

TRULY®

信利國際有限公司
Truly International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：00732



Annual Report 2010 年報

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General Information

一般資料

Executive Directors

Lam Wai Wah, Steven (Chairman)
Wong Pong Chun, James
Cheung Tat Sang, James
Li Jian Hua

Independent Non-executive Directors

Ip Cho Ting, Spencer
Heung Kai Sing
Chung Kam Kwong

Company Secretary and Qualified Accountant

Ma Wai Tong, Michael

Auditor

Deloitte Touche Tohmatsu
Certified Public Accountants
35/F One Pacific Place
88 Queensway
Hong Kong

Share registrars, warrant registrars and transfer office

In Hong Kong

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

In the Cayman Islands

Maples and Calder
P.O. Box 309
Grand Cayman
Cayman Islands
British West Indies

執行董事

林偉華(主席)
黃邦俊
張達生
李建華

獨立非執行董事

葉祖亭
香啟誠
鍾錦光

公司秘書及合資格會計師

馬煒堂

核數師

德勤•關黃陳方會計師行
執業會計師
香港
金鐘道88號
太古廣場一座35樓

股份及認股權證過戶登記處

香港

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

開曼群島

Maples and Calder
P.O. Box 309
Grand Cayman
Cayman Islands
British West Indies

General Information

一般資料

Legal advisor

Morrison & Forester
Edinburgh Tower, 33/F
The Landmark, 15 Queen's Road Central
Hong Kong

Bankers

Citibank, N.A.
Hang Seng Bank
The Bank of Tokyo-Mitsubishi UFJ, Ltd.
The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank (HK) Limited

Registered office

P.O. Box 309
Grand Cayman
Cayman Islands
British West Indies

Principal office

2/F Chung Shun Knitting Centre
1-3 Wing Yip Street
Kwai Chung, N.T.
Hong Kong

Website

<http://www.truly.com.hk>

法律顧問

美富律師事務所
香港中環
皇后大道中15號置地廣場
公爵大廈33樓

往來銀行

花旗銀行
恒生銀行
三菱東京UFJ銀行
香港上海滙豐銀行有限公司
渣打銀行(香港)有限公司

註冊辦事處

P.O. Box 309
Grand Cayman
Cayman Islands
British West Indies

主要辦事處

香港
新界葵涌
永業街1至3號
忠信針織中心2樓

網址

<http://www.truly.com.hk>

Financial Highlights

財務摘要

For the year ended 31 December
截至十二月三十一日止年度

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	Change 變動 %
Revenue	收益	7,735,711	5,804,184	+33.3
Gross profit	毛利	910,586	828,094	+10.0
Profit for the year	年度溢利	314,956	307,333	+2.5
EBITDA	稅息折舊及攤銷前利潤	989,733	830,537	+19.2
EPS (Remark 1)	每股盈利(附註1)			
– Basic	– 基本	HK\$0.63港元	HK\$0.65港元	-3.1
– Diluted	– 攤薄	HK\$0.63港元	HK\$0.65港元	-3.1
DPS (Remark 2)	每股股息(附註2)			
– Interim	– 中期	HK\$0.22港元	HK\$0.17港元	
– Final	– 末期	HK\$0.01港元	HK\$0.10港元	

Remark 1:

The calculation of basic earnings per share and diluted earnings per share have not reflected the subdivision of ordinary shares and bonus ordinary shares as approved in the extraordinary general meeting held on 19 January 2011.

Remark 2:

The interim dividends in aggregate of 22 HK cents (2009: 17 HK cents) per share amounting to approximately HK\$110,717,000 were paid and payable in 2010 to shareholders on the register of members of the Company at the close of business on 25 June 2010, 17 September 2010 and 19 January 2011, based on 503,219,527, 503,269,527 and 503,269,527 ordinary shares in issue respectively.

The final dividend of 1 HK cent per share based on 2,767,982,398 ordinary shares after subdivision of shares and bonus ordinary shares (which took place in January 2011) in respect of the year ended 31 December 2010 (2009: final dividend of 10 HK cents, based on 503,179,527 in respect of the year ended 31 December 2009) has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

附註1:

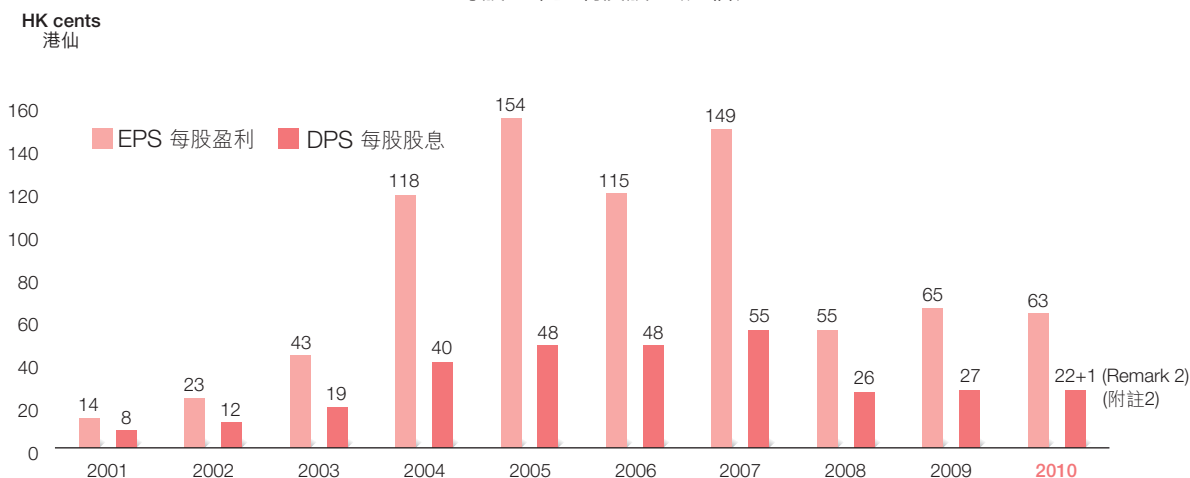
計算每股基本盈利及每股攤薄盈利時並未反映於二零一零年一月十九日之股東特別大會上批准之拆細普通股及紅股普通股。

附註2:

本公司分別按已發行503,219,527股、503,269,527股及503,269,527股普通股計算，向於二零一零年六月二十五日、二零一零年九月十七日及二零一零年一月十九日營業時間結束時名列本公司股東名冊之股東派付及應付二零一零年中期股息每股共22港仙(二零零九年：17港仙)，合共約110,717,000港元。

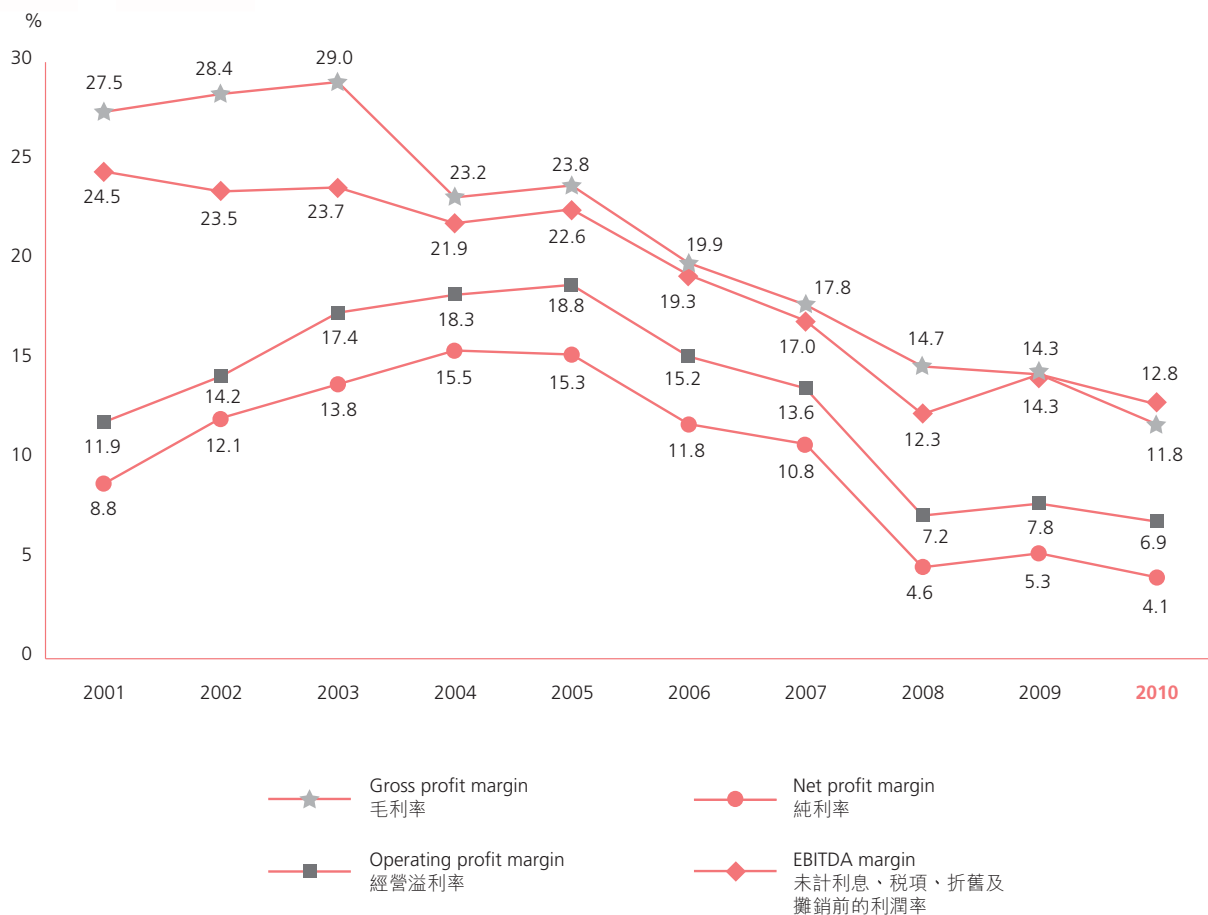
董事已建議按股份拆細及發行紅股普通股(於二零一零年一月進行)後之2,767,982,398股普通股計算，派發截至二零一零年十二月三十一日止年度之末期股息每股1港仙(二零零九年：截至二零零九年十二月三十一日止年度之按503,179,527股股份計算末期股息每股10港仙)，惟須經由股東於應屆股東週年大會上批准。

Basic earnings and dividends per share (HK cents)
每股基本盈利及股息(港仙)



Financial Highlights 財務摘要

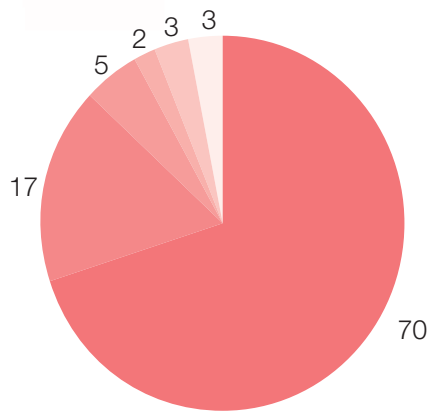
Analysis of EBITDA, gross, operating and net profit margins (%)
未計利息、稅項、折舊及攤銷前的利潤率、毛利率、經營溢利率以及純利率分析(%)



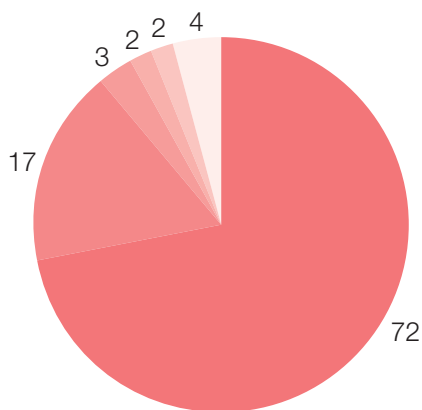
Financial Highlights

財務摘要

Turnover by geographical segments
按地區分類劃分之營業額



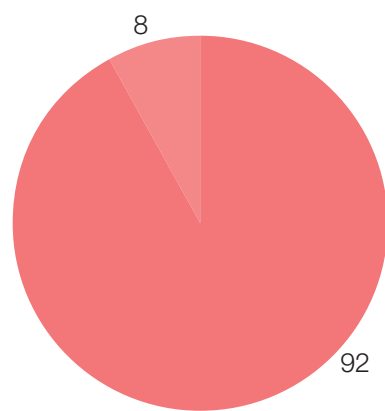
2010



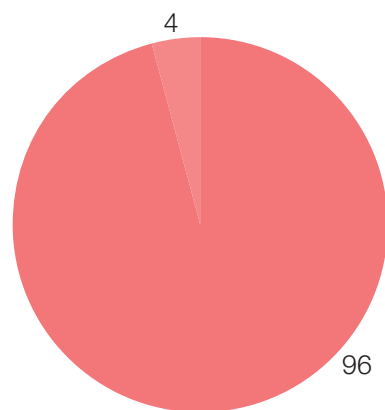
2009

- ▶ CHINA 中國
- ▶ SOUTH KOREA 南韓
- ▶ HONG KONG 香港
- ▶ EUROPE 歐洲
- ▶ JAPAN 日本
- ▶ OTHERS 其他

Turnover by operating segments
按經營分類劃分之營業額



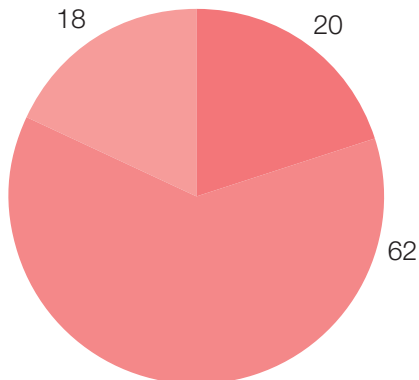
2010



2009

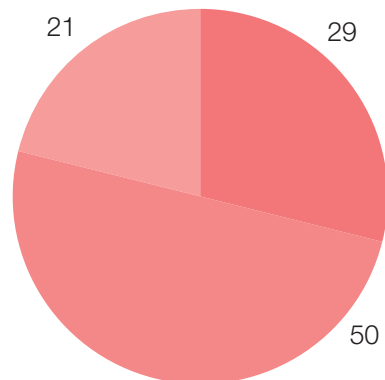
- ▶ LCD products 液晶顯示器產品
- ▶ Electronic consumer products 電子消費產品

LCD sales breakdown
液晶顯示器銷售明細



2010

- ▶ Mono STN & TN LCD 單色STN及TN液晶顯示器
- ▶ TFT LCD 薄膜電晶體液晶顯示器
- ▶ CSTN LCD 彩色超扭曲向列型液晶顯示器



2009

- ▶ Mono STN & TN LCD 單色STN及TN液晶顯示器
- ▶ TFT LCD 薄膜電晶體液晶顯示器
- ▶ CSTN LCD 彩色超扭曲向列型液晶顯示器

The Chairman's Statement

主席報告書

In 2010, I am glad to report to our shareholders that we have achieved our annual double digit growth target in revenue which was made last year. It has reached approximately HK\$7,736 million in 2010 and represented an increase by approximately 33.3% compared to 2009. Along with global economy recovery, the Group's revenue has broken a new record in the year of 2010. It is also attributable from the global heat of smart phone. Multi-touch capacitive touch panel is one of important reasons for the success of smart phone in 2010. Our liquid crystal display (LCD), capacitive touch panel and high resolution Compact Camera Module (CCM) products have obtained benefits from the successful and mature global smart phone market. We believe there would be a sustainable growth opportunity ahead particular in China.

Despite the breakthrough of the Group's turnover in 2010, the Group's gross profit margin (11.77%) during the year was still under pressure due to moderate increase in PRC workers' wages and significant appreciation of Japanese Yen for raw materials being purchased during the year. We were not able to transfer most of these increased costs immediately to our customers. We expect that we are able to improve the group's profit margin by uplifting of average selling prices in 2011.

We have approved to increase the authorized capital of the Company from HK\$65 million to HK\$100 million and a one-to-five share subdivision by passing the ordinary resolutions at the extraordinary general meeting held on 19 January 2011. We believe that it can help to improve the liquidity in the trading of the subdivided shares, thereby enabling the Company to attract more investors and broaden its shareholders' base. You can refer to our poll results announcement on 19 January 2011 for detail.

For enhancing our production capacity and meeting our customers' need, Hong Kong Truly Semiconductors Limited (HK Truly Semiconductors), the Company's indirectly wholly-owned subsidiary, entered into (1) Subscription Agreement and (2) the Sale and Purchase memorandum of understanding with HannStar Display Corporation (HannStar), a company listed on Taiwan Stock Exchange, in relation to HK Semiconductors' subscription of certain ordinary shares in HannStar, and the supply of certain products including TFT panels and sensors for capacitive touch panel by HannStar to HK Truly Semiconductors on 19 January 2011. For detail of them, you can refer to our discloseable transaction announcement on 19 January 2011.

On behalf of the Board of Directors, I would take this opportunity to thank our management team and all Board members for their hard work and dedication. I would also like to express my gratitude to our shareholders, business partners, and banks for their continuous support to the Group.

Lam Wai Wah, Steven
Chairman

Hong Kong, 29 March 2011

本人欣然向股東匯報，於二零一零年，收益達致去年定下的雙位數年度增長目標，二零一零年的收益約為77.36億港元，較二零零九年增加約33.3%。隨著全球經濟復甦，本集團的收益於二零一零年錄得歷史新高，此亦有賴全球各地的智能手機熱潮。多觸式電容屏為智能手機於二零一零年取得成功的其中一個關鍵原因。本集團的液晶體顯示器(LCD)、觸控電容屏及高解像度微型相機模組(CCM)產品受惠於全球智能手機市場取得成功並漸趨成熟。我們認為將會出現可持續增長的高機，尤其是在中國市場。

儘管本集團於二零一零年的營業額取得突破，但由於中國工人工資逐漸上升，加上年內用作購買原材料的日圓大幅升值，令本集團於年內的毛利率11.77%仍然受壓。我們未能將大部分成本升幅即時轉嫁予客戶。我們預期本集團於二零一零一年的毛利率可透過提高平均售價而有所改善。

於二零一零年一月十九日股東特別大會上提呈之普通決議案獲通過後，我們獲准將本公司法定資本由65,000,000港元增加至100,000,000港元，並將一股股份拆細為五股股份。我們認為買賣拆細股份有助改善流動資金狀況，從而令本公司吸引更多投資者，並擴大其股東基礎。詳情請參閱本公司日期為二零一零年一月十九日有關按股數投票結果之公佈。

為提升產能及滿足客戶需求，本公司間接全資附屬公司香港信利半導體有限公司(「香港信利半導體」)與在台灣證券交易所上市之公司瀚宇彩晶股份有限公司(「彩晶」)於二零一零年一月十九日訂立(1)認購協議及(2)買賣諒解備忘錄，內容分別關於香港信利半導體認購彩晶若干普通股股份及彩晶向香港信利半導體供應TFT面板及電容屏之觸控傳感器等若干產品。有關詳情請參閱於二零一零年一月十九日刊發之須予披露交易公佈。

本人謹藉此機會代表董事會感謝管理層團隊以及全體董事會成員所作的努力和貢獻，並向股東、業務夥伴及銀行對本集團一直以來的支持致以謝忱。

主席
林偉華

香港，二零一零年三月二十九日

Management Discussion and Analysis

管理層討論及分析

Business Review

Revenue for the year recorded a significant growth of approximately 33.3% amounting to around HK\$7.7 billion (2009: HK\$5.8 billion). The global economy has been recovered in 2010 and is expected to grow continuously in 2011. Audited profit for the year was approximately 315 million which was approximately 2.5% more than the last corresponding year in 2009 (approximately HK\$307 million). The gross profit margin for the year was decreased to around 11.8% (2009: 14.3%) and net profit margin of approximately 4.1% (2009: 5.3%). The management believes that the Group's profit margins could be improved in 2011 by uplifting of average selling prices.

The Group's LCD business including capacitive touch panel business was about 92.4% of the total revenue for the year. Other businesses including the sales of compact camera modules and printed circuit boards accounted for approximately 7.6% of the Group's revenue in 2010. The management believes that the smart phone market would keep hot in coming few years. Our major products would be continuously benefited by this trend.

Segment Information

Information reported to the Board of Directors of the Company being the chief operating decision maker, for the purpose of resources allocation and assessment of performance is focused on the sales of different type of products. Inter-segment sales are charged at prevailing market rates. Thus the group is currently organised into two operating segments which are sales of LCD products and electronic consumer products. The information of each operating segment is as follows:

LCD products	- manufacture and distribution of LCD products
Electronic consumer products	- manufacture and distribution of electronic consumer products such as personal health care products and electrical devices

業務回顧

年內，收益大幅增長約33.3%至約77億港元（二零零九年：58億港元）。環球經濟於二零一零年漸見復甦，預期增長將持續至二零一一年。年內經審核溢利約為3.15億港元，較上一年度二零零九年（約3.07億港元）增長約2.5%。年內毛利率下降至約11.8%（二零零九年：14.3%），純利率則約為4.1%（二零零九年：5.3%）。管理層認為本集團於二零一一年之毛利率可透過提高平均售價而有所改善。

本集團的液晶顯示器業務（包括觸控電容屏業務）約佔年內總收益之92.4%。包括微型相機模組及印刷電路板銷售在內的其他業務約佔本集團二零一零年收益的7.6%。管理層認為智能手機市場於未來數年將繼續備受追捧，而本集團的主要產品將持續受惠於此趨勢。

分類資料

向本公司董事會（即主要營運決策者）報告以分配資源及評估其表現的報告資料集中於不同類別產品的銷售。分類間銷售乃按當前市場價格支銷。因此，本集團目前正在組織為兩個營運分類，即液晶顯示器產品及電子消費產品的銷售。各經營分類的資料如下：

液晶顯示器產品	- 製造及分銷液晶顯示器產品
電子消費產品	- 製造及分銷電子消費產品（例如個人醫療護理產品及電子設備）

Management Discussion and Analysis 管理層討論及分析

Segment revenues and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the year ended 31 December 2010

		LCD products 液晶顯示器 產品 HK\$'000 千港元	Electronic consumer products 電子 消費產品 HK\$'000 千港元	Segment total 分類總額 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益					
External sales	外銷	7,147,133	588,578	7,735,711	-	7,735,711
Inter-segment sales	分類間銷售	-	181,146	181,146	(181,146)	-
		7,147,133	769,724	7,916,857	(181,146)	7,735,711
RESULT	業績					
Segment result	分類業績	498,381	25,762	524,143	(4,627)	519,516
Unallocated expenses	未分配開支					(30,352)
Profit before tax	稅前溢利					489,164

For the year ended 31 December 2009

		LCD products 液晶顯示器 產品 HK\$'000 千港元	Electronic consumer products 電子 消費產品 HK\$'000 千港元	Segment total 分類總額 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益					
External sales	外銷	5,587,175	217,009	5,804,184	-	5,804,184
Inter-segment sales	分類間銷售	-	157,702	157,702	(157,702)	-
		5,587,175	374,711	5,961,886	(157,702)	5,804,184
RESULT	業績					
Segment result	分類業績	402,366	34,306	436,672	(10,161)	426,511
Unallocated expenses	未分配開支					(18,065)
Profit before tax	稅前溢利					408,446

分類收益及業績

本集團按經營及報告分類劃分的收入及業績分析如下：

截至二零一零年十二月三十一日止年度

		LCD products 液晶顯示器 產品 HK\$'000 千港元	Electronic consumer products 電子 消費產品 HK\$'000 千港元	Segment total 分類總額 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益					
External sales	外銷	7,147,133	588,578	7,735,711	-	7,735,711
Inter-segment sales	分類間銷售	-	181,146	181,146	(181,146)	-
		7,147,133	769,724	7,916,857	(181,146)	7,735,711
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Segment result	分類業績	498,381	25,762	524,143	(4,627)	519,516
Unallocated expenses	未分配開支					(30,352)
Profit before tax	稅前溢利					489,164

截至二零零九年十二月三十一日止年度

		LCD products 液晶顯示器 產品 HK\$'000 千港元	Electronic consumer products 電子 消費產品 HK\$'000 千港元	Segment total 分類總額 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益					
External sales	外銷	5,587,175	217,009	5,804,184	-	5,804,184
Inter-segment sales	分類間銷售	-	157,702	157,702	(157,702)	-
		5,587,175	374,711	5,961,886	(157,702)	5,804,184
RESULT	業績					
Segment result	分類業績	402,366	34,306	436,672	(10,161)	426,511
Unallocated expenses	未分配開支					(18,065)
Profit before tax	稅前溢利					408,446

Geographical information

The following table set out information about the Group's revenue from external customers by location of customers:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
PRC	中國	5,450,319	4,180,328
South Korea	南韓	1,277,092	993,976
Japan	日本	233,640	125,847
Hong Kong	香港	347,741	170,439
Europe	歐洲	156,905	126,017
Others	其他	270,014	207,577
		7,735,711	5,804,184

Outlook

While keeping a positive view on the continuously increased volume of operations and future revenue, we are continuing to take more prudent actions on cost control and more effective use of materials and man power. Marketing teams and production planning are now more closely integrated to work out the best costing structure to achieve the optimal operating and financial results for the Group.

Since we have entered into the sale and purchase memorandum of understanding (MOU) with HannStar Display Corporation (HannStar) in January 2011, the Group will be able to obtain capacity support from HannStar with its 5.3 generation thin film transistor (TFT) production line immediately without the need to make further significant investment in TFT production lines in the foreseeable future, hence improving the cashflow of the Group. The Group will also be able, through co-operation with Hannstar, to secure a reliable supply of and to control the quality of TFT panels and sensors for medium size capacitive touch panel for the Group's production of LCD modules for different applications including automobiles, industrial and electronic consumer product LCD displays. The Group will therefore be able to diversify its production lines particularly in medium size TFT panels and capacitive touch panels and increase the market share of the Group in the LCD display market. For detail of our announcement relating the MOU, you can refer to our discloseable transaction announcement on 19 January 2011.

地區資料

下表載列本集團按客戶所在地區分類的外部客戶收益的資料：

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
	5,450,319	4,180,328
	1,277,092	993,976
	233,640	125,847
	347,741	170,439
	156,905	126,017
	270,014	207,577
	7,735,711	5,804,184

展望

在看好業務量及未來收益增長的同時，我們亦正採取更為審慎的成本控制措施，並提高原材料及人力資源的使用效率。市場營銷團隊及生產規劃正在加強合作，以制定最佳的成本架構，從而優化本集團的經營及財務業績。

由於本集團於二零一一年一月與瀚宇彩晶股份有限公司(「彩晶」)訂立買賣諒解備忘錄(「諒解備忘錄」)，本集團將立即獲得彩晶5.3代薄膜電晶體(TFT)生產線在產能上之支持，於可見未來毋須於TFT生產線作進一步重大投資，因此改善本集團之現金流量。本集團亦將能透過與彩晶之合作，確保TFT面板及中尺寸電容屏之觸控傳感器穩定供應且能控制其質素，以供本集團生產應用於汽車、工業及電子消費產品等不同用途之LCD模組。本集團因而能多元化擴充其生產線，特別是中尺寸TFT面板及觸控電容屏將更具競爭力，並增加本集團於LCD顯示器市場之市場份額。有關諒解備忘錄公佈的詳情，請參閱於二零一一年一月十九日刊發之須予披露交易公佈。

Financial Analysis

Investment, Assets and Liabilities

During the year, the Group acquired plant and machinery amounting to approximately HK\$442 million and properties under development amounting to approximately HK\$97 million for the purpose of expanding its manufacturing capacity in the China factory campus.

