成立為一間受豁免有限公司，其股份於香港聯合交易所有限公司上市。本公司註冊辦事處及主要營業地點之地址於年報之公司資料內披露。

本公司之主要業務為投資控股。各附屬公司之主要業務則為持有股本或與股本有關之投資、貸款融資及向所投資公司提供管理服務。

2. 綜合財務報表之編製基準

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)而編製。此外，綜合財務報表亦載有香港聯合交易所有限公司證券上市規則及香港公司條例所規定之適用披露事項。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

2. Basis of Preparation of Consolidated Financial Statements (continued)

Impact of New and Revised Hong Kong Financial Reporting Standards

The Company has adopted the following new and revised HKFRSs that are effective for accounting periods beginning on or after 1 January 2009.

HKFRSs (Amendments)	Improvements to HKFRSs
HKAS 1 (Revised)	Presentation of Financial Statements
HKAS 23 (Revised)	Borrowing Cost
Amendments to HKAS 32 and HKAS 1	Puttable Financial Instruments and Obligation Arising on Liquidation
Amendments to HKFRS 2	Share-based Payment — Vesting Conditions and Cancellations
Amendments to HKFRS 7	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segment
Amendments to HK(IFRIC) — Interpretation 9 and HKAS 39	Embedded Derivatives
HK(IFRIC) — Interpretation 16	Hedges of a Net Investment in a Foreign Operation

2. 綜合財務報表之編製基準(續)

新訂及經修訂香港財務報告準則之影響

本公司已採納下列新訂及經修訂香港財務報告準則，該等準則於二零零九年一月一日或之後開始之會計期間生效。

香港財務報告準則 (修訂本)	香港財務報告準則之改進
香港會計準則第1號 (經修訂)	財務報表之呈列
香港會計準則第23號 (經修訂)	借貸成本
香港會計準則第32號及香港會計準則第1號之修訂本	可沽售財務工具及清盤時產生之責任
香港財務報告準則第2號之修訂本	以股份支付—歸屬條件及註銷
香港財務報告準則第7號之修訂本	改進有關財務工具之披露
香港財務報告準則第8號	經營分類
香港(國際財務報告詮釋委員會)—詮釋第9號及香港會計準則第39號之修訂本	內含衍生工具
香港(國際財務報告詮釋委員會)—詮釋第16號	境外業務之淨投資對沖

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

2. Basis of Preparation of Consolidated Financial Statements (continued)

HKAS 1 (Revised) Presentation of Financial Statements

The adoption of HKAS 1 (Revised) makes certain changes to the format and titles of the primary financial statements and to the presentation of some items within these statements. It also gives rise to additional disclosures. The measurement and recognition of the Group's assets, liabilities, income and expenses is unchanged. However, some items that were recognised directly in equity are now recognised in other comprehensive income. HKAS 1 affects the presentation of changes in equity and introduces a "Statement of Comprehensive Income". Comparatives have been restated to conform with the revised standard.

HKFRS 8 Operating Segments

On adoption of HKFRS 8, based on the regular internal financial information reported to the Group's executive directors for their decisions about resources allocation to the Group's business components and review of these components' performance, the Group has single operating segment and the segment disclosures are presented on the same basis.

HKAS 23 (Revised) Borrowing Cost

The revised HKAS 23 eliminates the option in HKAS 23 (2004 version) of recognising all borrowing costs immediately as an expense. Consequently the Group is required to adopt a policy of capitalising borrowing costs which are directly attributable to the acquisition of a qualifying asset as part of the cost of that asset. The amendments to HKAS 23 have had no material impact on the Group's financial statements as the amendments and interpretations were consistent with policies already adopted by the Group.

Except for as stated above, the adoption of the new and revised HKFRSs did not result in significant changes to the Group's accounting policies.

2. 綜合財務報表之編製基準(續)

香港會計準則第1號(經修訂)財務報表之呈列

採納香港會計準則第1號(經修訂)對主要財務報表之格式與標題,以及該等報表內若干項目之呈列作出若干改動。其亦引致額外披露。本集團之資產、負債、收入及開支之計量及確認則維持不變。然而,過往直接於權益確認之若干項目,現於其他全面收益中確認。香港會計準則第1號亦影響權益變動之呈列方式,並引入「全面收益表」。比較數字已經重列,以符合經修訂準則。

香港財務報告準則第8號經營分類

採納香港財務報告準則第8號,乃以定期呈報予本集團執行董事以供彼等決定本集團各業務組成之資源分配並審閱該等組成之表現之內部財務資料為依據,本集團僅有單一經營分類,故將按相同基準呈列分類披露。

香港會計準則第23號(經修訂)借貸成本

經修訂香港會計準則第23號取消了香港會計準則第23號(二零零四年版本)中可將所有借貸成本立即確認為開支之選擇權。因此,本集團被要求採納一項可將直接歸屬於收購合資格資產之借貸成本資本化為該資產之部份成本之政策。由於有關修訂及詮釋與本集團已採納之政策一致,故香港會計準則第23號之修訂本並無對本集團之財務報表造成重大影響。

除上述者外,採納新訂及經修訂香港財務報告準則並無導致本集團之會計政策出現重大變動。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

2. Basis of Preparation of Consolidated Financial Statements (continued)

The Group has not yet applied the following revised standards, amendments or interpretations that have been issued but are not yet effective. The directors of the Company are in the process of making an assessment of the potential impact of the application of these revised standards, amendments and interpretations. Other than the mentioned below, it is so far concluded that the application of these revised standards, amendments and interpretations will have no material impact on the results and financial position of the Group.

HKFRSs (Amendments)	Improvements to HKFRSs 2009 ¹
HKFRS 1 (Revised)	First-time Adoption of Hong Kong Financial Reporting Standards ³
Amendments to HKAS 32	Classification of Rights Issues ⁴
Amendment to HKAS 39	Eligible Hedged Items ³
Amendments to HKFRS 1	Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards — Additional Exemptions for First-time Adopters ²
Amendments to HKFRS 2	Share-based Payment — Group Cash-settled Share-based Payment Transactions ²
HKAS 24 (Revised)	Related Party Disclosures ⁵
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ³
HKFRS 3 (Revised)	Business Combinations ³
HKFRS 9	Financial Instruments ⁶
HK(IFRIC) — Interpretation 17	Distributions of Non-cash Assets to Owners ³
HKFRS 1 (Revised)	First-time Adoption of Hong Kong Financial Reporting Standards ³

2. 綜合財務報表之編製基準(續)

本集團尚未應用下列已頒佈但尚未生效之經修訂準則、修訂或詮釋。本公司董事正在評估應用該等經修訂準則、修訂及詮釋之潛在影響。除下文所述者外，本公司董事目前認為應用該等經修訂準則、修訂及詮釋將不會對本集團之業績及財務狀況構成重大影響。

香港財務報告準則 (修訂本)	二零零九年香港財務報告準則之改進 ¹
香港財務報告準則第1號(經修訂)	首次採納香港財務報告準則 ³
香港會計準則第32號之修訂本	供股之分類 ⁴
香港會計準則第39號之修訂本	合資格對沖項目 ³
香港財務報告準則第1號之修訂本	對香港財務報告準則第1號首次採納香港財務報告準則一首次採納者之額外豁免之修訂 ²
香港財務報告準則第2號之修訂本	以股份支付一集團現金結算以股份支付之交易 ²
香港會計準則第24號(經修訂)	關連人士披露 ⁵
香港會計準則第27號(經修訂)	綜合及獨立財務報表 ³
香港財務報告準則第3號(經修訂)	業務合併 ³
香港財務報告準則第9號	財務工具 ⁶
香港(國際財務報告詮釋委員會)一詮釋第17號	向擁有人分派非現金資產 ³
香港財務報告準則第1號(經修訂)	首次採納香港財務報告準則 ³

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

2. Basis of Preparation of Consolidated Financial Statements (continued)

- ¹ Effective for annual periods beginning on or after 1 January 2009, 1 July 2009, and 1 January 2010, as appropriate.
- ² Effective for annual periods beginning on or after 1 January 2010.
- ³ Effective for annual periods beginning on or after 1 July 2009.
- ⁴ Effective for annual periods beginning on or after 1 February 2010.
- ⁵ Effective for annual periods beginning on or after 1 January 2011.
- ⁶ Effective for annual periods beginning on or after 1 January 2013.

The adoption of HKFRS 3 (Revised) may affect the accounting treatment for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning 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 that do not result in a loss of control, which will be accounted for as equity transactions. The directors of the Company anticipate that the application of the other new or revised standards, amendments or interpretations will have no material impact on the results for financial position of the Group.

HKFRS 9 uses a single approach to determine whether a financial asset is measured at amortised cost or fair value, replacing many different rules in HKAS 39. The approach in HKFRS 9 is based on how an entity manages its financial instruments (its business model) and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the many different impairment methods in HKAS 39. Thus HKFRS 9 improves comparability and makes financial statements easier to understand for investors and other users.

2. 綜合財務報表之編製基準(續)

- ¹ 於二零零九年一月一日、二零零九年七月一日及二零一零年一月一日(如適用)或之後開始之年度期間生效。
- ² 於二零一零年一月一日或之後開始之年度期間生效。
- ³ 於二零零九年七月一日或之後開始之年度期間生效。
- ⁴ 於二零一零年二月一日或之後開始之年度期間生效。
- ⁵ 於二零一一年一月一日或之後開始之年度期間生效。
- ⁶ 於二零一三年一月一日或之後開始之年度期間生效。

採納香港財務報告準則第3號(經修訂)可能對收購日期為二零一零年一月一日或之後開始之首個年度申報期間或之後之業務合併會計處理方法造成影響。香港會計準則第27號(經修訂)將會影響本集團於附屬公司之擁有權益變動但不會導致喪失控制權之會計處理方法，並將其列作股本交易。本公司董事預計，應用其他新訂或經修訂準則、修訂或詮釋將不會對本集團之業績或財務狀況構成重大影響。

香港財務報告準則第9號採用單一方法確定財務資產是否按攤銷成本或公平值計量，以取代香港會計準則第39號之多種規則。香港財務報告準則第9號採用之方法以一間實體如何管理其財務工具(其業務模式)及財務資產之合約現金流量特徵作為依據。新準則亦規定採用單一減值方法，以取代香港會計準則第39號之多種減值方法。因此，香港財務報告準則第9號改善可比較性及讓投資者及其他使用者更易理解財務報表。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies

(a) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Service income is recognised when services are provided.

Interest income from a financial asset excluding financial assets at fair value through profit or loss is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income from investments excluding financial assets at fair value through profit or loss is recognised when the shareholders' rights to receive payment have been established.

(b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

All significant intercompany transactions and balances, income and expenses within the Group are eliminated on consolidation.

3. 主要會計政策

(a) 收入確認

收入乃按已收或應收代價之公平值計量，指在正常業務過程中出售貨品及提供服務之應收款項，扣除折扣及銷售相關稅項。

服務收入於提供服務時確認。

財務資產(不包括按公平值計入損益表之財務資產)之利息收入參考尚未償還本金及適用實際利率按時間基準累計，有關利率指將財務資產之估計未來所收現金在預計年期內貼現至該資產賬面淨值之利率。

投資(不包括按公平值計入損益表之財務資產)之股息收入於確立股東收取款項之權利時確認。

(b) 綜合賬目之基準

綜合財務報表包括本公司及其附屬公司截至十二月三十一日之財務報表。附屬公司乃自開始受控制之日起至終止受控制之日止計入綜合財務報表。當本公司有權監察實體之財務及經營政策以自其業務中獲取利益時，即實現控制權。

所有本集團內公司間之重大交易及結餘、收入及開支已於綜合賬目時對銷。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(c) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses. The results of subsidiaries are accounted by the Company on the basis of dividend received and receivable.

3. 主要會計政策(續)

(c) 附屬公司

附屬公司指所有本集團有權控制其財務及運營政策之實體(包括特殊目的實體)，並一般擁有超過一半投票權之持股量。於評估本集團是否控制另一實體時，會考慮是否存在即時可行使或轉換之潛在投票權及其影響。

附屬公司於控制權轉移至本集團當日起全數綜合賬目，並自控制權終止當日起不再綜合賬目。

本集團就收購附屬公司採用購買會計法入賬。收購成本乃按交換當日已給予資產、已發行股本工具及已產生或承擔負債之公平值，另加收購直接應佔之成本計量。業務合併中所收購之可資識別資產及所承擔之負債及或然負債初步按收購日期之公平值計量，而不論任何少數股東權益數額。收購成本超出本集團攤佔所收購之可資識別資產淨值之公平值乃紀錄為商譽。倘收購成本低於所收購附屬公司之資產淨值之公平值，則差額直接於收益表確認。

本集團內公司間之交易、結餘及交易之未變現收益予以對銷。未變現虧損亦會對銷，除非交易提供已轉讓資產減值之證據則除外。如有需要，附屬公司之會計政策已經更改，以確保與本集團所採納之政策一致。

於本公司之資產負債表內，附屬公司投資按成本減減值虧損撥備列賬。本公司按已收及應收股息之基準將附屬公司之業績入賬。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(d) Associates

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment is classified as held for sale (in which case it is accounted for under HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations) or when the investment is designated as at fair value through profit or loss upon initial recognition or is classified as held for trading (in which case it is accounted for under HKAS 39 Financial Instruments: Recognition and Measurement). Under the equity method, investments in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associates, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

(e) Assets of disposal group classified as held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of the assets ("disposal groups") previous carrying amount and fair value less costs to sell.

3. 主要會計政策(續)

(d) 聯營公司

聯營公司乃指本集團或本公司對其管理層有重大影響力(包括參與財務及經營決策)但無控制權或共同控制權之實體。

聯營公司之業績、資產及負債以權益會計法計入此等綜合財務報表，惟倘投資獲分類為持有作出售(在此情況下則根據香港財務報告準則第5號持有作出售之非流動資產及已終止經營之業務入賬)或倘投資於初步確認時乃指定為按公平值計入損益表或分類為持有作買賣(在此情況下則根據香港會計準則第39號財務工具：確認及計量入賬)則除外。根據權益法，聯營公司投資乃按原值(已就本集團攤佔聯營公司之資產淨值於收購後之變動而作出調整)減任何已識別之減值虧損於綜合資產負債表入賬。倘本集團攤佔聯營公司之虧損相等或超出其於該聯營公司之權益(包括實際上組成本集團於聯營公司投資淨值之任何長期權益)，則本集團不再確認其攤佔之進一步虧損。額外攤佔之虧損僅以本集團已代該聯營公司產生法定或推定責任或作出付款為限予以撥備及按此確認負債。

(e) 分類為持有作出售之出售組別資產

倘非流動資產及出售組別之賬面值主要透過銷售交易而非持續使用而收回，則分類為持有作出售。僅於很可能進行銷售而資產(或出售組別)可即時以其現況出售時，方視作符合該條件。

分類為持有作出售之非流動資產(及出售組別)按資產(「出售組別」)過往之賬面值及公平值減出售成本兩者之較低者計量。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(f) Jointly controlled entities

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity which is subject to joint control and over which none of the participating parties has unilateral control.

A jointly controlled entity is a corporation, partnership, or other entity in which two or more venturers have an interest, under a contractual arrangement that establishes joint control over the entity. The Group's interests in jointly controlled entities are accounted for by the equity method. The Group's interests in jointly controlled entities include the Group's share of the net assets of the jointly controlled entities. The Group's share of post-acquisition profits or losses of jointly controlled entities is included in the consolidated income statement.

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

3. 主要會計政策(續)

(f) 共同控制實體

合營企業乃一項由本集團及其他各方為進行一項經濟活動而作出之合約安排，各參與方均對該活動有共同控制權及無單方面之最終控制權。

共同控制實體乃指根據確立對有關實體之共同控制權之合約安排，由兩名或以上合營方擁有權益之公司、合夥公司或其他實體。本集團之共同控制實體權益乃以權益法入賬。本集團之共同控制實體權益包括本集團攤佔共同控制實體之資產淨值。本集團攤佔收購後共同控制實體之盈虧乃計入綜合收益表。

除未變現虧損證明所轉讓之資產出現減值並於綜合收益表確認外，本集團與其共同控制實體進行交易所引致之未變現盈虧均予以對銷，並以本集團之共同控制實體權益為限。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(g) Goodwill

Goodwill arising on an acquisition represents the excess of the cost of acquisition over the Group's interest in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to each of the relevant cash-generating units and is tested annually for impairment. In respect of associates or jointly controlled entities, the carrying amount of goodwill is included in the carrying amount of the interest in the associate or jointly controlled entity.

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination or an investment in an associate or a jointly controlled entity is recognised immediately in the consolidated income statement.

On disposal of the relevant cash generating unit, an impairment loss for goodwill is not reversed in subsequent periods, any attributable amount of purchased goodwill is included in the determination of the amount of profit or loss on disposal.

3. 主要會計政策(續)

(g) 商譽

收購產生之商譽指收購成本超出本集團於所收購公司可資識別資產、負債及或然負債公平值之權益之數額。

商譽按原值減累計減值虧損入賬。商譽會分配至各相關現金產生單位，並每年進行減值測試。就聯營公司或共同控制實體而言，商譽之賬面值乃計入聯營公司或共同控制實體權益之賬面值。

本集團攤佔所收購公司之可識別資產、負債及或然負債公平淨值之權益超出業務合併或一間聯營公司或一間共同控制實體投資之成本之數額乃即時於綜合收益表中確認。

於出售相關現金產生單位時，商譽之減值虧損不會於其後期間撥回，所購買商譽之任何應佔金額會在釐定出售盈虧時包括在內。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments

Financial assets and financial liabilities are recognised on the balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

(i) Financial assets

The Group's financial assets are classified into one of the four categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables, held-to-maturity investments and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period.

Income is recognised on an effective interest basis for debt instruments other than those financial assets designated as at FVTPL, of which interest income is included in net gains or losses.

3. 主要會計政策(續)

(h) 財務工具

財務資產及財務負債於集團實體成為該工具合約條文訂約方時，於資產負債表內確認。財務資產及財務負債初步按公平值計量。收購或發行財務資產及財務負債（按公平值計入損益表之財務資產及財務負債除外）直接應佔之交易成本於初步確認時加入或扣自財務資產或財務負債（如適用）之公平值。收購按公平值計入損益表之財務資產或財務負債直接應佔之交易成本即時於損益表確認。

(i) 財務資產

本集團之財務資產分類為四個類別中之其中一個，其中包括按公平值計入損益表（「按公平值計入損益表」）之財務資產、貸款及應收賬項、持有直至到期之投資及可供出售財務資產。所有一般買賣之財務資產概於交易日確認及取消確認。一般買賣乃指按照市場規定或慣例在一定期間內交付資產之財務資產買賣。

實際利率法

實際利率法為計算財務資產之攤銷成本，以及於有關期間分配利息收入之方法。實際利率指將財務資產之估計未來所收現金（包括構成實際利率主要部份之一切已付或已收費用及利差、交易成本及其他溢價或折讓）在預計年期（或適用之較短期間）內將其實際貼現之利率。

債務工具（指定為按公平值計入損益表之財務資產除外）之收入乃按實際利率法確認，當中之利息收入計入盈虧淨額。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(i) Financial assets (continued)

- Financial assets at fair value through profit or loss
Financial assets at FVTPL has two subcategories, including financial assets held for trading and those designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or

3. 主要會計政策(續)

(h) 財務工具(續)

(i) 財務資產(續)

- 按公平值計入損益表之財務資產
按公平值計入損益表之財務資產細分為兩個分類，包括持有作買賣之財務資產及於初步確認時指定為按公平值計入損益表者。

財務資產倘符合以下條件，則分類為持有作買賣：

- 購入之主要目的為於短期內出售；或
- 為本集團合併管理財務工具之確定組合其中部份，且具有近期實際短期獲利模式；或
- 為並無指定及有效作為對沖工具之衍生工具。

財務資產(持有作買賣之財務資產除外)倘符合以下條件，則可於初步確認時指定為按公平值計入損益表：

- 該指定能消除或大幅減少原應出現之不一致計量或確認情況；或

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(i) Financial assets (continued)

- Financial assets at fair value through profit or loss (continued)
 - the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
 - it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

At each balance sheet date subsequent to initial recognition, financial assets at FVTPL are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

3. 主要會計政策(續)

(h) 財務工具(續)

(i) 財務資產(續)

- 按公平值計入損益表之財務資產(續)
 - 該財務資產構成其表現乃根據本集團書面風險管理或投資策略按公平值管理及評估之一組財務資產或財務負債或兩者，並按該基準內部提供有關如何分組之資料；或
 - 其構成載有一種或以上內含衍生工具之合約，而香港會計準則第39號准許全份經合併合約(資產或負債)指定為按公平值計入損益表。

於初步確認後之各結算日，按公平值計入損益表之財務資產乃按公平值計量，而公平值之變動則在其產生期間直接在損益表中確認。於損益表確認之盈虧淨額包括財務資產賺取之任何股息或利息。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(i) Financial assets (continued)

— Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including trade receivables, loan receivables, other receivables, pledged bank deposits, bank balances and cash, amount due from directors and finance lease receivables) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy in respect of impairment loss on financial assets below).

— Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. The Group designated certain debt securities as held-to-maturity investments. At each balance sheet date subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy in respect of impairment loss on financial assets below).

3. 主要會計政策(續)

(h) 財務工具(續)

(i) 財務資產(續)

— 貸款及應收賬項

貸款及應收賬項為具有固定或可釐定付款而並無在活躍市場報價之非衍生性財務資產。於初步確認後之各結算日，貸款及應收賬項(包括貿易應收賬項、應收貸款、其他應收賬項、已抵押銀行存款、銀行結餘及現金、應收董事款項及融資租約應收賬項)採用實際利率法按攤銷成本減任何已識別減值虧損列賬(見下文有關財務資產減值虧損之會計政策)。

— 持有直至到期之投資

持有直至到期之投資為具有固定或可釐定付款及固定年期而本集團之管理層有肯定意向及能力持有直至到期之非衍生性財務資產。本集團指定若干債務證券為持有直至到期之投資。於初步確認後之各結算日，持有直至到期之投資採用實際利率法按攤銷成本減任何已識別減值虧損計量(見下文有關財務資產減值虧損之會計政策)。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(i) Financial assets (continued)

— Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments. In addition to equity investments, the Group has also designated certain debt securities as available-for-sale financial assets.

At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss (see accounting policy in respect of impairment loss on financial assets below).

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition (see accounting policy in respect of impairment loss on financial assets below).

3. 主要會計政策(續)

(h) 財務工具(續)

(i) 財務資產(續)

— 可供出售財務資產

可供出售財務資產為指定為此類別或並無分類為按公平值計入損益表之財務資產、貸款及應收賬項或持有直至到期之投資之非衍生工具。除股本投資外，本集團亦指定若干債務證券為可供出售財務資產。

於初步確認後之各結算日，可供出售財務資產按公平值計量。公平值變動於權益確認，直至財務資產被出售或獲釐定減值為止，屆時先前於權益確認之累計盈虧會於權益移除，並於損益表確認(見下文有關財務資產減值虧損之會計政策)。

於活躍市場並無市場報價及公平值不能可靠計量之可供出售股本投資及與該無報價股本工具掛鉤及必須以交付該無報價股本工具結算之衍生工具，乃於初步確認後之各結算日按原值減任何已識別減值虧損計量(見下文有關財務資產減值虧損之會計政策)。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(i) Financial assets (continued)

— Investment in convertible notes

The Group's investment in convertible notes issued by an associate that contain both a debt receivable component and embedded derivatives is classified separately into respective components on initial recognition that are recognised initially at fair value. In subsequent periods, the debt receivable component of the convertible notes is carried at amortised cost using the effective interest method. The embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the acquisition of the convertible notes are allocated to the debt receivable and embedded derivatives components in proportion to the allocation of the proceeds. Transaction costs relating to the embedded derivative are charged to profit or loss immediately. Transaction costs relating to the debt receivable component are included in the carrying amount of the debt receivable portion and amortised over the period of the convertible notes using the effective interest method.

Impairment of financial assets

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

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

3. 主要會計政策(續)

(h) 財務工具(續)

(i) 財務資產(續)

— 於可換股票據之投資

本集團投資於聯營公司發行之可換股票據，當中含有之應收債務部份及內含衍生工具於初步確認時分別歸入各自之部份內，並初步按公平值確認入賬。其後期間，可換股票據之應收債務部份則採用實際利率法按攤銷成本列值。內含衍生工具按公平值計量，而公平值變動則於損益表確認。

有關購買可換股票據之交易成本乃按所得款項之分配比例分配至應收債務及內含衍生工具部份。有關內含衍生工具之交易成本即時自損益表內扣除。有關應收債務部份之交易成本會計入應收債務部份之賬面值，並採用實際利率法於可換股票據期間內攤銷。

財務資產減值

財務資產(按公平值計入損益表者除外)於各結算日就出現之減值跡象作出評估。倘有客觀證據顯示，財務資產之估計未來現金流量因財務資產初步確認後發生之一項或多項事件而受到影響，則財務資產出現減值。

就可供出售股本投資而言，該投資之公平值大幅或長時間跌至低於其原值被視為屬客觀減值證據。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(i) Financial assets (continued)

Impairment of financial assets (continued)

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

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

3. 主要會計政策(續)

(h) 財務工具(續)

(i) 財務資產(續)

財務資產減值(續)

就所有其他財務資產而言，客觀減值證據可包括：

- 發行人或交易對手方出現嚴重財務困難；或
- 拖欠或延遲支付利息或本金；或
- 借貸人可能破產或進行財務重組。

就若干類別之財務資產(如貿易應收賬項)而言，並無個別被評估為已減值之資產隨後按整體基準評估減值。應收賬項組合之客觀減值證據可包括本集團之過往收款經驗、組合內延遲還款次數增加，以及與應收賬項逾期有關之國家或地方經濟狀況明顯改變。

就按攤銷成本列賬之財務資產而言，倘存在資產減值之客觀證據，則減值虧損於損益表確認，並以資產賬面值與估計未來現金流量按原本實際利率貼現之現值之間之差額計量。

就按原值列賬之財務資產而言，減值虧損金額乃以資產賬面值與估計未來現金流量按類似財務資產之現行市場回報率貼現之現值之間之差額計量。該減值虧損不會於隨後期間撥回。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(i) Financial assets (continued)

Impairment of financial assets (continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale equity investments will not be reversed in profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in equity. For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The Group's financial liabilities are generally classified into financial liabilities at FVTPL and other financial liabilities.

3. 主要會計政策(續)

(h) 財務工具(續)

(i) 財務資產(續)

財務資產減值(續)

除貿易應收賬項之賬面值透過使用撥備賬減少外，所有財務資產之賬面值均直接按減值虧損減少。撥備賬之賬面值變動於損益表內確認。當一項貿易應收賬項被認為不可收回，其將從撥備賬撇銷。隨後收回先前撇銷之款項計入損益表。

就按攤銷成本計量之財務資產而言，倘在隨後期間減值虧損之金額減少，而有關減少可客觀地與確認減值虧損後發生之事件相關連，則先前已確認之減值虧損將透過損益表撥回，惟該項資產於撥回減值當日之賬面值不超出倘並無確認減值原應有之攤銷成本。

可供出售股本投資之減值虧損不會於隨後期間於損益表撥回。於減值虧損後之任何公平值增加直接於權益確認。就可供出售債務投資而言，倘投資之公平值增加可客觀地與確認減值虧損後發生之事件相關連，則減值虧損隨後予以撥回。

集團實體發行之財務負債及股本工具乃根據所訂立合約安排之內容以及財務負債及股本工具之定義而分類。

股本工具為證明集團資產(經扣除其所有負債後)之剩餘權益之任何合約。本集團之財務負債一般分為按公平值計入損益表之財務負債及其他財務負債。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(ii) Financial liabilities and equity

Effective interest method

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

Interest expense is recognised on an effective interest basis other than those financial liabilities designated as at FVTPL, of which the interest expense is included in net gains or losses.

— Financial liabilities at fair value through profit or loss

Financial liabilities at FVTPL has two subcategories, including financial liabilities held for trading and those designated as at FVTPL on initial recognition.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 主要會計政策(續)

(h) 財務工具(續)

(ii) 財務負債及股本工具

實際利率法

實際利率法為計算財務負債之攤銷成本，以及於有關期間分配利息開支之方法。實際利率指將財務負債之估計未來所付現金在預計年期(或適用之較短期間)內將其實際貼現之利率。

除指定為按公平值計入損益表之財務負債外之利息開支乃按實際利率法確認，當中之利息開支計入盈虧淨額。

— 按公平值計入損益表之財務負債

按公平值計入損益表之財務負債細分為兩個分類，包括持有作買賣之財務負債及於初步確認時指定為按公平值計入損益表者。

財務負債倘符合以下條件，則分類為持有作買賣：

- 產生之主要目的為於短期內購回；或
- 為本集團合併管理財務工具之確定組合其中部份，且具有近期實際短期獲利模式；或
- 為並無指定及有效作為對沖工具之衍生工具。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(ii) Financial liabilities and equity (continued)

— Financial liabilities at fair value through profit or loss (continued)

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKSA 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

3. 主要會計政策(續)

(h) 財務工具(續)

(ii) 財務負債及股本工具(續)

— 按公平值計入損益表之財務負債(續)

財務負債(持有作買賣之財務負債除外)倘符合以下條件,則可於初步確認時指定為按公平值計入損益表:

- 該指定能消除或大幅減少原應出現之不一致計量或確認情況;或
- 該財務負債構成其表現乃根據本集團書面風險管理或投資策略按公平值管理及評估之一組財務資產或財務負債或兩者,並按該基準內部提供有關如何分組之資料;或
- 其構成載有一種或以上內含衍生工具之合約,而香港會計準則第39號准許全份經合併合約(資產或負債)指定為按公平值計入損益表。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(ii) Financial liabilities and equity (continued)

- Financial liabilities at fair value through profit or loss (continued)
 - At each balance sheet date subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any interest paid on the financial liability.

- Other financial liabilities
Other financial liabilities (including bank and other borrowings, trade payables and other payables) are subsequently measured at amortised cost, using the effective interest method.

- Convertible loan notes
Convertible loan notes issued by the Company that contain both the liability and conversion option components are classified separately into respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

3. 主要會計政策(續)

(h) 財務工具(續)

(ii) 財務負債及股本工具(續)

- 按公平值計入損益表之財務負債(續)
 - 於初步確認後之各結算日，按公平值計入損益表之財務負債乃按公平值計量，而公平值之變動則在其產生期間直接在損益表中確認。於損益表確認之盈虧淨額包括財務負債支付之任何利息。

- 其他財務負債
其他財務負債(包括銀行及其他借貸、貿易應付賬項及其他應付賬項)隨後採用實際利率法按攤銷成本計量。

- 可換股貸款票據
本公司所發行之可換股貸款票據包括負債及兌換選擇權部份，於初步確認時須個別分類為有關項目。倘兌換選擇權將透過以固定金額之現金或其他財務資產換取固定數目之本公司本身股本工具而結算，即屬股本工具。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(ii) Financial liabilities and equity (continued)

— Convertible loan notes (continued)

On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible loan notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (convertible loan notes equity reserve).

In subsequent periods, the liability component of the convertible loan notes is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible loan notes equity reserve until the conversion option is exercised (in which case the balance stated in convertible loan notes equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible loan notes equity reserve will be released to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and amortised over the period of the convertible loan notes using the effective interest method.

3. 主要會計政策(續)

(h) 財務工具(續)

(ii) 財務負債及股本工具(續)

— 可換股貸款票據(續)

於初步確認時，負債部份之公平值乃採用當時適用於類似非可換股債務之市場利率釐定。發行可換股貸款票據之所得款項總額與劃定為負債部份之公平值之差額，即讓持有人可兌換貸款票據為權益之兌換選擇權，乃計入權益(可換股貸款票據股本儲備)。

於隨後期間，可換股貸款票據之負債部份乃採用實際利率法按攤銷成本列賬。權益部份，即可將負債部份兌換為本公司普通股之選擇權，將保留於可換股貸款票據股本儲備，直至兌換選擇權獲行使為止(在該情況下，可換股貸款票據股本儲備所述之結餘將轉撥至股份溢價)。倘選擇權於到期日尚未獲行使，則可換股貸款票據股本儲備所述之結餘將撥至保留溢利。選擇權兌換或到期時將不會於損益表中確認任何盈虧。

有關發行可換股貸款票據之交易成本乃按所得款項總額之分配比例分配至負債及權益部份。有關權益部份之交易成本會直接自權益扣除。有關負債部份之交易成本會計入負債部份之賬面值，並採用實際利率法於可換股貸款票據期間內攤銷。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(ii) Financial liabilities and equity (continued)

— Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

— Derivative financial instruments and hedging

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

— Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

3. 主要會計政策(續)

(h) 財務工具(續)

(ii) 財務負債及股本工具(續)

— 股本工具

本公司發行之股本工具乃按已收所得款項扣除直接發行成本記賬。

購回本公司本身股本工具乃直接於權益中確認及扣除。於購買、出售、發行或註銷本公司之本身股本工具時，將不會於損益表中確認任何盈虧。

— 衍生財務工具及對沖

衍生工具初步按於訂立衍生合約當日之公平值確認，隨後則按於各結算日之公平值重新計量。所得盈虧即時於損益表確認，除非衍生工具指定及有效作為對沖工具，則在該情況下，於損益表確認之時間視乎對沖關係之性質而定。

— 內含衍生工具

非衍生主合約之內含衍生工具於其風險及特徵與主合約並無緊密關係，且主合約並非按公平值計量並於損益表確認公平值變動時，視作獨立衍生工具處理。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(h) Financial instruments (continued)

(iii) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 Revenue.

(iv) De-recognition

Financial assets are de-recognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

Financial liabilities are de-recognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in profit or loss.