Total assets were increased by approximately 18.8% to approximately HK\$7,915 million which comprised approximately HK\$3,485 million of current assets, approximately HK\$4,229 million of property, plant and equipment and approximately HK\$201 million of other non-current assets. Total liabilities were approximately HK\$3,965 million, of which approximately HK\$3,319 million were current liabilities and approximately HK\$646 million were non-current liabilities.

Liquidity and Financial Resources

Revenue for the year were increased by approximately 33.3%. Profit for the year was increased by approximately 2.5% but earning per share was decrease by 3.1%.

As at 31 December 2010, the outstanding bank borrowings, net of cash and bank balances, were approximately HK\$1,412 million (2009: approximately HK\$1,535 million). These borrowings bear interest at prevailing market rate and their maturity profiles are shown in the notes to the financial statements.

The financial position of the Group is still healthy and ready for future capital expansion while keeping a sufficiently high level of cash and bank balances (approximately HK\$852 million at 31 December 2010) together with adequate unutilised banking facilities. The gearing ratio based on total interest bearing debts, net of cash and bank balances was approximately 35.7%.

Capital expenditure of around HK\$155 million for the next three years in respect of acquisitions of property, plant and equipment and available-for-sale investments was authorized but not contracted for. Their expected sources of funding will be principally from internal reserves.

財務狀況分析

投資、資產及負債

年內，本集團為擴充其於國內生產基地之產能，添置總值約4.42億港元之廠房及機器，以及總值約0.97億港元之發展中物業。

總資產增加約18.8%至約79.15億港元，當中計有約34.85億港元流動資產、約42.29億港元物業、廠房及設備以及約2.01億港元非流動資產。總負債約為39.65億港元，當中包括約33.19億港元流動負債及約6.46億港元非流動負債。

流動資金及財務資源

年內，收益增長約33.3%。本年度溢利增長約2.5%，而每股盈利減少3.1%。

於二零一零年十二月三十一日，未償還銀行借貸（經扣除現金及銀行結存）約為14.12億港元（二零零九年：約15.35億港元）。該等借貸之利率乃根據現行市場息率而釐定，其還款期載於財務報表附註。

本集團之財務狀況維持穩健，其同時持有高度充盈之現金及銀行結存（於二零一零年十二月三十一日約為8.52億港元），及足夠之尚未運用銀行備用額，足以應付未來之資本擴展所需。資本負債比率按計息債務總額（經扣除現金及銀行結存）計算約為35.7%。

未來三年，將有約1.55億港元之資本支出會用作購置物業、廠房及設備以及可供出售投資，此事已獲授權但尚未訂約，預期資金來源主要來自內部儲備。

Management Discussion and Analysis

管理層討論及分析

General

During the year, the Company issued 330,000 ordinary shares of HK\$0.1 each under the share option scheme at HK\$2.196 per share for an aggregate consideration of approximately HK\$724,680 and 30,000,000 ordinary shares of HK\$0.1 each by the placement at HK\$8.10 per share for the net proceeds with the amount of approximately HK\$236 million separately. The new shares rank pari passu with the existing shares in all respects and the issued share capital of the Company was accordingly increased to HK\$50,326,953 at 31 December 2010.

The state of the Group's current order books is very strong.

Except for investments in subsidiaries, neither the Group nor the Company had held any other material investments during the year.

Additions to fixed assets mainly in properties under development and plant and machinery were approximately HK\$539 million. As at 31 December 2010, the Group had no pledge or mortgage on its fixed assets.

More than 16,000 workers and staff are currently employed in our Shan Wei factory in China and around 90 personnel in the Group's Hong Kong office. Total staff costs for the year were approximately HK\$667 million.

The Group had no material contingent liabilities at the balance sheet date and exposure to fluctuations in exchange rates will be hedged, if any.

Other Information

Dividends

The directors recommend the payment of a final dividend of HK\$0.01 (2009: HK\$0.1 based on ordinary share in issue before subdivision of shares and bonus original share) per share for the year ended 31 December 2010, based on ordinary shares in issue after subdivision of shares and bonus ordinary shares (number of ordinary shares issued at 28 February 2011: 2,767,982,398), to shareholders whose names appear on the Register of Members on 30 May 2011. It is expected that the final dividend payments will be made to shareholders on 10 June 2011.

The interim dividends in aggregate of 22 HK cents per share (2009: 17 HK cents) were paid and payable in 2010 to shareholders on the register of member of the Company at the close of business on 25 June 2010, 17 September 2010 and 19 January 2011, based on 503,219,527, 503,269,527 and 503,269,527 ordinary shares in issue respectively.

The total dividend payout ratio for the year was about 44%.

一般事項

年內，本公司根據購股權計劃以每股2.196港元發行330,000股每股面值0.1港元之普通股，總代價為約724,680港元，另以配售價每股8.10港元配售30,000,000股每股面值0.1港元之普通股，所得款項淨額約為2.36億港元。該等新股份與現有股份在各方面均享有同等權利，本公司於二零一零年十二月三十一日之已發行股本因此增加至50,326,953港元。

本集團現時之訂單情況非常強勁。

除附屬公司投資，本集團及本公司均無於年內持有任何其他重大投資。

年內，固定資產添置(以在建物業、廠房及機器為主)約為5.39億港元。於二零一零年十二月三十一日，本集團並無將其固定資產質押或抵押。

現時超過16,000名工人及僱員受聘於本集團位於國內汕尾之工廠，以及大約90名員工受聘於本集團香港辦事處。本年度員工總成本約為6.67億港元。

本集團於結算日概無任何重大或然負債，如有匯率波動風險，則會進行對沖。

其他資料

股息

董事建議按股份拆細後已發行普通股及已發行紅股普通股後(於二零一一年二月二十八日之已發行普通股數目：2,767,982,398股)計算，向於二零一一年五月三十日名列股東名冊之股東派付截至二零一零年十二月三十一日止年度之末期股息每股1港仙(二零零九年：根據股份拆細及發行紅股普通股前已發行股份為0.1港元)。預計末期股息將於二零一一年六月十日派付予股東。

本公司亦分別按已發行503,219,527股、503,269,527股及503,269,527股普通股計算，向於二零一零年六月二十五日、二零一零年九月十七日及二零一一年一月十九日營業時間結束時名列本公司股東名冊之股東派付及應付二零一零年中期股息合共每股22港仙(二零零九年：17港仙)。

年內之總派息比率約為44%。

Customers and suppliers

In the year under review, sales to the five largest customers and purchases from the five largest suppliers accounted for less than 30% of the total sales and purchases of the Group respectively.

As at 31 December 2010, none of the directors, their associates, or any shareholders which to the knowledge of the directors owned more than 5% of the Company's issued share capital had any beneficial interests in the Group's five largest customers and/or five largest suppliers mentioned in the preceding paragraph.

Directors and Senior Management

Biographical details of the directors of the Company and senior management of the Group are set out as follows:

Mr. Lam Wai Wah, Steven, aged 58, is the Chairman and Managing Director of the Company. He is the founder of the Group and has over 34 years of experience in the electronics industry. He is primarily responsible for the formulation of the Group's overall strategic planning and business development.

Mr. Wong Pong Chun, James, aged 52, is an Executive Director of the Company and the Chief Operating Officers of the Group. He is responsible for the Group's operations in respect of internal controls and risk management, investors' relationship and external affairs. He joined the Group in 1987.

Mr. Cheung Tat Sang, James, aged 55, is an Executive Director of the Company. He is responsible for the sales of the Group's LCD products and other electronic components. Prior to joining the Group in 1989, he had been the sales manager for a number of electronics companies for over 10 years.

Mr. Li Jian Hua, aged 47, is the Head of the Group's LCD Production Division and an Executive Director of the Company. Mr. Li graduated from the Jilin University of Technology and Engineering Management in 1987 and joined the group in 1989. Prior to joining the Group, he worked in a multinational motor car manufacturer in Guangzhou City, the PRC for almost two years.

Mr. Chung Kam Kwong, aged 53, is an independent Non-executive Director of the Company and the Chairman of the Group's Audit, Remuneration and Nomination Committees. He is a practising Certified Public Accountant in Hong Kong and is members of the Hong Kong Institute of Certified Public Accountants and the Australian Society of Certified Practising Accountants and a council member of the Macau Society of Certified Practising Accountants. Mr. Chung has extensive experience in accounting and financial management and has been the independent Non-executive Director, management consultant and Company Secretary of a number of listed companies in Hong Kong.

客戶及供應商

回顧年內，向五大客戶進行之銷售額及自五大供應商之購貨額分別佔本集團總銷售額及購貨額不足30%。

於二零一零年十二月三十一日，概無董事、彼等之聯繫人或據董事所知擁有本公司已發行股本超過5%之股東於前段所述本集團五大客戶及／或五大供應商中擁有任何實益權益。

董事及高級管理人員

本公司董事及本集團高級管理人員之履歷載列如下：

林偉華先生，現年五十八歲，本公司之主席兼董事總經理。彼為本集團之創辦人，從事電子業超過三十四年，主要負責制訂本集團之整體策略及業務發展。

黃邦俊先生，現年五十二歲，本公司之執行董事兼集團營運總監。彼負責本集團有關內部監控及風險管理方面之業務運作、投資者關係與對外事務。彼於一九八七年加入本集團。

張達生先生，現年五十五歲，本公司之執行董事。彼負責銷售本集團之液晶顯示器產品及其他電子元件。彼於一九八九年加入本集團之前，曾任多間電子公司之營業經理逾十年。

李建華先生，現年四十七歲，本集團之液晶顯示器生產部主管兼本公司之執行董事。李先生於一九八七年畢業於吉林工業大學管理學院，後於一九八九年加入本集團。彼於加入本集團之前，曾於中國廣州市一間國際汽車生產商任職近兩年。

鍾錦光先生，現年五十三歲，本公司之獨立非執行董事，並為本集團審核委員會、薪酬委員會及提名委員會主席。彼為香港執業會計師，並為香港會計師公會資深會員，澳洲註冊會計師，亦為澳門執業會計師公會委員會成員。鍾先生於會計及財務管理上擁有豐富經驗，並為香港多間上市公司之獨立非執行董事、管理顧問及公司秘書。

Management Discussion and Analysis 管理層討論及分析

Mr. Ip Cho Ting, Spencer, aged 52, is an independent Non-executive Director and members of the Group's Audit, Remuneration and Nomination Committees. He is the holder of a Bachelor of Science degree from the University of Wisconsin, Green Bay, U.S.A. Mr. Ip is a member of the Institute of Financial Planner of Hong Kong and is the Senior Financial Advisor of a professional insurance company in Hong Kong.

Mr. Heung Kai Sing, aged 62, is an independent Non-executive Director and members of the Group's Audit, Remuneration and Nomination Committees. He has experience in textile industry.

Mr. Ma Wai Tong, aged 39, is the Group's Chief Financial Officer. He graduated from the Hong Kong Polytechnic University with a bachelor's degree in accountancy. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Ma joined the Group in January 2011 and had 14 years of auditing, accounting and financing experience including four years with major international accounting firms and ten years in senior accounting positions in various industries.

By order of the Board
Lam Wai Wah, Steven
Chairman

Hong Kong, 29 March 2011

葉祖亭先生，現年五十二歲，獨立非執行董事，並為本集團審核委員會、薪酬委員會及提名委員會之成員。彼持有美國Green Bay威斯康辛大學之理學士學位。葉先生為香港財務策劃師學會會員，亦為香港一間專業保險公司之高級財務顧問。

香啟誠先生，現年六十二歲，獨立非執行董事，並為本集團審核委員會、薪酬委員會及提名委員會之成員。彼於紡織業擁有豐富經驗。

馬煒堂先生，現年三十九歲，為本集團之財務總監。彼畢業於香港理工大學，獲得會計學學士學位。彼為香港會計師公會會員。馬先生於二零一一年一月加入本集團，彼擁有十四年的審計、會計及財務工作的經驗，包括在大型的國際會計師事務所任職四年，並且曾於不同行業的公司擔任高級會計職務十年。

承董事會命
主席
林偉華

香港，二零一一年三月二十九日

Directors' Report

董事會報告書

The directors present their annual report and the audited financial statements for the year ended 31 December 2010.

Principal Activities

The Company acts as an investment holding company. Its subsidiaries are principally engaged in the manufacture and sale of liquid crystal display products and electronic consumer products including personal health care products and electrical devices.

Results and Appropriations

The results of the Group for the year ended 31 December 2010 are set out in the consolidated statement of comprehensive income on page 34.

Interim dividends in aggregate of 22 HK cents per share, amounting to approximately HK\$110,717,000, was paid and payable to the shareholders during the year.

The directors now recommend the payment of a final dividend of 1 HK cent per share (based on the number of ordinary shares after subdivision of shares and issue of bonus ordinary shares in January 2011) to the shareholders of the Company whose names appear on the register of members on 30 May 2011, amounting to approximately HK\$27,680,000.

Property, Plant and Equipment

During the year, the Group acquired plant and machinery and properties under development amounting to HK\$398,063,000 and HK\$96,720,000 respectively for the purpose of expanding its manufacturing capacity in Shan Wei City, Guangdong Province in the People's Republic of China.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

Share Capital

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

董事會謹此提呈截至二零一零年十二月三十一日止年度之年報及經審核財務報表。

主要業務

本公司乃投資控股公司，其附屬公司之主要業務為製造及銷售液晶顯示器產品及電子消費產品，包括個人醫療護理產品及電子設備。

業績及溢利分配

截至二零一零年十二月三十一日止年度的本集團業績載列於第34頁的綜合全面收益表內。

本公司已於年內支付及應付股東中期股息每股共22港仙，合共約110,717,000港元。

董事建議向二零一一年五月三十日名列本公司股東名冊的股東派發末期股息每股1港仙（按二零一一年一月之股份拆細及發行紅股普通股後之普通股數目計算），合共約27,680,000港元。

物業、廠房及設備

年內，本集團就擴充中華人民共和國廣東省汕尾市之生產力而添置總值分別為398,063,000港元及96,720,000港元之廠房及機器以及發展中之物業。

本集團年內之物業、廠房及設備之上述及其他變動詳情載於綜合財務報表附註第17項。

股本

本公司之已發行股本於年內之變動詳情載於綜合財務報表附註第30項。

Distributable Reserves of the Company

The Company's reserves available for distribution to shareholders as at 31 December 2010 were as follows:

		2010	2009
		二零一零年	二零零九年
		HK\$	HK\$
		港元	港元
Share premium	股份溢價	554,168	320,039
Special reserve	特別儲備	17,492	17,492
Retained earnings	保留溢利	34,743	35,167
		606,403	372,698

Under the applicable laws of the Cayman Islands, the share premium of the Company is available for distributions or paying dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediately following the distribution or paying dividend the Company is able to pay its debts as they fall due in the ordinary course of business.

The special reserve of the Company represents the difference between the net book values of the underlying assets of the Company's subsidiaries acquired at the date on which the shares of these companies were acquired by the Company, and the nominal amount of the Company's shares issued for the acquisitions.

本公司之可分派儲備

於二零一零年十二月三十一日，本公司可分派予股東之儲備如下：

	2010	2009
	二零一零年	二零零九年
	HK\$	HK\$
	港元	港元
Share premium	554,168	320,039
Special reserve	17,492	17,492
Retained earnings	34,743	35,167
	606,403	372,698

根據開曼群島之適用法例，本公司之股份溢價可依據其組織章程大綱或細則之條文向股東作出分派或支付股息，惟於緊隨作出分派或支付股息後，本公司須可於日常業務過程中支付到期債項。

本公司之特別儲備乃指於本公司在收購其附屬公司之股份當日該等被收購公司之相關資產賬面淨值與本公司就收購而發行之本公司股份面值兩者間之差額。

Directors' Report 董事會報告書

Directors

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

Executive directors:

Lam Wai Wah, Steven
Wong Pong Chun, James
Cheung Tat Sang, James
Li Jian Hua

Independent non-executive directors:

Chung Kam Kwong
Heung Kai Sing
Ip Cho Ting, Spencer

In accordance with Articles 100 and 120 of the Company's Articles of Association, Wong Pong Chun, James, Cheung Tat Sang, James and Li Jian Hua retire and, being eligible, offer themselves for re-election.

The independent non-executive directors are subject to retirement by rotation in accordance with the above articles.

No director proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Directors' Interests in Contracts of Significance

No contracts of significance 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.

董事

年內及截至本報告書之日期止，本公司之董事名單如下：

執行董事：

林偉華
黃邦俊
張達生
李建華

獨立非執行董事：

鍾錦光
香啟誠
葉祖亭

依據本公司組織章程細則第100條及第120條之規定，黃邦俊、張達生、李建華行將告退，惟合資格並表示願意膺選連任。

獨立非執行董事須按上述細則輪值告退。

擬於即將舉行之股東週年大會膺選連任之董事概無與本公司或其附屬公司訂立任何本集團不得於一年內免付賠償(法定賠償除外)而予以終止之服務合約。

董事之重大合約權益

本公司或其任何附屬公司，概無訂立任何本公司董事直接或間接擁有重大權益，並且於本年底或年內任何時間仍然生效之重大合約。

Directors' Interests in Shares and Underlying Shares

董事之股份及相關股份權益

At 31 December 2010, the interests of the directors and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

根據本公司遵照證券及期貨條例第352條所保存之登記冊所載，或根據《上市公司董事進行證券交易的標準守則》須知會本公司及香港聯合交易所有限公司之資料，於二零一零年十二月三十一日，董事及其聯繫人擁有之本公司及其相聯法團之股份及相關股份權益如下：

Long positions

好倉

(a) Ordinary shares of HK\$0.1 each of the Company

(a) 本公司每股面值0.1港元之普通股

Name of director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
董事姓名	身份	所持之已發行普通股數目	佔本公司之已發行股本百分比
			%
Lam Wai Wah, Steven 林偉華	Beneficial owner 實益擁有人	209,404,000	41.61
	Held by spouse (note 1) 由配偶持有(附註1)	13,608,000	2.70
		223,012,000	44.31
Wong Pong Chun, James 黃邦俊	Beneficial owner 實益擁有人	7,970,000	1.58
	Held by spouse (note 2) 由配偶持有(附註2)	300,000	0.06
		8,270,000	1.64
Cheung Tat Sang, James 張達生	Beneficial owner 實益擁有人	718,000	0.14
Li Jian Hua 李建華	Beneficial owner 實益擁有人	1,660,000	0.33

(b) Share options

Name of director 董事姓名	Capacity 身份	Number of options held 所持之購股權數目	Number of underlying shares 相關股份數目
Lam Wai Wah, Steven 林偉華	Beneficial owner 實益擁有人	–	–
Wong Pong Chun, James 黃邦俊	Beneficial owner 實益擁有人	8,900,000	8,900,000
Cheung Tat Sang, James 張達生	Beneficial owner 實益擁有人	8,915,000	8,915,000
Li Jian Hua 李建華	Beneficial owner 實益擁有人	4,150,000	4,150,000
	Held by spouse (note 3) 由配偶持有(附註3)	4,400,000	4,400,000
		26,365,000	26,365,000

Notes:

- Lam Wai Wah, Steven is deemed to be interested in 13,608,000 ordinary shares of the Company, being the interests held beneficially by his spouse, Chung King Yee, Cecilia.
- Wong Pong Chun, James is deemed to be interested in 300,000 ordinary shares of the Company, being the interests held beneficially by his spouse, Lai Ching Mui, Stella.
- Li Jian Hua is deemed to be interested in 4,400,000 share options of the Company, being the interests held beneficially by his spouse, Guo Yu Yan.

Other than as disclosed above, none of the directors nor their associates had any interests or short positions in any shares and underlying shares of the Company or any of its associated corporations as at 31 December 2010.

(b) 購股權

Number of options held 所持之購股權數目	Number of underlying shares 相關股份數目
–	–
8,900,000	8,900,000
8,915,000	8,915,000
4,150,000	4,150,000
4,400,000	4,400,000
26,365,000	26,365,000

附註：

- 林偉華被視為擁有13,608,000股由其配偶鍾琮綺實益擁有之本公司普通股權益。
- 黃邦俊被視為擁有300,000股由其配偶黎清梅實益擁有之本公司普通股權益。
- 李建華被視為擁有4,400,000份由其配偶郭玉燕實益擁有之本公司購股權權益。

除上文所披露者外，於二零一零年十二月三十一日，各董事或其聯繫人概無擁有本公司或其任何相聯法團之任何股份及相關股份之任何權益或淡倉。

Share Options

Particulars of the Company's share option schemes are set out in note 35 to the financial statements.

The following table discloses movements in the Company's share options during the year:

購股權

有關本公司購股權計劃之詳情載於財務報表附註第35項。

下表披露本公司之購股權於年內之變動：

	Option type	Number of options outstanding at beginning of year 於年初 尚未行使購 股權數目	Exercised during year 年內行使	Number of options outstanding at end of year 於年終 尚未行使 購股權數目
	購股權類別			
Category 1: Directors				
第一類：董事				
Lam Wai Wah, Steven 林偉華	2001	–	–	–
Wong Pong Chun, James 黃邦俊	2001 2003 2006	– 4,400,000 4,500,000	– – –	– 4,400,000 4,500,000
Cheung Tat Sang, James 張達生	2001 2003 2006	340,000 4,400,000 4,500,000	(325,000) – –	15,000 4,400,000 4,500,000
Li Jian Hua (Note) 李建華 (附註)	2003	8,550,000	–	8,550,000
		26,690,000	(325,000)	26,365,000

Note: Li Jian Hua is deemed to be interested in 4,400,000 2003 shares options, being the interests held beneficially by his spouse, Guo Yu Yan.

附註：李建華被視為擁有4,400,000份由其配偶郭玉燕實益擁有之二零零三年購股權權益。

Category 2: Substantial shareholder

Other than the share options previously held by Lam Wai Wah, Steven, no share option has been granted to other substantial shareholders.

第二類：主要股東

除林偉華過往持有之購股權外，本公司概無向其他主要股東授予購股權。

	Option type 購股權類別	Number of options outstanding at beginning of year 於年初 尚未行使 購股權數目	Exercised during year 年內行使	Number of options outstanding at end of year 於年終 尚未行使 購股權數目
Category 3: Employees 第三類：僱員	2001	5,000	(5,000)	–
	2003	25,625,000	–	25,625,000
	2006	4,500,000	–	4,500,000
		30,130,000	(5,000)	30,125,000

The weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$9.73.

本公司股份於緊接購股權行使日期前之加權平均收市價為9.73港元。

Arrangement to Acquire Shares or Debentures

購買股份或債券之安排

Other than the share option schemes disclosed above, 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.

除上述披露之購股權計劃外，本公司或其任何附屬公司於年內並無參予任何安排，致使本公司之董事可透過收購本公司或任何其他法人團體之股份或債券而獲得利益。

Substantial Shareholders

As at 31 December 2010, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that other than the interests disclosed above in respect of Lam Wai Wah, Steven, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

Long positions

Ordinary shares of HK\$0.1 each of the Company

Name of shareholder 股東姓名	Capacity 身份	Number of issued ordinary shares held 所持之已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司之已發行 股本百分比 %
Chan Kin Sun (note) 陳建新 (附註)	Beneficial owner 實益擁有人	28,900,000	5.74
	Held by spouse 由配偶持有	9,856,000	1.96
		38,756,000	7.7
Chan Lai Lan 陳麗蘭	Beneficial owner 實益擁有人	25,896,000	5.15

Note: Chan Kin Sun and his spouse, Cheng Kwan Ying, Jennifer, are deemed to be interested in 38,756,000 shares of the Company.

主要股東

除上文所披露有關林偉華擁有之權益外，根據本公司遵照證券及期貨條例第336條所保存之主要股東登記冊所披露，截至二零一零年十二月三十一日，下列股東已知會本公司其於本公司之已發行股本中擁有之有關權益。

好倉

本公司每股面值0.1港元之普通股

附註：陳建新及其配偶鄭群英被視為擁有本公司38,756,000股股份權益。

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2010.

除上文所披露者外，截至二零一零年十二月三十一日，本公司並未獲悉任何其他本公司已發行股本之有關權益或淡倉。

Emolument Policy

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

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

The Company has adopted share option schemes as an incentive to directors and eligible employees, details of the schemes are set out in note 35 to the consolidated financial statements.

薪酬政策

本集團僱員之薪酬政策乃由薪酬委員會按僱員之貢獻、資歷及能力釐定。

本公司董事之酬金乃由薪酬委員會經考慮本公司之經營業績、個人表現及可資比較市場統計數據釐定。

本公司已採納購股權計劃，作為對董事及合資格僱員之獎勵。有關計劃詳情載於綜合財務報表附註第35項。

Pre-Emptive Rights

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

Purchases, Sales or Redemption of Listed Securities

There was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries during the year.

Model Code

None of the Directors of the Company is aware of information that would reasonably indicate that the Company was not in the year under review in compliance with the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange of Hong Kong Limited.

Audit Committee

The Company has an Audit Committee which was established in accordance with the code provisions of the Corporate Governance Code (the "Code") for the purposes of reviewing and providing supervision over the Group's financial reporting matters and internal controls. The annual results of the Group for the year ended 31 December 2010 has been reviewed by the Audit Committee which comprises all the three independent non-executive directors namely Mr. Chung Kam Kwong (being the Chairman), Mr. Ip Cho Ting, Spencer and Mr. Heung Kai Sing, and Mr. Wong Pong Chun, James, an executive director, as members. They meet at least four times a year.

The Group has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

Remuneration and Nomination Committees

The Company has a Remuneration Committee and a Nomination Committee respectively which were established in accordance with the relevant requirements of the Code. The two Committees are chaired by Mr. Chung Kam Kwong, an independent non-executive director and comprise three other members, namely Mr. Ip Cho Ting, Spencer and Mr. Heung Kai Sing, being independent non-executive directors and Mr. Wong Pong Chun, James, an executive director of the Company.