3. 主要會計政策(續)

(h) 財務工具(續)

(iii) 財務擔保合約

財務擔保合約為當特定債務人未能按債務工具之原有或經修改條款如期付款時，發行人須支付指定金額予持有人以補償其所遭受之損失之合約。本集團所發出而並無指定為按公平值計入損益表之財務擔保合約初步按其公平值減發出財務擔保合約直接應佔之交易成本確認。於初步確認後，本集團按以下兩者之較高者計量財務擔保合約：(i)根據香港會計準則第37號撥備、或然負債及或然資產釐定之金額；及(ii)初步確認之金額減(如適用)根據香港會計準則第18號收益確認之累計攤銷。

(iv) 取消確認

倘從資產收取現金流量之權利已到期，或財務資產已轉讓及本集團已將其於財務資產擁有權之絕大部份風險及回報轉移，則財務資產取消確認。於取消確認財務資產時，資產賬面值與已收及應收代價以及已直接於權益確認之累計盈虧之總和兩者之差額，於損益表確認。倘本集團保留已轉讓財務資產之絕大部份風險及回報，則本集團繼續確認財務資產，亦就所收取所得款項確認抵押借貸。

財務負債於有關合約所指定之責任獲解除、取消或到期時取消確認。取消確認之財務負債賬面值與已付及應付代價兩者之差額，於損益表確認。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(i) Golf club membership

Golf club membership is stated at cost less impairment losses, if any. The carrying amount of individual golf club membership is reviewed at each balance sheet date to assess whether the fair value has declined below the carrying amount. When a decline other than temporary has occurred, the carrying amount of such golf club membership is reduced to its fair value. The amount of the reduction is recognised as an expense in the consolidated income statement.

(j) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

(k) Share capital

Ordinary shares are classified as equity. Mandatory redeemable preference shares are classified as liabilities.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes,) is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently re-issued, any consideration received (net of any directly attributable incremental transaction costs and the related income tax effects) is included in equity attributable to the Company's equity holders.

(l) Lease (as the lease for operating leases)

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

3. 主要會計政策(續)

(i) 高爾夫球會所會籍

高爾夫球會所會籍乃按原值減減值虧損(如有)列賬。個人高爾夫球會所會籍之賬面值於各結算日審閱以評估公平值是否下跌至低於賬面值。倘公平值下跌,則削減該高爾夫球會所會籍之賬面值至其公平值(暫時性之下跌除外)。削減之金額會於綜合收益表中確認為開支。

(j) 現金及等同現金項目

現金及等同現金項目包括手頭現金、銀行通知存款、原到期日為三個月內之其他短期高流動性投資,以及銀行透支。銀行透支於資產負債表顯示為流動負債借貸。

(k) 股本

普通股分類為股本。強制性可贖回優先股分類為負債。

發行新股或購股權直接應佔之增加成本於股本顯示為所得款項之扣減(扣除稅項)。

倘任何本集團屬下之公司購買本公司之股本(庫存股份),則已付代價(包括任何直接應佔增加成本(扣除所得稅))自本公司權益持有人應佔權益扣減,直至有關股份被註銷或重新發行。倘該等股份於其後重新發行,則任何所收取之代價(扣除任何直接應佔增加交易成本以及有關所得稅影響)於本公司權益持有人應佔權益入賬。

(l) 租約(作為營運租約之承租人)

由出租人保留所有權之絕大部份風險及回報之租約分類為營運租約。營運租約項下作出之付款(扣除自出租人收取之任何獎勵)於有關租期內按直線法自收益表扣除。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(m) Foreign currency translation

(i) Functional and presentation currency

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 is the Company's functional and presentation currency.

(ii) Transactions and balances

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 consolidated income statement.

Translation differences on non-monetary items, such as equity instruments held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation difference on non-monetary items, such as equity instruments classified as available-for-sale financial assets, are included as reserve in equity.

(iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- incomes and expenses for each consolidated income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

3. 主要會計政策(續)

(m) 外幣折算

(i) 功能及呈列貨幣

計入本集團各實體之財務報表之項目，乃以該實體經營之主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以港元列值，而港元為本公司之功能及呈列貨幣。

(ii) 交易及結餘

外幣交易乃按交易日期之匯率折算為功能貨幣。因償付該等交易及按年終匯率折算以外幣為單位之貨幣資產及負債而產生之匯兌盈虧乃於綜合收益表內確認。

非貨幣項目(如按公平值計入損益表之股本工具)之折算差額乃呈報為公平值盈虧之部份。非貨幣項目(如分類為可供出售財務資產之股本工具)之折算差額乃計入權益內列作儲備。

(iii) 本集團屬下之公司

功能貨幣與呈列貨幣有所不同之所有本集團實體(概無擁有惡性通貨膨脹經濟之貨幣)之業績及財務狀況均會按以下方式折算為呈列貨幣：

- 各資產負債表所呈列之資產及負債乃按該結算日之收市匯率折算；
- 各綜合收益表之收入及開支乃按平均匯率折算，除非該平均匯率並非於各交易日期之匯率之累計影響之合理約數，則在此情況下，收入及開支乃於交易日期折算；及

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(m) Foreign currency translation (continued)

(iii) Group companies (continued)

- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold, such exchange differences are recognised in the consolidated income statement as part of the gain or loss on sale.

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

(n) Employee benefits

Obligations for contributions to defined contribution retirement plans, including contributions payable under the Hong Kong Mandatory Provident Fund Schemes Ordinance, are recognised as expenses in the consolidated income statement as incurred.

(o) Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date, and are discounted to present value where the effect is material.

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

3. 主要會計政策(續)

(m) 外幣折算(續)

(iii) 本集團屬下之公司(續)

- 所有因此而產生之匯兌差額乃確認為權益之獨立部份。

於綜合賬目時，因折算於境外實體之投資淨值及借款以及其他指定為對沖該等投資之貨幣工具而產生之匯兌差額乃計入股東權益。倘境外業務經已出售，則該等匯兌差額乃於綜合收益表內確認為出售盈虧之部份。

因收購境外實體而產生之商譽及公平值調整乃列作境外實體之資產及負債處理，並按收市匯率折算。

(n) 僱員福利

就定額供款退休計劃作出供款之責任(包括根據香港強制性公積金計劃條例應付之供款)乃於產生時在綜合收益表中確認為開支。

(o) 撥備及或然負債

倘過去事項導致本集團須承擔現時責任，而本集團可能將須履行有關責任，則確認撥備。撥備乃按董事就於結算日履行責任所需開支作出之最佳估計計量，而倘影響屬重大，則將其貼現至現值。

倘須撥付經濟利益之可能性不大，或無法可靠地估計其金額時，除非須撥付經濟利益之機會極微，否則有關責任將作為或然負債予以披露。至於僅在日後是否出現一項或以上事件時方可確定之可能責任，除非須撥付經濟利益之機會極微，否則亦將披露為或然負債。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(p) Current and deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. Hong Kong profits tax is provided at the rate prevailing for the year based on the assessable profit for the year less allowable losses, if any, brought forward.

Deferred income 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 consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income 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.

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

3. 主要會計政策(續)

(p) 即期及遞延所得稅

即期所得稅乃按結算日於本公司附屬公司及聯營公司經營及產生應課稅收入之國家所頒佈或實際頒佈之稅法計算。管理層定期評估有關可予詮釋之適用稅規情況之報稅狀況，並在適當情況下按預期應付予稅務機構之款項之基準計提撥備。香港利得稅乃以本年度之應課稅溢利減承前可扣稅虧損(如有)後按本年度之稅率作出撥備。

遞延所得稅乃就綜合財務報表中資產及負債之稅基與其賬面值所產生之臨時差額以負債法作出全數撥備。然而，除於交易時對會計或應課稅溢利或虧損並無影響之業務合併外，遞延所得稅不會於初步確認交易資產或負債時入賬。遞延所得稅乃以結算日所頒佈或實際頒佈之稅率(及法例)釐定，並預期於變現有關遞延所得稅資產或償付遞延所得稅負債時應用。

遞延所得稅資產只能在未來應課稅溢利足以用作抵銷可動用臨時差額時，才能予以確認。

遞延所得稅乃就附屬公司、聯營公司投資所產生之臨時差額作出撥備，惟本集團控制撥回臨時差額之時間及臨時差額不可能於可見將來撥回之情況下除外。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(q) Share-based payment transactions

Equity-settled share-based payment transactions

Share options issued in exchange for goods or services are measured at the fair values of the goods or services received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the share options granted. The fair values of the goods or services received are recognised as expenses immediately, unless the goods or service qualify for recognition as assets. Corresponding adjustment has been made to equity (share options reserve).

(r) Events after the balance sheet date

Post-year-end events that provide additional information about the Group's position at the balance sheet date or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Post-year-end events that are not adjusting events are disclosed in the notes when material.

(s) Operating segments

Report segment information of the Company is based on internal management reporting information that is regularly reviewed by the executive directors. The executive directors assess segment profit or loss using a measure of operating profit. The measurement policies the Company uses for segment reporting are the same as those used in its HKFRS financial statements.

3. 主要會計政策(續)

(q) 以股份支付之交易

以股本結算之股份支付交易

發行以交換貨品或服務之購股權按已收貨品或服務之公平值計量，除非該公平值不能可靠地計量，在此情況下，則已收貨品或服務參考已授出購股權之公平值計量。除非貨品或服務合資格確認為資產，否則已收貨品或服務之公平值即時確認為開支。已於權益(購股權儲備)作出相應調整。

(r) 結算日後事項

年結日後事項提供有關本集團於結算日之狀況之額外資料或顯示持續經營假設為不合適之調整性事項及於綜合財務報表中反映。重大非調整性年結日後事項於附註中予以披露。

(s) 經營分類

本公司分類資料之呈報乃以內部管理呈報資料為基準，內部管理呈報資料由執行董事定期檢討。執行董事採用經營溢利之計量方法評估分類業務盈虧。本公司就分類呈報所採用之計量政策與其香港財務報告準則財務報表內所採用者一致。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

3. Principal Accounting Policies (continued)

(t) Related parties

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

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

3. 主要會計政策(續)

(t) 關連人士

在下列情況下，任何一方將被視為與本集團有關連：

- (i) 該方直接或間接透過一間或多間中介公司：
 - 控制本集團、受本集團控制或與本集團受共同控制；
 - 於本集團擁有權益，因而對本集團有重大影響；或
 - 共同控制本集團；
- (ii) 該方為本公司或其母公司主要管理人員之成員；
- (iii) 該方為(i)及(ii)所述任何個人之近親；
- (iv) 該方為受(ii)或(iii)所述個人直接或間接控制、共同控制或重大影響之實體，或上述個人直接或間接擁有其重大投票權之實體；及
- (v) 該方為僱用後福利計劃，而受益人為本集團或任何屬本集團關連人士之實體之僱員。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

4. Segment Information

The Group 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, such reports being regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance. The adoption of HKFRS 8 had no material effect on the presentation of segment information nor basis of measurement of segment profit or loss.

The segments results for the year ended 31 December 2009 are as follows:

4. 分類資料

本集團自二零零九年一月一日起採納香港財務報告準則第8號「經營分類」。香港財務報告準則第8號要求按有關主要經營決策者定期檢討之本集團成份之內部報告基準識別經營分類，以分配資源至有關分類及評估其表現。採納香港財務報告準則第8號並無對分類資料呈列及分類盈虧之計量基準構成任何重大影響。

截至二零零九年十二月三十一日止年度之分類業績載列如下：

		Financial instruments investment	Unallocated	Total
		財務 工具投資 HK\$ 港元	未分配 HK\$ 港元	總計 HK\$ 港元
Revenue	收入			
Dividend income	股息收入	1,518,342	—	1,518,342
Net loss on financial assets at fair value through profit and loss	按公平值計入損益表之財務資產虧損淨額	(9,273,001)	—	(9,273,001)
		(7,754,659)	—	(7,754,659)
Net loss on disposal of available-for-sale financial assets	出售可供出售財務資產虧損淨額	(70,515,692)	—	(70,515,692)
Net loss on disposal of derivative financial instruments	出售衍生財務工具虧損淨額	(156,000)	—	(156,000)
Fair value loss on investments held for trading	持有作買賣之投資之公平值虧損	(13,936,000)	—	(13,936,000)
		(92,362,351)	—	(92,362,351)
Other revenue	其他收入	5,242,218	711,092	5,953,310
Gain on disposal of an associate	出售聯營公司之收益	1,101,760	—	1,101,760
Net loss on realization of subsidiaries	變現附屬公司之虧損淨額	(2,108,365)	—	(2,108,365)
Finance costs	融資成本	—	(122,030)	(122,030)
Other operating expenses	其他經營開支	(7,230,814)	(6,286,497)	(13,517,311)
Share of associates' results	攤佔聯營公司業績	(872,578)	—	(872,578)
Loss before taxation	除稅前虧損	(96,230,130)	(5,697,435)	(101,927,565)

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

4. Segment Information (continued)

The segments results for the year ended 31 December 2008 are as follows:

4. 分類資料(續)

截至二零零八年十二月三十一日止年度之分類業績載列如下：

		Financial instruments investment 財務 工具投資 HK\$ 港元	Unallocated 未分配 HK\$ 港元	Total 總計 HK\$ 港元
Revenue	收入			
Dividend income	股息收入	5,535,503	—	5,535,503
Net loss on financial assets at fair value through profit and loss	按公平值計入損益表之 財務資產虧損淨額	(10,142,991)	—	(10,142,991)
		(4,607,488)	—	(4,607,488)
Net loss on disposal of available-for-sale financial assets	出售可供出售財務資產 虧損淨額	(19,835,040)	—	(19,835,040)
Net loss on disposal of derivative financial instruments	出售衍生財務工具 虧損淨額	(116,233)	—	(116,233)
Fair value loss on investments held for trading	持有作買賣之投資之 公平值虧損	(657,875)	—	(657,875)
		(25,216,636)	—	(25,216,636)
Other revenue	其他收入	8,314,029	2,628,788	10,942,817
Loss on disposal of foreign currency	出售外幣之虧損	(1,813,438)	—	(1,813,438)
Gain on disposal of an associate	出售聯營公司之收益	247,456	—	247,456
Provision for impairment loss	減值虧損撥備	(8,246,885)	(14,962,813)	(23,209,698)
Finance cost	融資成本	—	(75,120)	(75,120)
Other operating expenses	其他經營開支	(8,671,601)	(4,169,414)	(12,841,015)
Share of associates' results	攤佔聯營公司業績	(1,496,051)	—	(1,496,051)
Loss before taxation	除稅前虧損	(36,883,126)	(16,578,559)	(53,461,685)

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

4. Segment Information (continued)

Reportable segments' assets and liabilities for the year ended 31 December 2009 are as follows:

		2009 二零零九年		
		Financial instruments investment 財務 工具投資 HK\$ 港元	Unallocated 未分配 HK\$ 港元	Total 總計 HK\$ 港元
Non-current assets	非流動資產	192,430,319	150,000	192,580,319
Current assets	流動資產	57,876,290	3,772,982	61,649,272
Total segment assets	分類資產總額	250,306,609	3,922,982	254,229,591
Current liabilities	流動負債	250,000	476,044	726,044
Total segment liabilities	分類負債總額	250,000	476,044	726,044

Reportable segments' assets and liabilities for the year ended 31 December 2008 are as follows:

		2008 二零零八年		
		Financial instruments investment 財務 工具投資 HK\$ 港元	Unallocated 未分配 HK\$ 港元	Total 總計 HK\$ 港元
Non-current assets	非流動資產	237,073,751	150,000	237,223,751
Current assets	流動資產	95,605,919	48,876,858	144,482,777
Total segment assets	分類資產總額	332,679,670	49,026,858	381,706,528
Current liabilities	流動負債	10,172,271	272,511	10,444,782
Total segment liabilities	分類負債總額	10,172,271	272,511	10,444,782

截至二零零九年十二月三十一日止年度之呈報分類資產及負債載列如下：

截至二零零八年十二月三十一日止年度之呈報分類資產及負債載列如下：

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

5. Other Revenue

5. 其他收入

		Group 本集團	
		2009	2008
		二零零九年	二零零八年
		HK\$	HK\$
		港元	港元
Other revenue	其他收入		
Interest on bank deposits and equity linked notes	銀行存款及權益掛鈎票據利息	2,585,140	9,735,663
Interest on convertible notes	可換股換票據利息	2,248,923	—
Fair value changes in convertible notes	可換股票據公平值變動	77,127	—
Loss on disposal of foreign currency (Reversal)/Amortization on held-to-maturity investments	出售外幣之虧損 持有直至到期之投資 (撥回)/攤銷	—	(1,872,472)
Other income	其他收入	(59,034)	59,034
Recovery on other loan (Note a)	收回其他貸款(附註a)	601,154	1,207,154
		500,000	—
		5,953,310	9,129,379

Note:

(a) The Loan Agreement was made on 14 August 2007 by the Group with a borrower, who is an independent third party, namely "Eurotarget Investment Ltd" (Eurotarget) with a principal amount of HK\$20,000,000. Interest rate was charged on the outstanding balance at prime rate plus 2% to 5% per annum. Eurotarget was default in payment and legal action had been taken against Eurotarget during 2008. The High Court (HCA 1816/2008) ruled that Eurotarget should make the payment. However, objective evidence showed that Eurotarget had significant financial difficulty, thus the accrued interests had not been accounted for and provided in last year's audited financial statement and a full provision on principal amount had been made and recognized in income statement for the year ended 31 December 2008 (Note 8a). On 30 April, 2009, the Group executed a Deed with an assignee to assign the debt due from Eurotarget for a cash consideration of HK\$500,000. It gave rise to the Recovery on other loan.

附註：

(a) 貸款協議由本集團與借貸人(名為「Eurotarget Investment Ltd」(Eurotarget)之獨立第三方)於二零零七年八月十四日訂立，本金額為20,000,000港元。未償還餘額按最優惠年利率加2厘至5厘計息。Eurotarget拖欠還款，本集團已於二零零八年向Eurotarget採取法律行動。高等法院(HCA 1816/2008)判決Eurotarget須作出償還。然而，客觀證據顯示Eurotarget有重大財務困難，因此該應計利息並無入賬，而是於去年之經審核財務報表中作出撥備及於截至二零零八年十二月三十一日止年度之收益表中對本金額作出全數撥備並進行確認(附註8a)。於二零零九年四月三十日，本集團與一名受讓人就以現金代價50萬港元轉讓應收Eurotarget之債務訂立一份契據，令其他貸款之可收回性增加。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

6. Gain on Disposal of an Associate

		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Investment cost	投資成本	2,201,422	2,200
Amount due from an associate	應收一間聯營公司款項	—	1,757,800
Share of associate's result	攤佔聯營公司業績	(133,398)	—
		2,068,024	1,760,000
Less: Net cash consideration	減：現金代價淨額	(3,169,784)	(2,007,456)
Gain on disposal of an associate	出售聯營公司之收益	(1,101,760)	(247,456)

During the year, the Group disposed its 30% equity interest in an associate, namely "Halway Development Limited" for a consideration of HK\$3,169,784 (cash consideration of HK\$8,000,000 net of assignment of debt HK\$4,830,215). It results in gain on disposal of an associate for HK\$1,101,760.

The gain on disposal of an associate during 2008 represents the gain arising from the Group's disposal of its 22% equity interest in an associate, namely "Creative Candy International Limited".

年內，本集團以代價3,169,784港元(現金代價8,000,000港元扣除轉讓債務4,830,215港元)出售其於一間名為「浩瑋發展有限公司」之聯營公司30%之股本權益，產生出售聯營公司之收益1,101,760港元。

於二零零八年出售聯營公司之收益乃指本集團出售其於一間名為「Creative Candy International Limited」之聯營公司之22%股本權益所產生之收益。

7. Net Loss on Realization of Subsidiaries

During the year, the Group had realized a number of subsidiaries by way of disposal and de-registration. A net loss on realization in respect of the following subsidiaries are shown as follows:

		HK\$ 港元
Net loss on disposal of subsidiaries	出售附屬公司之虧損淨額	5,886,694
Reversal of interests in associated companies which were indirectly held by the subsidiaries	撥回附屬公司間接持有之聯營公司之權益	
Shares of associates' results	攤佔聯營公司業績	(2,778,337)
Goodwill on acquisition	收購產生之商譽	(999,992)
		2,108,365

7. 變現附屬公司之虧損淨額

年內，本集團已透過出售及註銷之方式變現多間附屬公司。有關下列附屬公司之變現虧損淨額載列如下：

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

7. Net Loss on Realization of Subsidiaries (continued)

At the net assets/liabilities of subsidiaries at the disposal/
de-registration dates are as following:

7. 變現附屬公司之虧損淨額 (續)

於出售／註銷日期附屬公司之資產／
負債淨值載列如下：

		(Note a) (附註a)	(Note b) (附註b)	(Note c) (附註c)	(Note d) (附註d)	(Note e) (附註e)	
		Market Court Market Court	Home Growth Home Growth	Rich Profit	Chief Success Chief Success	Contessa	Total
		HK\$	HK\$	HK\$	HK\$	HK\$	總計 HK\$
		港元	港元	港元	港元	港元	港元
Available-for-sale financial assets	可供出售財務資產	12,821,000	—	—	—	—	12,821,000
Investment in associated company	於聯營公司之投資	—	1,890,000	3,742,200	546	—	5,632,746
Provision for impairment	減值撥備	(12,821,000)	(2,062,591)	(1,020,000)	—	—	(15,903,591)
Amount due from associated company(ies)	應收聯營公司款項	—	172,591	2,225,256	5,021,954	—	7,419,801
Provision for doubtful debt	呆賬撥備	—	—	—	(5,021,954)	—	(5,021,954)
Other receivable	其他應收賬項	—	—	880,000	—	—	880,000
Cash at bank	銀行現金	—	—	8,700	—	—	8,700
NET ASSET VALUE	資產淨值	—	—	5,836,156	546	—	5,836,702
Gain/(loss) on disposal of subsidiaries	出售附屬公司之收益／(虧損)	—	10,000	(4,906,156)	9,454	(999,992)	(5,886,694)
Reversal of goodwill	商譽撥回	—	—	—	—	999,992	999,992
Total consideration	總代價	—	10,000	930,000	10,000	—	950,000
<i>Satisfied by</i>	<i>按以下方式支付</i>						
Cash	現金	—	10,000	930,000	10,000	—	950,000
Cash consideration	現金代價	—	10,000	930,000	10,000	—	950,000

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

7. Net Loss on Realization of Subsidiaries (continued)

Notes:

(a) *Market Court Resources Limited (Market Court)*

Pursuant to the directors' resolution passed on 1 November 2009, the Group decided to apply for de-registration of a wholly-owned subsidiary, Market Court which is an inactive company.

(b) *Home Growth Assets Limited (Home Growth)*

On 17 July 2009, by executed an agreement for the sale and purchase of shares with Home Growth, the Group disposed all equity interest in the company which owned 33.75% equity interest in Happy Online Group Ltd, a company engages in investment holding for a total consideration of HK\$10,000.

(c) *Rich Profits International Limited (Rich Profits)*

The Group disposed of its entire equity interest in Rich Profits and its associated companies, namely Magic Mark Limited and Albert Candy (Shenzhen) Co Ltd for a total consideration of HK\$930,000 on 17 July 2009. Magic Mark Limited is an investment holding company and Albert Candy (Shenzhen) Co Ltd is engaged in manufacturing in Mainland China.

(d) *Chief Success Management Limited (Chief Success)*

On 17 July 2009, The Group signed an agreement for sale and purchase of shares to dispose of the Group's interest in Chief Success and its associate, Luck Point Investment Limited with a total consideration of HK\$10,000.

(e) *Contessa Assets Limited (Contessa)*

The wholly-owned subsidiary, Contessa had been struck off on 1 November 2009.

7. 變現附屬公司之虧損淨額 (續)

附註：

(a) *Market Court Resources Limited
(Market Court)*

根據董事於二零零九年十一月一日通過之決議案，本集團決定申請註銷全資附屬公司Market Court，該公司為非經營公司。

(b) *Home Growth Assets Limited
(Home Growth)*

於二零零九年七月十七日，本集團透過與Home Growth訂立股份買賣協議，以總代價10,000港元出售該公司之全部股本權益，該公司擁有從事投資控股業務之Happy Online Group Ltd之33.75%股本權益。

(c) *Rich Profits International Limited
(Rich Profits)*

於二零零九年七月十七日，本集團以總代價930,000港元出售其於Rich Profits及其聯營公司(名為妙誌有限公司及Albert Candy (Shenzhen) Co Ltd)之全部股本權益。妙誌有限公司為一間投資控股公司，而Albert Candy (Shenzhen) Co Ltd於中國內地從事製造業務。

(d) *Chief Success Management Limited
(Chief Success)*

於二零零九年七月十七日，本集團簽訂一份股份買賣協議，以總代價10,000港元出售本集團於Chief Success及其聯營公司Luck Point Investment Limited之權益。

(e) *Contessa Assets Limited (Contessa)*

於二零零九年十一月一日，全資附屬公司Contessa已被除名。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

8. Provision for Impairment Losses

		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Impairment loss on associates	聯營公司之減值虧損	—	1,501,529
Impairment loss on other loan (Note a)	其他貸款之減值虧損(附註a)	—	14,962,813
Impairment loss on available-for-sale investment (Note b)	可供出售投資之減值虧損(附註b)	—	8,300,000
Reversal of impairment loss	減值虧損撥回	—	(1,554,644)
		—	23,209,698

Notes:

- (a) The impairment loss made on a receivable called "Eurotarget Investment Limited" (Note 5a). The objective evidence showed that the Company might have significant financial difficulty. The full amount of debt overdue has been recognized in the consolidated income statement for the year ended 31 December 2008.
- (b) The impairment loss has been made against an investment on available-for-sale equity securities (Note 20), namely "Golden Chain Development Ltd". The recoverable amount of HK\$8,300,000 has been provided in consolidated income statement for the year ended 31 December 2008.

附註：

- (a) 本公司已對應收「Eurotarget Investment Limited」之款項作出減值虧損(附註5a)。客觀證據顯示該公司可能有重大財務困難。全數過期債項已於截至二零零八年十二月三十一日止年度之綜合收益表確認。
- (b) 減值虧損已對名為「金正發展有限公司」之可供出售股本證券之投資(附註20)作出。可收回金額8,300,000港元已於截至二零零八年十二月三十一日止年度之綜合收益表作出撥備。

9. Finance Costs

		Group 本集團	
		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Bank charges	銀行費用	122,030	75,120

9. 融資成本

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

10. Loss before Taxation

Loss before taxation is arrived at after charging/(crediting) the following:

		Group 本集團	
		2009 二零零九年	2008 二零零八年
		HK\$ 港元	HK\$ 港元
		Note 附註	
Auditors' remuneration	核數師酬金	200,000	138,000
(Reversal)/Amortization of other receivables	其他應收賬項(撥回)/攤銷	(114,725)	114,725
Exchange loss, net	匯兌虧損淨額	3,201,199	69,150
Fair value loss on investments held for trading	持有作買賣之投資之公平值虧損	13,936,000	657,875
Loss on disposal of held-to-maturity investment	出售持有直至到期之投資虧損	665,074	—
Written off of an associate	聯營公司撇銷	—	312
Investment management fees	投資管理費	34	5,400,000
Provision for impairment losses	減值虧損撥備	8	23,209,698
Staff costs	薪酬開支	1,167,785	1,323,368

10. 除稅前虧損

除稅前虧損已扣除/(計入):

11. Directors' and Senior Management's Emoluments

(a) Directors' Emoluments

The aggregate amounts of fees payable to directors of the Company during the year are as follows:

		2009 二零零九年	2008 二零零八年
		HK\$ 港元	HK\$ 港元
Fees:	袍金:		
Executive directors	執行董事	156,000	186,000
Non-executive directors	非執行董事	160,000	160,000
Other emoluments	其他酬金	—	—
Retirement benefits scheme contributions:	退休福利計劃供款:		
Executive directors	執行董事	7,800	9,300
Non-executive directors	非執行董事	—	—
		323,800	355,300

11. 董事及高級管理人員之酬金

(a) 董事酬金

年內應付予本公司董事之袍金總額如下:

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

11. Directors' and Senior Management's Emoluments (continued)

(a) Directors' Emoluments (continued)

Emoluments breakdown of each of the directors for the year ended 31 December 2009:

			Directors' fees	Retirement benefits scheme contributions	Total
			董事袍金	退休福利計劃供款	總計
			HK\$	HK\$	HK\$
			港元	港元	港元
Executive directors	執行董事				
Cheuk Yuk Lung	卓育龍	(6)	96,000	4,800	100,800
Lam Kwing Wai, Alvin Leslie	林焯偉	(1)	60,000	3,000	63,000
Lau Tom Ko Yuen	劉高原	(4)	—	—	—
			156,000	7,800	163,800
Non-executive directors	非執行董事				
Yan Mou Keung, Ronald	甄懋強	(2)	60,000	—	60,000
Chan Siu Wing, Raymond	陳兆榮	(3)	60,000	—	60,000
Chan Fai Yue, Leo	陳輝虞	(3)	40,000	—	40,000
Feng Nien Shu	豐念叔	(5)	—	—	—
Lui Siu Tsuen, Richard	呂兆泉	(5)	—	—	—
Wong Lai Kin, Elsa	黃麗堅	(5)	—	—	—
			160,000	—	160,000
			316,000	7,800	323,800

(1) The executive director was resigned on 30 December 2009.

(2) The non-executive director was resigned on 23 December 2009.

(3) The non-executive directors were resigned on 22 December 2009.

(4) The non-executive director was appointed on 9 November 2009 and re-designated as executive director on 30 December 2009.

(5) The non-executive directors were appointed on 21 December 2009.

(6) The executive director was resigned on 29 January 2010.

11. 董事及高級管理人員之酬金(續)

(a) 董事酬金(續)

截至二零零九年十二月三十一日止年度，各董事之酬金分析如下：

(1) 執行董事於二零零九年十二月三十日辭任。

(2) 非執行董事於二零零九年十二月二十三日辭任。

(3) 非執行董事於二零零九年十二月二十二日辭任。

(4) 非執行董事於二零零九年十一月九日獲委任，並於二零零九年十二月三十日調任為執行董事。

(5) 非執行董事於二零零九年十二月二十一日獲委任。

(6) 執行董事於二零一零年一月二十九日辭任。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

11. Directors' and Senior Management's Emoluments (continued)

(a) Directors' Emoluments (continued)

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

During the year, no share option was granted to the directors.

Emoluments breakdown of each of the directors for the year ended 31 December 2008:

		Directors' fees	Retirement benefits scheme contributions	Total
		董事袍金	退休福利計劃供款	總計
		HK\$	HK\$	HK\$
		港元	港元	港元
Executive directors	執行董事			
Cheuk Yuk Lung	卓育龍	96,000	4,800	100,800
Lam Kwing Wai, Alvin Lesile	林焯偉	60,000	3,000	63,000
Tsui Yee Ni*	徐旖旎*	30,000	1,500	31,500
		186,000	9,300	195,300
Non-executive directors	非執行董事			
Yan Mou Keung, Ronald	甄懋強	60,000	—	60,000
Chan Siu Wing, Raymond	陳兆榮	60,000	—	60,000
Chan Fai Yue, Leo	陳輝虞	40,000	—	40,000
		160,000	—	160,000
		346,000	9,300	355,300

* The executive director was resigned on 1 July 2008.

11. 董事及高級管理人員之酬金(續)

(a) 董事酬金(續)

年內並無本公司董事豁免或同意豁免任何酬金之安排。

年內並無向董事授出購股權。

截至二零零八年十二月三十一日止年度，各董事之酬金分析如下：

* 執行董事於二零零八年七月一日辭任。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

11. Directors' and Senior Management's Emoluments (continued)

(b) Five highest paid individuals

The five individuals with the highest emoluments in the Group for the year include:

		2009 二零零九年	2008 二零零八年
Number of directors	董事數目	2	1
Number of employees	僱員數目	3	4

Details of the directors' emoluments are presented above.

The aggregate of the emoluments in respect of the remaining highest paid non-director individuals are as follows:

		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Fees, basic salaries and other benefits in kind	袍金、基本薪金及其他實物利益	806,554	924,674
Retirement benefits scheme contributions	退休福利計劃供款	38,810	43,394
		845,364	968,068

The emoluments paid to each highest paid non-director individual during the year fall within the band of HK\$ Nil – HK\$1,000,000.

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

11. 董事及高級管理人員之酬金(續)

(b) 五名最高薪酬人士

年內本集團五名最高薪酬人士包括：

		2009 二零零九年	2008 二零零八年
Number of directors	董事數目	2	1
Number of employees	僱員數目	3	4

董事之酬金詳情呈列於上文。

餘下非董事之最高薪酬人士之酬金總額如下：

		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Fees, basic salaries and other benefits in kind	袍金、基本薪金及其他實物利益	806,554	924,674
Retirement benefits scheme contributions	退休福利計劃供款	38,810	43,394
		845,364	968,068

年內支付予各名非董事之最高薪酬人士之酬金介乎零港元至1,000,000港元之範圍。

年內，本集團並無向本公司董事或任何五名最高薪酬人士支付酬金，以作為加盟或於加盟本集團時之報酬或作為離職之補償。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

12. Income Tax Expense

12. 所得稅開支

		Group 本集團	
		2009	2008
		二零零九年	二零零八年
		HK\$	HK\$
		港元	港元
Company and subsidiaries	本公司及附屬公司		
— Hong Kong profits tax	— 香港利得稅	141,656	147,774
— Over provision in previous years	— 於過往年度過度撥備	(50,000)	(50,000)
		91,656	97,774

Hong Kong profits tax has been provided as the individual companies comprising the Group has assessable profit arising in Hong Kong for the year.

由於本集團旗下之個別公司本年度於香港產生應課稅溢利，故已就香港利得稅作出撥備。

Reconciliation between taxation and tax at the applicable rate:

稅項及按適用稅率計算之稅項之對賬如下：

		Group 本集團	
		2009	2008
		二零零九年	二零零八年
		HK\$	HK\$
		港元	港元
Loss before taxation	除稅前虧損	(101,927,565)	(53,461,685)
Tax at the applicable tax rate	按適用稅率計算之稅項	(16,818,048)	(8,821,178)
Tax effect of income that is not taxable in determining taxable profit	釐定應課稅溢利時之免課稅收入之稅務影響	(3,929,116)	(3,202,434)
Tax effect of expenses that are not deductible in determining taxable profit	釐定應課稅溢利時之不獲扣減開支之稅務影響	3,486,397	4,424,847
Tax effect of utilisation of tax losses not previously recognised	動用以前未確認稅項虧損之稅務影響	(2,926,053)	—
Tax effect of temporary differences not recognised	未確認之臨時差額之稅務影響	(358)	(390)
Tax effect of unused tax losses not recognised	未確認之未動用稅務虧損之稅務影響	20,328,834	7,746,929
Over provision of tax payable	應付稅項過度撥備	(50,000)	(50,000)
Taxation charge	稅項開支	91,656	97,774

No provision for deferred income tax has been made in the consolidated financial statements as the tax effect of temporary differences is immaterial to the Group.

由於臨時差額之稅務影響對本集團並非重大，故並無於綜合財務報表就遞延所得稅作出撥備。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

13. Profit/(Loss) Attributable to Shareholders

The profit attributable to shareholders for the year ended 31 December 2009 is dealt with in the financial statements of the Company to the extent of HK\$69,301,559 (2008: loss of HK\$4,276,831).