優先購買權

本公司之組織章程細則或開曼群島法例均無關於優先購買權之規定。本公司無須按此規定而按現有股東之持股比例發售新股。

購買、出售或贖回上市證券

本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何上市證券。

標準守則

根據本公司董事所知悉，並無資料合理顯示本公司於回顧年度未有遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十所載之上市發行人董事進行證券交易的標準守則。

審核委員會

本公司已遵照企業管治常規守則（「守則」）之守則條文成立審核委員會，以便審閱及監察本集團財務申報事宜及內部監控。本集團截至二零一零年十二月三十一日止年度之全年業績已經由審核委員會審閱，而審核委員會由全體三名獨立非執行董事鍾錦光先生（委員會主席）、葉祖亭先生及香啟誠先生（委員會成員），以及執行董事黃邦俊先生（委員會成員）組成。彼等每年最少召開四次會議。

本集團已根據上市規則第3.13條接獲各獨立非執行董事分別發出有關其獨立性之年度確認書。本公司認為所有獨立非執行董事均為獨立人士。

薪酬委員會及提名委員會

本公司已根據守則之相關規定分別成立薪酬委員會及提名委員會。兩個委員會均由獨立非執行董事鍾錦光先生出任主席，並包括三名其他成員葉祖亭先生及香啟誠先生（獨立非執行董事）以及黃邦俊先生（本公司執行董事）。

Corporate Governance

The Board considers that good corporate governance of the Company is essential to safeguarding the interests of the shareholders and enhancing the performance of the Group. The Board is committed to maintain and ensure high standards of corporate governance. The Company has complied with all the applicable code provisions set out in the Code on Corporate Governance Practices in Appendix 14 of the Listing Rules throughout the year ended 31 December 2010, except for a major deviation as below:

- Code Provision A.2.1 – The roles of the Chairman and the Chief Executive are not separated and are performed by the same individual, Mr. Lam Wai Wah, Steven. The Board will meet regularly to consider major matters affecting the operations of the Company. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of Company and believes that this structure will enable us to make and implement decisions promptly and efficiently.

The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision-making processes are regulated in a proper and prudent manner. More details are contained in the separate Corporate Governance Report on pages 25 to 31.

Sufficiency of Public Float

The Company has maintained a sufficient public float throughout the year ended 31 December 2010.

Donations

During the year, the Group made charitable and other donations amounting to HK\$2,549,000.

Auditors

A resolution will be submitted to the Annual General Meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

Lam Wai Wah, Steven
CHAIRMAN

Hong Kong, 29 March 2011

企業管治

董事會認為本公司良好的企業管治對保障股東利益及提升本集團表現而言至關重要。董事會致力維持及確保高水準之企業管治。截至二零一零年十二月三十一日止年度，本公司一直遵守上市規則附錄十四內企業管治常規守則所載之所有適用守則條文，惟以下重大偏差除外：

- 守則條文第A.2.1條 – 主席及行政總裁之職位並未分開，由同一人(林偉華先生)出任。董事會將定期舉行會議，以考慮影響本公司運作之重大事宜。董事會認為此架構將不會導致董事會與本公司管理層之間發生權力及授權失衡，並相信此架構將使本集團能快速及有效制定及推行決策。

董事會將不斷檢討及改進本公司之企業管治實務及準則，確保業務活動及決策過程得到恰當及審慎之規管。更多詳情載於第25至31頁之獨立企業管治報告。

公眾持股量充裕程度

本公司於截至二零一零年十二月三十一日止年度內一直維持足夠之公眾持股量。

捐款

於年內，本集團捐出為數2,549,000港元之慈善及其他捐款。

核數師

在本公司之股東週年大會上將提呈一項決議案，以重新委聘德勤•關黃陳方會計師行連任本公司核數師之職。

代表董事會

主席
林偉華

香港，二零一一年三月二十九日

Corporate Governance Report

企業管治報告

Board of Directors and Board Committees

The Board

The Board was responsible for the Company's corporate governance, and was ultimately accountable for the Company's activities, strategies and financial performance.

The Board was mainly responsible for formulating and approving the business strategies, objectives, policies and plans of the Company, and monitoring the execution of the Company's strategies. It was also responsible for overseeing the operating and financial performance of the Company and establishing appropriate risk control policies and procedures in order to ensure that the strategic objectives of the Company are materialized. In addition, the Board was also responsible for improving the corporate governance structure and enhancing communications with shareholders.

The Board has delegated the responsibilities for the execution of strategies and decision-making for day-to-day operation of the Company to the management team headed by the Managing Director, Mr. Lam Wai Wah, Steven.

The management reported regularly to the Board on the operating and financial performance of the Company. Development, expansion and other major capital expenditure and commitment, as well as major financing decisions were all reviewed and approved by the Board.

Connections between members of the Board

None of the members of the Board have any connections (including financial, business, family relationship and other material/related relationships) with each other during the period under review.

Director's dealing in securities

Having made specific enquiry of all the Directors, the Company confirmed that all Directors had complied with their obligations regarding dealings in securities under the Model Code set out in Appendix 10 of the Listing Rules during the period under review.

Non-executive directors

The non-executive Directors were not appointed for a specific term but were subject to retirement by rotation in accordance with the Company's Articles of Association.

董事會及董事會委員會

董事會

董事會負責本公司之企業管治，並對本公司之活動、策略及財務表現承擔最終責任。

董事會主要負責制定及批准本公司之業務策略、目標、政策及計劃，以及監督本公司策略之執行。董事會亦負責監督本公司之經營及財務表現，制定合適之風險監控政策及程序，以確保本公司策略性目標之實現。此外，董事會亦負責改善企業管治結構及增強與股東之溝通。

董事會將本公司之策略執行、日常經營決策等職責轉授予由董事總經理林偉華先生領導之管理層團隊。

管理層向董事會定期報告本公司之經營及財務表現。發展、擴張及其他重大資本開支及承擔以及重要融資決策均由董事會審閱及批准。

董事會成員之關連

於回顧期間，董事會成員之間概無任何關連（包括財務、業務、家庭關係及其他重大／關聯關係）。

董事之證券交易

經向所有董事作出特定查詢後，本公司確認所有董事於回顧期間內已遵守上市規則附錄十所載之標準守則關於證券交易之規定。

非執行董事

非執行董事無固定任期，惟須根據本公司之組織章程細則輪值告退。

Independent non-executive Directors

The Company has received confirmation from each of the independent non-executive Directors as regards his independence to the Company and considered that each of the independent non-executive Directors was independent to the Company during the period under review.

Board committees

The Board was supported by three Board Committees. Each Board Committee has its own responsibilities, power and functions. The chairman of the respective Board Committees reported to the Board from time to time and made recommendations on matters discussed when appropriate.

The roles and functions of the Remuneration Committee were as follows:

- (1) to make recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing the policy on such remuneration;
- (2) to determine the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive Directors;
- (3) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- (4) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company; and
- (5) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate.

獨立非執行董事

本公司已接獲各名獨立非執行董事就彼等為本公司獨立人士之事宜而發出之確認函，並認為各名獨立非執行董事於回顧期間內確屬本公司獨立人士。

董事會委員會

董事會下設三個董事會委員會。各董事會委員會之職責、權力及職能各不相同。各董事會委員會主席不時向董事會報告，並於適當時候就所討論事務向董事會提供建議。

薪酬委員會之職責及職能包括：

- (1) 就本公司董事及高級管理層之薪酬政策及架構，及就設立正規而具透明度之程序製訂此等薪酬政策，向董事會提出建議；
- (2) 釐定全體執行董事及高級管理層之特定薪酬待遇，包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任之任何賠償），並就非執行董事之薪酬向董事會提出建議；
- (3) 透過參照董事會不時通過之公司宗旨及目標，檢討及批准按表現而釐定之薪酬；
- (4) 檢討及批准向執行董事及高級管理層支付與喪失或終止職務或委任有關之賠償，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，賠償亦須公平合理，不會對本公司造成過重負擔；及
- (5) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及之賠償安排，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當。

The main role of the Nomination Committee was to assure the process of appointments and reelection of the Board members were transparent and to assess effectiveness of the Board as a whole and the contribution of individual directors to the effectiveness of the Board. The responsibilities of the Nomination Committee were as follows:

- (1) to regularly review the structure, size and composition (including skills, knowledge and experience) of the Board and make recommendations to the Board in relation to any proposed changes;
- (2) to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (3) to evaluate the independence of independent non-executive directors; and
- (4) to evaluate the performance of directors and make recommendations to the Board in respect of the appointment or re-appointment of directors and succession planning for directors in particular the Chairman and CEO.

The roles and functions of the Audit Committee were as follows:

- (1) primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of that auditor;
- (2) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- (3) to develop and implement policies on the engagement of an external auditor to supply non-audit services. The Audit Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps may be taken;

提名委員會之主要職責為確保董事會成員委任及重選程序之透明度以及評估董事會之整體效率及董事個人對董事會效率之貢獻。提名委員會之職責包括：

- (1) 定期檢討董事會之架構、人數及組成(包括技能、知識及經驗方面)並就任何擬作出之變動向董事會提出建議；
- (2) 物色具備合適資格可擔任董事會成員之人士，並挑選提名有關人士出任董事會成員或就此向董事會提供意見；
- (3) 評核獨立非執行董事之獨立性；及
- (4) 評估董事之表現及就董事委任或重新委任以及董事(尤其是主席以及行政總裁)繼任計劃之有關事宜向董事會提出建議。

審核委員會之職責及職能包括：

- (1) 主要負責就外聘核數師之委任、重新委任及罷免向董事會提供建議、批准外聘核數師之薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師之問題；
- (2) 按適用之標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效。審核委員會應於核數工作開始前先與核數師討論核數性質及範疇及有關申報責任；
- (3) 就外聘核數師提供非核數服務制定政策，並予以執行。審核委員會應向董事會報告其認為必須採取行動或進行改善之事項，並就可採取之步驟提供建議；

- | | |
|---|--|
| <p>(4) to monitor integrity of financial statements, accounts, annual reports and interim reports of the Company and to review significant financial reporting judgments contained in them, including:</p> <ul style="list-style-type: none">(a) any changes in accounting policies and practices;(b) major judgment areas;(c) significant adjustments resulting from audit;(d) the going concern assumptions and any qualifications;(e) compliance with accounting standards; and(f) compliance with the Listing Rules and other legal requirements in relation to financial reporting; | <p>(4) 監察本公司財務報表、賬目、年度報告及中期報告之完整性，並審閱其中所載有關財務申報之重大判斷，其中包括：</p> <ul style="list-style-type: none">(a) 會計政策及實務之任何更改；(b) 涉及重要判斷之處；(c) 因核數而出現之重大調整；(d) 企業持續經營之假設及任何保留意見；(e) 是否遵守會計準則；及(f) 是否遵守有關財務申報之上市規則及其他法律規定； |
| <p>(5) to review the Company's financial controls, internal control and risk management systems;</p> | <p>(5) 檢討本公司之財務監控、內部監控及風險管理制度；</p> |
| <p>(6) to discuss with the management the system of internal control and ensure that the management has discharged its duty to have an effective internal control system;</p> | <p>(6) 與管理層討論內部監控系統，確保管理層已履行職責建立有效之內部監控系統；</p> |
| <p>(7) to consider any findings of major investigations of internal control matters as delegated by the Board or on its own initiative and management's response;</p> | <p>(7) 應董事會委派或主動就有關內部監控事宜之任何重要調查結果及管理層之回應進行研究；</p> |
| <p>(8) to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company; and</p> | <p>(8) 確保內部和外聘核數師之工作得到協調，及確保內部核數功能在本公司內部有足夠運作資源，並有適當地位；及</p> |
| <p>(9) to review and monitor the effectiveness of the internal audit function.</p> | <p>(9) 檢討及監察內部核數功能是否有效。</p> |

Meetings of the Board and Board Committees

The Directors' attendances at the meetings of the Board and the Board Committees for the year ended 31 December 2010 were as follows:

董事會及董事會委員會會議

於截至二零一零年十二月三十一日止年度，董事於董事會及董事會委員會會議之出席情況如下：

Director 董事	Board 董事會	Number of meetings attended 出席會議次數		
		Audit 審核	Remuneration 薪酬	Nomination 提名
Executive directors:				
執行董事：				
Lam Wai Wah, Steven 林偉華	5	n/a 不適用	n/a 不適用	n/a 不適用
Wong Pong Chun, James 黃邦俊	7	4	1	0
Cheung Tat Sang, James 張達生	7	n/a 不適用	n/a 不適用	n/a 不適用
Li Jian Hua 李建華	1	n/a 不適用	n/a 不適用	n/a 不適用
Independent non-executive directors:				
獨立非執行董事：				
Chung Kam Kwong 鍾錦光	4	4	1	0
Heung Kai Sing 香啟誠	4	4	1	0
Ip Cho Ting, Spencer 葉祖亭	4	4	1	0
Total number of meetings held 舉行會議總數	7	4	1	0

Auditor's Remuneration

For the year ended 31 December 2010, the fees paid to the Company's external auditors amounted to HK\$2,680,000.

核數師之薪酬

截至二零一零年十二月三十一日止年度，支付予本公司外聘核數師之費用為2,680,000港元。

Internal Control

The Board was fully responsible for the maintenance of a sound and effective internal control system within the Group. Throughout the year from 1 January 2010 to 31 December 2010, the Board conducted reviews of the effectiveness of the internal control system in all material respects including but not limited to operational, financial, risk management and compliance controls. The Group's system of internal control comprised a well-defined organizational and management structure with levels and limits of authority which was established to help achieve business objectives, safeguard assets against unauthorized access or disposal, ensure the maintenance of proper accounting records to produce reliable management and financial information for internal use and for publication purpose, help management mitigate potential risk factors and ensure compliance with relevant rules and regulations. The system was designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems so as to achieve the Group's objectives and long-term goals.

The Group's internal control system comprised the following five components:

- (1) Organizational and Management Structure – the Group has established an organizational and management structure with operating policies and procedures, lines of responsibilities and delegated authority has already been established.
- (2) Authority and Control – the relevant executive Directors and senior management have been delegated with respective levels of authorities with regard to key corporate strategy and policy, contractual commitments and the dealing of price sensitive information.
- (3) Budgetary Control and Management and Financial Reporting – budgets have been prepared by senior management including various department heads and were subject to review and approval by the executive Directors on a regular basis prior to being adopted. Operating results against budgets have been analyzed and reported to the executive Directors as a reference to monitor the Group's strategy and policy. Regular reviews by the Audit Committee and audits by external auditors respectively have been carried out to ensure the preparation of the management information and consolidated financial statements are in accordance with the generally accepted accounting principles, the Group's accounting policies and applicable laws and regulations.

內部監控

董事會全權負責維持本集團內部監控系統之穩妥且有效。於二零一零年一月一日至二零一零年十二月三十一日止年度期間，董事會就內部監控系統之成效進行檢討，有關檢討涵蓋所有重要監控領域，包括但不限於營運監控、財務監控、風險管理及合規監控。本集團內部監控系統包括一個明確界定標準及權限之組織及管理架構，旨在協助實現本集團之業務目標，保障資產免受未經授權使用或出售，確保備存適當會計記錄以提供可靠之管理及財務資料作內部使用或刊發之用，幫助管理層減低潛在風險因素，以及確保遵守有關法規及規定。該系統旨在合理(但並非絕對)保證並無重大失實陳述或損失情況，並管理(但非完全杜絕)營運系統之失誤風險以實現本集團之目的及長期目標。

本集團內部監控系統包括以下五個部份：

- (1) 組織及管理架構—本集團已建立一套組織及管理架構，訂明相關之營運政策及程序、職責及權限。
- (2) 權限及監控—相關執行董事及高級管理層已獲授予相關權限就主要企業策略、政策、合約承諾及股價敏感資料處理有關事務。
- (3) 預算控制及管理及財務申報機制—高級管理層(包括各部門負責人)制定之預算於獲採納前須由執行董事定期審閱及批准。經營業績亦與預算進行比較分析，並向執行董事報告，作為監察本集團策略及政策之參考。審核委員會已作出定期檢討及外聘核數師已進行核數以確保管理層資料及綜合財務報表之編製符合公認會計原則、本集團之會計政策以及適用法律及法規。

- (4) Systems and Procedures – systems and procedures have been established to identify, measure, manage and control various risks including business, compliance, operational, financial and information that may have an impact on the Group and each major department. Exposure to these risks was monitored by the executive Directors and the management with reference to the regular reports produced by the Audit Committee and the external auditors.
- (5) Internal Audit – the Audit Committee has performed independent reviews of the controls and risks identified to ensure that adequate controls have been put in place and risk elements have been properly addressed.
- (4) 制度及程序－本集團已建立制度及程序以辨別、量度、管理及控制各種風險，包括可能影響本集團及各主要部門之業務、合規、營運、財務及資訊等方面之風險。此等風險由執行董事及管理層參照審核委員會及外聘核數師作出之定期報告進行監控。
- (5) 內部審核－審核委員會對監控及已辨別風險進行獨立檢討，以確保作出足夠之監控及適當處理風險因素。

According to the review results of the Audit Committee for the year from 1 January 2010 to 31 December 2010, the Group's internal control system is functioning effectively and there was no significant weakness found in the course of the review processes. The Board has reviewed the effectiveness of the Group's internal control systems and is of the opinion that there are no suspected frauds, irregularities, internal control deficiencies or suspected infringement of laws, rules and regulations that cause the Board to believe that the systems of internal control are ineffective or inadequate. The Board is satisfied that the Company and the Group have fully complied with the code provisions on internal control as set out in the Corporate Governance Code for the aforesaid year.

根據審核委員會於二零一零年一月一日至二零一零年十二月三十一日止年度之審核結果，本集團內部監控系統現正有效運作，在審核過程中並無發現嚴重弊病。董事會已檢討本集團內部監控系統之有效性，認為目前並無任何疑屬欺詐及不當行為、內部監控不足或涉嫌觸犯法例、規則及規定之情況致使董事會相信內部監控系統缺乏成效或有所不足。董事會信納本公司及本集團於上述年度完全遵守企業管治守則載列之內部監控守則條文。

Independent Auditor's Report

獨立核數師報告書



**TO THE SHAREHOLDERS OF
TRULY INTERNATIONAL HOLDINGS LIMITED**
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Truly International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 34 to 99, which comprise the consolidated statement of financial position as at 31 December 2010, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view 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, and for such internal control as the directors determine is necessary to enable the presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's 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 our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. 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 about whether the consolidated financial statements are free from material misstatement.

致信利國際有限公司股東

(於開曼群島註冊成立之有限公司)

本核數師行已完成審核第34至99頁所載信利國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括於二零一零年十二月三十一日之綜合財務狀況表，以及截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表連同主要會計政策摘要及其他解釋資料。

董事就綜合財務報表須承擔之責任

貴公司之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真實與公平之綜合財務報表，以及負責董事認為必需之內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師之責任

本行之責任是根據本行之審核，對該等綜合財務報表提出意見，並根據已協定之委聘條款僅向全體股東報告本行之意見，而不作其他用途。本行概不就本報告內容向任何其他人士承擔或負任何責任。本行乃根據香港會計師公會頒佈之香港審計準則進行審核工作。該等準則要求本行遵守道德規範，並策劃及執行審核，以合理確定該等綜合財務報表是否不存在任何重大錯誤陳述。

Independent Auditor's Report 獨立核數師報告書

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's 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 of the consolidated financial statements that give a true and fair view 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 Group as at 31 December 2010 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
29 March 2011

審核涉及執程序以取得與綜合財務報表所載數額及披露事項有關之審核憑證。所選用之程序由核數師作出判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。當核數師作出該等風險評估時，會考慮與該公司編製真實與公平之綜合財務報表相關之內部監控，以設計適合當時情況之審核程序，但並不就該公司之內部監控效率發表意見。審核亦包括評價董事所採用之會計政策是否合適，及所作出之會計估計是否合理，以及評價綜合財務報表之整體呈列方式。

本行相信本行已得到足夠及適當之審核憑證以作為提供該審核意見之基礎。

意見

本行認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴集團於二零一零年十二月三十一日之狀況及截至該日止年度 貴集團之溢利及現金流量，並已按照香港公司條例之披露規定妥為編製。

德勤•關黃陳方會計師行
執業會計師

香港
二零一一年三月二十九日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

		Notes 附註	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Revenue	收益	6	7,735,711	5,804,184
Cost of sales	銷售成本		(6,825,125)	(4,976,090)
Gross profit	毛利		910,586	828,094
Other income	其他收入	8	37,937	25,587
Other gains and losses	其他損益	9	(36,768)	(101,840)
Administrative expenses	行政費用		(231,653)	(186,450)
Distribution and selling expenses	分銷及銷售成本		(147,524)	(110,302)
Finance costs	財務費用	10	(43,414)	(46,643)
Profit before tax	除稅前溢利		489,164	408,446
Income tax expense	所得稅開支	11	(174,208)	(101,113)
Profit for the year	本年度溢利	12	314,956	307,333
Other comprehensive income for the year	本年度其他全面收入			
Exchange differences arising on translation	換算所產生之外匯差額		75,330	15,611
Total comprehensive income for the year	本年度全面收入總額		390,286	322,944
EARNINGS PER SHARE	每股盈利	16		
Basic	基本		HK\$0.63港元	HK\$0.65港元
Diluted	攤薄		HK\$0.63港元	HK\$0.65港元

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2010
於二零一零年十二月三十一日

		Notes 附註	31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元 (restated) (重列)	1.1.2009 二零零九年 一月一日 HK\$'000 千港元 (restated) (重列)
NON-CURRENT ASSETS	非流動資產				
Property, plant and equipment	物業、廠房及設備	17	4,228,878	4,177,670	4,223,040
Prepaid lease payments	預付租賃款項	18	153,895	143,062	120,832
Intangible assets	無形資產	19	5,710	11,417	18,307
Goodwill	商譽		413	413	413
Available-for-sale investments	可供出售投資	20	-	-	5,250
Deferred tax assets	遞延稅項資產	29	8,451	8,225	754
Deposits paid for acquisition of property, plant and equipment	就收購物業、廠房及設備支付訂金		32,613	24,992	28,908
			4,429,960	4,365,779	4,397,504
CURRENT ASSETS	流動資產				
Inventories	存貨	21	748,872	692,870	708,344
Prepaid lease payments	預付租賃款項	18	3,730	3,452	3,500
Loans receivable	應收貸款	22	-	17,045	53,479
Trade and other receivables	應收賬項及其他應收款項	23	1,853,826	1,044,490	649,718
Tax recoverable	可收回稅項		12,148	33,079	56,997
Derivative financial instruments	衍生金融工具	24	-	-	2,752
Bank balances and cash	銀行結存及現金	25	851,945	503,086	687,915
			3,470,521	2,294,022	2,162,705
Non-current assets held for sale	持作出售非流動資產	26	14,535	-	-
			3,485,056	2,294,022	2,162,705
CURRENT LIABILITIES	流動負債				
Trade and other payables	應付賬項及其他應付款項	27	1,566,786	1,050,279	1,103,723
Tax liabilities	稅項債務		97,165	45,087	59,369
Derivative financial instruments	衍生金融工具	24	1,746	7,414	8,731
Bank and other borrowings, unsecured	銀行及其他借貸，無抵押	28	1,653,287	2,023,295	2,092,055
Bank overdrafts, unsecured	銀行透支，無抵押		-	-	526
			3,318,984	3,126,075	3,264,404
NET CURRENT ASSETS (LIABILITIES)	流動資產(負債)淨值		166,072	(832,053)	(1,101,699)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		4,596,032	3,533,726	3,295,805

Consolidated Statement of Financial Position 綜合財務狀況表

At 31 December 2010
於二零一零年十二月三十一日

		Notes 附註	31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元 (restated) (重列)	1.1.2009 二零零九年 一月一日 HK\$'000 千港元 (restated) (重列)
NON-CURRENT LIABILITIES	非流動負債				
Bank and other borrowings, unsecured	銀行及其他借貸，無抵押	28	610,185	14,775	20,564
Deferred tax liabilities	遞延稅項負債	29	35,442	34,897	29,136
			645,627	49,672	49,700
			3,950,405	3,484,054	3,246,105
CAPITAL AND RESERVES	股本及儲備				
Share capital	股本	30	50,327	47,294	47,288
Share premium and reserves	股份溢價及儲備		3,900,078	3,436,698	3,198,755
Equity attributable to equity holders of the Company	本公司權益持有人 應佔權益		3,950,405	3,483,992	3,246,043
Non-controlling interest	非控股權益		-	62	62
Total equity	權益總額		3,950,405	3,484,054	3,246,105

The consolidated financial statements on pages 34 to 99 were approved and authorised for issue by the Board of Directors on 29 March 2011 and are signed on its behalf by:

載於第34頁至第99頁之綜合財務報表已於二零一一年三月二十九日獲董事會批准及授權刊發，並由以下人士代表簽署：

Lam Wai Wah, Steven
林偉華
DIRECTOR
董事

Wong Pong Chun, James
黃邦俊
DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

		Share capital	Share premium	Share options reserve	Special reserve	Capital redemption reserve	Exchange reserve	Other reserves	Retained profits	Total equity attributable to owners of the Company	Non-controlling interest	Total
		股本	股份溢價	購股權儲備	特別儲備	贖回儲備	外匯儲備	其他儲備	保留溢利	本公司擁有人應佔權益總額	股東權益少數	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
					(note a) (附註a)			(note b) (附註b)				
At 1 January 2009	於二零零九年一月一日	47,288	319,913	10,000	990	82	504,612	447,357	1,915,801	3,246,043	62	3,246,105
Profit for the year	本年度溢利	-	-	-	-	-	-	-	307,333	307,333	-	307,333
Other comprehensive income for the year	本年度其他全面收入											
- Exchange differences arising on translation of foreign operations and total income directly recognised in equity	- 換算海外業務所產生之外匯差額及直接於權益確認之總收入	-	-	-	-	-	15,611	-	-	15,611	-	15,611
Total recognised income for the year	本年度確認之總收入	-	-	-	-	-	15,611	-	307,333	322,944	-	322,944
Shares issued at premium	按溢價發行股份	6	126	-	-	-	-	-	-	132	-	132
Transfer	轉撥	-	-	-	-	-	-	26,840	(26,840)	-	-	-
Dividends recognised as distribution (note 15)	確認為分派之股息 (附註15)	-	-	-	-	-	-	-	(85,127)	(85,127)	-	(85,127)
At 31 December 2009	於二零零九年十二月三十一日	47,294	320,039	10,000	990	82	520,223	474,197	2,111,167	3,483,992	62	3,484,054
Profit for the year	本年度溢利	-	-	-	-	-	-	-	314,956	314,956	-	314,956
Other comprehensive Income for the year	本年度其他全面收入											
- Exchange differences arising on translation of foreign operations and total income directly recognised in equity	- 換算海外業務所產生之外匯差額及直接於權益確認之總收入	-	-	-	-	-	75,330	-	-	75,330	-	75,330
Total recognised income for the year	本年度確認之總收入	-	-	-	-	-	75,330	-	314,956	390,286	-	390,286
Placement of new share	配售新股	3,000	240,000	-	-	-	-	-	-	243,000	-	243,000
Expenses incurred in relation to the placement of new shares	配售新股產生之開支	-	(6,563)	-	-	-	-	-	-	(6,563)	-	(6,563)
Shares issued at premium	按溢價發行股份	33	692	-	-	-	-	-	-	725	-	725
Transfer	轉撥	-	-	-	-	-	-	38,578	(38,578)	-	-	-
Dividends recognised as distribution (note 15)	確認為分派之股息 (附註15)	-	-	-	-	-	-	-	(161,035)	(161,035)	-	(161,035)
Liquidation of a subsidiary	一間附屬公司清盤	-	-	-	-	-	-	-	-	-	(62)	(62)
At 31 December 2010	於二零一零年十二月三十一日	50,327	554,168	10,000	990	82	595,553	512,775	2,226,510	3,950,405	-	3,950,405

Notes:

- (a) The special reserve represents the difference between the nominal value of the shares of the subsidiaries acquired and the nominal value of the Company's shares issued for the acquisitions.
- (b) Other reserves comprise the statutory surplus reserve and the enterprise expansion reserve of the subsidiaries established in the People's Republic of China other than Hong Kong (the "PRC"). According to the Articles of Association of the PRC subsidiaries, a percentage of net profit as reported in the PRC statutory accounts should be transferred to the statutory surplus reserve and the enterprise expansion reserve determined at the discretion of the board of directors of these companies. The statutory surplus reserve can be set off against accumulated loss whilst the enterprise expansion reserve can be used for expansion of production facilities or an increase in registered capital.