14. Loss Per Share

The calculation of the basic and diluted loss per share is computed based on:

13. 股東應佔溢利／(虧損)

計入本公司財務報表之截至二零零九年十二月三十一日止年度股東應佔溢利為69,301,559港元(二零零八年：虧損4,276,831港元)。

14. 每股虧損

每股基本及攤薄虧損乃按以下數據計算：

		Group 本集團	
		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Loss	虧損		
Loss for the purposes of both basic and diluted loss per share	計算每股基本及攤薄虧損	(102,019,221)	(53,559,459)
Number of shares	股份數目		
Weighted average number of shares for the purpose of basic loss per share	計算每股基本虧損之股份加權平均數	126,711,118	108,717,541
Effect of dilutive potential shares — Options	攤薄潛在股份之影響 — 購股權	—	3,118,033
Weighted average number of shares for the purpose of diluted loss per share	計算每股攤薄虧損之股份加權平均數	126,711,118	111,835,574

The weighted average number of shares for the purpose of basic loss per share has been adjusted for the effect of open offer during the year 2008.

計算每股基本虧損之股份加權平均數已就二零零八年內之公開發售之影響作出調整。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

15. Net Asset Value Per Share

Net asset value per share is computed based on:

		Group 本集團	
		2009 二零零九年	2008 二零零八年
		HK\$ 港元	HK\$ 港元
Net assets	資產淨值	253,503,547	371,261,746
Number of ordinary shares	普通股數目	128,289,200	124,689,200

15. 每股資產淨值

每股資產淨值乃按以下數據計算：

16. Dividends Paid

		2009 二零零九年	2008 二零零八年
		HK\$ 港元	HK\$ 港元
Interim dividends paid of HK\$0.13 per share	支付每股0.13港元之中期股息	16,677,596	—

On 3 June 2009, the Board resolved to declare an interim dividend of HK\$0.13 per share for the year ended 31 December 2009 which was paid on 24 July 2009.

16. 已付股息

於二零零九年六月三日，董事會決議宣派截至二零零九年十二月三十一日止年度之中期股息每股0.13港元，有關股息已於二零零九年七月二十四日派發。

17. Interests in Subsidiaries

		Company 本公司	
		2009 二零零九年	2008 二零零八年
		HK\$ 港元	HK\$ 港元
Unlisted shares, at cost	非上市股份，原值	780	780
Due from a subsidiary	應收一間附屬公司款項	141,614,336	90,009,968
		141,615,116	90,010,748

The amount due from a subsidiary is unsecured, interest free and not repayable within the next twelve months.

17. 附屬公司權益

應收一間附屬公司款項均為無抵押、免息及毋須於未來十二個月內償還。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

17. Interests in Subsidiaries (continued)

Details of the principal subsidiaries as at 31 December 2009 are as follows:

17. 附屬公司權益(續)

於二零零九年十二月三十一日之主要附屬公司詳情如下：

Name	Place of incorporation/ operation	Particulars of issued share capital/ registered capital	Percentage of issued share capital/ registered capital held	Principal activities
名稱	註冊成立/ 經營地點	已發行股本/ 註冊資本詳情	持有已發行股本/ 註冊資本之百分比	主要業務
Directly held by the Company:				
由本公司直接持有：				
Accufocus Investments Limited	British Virgin Islands ("BVI")/Hong Kong 英屬處女群島(「英屬處女群島」)/香港	100 shares of US\$1 each 100股每股面值 1美元之股份	100%	Investment holding 投資控股
Indirectly held by the Company:				
由本公司間接持有：				
Attentive Investments Limited	BVI/Hong Kong 英屬處女群島/香港	1 share of US\$1 each 1股每股面值1美元之股份	100%	Investment holding 投資控股
Best Policy Management Limited	BVI/Hong Kong 英屬處女群島/香港	1 share of US\$1 each 1股每股面值1美元之股份	100%	Investment holding 投資控股
Ever Honest Investments Limited	BVI/Hong Kong 英屬處女群島/香港	1 share of US\$1 each 1股每股面值1美元之股份	100%	Investment holding 投資控股
Founder China Industrial Investments Company Limited 新基業中國工業投資有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值 1港元之普通股	100%	Investment holding 投資控股
Linkson Investment Limited* 信萊投資有限公司*	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值 1港元之普通股	100%	Dormant 暫無營業
Founder Industrial Investments (Holdings) Company Limited 新基業工業投資(集團)有限公司	Hong Kong 香港	10,000,000 ordinary shares of HK\$1 each 10,000,000股每股面值 1港元之普通股	100%	Investment holding 投資控股

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

17. Interests in Subsidiaries (continued)

17. 附屬公司權益(續)

Name	Place of incorporation/ operation	Particulars of issued share capital/ registered capital	Percentage of issued share capital/ registered capital held	Principal activities
名稱	註冊成立/ 經營地點	已發行股本/ 註冊資本詳情	持有已發行股本/ 註冊資本之百分比	主要業務
Indirectly held by the Company: (continued)				
由本公司直接持有：(續)				
GR Investment Holdings Limited 金源創展有限公司	Hong Kong 香港	899,900,000 ordinary shares of HK\$0.1 each 899,900,000股每股面值 0.1港元之普通股	100%	Investment holding 投資控股
Glorious Bright Limited 千昇有限公司	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之 普通股	100%	Money lending 資金借貸
Prosperity Management Services Limited (Formerly known as GR Investment International Limited) 嘉進管理服務有限公司 (前稱金源投資國際有限公司)	Hong Kong 香港	2 ordinary shares of HK\$1 each 2股每股面值1港元之 普通股	100%	Dormant 暫無營業
Rich Concept Investments Limited	BVI/Hong Kong 英屬處女群島/香港	1 share of US\$1 each 1股每股面值1美元之股份	100%	Investment holding 投資控股
Target Plus Holdings Limited	BVI/Hong Kong 英屬處女群島/香港	1 share of US\$1 each 1股每股面值1美元之股份	100%	Investment holding 投資控股

* The Company was disposed on 23 February 2010.

* 該公司於二零一零年二月二十三日被出售。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

18. Interests in Associates

18. 聯營公司權益

		Group 本集團	
		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Unlisted shares at cost	非上市股份，原值	97,500	7,931,669
Share of associates' results net of dividends received	攤佔聯營公司業績(扣除已收股息)	2,816	(2,036,341)
		100,316	5,895,328
Amounts due (to)/from associates (Note a)	應(付)／收聯營公司款項(附註a)	(97,500)	12,152,516
Provision for impairment losses	減值虧損撥備	—	(8,104,545)
		(97,500)	4,047,971
		2,816	9,943,299

Note:

(a) The amounts due from associates are unsecured, interest free and not repayable within the next twelve months.

附註：

(a) 應收聯營公司款項為無抵押、免息及毋須於未來十二個月內償還。

Details of the principal associate, which is unlisted, as at 31 December 2009 is as follows:

於二零零九年十二月三十一日之主要聯營公司(為非上市)之詳情如下：

Name	Place of incorporation	Particulars of issued/registered share capital	Proportion of associates' capital owned 所擁有 聯營公司之 資本比例	Principal activities
名稱	註冊成立地點	已發行／註冊股本詳情	資本比例	主要業務
Bright Honest Limited	BVI 英屬處女群島	50,000 shares of US\$1 each 50,000股每股面值1美元之股份	25%	Investment holding 投資控股

The summarised financial information of the Group's share of assets, liabilities, income and results of the associates based on the unaudited management accounts of the associates are as follows:

根據聯營公司之未經審核管理賬目，本集團攤佔聯營公司資產、負債、收入及業績之概約財務資料如下：

		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Assets	資產	102,500	13,576,523
Liabilities	負債	(2,184)	(11,845,094)
Income	收入	—	123,569
Loss	虧損	(1,092)	(1,496,051)

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

19. Held-to-maturity Investments

The movements of the Held-to-maturity Investments are as follows:

		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Debt securities	債務證券		
At the beginning of the year	於年初	66,805,273	—
Reclassification (Note a)	重新分類(附註a)	(60,000,000)	—
		6,805,273	—
Add: Additions	加：新增	—	66,805,273
		6,805,273	66,805,273
Less: Disposal	減：出售	(6,805,273)	—
At the end of the year	於年終	—	66,805,273
Analysed for reporting purposes as:	分析作呈報用途：		
Current assets	流動資產	—	—
Non-current assets	非流動資產	—	66,805,273
		—	66,805,273

Note:

- (a) As the Group does not meet the conditions in paragraph 9 of HKAS 39 and the change of intention of the new management, the remaining financial assets in held-to-maturity investments shall be reclassified. In these regards, HK\$60,000,000 represented the carrying value of the Convertible notes issued by Wing On Travel (Holdings) Limited was reclassified to Investment in Convertible notes Account as disclosed in Note 21.

19. 持有直至到期之投資

持有直至到期之投資之變動如下：

		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
債務證券			
於年初		66,805,273	—
重新分類(附註a)		(60,000,000)	—
		6,805,273	—
加：新增		—	66,805,273
		6,805,273	66,805,273
減：出售		(6,805,273)	—
於年終		—	66,805,273
分析作呈報用途：			
流動資產		—	—
非流動資產		—	66,805,273
		—	66,805,273

附註：

- (a) 由於本集團不符合香港會計準則第39號第9段所述之條件及新任管理層之意向發生變動，故持有直至到期之投資之餘下財務資產須作重新分類。就此而言，由永安旅遊(控股)有限公司發行之賬面值為60,000,000港元之可換股票據已重新分類至於可換股票據賬戶之投資(如附註21所披露)。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

20. Available-for-sale Financial Assets

20. 可供出售財務資產

		Group 本集團		Company 本公司	
		2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Non-current assets	非流動資產				
Overseas unlisted equity securities, at cost	海外非上市股本證券，原值	3,648,156	20,885,906	—	—
Less: Impairment losses (Note a)	減：減值虧損(附註a)	(3,648,156)	(20,885,906)	—	—
		—	—	—	—
Hong Kong listed equity securities, at fair value	香港上市股本證券，公平值	110,879,794	131,892,440	—	47,263,053
Fund	基金	—	18,860,400	—	—
Equity Linked Notes	權益掛鈎票據	—	9,572,339	—	—
		110,879,794	160,325,179	—	47,263,053
Current assets	流動資產				
Hong Kong listed equity securities, at fair value	香港上市股本證券，公平值	8,918,000	7,954,000	—	—
Hong Kong unlisted equity securities, at cost	香港非上市股本證券，原值	—	12,120,000	—	—
Less: Impairment loss (Note b)	減：減值虧損(附註b)	—	(8,300,000)	—	—
		8,918,000	11,774,000	—	—
Equity Linked Notes	權益掛鈎票據	—	25,509,510	—	—
Overseas unlisted equity securities, at fair value	海外非上市股本證券，公平值	—	406,207	—	—
		8,918,000	37,689,717	—	—

Notes:

- (a) Impairment losses have been provided in full for the cost of investment for the unlisted overseas equity securities.
- (b) Impairment loss has been made against an investment in Golden Chain Development Ltd, a company invested in land development. The Group held 15% of its ordinary share capital (Note 8).

附註：

- (a) 已就非上市海外股本證券之投資成本全數撥備減值虧損。
- (b) 已就於金正發展有限公司(投資土地發展之公司)之投資作出減值虧損。本集團持有其15%普通股本(附註8)。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

20. Available-for-sale Financial Assets (continued)

As at 31 December 2009, the details of the investment are as follows:

20. 可供出售財務資產(續)

於二零零九年十二月三十一日，投資之詳情如下：

Name	Place of incorporation	Proportion of investee's capital owned	Cost and advances thereto	Directors' valuation/ market value	Dividend income received during the year	Net assets attributable to the investment	Unrealised gain/(loss) taken in the accounts	Principal Activities/ place of operation
名稱	註冊成立地點	所擁有所投資公司之資本比例	原值及預支款項 HK\$ million 百萬港元	董事估值/市價 HK\$ million 百萬港元	年內已收之股息收入 HK\$ million 百萬港元	投資項目應佔資產淨值 HK\$ million 百萬港元	計入賬戶之未變現收益/ (虧損) HK\$ million 百萬港元	主要業務/ 經營地點
China Life Insurance Company Limited 中國人壽保險股份有限公司	PRC 中國	0.0004%	1.12	1.15	0.01	0.00093	0.03	Life Insurance/PRC 人壽保險/中國
China Mobile Limited 中國移動有限公司	Hong Kong 香港	0.0001%	2.13	1.46	0.08	0.0005	(0.67)	Provision of mobile telecommunication & related services/PRC 提供移動電信及有關服務/中國
EPI (Holdings) Limited 長盈集團(控股)有限公司	Hong Kong 香港	2.60%	44.00	37.80	—	22.11	(6.2)	Metal sourcing and trading/PRC 金屬採購及貿易/中國
HSBC Holdings Plc 滙豐控股有限公司	England 英國	0.00034%	6.95	5.32	0.21	0.0033	1.63	Banking and financial services/Asia Pacific region, Europe, the Americas, the Middle East and Africa 銀行及金融服務/亞太區、歐洲、美洲、中東及非洲
Industrial And Commercial Bank Of China 中國工商銀行股份有限公司	PRC 中國	0.00004%	0.48	0.64	0.03	0.00028	0.16	Banking and financial services/PRC 銀行及金融服務/中國

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

20. Available-for-sale Financial Assets (continued)

20. 可供出售財務資產(續)

Name	Place of incorporation	Proportion of investee's capital owned	Cost and advances thereto	Directors' valuation/ market value	Dividend income received during the year	Net assets attributable to the investment	Unrealised gain/(loss) taken in the accounts	Principal Activities/ place of operation
名稱	註冊成立地點	所擁有所投資公司之資本比例	原值及預支款項	董事估值/市價	年內已收之股息收入	投資項目應佔資產淨值	計入賬戶之未變現收益/ (虧損)	主要業務/ 經營地點
			HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	
*Neo Telemedia Limited *中國新電信集團有限公司	Cayman Island 開曼群島	2.79%	53.85	35.18	—	2.31	(18.67)	Production and sales of videos and films, the licensing of video and copyright, film rights and artiste management/ Hong Kong 製作及銷售錄像帶及電影, 以及授出錄像帶及版權、電影版權及藝人管理/香港
Power Digital Card Company Limited 積智日通卡股份有限公司	Taiwan 台灣	—	3.65	—	—	—	—	(Note a) (附註a)
PYI Corporation Limited 保華集團有限公司	Bermuda 百慕達	3.24%	48.46	58.75	—	164.77	10.29	Infrastructure investment and the operation of bulk cargo ports and logistics facilities/PRC 基建投資及大宗散貨港口營運以及物流設施/中國
Vision Tech International Holdings Limited 金科數碼國際控股有限公司	Bermuda 百慕達	0.61%	7.01	5.76	—	0.96	(1.25)	Trading and distribution of electronic home appliance and metals/ Hong Kong and PRC 家庭電器及金屬貿易及分銷/香港及中國

As at 31 December 2009, Group's available-for-sale equity securities were individually determined to be impaired on the basis of a prolonged decline in the fair value below cost.

於二零零九年十二月三十一日, 本集團之可供出售股本證券已由於公平值長期下跌至低於成本而個別釐定為減值。

* Included 2.08% share owned has been recognised as financial assets at fair value through profit or loss and disclosed in Note 23.

* 所包括擁有之2.08%之股份已確認為按公平值計入損益表之財務資產, 並於附註23作出披露。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

21. Investment in Convertible Notes

On 16 December 2008, the Group acquired for 2% Convertible Notes issued by Wing On Travel (Holdings) Limited ("Wing On Travel") with principal amount of HK\$66 million at a discount for HK\$60 million. It entitles the Group to convert into shares in Wing On Travel at the initial conversion price of HK\$0.79 per share (subject to adjustments), which was subsequently adjusted to HK\$6.78 as a result of capital reorganization on 1 February 2010. Wing On Travel would redeem the Convertible Notes on 7 June, 2011 at 110% of the principal amount.

In addition, the Group also purchased 2% Convertible Notes issued by Hanny Holdings Limited ("Hanny") with principal amount of HK\$16.44 million at a discount for HK\$12.33 million and with maturity on 15 June 2011 entitling the Group to convert into shares in Hanny at an initial conversion price of HK\$0.59 (subject to adjustments) which was subsequently adjusted to HK\$15.83. Unless previously converted or lapsed by Hanny, Hanny shall redeem the Convertible Notes at the amount of HK\$16.44 million on maturity.

The movement of the Convertible Notes for the year 2009 are as follows:

		2009 二零零九年 HK\$ 港元
At the beginning of the year	於年初	—
Reclassification (Note a)	重新分類(附註a)	60,000,000
Additions	新增	12,330,000
		72,330,000
Interest income recognised	已確認利息收入	(896,456)
Fair value changes in embedded conversion	內含兌換權之公平值變動	77,127
Fair value changes in debts portion	債務部份之公平值變動	15,312,788
Fair value changes in recognition	確認時之公平值變動	(5,275,750)
At the end of the year	於年終	81,547,709

Note:

(a) During the year, the Group's held-to-maturity Investments in Convertible Notes issued by Wing On Travel has been reclassified as Investment in Convertible Notes (Note 19).