附註:

- (a) 特別儲備指所收購附屬公司之股份面值與本公司就收購而發行之股份面值兩者間之差額。
- (b) 其他儲備包括在中華人民共和國(不包括香港)(「中國」)成立之附屬公司之法定盈餘儲備及企業發展儲備。根據中國附屬公司之組織章程細則，中國法定賬目內呈報之純利若干百分比須轉撥至法定盈餘儲備及企業發展儲備，該百分比乃由該等附屬公司的董事會酌情決定。法定盈餘儲備可抵銷累計虧損，而企業發展儲備則可用於擴展生產設施或增加註冊資本。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Profit before tax	除稅前溢利	489,164	408,446
Adjustments for:	調整：		
Interest income	利息收入	(340)	(2,939)
Impairment loss on available-for-sale investments	可供出售投資減值虧損	-	5,250
Allowance for loans receivable	應收貸款撥備	-	24,762
Allowance for inventories	存貨撥備	-	25,000
Change in fair value on derivative financial instruments	衍生金融工具之公平值變動	1,552	7,467
Amortisation of development expenditure	發展支出攤銷	-	1,168
Amortisation of trademarks	商標攤銷	42	79
Amortisation of technical know-how	技術專業知識攤銷	5,665	5,665
Allowance for bad debts	壞賬撥備	1,258	3,332
Depreciation and amortisation of property, plant and equipment	物業、廠房及設備折舊及攤銷	451,448	368,536
Release of prepaid lease payments	解除預付租賃款項	3,379	4,033
Liquidation of a subsidiary	一間附屬公司清盤	(62)	-
Loss on disposal/write-off of property, plant and equipment	出售／撇銷物業、廠房及設備之虧損	17,395	660
Gain on disposal of non-current assets held for sale	出售持作出售非流動資產之收益	(20,342)	-
Finance costs	財務費用	43,414	46,643
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	992,573	898,102
Increase in inventories	存貨增加	(35,329)	(9,526)
Increase in trade and other receivables	應收賬項及其他應收款項增加	(795,255)	(382,585)
Increase (decrease) in trade and other payables	應付賬項及其他應付款項增加(減少)	466,281	(53,444)
Decrease in derivative financial instruments	衍生金融工具減少	(7,220)	(6,032)
Cash generated from operations	經營業務所賺取之現金	621,050	446,515
Hong Kong Profits Tax refund	香港利得稅退款	489	34,772
Hong Kong Profits Tax paid	已繳香港利得稅	(54,318)	(34,523)
PRC Enterprise Income Tax paid	已繳中國企業所得稅	(48,813)	(93,400)
Tax paid for other jurisdictions	其他司法權區已繳稅項	(52)	(35)
NET CASH FROM OPERATING ACTIVITIES	經營業務所產生之現金淨額	518,356	353,329
INVESTING ACTIVITIES	投資業務		
Purchase of property, plant and equipment	購買物業、廠房及設備	(514,266)	(306,228)
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房及設備之已付按金	(32,613)	(24,992)
Addition of prepaid lease payments	預付租賃款項增加	(13,644)	(26,215)
Acquisition of intangible assets	收購無形資產	-	(22)
Repayment of loans receivable	償還應收貸款	17,045	11,672
Interest received	已收利息	340	2,939
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	3,987	11,310
Proceeds from disposal of non-current assets held for sale	出售持作出售非流動資產所得款項	69,218	-
NET CASH USED IN INVESTING ACTIVITIES	投資業務所使用之現金淨額	(469,933)	(331,536)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
FINANCING ACTIVITIES	融資活動		
Repayment of bank and other borrowings	償還銀行及其他借貸	(1,522,862)	(860,132)
Dividends paid	已付股息	(120,460)	(85,127)
Interest paid on bank and other borrowings	已付銀行及其他借貸利息	(43,414)	(46,643)
New bank and other borrowings raised	新造銀行及其他借貸	1,748,264	785,583
Proceeds from issue of shares	發行股份所得款項	725	132
Proceeds from placement of new shares	配售新股所得款項	243,000	-
Expenses incurred in relation to the placement of new shares	配售新股產生之開支	(6,563)	-
NET CASH FROM (USED IN) FINANCING ACTIVITIES	融資活動產生(耗用)之現金淨額	298,690	(206,187)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目增加(減少)淨額	347,113	(184,394)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金等值項目	503,086	687,389
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	1,746	91
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash	年終之現金及現金等值項目，指銀行結存及現金	851,945	503,086

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

1. General

The Company was incorporated in the Cayman Islands under the Companies Law of the Cayman Islands as an exempted company. The Company is a public limited company with its shares listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its ultimate controlling party is Mr. Lam Wai Wah, Steven. The addresses of the registered office and principal place of business of the Company are disclosed in the section headed “General Information” to the annual report.

The functional currency of the Company is United States dollars. The consolidated financial statements are presented in Hong Kong dollars which is different from the functional currency of the Company, as the directors of the Company consider that Hong Kong dollars is the most appropriate presentation currency in view of its place of listing.

The Company acts as an investment holding company. Its subsidiaries are principally engaged in the business of manufacture and sale of liquid crystal display (“LCD”) products and electronic consumer products including personal health care products and electrical devices.

2. Application of New or Revised Hong Kong Financial Reporting Standards

In the current year, the Group has applied, for the first time, a number of new or revised standards and interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are effective for the Group’s financial period beginning on 1 January 2010.

HKFRSs (Amendments)	Amendment to HKFRS 5 as part of Improvements to HKFRSs 2008
HKFRSs (Amendments)	Improvements to HKFRSs 2009
HKAS 27 (as revised in 2008)	Consolidated and Separate Financial Statements
HKAS 39 (Amendments)	Eligible Hedged Items
HKFRS 2 (Amendments)	Group Cash-settled Share-based Payment Transactions
HKFRS 3 (as revised in 2008)	Business Combinations
HK(IFRIC)–Interpretation (“Int”) 17	Distributions of Non-cash Assets to Owners
HK Int 5	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

1. 一般事項

本公司於開曼群島根據開曼群島公司法註冊成立為一間受豁免公司。本公司為一間上市有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。其最終控股人士為林偉華先生。本公司註冊辦事處及主要營業地點之地址於年報「一般資料」一節披露。

本公司之功能貨幣為美元。本公司董事經考慮其上市地點，認為港幣為最適合之呈列貨幣，故綜合財務報表乃以本公司功能貨幣以外之港元呈報。

本公司乃投資控股公司，其附屬公司之主要業務為製造及銷售液晶顯示器（「液晶顯示器」）產品及電子消費產品，包括個人醫療護理產品及電子設備。

2. 應用新訂或經修訂香港財務報告準則

本年度內，本集團已首次應用多項由香港會計師公會（「香港會計師公會」）頒佈之新訂或經修訂準則、修訂及詮釋（「新訂及經修訂香港財務報告準則」）。該等新訂香港財務報告準則已於二零一零年一月一日開始之本集團財務期間生效。

香港財務報告準則（修訂）	香港財務報告準則第5號之修訂為二零零八年頒佈之香港財務報告準則改進之一部份
香港財務報告準則（修訂）	二零零九年頒佈之香港財務報告準則之改進
香港會計準則第27號（二零零八年修訂本）	綜合及獨立財務報表
香港會計準則第39號（修訂）	合資格對沖項目
香港財務報告準則第2號（修訂）	集團現金結算股份形式付款交易
香港財務報告準則第3號（二零零八年修訂本）	業務合併
香港（國際財務報告詮釋委員會）—詮釋第17號	分配給擁有人的非現金資產
香港—詮釋第5號	財務報表之列報—借款人對包含於催繳時償還條款之定期貸款之分類

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

2. Application of New or Revised Hong Kong Financial Reporting Standards (Continued)

Except as described below, the application of the new and revised HKFRSs in the current year has had no material effect on the amounts reported in these consolidated financial statements and/or disclosures set out in these consolidated financial statements.

HKFRS 3 (Revised) Business Combinations and HKAS 27 (Revised) Consolidated and Separate Financial Statements

The Group applies HKFRS 3 (Revised) "Business Combinations" prospectively to business combinations for which the acquisition date is on or after 1 January 2010. The requirements in HKAS 27 (Revised) "Consolidated and Separate Financial Statements" in relation to accounting for the Group's changes in ownership interests in a subsidiary after control is obtained and for loss of control of a subsidiary are also applied prospectively by the Group on or after 1 January 2010.

As there is no transaction during the current year to which HKFRS 3 (Revised) is applicable and the transaction resulting in a deemed disposal of interests in a subsidiary to which HKAS 27 (Revised) applies is not significant to the Group, the application of HKFRS 3 (Revised) and HKAS 27 (Revised) and the consequential amendments to other HKFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting years.

Results of the Group in future periods may be affected by future transactions to which HKFRS 3 (Revised) and HKAS 27 (Revised) and the consequential amendments to other HKFRSs are applicable.

Amendment to HKAS 17 Leases

As part of Improvements to HKFRSs issued in 2009, HKAS 17 Leases has been amended in relation to the classification of leasehold land. Before the amendments to HKAS 17, the Group was required to classify leasehold land as operating leases and present the leasehold land as prepaid lease payments in the consolidated statement of financial position. The amendments to HKAS 17 has removed such a requirement. The amendments require that the classification of leasehold land should be based on the general principles set out in HKAS 17, that is, whether or not substantially all the risks and rewards incidental to ownership of a leased asset have been transferred to the lessee.

2. 應用新訂或經修訂香港財務報告準則(續)

除下文所披露者外，應用本年度之新訂及經修訂香港財務報告準則對該等綜合財務報表所呈報之金額及／或該等綜合財務報表所載披露並無重大影響。

香港財務報告準則第3號(修訂本)業務合併及香港會計準則第27號(修訂本)綜合及獨立財務報表

本集團已就收購日期為二零一零年一月一日或之後之業務合併應用香港財務報告準則第3號(修訂本)「業務合併」。本集團亦於二零一零年一月一日或之後應用香港會計準則第27號(修訂本)「綜合及獨立財務報表」有關本集團取得控制權後於附屬公司擁有權權益變動及失去附屬公司控制權之會計處理之規定。

由於香港財務報告準則第3號(修訂本)適用之本年度期間並無交易，而應用香港會計準則第27號(修訂本)產生之視作出售一間附屬公司權益之交易對本集團亦不重大，故香港財務報告準則第3號(修訂本)及香港會計準則第27號(修訂本)以及其後之其他香港財務報告準則之修訂之應用對本集團當前或以往會計年度之綜合財務報表並無重大影響。

本集團未來期間之業績或會受香港財務報告準則第3號(修訂本)、香港會計準則第27號(修訂本)及其他香港財務報告準則後續修訂適用之日後交易影響。

香港會計準則第17號租賃之修訂

作為於二零零九年頒佈之香港財務報告準則之改進之一部分，香港會計準則第17號租賃已就租賃土地之分類作出修訂。於修訂香港會計準則第17號前，本集團須將租賃土地分類為經營租約，並於綜合財務狀況表將租賃土地呈列為預付租賃款項。香港會計準則第17號之修訂已移除有關規定。該修訂規定租賃土地須按香港會計準則第17號所載一般原則分類，即不論租賃資產擁有權所附絕大部分風險及回報是否已轉讓予承租人。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2010
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2. Application of New or Revised Hong Kong Financial Reporting Standards (Continued)

Amendment to HKAS 17 Leases (Continued)

In accordance with the transitional provisions of HKAS 17, the Group reassessed the classification of unexpired leasehold land as at 1 January 2010 based on information that existed at the inception of the leases. Leasehold land that qualifies for finance lease classification has been reclassified from prepaid lease payments to property, plant, and equipment retrospectively. This resulted in prepaid lease payments with the carrying amounts of HK\$9,011,000 and HK\$8,798,000 as at 1 January 2009 and 31 December 2009 respectively being reclassified to property, plant and equipment.

As at 31 December 2010, leasehold land that qualifies for finance lease classification with the carrying amount of HK\$8,585,000 has been included in property, plant and equipment. The application of the amendments to HKAS 17 has had no impact on the reported profit or loss or earnings per share for the current and prior years.

Hong Kong Int 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

Hong Kong Int 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ('HK Int 5') clarifies that term loans that include a clause that gives the lender the unconditional right to call the loans at any time ('repayment on demand clause') should be classified by the borrower as current liabilities. The Group has applied HK Int 5 for the first time in the current year. Hong Kong Interpretation 5 requires retrospective application.

In order to comply with the requirements set out in HK Int 5, the Group has changed its accounting policy on classification of term loans with a repayment on demand clause. In the past, the classification of such term loans were determined based on the agreed scheduled repayment dates set out in the loan agreements. Under HK Int 5, term loans with a repayment on demand clause are classified as current liabilities.

2. 應用新訂或經修訂香港財務報告準則(續)

香港會計準則第17號租賃之修訂(續)

根據香港會計準則第17號之過渡條文，本集團按有關租約開始時存在之資料，重新評估於二零一零年一月一日之未屆滿租賃土地之分類。符合財務租約分類之租賃土地已由預付租賃款項追溯重新分類至物業、廠房及設備。此導致於二零零九年一月一日及二零零九年十二月三十一日賬面值分別為9,011,000港元及8,798,000港元之預付租賃款項重新分類至物業、廠房及設備。

於二零一零年十二月三十一日，符合財務租約分類、賬面值為8,585,000港元之租賃土地已計入物業、廠房及設備。應用香港會計準則第17號之修訂並無對本年度及過往年度所呈報損益或每股盈利構成影響。

香港詮釋第5號「財務報表之列報－借款人對包含於催繳時償還條款之定期貸款之分類」

香港詮釋第5號「財務報表之列報－借款人對包含於催繳時償還條款之定期貸款之分類」(「香港詮釋第5號」)澄清借款人應將擁有賦予放款人無條件權利於催繳時還款條款(「於催繳時償還條款」)之定期貸款分類為流動負債。本集團已於本年度首次應用香港詮釋第5號。香港詮釋第5號須追溯應用。

為符合香港詮釋第5號所載之規定，本集團已變更分類具有可於催繳時還款條款之定期貸款之會計政策。過往有關定期貸款之分類乃根據載於貸款協議之議定預定還款日期釐定。根據香港詮釋第5號，具有於催繳時還款條款之定期貸款乃分類為流動負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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2. Application of New or Revised Hong Kong Financial Reporting Standards (Continued)

Hong Kong Int 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (Continued)

As a result, bank loans that contain a repayment on demand clause with the aggregate carrying amounts of HK\$60,009,000 and HK\$100,005,000 have been reclassified from non-current liabilities to current liabilities as at 31 December 2009 and 1 January 2009 respectively. As at 31 December 2010, bank loans (that are repayable more than one year after the end of the reporting period but contain a repayment on demand clause) with the aggregate carrying amount of HK\$93,677,000 have been classified as current liabilities. The application of HK Int 5 has had no impact on the reported profit or loss or earnings per share for the current and prior years.

Such term loans have been presented in the earliest time band in the maturity analysis for financial liabilities (see note 32 for details).

Summary of the effects of the above change in accounting policies

The effects of the above changes in accounting policies on the financial positions of the Group as at 1 January 2009 and 31 December 2009 is as follows:

		As at 1.1.2009 (originally stated)		Adjustments	As at 31.12.2009 (originally stated)		Adjustments	As at 31.12.2009 (restated)
		於二零零九年 一月一日 (原本呈列)	調整	於二零零九年 一月一日 (重列)	於二零零九年 十二月三十一日 (原本呈列)	調整	於二零零九年 十二月三十一日 (重列)	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Property, plant and equipment	物業、廠房及設備	4,214,029	9,011	4,223,040	4,168,872	8,798	4,177,670	
Prepaid lease payments, non-current	預付租賃款項，非流動	129,630	(8,798)	120,832	151,647	(8,585)	143,062	
Prepaid lease payments, current	預付租賃款項，流動	3,713	(213)	3,500	3,665	(213)	3,452	
Bank and other borrowing, unsecured – current	銀行及其他借貸，無抵押，流動	(1,992,050)	(100,005)	(2,092,055)	(1,963,286)	(60,009)	(2,023,295)	
Bank and other borrowing, unsecured – non-current	銀行及其他借貸，無抵押，非流動	(120,569)	100,005	(20,564)	(74,784)	60,009	(14,775)	
Total effect on assets and liabilities	資產及負債之影響總額	2,234,753	–	2,234,753	2,286,114	–	2,286,114	

2. 應用新訂或經修訂香港財務報告準則(續)

香港詮釋第5號「財務報表之列報－借款人對包含於催繳時償還條款之定期貸款之分類」(續)

因此，具有於催繳時還款條款、賬面總值為60,009,000港元及100,005,000港元之銀行貸款已分別於二零零九年十二月三十一日及二零零九年一月一日由非流動負債重新分類為流動負債。於二零一零年十二月三十一日，賬面總值為93,677,000港元之銀行貸款(須於報告期末一年後償還，但具有於催繳時還款條款)已分類為流動負債。應用香港詮釋第5號並無對本年度及過往年度所呈報損益或每股盈利構成影響。

有關定期貸款已於財務負債到期日分析中以最短時限呈報(詳情參見附註32)。

上述會計政策變動之影響概述

上述會計政策變動對本集團於二零零九年一月一日及二零零九年十二月三十一日之財務狀況之影響如下：

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3. Potential Impact Arising on the New or Revised Accounting Standards Not Yet Effective

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

HKFRSs (Amendments)	Improvements to HKFRSs 2010 ²
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets ⁶
HKAS 24 (Revised)	Related Party Disclosures ⁴
HKAS 32 (Amendments)	Classification of Rights Issues ¹
HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets ⁵
HKFRS 9	Financial Instruments ⁷
HK(IFRIC)–Int 14 (Amendments)	Prepayments of a Minimum Funding Requirement ⁴
HK(IFRIC)–Int 19	Extinguishing Financial Liabilities with Equity Instruments ³

- 1 Effective for annual periods beginning on or after 1 February 2010
- 2 Effective for annual periods beginning on or after 1 July 2010 and 1 January 2011, as appropriate
- 3 Effective for annual periods beginning on or after 1 July 2010
- 4 Effective for annual periods beginning on or after 1 January 2011
- 5 Effective for annual periods beginning on or after 1 July 2011
- 6 Effective for annual periods beginning on or after 1 January 2012
- 7 Effective for annual periods beginning on or after 1 January 2013

HKFRS 9 Financial Instruments (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 Financial Instruments (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

3. 尚未生效之新訂或經修訂會計準則所產生之潛在影響

本集團並無提前應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則(修訂)	二零一零年頒佈之香港財務報告準則之改進 ²
香港會計準則第12號(修訂)	遞延稅項：收回相關資產 ⁶
香港會計準則第24號(修訂本)	關連人士披露 ⁴
香港會計準則第32號(修訂)	供股之分類 ¹
香港財務報告準則第7號(修訂)	披露 – 轉讓金融資產 ⁵
香港財務報告準則第9號	金融工具 ⁷
香港(國際財務報告詮釋委員會)–詮釋第14號(修訂)	最低資金要求之預付款項 ⁴
香港(國際財務報告詮釋委員會)–詮釋第19號	以權益工具抵銷金融負債 ³

- 1 於二零一零年二月一日或以後開始之年度期間生效
- 2 於二零一零年七月一日及二零一一年一月一日(如適用)或以後開始之年度期間生效
- 3 於二零一零年七月一日或以後開始之年度期間生效
- 4 於二零一一年一月一日或以後開始之年度期間生效
- 5 於二零一一年七月一日或以後開始之年度期間生效
- 6 於二零一二年一月一日或以後開始之年度期間生效
- 7 於二零一三年一月一日或以後開始之年度期間生效

香港財務報告準則第9號「金融工具」(二零零九年十一月頒佈)引入對金融資產之分類及計量之新規定。香港財務報告準則第9號「金融工具」(二零一零年十一月修訂)加入對金融負債及取消確認之規定。

根據香港財務報告準則第9號，所有符合香港會計準則第39號「金融工具：確認及計量」範疇之已確認金融資產將於其後按攤銷成本或公平值計量。特別是，根據業務模式以收取合約現金流量為目的所持有及僅為支付本金額及未償還金額之利息而產生合約現金流量之債務投資一般於其後會計期間結束時按攤銷成本計量。所有其他債務投資及股本投資乃於其後會計期間結束時按公平值計量。

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3. Potential Impact Arising on the New or Revised Accounting Standards Not Yet Effective (Continued)

The Directors anticipate that HKFRS 9 will be adopted in the Group's consolidated financial statements for the financial year ending 31 December 2013. Based on the Group's financial assets and financial liabilities as at 31 December 2010, the application of the new standard is not expected to have significant impact on amounts reported in respect of the Group's financial assets and financial liabilities.

The directors anticipate that the application of the other new and revised HKFRSs will have no material impact on the consolidated financial statements.

4. Significant Accounting Policies

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). 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.

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

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

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

3. 尚未生效之新訂或經修訂會計準則所產生之潛在影響(續)

董事預期，本集團將於截至二零一三年十二月三十一日止財政年度之綜合財務報表採納香港財務報告準則第9號。根據本集團於二零一零年十二月三十一日之財務資產及財務負債，採納新準則預期不會對本集團財務資產及財務負債所報之金額構成重大影響。

董事預期，採納其他新訂及經修訂香港財務報告準則將不會對綜合財務報表構成重大影響。

4. 主要會計政策

綜合財務報表已按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例規定之適用披露資料。

誠如下文所載會計政策所闡釋，綜合財務報表乃根據歷史成本法編製，惟若干按公平值計量之金融工具除外。歷史成本一般根據交易資產時所付代價之公平值計量。

主要會計政策載列如下。

綜合賬目之基準

綜合財務報表包括本公司及本公司控制之實體(其附屬公司)之綜合財務報表。倘本公司有權管理一個實體的財務及經營政策以便從其業務中取得利益，則具有控制權。

年內購買及出售附屬公司之業績，分別由購買有效日期起至截至出售有效日期止計入綜合全面收益表。

附屬公司之財務報表於有需要情況下作出調整，致使其會計政策與本集團其他成員公司所採用者一致。

所有集團內公司間之交易、結餘、收入及開支已於綜合賬目時悉數對銷。

於附屬公司之非控股權益與本集團於其中的股本權益分開呈列。

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4. Significant Accounting Policies (Continued)

Basis of consolidation (Continued)

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Prior to 1 January 2010, losses applicable to the non-controlling interests in excess of the non-controlling interests in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.

Business combination

Business combinations that took place prior to 1 January 2010

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

Goodwill arising on acquisition was recognised as an asset and initially measured at cost, being the excess of the cost of the acquisition over the Group's interest in the recognised amount of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the recognised amount of the acquiree's identifiable assets, liabilities and contingent liabilities exceeded the cost of the acquisition, the excess was recognised immediately in profit or loss.

The minority interest in the acquiree was initially measured at the minority interest's proportionate share of the recognised amount of the assets, liabilities and contingent liabilities of the acquiree.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units, (or groups of cash-generating units), that is expected to benefit from the synergies of the combination.

4. 主要會計政策(續)

綜合賬目之基準(續)

將全面收入總額分配至非控股權益

即使附屬公司之全面收入及開支總額歸屬於本公司擁有人及非控股權益會導致非控股權益產生虧絀餘額，全面收入及開支總額仍然必須歸屬於本公司擁有人及非控股權益。於二零一零年一月一日之前，倘非控股權益適用之虧損超過於該附屬公司權益中之非控股權益，除非該等非控股權益附帶具約束力之責任，並且有能力作出額外投資以彌補虧損，否則有關虧損餘額應於本集團之權益中分配。

業務合併

於二零一零年一月一日之前進行之業務合併

收購業務採用購買法入賬。收購成本按所給予之資產、所產生或承擔之負債，以及由本集團為交換被收購方之控制權而發行的股本權益工具於交換日期的公平值總額，另加業務合併直接應佔之任何成本計量。被收購方符合確認條件之可識別資產、負債及或然負債，一般於收購日期按其公平值確認。

收購產生之商譽確認為資產並初步按成本計量，即為收購成本超出本集團於已確認之可識別資產、負債及或然負債之已確認金額中所佔權益之差額。倘重新評估後，本集團於被收購方之可識別資產、負債及或然負債之已確認金額中所佔權益超過收購成本，差額即時在損益中確認。

於被收購方之少數股東權益初步按少數股東所佔被收購方資產、負債及或然負債之已確認金額的比例計量。

商譽

收購業務產生之商譽以成本減任何累計減值虧損列賬，以及於綜合財務狀況表分開列賬。

就減值測試而言，收購所產生之商譽乃被分配到預期將從收購之協同效應中受益之各有關現金賺取單位，或現金賺取單位之組別。

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4. Significant Accounting Policies (Continued)

Goodwill (Continued)

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of comprehensive income. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

Non-current assets held for sale

Non-current assets 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 non-current asset is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

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

Revenue recognition

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

Revenue from sale of goods is recognised when the goods are delivered and title has passed.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income from a financial asset 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 on initial recognition.

4. 主要會計政策(續)

商譽(續)

已獲分配商譽之現金賺取單位每年或(更頻繁地)每當該單位有可能出現減值之跡象時進行減值測試。就於某個報告期之收購所產生之商譽而言，已獲分配商譽之現金賺取單位於該報告期完結前進行減值測試。當現金賺取單位之可收回金額少於該單位之賬面值時，則會分配減值虧損，以削減首先分配到該單位，而之後以該單位各資產之賬面值為基準按比例分配到該單位之其他資產之任何商譽之賬面值。商譽之任何減值虧損乃直接於綜合全面收益表之損益中確認。就商譽確認之減值虧損於其後期間不予撥回。

若出售有關現金賺取單位，則在釐定出售損益之金額時會計及商譽之應佔金額。

持作出售非流動資產

如非流動資產之賬面值主要透過銷售交易而非透過持續使用收回，則歸類為持作出售。只有於很可能進行銷售且該非流動資產可即時以現況出售，有關資產方會視為符合有關條件。管理層必須致力進行銷售，且有關資產預計在分類日期起計一年內合資格確認為已完成銷售。

分類為持作出售之非流動資產按其以往之賬面值與公平值減出售成本中較低者計量。

收益確認

收益乃以已收或應收代價之公平值計量，指於正常業務過程中出售貨品之經扣除折扣及銷售相關稅項之應收款項。

貨品之銷售收益乃貨品已經付運及擁有權已轉移時確認。

在經濟利益可能流入本集團及收益金額能夠可靠地計量之情況下，則確認金融資產之利息收入。金融資產利息收入按時間基準，參考未清還之本金，根據適用的實際利率計提。所適用之實際利率即於初步確認時，將金融資產預期年限內之估計未來所得現金準確折現至該資產賬面淨值之折算率。

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4. Significant Accounting Policies (Continued)

Property, plant and equipment

Property, plant and equipment including building held for use in the production or supply of goods or services, or for administrative purposes (other than properties under development as described below), are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of the items of property, plant and equipment (other than properties under development and buildings) less their residual values over their estimated useful lives, using the reducing balance method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Buildings are depreciated over their useful lives, or where shorter the lease term, using the straight-line method.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Buildings under development for future owner-occupied purpose

Buildings in the course of development for production, supply or administrative purposes are carried at cost, less any identified impairment losses. Cost includes professional fees and for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Amortisation of prepaid lease payments provided during the construction period is included as part of costs of buildings under construction. Such properties are classified to the appropriate categories of properties, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended uses.

Intangible assets

Intangible assets including acquired technical know-how and the cost incurred in the registration of trademarks with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with definite useful lives are provided on a straight-line basis over their estimated useful lives.

4. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備(包括持作生產或提供貨品或服務用途,或用作行政用途之樓宇,惟下文所述之發展中物業除外)乃按成本減其後累計折舊及累計減值虧損(如有)入賬。

物業、廠房及設備項目(發展中物業及樓宇除外)採用餘額遞減法,按其估計可使用年期確認折舊,以撇銷其成本減剩餘價值。估計可使用年期、剩餘價值及折舊方法於各報告期末予以檢討,任何估計變動之影響乃按預先計提之基準入賬。

樓宇採用直線法按其可使用年期或有關租期兩者之較短者計算折舊。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。出售或棄用物業、廠房及設備項目產生之任何收益或虧損按該資產之出售所得款項與賬面值之差額計算,並於損益確認。

未來業主自用之發展中樓宇

用作生產、供應或行政用途之發展中樓宇按成本減任何已識別減值虧損列賬。成本包括專業費用及就合資格資產而言,根據本集團會計政策資本化之借貸成本。建設期間計提撥備之預付租賃款項之攤銷,計入在建樓宇成本之一部分。該等物業於竣工及可作擬定用途時分類為適當之物業、廠房及設備類別。該等資產於可作擬定用途時開始計算折舊,所用基準與其他物業資產相同。

無形資產

具有限使用年期之無形資產(包括所收購的專門知識技術及註冊商標所產生之成本)乃按成本減累計攤銷及任何累計減值虧損入賬。攤銷具有限使用年期之無形資產時,採用直線法按該等資產之估計可使用年期計提撥備。

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4. Significant Accounting Policies (Continued)

Intangible assets (Continued)

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for an internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

Leasing

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

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

4. 主要會計政策(續)

無形資產(續)

研究活動費用於其產生期間確認為開支。

由發展項目(或由一項處於發展階段的內部項目)所產生的內部形成無形資產，只會在以下部分已被證明的情況下方會予以確認：

- 具可行性技術以完成無形資產並使其將可供使用或出售；
- 有意向完成及使用或出售之無形資產；
- 具能力可使用或出售之無形資產；
- 無形資產如何產生可能的未來經濟利益；
- 有足夠之技術、財務及其他資源可完成發展項目並使用或出售之無形資產；及
- 有能力確實地計量無形資產在其發展階段所應佔的費用。

就內部形成之無形資產初始確認的金額為該無形資產首次符合上述所列的確認準則當日起產生的支出總和。如無法確認任何內部形成之無形資產，則開發費用於產生期間自損益扣除。

存貨

存貨乃以成本及可變現淨值兩者之較低值入賬。成本以先入先出法計算。

租賃

凡租約之條款將資產擁有權之絕大部分風險及回報轉由承租人承擔者，即歸類為融資租約。其他租約全部列作為經營租約。

本集團作為租賃人

經營租約之租金收入乃按有關租約期限以直線法於損益確認。於磋商及安排經營租約時產生之初步直接成本計入租賃資產之賬面值，並按租約期限以直線法確認為開支。

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4. Significant Accounting Policies (Continued)

Leasing (Continued)

The Group as lessee

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

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

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

4. 主要會計政策(續)

租賃(續)

本集團作為承租人

經營租約之付款按租約期限以直線法確認為開支，除非另有系統基準更能代表租賃資產使用經濟利益之時間模式。根據經營租約產生之或然租金在其產生期間確認為開支。

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

租賃土地及樓宇

倘租約同時包括土地及樓宇部分，則本集團會分別依照各部分擁有權隨附之絕大部分風險及回報是否已轉移至本集團，評估各部份應分類為融資或經營租約，惟倘兩個部分均顯然屬於經營租約則除外，在此情況下，整份租約會被分類為經營租約。具體而言，最低租賃款項(包括任何一筆過支付之預付款項)會按訂立租約時租賃土地與樓宇部份租賃權益之相關公平值，按比例於土地及樓宇部份之間作出分配。

倘租賃款項能可靠地分配，入賬列為經營租賃之租賃土地的權益將於綜合財務狀況表內列作「預付租賃款項」，並於租約期限內以直線法攤銷。

外幣

編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)所進行之交易乃以其功能貨幣(即該實體營運所在之主要經濟環境之貨幣)按交易日期之現行匯率入賬。於報告期末，以外幣列值之貨幣項目乃按該日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目則不予重新換算。

貨幣項目結算及貨幣項目換算所產生之匯兌差額乃於產生期間在損益中確認。

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4. Significant Accounting Policies (Continued)

Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the exchange reserve).

From 1 January 2010 onwards, on the disposal or liquidation of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale for which the commencement date for capitalisation is on or after 1 January 2009, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Government grants related to depreciable assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

4. 主要會計政策(續)

外幣(續)

就呈報綜合財務報表而言，本集團經營業務之資產及負債乃按報告期末之現行匯率換算為本集團之呈列貨幣(即港元)，而該等業務之收入及開支則按本年度之平均匯率換算，惟倘期內匯率顯著波動除外，於該情況下，則採用交易日期之現行匯率。所產生的匯兌差額(如有)乃於其他全面收入及累計權益(匯兌儲備)中確認。

自二零一零年一月一日起，於出售海外經營業務或有關業務清盤(即出售本集團於海外經營業務之全部權益，或出售涉及失去包含海外經營業務的附屬公司之控制權、出售涉及失去包含海外經營業務的共同控制實體之共同控制權)時，就本公司擁有人應佔該業務於權益累計之所有匯兌差額將重新列入損益。

借貸成本

收購、建設或生產合資格資產(須於二零零九年一月一日資本化當日或之後起經長時間方可作擬定用途或出售之資產)直接應佔之借貸成本計入該等資產之成本中，直至該等資產大致可作其擬定用途或出售為止。於特別借貸的暫時投資(有待扣除合資格資產之費用)所賺取的投資收入，會由借貸成本資本化中減除。

所有借貸成本於產生之期間於損益中確認。

政府津貼

當能夠合理保證本集團符合政府津貼附帶之條件，並且將會收取有關津貼時，方會確認政府津貼。

政府津貼乃於本集團將擬用作補貼相關成本之津貼確認為開支之期間內有系統地於損益確認。與可折舊資產有關之政府津貼於綜合財務狀況表確認為遞延收入，並於有關資產之可使用年期轉撥至損益。用作已產生開支或虧損的補償，或向本集團提供即時財務援助而可收取(並無日後相關成本)之政府津貼，乃於其成為可收取的期間於損益內確認。

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4. Significant Accounting Policies (Continued)

Retirement benefit costs

Payments to the state-managed retirement benefit scheme and the Mandatory Provident Fund Scheme are charged as an expense when employees have rendered service entitling them to the contributions.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

4. 主要會計政策(續)

退休福利成本

國家管理退休福利計劃及強制性公積金計劃之供款於僱員提供使其有權享有供款之服務時作為開支扣除。

稅項

所得稅開支指即期應付稅項與遞延稅項之總和。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利不包括其他年度之應課稅收入或可扣減支出項目，亦不包括毋須課稅或不可扣稅之項目，故與綜合全面收益表所列之溢利不同。本集團之本期稅項負債乃採用於報告期末已制定或實質制定之稅率計算。

遞延稅項乃就綜合財務報表內資產與負債之賬面值與計算應課稅溢利所用之相應稅基之暫時差額而確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產通常於可能出現可用於扣減暫時差額之應課稅溢利時確認。若暫時差額乃因商譽或首次確認一項既不影響應課稅溢利亦不影響會計溢利之交易中(業務合併除外)之其他資產及負債而產生，則不會確認該等資產及負債。

遞延稅項負債乃按因附屬公司之投資所產生之應課稅暫時差額進行確認，惟倘本集團可控制暫時差額撥回及暫時差額有可能不會於可預見將來撥回之情況則除外。遞延稅項資產只會就因該等有關投資所產生之可扣減之暫時差額，在有足夠的應課稅溢利可能出現以致暫時差額的利益被利用，而在可見未來將預期可被撤回時確認。

遞延稅項資產之賬面值於報告期末進行檢討，並於不可能有足夠應課稅溢利用於收回全部或部份資產時作出調減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率，根據於報告期末已制定或實質制定之稅率(及稅法)計算。

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4. Significant Accounting Policies (Continued)

Taxation (Continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position 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 asset or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The Group's financial assets are classified into derivative instruments at fair value through profit or loss, loans and receivables 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 or 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 to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis.

4. 主要會計政策(續)

稅項(續)

遞延稅項負債及資產的計量，反映本集團於報告期末預期將要收回或償還其資產及負債賬面值之稅務後果。遞延稅項於損益中確認，惟倘遞延稅項與在其他全面收入或直接在權益中確認之項目有關，則遞延稅項亦會分別於其他全面收入或直接於權益確認。

金融工具

金融資產及金融負債乃當集團實體成為工具合約其中一方時在綜合財務狀況表確認。於初次確認時，金融資產及金融負債按公平值計量。收購或發行金融資產及金融負債(於損益以公平值列賬之金融資產及金融負債除外)直接應佔之交易成本乃於初次確認時計入金融資產或金融負債之公平值，或自金融資產或金融負債之公平值內扣除(如適用)。收購於損益以公平值列賬之金融資產或金融負債直接應佔之交易成本即時於損益中確認。

本集團之金融資產分類為於損益以公平值列賬之衍生工具、貸款及應收款項以及可供出售金融資產。所有以一般方式買賣之金融資產均按買賣日期基準確認及取消確認。一般方式買賣指資產須於市場規則或慣例所設定之時限內交付之金融資產買賣。

實際利率法

實際利率法乃一種於相關期間內計算金融資產之攤銷成本及分配利息收入之方法。實際利率指於初步確認時將金融資產在估計年期或更短期間(如適用)內之估計未來現金收入(包括所有構成實際利率一部份的已付或已收費用、交易成本以及其他溢價或折讓)準確折現至賬面淨值之折算率。

利息收入按實際利率基準確認。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

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. Subsequent to initial recognition, loans and receivables (including loans receivable, trade and other receivables and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

Available-for-sale financial assets

Available-for-sale investments are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

At the end of the reporting period subsequent to initial recognition, 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 are measured at cost less any identified impairment losses (see accounting policy on impairment of financial assets below).

Impairment of financial assets

Financial assets other than financial assets at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

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; or
- the disappearance of an active market for that financial asset because of financial difficulties.

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 or observable changes in national or local economic conditions that correlate with default on receivables.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

貸款及應收款項

貸款及應收款項乃並無於活躍市場報價之固定或可釐定付款之非衍生金融資產。於報告期末，貸款及應收款項(包括應收貸款、應收賬項及其他應收款項以及銀行結存及現金)均採用實際利率法按攤銷成本減任何已識別減值虧損入賬(見下文金融資產減值之會計政策)。

可供出售金融資產

可供出售投資乃未獲指定或未分類為於損益以公平值列值之金融資產、貸款及應收款項或持至到期投資之非衍生工具。

於初步確認後之報告期末，並無活躍市場報價且公平值未能可靠計算之可供出售股本投資按成本值減任何已識別減值虧損計算(見下文金融資產減值之會計政策)。

金融資產減值

金融資產(於損益以公平值列值者除外)於報告期末評估是否存在減值跡象。倘有客觀證據證明初步確認金融資產後發生之一項或多項事件導致金融資產之估計未來現金流量受到影響，則對金融資產計提減值。

客觀減值證據可包括：

- 發行人或對手方遇到嚴重財政困難；或
- 違約或拖欠利息或本金還款；或
- 借款人有可能破產或進行財務重組；或
- 因財政困難導致該金融資產之活躍市場不再存在。

若干金融資產類別，如應收賬款及被評估為非個別減值之資產，其後按整體基準進行減值評估。應收款項組合之客觀減值證據可包括本集團過往之收款經驗、延遲還款次數增加以及與應收款項違約有關之全國或地方經濟狀況明顯改變。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other 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 or other receivables 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 loss 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 other comprehensive income and accumulated in investment revaluation reserve.

Financial liabilities and equity instruments

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.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

就按攤銷成本列賬之金融資產而言，減值虧損乃於有客觀證據證明資產出現減值時於損益內確認，並按該資產之賬面值與按原先實際利率折現之估計未來現金流量之現值間之差額計量。

就按成本列賬之金融資產而言，減值虧損之金額以資產之賬面值與估計未來現金流量之現值(以類似金融資產之當前市場回報率折現)間之差額計量。該等減值虧損不會於其後期間撥回。

就所有金融資產而言，金融資產之賬面值直接按減值虧損調減，惟賬面值透過使用撥備賬目調減之應收賬項及其他應收款項除外。撥備賬目之賬面值變動乃於損益內確認。倘應收賬項及其他應收款項被視為無法收回，則於撥備賬目撇銷。其後收回過往撇銷之款項計入損益。

就按攤銷成本計量之金融資產而言，倘於往後期間，減值虧損金額減少，而該減少可客觀地與確認減值虧損後發生之事件相關聯，則先前確認之減值虧損透過損益撥回，惟該資產於撥回減值日期之賬面值不得超過在並無確認減值之情況下應有之攤銷成本。

可供出售股本投資之減值虧損於往後期間不會在損益撥回。於減值虧損後之任何公平值增加直接於其他全面收入確認並於投資重估儲備中累計。

金融負債及股本工具

集團實體發行之金融負債及股本工具乃根據已簽訂之合同安排之性質與金融負債及股本工具之定義分類。

股本工具乃證明集團於扣減所有負債後之資產中擁有剩餘權益之任何合同。本集團之金融負債一般分類為按於損益以公平值列值之金融負債或其他金融負債。

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4. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

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.

Financial liabilities at fair value through profit or loss ("FVTPL")

Financial liabilities at FVTPL comprise derivative financial instruments.

Other financial liabilities

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

Equity instruments

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

Derivative financial instruments

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 the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

Derecognition

Financial assets are derecognised 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 derecognition 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 other comprehensive income is recognised in profit or loss.

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

4. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

實際利率法

實際利率法乃一種於相關期間內計算金融負債的攤銷成本以及分配利息開支的方法。實際利率指將金融負債在估計年期或更短期間(如適用)內之估計未來現金付款準確折現之利率。

利息開支按實際利率基準確認。

於損益以公平值列值(「於損益以公平值列值」)之金融負債按於損益以公平值列值之金融負債包括衍生金融工具。

其他金融負債

其他金融負債包括應付賬項及其他應付款項、銀行及其他借貸以及銀行透支，其後以實際利率法按攤銷成本計算。

股本工具

本公司發行之股本工具於扣除直接發行成本後按已收所得款項記賬。

衍生金融工具

衍生工具最初於衍生合約簽訂日期以公平值確認，隨後於申報期末重新計算至公平值。所產生之收益或虧損即時於損益中確認。

取消確認

倘從資產收取現金流量之權利已到期，或金融資產已轉讓且本集團已將其於金融資產擁有權之絕大部份風險及回報轉移，則金融資產將被取消確認。

於取消確認金融資產時，資產賬面值與已收及應收代價以及已直接於其他全面收入確認之累計損益總和之差額，將於損益中確認。

倘於有關合約之特定責任獲解除、註銷或到期，則相關金融負債將取消確認。取消確認之金融負債賬面值與已付或應付代價之差額，將於損益中確認。

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4. Significant Accounting Policies (Continued)

Share-based payment transactions

Equity-settled share-based payment transactions

Share options granted to employees after 7 November 2002 and vested on or after 1 January 2005

The fair value of services received determined by reference to the fair value of share options granted on or after 1 January 2005 is recognised as an expense in full at grant date when the share options granted vest immediately, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss, with a corresponding adjustment to the share options reserve.

At the time when the share options are exercised, the amount previously recognised in the share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in the share options reserve will be transferred to retained profits.

Share options granted to employees on or before 7 November 2002, or granted after 7 November 2002 and vested before 1 January 2005

The financial impact of share options granted is not recorded in the consolidated financial statements until such time as the options are exercised, and no charge is recognised in the profit or loss in respect of the value of options granted. Upon the exercise of the share options, the resulting shares issued are recorded as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded as share premium. Options which lapse or are cancelled prior to their exercise date are deleted from the register of outstanding options.

5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

4. 主要會計政策(續)

以股份為基礎支付之交易

以權益結算以股份為基礎支付之交易

於二零零二年十一月七日之後授予僱員且於二零零五年一月一日或之後歸屬之購股權

已獲取服務之公平值參照於二零零五年一月一日或之後授出之購股權之公平值釐定，並於所批授購股權即時歸屬之授出日全部確認為開支，而權益(購股權儲備)亦相應增加。

於報告期末，本集團將修訂預期將最終歸屬購股權的估計數目。於歸屬期間修訂估計的影響(倘有)於損益確認，購股權儲備則相應調整。

於行使購股權之時，之前於購股權儲備確認之金額將轉撥至股份溢價賬。當購股權於歸屬日後被沒收或於屆滿日期仍未獲行使，則之前在購股權儲備確認之款項將轉撥至保留溢利。

於二零零二年十一月七日或之前授予僱員之購股權，或於二零零二年十一月七日之後授出且於二零零五年一月一日之前歸屬之購股權

授出之購股權獲行使前，其財務影響不會計入綜合財務報表，且不會就授出購股權的價值於損益確認開支。於購股權獲行使後，由此發行之股份以股份面值記作增發股本，而每股行使價超出股份面值之餘額記作股份溢價。於行使日期之前失效或註銷之購股權將從尚未行使購股權名冊中刪除。

5. 關鍵會計判斷及估計不確定性的主要來源

於應用本集團的會計政策(於附註4載述)時，本公司董事須就從其他來源不顯而易見的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及認為屬有關的其他因素為基礎。實際結果可能有別於該等估計。

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5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key estimates and assumptions that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Income taxes

As described in note 11, the Group received a notice of determination dated 10 March 2011 from the Hong Kong Inland Revenue Department (the "IRD") for the additional assessment of a wholly-owned subsidiary of the Company in respect of the disallowance of an offshore profits claim together with non-deduction of management fee, prescribed fixed assets and statutory depreciation allowance in aggregate to the tax effect of HK\$135,889,000 for the years of assessment from 2001/2002 to 2005/2006. The Group is planning to lodge an appeal (the "Tax Appeal") to the Board of Review.

Pending the outcome of the Tax Appeal, the Group has made a provision of HK\$55,000,000 (2009: Nil) in the consolidated statement of financial position as at 31 December 2010, which represents the Company's directors' best estimate of the potential tax liability. In determining the liability, the management has taken relevant professional advice and exercised judgement in estimating the timing and future cash outflows. If the actual future cash flows are different from expectation, a material underprovision of income tax may arise. On the other hand, tax provision up to HK\$55,000,000 that has been made in respect of Tax Appeal may be reversed if the judgement of the appeal is favourable.

Impairment of purchase discount receivables

The Group reviews the carrying amounts of its purchase discount receivables at the end of each reporting period to determine whether those purchase discount receivables have suffered an impairment loss. Management has exercised judgement when estimating the timing and future cash flows expected to be derived from the receivables and ascertain their future cash flows. Where the future cash flows of a receivable is estimated to be less than its carrying amount, an impairment loss will be provided for such a receivable and recognised in the consolidated statement of comprehensive income.

5. 關鍵會計判斷及估計不確定性的主要來源(續)

估計及相關假設會持續檢討。倘若會計估計修訂只影響該期間，則有關修訂會在修訂估計期間確認。倘若有關修訂既影響當期，亦影響未來期間，則有關修訂會在修訂期間及未來期間確認。

下文詳述主要估計及假設會造成須對下一個財政年度之資產及負債賬面值作出重大調整之重大風險。

所得稅

如附註11所述，本集團接獲稅務局就對本公司之全資附屬公司進行額外評稅而發出日期為二零一一年三月十日之評稅通知書，內容有關不容許二零零一／二零零二至二零零五／二零零六評稅年度之境外溢利申索連同稅務影響合共135,889,000港元，未扣除管理費、訂明固定資產及法定折舊津貼。本集團正計劃向覆核委員會提出上訴(「稅務上訴」)。

本集團正等待稅務上訴之結果並於二零一零年十二月三十一日之綜合財務狀況表作出55,000,000港元(二零零九年：無)之撥備，有關撥備乃本公司董事對潛在稅務負債之最佳估計數字。釐定負債時，管理層已考慮相關專業意見及於估計時間及未來現金流出時作出判斷。倘實際未來現金流量與預期出現差異，則可能導致重大之所得稅撥備不足。另一方面，倘稅務上訴之裁決有利本公司，就稅務上訴而作出之最高55,000,000港元之稅項撥備可能撥回。

應收購買折扣減值

本集團於各報告期末審閱其應收購買折扣賬面值，以確定應收購買折扣是否出現減值虧損。於估計有關時間及預期自應收款項獲得未來現金流量時，管理層已作出判斷及確定有關未來現金流量。倘估計應收款項之未來現金流量少於其賬面值，則會就該應收款項作出減值虧損撥備，並於綜合全面收益表確認。

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5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

Impairment of purchase discount receivables (Continued)

As detailed in note 23, as at 31 December 2010, purchase discounts from suppliers amounting to HK\$126,197,000 (2009: HK\$142,942,000) are expected to be settled in the next twelve months from the end of the reporting period. In determining the amount of receivable, the management has exercised judgement in estimating the timing and future cash flows to be recovered and determined no impairment was necessary at the end of the reporting period. If the actual cash flows or timing of recovery are different from expectation, a material impairment loss may arise.

6. Revenue

Revenue represents the gross proceeds received and receivable on the sale of goods during the year, net of sales tax, trade discounts and returns, and is analysed as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Sales of LCD products	銷售液晶顯示器產品	7,147,133	5,587,175
Sales of electronic consumer products	銷售電子消費產品	588,578	217,009
		7,735,711	5,804,184

7. Segment Information

Information reported to the Board of Directors of the Company being the chief operating decision maker, for the purpose of resources allocation and assessment of performance is focused on the sales of different types of products. Inter-segment sales are charged at prevailing market rates. Thus the group is currently organised into two operating segments which are sales of LCD products and electric consumer products. The information for each operating segment is as follows:

LCD products	–	manufacture and distribution of LCD products
Electronic consumer products	–	manufacture and distribution of electronic consumer products such as personal health care products and electrical devices.

5. 關鍵會計判斷及估計不確定性的主要來源(續)

應收購買折扣減值(續)

如附註23所詳述，於二零一零年十二月三十一日，預期供應商給予之購買折扣金額126,197,000港元(二零零九年：142,942,000港元)將於報告期末起計之未來十二個月結算。於釐定應收款項之金額時，管理層已就估計時間及將予收回之未來現金流量作出判斷，並釐定於報告期末毋須減值。倘實際現金流量或收回時間與預期出現差異，則可能導致重大減值虧損。

6. 收益

收益指年內貨品銷售之已收及應收所得款項總額扣除銷售稅、貿易折讓及退貨，分析如下：

7. 分類資料

向本公司董事會(即主要營運決策者)報告以分配資源及評估其表現的報告資料集中於不同類別產品的銷售。分類間銷售乃按當前市場價格支銷。因此，本集團目前正在組織為兩個營運分類，即液晶顯示器產品及電子消費產品。各經營分類的資料如下：

液晶顯示器產品	–	製造及分銷液晶顯示器產品
電子消費產品	–	製造及分銷電子消費產品(例如個人保健產品及電子設備)。

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7. Segment Information (Continued)

Segment revenues and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the year ended 31 December 2010

		LCD products 液晶顯示器產品 HK\$'000 千港元	Electronic consumer products 電子消費產品 HK\$'000 千港元	Segment total 分類總額 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益					
External sales	外銷	7,147,133	588,578	7,735,711	-	7,735,711
Inter-segment sales	分類間銷售	-	181,146	181,146	(181,146)	-
		7,147,133	769,724	7,916,857	(181,146)	7,735,711
RESULT	業績					
Segment result	分類業績	498,381	25,762	524,143	(4,627)	519,516
Unallocated expenses	未分配開支					(30,352)
Profit before tax	稅前溢利					489,164

For the year ended 31 December 2009

		LCD products 液晶顯示器產品 HK\$'000 千港元	Electronic consumer products 電子消費產品 HK\$'000 千港元	Segment total 分類總額 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益					
External sales	外銷	5,587,175	217,009	5,804,184	-	5,804,184
Inter-segment sales	分類間銷售	-	157,702	157,702	(157,702)	-
		5,587,175	374,711	5,961,886	(157,702)	5,804,184
RESULT	業績					
Segment result	分類業績	402,366	34,306	436,672	(10,161)	426,511
Unallocated expenses	未分配開支					(18,065)
Profit before tax	稅前溢利					408,446

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment profit represents the profit earned by each segment without allocation of central administration costs and directors' salaries. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

7. 分類資料(續)

分類收益及業績

本集團按經營及報告分類劃分的收入及業績分析如下：

截至二零一零年十二月三十一日止年度

截至二零零九年十二月三十一日止年度

經營分類的會計政策與附註4所述之本集團會計政策一致。分類溢利指未分配中央行政管理成本及董事薪金的各分類所賺取溢利。此為向主要營運決策者報告以分配資源及評估其表現的計算。

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截至二零一零年十二月三十一日止年度

7. Segment Information (Continued)

Other information

For the year ended 31 December 2010

		LCD products 液晶顯示器產品 HK\$'000 千港元	Electronic consumer products 電子消費產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Amounts included in the measure of segment profits:	計算分類溢利所 包括的金額：			
Depreciation and amortisation	折舊及攤銷	414,269	42,886	457,155
Loss on disposal/write off of property, plant and equipment	出售／撇銷物業、 廠房及設備之虧損	11,114	6,281	17,395
Allowance for bad debts	壞賬撥備	-	1,258	1,258

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

		LCD products 液晶顯示器產品 HK\$'000 千港元	Electronic consumer products 電子消費產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Amounts included in the measure of segment profits:	計算分類溢利所 包括的金額：			
Depreciation and amortisation	折舊及攤銷	328,685	46,763	375,448
Loss on disposal/write-off of property, plant and equipment	出售／撇銷物業、 廠房及設備之虧損	640	20	660
Allowance for bad debts	壞賬撥備	3,332	-	3,332
Allowance for loan receivables	應收貸款撥備	24,762	-	24,762
Allowance for inventory	存貨撥備	25,000	-	25,000

Segment assets and liabilities are not disclosed as they are not regularly reviewed by chief operating decision maker.