21. 於可換股票據之投資

於二零零八年十二月十六日，本集團按折讓價6,000萬港元購買永安旅遊(控股)有限公司(「永安旅遊」)發行之本金額為6,600萬港元之2厘可換股票據。據此本集團有權按初步兌換價每股0.79港元(可予調整)兌換永安旅遊股份，兌換價其後因資本重組而於二零一零年二月一日調整為6.78港元。永安旅遊將於二零一一年六月七日以本金額之110%之贖回金額贖回可換股票據。

此外，本集團亦按折讓價1,233萬港元購買錦興集團有限公司(「錦興」)發行之本金額為1,644萬港元並於二零一一年六月十五日到期之2厘可換股票據。據此本集團有權按初步兌換價0.59港元(可予調整)兌換錦興之股份，兌換價其後調整為15.83港元。除已兌換或失效者外，錦興須於到期日以1,644萬港元贖回可換股票據。

二零零九年度可換股票據之變動如下：

附註：

(a) 年內，本集團持有直至到期之投資永安旅遊發行之可換股票據已重新分類為於可換股票據之投資(附註19)。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

21. Investment in Convertible Notes (continued)

The investment in the above Convertible Notes have been split between debt component and embedded derivatives during the year ended 31 December 2009. Details are listed as follows:

21. 於可換股票據之投資(續)

於截至二零零九年十二月三十一日止年度，於上述可換股票據之投資已分為債務部份及內含衍生工具。詳情載列如下：

		Debt portion	Embedded Conversion option	Total
		債務部份	內含兌換 選擇權	總計
		HK\$	HK\$	HK\$
		港元	港元	港元
Convertible Notes issued by:	可換股票據發行人：			
Wing On Travel	永安旅遊	66,070,138	158,588	66,228,726
Hanny	錦興	15,303,392	15,591	15,318,983
		81,373,530	174,179	81,547,709

The debt portion of the Convertible Notes as debt receivables and the embedded conversion option is deemed as held for trading and recognised at fair value on initial recognition. The fair values of the embedded conversion options in initial recognition are determined by the directors of the Company with reference to the valuation performed by Greater China Appraisal Limited, an independent professional valuers not connected with the Group using Binomial Lattice Model. Details of the information for the conversion options embedded in convertible notes are as follows:

列作應收賬項之可換股票據之債務部份及內含兌換選擇權被視為持作買賣並於初步確認時按公平值確認。內含兌換選擇權於初步確認時之公平值，乃由本公司董事參考漢華評值有限公司(一間與本集團並無關連之獨立專業估值公司)以二項式點陣模型進行之估值而釐定。有關可換股票據內含兌換選擇權之資料詳情如下：

Hanny Convertible Notes	錦興可換股票據	2009 二零零九年
Stock price	股價	HK\$0.59港元
Conversion price	兌換價	HK\$15.83港元
Volatility	波幅	124.20%
Dividend yield	股息率	0%
Full life	年期	5 years年
Risk free rate	無風險利率	7.21%
Bond discount	債券折讓	6.96%

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

21. Investment in Convertible Notes (continued)

21. 於可換股票據之投資(續)

Wing On Travel Convertible Notes	永安旅遊可換股票據	2009 二零零九年
Stock price	股價	HK\$0.58 港元
Conversion price	兌換價	HK\$6.78 港元
Volatility	波幅	106.93%
Dividend yield	股息率	0%
Full life	年期	5 years 年
Risk free rate	無風險利率	8.8%
Bond Discount	債券折讓	8.44%

22. Other Asset

22. 其他資產

		Group 本集團	
		2009 二零零九年	2008 二零零八年
		HK\$ 港元	HK\$ 港元
Golf club membership, at cost	高爾夫球會所會籍，原值	150,000	150,000

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
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23. Financial Assets at Fair Value through Profit or Loss

23. 按公平值計入損益表之財務資產

		Group 本集團	
		2009 二零零九年	2008 二零零八年
		HK\$ 港元	HK\$ 港元
Held for trading:	持有作買賣：		
Equity securities, at fair value	股本證券，公平值		
— listed in Hong Kong	— 於香港上市	26,264,000	125,000
— listed outside Hong Kong (Note a)	— 於香港以外地區上市(附註a)	—	112,125
		26,264,000	237,125

Note:

(a) The equity securities listed outside Hong Kong are denominated in US dollars.

Changes in fair values of financial assets at fair value through profit or loss are recognised as fair value gain on the financial assets at fair value through profit or loss in the consolidated statement of comprehensive income.

附註：

(a) 於香港以外地區上市之股本證券乃以美元為單位。

按公平值計入損益表之財務資產之公平值變動乃於綜合全面收益表內確認為按公平值計入損益表之財務資產之公平值收益。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

24. Other Receivables

		Group 本集團		Company 本公司	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Other loans	其他貸款	—	25,915,813	—	—
Less: impairment losses (Note 8a)	減：減值虧損 (附註8a)	—	(14,962,813)	—	—
Other loans (Note a)	其他貸款(附註a)	—	10,953,000	—	—
Prepayments and deposits	預付款項及按金	1,042,708	3,444,417	229,708	3,301,549
Others	其他	2,248,923	14,318,275	—	—
		3,291,631	28,715,692	229,708	3,301,549

Note:

(a) The aging analysis of the other loans are as follows:

附註：

(a) 其他貸款之賬齡分析如下：

		Group 本集團		Company 本公司	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Within 3 months	3個月內	—	10,018,000	—	—
3 to 6 months	3至6個月	—	863,000	—	—
6 to 12 months	6至12個月	—	42,000	—	—
Over 1 year	1年以上	—	30,000	—	—
		—	10,953,000	—	—

The other loans amounted to HK\$10,953,000 in 2008 are advanced to independent third parties and are secured, interest bearing ranking from 10% per annum to prime lending rate less 1% to add 2% to 5% per annum.

二零零八年其他貸款10,953,000港元墊支予獨立第三方，乃有抵押及按介乎年利率10厘至最優惠貸款年利率減1厘至加2至5厘計息。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

25. Due from a Subsidiary — Company

The amount due from a subsidiary is unsecured, interest-free and expected to be realized in the next twelve months of the balance sheet date. Details of amount due from a subsidiary is as follows:

Name of related company	Connected director	Maximum amount outstanding during the year	Balance at	Balance at
			31.12.2009	31.12.2008
關連公司名稱	關連董事	年內最高未償還款項	於二零零九年十二月三十一日之結餘	於二零零八年十二月三十一日之結餘
		HK\$	HK\$	HK\$
		港元	港元	港元
GR Investment Holdings Limited 金源創展有限公司	Cheuk Yuk Lung and Lam Kwing Wai Alvin Lesile 卓育龍及林焯偉	105,926,454	64,243,040	105,926,454

At the balance sheet date, there was no interest due or interest.

The carrying amount of amount due from a subsidiary approximates to its fair value.

25. 本公司應收一間附屬公司款項

應收一間附屬公司款項乃無抵押、免息，並預期將於結算日未來十二個月變現。應收一間附屬公司款項之詳情如下：

於結算日，並無到期利息或利息。

應收一間附屬公司款項之賬面值與其公平值相若。

26. Assets of Disposal Group Classified as Held for Sale

On 23 February, 2010, the Group entered into a Sales and Purchase Agreement with an independent third party to dispose the Group's equity interest in a wholly-owned subsidiary, namely Linkson Investment Limited, which is an inactive company. The transaction was completed on the same date. Accordingly, the assets and liabilities associated with assets classified as held for sales, and are presented separately in the consolidated balance sheet.

26. 分類為持有作出售之出售組別資產

於二零一零年二月二十三日，本集團與一名獨立第三方訂立買賣協議以出售本集團於一間名為Linkson Investment Limited(為一間非經營公司)之全資附屬公司之股本權益。該交易於同日完成。因此，資產及負債與分類為持有作出售之資產有關，並於綜合資產負債表內分開呈列。

		2009	2008
		二零零九年	二零零八年
		HK\$	HK\$
		港元	港元
Disposal of a wholly-owned subsidiary	出售一間全資附屬公司		
Assets of disposal group classified as held for sale	分類為持有作出售之出售組別資產	507,319	—
Liabilities of disposal group classified as held for sale	分類為持有作出售之出售組別負債	—	—

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
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27. Other Payables

		Group 本集團		Company 本公司	
		2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Accrued expenses	應計費用	431,269	337,780	425,670	331,300

27. 其他應付賬項

28. Interest-Bearing Borrowings

		Company 本公司	
		2009 二零零九年	2008 二零零八年
		HK\$ 港元	HK\$ 港元
Interest-bearing borrowings	計息借貸	—	6,064,618
Less: Current portion	減：即期部份	—	(6,064,618)
Non-current portion	非即期部份	—	—

28. 計息借貸

29. Due to Sinox Fund Management Limited

The amount due to SINOX represents investment management fees payable at the year end. The amount due is unsecured, interest free and repayable on demand.

SINOX is the Investment Manager of the Group and provides administrative and investment management services to the Group in relation to the investment of the Group's assets.

29. 應付利禾資金管理有限公司款項

應付利禾款項指於年結日應付之投資管理費。此應付款項為無抵押、免息及須於要求時償還。

利禾為本集團之投資經理，就本集團之資產投資向本集團提供行政及投資管理服務。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
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30. Share Capital

30. 股本

		Note 附註	Number of shares 股份數目		Share capital 股本	
			2009 二零零九年	2008 二零零八年	2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Authorised:	法定股本：					
At beginning of the year (ordinary shares of HK\$0.01 each)	於年初(每股面值 0.01港元之普通股)		300,000,000	3,000,000,000	30,000,000	30,000,000
Share consolidation	股份合併	(b)	—	(2,700,000,000)	—	—
At end of the year (ordinary shares of HK\$0.10 each)	於年終(每股面值 0.10港元之普通股)		300,000,000	300,000,000	30,000,000	30,000,000
Issued and fully paid:	已發行及已繳足股本：					
At beginning of the year (ordinary shares of HK\$0.01 each)	於年初(每股面值 0.01港元之 普通股)		124,689,200	647,928,000	12,468,920	6,479,280
Share option exercised	已行使購股權	(a)	3,600,000	50,000,000	360,000	500,000
Shares consolidation	股份合併	(b)	—	(628,135,200)	—	—
Issued on open offer	於公開發售時發行	(c)	—	34,896,400	—	3,489,640
Issued on share placing	於股份配售時發行	(d)	—	20,000,000	—	2,000,000
At end of the year (ordinary shares of HK\$0.10 each)	於年終(每股面值 0.10港元之普通股)		128,289,200	124,689,200	12,828,920	12,468,920

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

30. Share Capital (continued)

Notes:

- (a) Pursuant to the agreement entered into between China Investment Fund Company Limited ("CIF") and the Company on 17 August 2007 regarding the share option granted by the Company to CIF, entitling CIF to exercise the option to 86,000,000 new share of the Company (Note 32). CIF had fully exercised the option to subscribe for the shares during the year 2008 and 2009. 50,000,000 ordinary shares of HK\$0.01 each, with nominal value of HK\$500,000 were exercised at HK\$0.20 each (prior to share consolidation) and 3,600,000 of HK\$0.10 with nominal value of HK\$360,000, were exercised each at HK\$1.739 each (after share consolidation) on 8 January 2008 and 10 June 2009 respectively. The corresponding amounts of share premium were recognised in share premium accounts accordingly.
- (b) By a special resolution passed on 26 February 2008, the Company announced the Share Consolidation. The issued and unissued share capital of the Company has been consolidated for every ten shares of HK\$0.01 each into one share of HK\$0.10 each.
- (c) After the share consolidation, the Company has made an open offer by issuing ordinary shares at a price of HK\$1.00 per open offer share. As a result, 34,896,400 shares of nominal value of HK\$0.10 each were issued on 18 March 2008. It increased the issued share capital by HK\$3,489,640. The share premium amounting to HK\$31,406,760 was credited to share premium account accordingly (Note 31).
- (d) On 24 July 2008, the Company entered into a placing agreement with Baron Capital Limited for placing 20 million ordinary shares of HK\$0.10 each at a price of HK\$1.10 each. The share capital was increased by HK\$2,000,000 and the premium on issue of shares in HK\$20 million was credited to the share premium account accordingly. (Note 31).

Subsequent to 31 December 2009, the Company has undertaken the Share Subdivision and Change of Board Lot Size as disclosed in Note 36 of these financial statements.

30. 股本(續)

附註:

- (a) 根據中國投資基金有限公司(「中國投資基金」)與本公司於二零零七年八月十七日就本公司向中國投資基金授出購股權所訂立之協議，中國投資基金有權行使本公司86,000,000股新股份之購股權(附註32)。於二零零八年及二零零九年期間，中國投資基金已悉數行使購股權以認購股份。50,000,000股每股面值0.01港元之普通股(面值500,000港元)及3,600,000股每股面值0.10港元之普通股(面值360,000港元)分別於二零零八年一月八日及二零零九年六月十日以每股0.20港元(股份合併前)及每股1.739港元(股份合併後)行使。相應股份溢價乃相應地於股份溢價賬確認。
- (b) 藉於二零零八年二月二十六日通過之特別決議案，本公司宣佈股份合併。本公司之已發行及未發行股本已予合併，方式為每十股每股面值0.01港元之股份合併為一股每股面值0.10港元之股份。
- (c) 於股份合併後，本公司已透過按每股公開發售股份1.00港元之價格發行普通股進行公開發售。因此，於二零零八年三月十八日發行34,896,400股每股面值0.10港元之股份，令已發行股本增加3,489,640港元。31,406,760港元之股份溢價乃相應地計入股份溢價賬(附註31)。
- (d) 於二零零八年七月二十四日，本公司與建勤融資有限公司訂立配售協議，以按每股1.10港元之價格配售2,000萬股每股面值0.10港元之普通股。股本增加200萬港元，而發行股份之溢價2,000萬港元乃相應地計入股份溢價賬(附註31)。

如此等財務報表附註36所披露，本公司已於二零零九年十二月三十一日後進行股份拆細及更改每手買賣單位。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

31. Reserves

31. 儲備

Group	本集團	Share premium	Share option reserve	Contributed surplus	Changes in fair value of convertible notes	Changes in fair value of available-for-sale financial assets	(Accumulated losses)/ Retained profits	Total
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
At 1 January 2008	於二零零八年一月一日	169,564,710	26,880,000	127,380,317	—	101,326,422	116,231,185	541,382,634
Prior year adjustment (Note 31a)	以前年度調整 (附註31a)	26,997,000	—	(26,997,000)	—	—	—	—
At 1 January 2008, as restated	於二零零八年一月一日，重列	196,561,710	26,880,000	100,383,317	—	101,326,422	116,231,185	541,382,634
Premium arise from:	以下項目產生之溢價：							
— exercise of share option (Note 30a)	— 行使購股權 (附註30a)	9,500,000	(15,627,907)	—	—	—	—	(6,127,907)
— open offer (Note 30c)	— 公開發售 (附註30c)	31,406,760	—	—	—	—	—	31,406,760
— share placing (Note 30d)	— 股份配售 (附註30d)	20,000,000	—	—	—	—	—	20,000,000
Reversal of reserve for share option	撥回購股權儲備	—	—	7,627,907	—	—	—	7,627,907
Release on disposal and written off of associates	出售及撤銷聯營公司時撥回	—	—	—	—	—	2,512	2,512
Total comprehensive loss	全面虧損總額	—	—	—	—	(181,939,621)	(53,559,459)	(235,499,080)
At 31 December 2008	於二零零八年十二月三十一日	257,468,470	11,252,093	108,011,224	—	(80,613,199)	62,674,238	358,792,826
At 1 January 2009	於二零零九年一月一日	257,468,470	11,252,093	108,011,224	—	(80,613,199)	62,674,238	358,792,826
Capital and Premium arise from:	以下項目產生之資本及溢價：							
— exercise of share option (Note 30a)	— 行使購股權 (附註30a)	5,900,400	(5,008,320)	—	—	—	—	892,080
— share premium reduction (Note 31c)	— 削減股份溢價 (附註31c)	(97,041,650)	(6,243,773)	103,285,423	—	—	—	—
Distribution to shareholders (Note 31c)	向股東分派 (附註31c)	—	—	(85,953,764)	—	—	—	(85,953,764)
Dividends paid (Note 16)	已付股息 (附註16)	—	—	—	—	—	(16,677,596)	(16,677,596)
Total comprehensive loss	全面虧損總額	—	—	—	9,140,582	76,499,720	(102,019,221)	(16,378,919)
At 31 December 2009	於二零零九年十二月三十一日	166,327,220	—	125,342,883	9,140,582	(4,113,479)	(56,022,579)	240,674,627
Company and subsidiaries	本公司及附屬公司	166,327,220	—	125,342,883	9,140,582	(4,113,479)	(120,842,569)	175,854,637
Associates	聯營公司	—	—	—	—	—	64,819,990	64,819,990
		166,327,220	—	125,342,883	9,140,582	(4,113,479)	(56,022,579)	240,674,627

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

31. Reserves (continued)

Notes:

(a) *Prior year adjustment*

The prior year adjustment was recognised to correct the classification error made during 2007. The premium arising from open offer by the amount of HK\$26,997,000 should be adjusted from contributed surplus account to share premium account, the opening balance was restated retrospectively.

(b) *Exercise of Share Option*

As mentioned in Note 32 and the share premium has resulted from the exercise of share option by CIF. The premium on issue of share were credited in the amount of HK\$9,500,000 and HK\$5,900,400 for the year ended 31 December 2008 and 2009 respectively. The share option reserve were debited by HK\$15,627,907 and HK\$5,008,320 for reversal of the reserve in respect of the equity-settled share-based payment made with CIF for the year concerned.