由於分類資產及負債不是由主要營運決策制定人定期審閱，故並無對其進行披露。

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7. Segment Information (Continued)

Geographical information

The following table set out information about (i) the Group's revenue from external customers by location of customers and (ii) the Group's non-current assets by location of assets.

		Revenue from external customers 外部客戶收益		Non-current assets 非流動資產		
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	31.12.2010 二零一零年 十二月 三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月 三十一日 HK\$'000 千港元 (restated) (重列)	1.1.2009 二零零九年 一月一日 HK\$'000 千港元 (restated) (重列)
PRC	中國	5,450,319	4,180,328	4,359,578	4,305,747	4,355,703
South Korea	南韓	1,277,092	993,976	–	81	87
Japan	日本	233,640	125,847	–	–	–
Hong Kong	香港	347,741	170,439	61,926	51,713	35,710
Europe	歐洲	156,905	126,017	–	–	–
Others	其他	270,014	207,577	5	13	–
		7,735,711	5,804,184	4,421,509	4,357,554	4,391,500

Notes:

- (1) Regarding revenue arising from sales to external customers in Europe and others, no individual countries are material and hence separate disclosure is not required.
- (2) Non-current assets exclude financial instruments and deferred tax assets.

附註：

- (1) 就來自歐洲及其它地區外部客戶的銷售收益而言，概無單個國家佔有重大份額而須單獨披露。
- (2) 非流動資產不包括金融工具及遞延稅項資產。

8. Other Income

8. 其他收入

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Other income includes:	其他收入包括：		
Government grants (note 37)	政府津貼(附註 37)	4,047	1,693
Interest income	利息收入	340	2,939
Rental income	租金收入	7,417	5,767
Scrap Sales	廢料銷售	15,897	6,782

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9. Other Gains and Losses

9. 其他損益

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Gain on disposal of non-current assets classified as held for sale	出售分類為持作出售非流動資產之收益	(20,342)	-
Net foreign exchange losses	外匯虧損淨額	36,905	60,369
Loss on disposal/write-off of property, plant and equipment	出售／撇銷物業、廠房及設備之虧損	17,395	660
Decrease of fair value on derivative financial instruments	衍生金融工具公平值減少	1,552	7,467
Allowance for doubtful debts	呆賬撥備	1,258	3,332
Allowance for loans receivable	應收貸款撥備	-	24,762
Impairment loss on available-for-sale investments	可供出售投資減值虧損	-	5,250
		36,768	101,840

10. Finance Costs

10. 財務費用

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Interest on bank and other borrowings wholly repayable within five years	銀行借貸及其它須於五年內全部償還之借貸的利息	43,414	46,643

11. Income Tax Expense

11. 所得稅支出

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current tax:	本期稅項：		
Hong Kong	香港	11,145	14,261
PRC Enterprise Income Tax	中國企業所得稅	84,149	60,270
Other jurisdictions	其他司法權區	52	35
		95,346	64,566
Under(over)provision in prior years:	過往年度撥備不足(超額撥備)：		
Hong Kong	香港	56,148	(6,600)
		151,494	67,966
Withholding tax	預扣所得稅	17,381	34,857
Land appreciation tax	土地增值稅	5,014	-
Deferred tax (note 29)	遞延稅項(附註29)	319	(1,710)
Income tax expense for the year	本年度所得稅支出	174,208	101,113

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11. Income Tax Expense (Continued)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Income tax arising in the PRC and other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Pursuant to the relevant law and regulations in the PRC, one of the Company's PRC subsidiaries is classified as an advance technology entity, and entitled to 15% PRC enterprise income tax for the three years, 2009 to 2011.

Pursuant to the PRC Enterprise Income Tax Law and the Detailed Implementation Rules, distribution of the profits earned by the PRC subsidiaries since 1 January 2008 is subject to PRC withholding tax at the applicable tax rate of 5%.

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statement of comprehensive income as follows:

11. 所得稅支出(續)

香港利得稅乃按兩個年度之估計應課稅溢利之16.5%計算。

於中國及其它司法權區所產生之所得稅乃根據有關司法權區適用之稅率計算。

根據中國之有關法律及法規，本公司一間中國附屬公司被分類為先進技術實體，及於二零零九年至二零一一年之三年享有15%之中國企業所得稅。

根據中國企業所得稅法及實施條例細則，自二零零八年一月一日起，分派中國附屬公司賺取的溢利須按5%的適用稅率繳納中國預扣所得稅。

本年度之所得稅支出與綜合全面收益表之除稅前溢利之對賬如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit before tax	除稅前溢利	489,164	408,446
Tax at the applicable income tax rate of 15.71% (2009: 15.48%)	按適用所得稅率15.71% (二零零九年：15.48%)課稅	76,865	63,246
Tax effect of expenses not deductible for tax purpose	不可扣稅支出之稅務影響	8,576	5,285
Tax effect of income not taxable for tax purpose	毋須扣稅收入之稅務影響	(32)	(326)
Under(over)provision in respect of prior years	過往年度撥備不足(超額撥備)	56,148	(6,600)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	11,565	4,642
Withholding tax on distributed earnings of subsidiaries	附屬公司已分派盈利之預扣所得稅	7,381	24,857
Withholding tax on undistributed earnings of PRC subsidiary	中國附屬公司未分派盈利之預扣所得稅	10,000	10,000
PRC land appreciation tax	中國土地增值稅	5,014	-
Tax effect of PRC land appreciation tax	中國土地增值稅之稅務影響	(725)	-
Utilisation of tax losses previously not recognised	動用前期未確認稅務虧損	-	(690)
Others	其他	(584)	699
Income tax expense for the year	本年度所得稅支出	174,208	101,113

Note: The average income tax rate for the year ended 31 December 2010 and 2009 represents the weighted average tax rate of the operations in different jurisdictions on the basis of the relevant amounts of net profits before taxation and the relevant rate for the year.

附註：截至二零一零年及二零零九年十二月三十一日止年度之平均所得稅率指根據除稅前溢利淨額相關款額及年內相關稅率計算之不同司法權區業務之加權平均稅率。

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11. Income Tax Expense (Continued)

In the prior years, the IRD issued profits tax assessments in respect of the disallowance of offshore profit claims in aggregate of approximately HK\$55,050,000 against a wholly-owned subsidiary of the Company for the years of assessment 2001/2002 to 2005/2006. The Group lodged objections with the IRD and the IRD agreed to defer payment of the tax claimed completely subject to the subsidiary in question purchasing tax reserve certificates for those years of assessment. The tax reserve certificates amounting to HK\$32,402,000 were purchased by the relevant subsidiary in prior years.

The Group received a notice of determination from the IRD dated 10 March 2011 for the additional profit tax assessments with the tax effect amounting to HK\$135,889,000 in respect of the disallowance of offshore profit claim HK\$54,955,000 together with the non-deduction of management fee, prescribed fixed assets and statutory depreciation allowance amounting to HK\$80,934,000 for the years of assessment 2001/2002 to 2005/2006. The Group is planning to lodge an appeal (the "Tax Appeal") to the Board of Review as the Group believes that there are reasonable grounds to substantiate the claims.

Based on professional advice and recent court rulings of relevant precedent cases related to offshore profit claims, the Group has made provisions of HK\$55,000,000 (2009: Nil) equivalent to the amount of the tax dispute in relation to the offshore profit claims in the consolidated statement of financial position as at 31 December 2010, which represents the Company's directors' present best estimate of the potential tax liability. In respect of the unprovided additional tax assessments, the directors are of the opinion that the Group has reasonable ground to claim for the deduction and accordingly they believe that there was no material underprovision of tax liabilities as at 31 December 2010.

11. 所得稅支出(續)

於過往年度，根據稅務局向本公司全資附屬公司發出之不容許境外溢利申索之利得稅評稅，其於二零零一年／二零零二年至二零零五／二零零六年度稅務評核之總額約為55,050,000港元。本集團已向稅務局提出反對，而稅務局同意緩繳所徵收的全部稅款，惟所涉及之附屬公司須就該等年度之評核購買儲稅券。於過往年度，該等儲稅券為數32,402,000港元，已由相關附屬公司購買。

本集團接獲稅務局就有關稅務影響之額外應課稅溢利135,889,000港元發出日期為二零一一年三月十日之評稅通知書，內容有關不容許二零零一／二零零二至二零零五／二零零六評稅年度之境外溢利申索54,955,000港元連同80,934,000港元之未扣除管理費、訂明固定資產及法定折舊津貼。本集團認為有合理理據證明該申索，故擬向覆核委員會提出上訴(「稅務上訴」)。

根據專業意見及近期有關境外溢利申索之法院裁決，本集團已於二零一零年十二月三十一日在綜合財務狀況表內作出55,000,000港元(二零零九年：無)之撥備(相等於有關境外溢利申索之稅務糾紛金額)，有關撥備乃本公司董事目前對潛在稅項負債之最佳估計。就未撥備之額外稅項評核而言，董事認為本集團具有合理理據作出扣減申索，因此，彼等認為，於二零一零年十二月三十一日，本集團並無重大稅項負債撥備不足。

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12. Profit for the Year

12. 本年度溢利

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元 (Restated) (重列)
Profit for the year has been arrived at after charging:	本年度溢利經扣除下列各項：		
Auditor's remuneration	核數師酬金	2,680	2,628
Cost of inventories (2009: excluding allowance for inventories of HK\$25,000,000)	存貨成本(二零零九年：不包括存貨撥備25,000,000港元)	6,825,125	4,951,090
Depreciation and amortisation on:	以下各項之折舊及攤銷：		
Property, plant and equipment	物業、廠房及設備	451,448	368,536
Development expenditure included in cost of sales	發展支出(計入銷售成本)	-	1,168
Technical know-how included in cost of sales	技術專業知識(計入銷售成本)	5,665	5,665
Trademarks included in cost of sales	商標(計入銷售成本)	42	79
		457,155	375,448
Operating lease rental in respect of rented premises	租賃物業之經營租約租金	5,827	6,180
Release of prepaid lease payments	解除預付租賃款項	3,379	4,033
Staff costs, inclusive of directors' remuneration:	員工成本，包括董事酬金：		
Salaries and other benefits	薪金及其它福利	630,023	402,983
Retirement benefits scheme contributions	退休福利計劃供款	37,044	27,691
		667,067	430,674

The Company's profit for the year was HK\$160,611,000 (2009: HK\$88,846,000).

本公司之年度溢利為160,611,000港元(二零零九年：88,846,000港元)。

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13. Directors' Remuneration

13. 董事酬金

		Lam Wai Wah, Steven (Chairman and Managing Director) 林偉華 (主席及董事總經理)	Wong Pong Chun, James (Executive Director) 黃邦俊 (執行董事)	Cheung Tat Sang, James (Marketing Director) 張達生 (市場推廣董事)	Li Jian Hua (Production Managing Director) 李建華 (生產部董事總經理)	Chung Kam Kwong 鍾錦光	Ip Cho Ting, Spencer 葉祖亭	Heung Kai Sing 香啟誠	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2010	二零一零年								
Directors' fees:	董事袍金:								
Executive	執行	-	-	-	-	-	-	-	-
Independent non-executive	獨立非執行	-	-	-	-	240	120	120	480
Other emoluments paid to the executive directors:	支付予執行董事之其他酬金:								
Salaries and other benefits	薪金及其他福利	3,369	1,481	1,870	2,040	-	-	-	8,760
Performance related incentive payments (note)	與業績掛鈎之獎金(附註)	12,769	990	1,500	1,700	-	-	-	16,959
Contributions to retirement benefit scheme	退休福利計劃供款	24	24	24	12	-	-	-	84
		16,162	2,495	3,394	3,752	240	120	120	26,283
2009	二零零九年								
Directors' fees:	董事袍金:								
Executive	執行	-	-	-	-	-	-	-	-
Independent non-executive	獨立非執行	-	-	-	-	88	50	50	188
Other emoluments paid to the executive directors:	支付予執行董事之其他酬金:								
Salaries and other benefits	薪金及其他福利	1,950	924	1,431	1,718	-	-	-	6,023
Performance related incentive payments (note)	與業績掛鈎之獎金(附註)	6,282	479	635	775	-	-	-	8,171
Contributions to retirement benefit scheme	退休福利計劃供款	24	24	24	12	-	-	-	84
		8,256	1,427	2,090	2,505	88	50	50	14,466

Note: The performance related incentive payments are determined as a percentage of the turnover and operating profit of the Group for the year ended 31 December 2010 and 2009.

附註：與業績掛鈎之獎金乃按本集團截至二零一零年及二零零九年十二月三十一日止年度營業額及營運溢利之一定比例釐定。

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14. Employees' Emoluments

Of the five individuals with the highest emoluments in the Group, four (2009: four) were directors of the Company whose emoluments are set out in note 13 above. The emoluments of the remaining one (2009: one) individual was as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,095	1,787
Performance related incentive payments	與業績掛鈎之獎金	171	171
Contributions to retirement benefit scheme	退休福利計劃供款	12	12
		2,278	1,970

Their emoluments were within the following bands:

		2010 二零一零年 Number of employees 僱員數目	2009 二零零九年 Number of employees 僱員數目
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	-	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	-

15. Dividends

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Dividend recognised as distribution during the year:	於本年度確認為分派之股息：		
2010 Interim dividend of 22 HK cents (2009 Interim dividend of 17 HK cents) per share	二零一零年之中期股息每股22港仙 (二零零九年之中期股息每股17港仙)	110,717	80,399
2009 Final dividend of 10 HK cents (2009: 2008 final dividend of 1 HK cents) per share	二零零九年之末期股息每股10港仙 (二零零九年：二零零八年之末期股息每股1港仙)	50,318	4,728
		161,035	85,127

The interim dividends in aggregate of 22 HK cents (2009: 17 HK cents) per share amounting to approximately HK\$110,717,000 were paid and payable in 2010 to shareholders on the register of members of the Company at the close of business on 25 June 2010, 17 September 2010 and 19 January 2011, based on 503,219,527, 503,269,527 and 503,269,527 ordinary shares in issue respectively.

14. 僱員酬金

本集團五名最高薪酬人士中，四名(二零零九年：四名)為本公司之董事，其酬金詳情載於上文附註13。其餘一名(二零零九年：一名)人士之酬金如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,095	1,787
Performance related incentive payments	與業績掛鈎之獎金	171	171
Contributions to retirement benefit scheme	退休福利計劃供款	12	12
		2,278	1,970

有關僱員酬金之金額介乎：

		2010 二零一零年 Number of employees 僱員數目	2009 二零零九年 Number of employees 僱員數目
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	-	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	-

15. 股息

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Dividend recognised as distribution during the year:	於本年度確認為分派之股息：		
2010 Interim dividend of 22 HK cents (2009 Interim dividend of 17 HK cents) per share	二零一零年之中期股息每股22港仙 (二零零九年之中期股息每股17港仙)	110,717	80,399
2009 Final dividend of 10 HK cents (2009: 2008 final dividend of 1 HK cents) per share	二零零九年之末期股息每股10港仙 (二零零九年：二零零八年之末期股息每股1港仙)	50,318	4,728
		161,035	85,127

本公司分別按已發行503,219,527股、503,269,527股及503,269,527股普通股計算，向於二零一零年六月二十五日、二零一零年九月十七日及二零一一年一月十九日營業時間結束時名列本公司股東名冊之股東派付及應付二零一零年中期股息每股共22港仙(二零零九年：17港仙)，合共約110,717,000港元。

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15. Dividends (Continued)

The final dividend of 1 HK cents per share, based on 2,767,982,398 ordinary shares after subdivision of shares and bonus ordinary shares, in respect of the year ended 31 December 2010 (2009: final dividend of 10 HK cents, based on 503,179,527 in respect of the year ended 31 December 2009) has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

16. Earnings Per Share

The calculation of the basic and diluted earnings per share is based on the following data:

Earnings

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Earnings for the purposes of basic and diluted earnings per share	用作計算每股基本及攤薄盈利之盈利	314,956	307,333

Number of shares

		2010 二零一零年	2009 二零零九年
Weighted average number of ordinary shares for the purposes of basic earnings per share	用作計算每股基本盈利之加權平均普通股數目	496,626,911	472,894,322
Effect of dilutive potential ordinary shares: Share options issued by the Company	潛在普通股攤薄影響： 本公司所發行之購股權	1,352,749	250,238
Weighted average number of ordinary shares for the purposes of diluted earnings per share	用作計算每股攤薄盈利之加權平均普通股數目	497,979,660	473,144,560

The calculation of basic earnings per share and diluted earnings per share have not reflected the subdivision of ordinary shares and bonus ordinary shares as approved in the extraordinary general meeting held on 19 January 2011.

15. 股息(續)

董事已建議按股份拆細及發行紅股普通股後之2,767,982,398股普通股計算，派發截至二零一零年十二月三十一日止年度之末期股息每股1港仙(二零零九年：截至二零零九年十二月三十一日止年度之按503,179,527股股份計算末期股息每股10港仙)，惟須經由股東於應屆股東週年大會上批准。

16. 每股盈利

每股基本盈利及每股攤薄盈利乃按下列數據計算：

盈利

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
	用作計算每股基本及攤薄盈利之盈利	314,956	307,333

股份數目

		2010 二零一零年	2009 二零零九年
Weighted average number of ordinary shares for the purposes of basic earnings per share	用作計算每股基本盈利之加權平均普通股數目	496,626,911	472,894,322
Effect of dilutive potential ordinary shares: Share options issued by the Company	潛在普通股攤薄影響： 本公司所發行之購股權	1,352,749	250,238
Weighted average number of ordinary shares for the purposes of diluted earnings per share	用作計算每股攤薄盈利之加權平均普通股數目	497,979,660	473,144,560

計算每股基本盈利及每股攤薄盈利時並未反映於二零一一年一月十九日之股東特別大會上批准之拆細普通股及紅股普通股。

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17. Property, Plant and Equipment

17. 物業、廠房及設備

		Land and buildings	Furniture, fixtures and equipment	Plant and machinery	Motor vehicles	Properties under development	Total
		土地及樓宇 HK\$'000 千港元	傢俬、 裝置及設備 HK\$'000 千港元	廠房及機器 HK\$'000 千港元	汽車 HK\$'000 千港元	發展中物業 HK\$'000 千港元	總額 HK\$'000 千港元
COST	成本值						
At 1 January 2009	於二零零九年一月一日						
- as originally stated	- 原本呈列	872,620	376,527	4,601,389	32,488	162,832	6,045,856
- prior year adjustment	- 往年調整	10,649	-	-	-	-	10,649
- as restated	- 重列	883,269	376,527	4,601,389	32,488	162,832	6,056,505
Transfer	轉撥	91,828	-	-	-	(91,828)	-
Additions	添置	648	35,549	225,174	-	73,765	335,136
Disposals/write off	出售/撇銷	-	(1,190)	(18,501)	(724)	-	(20,415)
At 31 December 2009	於二零零九年十二月三十一日	975,745	410,886	4,808,062	31,764	144,769	6,371,226
Currency realignment	貨幣調整	27,302	14,974	74,954	385	2,912	120,527
Additions	添置	-	43,547	398,063	928	96,720	539,258
Transfer	轉撥	18,407	-	-	-	(18,407)	-
Transfer to non-current assets held for sale (note a)	轉撥至持作出售非流動 資產(附註 a)	-	-	-	-	(57,961)	(57,961)
Disposals/write off	出售/撇銷	-	(17,906)	(102,561)	(1,339)	-	(121,806)
At 31 December 2010	於二零一零年十二月三十一日	1,021,454	451,501	5,178,518	31,738	168,033	6,851,244
DEPRECIATION AND IMPAIRMENT	折舊及減值						
At 1 January 2009	於二零零九年一月一日						
- as originally stated	- 原本呈列	114,416	200,712	1,493,787	22,912	-	1,831,827
- prior year adjustment	- 往年調整	1,638	-	-	-	-	1,638
- as restated	- 重列	116,054	200,712	1,493,787	22,912	-	1,833,465
Provided for the year	年度撥備	25,645	34,007	306,061	2,823	-	368,536
Eliminated on disposals/write off	出售/撇銷對銷	-	(177)	(7,711)	(557)	-	(8,445)
At 31 December 2009	於二零零九年十二月三十一日	141,699	234,542	1,792,137	25,178	-	2,193,556
Currency realignment	貨幣調整	2,502	8,061	66,870	353	-	77,786
Provided for the year	年度撥備	26,313	32,869	390,304	1,962	-	451,448
Eliminated on disposals/write off	出售/撇銷對銷	(1,860)	(9,616)	(88,173)	(775)	-	(100,424)
At 31 December 2010	於二零一零年十二月三十一日	168,654	265,856	2,161,138	26,718	-	2,622,366
CARRYING VALUES	賬面值						
At 31 December 2010	於二零一零年十二月三十一日	852,800	185,645	3,017,380	5,020	168,033	4,228,878
At 31 December 2009	於二零零九年十二月三十一日	834,046	176,344	3,015,925	6,586	144,769	4,177,670
At 1 January 2009	於二零零九年一月一日	767,215	175,815	3,107,602	9,576	162,832	4,223,040

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17. Property, Plant and Equipment (Continued)

Notes:

(a) Following the sales of certain staff quarters of the Group during the year, such properties with a carrying amount of HK\$63,411,000 (comprising prepaid lease payment and land and building) have been reclassified to non-current assets held for sales.

(b) The cost of buildings is depreciated over forty years or the terms of the respective leases, whichever is the shorter, using the straight-line method.

The other items of property, plant and equipment, other than properties under development, are depreciated on a reducing balance method at the following rates per annum:

Furniture, fixtures and equipment	15% to 50%
Plant and machinery	11% to 40%
Motor vehicles	25% to 45%

(c) The carrying value of the Group's property interests shown above comprises:

17. 物業、廠房及設備(續)

附註：

(a) 年內出售本集團若干員工宿舍後，賬面值為63,411,000港元之有關物業(包括預付租賃款項和土地及樓宇)已重新分類為持作出售非流動資產。

(b) 樓宇之成本以直線法以四十年年期或有關租賃年期(以較短者為準)折舊。

其他物業、廠房及設備之項目(除發展中物業外)以餘額遞減法，按以下年率計算折舊：

傢俬、裝置及設備	15%至50%
廠房及機器	11%至40%
汽車	25%至45%

(c) 上述本集團物業權益之賬面值包括：

	31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元 (restated) (重列)	1.1.2009 二零零九年 一月一日 HK\$'000 千港元 (restated) (重列)
Leasehold properties in Hong Kong held under medium-term leases	17,625	18,162	18,700
Properties in the PRC held under medium-term leases	1,003,208	960,653	911,347
	1,020,833	978,815	930,047

18. Prepaid Lease Payments

18. 預付租賃款項

	31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元 (restated) (重列)	1.1.2009 二零零九年 一月一日 HK\$'000 千港元 (restated) (重列)
The Group's prepaid lease payments comprise:			
Land use rights in the PRC held under medium-term lease	157,625	146,514	124,332
Analysed for reporting purposes as:			
Non-current asset	153,895	143,062	120,832
Current asset	3,730	3,452	3,500
	157,625	146,514	124,332

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19. Intangible Assets

19. 無形資產

		Development expenditure 發展支出 HK\$'000 千港元	Technical know-how 技術專業知識 HK\$'000 千港元	Trademarks 商標 HK\$'000 千港元	Total 總額 HK\$'000 千港元
COST	成本值				
At 1 January 2009	於二零零九年一月一日	43,602	22,661	1,548	67,811
Additions	添置	-	-	22	22
At 31 December 2009 and 31 December 2010	於二零零九年十二月三十一日及 二零一零年十二月三十一日	43,602	22,661	1,570	67,833
AMORTISATION	攤銷				
At 1 January 2009	於二零零九年一月一日	42,434	5,665	1,405	49,504
Provided for the year	本年度撥備	1,168	5,665	79	6,912
At 31 December 2009	於二零零九年十二月三十一日	43,602	11,330	1,484	56,416
Provided for the year	本年度撥備	-	5,665	42	5,707
At 31 December 2010	二零一零年十二月三十一日	43,602	16,995	1,526	62,123
CARRYING VALUES	賬面值				
At 31 December 2010	二零一零年十二月三十一日	-	5,666	44	5,710
At 31 December 2009	於二零零九年十二月三十一日	-	11,331	86	11,417
At 1 January 2009	於二零零九年一月一日	1,168	16,996	143	18,307

Development expenditure, technical know-how and trademarks are amortised on a straight-line basis over 4 years.

發展支出、技術專業知識及商標乃以直線法攤銷，攤銷期為四年。

20. Available-For-Sale Investments

20. 可供出售投資

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Unlisted equity shares, at cost	非上市權益股份(按成本值)	10,500	10,500	10,500
Less: Impairment loss recognised	減：已確認減值虧損	(10,500)	(10,500)	(5,250)
		-	-	5,250

The investments represent the unlisted equity shares issued by private entities in Japan. The investments are stated at cost less impairment because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair value cannot be measured reliably.

該投資指一家日本私人實體發行的非上市權益股份。由於其合理公平值之估計範圍過大，本公司董事認為其公平值不能可靠計量，故按成本值減減值入賬。

The directors have assessed the expected future cash flows expected to be generated and an impairment loss was fully provided against the cost as at 31 December 2010 and 2009.

於二零一零年及二零零九年十二月三十一日，董事已經評估預期將產生之未來現金流量，且已就其賬面值悉數計提減值虧損撥備。

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21. Inventories

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Raw materials	原材料	219,343	165,981	202,230
Work in progress	在製品	390,323	403,455	322,320
Finished goods	製成品	139,206	123,434	183,794
		748,872	692,870	708,344

21. 存貨

22. LOANS RECEIVABLE

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Fixed-rate loans receivable	定息應收貸款			
– At contemporary lending rate quoted by the People's Bank of China (Note 1)	– 按中國人民銀行 所報之同期借款 利率計(附註1)	–	17,045	22,727
– At 4% (Note 2)	– 按利率4%計(附註2)	–	–	5,990
Interest-free loans receivable (Note 3)	免息應收貸款(附註3)	24,762	24,762	24,762
		24,762	41,807	53,479
Less: allowance for loans receivable (Note 4)	減：應收貸款撥備(附註4)	(24,762)	(24,762)	–
		–	17,045	53,479

22. 應收貸款

Aging of loans receivable which are past due but not impaired:

已過期但未減值之應收貸款賬齡分析如下：

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Within 60 days	60天以內	–	–	33,932
Over 1 year	一年以上	–	17,045	–
		–	17,045	33,932

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22. LOANS RECEIVABLE (Continued)

Notes:

- The amount was unsecured and repayable within one year from the date when the loan agreement was entered into. The loan was fully repaid during the year ended 31 December 2010.
- The amounts were unsecured, bore fixed interest at a rate of 4% per annum and were repayable within one year from the date when the loan agreement was entered into. The loan was fully repaid in the year ended 31 December 2009.
- The amounts are unsecured, interest-free and are expected to be received within one year from the date when the loan agreement was entered into.
- During the year, the directors reviewed the carrying values of the loans receivable. The recoverable amount of the receivables is estimated by the directors based on the expected future cash flow repaid from these receivables. As at 31 December 2010, allowance for loans receivable of HK\$24,762,000 (31 December 2009: HK\$24,762,000) had been recognised.