(c) *Share Premium Reduction and Distribution Out of Contributed Surplus Account*

By passing a special resolution at a special general meeting held on 9 July 2009, the shareholders of the Company approved a share premium reduction under which the entire amount standing to credit of the share premium account amounted to HK\$97,041,650 be cancelled and transferred in full to the contributed surplus account and the amount in share option reserve amounted to HK\$6,243,733 also be cancelled and transferred to the contribution surplus account.

By passing an ordinary resolution on the same date, the distribution out of contribution surplus account of the Company of HK\$0.67 per share, totally amounted to HK\$85,953,764 was approved and was paid on 24 July 2009.

31. 儲備(續)

附註：

(a) 以前年度調整

以前年度調整已獲確認，以更正二零零七年之分類錯誤。公開發售產生之溢價 26,997,000 港元應由實繳盈餘調整至股份溢價賬，期初結餘已追溯重列。

(b) 行使購股權

如附註 32 所述，股份溢價乃因中國投資基金行使購股權所產生。截至二零零八年及二零零九年十二月三十一日止年度，發行股份之溢價分別按 9,500,000 港元及 5,900,400 港元入賬。因撥回有關年度與中國投資基金進行之以股本結算之股份支付，購股權儲備扣除 15,627,907 港元及 5,008,320 港元。

(c) 削減股份溢價及自實繳盈餘賬作出分派

於二零零九年七月九日舉行之股東特別大會上，本公司股東批准特別決議案，決議削減股份溢價。據此，全數 97,041,650 港元之股份溢價賬之所有進賬數額被全額註銷並轉撥往實繳盈餘賬，而購股權儲備合共 6,243,733 港元之數額亦被註銷並轉撥往實繳盈餘賬。

本公司於同日通過普通決議案，批准自本公司實繳盈餘賬中作出分派每股 0.67 港元，合共 85,953,764 港元，並於二零零九年七月二十四日支付。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

31. Reserves (continued)

31. 儲備(續)

Company		Share premium	Share option reserve	Contributed surplus	Changes in fair value of available-for-sale financial assets	(Accumulated losses)/ Retained profits	Total
		股份溢價 HK\$ 港元	購股權儲備 HK\$ 港元	實繳盈餘 HK\$ 港元	可供出售 財務資產之 公平值變動 HK\$ 港元	(累計虧損)/ 保留溢利 HK\$ 港元	總計 HK\$ 港元
Company	本公司						
At 1 January 2008	於二零零八年一月一日	3,237,490	26,880,000	127,380,317	72,297,981	20,733,296	250,529,084
Prior year adjustment (Note 31a)	以前年度調整(附註31a)	26,997,000	—	(26,997,000)	—	—	—
At 1 January 2008, as restated	於二零零八年一月一日· 重列	30,234,490	26,880,000	100,383,317	72,297,981	20,733,296	250,529,084
Premium arise from:	以下項目產生之溢價:						
— exercise of share option (Note 30a)	— 行使購股權(附註30a)	9,500,000	—	—	—	—	9,500,000
— open offer (Note 30c)	— 公開發售(附註30c)	31,406,760	—	—	—	—	31,406,760
— share placing (Note 30d)	— 股份配售(附註30d)	20,000,000	—	—	—	—	20,000,000
Exercise of share option	行使購股權	—	(15,627,907)	—	—	—	(15,627,907)
Reversal of reserve for share option	撥回購股權儲備	—	—	7,627,907	—	—	7,627,907
Total comprehensive loss	全面虧損總額	—	—	—	(37,135,256)	(4,276,831)	(41,412,087)
At 31 December 2008	於二零零八年 十二月三十一日	91,141,250	11,252,093	108,011,224	35,162,725	16,456,465	262,023,757
At 1 January 2009, as brought forward	於二零零九年一月一日· 承前結轉	91,141,250	11,252,093	108,011,224	35,162,725	16,456,465	262,023,757
Capital and Premium arise from:	以下項目產生之 資本及溢價						
— exercise of share option (Note 30a)	— 行使購股權(附註30a)	5,900,400	(5,008,320)	—	—	—	892,080
— share premium reduction (Note 31c)	— 削減股份溢價 (附註31c)	(97,041,650)	(6,243,773)	103,285,423	—	—	—
Distribution to shareholder (Note 31c)	向股東分派(附註31c)	—	—	(85,953,764)	—	—	(85,953,764)
Dividends paid (Note 16)	已付股息(附註16)	—	—	—	—	(16,677,596)	(16,677,596)
Total comprehensive loss	全面虧損總額	—	—	—	(35,162,725)	69,301,559	34,138,834
At 31 December 2009	於二零零九年 十二月三十一日	—	—	125,342,883	—	69,080,428	194,423,311

The contributed surplus of the Group and the Company represents the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the Group's reorganization scheme completed on 12 December 2001 over the nominal value of the Company's shares issued in exchange.

Under the Companies Act (1981) of Bermuda (as amended), the contributed surplus is distributable to the shareholders, provided that the Company is, after the payment of dividends out of the contributed surplus, able to pay its liabilities as they become due; or the realisable value of the Company's assets would thereby not be less than the aggregate of its liabilities, issued share capital and reserves.

本集團及本公司之實繳盈餘指根據於二零零一年十二月十二日完成本集團重組計劃所收購之附屬公司之股份面值與發行作交換本公司股份面值之差額。

根據百慕達(一九八一年)公司法(修訂本),實繳盈餘可分派予股東,惟自實繳盈餘支付股息後,本公司須有能力償還其到期負債;或本公司資產之可變現價值不得因此而低於其負債、已發行股本及儲備之總和。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

32. Share-based Payment Transactions

Equity-settled share option scheme

The Company had entered into an agreement with China Investment Fund Company Limited ("CIF") on 17 August, 2007 for acquiring 80,000,000 new shares of CIF at HK\$0.276 with an aggregate consideration of HK\$22,080,000 and the Company had agreed to grant an option to CIF for the subscription of up to a maximum of 86,000,000 new shares of the Company at HK\$0.20 per share with an aggregate subscription price of HK\$17,200,000 of which 80% will be regarded as an option money and a payment of HK\$8,320,000 in cash. The option is exercisable within an option period of two years starting from the date of granting of the option on 4 September 2007. On 14 March 2008, the Company announced that the subscription price for CIF outstanding share options was adjusted from HK\$0.20 per share to HK\$0.1739 per share (HK\$1.739 per consolidated share) with effect from 18 March, 2008 as a result of the above mentioned share consolidation and open offer.

On 10 June 2009, CIF has exercised the balancing option to subscribe 3,600,000 new shares of HK\$0.01 each at a price of HK\$1.739 each. The premium on issue of shares of HK\$5,900,400 was credited to the share premium account.

Movements in the number of share options outstanding and their related subscription price are as follows:

Subscription price	認購價	HK\$1.739 per share 每股 1.739 港元
Date of grant	授出日期	4 September 2007 二零零七年九月四日
Date of expiry	屆滿日期	3 September 2009 二零零九年九月三日
Date of exercise	行使日期	10 June 2009 二零零九年六月十日

32. 以股份支付之交易

以股本結算之購股權計劃

本公司與中國投資基金有限公司(「中國投資基金」)於二零零七年八月十七日訂立協議，以按0.276港元收購中國投資基金80,000,000股新股，總代價為22,080,000港元，而本公司已同意向中國投資基金授出購股權，以每股0.20港元認購最多86,000,000股本公司新股，總認購價為17,200,000港元(其中80%將被視作購股權費用)及現金款項8,320,000港元。購股權可自二零零七年九月四日授出購股權日期起為期兩年之購股權期間內行使。於二零零八年三月十四日，本公司宣佈，由於上述股份合併及公開發售，由二零零八年三月十八日起，中國投資基金未行使購股權之認購價由每股0.20港元調整為每股0.1739港元(每股合併股份1.739港元)。

於二零零九年六月十日，中國投資基金已行使餘下購股權，按每股1.739港元之價格認購3,600,000股每股面值0.01港元之新股份。發行股份之溢價5,900,400港元計入股份溢價賬。

尚未行使之購股權數目及其有關認購價之變動如下：

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

32. Share-based Payment Transactions (continued)

		2009 二零零九年 No of share options 購股權數目	2008 二零零八年 No of share options 購股權數目
At the beginning of the year	於年初	3,600,000	86,000,000
Forfeited	已沒收	—	—
Exercised	已行使	3,600,000	50,000,000
Expired	已屆滿	—	—
At the end of the year	於年終	—	3,600,000
			(Consolidated shares) (合併股份)

The fair value of the share option granted was measured with reference to the market price of CIF' shares at the transaction date.

已授出購股權之公平值乃參考於交易日中國投資基金股份之市價計量。

33. Operating Lease Commitments

At the balance sheet date, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		Group 本集團	
		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Within one year	一年內	1,045,080	—
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	2,262,360	—
		3,307,440	—

33. 營運租約承擔

於結算日，本集團須就不可撤銷營運租約而於日後支付之最低租金總額如下：

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
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34. Related Party Transactions

Apart from the transactions with related parties disclosed elsewhere in the financial statements, the following transactions were entered into by the Group with the related parties negotiated on terms mutually agreed with these related parties:

(a) Group

		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Management fees paid to a Company with a common director	已支付予一間擁有共同董事之公司之管理費	3,000,000	5,400,000
Commission fees paid to a Company with a common shareholder	已支付予一間擁有共同股東之公司之佣金費用	—	477,938

Apart from the transactions with related parties disclosed elsewhere in the financial statements, the following transactions were entered into by the Company with the related parties negotiated on terms mutually agreed with these related parties:

(b) Company

		2009 二零零九年 HK\$ 港元	2008 二零零八年 HK\$ 港元
Management fees received from subsidiaries	已收附屬公司之管理費	8,477,000	5,188,287
Management fees paid to a Company with a common director	已支付予一間擁有共同董事之公司之管理費	3,000,000	5,400,000
Administrative fees paid to a subsidiary	已支付予一間附屬公司之行政費	148,000	871,378
Commission fees paid to a Company with a common shareholder	已支付予一間擁有共同股東之公司之佣金費用	—	477,938
Dividend income received from a subsidiary	已收一間附屬公司之股息收入	51,600,000	—

34. 關連人士交易

除於財務報表中另行披露與關連人士進行之交易外，下列交易乃由本集團與關連人士按互相協定之條款磋商後進行：

(a) 本集團

除於財務報表中另行披露與關連人士進行之交易外，下列交易乃由本公司與關連人士按互相協定之條款磋商後進行：

(b) 本公司

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
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35. Contingent Liabilities

As noted in the last years' audited financial statements, a claim has been brought against a subsidiary of the Group namely "GR Investment Holdings Limited" on 14 March 2008 by an agent "Golden Eagle International (Group) Ltd" ("Golden Eagle") under a court order (HCA 2032/2007), alleging that the Company is liable for the payment of RMB12,750,000 which was the balance of an unsettled agency commission regarding the provision of agency services in procuring the sales of an investment, namely "Shanghai White Cat Company Ltd" during the year 2000.

The Company has served a defence and a counter claim against "Golden Eagle International (Group) Ltd" for damages of RMB7,324,564 for Golden Eagle to discharge its obligations before expiry date under an Agency Agreement. The directors, after seeking legal advice, of the opinion that it is not probable for the subsidiary be liable to the claim. The Company has not made any provision in respect of this claim but has incurred a legal deposit for HK\$813,000 this year in dealing with the claims.

36. Significant Subsequent Events

Top-up Placing

On 11 February 2010, the Company completed a top-up placing of 21,300,000 new shares of HK\$0.10 each at a price of HK\$1.80 each pursuant to the placing and subscription agreements dated 28 January 2010. The net proceeds from this placing of shares amounting to HK\$37.7 million was generated for general working capital of the Group and has been kept as bank deposit. The issued capital of the Company has been increased to HK\$14,958,920, representing 149,589,200 shares of HK\$0.10 each.

Convertible Notes Placing

On 28 January 2010, the Company entered into an agreement of placing convertible notes with an agent, Baron Capital Limited, for placing a 3 years zero coupon convertible notes (First Convertible Notes) with a principal amount of HK\$30 million. It will be redeemed on maturity at 110% of the principal amount of the notes outstanding.

35. 或然負債

如去年經審核財務報表所述，於二零零八年三月十四日，代理商「金鷹國際集團有限公司」（「金鷹」）根據法院指令（HCA 2032/2007）向一間名為「金源創展有限公司」之本集團附屬公司提出索償，指稱該公司應就於二零零零年提供代理服務，安排出售名為「上海白貓有限公司」之投資之未償還代理佣金結餘支付人民幣12,750,000元。

本公司已提出抗辯並就「金鷹國際集團有限公司」根據代理協議於到期日前未能解除其責任向金鷹反索償人民幣7,324,564元。徵求法律意見後，董事認為附屬公司不太可能須就索償負責。故本公司並無就該索償作出任何撥備，但在處理有關索償時，本年度已產生法律保證金813,000港元。

36. 重大結算日後事項

先舊後新配售

於二零一零年二月十一日，本公司根據日期為二零一零年一月二十八日之配售及認購協議按每股1.80港元之價格完成2,130萬股每股面值0.10港元之新股份之先舊後新配售。是次股份配售所得款項淨額3,770萬港元已用作本集團之一般營運資金並存作銀行存款，本公司之已發行股本增加至14,958,920港元，即149,589,200股每股0.10港元之股份。

可換股票據配售

於二零一零年一月二十八日，本公司與代理商建勤融資有限公司訂立可換股票據配售協議，配售本金額為3,000萬港元之三年期零票息可換股票據（第一可換股票據），將於到期日按未贖回票據本金額110%之金額贖回。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

36. Significant Subsequent Events (continued)

Convertible Notes Placing (continued)

On the same date, the Company also entered into the convertible note subscription agreement with a controlling shareholder, Favor Hero Investments Ltd, to subscribe the convertible notes (Second Convertible Notes) with a principal amount of HK\$30 million. The principal terms and conditions of the Second Convertible Notes are same as the First Convertible Notes.

The above First and Second Convertible Notes are convertible into conversion shares at an initial conversion price of HK\$2.60 per share (subject to adjustments), a total of 23,076,922 new shares will be issued.

The estimated net proceeds from the issue of the First and Second Convertible Notes will be about HK\$59.3 million. The net proceeds will be used for general working capital of the Group and the funding of new investment opportunities.

Share Subdivision and Change of Board Lot Size

On 29 January 2010, the Company announced a proposed share subdivision and change of board lot size. The Board proposed that each of the existing issued and unissued share of HK\$0.10 each in the share capital of the Company be subdivided into four (4) subdivided shares of HK\$0.025 each. Once the share subdivision becomes effective, the authorized share capital of the Company will be HK\$30,000,000 divided into 1,200,000,000 subdivided shares and the board lot size of the shares be changed from 20,000 shares to 5,000 subdivided shares.

36. 重大結算日後事項(續)

可換股票據配售(續)

本公司亦於同日與控股股東Favor Hero Investments Ltd訂立可換股票據認購協議，認購本金額為3,000萬港元之可換股票據(第二可換股票據)。第二可換股票據之主要條款及條件與第一可換股票據相同。

上述第一及第二可換股票據可按初步兌換價每股2.60港元(可予調整)兌換為兌換股份，合共發行23,076,922股新股份。

發行第一及第二可換股票據之估計所得款項淨額將約為5,930萬港元。所得款項淨額將用作本集團之一般營運資金及為新投資機會提供資金。

股份拆細及更改每手買賣單位

於二零一零年一月二十九日，本公司宣佈建議股份拆細及更改每手買賣單位。董事會建議將本公司股本中每股面值0.10港元之每股現有已發行及未發行股份拆細為四(4)股每股面值0.025港元之拆細股份。於股份拆細生效後，本公司之法定股本將由3,000萬港元分為12億股拆細股份，股份之每手買賣單位將由20,000股股份更改為5,000股拆細股份。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
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37. Cash and Cash Equivalents

		Group 本集團		Company 本公司	
		2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Cash at bank and in hand	銀行及手頭現金	1,478,662	5,663,864	1,095,737	155,233
Cash with brokers	存放於經紀之現金	1,043	30,962,280	7	697
Short term bank deposits	短期銀行存款	21,188,617	41,214,099	744,293	28,406,647
		22,668,322	77,840,243	1,840,037	28,562,577

The interest rate range on short term bank deposits was between 0.05% to 0.135% (2008: 0.03% to 0.08%); these deposits are mature within a month.

短期銀行存款之利率介乎0.05厘至0.135厘之範圍(二零零八年: 0.03厘至0.08厘); 該等存款於一個月內到期。

38. Capital Management

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may consider to make dividend payment to shareholders, return capital to shareholders or issue new shares by way of open offer. No changes were made in the objectives, policies or processes during the years ended 31 December 2009 and 31 December 2008.

38. 資本管理

本集團資本管理之主要目標為保障本集團持續經營業務之能力，並維持穩健之權益比率，以支持其業務及增加股東之價值。

鑑於經濟狀況之變動，本集團管理其股本架構，並對其作出調整。為維持或調整股本架構，本集團可能考慮向股東派付股息、向股東發還資本或以公開發售方式發行新股。截至二零零九年十二月三十一日及二零零八年十二月三十一日止年度，本集團之目標、政策或程序並無作出變動。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

38. Capital Management (continued)

Capital is monitored on the basis of the equity ratio, which is calculated as being equity as a percentage of total assets. This is reported to senior management as part of the Group's regular internal management reporting. The Group's capital and equity ratio are shown in the table below.

		Group 本集團	
		2009 二零零九年	2008 二零零八年
		HK\$ million 百萬港元	HK\$ million 百萬港元
Capital (Note 30)	資本(附註30)	12.83	12.47
Reserves (Note 31)	儲備(附註31)	240.67	358.79
Total equity	股本總值	253.50	371.26
Total assets (i)	資產總值(i)	254.23	381.71
Equity ratio	權益比率	99%	97%

(i) Total assets include all non-current assets and current assets of the Group.

38. 資本管理(續)

資本乃按權益比率(按股本佔資產總值之百分比計算)基準監管。此將作為本集團之定期內部管理報告向高級管理人員報告。本集團之資本及權益比率於下表列示。

		Group 本集團	
		2009 二零零九年	2008 二零零八年
		HK\$ million 百萬港元	HK\$ million 百萬港元
Capital (Note 30)	資本(附註30)	12.83	12.47
Reserves (Note 31)	儲備(附註31)	240.67	358.79
Total equity	股本總值	253.50	371.26
Total assets (i)	資產總值(i)	254.23	381.71
Equity ratio	權益比率	99%	97%

(i) 資產總值包括本集團所有非流動資產及流動資產。

39. Financial Risk Management

The Group's principal financial instruments comprise bonds, equity link notes, equity instrument, derivative financial instruments which are classified into four categories and including financial assets at fair value through profit or loss, loans and receivable, held-to-maturity investments and available-for-sale financial assets. The objective of the Group is to achieve medium to long-term capital growth through investing in the financial assets.

39. 財務風險管理

本集團之主要財務工具包括債券、權益掛鈎票據、股本工具、衍生財務工具(分作四類,包括按公平值計入損益表之財務工具、貸款及應收賬項、持有直至到期之投資及可供出售財務資產)。本集團之目標為透過財務資產投資取得中期至長期資本增長。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
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39. Financial Risk Management (continued)

The main risks arising from the Group's financial instruments are market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarized as below.

(a) Foreign currency risk

The Group holds assets (both monetary and non-monetary) in form of bonds, equity link notes, fixed deposits and equity investment which are denominated in foreign currency, such as Australian dollars (AUD), US dollar (USD), New Turkish Lira (TRY) and Renminbi (RMB) respectively. It is therefore exposed to currency risk as the value of the financial instruments denominated in other currencies that will fluctuate due to the changes in exchanges rates. The investment manager is responsible for managing the net position of the monetary and non-monetary positions in each foreign currency by hedging against forward contracts.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

39. 財務風險管理(續)

本集團財務工具所產生之主要風險為市場風險(包括外幣風險、價格風險及利率風險)、信貸風險及流動資金風險。董事會審閱及同意管理各項該等風險之政策，並於下文概述。

(a) 外幣風險

本集團持有資產(貨幣及非貨幣)，形式為分別以澳元(「澳元」)、美元(「美元」)、土耳其新里拉(「土耳其新里拉」)及人民幣(「人民幣」)等外幣列值之債券、權益掛鈎票據、定期存款及權益投資。因此，由於以其他貨幣列值之財務工具之價值將因匯率變動而波動，故本集團將面對貨幣風險。投資經理負責透過對沖遠期合約，管理各外幣之貨幣持倉淨額及非貨幣持倉量。

於報告日期，本集團以外幣列值之貨幣資產及貨幣負債之賬面值如下：

		Assets		Liabilities	
		資產		負債	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
AUD	澳元	—	7,002,480	—	—
USD	美元	753,241	72,976,550	—	6,064,618
TRY	土耳其新里拉	—	15,727,270	—	—
RMB	人民幣	17,118	17,120	—	—

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
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39. Financial Risk Management (continued)

(a) Foreign currency risk (continued)

In addition, the following table demonstrates the sensitivity at the balance sheet date, to a reasonable possible change in the exchange rates of AUD, USD, TRY and RMB, with all other variables held constant, of the Group's net loss (due to the changes in the fair value of monetary assets and liabilities).

		Increase/ decrease in foreign currency rate 匯率上升/ 下跌	Effect on loss after tax 對除稅後 虧損之影響
AUD	澳元		
2009	二零零九年	+5%	6,331
		-5%	(6,331)
2008	二零零八年	+5%	12,247
		-5%	(12,247)
USD	美元		
2009	二零零九年	+5%	208,127
		-5%	(208,127)
2008	二零零八年	+5%	400,566
		-5%	(400,566)
TRY	土耳其新里拉		
2009	二零零九年	+5%	65,314
		-5%	(65,314)
2008	二零零八年	+5%	16,747
		-5%	(16,747)
RMB	人民幣		
2009	二零零九年	+5%	2,650
		-5%	(2,650)
2008	二零零八年	+5%	Nil
			零
		-5%	Nil
			零

39. 財務風險管理(續)

(a) 外幣風險(續)

此外，下表列示於結算日本集團之虧損淨額對澳元、美元、土耳其新里拉及人民幣匯率之合理可能變動(所有其他變數不變)之敏感度(由於貨幣資產及負債之公平值變動所致)。

		Increase/ decrease in foreign currency rate 匯率上升/ 下跌	Effect on loss after tax 對除稅後 虧損之影響
AUD	澳元		
2009	二零零九年	+5%	6,331
		-5%	(6,331)
2008	二零零八年	+5%	12,247
		-5%	(12,247)
USD	美元		
2009	二零零九年	+5%	208,127
		-5%	(208,127)
2008	二零零八年	+5%	400,566
		-5%	(400,566)
TRY	土耳其新里拉		
2009	二零零九年	+5%	65,314
		-5%	(65,314)
2008	二零零八年	+5%	16,747
		-5%	(16,747)
RMB	人民幣		
2009	二零零九年	+5%	2,650
		-5%	(2,650)
2008	二零零八年	+5%	Nil
			零
		-5%	Nil
			零

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
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39. Financial Risk Management (continued)

(b) Price risk

The Group is exposed to price risk through its investment in listed equity securities. It has been classified in the consolidated balance sheet either at available-for-sale financial assets or as financial assets at fair value through profit or loss. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on equity securities operating in banking, financial services, media, property investment and hotel industry sectors listed in Hong Kong and The United States of America. The investment team on regular basis monitors the performance of investment portfolio.

As at the year ended date, the total financial assets at fair value through profit or loss are shown as follows:

		Fair value 公平值	
		2009 二零零九年	2008 二零零八年
Financial assets held for trading	持作買賣財務資產		
Listed securities	上市證券	26,264,000	237,125
Financial assets designated as at fair value through profit or loss	指定為按公平值計入損益表之財務資產	—	—
Total financial assets at fair value through profit or loss	按公平值計入損益表之財務資產總額	26,264,000	237,125

To ensure that a reasonable spread of investments is maintained, the Group's investment restrictions prohibits it from investing the value of its holding of investments shall not exceeding 20% of the Group's net assets value at the time when the investment decision is made. The Group has a treasury team to comply with this fulfillment.

39. 財務風險管理(續)

(b) 價格風險

本集團因應其於上市股本證券之投資而面對價格風險。風險已於綜合資產負債表分類為可供出售財務資產或按公平值計入損益表之財務資產。管理層透過維持風險及回報各異之投資組合，以管理此等風險。本集團之權益價格風險主要集中於香港及美利堅合眾國上市之銀行業務、金融服務、媒體、物業投資及酒店業分部之股本證券。投資團隊定期監管投資組合之表現。

截至年結日，按公平值計入損益表之財務資產總額呈列如下：

為確保投資維持合理分散，本集團之投資限制禁止其於投資持倉量之投資價值超過本集團於作出投資決定時之資產淨值之20%。本集團之財務團隊乃符合此要求。

Notes to the Financial Statements (continued)

財務報表附註(續)

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39. Financial Risk Management (continued)

(c) Interest rate risk

The Group's fair value interest rate risk related primarily to floating rate borrowings from a financial institution which was redeemed during 2009. The Group has no significant interest rate risk as there are no significant long term external borrowings which bear floating interest rate. The Group has continually maintained certain amount of time deposit at bank to hedge against its exposures to interest rate risk.

Other than the above, the Group's exposures to interest rates on financial assets and financial liabilities are not significant. The investment team monitors and reviews the overall interest sensitivity of the Group's assets and liabilities on regular basis.

(d) Credit risk

The Group has no significant concentrations of credit risk. Derivative counterparties and cash transactions are limited to high-credit-quality financial institutions. The Group has policies that limit the amount of credit exposure to any financial institution and transacts only with recognised and creditworthy third parties.

The Group regards the maximum credit risk exposure limited to the loans due from the associated companies and other receivables, approximately to the aggregated carrying value of HK\$1.7 million (2008: HK\$34 million). In order to minimize the credit risk, the management has implemented strict control over the outstanding amounts. In addition, the Group reviews the recoverable amount of each individual debt at each balance sheet date and ensure that adequate impairment are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

(e) Liquidity risk

The Group continued to enjoy a strong financial position at the end of 2009, the cash and cash equivalents amounting to HK\$22 million (2008: HK\$77 million). It includes the time deposits in an amount approximated to HK\$21 million.

39. 財務風險管理(續)

(c) 利率風險

本集團之公平值利率風險主要與由財務機構作出之浮動利率借貸有關，該浮動利率借貸已於二零零九年贖回。由於本集團並無以浮動利率計息之重大長期外界借貸，故本集團並無重大利率風險。本集團已持續於銀行維持一定金額作定期存款以對沖其面對之利率風險。

除上述者外，本集團面對之財務資產及財務負債之利率風險並不重大。投資團隊定期監察及檢討本集團資產及負債之整體利率敏感度。

(d) 信貸風險

本集團並無重大信貸集中風險。衍生工具對手及現金交易僅限於信譽良好之財務機構。本集團已制定政策，以規限對任何財務機構須承受之信貸風險，並僅與獲認可及信譽良好之第三方進行交易。

本集團認為，最高信貸風險僅限於應收聯營公司貸款及其他應收賬項，賬面值合計約為170萬港元(二零零八年：3,400萬港元)。為減低信貸風險，管理層已對未償還款項採取嚴密監控。此外，本集團於各結算日審閱各個別債務之可收回金額，並確保就不可收回金額作出足夠減值。就此而言，本公司董事認為，本集團之信貸風險已大幅減少。

(e) 流動資金風險

於二零零九年年終，本集團繼續維持穩健之財務狀況，現金及等同現金項目達2,200萬港元(二零零八年：7,700萬港元)，當中包括約達2,100萬港元之定期存款。

Notes to the Financial Statements (continued)

財務報表附註(續)

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39. Financial Risk Management (continued)

(e) Liquidity risk (continued)

The Group aims to monitor and maintain a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and investment commitments and mitigate the effects of fluctuations in cash flows. Other than these, the Group has no other bank borrowing (2008: Nil).

The table below summaries the maturity profile of the Group's financial liabilities as at the balance sheet date, based on the contractual undiscounted payments.

Group

		2009 二零零九年				
		On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Total
		於要求時	少於3個月	少於12個月	1至5年	總計
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
Other payables	其他應付賬項	431,269	—	—	—	431,269
Due to Sinox Fund Management Limited	應付利禾資金管理有限公司款項	250,000	—	—	—	250,000
Provision for taxation	稅項撥備	44,775	—	—	—	44,775
		726,044	—	—	—	726,044

		2008 二零零八年				
		On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Total
		於要求時	少於3個月	少於12個月	1至5年	總計
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
Other payables	其他應付賬項	337,780	—	—	—	337,780
Interest-bearing borrowings	計息借貸	6,064,618	—	—	—	6,064,618
Due to Sinox Fund Management Limited	應付利禾資金管理有限公司款項	240,404	—	—	—	240,404
Provision for taxation	稅項撥備	3,801,980	—	—	—	3,801,980
		10,444,782	—	—	—	10,444,782

39. 財務風險管理(續)

(e) 流動資金風險(續)

本集團旨在監控及維持管理層視為足夠之現金及等同現金項目之水平，以為本集團之營運及投資承擔提供資金，並減輕現金流量波動之影響。此外，本集團並無其他銀行借貸(二零零八年：無)。

下表概述於結算日按合約非貼現付款分類之本集團財務負債之到期情況。

本集團

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

39. Financial Risk Management (continued)

(f) Fair value hierarchy

(i) Financial instruments carried at fair value:

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1 : fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs).

At 31 December 2009, the Group had following financial instruments carried at fair value:

		Level 1 第一級 HK\$ 港元	Level 2 第二級 HK\$ 港元	Level 3 第三級 HK\$ 港元	Total 總計 HK\$ 港元
Available-for-sale equity investment	可供出售股本投資	119,797,794	—	—	119,797,794
Listed equity investments at fair value through profit or loss	按公平值計入損益表之上市股本投資	26,264,000	—	—	26,264,000
Investment in convertibles notes — Debt portion	可換股票據投資 — 債務部份	—	—	81,373,530	81,373,530
Investment in convertibles notes — Conversion portion	可換股票據投資 — 轉換部份	—	174,179	—	174,179
		146,061,794	174,179	81,373,530	227,609,503

39. 財務風險管理(續)

(f) 公平值等級架構

(i) 按公平值列賬之財務工具：

本集團使用以下等級架構釐定及披露財務工具之公平值：

第一級：按同等資產或負債於活躍市場之報價(未經調整)計算之公平值。

第二級：按估值技術計算之公平值，而該等估值技術之所有輸入值直接或間接可觀察，並對已入賬公平值具有重大影響。

第三級：按估值技術計算之公平值，而該等估值技術之所有輸入值並非基於可觀察數據(非可觀察輸入值)，並對已入賬公平值具有重大影響。

於二零零九年十二月三十一日，本集團有以下按公平值列賬之財務工具：

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

39. Financial Risk Management (continued)

(f) Fair value hierarchy (continued)

(ii) Fair values of financial assets and financial liabilities carried at other than fair value

The carrying amounts of the Group's financial assets and financial liabilities carried at cost or amortised cost were not materially different from their fair values as at 31 December 2009.

40. Critical Accounting Estimates and Judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant effect on carrying amounts of assets and liabilities as follows:

(a) Estimated impairment of receivables

The Company records impairment of receivables based on an assessment of the recoverability of trade receivables and prepayments, deposits and other receivables. The identification of doubtful debts requires the directors' estimates. Where the expectation is different from the original estimate, such difference will impact the carrying values of the trade receivables and prepayment, deposits and other receivables and doubtful debt expenses in the period in which such estimates have been changed.

39. 財務風險管理(續)

(f) 公平值等級架構(續)

(ii) 除按公平值以外列賬之財務資產及財務負債之公平值

於二零零九年十二月三十一日，本集團按成本或攤銷成本列賬之財務資產及財務負債之賬面值與其公平值並無重大差異。

40. 重大會計估計及判斷

本集團會持續對估計及判斷作出評估，而估計及判斷乃根據過往經驗及其他因素(包括對未來事件所作出並相信有關情況下屬合理之預期情況)而作出。

本集團對未來作出估計及假設。所得之會計估計因其性質使然，實際上很少等同有關實際結果。具有對資產及負債之賬面值構成重大影響之估計及假設如下：

(a) 應收賬項之估計減值

本公司根據貿易應收賬項及預付款項、按金及其他應收賬項之可收回性之評估記錄應收賬項之減值。呆賬鑑別需要董事作出估計。倘預期與原先估計有所差異，則該差異將於該等估計已變動之期間內，對貿易應收賬項及預付款項、按金及其他應收賬項以及呆賬開支之賬面值構成影響。

Notes to the Financial Statements (continued)

財務報表附註(續)

For the year ended 31 December 2009
截至二零零九年十二月三十一日止年度

40. Critical Accounting Estimates and Judgements (continued)

(b) Impairment test of assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required, the asset's recoverable amount is estimated. An asset's recoverable amount is calculated as the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in such case, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

41. Approval of Financial Statements

The financial statements on pages 26 to 29 were approved and authorized for issue by the board of directors on 26 April, 2010.

40. 重大會計估計及判斷(續)

(b) 資產減值測試

倘有跡象顯示出現減值，或須就資產進行年度減值測試，則估計資產之可收回金額。資產之可收回金額按資產或現金產生單位之使用價值與公平值減銷售成本兩者之較高者計算，並就個別資產而釐定，除非有關資產並無產生在頗大程度上獨立於其他資產或資產組別產生之現金流入，在此情況下，則可收回金額按資產所屬之現金產生單位而釐定。於估計使用價值時，本集團須對預期現金產生單位產生之未來現金流量作出估計，亦須選擇合適之貼現率以計算該等現金流量之現值。

41. 批准財務報表

第26至第29頁之財務報表已於二零一零年四月二十六日獲董事會批准並授權刊發。

Financial Summary

財務概要

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

		2005	2006	2007	2008	2009
		二零零五年	二零零六年	二零零七年	二零零八年	二零零九年
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
Results	業績					
Profit/(loss) for the year	本年度溢利／ (虧損)	(7,924,759)	9,673,788	150,238,913	(53,559,459)	(102,019,221)
Assets and liabilities	資產及負債					
Total assets	資產總值	258,551,037	264,270,410	554,357,656	381,706,528	254,229,591
Total liabilities	負債總值	(24,188,899)	(15,175,715)	(6,495,742)	(10,444,782)	(726,044)
Net assets	資產淨值	234,362,138	249,094,695	547,861,914	371,261,746	253,503,547



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