22. 應收貸款(續)

附註：

- 該款項為無抵押及須於貸款協議訂立日期起一年內收回。該項貸款已於截至二零一零年十二月三十一日止年度內悉數償還。
- 該款項為無抵押、按固定年利率4%計算且須於貸款協議訂立日期起一年內收回。該貸款已於截至二零零九年十二月三十一日止年度內悉數償還。
- 該款項為無抵押、免息且預期可於貸款協議訂立日期起一年內收回。
- 年內，董事已審閱應收貸款的賬面值。董事根據償還該等應收款項的預期未來償還現金流量估計應收款項的可收回金額。於二零一零年十二月三十一日，已就應收貸款確認撥備24,762,000港元(二零零九年十二月三十一日：24,762,000港元)。

23. Trade and Other Receivables

23. 應收賬項及其他應收款項

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Trade receivables	應收賬項	1,585,976	832,638	610,918
Less: Allowance for doubtful debts	減：呆賬撥備	(7,421)	(10,058)	(6,745)
		1,578,555	822,580	604,173
Other receivables, deposits and prepayment	其他應收款項、定金及預付款項	275,271	221,910	45,545
Total trade and other receivables	應收賬項及其他應收款項總額	1,853,826	1,044,490	649,718

Included in the other receivables are purchase discounts from suppliers with aggregate carrying amount of HK\$126,197,000 (2009: HK\$142,942,000), other PRC tax recoverable of HK\$82,720,000 (2009: HK\$7,305,000) and temporary payment to PRC tax authority amounting to HK\$24,857,000 in 2009.

其他應收款項內包括總賬面值為126,197,000港元(二零零九年：142,942,000港元)之應收供應商採購折讓、其他中國可收回稅項82,720,000港元(二零零九年：7,305,000港元)及在二零零九年向中國稅務機關作出金額為24,857,000港元之暫時付款。

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23. Trade and Other Receivables (Continued)

The Group's trade receivables that are denominated in currencies other than functional currencies of the relevant group entities are set out below:

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Denominated in HK\$	以港元計值	64,458	92,377	61,879
Denominated in Euro	以歐元計值	11,470	5,221	1,347

The Group allows a credit period ranging from 30 to 90 days to its trade customers. The following is an aged analysis of trade receivables presented based on the invoice date at the end of the reporting period, net of the allowance for doubtful debts at the reporting date:

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Within 60 days	60天以內	1,503,764	794,191	546,827
61 to 90 days	61至90天	44,105	6,635	28,337
More than 90 days	90天以上	30,686	21,754	29,009
		1,578,555	822,580	604,173

Before accepting any new customer, the Group has assessed the potential customer's credit quality and defined credit rating limits for each customer. Limits attributed to customers are reviewed once a year. 76% (2009: 79%) of the trade receivables are neither past due nor impaired having settlement subsequent to the reporting date and with no past history of defaults in payment.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$377,657,000 (2009: HK\$176,779,000) which are past due at the reporting date for which the Group has not provided for impairment loss as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

23. 應收賬項及其他應收款項(續)

本集團以有關集團實體功能貨幣以外之貨幣列值之應收賬項載列如下：

本集團給予其貿易客戶介乎30至90天的平均信貸期。於報告日之應收賬項(於報告期末按發票日期呈列)減呆賬撥備之賬齡分析如下：

於接納任何新客戶前，本集團會評估潛在客戶之信貸質素及確定各客戶之信貸評級限額。給予客戶之信貸限額每年審查一次。於報告日結算後，76%(二零零九年：79%)之應收賬項均未過期及減值，且過往並無拖欠記錄。

本集團之應收賬項結餘內包括總賬面值為377,657,000港元(二零零九年：176,779,000港元)之應收賬款，該筆款項於報告日已過期，惟由於其信貸質素並無重大變動且該金額仍視為可收回，因此本集團並無作出減值虧損撥備。本集團並無就該等結餘持有任何抵押。

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23. Trade and Other Receivables (Continued)

Ageing of trade receivables which are past due but not impaired

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Within 60 days	60天以內	302,866	148,390	201,398
61 to 90 days	61至90天	44,105	6,635	28,337
More than 90 days	90天以上	30,686	21,754	29,009
Total	總額	377,657	176,779	258,744

Movement in the allowance for doubtful debts

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Balance at beginning of the year	年初結餘	10,058	6,745	9,150
Allowance for doubtful debts recognised on trade receivables	已就應收賬項確認之呆賬撥備	1,258	3,332	5,178
Amounts written off as uncollectible	撇銷為不可收回之款項	(3,895)	(19)	(7,583)
Balance at end of the year	年終結餘	7,421	10,058	6,745

Included in the allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of HK\$1,258,000 (2009: HK\$3,332,000) which the debtors have financial difficulties in repaying the outstanding balances. The Group does not hold any collateral over these balances.

23. 應收賬項及其他應收款項(續)

已過期但未減值之應收賬項之賬齡

	31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Within 60 days	302,866	148,390	201,398
61 to 90 days	44,105	6,635	28,337
More than 90 days	30,686	21,754	29,009
Total	377,657	176,779	258,744

呆賬撥備的變動

	31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Balance at beginning of the year	10,058	6,745	9,150
Allowance for doubtful debts recognised on trade receivables	1,258	3,332	5,178
Amounts written off as uncollectible	(3,895)	(19)	(7,583)
Balance at end of the year	7,421	10,058	6,745

由於債務人於清償未償還結餘時出現財務困難，因此本集團之呆賬撥備包括年內撥備總額為1,258,000港元(二零零九年：3,332,000港元)之獨立減值應收賬項。本集團並無就該等結餘持有任何抵押。

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24. Derivative Financial Instruments

24. 衍生金融工具

		Assets 資產			Liabilities 負債		
		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元	31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Foreign currency forward contracts	外匯遠期合約	-	-	2,752	-	-	1,043
Interest rate swaps	利率掉期	-	-	-	1,746	7,414	7,688
		-	-	2,752	1,746	7,414	8,731

The derivative financial instruments are measured at fair value at the end of the reporting period. The fair value of derivative financial instruments is estimated using discounted cash flow analysis with reference to the market rate of foreign currency and/or interest rate at the reporting date for remaining duration of the outstanding contracts.

衍生金融工具於報告期末按公平值計量。衍生金融工具之公平值乃參考外幣之市場匯率及／或未完成合約之剩餘期限於報告日之利率，利用折現現金流量分析估算。

(i) Major terms of interest rate swap agreement outstanding as at 31 December 2010 and 31 December 2009 are as follow:

(i) 利率掉期協議於二零一零年及二零零九年十二月三十一日之主要條款如下：

Notional amount 賬面值	Maturity 合約期限	Term 條款
HK\$100,000,000 100,000,000港元	March 2011 二零一一年三月	From 3 months Hong Kong Interbank Offered Rate ("HIBOR") to fixed rate of 2.39% per annum 介乎3個月香港銀行同業拆息(「香港銀行同業拆息」)至固定年利率2.39%
HK\$100,000,000 100,000,000港元	March 2011 二零一一年三月	From 5.25% per annum minus 3.95%, subject to an adjustment based on the 3 months performance of HIBOR to 3 months HIBOR 介乎年利率5.25%減3.95%(須根據3個月香港銀行同業拆息表現作出調整)至3個月香港銀行同業拆息

(ii) Major terms of foreign currency forward contracts as at 1 January 2009 are as follows:

(ii) 外匯遠期合約於二零零九年一月一日之主要條款如下：

Notional amount 賬面值	Maturity 合約期限	Term 條款
US\$12,000,000 12,000,000美元	January 2009 二零零九年一月	Sell Renminbi (RMB) buy United States dollars ("US\$") at 6.630 to 6.643 於6.630至6.643之間賣出人民幣(「人民幣」)買入美元(「美元」)
US\$12,000,000 12,000,000美元	January 2009 二零零九年一月	Sell US\$/buy RMB at 6.762 to 6.7625 於6.762至6.7625之間賣出美元／買入人民幣

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25. Bank Balances and Cash

The Group's bank balances and cash that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		Japanese Yen 日圓 HK\$'000 千港元	HK\$ 港元 HK\$'000 千港元	US\$ 美元 HK\$'000 千港元	RMB 人民幣 HK\$'000 千港元
As at 31 December 2010	於二零一零年 十二月三十一日	4	135,197	46,826	46,829
As at 31 December 2009	於二零零九年 十二月三十一日	1	50,159	17,093	–
As at 1 January 2009	於二零零九年 一月一日	14	26,392	138	–

Bank balances carry interest at variable rates which ranged from 0.01% to 0.46% (2009: 0.01% to 0.21%) per annum.

25. 銀行結存及現金

本集團以有關集團實體功能貨幣以外之貨幣列值之銀行結存及現金載列如下：

銀行結存按介乎0.01%至0.46%(二零零九年：0.01%至0.21%)之浮動年利率計息。

26. Non-Current Asset Held for Sales

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Leasehold properties in the PRC held under medium-term leases	根據中期租約在中國持有之租賃物業	14,535	–	–

During the year ended 31 December 2010, the directors of the Company approved the disposal of certain properties which were previously developed as staff quarters. Leasehold properties with a carrying amount of HK\$63,411,000 have been reclassified from prepaid lease payment and properties, plant and equipment, of which HK\$48,876,000 was sold during the year for consideration of HK\$69,218,000. The net profit generated from disposal after deducting the related taxes, was approximately HK\$13,029,000 and was recognised in profit for the year.

26. 持作出售非流動資產

於截至二零一零年十二月三十一日止年度，本公司董事批准出售以往發展作員工宿舍之若干物業。賬面值為63,411,000港元之租賃物業從預付租賃款項以及物業、廠房及設備重新分類，其中48,876,000港元於年內出售，代價為69,218,000港元。出售所得之純利(扣除相關稅項)約13,029,000港元，並確認為年度溢利。

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27. Trade and Other Payables

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Within 60 days	60日內	766,965	372,472	283,500
61 to 90 days	61至90日	168,368	164,608	130,837
More than 90 days	超過90日	64,905	90,464	376,992
		1,000,238	627,544	791,329

The credit period on purchases of goods ranges from 60-90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

The Group's trade payables that are denominated in currencies other than functional currencies of the relevant group entities are set out below:

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Denominated in HK\$	以港元計值	214,969	178,910	142,221
Denominated in Japanese Yen	以日圓計值	91,130	138,526	352,966
Denominated in EURO	以歐元計值	160	37	37

27. 應付賬項及其他應付款項

於報告期末按發票日期呈列之應付賬項賬齡分析如下：

採購貨品的信貸期介乎60至90日。本集團制定有適當之財務風險管理政策，以確保於信貸期內支付所有應付款項。

本集團以有關集團實體功能貨幣以外之貨幣列值之應付賬項載列如下：

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28. Bank and Other Borrowings, Unsecured

28. 銀行及其他借貸，無抵押

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元 (restated) (重列)	1.1.2009 二零零九年 一月一日 HK\$'000 千港元 (restated) (重列)
Bank loans	銀行貸款	1,409,067	1,373,862	1,744,414
Trust receipt loans	信託收據貸款	827,936	635,290	333,795
Other loans	其他貸款	26,469	28,918	34,410
		2,263,472	2,038,070	2,112,619
The Group's bank and other borrowings that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:	本集團以有關集團實體功能貨幣以外之貨幣列值之銀行及其他借貸載列如下：			
Denominated in HK\$	以港元計值	1,183,853	1,140,699	1,817,633
Denominated in Japanese Yen	以日圓計值	57,522	76,233	85,860
Carrying amount payable*:	應付賬面值*：			
Within one year	於一年內	1,559,610	1,596,494	1,108,348
More than one year, but not exceeding two years	一年後但於兩年內	281,290	8,319	13,845
More than two years, but not exceeding five years	兩年後但於五年內	328,895	6,456	6,719
		2,169,795	1,611,269	1,128,912
Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	不須於報告期末起計一年內償還但包含可隨時要求償還之銀行貸款(列於流動負債中)之賬面值	93,677	60,009	100,005
Carrying amount of bank loans that are repayable on demand due to breach of loan covenants (shown under current liabilities)	因違反貸款契諾(列於流動負債中)而須於催繳時償還之銀行貸款之賬面值	-	366,792	883,702
		2,263,472	2,038,070	2,112,619
Less: Amount due within one year shown under current liabilities	減：列於流動負債中之一年內到期款項	(1,653,287)	(2,023,295)	(2,092,055)
Amount due after one year	一年後到期款項	610,185	14,775	20,564

* The amount due are based on scheduled repayment dates set out in loan agreements.

* 到期款項乃根據載於貸款協議之預定還款日期。

All the Group's borrowings are variable-rate borrowings which carry interest at HIBOR or London Interbank Offered Rate ("LIBOR") plus certain basis points or interest rate of 4.8% per annum. Interest is repricing every three months and the range of effective interest rates is at 1.02% to 2.93% (2009: 1.02% to 2.90%) per annum.

本集團所有借貸均為浮息借貸，其按香港銀行同業拆息或倫敦銀行同業拆息(「倫敦銀行同業拆息」)加若干基點或年利率4.8%計息。利息每三個月重定，實際利率之年息率介乎1.02%至2.93%(二零零九年：1.02%至2.90%)。

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29. Deferred Tax Assets/Liabilities

For the purpose of presenting in the consolidated statements of financial position, the following is the analysis of the deferred tax balances for financial reporting purposes:

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	35,442	34,897	29,136
Deferred tax assets	遞延稅項資產	(8,451)	(8,225)	(754)
		26,991	26,672	28,382

The following are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

		Accelerated tax depreciation 加速 稅項折舊 HK\$'000 千港元	Allowance for receivables and inventories 應收款項及 存貨撥備 HK\$'000 千港元	Undistributed profits of subsidiaries 附屬公司 未分配溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	29,136	(754)	-	28,382
(Credit) charge to profit or loss for the year	於年度損益中 (抵免)支銷	(4,239)	(7,471)	10,000	(1,710)
At 31 December 2009	於二零零九年 十二月三十一日	24,897	(8,225)	10,000	26,672
Reversal of deferred tax liability upon distribution of profits	分派溢利後撥回遞延 稅項負債	-	-	(10,000)	(10,000)
(Credit) charge to profit or loss for the year	於年度損益中 (抵免)支銷	545	(226)	10,000	10,319
At 31 December 2010	於二零一零年 十二月三十一日	25,442	(8,451)	10,000	26,991

At the end of the reporting period, the Group has unused tax losses of HK\$103,720,000 (2009: HK\$55,399,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams. Unrecognised tax losses may be carried forward indefinitely.

The Group has no significant unrecognised temporary differences on undistributed profits of its subsidiaries at the end of the reporting period.

29. 遞延稅項資產／負債

為於綜合財務狀況表中呈列，就財務呈報而言之遞延稅項結餘分析如下：

在本年度及之前年度內確認的主要遞延稅項負債(資產)及其變動如下：

於報告期末，本集團之未動用稅務虧損103,720,000港元(二零零九年：55,399,000港元)可用作抵銷未來溢利。由於未能估計未來溢利來源，因此並無就該等虧損確認遞延稅項資產。未確認之稅務虧損或可無限期結轉。

於報告期末，本集團附屬公司未分配溢利並無重大未確認暫時差額。

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30. Share Capital

30. 股本

		Number of shares 股數		Share capital 股本	
		2010 二零一零年	2009 二零零九年	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Ordinary shares of HK\$0.1 each	每股面值0.1港元之 普通股				
Authorised:	法定：				
At 1 January and 31 December	於一月一日及 十二月三十一日	650,000,000	650,000,000	65,000	65,000
Issued and fully paid:	已發行及繳足：				
At 1 January	於一月一日	472,939,527	472,879,527	47,294	47,288
Issue of new shares pursuant to a subscription agreement (note a)	根據認購協議 發行新股 (附註a)	30,000,000	–	3,000	–
Exercise of share options	行使購股權	330,000	60,000	33	6
At 31 December	於十二月三十一日	503,269,527	472,939,527	50,327	47,294

Note a: Pursuant to a subscription agreement dated 10 March 2010 entered into between the Company and the subscriber, 30,000,000 new ordinary shares of HK\$0.1 each of the Company were issued at a price of HK\$8.1 per new ordinary share. The transactions were completed on 18 March 2010. The new ordinary shares rank pari passu with the existing shares in all aspects.

附註 a：根據本公司與認購人訂立日期為二零一零年三月十日之認購協議，本公司30,000,000股每股面值0.1港元之新普通股乃按每股新普通股8.1港元之價格發行。交易於二零一零年三月十八日完成。新普通股於各方面均與現有股份享有同等地位。

Details of the exercise of share options are set out in note 35.

行使購股權之詳情載於附註35。

31. Capital Risk Management

31. 資本風險管理

The Group manages its capital to ensure that entities in the Group will be able to continue as going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from the prior year.

本集團進行資本管理以確保本集團內的實體能持續經營，同時透過優化債務與權益平衡為股東帶來最大回報。本集團之總體策略與上一年度保持不變。

The capital structure of the Group consists of net debt, which includes the borrowings disclosed in note 28 (which is net of cash and cash equivalents) and equity, comprising issued share capital and reserves.

本集團的資本架構由債務淨額(包括附註28所披露之借貸，經扣除現金及現金等值項目)及股權(包括已發行股本及儲備)組成。

The directors of the Company reviews the capital structure periodically. As a part of this review, the directors consider the cost of capital and the risks associates with each class of capital. The Group will balance its overall capital structure through the payment of dividends and new share issues as well as the issue of new debt or the redemption of existing debt.

本公司董事定期審查其資本架構。作為審閱的一部份，董事考慮資本成本及與各類別資本相關之風險。本集團將會透過支付股息、發行新股份、發行新債或贖回現有債務以平衡其總體資本架構。

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32. Financial Instruments

a. Categories of financial instruments

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Financial assets	金融資產			
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值項目)	2,686,591	1,507,822	1,349,801
Available-for-sale investments	可供出售投資	-	-	5,250
Derivative financial instruments	衍生金融工具	-	-	2,752
		2,686,591	1,507,822	1,357,803
Financial liabilities	金融負債			
Amortised cost	攤銷成本	3,628,771	2,896,333	3,022,617
Derivative financial instruments	衍生金融工具	1,746	7,414	8,731
		3,630,517	2,903,747	3,031,348

b. Financial risk management objectives and policies

The Group's major financial instruments include bank balances and cash, loans receivable, derivative financial instruments, available-for-sale investments, bank and other borrowings, bank overdraft, trade and other receivables and trade and other payables. Details of the financial instruments are disclosed in respective notes.

The management monitors and manages the financial risk relating to the Group through internal risk assessment which analyses exposures by degree and magnitude of risks. The risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

The Group's overall strategy remains unchanged from the prior year.

32. 金融工具

a. 金融工具分類

		31.12.2010 二零一零年 十二月三十一日 HK\$'000 千港元	31.12.2009 二零零九年 十二月三十一日 HK\$'000 千港元	1.1.2009 二零零九年 一月一日 HK\$'000 千港元
Financial assets	金融資產			
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值項目)	2,686,591	1,507,822	1,349,801
Available-for-sale investments	可供出售投資	-	-	5,250
Derivative financial instruments	衍生金融工具	-	-	2,752
		2,686,591	1,507,822	1,357,803
Financial liabilities	金融負債			
Amortised cost	攤銷成本	3,628,771	2,896,333	3,022,617
Derivative financial instruments	衍生金融工具	1,746	7,414	8,731
		3,630,517	2,903,747	3,031,348

b. 金融風險管理目標及政策

本集團之主要金融工具包括銀行結存及現金、應收貸款、衍生金融工具、可供出售投資、銀行及其他借貸、銀行透支、應收賬項及其他應收款項以及應付賬項及其他應付款項。金融工具之詳情於各項附註作出披露。

管理層透過內部風險評估分析風險的嚴重程度及影響範圍，從而監察及管理與本集團相關的金融風險。該等風險包括市場風險(包括貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。降低該等風險的政策載於下文。管理層會管理及監察該等風險，以確保及時有效地實施適當的措施。

本集團的整體策略仍與前一年相同。

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32. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk

(i) Currency risk

The Group undertakes certain transactions denominated in foreign currencies which are different from United States dollars and Renminbi, the functional currency of the respective subsidiaries.

The carrying amounts of foreign currency risk arising from foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

		Liabilities 負債		Assets 資產	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Hong Kong dollar	港元	1,398,786	1,327,023	198,040	142,536
Japanese Yen	日圓	148,652	214,759	4	1
Euro	歐元	160	37	11,470	5,221
RMB	人民幣	-	-	46,829	87,755

The Group continually assesses and monitors the exposure to foreign exchange risk. The management will consider hedging significant foreign currency exposure should the need arise.

32. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險

(i) 貨幣風險

本集團之若干交易以外幣計值，該等外幣為相關附屬公司功能貨幣(美元及人民幣)以外的貨幣。

於報告日，以外幣列值之貨幣資產及貨幣負債產生之外幣風險之賬面值如下：

本集團持續評估及監控外匯風險。管理層將於有需要時考慮對沖重大外匯風險。

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32. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis

The following table indicates the approximate change in the Group's profit after taxation for the year in response to reasonably possible change in the functional currency i.e. United States dollars to the relevant currencies which the Group have significant exposure at the reporting date. Since Hong Kong dollars are pegged to US dollars under the Linked Exchange Rate System, the management does not expect significant foreign currency exposure in relation to the exchange rate fluctuation between Hong Kong dollars and US dollars. The Group mainly exposes to foreign currency risks other than US dollars.

		2010 二零一零年		2009 二零零九年	
		United States dollar strengthens (weakens) 美元升值(貶值)	Increase (decrease) in profit 溢利增加(減少) HK\$'000 千港元	United States dollar strengthens (weakens) 美元升值(貶值)	Increase (decrease) in profit 溢利增加(減少) HK\$'000 千港元
Japanese Yen	日圓	5% (5%)	6,206 (6,206)	5% (5%)	8,966 (8,966)
Euro	歐元	7% (7%)	661 (661)	1% (1%)	(43) 43
RMB	人民幣	4% (4%)	(1,564) 1,564	1% (1%)	(733) 733

32. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析

下表顯示由於功能貨幣(即美元)兌換本集團於報告日面對重大風險之相關貨幣可能出現之合理變動，而導致本集團本年度除稅後溢利所產生之概約變動。由於根據聯繫匯率制度港元與美元掛鈎，管理層並不預期出現有關港元與美元匯率波動之重大外幣風險。本集團主要承受美元以外外幣之風險。

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32. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis (Continued)

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the reporting date and had been applied to each of the group entities' exposure to currency risk for non-derivative financial instruments in existence at that date, and that all other variable remain constant.

The stated changes represent the management's assessment of reasonably possible changes in foreign exchange rate over the period until the next annual balance sheet date. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the group entities' profit or loss measured in the respective functional currencies, translated into Hong Kong Dollar at the exchange rate ruling at the reporting date for presentation purposes. The analysis is performed on the same basis for 2009.

In managements opinion, the sensitivity analysis is unrepresentative of the currency risk as the year end exposure does not reflect the exposure during the year.

(ii) Interest rate risk

(a) Non-derivative financial assets and financial liabilities

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances and variable-rate bank and other borrowings (see notes 25 and 28 for details).

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR and LIBOR arising from the Group's Hong Kong dollar denominated borrowings. The management considers the exposure to interest rate risk in relation to bank balances is insignificant due to the low interest rate.

32. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析(續)

敏感度分析之釐定乃假定外幣匯率變動於報告日已發生，同時已應用於各集團實體就該日期已有非衍生金融工具所承擔之貨幣風險，而所有其他變量維持不變。

所列變動為管理層對截至下一年結算日期間外幣匯率可能出現之合理變動的評估。上表顯示之分析結果為本集團各實體以各自功能貨幣計量之損益所受影響之總額，並且以於報告日適用之匯率換算為港元作呈列用途。該分析乃根據與二零零九年相同之基準進行。

管理層認為，由於年末之風險未能反映整個年度之風險，上述敏感度分析不能代表所承受之貨幣風險。

(ii) 利率風險

(a) 非衍生金融資產及金融負債

本集團須承擔現金流量利率風險，該風險乃來自銀行結存及浮息銀行借貸以及其他借貸(詳情參見附註25及28)之現行市場利率變動。

本集團就其金融負債所承擔利率風險之詳情載於本附註流動資金風險管理一節。本集團之現金流量利率風險來自本集團以港元列值之借貸，主要集中於香港銀行同業拆息及倫敦銀行同業拆息之變動。由於存款利率水平較低，因此管理層認為銀行結存之相關利率風險並不重大。

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32. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

(a) Non-derivative financial assets and financial liabilities (Continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate bank borrowing. The analysis is prepared assuming the amount of liability outstanding at the reporting period was outstanding for the whole year. A 100 basis point (2009: 100 basis point) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's profit before taxation for the year ended 31 December 2010 would decrease/increase by HK\$22,635,000 (2009: decrease/increase by HK\$20,381,000).

- (b) Derivative financial assets and liabilities
In the prior year, the Group entered into two interest rate swap contracts. These derivatives are not accounted for under hedge accounting. The Group is required to estimate the fair value of the interest rate swap contracts at the end of the reporting period, which therefore exposed the Group to interest rate risk. The management considers the exposure to interest rate risk is insignificant as all contracts matured in March 2011.

32. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

(a) 非衍生金融資產及金融負債(續)

敏感度分析

以下敏感度分析乃根據浮息銀行借貸之利率風險而釐定。該分析乃假定於報告期全年之負債款項尚未收回而編製。向主要管理人員內部報告利率風險時乃使用100點子(二零零九年：100點子)之增加或減少，代表管理層對利率可能出現合理變動作出之評估。

倘利率上升／下跌100點子，而所有其他變量維持不變，本集團於截至二零一零年十二月三十一日止年度之除稅前溢利則減少／增加22,635,000港元(二零零九年：減少／增加20,381,000港元)。

- (b) 衍生金融資產及負債
本集團於去年訂立兩份利率掉期合約。該等衍生工具並無以對沖會計法入賬。本集團須於報告期末估計利率掉期合約之公平值，因而導致本集團面臨利率風險。管理層認為因所有合約已於二零一一年三月到期，故所承受之利率風險並不重大。

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32. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk

As at 31 December 2010, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

Other than loans receivable as disclosed in note 22 which are fully impaired, the Group does not have significant concentration of credit risk as trade receivables consist of a large number of customers, spread across diverse industries and geographical areas.

In order to minimise credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual receivable at each balance sheet date to ensure that adequate impairment losses are recognised for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with good reputation.

With respect of credit risk arising from the loans receivable, the Group reviews the recoverable amount of each loan receivable at the end of each reporting period and allowance for loans receivable are made.

The management of the Company considers that the Group's exposure to credit risk arising from default of the loan receivable is limited as the amount has been fully provided for. The Group manages its credit risk by closely monitoring and follow up action has been taken to recover the overdue loans receivable.

32. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險

於二零一零年十二月三十一日，本集團因對手方未能履行其責任而導致本集團出現財務虧損之信貸風險上限，為相關已確認金融資產於綜合財務狀況表所列之賬面值。

除附註22所披露之已全數減值之應收貸款外，由於本集團應收賬項涉及眾多行業及不同地區之大量客戶，因此本集團並無過分集中之信貸風險。

為將信貸風險減至最低，本集團管理層已委派專職團隊釐定信貸上限、信貸批核及其他監察程序，以確保採取跟進行動收回逾期債項。此外，本集團會於各結算日審閱各筆應收款項之可收回金額，確保就無法收回金額確認足夠減值虧損。就此而言，本公司董事認為本集團之信貸風險已大為降低。

流動資金之信貸風險有限，主要由於對手方均為信譽卓著之銀行。

就應收貸款產生之信貸風險而言，本集團於各報告期末審閱各應收貸款之可收回金額及就應收貸款作出之撥備。

本公司管理層認為由於已全數撥備款項，本集團所承擔之該等應收款項違約產生之信貸風險有限，而部分應收款項已於年內清償。本集團透過密切監察管理其信貸風險，並採取跟進行動以收回逾期應收貸款。

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For the year ended 31 December 2010
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32. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of liquidity risk, the Group monitors its current and expected liquidity requirements regularly and ensuring sufficient liquid cash and adequate committed lines of funding from reputable financial institutions to meet the Group's liquidity requirements in the short and long term.

In the management of liquidity risk, the Group also monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specially, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flow. To the extent that interest flows are floating rates, the undiscounted amount is derived from interest rate at the end of the reporting period.

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted contractual net cash outflows on derivative instruments that settle on a net basis.

32. 金融工具(續)

b. 金融風險管理目標及政策(續)

流動資金風險

於管理流動資金風險時，本集團定期監察其現時及預期流動資金需求，並確保擁有充足之流動資金及獲得信譽卓著之金融機構之足夠信貸額度，以滿足本集團的短期及長期流動資金需求。

於管理流動資金風險時，本集團會監督及維持現金及現金等值項目於管理層認為充足之水平，以為本集團之營運提供資金及減低現金流量波動之影響。

下表詳細呈列本集團金融負債基於所協定的償還條款之剩餘合約年期。該表根據本集團可被要求還款之最早日期金融負債之未折現現金流量而編製。尤其是，無論銀行是否可能選擇行使其權利，具備可隨時要求償還條款之銀行貸款均包括於最早時間界限內。其他非衍生金融負債之到期日乃根據協定之還款日期計算。該表包括利息及本金現金流量。倘利息流量是以浮動利率計算，則未折現金額乃根據報告期末之利率計算。

此外，下表詳列本集團就其衍生金融工具所作的流動資金分析。下表乃根據需要以淨額結算的衍生工具之合約未折現現金流出淨額而編製。

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32. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

When the amount payable is not fixed since the balances are denominated in currencies other than functional currencies of the relevant group entity, the amount disclosed has been determined by reference to the foreign currency exchange rate at the end of the reporting period.

		Weighted average effective interest rate	0 to 3 months	4-6 months	7-12 months	1-2 year	2-3 years	3-5 years	Total undiscounted cash flows	Carrying amount at 31st December
2010	二零一零年									
Non-derivative instruments	非衍生工具									
Trade and other payables	應付賬項及其他應付款項	-	1,365,299	-	-	-	-	-	1,365,299	1,365,299
Variable interest rate bank and other borrowings	浮息銀行借貸及其他借貸	2.01	1,364,133	110,399	219,501	270,945	217,676	126,281	2,308,935	2,263,472
			2,729,432	110,399	219,501	270,945	217,676	126,281	3,674,234	3,628,771
Derivative instruments – net settlement	衍生工具 – 按淨值結算									
Interest rate swap	利率掉期									
– net cash outflows	– 現金流出淨額		1,747	-	-	-	-	-	1,747	1,746
2009	二零零九年									
Non-derivative instruments	非衍生工具									
Trade and other payables	應付賬項及其他應付款項	-	858,263	-	-	-	-	-	858,263	858,263
Variable interest rate bank and other borrowings	浮息銀行借貸及其他借貸	1.96	1,936,450	52,019	45,520	8,323	6,711	-	2,049,023	2,038,070
			2,794,713	52,019	45,520	8,323	6,711	-	2,907,286	2,896,333
Derivative instruments – net settlement	衍生工具 – 按淨值結算									
Interest rate swap	利率掉期									
– net cash outflows	– 現金流出淨額		1,801	1,801	3,601	7,203	1,801	-	16,207	7,414

32. 金融工具(續)

b. 金融風險管理目標及政策(續)

流動資金風險(續)

倘有關結存以相關集團實體之功能貨幣以外的貨幣計值，而導致應付金額並非固定，則披露之金額乃參照於報告期末之外幣匯率釐定。

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32. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

The table that follows summarises the maturity analysis of term loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on demand” time band in the maturity analysis contained above. Taking into account the Group’s financial position, the directors do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The directors believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

		0 to 3 months	4 - 6 months	7 - 12 months	1-2 year	2-3 years	3-5 years	Total undiscounted cash flows 未折現現金 流量總額
		零至三個月 HK\$'000 千港元	四至六個月 HK\$'000 千港元	七至十二個月 HK\$'000 千港元	一至兩年 HK\$'000 千港元	兩至三年 HK\$'000 千港元	三至五年 HK\$'000 千港元	HK\$'000 千港元
31 December 2010	二零一零年十二月三十一日	-	-	-	95,625	-	-	95,625
31 December 2009	二零零九年十二月三十一日	-	-	-	41,046	20,363	-	61,409

c. Fair value

The fair value of financial assets and financial liabilities (excluding derivative financial instrument) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices.

The fair value of derivative financial instruments is estimated using discounted cash flow analysis with reference to market rate of foreign currency and/or interest rate at the reporting date for remaining duration of the outstanding contracts.

The directors consider that the carrying amount of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximates their fair values.

32. 金融工具(續)

b. 金融風險管理目標及政策(續)

流動資金風險(續)

倘浮息與於報告期末釐定之該等利率估計不同，則以上所載非衍生金融負債之浮息工具金額須作出調整。

下表概述須根據載於貸款協議之議定預定還款日期，於催繳時償還條款之定期貸款之到期日分析。該等金額包括以合約利率計息之利息付款。因此，該等金額較於上文到期日分析中「於催繳時」時限披露之金額為多。經計及本集團之財務狀況，董事並不認為銀行可能行使其酌情權要求本集團即時償還欠款。董事相信該等定期貸款將按載於貸款協議之議定預定還款日期償還。

c. 公平值

金融資產及金融負債(不包括衍生金融工具)之公平值乃根據普遍接受之定價模式基於折現現金流量利用價格分析釐定。

衍生金融工具之公平值乃參考未完成合約之剩餘期限按報告日之市場匯率及/或利率，採用折現現金流量分析估計。

董事認為按攤銷成本列入綜合財務報表之金融資產及金融負債之賬面值與其公平值相若。

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32. Financial Instruments (Continued)

c. Fair value (Continued)

Fair value measurements recognised in the consolidated statement of financial position

At 31 December 2010 and 2009, the only financial instrument of the Group that was measured subsequent to initial recognition at fair value is interest rate swaps, of which the fair value are derived from input other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from price), i.e. level 2 of the fair value hierarchy.

33. Operating Lease Commitments

The Group as lessee

At the reporting date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Within one year	一年內	2,792	3,441
In the second to third years inclusive	第二年至第三年(包括首尾兩年)	822	2,087
		3,614	5,528

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases are negotiated for terms of two to three years with fixed rentals.

The Group as lessor

Property rental income earned during the year was HK\$7,417,000 (2009: HK\$5,767,000), which was derived from letting of staff quarters included in the Group's property, plant and equipment.

At the reporting date, the Group had contracted with tenants for the following future minimum lease payments:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Within one year	一年內	724	716
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	1,448	2,148
		2,172	2,864

32. 金融工具(續)

c. 公平值(續)

於綜合財務狀況表內確認公平值計量

於二零一零年及二零零九年十二月三十一日，本集團初步以公平值確認後計量之唯一金融工具為利率掉期，其中公平值乃除報價外，自資產或負債可直接(即價格)或間接(自價格衍生)(即第2級公平值等級)觀察輸入數據得出。

33. 經營租約承擔

本集團作為承租人

於報告日，本集團根據不可撤銷經營租約於下列期限到期之未來最低租約付款承擔如下：

經營租約付款指本集團就其若干辦公室物業而應付之租金。協定期期為兩至三年，並為固定租金。

本集團作為租賃人

本年度賺取之物業租金收入為7,417,000港元(二零零九年：5,767,000港元)，該等租金收入來自出租計入本集團物業、廠房及設備之員工宿舍。

於報告日，本集團已就下列未來最低租約付款與租戶訂立合約：

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34. Capital Commitments

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of acquisition of plant and equipment	就購置廠房及設備已訂約但未在綜合財務報表中撥備之資本支出	47,486	40,838
Capital expenditure authorised but not contracted for in respect of acquisition of plant and equipment and available-for-sales investment	就購置廠房及設備以及可供出售投資已獲授權但未訂約之資本支出	155,337	360,000

35. Share Option Schemes

Pursuant to resolutions passed at an extraordinary general meeting of the Company on 22 December 2003, the Company has terminated a share option scheme which was adopted on 22 May 2001 (the "Old Scheme") and adopted a new share option scheme (the "New Scheme").

(i) Old Scheme

The purpose of the Old Scheme is to motivate employees of the Group and to allow them to participate in the growth of the Company. The maximum number of shares in respect of which options may be granted under the Old Scheme is not permitted to exceed 10% of the share capital of the Company in issue from time to time. The maximum number of shares in respect of which options may be granted to any individual is not permitted to exceed 25% of the aggregate number of shares for the time being issued and issuable under the Old Scheme. Any participants who accepts an offer of the grant of an option in accordance with the terms of the Old Scheme shall pay to the Company HK\$1.00 by way of consideration for the grant thereof within a period of 30 days from the date on which an option is offered to the participant.

At 31 December 2010, the number of shares in respect of which options had been granted previously and which remain outstanding under the Old Scheme was 15,000 (2009: 345,000), representing less than 0.1% (2009: 0.1%) of total issued share capital of the Company. The options are exercisable at any time until 21 May 2011.

34. 資本承擔

35. 購股權計劃

根據本公司於二零零三年十二月二十二日舉行之股東特別大會通過之決議案，本公司已終止於二零零一年五月二十二日採納之購股權計劃（「舊計劃」），並採納一項新購股權計劃（「新計劃」）。

(i) 舊計劃

舊計劃旨在鼓勵本集團之僱員，並讓彼等參與本公司之增長。根據舊計劃可予授出之購股權所涉及之股份數目，最高不得超過本公司不時已發行股本的10%。可授予任何個別人士之購股權所涉及之股份數目，最高不得超過當時根據舊計劃已發行及可發行之股份總數的25%。任何根據舊計劃條款接納所獲授購股權之參與者須於購股權授予參與者當日起計30日期間內以代價形式向本公司支付1.00港元。

於二零一零年十二月三十一日，舊計劃項下於過往已授出但尚未行使購股權所涉及之股份數目為15,000股（二零零九年：345,000股），佔本公司已發行股本總數少於0.1%（二零零九年：0.1%）。購股權可於二零一一年五月二十一日前之任何時間內行使。

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35. Share Option Schemes (Continued)

(i) Old Scheme (Continued)

The following tables disclose details of the Company's share options held by the employees (including directors) and movements in such holdings during the current and prior year:

Date of grant 授出日期	Exercisable period 行使期間	Exercised price 行使價 HK\$ 港元	Outstanding at 1.1.2009 於二零零九年一月一日 尚未行使	Number of options 購股權數目		Exercise during the year 年內行使	Outstanding at 31.12.2009 於二零零九年十二月三十一日 尚未行使	Exercise during the year 年內行使	Outstanding at 31.12.2010 於二零一零年十二月三十一日 尚未行使
				Exercise during the year 年內行使	Outstanding at 31.12.2009 於二零零九年十二月三十一日 尚未行使				
Directors:									
董事：									
16 July 2001 二零零一年七月十六日	17.7.2001 to 21.5.2011 二零零一年七月十七日至 二零一一年五月二十一日	2.196	400,000	(60,000)	340,000	(325,000)			15,000
Employees:									
僱員：									
16 July 2001 二零零一年七月十六日	17.7.2001 to 21.5.2011 二零零一年七月十七日至 二零一一年五月二十一日	2.196	5,000	-	5,000	(5,000)			-
			405,000	(60,000)	345,000	(330,000)			15,000

The weighted average closing price of the Company's share at the dates of exercise is HK\$9.73 (2009: HK\$8.20).

本公司股份於行使日之加權平均收市價為9.73港元(二零零九年：8.20港元)。

(ii) New Scheme

The Company's New Scheme was adopted for the primary purpose of providing incentives to eligible persons or rewarding for their contribution or potential contribution to the Group and will expire on 21 December 2013. Under the New Scheme, the Board of Directors of the Company may grant options to eligible persons, including (i) any director or proposed director, full-time employee or proposed employee of any member of the Group or controlling shareholder or any company controlled by a controlling shareholder; (ii) any holder of any securities issued by any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder; and (iii) any business or joint venture partner, contractor, agent or representative of any supplier of goods or services to or any customer or distributor of goods or services of any member of the Group or any controlling shareholder or a company controlled by a controlling shareholder.

35. 購股權計劃(續)

(i) 舊計劃(續)

下表披露僱員(包括董事)所持本公司購股權之詳情及於本年度及上年度內該等購股權之變動情況：

Date of grant 授出日期	Exercisable period 行使期間	Exercised price 行使價 HK\$ 港元	Outstanding at 1.1.2009 於二零零九年一月一日 尚未行使	Number of options 購股權數目		Exercise during the year 年內行使	Outstanding at 31.12.2009 於二零零九年十二月三十一日 尚未行使	Exercise during the year 年內行使	Outstanding at 31.12.2010 於二零一零年十二月三十一日 尚未行使
				Exercise during the year 年內行使	Outstanding at 31.12.2009 於二零零九年十二月三十一日 尚未行使				
Directors:									
董事：									
16 July 2001 二零零一年七月十六日	17.7.2001 to 21.5.2011 二零零一年七月十七日至 二零一一年五月二十一日	2.196	400,000	(60,000)	340,000	(325,000)			15,000
Employees:									
僱員：									
16 July 2001 二零零一年七月十六日	17.7.2001 to 21.5.2011 二零零一年七月十七日至 二零一一年五月二十一日	2.196	5,000	-	5,000	(5,000)			-
			405,000	(60,000)	345,000	(330,000)			15,000

本公司股份於行使日之加權平均收市價為9.73港元(二零零九年：8.20港元)。

(ii) 新計劃

本公司之新計劃主要為鼓勵合資格人士或獎勵彼等對本集團之貢獻或潛在貢獻而採納，並將於二零一三年十二月三十一日屆滿。根據新計劃，本公司董事會可授出購股權予合資格人士，包括(i)本集團任何成員公司、控股股東或控股股東控制之任何公司之任何董事或建議董事、全職僱員或建議僱員；(ii)本集團任何成員公司、任何控股股東或控股股東控制之任何公司發行之任何證券之任何持有人；及(iii)本集團任何成員公司、任何控股股東或控股股東控制之任何公司之任何業務或合營夥伴、承包商、代理商、任何貨品或服務供應商代表、任何客戶、貨品或服務分銷商。

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For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

35. Share Option Schemes (Continued)

(ii) New Scheme (Continued)

The total number of shares in respect of which options may be granted under the New Scheme and the Old Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital and with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Options granted must be accepted within 21 days from the date of option offer, upon payment of HK\$1.00 per option. Options may be exercised at any time from the date of grant of the share option to the 10th anniversary of the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the highest of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

At 31 December 2010, the number of shares in respect of which options had been granted previously which remain outstanding under the New Scheme was 56,475,000 (2009: 56,475,000), representing approximately 11.2% (2009: 11.9%) of total issued share capital of the Company. The options are exercisable at any time until 21 December 2013.

35. 購股權計劃(續)

(ii) 新計劃(續)

於未獲本公司股東事先批准之情況下，根據新計劃及舊計劃可予授出之購股權所涉及之股份總數，不得超過本公司任何時間之已發行股份10%。於未獲本公司股東事先批准之情況下，於任何一年內向任何個別人士可予授出之購股權所涉及之股份數目，不得超過本公司任何時間已發行股份之1%。向主要股東或獨立非執行董事授出超過本公司股本0.1%及價值超過5,000,000港元之購股權必須事先經本公司股東批准。

授出之購股權必須於購股權發售要約起計21日內以支付每份購股權1.00港元之方式接納。購股權可於授出購股權日期起計至授出日期十週年期間內隨時行使。行使價由本公司董事釐定，且將不少於以下最高者：(i)本公司股份於授出日期之收市價，(ii)股份於緊接授出日期前五個營業日之平均收市價；及(iii)本公司股份之面值。

於二零一零年十二月三十一日，根據新計劃於過往已授出及尚未行使購股權所涉及之股份數目為56,475,000股(二零零九年：56,475,000股)，佔本公司已發行股本總數之約11.2%(二零零九年：11.9%)。購股權可於二零一三年十二月二十一日前之任何時間內行使。

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35. Share Option Schemes (Continued)

(ii) New Scheme (Continued)

The following table discloses details of the Company's share options held by the employees (including directors):

Date of grant	Exercisable period	Exercise price	Number of options 購股權數目		
			Outstanding at 1.1.2009 and 31.12.2009 於二零零九年一月一日及二零零九年十二月三十一日 尚未行使	Exercised and cancelled during the year 年內行使及註銷	Outstanding at 31.12.2010 於二零一零年十二月三十一日 尚未行使
Directors:					
董事：					
26 February 2004 二零零四年二月二十六日	27.2.2004 to 21.12.2013 二零零四年二月二十七日至 二零一三年十二月三十一日	11.6	17,350,000	-	17,350,000
15 June 2006 二零零六年六月十五日	16.6.2006 to 21.12.2013 二零零六年六月十六日至 二零一三年十二月三十一日	9.58	9,000,000	-	9,000,000
			26,350,000	-	26,350,000
Employees:					
僱員：					
26 February 2004 二零零四年二月二十六日	27.2.2004 to 21.12.2013 二零零四年二月二十七日至 二零一三年十二月三十一日	11.6	25,625,000	-	25,625,000
15 June 2006 二零零六年六月十五日	16.6.2006 to 21.12.2013 二零零六年六月十六日至 二零一三年十二月三十一日	9.58	4,500,000	-	4,500,000
			30,125,000	-	30,125,000
			56,475,000	-	56,475,000

35. 購股權計劃(續)

(ii) 新計劃(續)

下表披露僱員(包括董事)所持本公司購股權之詳情：

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

36. Retirement Benefits Schemes

All of the Group's Hong Kong employees of the Group are required to join the Mandatory Provident Fund Scheme. The Group is required to contribute 5%, while the employees are required to contribute 5% of their salaries to the scheme to the maximum of HK\$1,000 per month for each employee.

According to the relevant laws and regulations in the PRC, the PRC subsidiaries are required to contribute a certain percentage of the salaries of their employees to the state-managed retirement benefit scheme. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme.

37. Government Grants

At the end of the reporting period, the Group has government grants of HK\$11,441,000 (2009: HK\$12,600,000) included in trade and other payables, to subsidise the acquisition of property, plant and machinery for scientific research development. The amount has been treated as deferred income and will be transferred to profit or loss over the useful lives of the relevant assets. This policy resulted in a credit to profit or loss in the current year of HK\$4,047,000 (2009: HK\$1,693,000).

38. Related Party Transactions

The remuneration of directors and other members of key management during the year were as follows:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Short-term benefits	短期福利	31,062	18,819
Post-employment benefits	離職後福利	132	132
		31,194	18,951

The remuneration of directors and key executives are determined by the remuneration committee having regard to the performance of individuals and market trends.

36. 退休福利計劃

本集團之全體香港僱員均須參加強制性公積金計劃。本集團須作出5%供款，而僱員亦須向該計劃作出其薪酬5%之供款，每名僱員之每月供款最多為1,000港元。

根據中國有關法律及規例，中國附屬公司須向國家管理的退休福利計劃作出相當於其僱員薪酬若干百分比之供款。本集團就退休福利計劃所負之責任僅為向該計劃作出所須供款。

37. 政府津貼

於報告期末，本集團用作資助收購物業、廠房及機器以開展科研發展之政府津貼11,441,000港元(二零零九年：12,600,000港元)列入應付賬項及其他應付款項。該數額已被視為遞延收入並按相關資產之使用年期轉撥至損益。此政策導致本年度計入損益之金額為4,047,000港元(二零零九年：1,693,000港元)。

38. 關連人士交易

本年度董事及其他主要管理層成員之薪酬如下：

董事及主要行政人員之薪酬乃由薪酬委員會參考個人之表現及市場趨勢後釐定。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

39. Contingent liabilities

Apart from those potential tax liabilities disclosed in note 11, the Group has no contingent liabilities at the end of the reporting period.

40. Event After the Reporting Period

Subsequent to the end of the reporting period, the Group entered into an agreement for the acquisition of approximately a 2% equity interest in a company incorporated in the Republic of China (Taiwan) with the registered shares listed on the Taiwan Stock Exchange, for consideration of HK\$153 million.

41. Particulars of Principal Subsidiaries of the Company

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operation 註冊成立或登記/ 營業地點	Nominal value of issued and fully paid ordinary share capital/ registered capital 已發行及繳足普通股股本/ 註冊資本面值
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39. 或然負債

除於附註11披露之潛在稅務負債外，本集團於報告期末並無或然負債。

40. 報告期後事項

於報告期末後，本集團訂立一份協議，以收購一間於中華民國(台灣)註冊成立，而註冊股份於台灣證券交易所上市之公司約2%之股權，代價為153,000,000港元。

41. 本公司主要附屬公司資料

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operation 註冊成立或登記/ 營業地點	Nominal value of issued and fully paid ordinary share capital/ registered capital 已發行及繳足普通股股本/ 註冊資本面值	Proportion ownership interest held by the Company 本公司持有之所有權益比例		Principal activities 主要業務
			2010 二零一零年	2009 二零零九年	
Truly Electronics Manufacturing Limited 信利電子有限公司	Hong Kong 香港	HK\$1,000,010 1,000,010港元	100%	100%	Trading of electronic calculators and electronic components 電子計算機及電子元件貿易
Truly Electrical Products Company Limited 信利電器有限公司	Hong Kong 香港	HK\$200 200港元	100%	100%	Inactive 無
Truly Industrial Limited 信利工業有限公司	Hong Kong 香港	HK\$872,894 872,894港元	100%	100%	Inactive 無
Truly Instrument Limited 信利儀器有限公司	Hong Kong 香港	HK\$100 100港元	100%	100%	Trading of electric tooth brush 電動牙刷貿易
Truly Semiconductors (Korea) Ltd (formerly known as Truly Instrument Korea Company Limited) Truly Semiconductors (Korea) Ltd (前稱 Truly Instrument Korea Company Limited)	South Korea 南韓	Korean won 250,000,000 250,000,000韓圓	-	94%	Liquidated in April 2010 於二零一零年清盤
Truly Semiconductors Limited 信利半導體有限公司	Hong Kong 香港	HK\$1,000 1,000港元	100%	100%	Trading of LCD products 液晶顯示器產品貿易

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For the year ended 31 December 2010
截至二零一零年十二月三十一日止年度

41. Particulars of Principal Subsidiaries of the Company (Continued) 41. 本公司主要附屬公司資料(續)

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operation 註冊成立或登記/ 營業地點	Nominal value of issued and fully paid ordinary share capital/ registered capital 已發行及繳足普通股股本/ 註冊資本面值	Proportion ownership interest held by the Company		Principal activities 主要業務
			本公司持有之所有權益比例		
			2010 二零一零年	2009 二零零九年	
Truly Opto-electronics Limited	Hong Kong 香港	HK\$1,000 1,000港元	100%	100%	Trading of compact camera models 微型相機模組貿易
Truly (USA) Inc.	United States of America 美國	US\$20,000 20,000美元	100%	100%	Marketing of electronic calculators 電子計算機銷售
信利電子有限公司*	PRC 中國	US\$38,964,115 38,964,115美元	100%	100%	Manufacture of electronic calculators and electronic components 製造電子計算機及電子元件
信利半導體有限公司*	PRC 中國	US\$498,300,000 498,300,000美元	100%	100%	Manufacture of LCD products 製造液晶顯示器產品
信利儀器(汕尾)有限公司*	PRC 中國	US\$1,000,000 1,000,000美元	100%	100%	Manufacture of electric toothbrush 製造電動牙刷
信利光電(汕尾)有限公司	PRC 中國	US\$26,000,000 26,000,000美元	100%	100%	Manufacture of compact camera module 製造微型相機模組
信利工業(汕尾)有限公司	PRC 中國	HK\$3,000,000 3,000,000港元	100%	100%	Manufacture of electronic component 製造電子元件
信利顯示(汕尾)有限公司	PRC 中國	US\$35,750,000 35,750,000美元	100%	100%	Inactive 無

* wholly foreign owned enterprise

Except for Truly Electronics Manufacturing Limited and Truly (USA) Inc., all subsidiaries are indirectly held by the Company.

None of the subsidiaries had any debt securities outstanding at 31 December 2010 or at any time during the year.

* 外商獨資企業

除信利電子有限公司及Truly (USA) Inc.外，所有附屬公司均由本公司間接持有。

於二零一零年十二月三十一日或年內任何時間，各附屬公司概無任何未償還之債務證券。

Financial Summary

財務資料概要

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				2010
		2006	2007	2008	2009	二零一零年
		二零零六年	二零零七年	二零零八年	二零零九年	二零一零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	4,523,826	6,493,394	5,669,274	5,804,184	7,735,711
Cost of sales	銷售成本	(3,623,940)	(5,387,613)	(4,973,300)	(4,976,090)	(6,825,125)
Gross profit	毛利	899,886	1,105,781	695,974	828,094	910,586
Other income	其他收入	79,125	85,669	86,476	25,587	37,937
Other gains and losses	其他損益	–	–	(45,053)	(101,840)	(36,768)
Administrative expenses	行政費用	(178,062)	(168,753)	(190,902)	(186,450)	(231,653)
Distribution and selling expenses	分銷及銷售成本	(113,666)	(139,108)	(140,422)	(110,302)	(147,524)
Share of results of an associate	應佔一家聯營公司之業績	(334)	(445)	–	–	–
Finance costs	財務費用	(35,766)	(57,821)	(67,015)	(46,643)	(43,414)
Profit before tax	除稅前溢利	651,183	825,323	339,058	408,446	489,164
Income tax expense	所得稅開支	(119,137)	(123,294)	(77,923)	(101,113)	(174,208)
Profit for the year	本年度溢利	532,046	702,029	261,135	307,333	314,956
Attributable to:	以下人士應佔：					
Equity holders of the Company	本公司權益持有人	532,046	702,029	261,121	307,333	314,956
Non-controlling interest	非控股權益	–	–	14	–	–
		532,046	702,029	261,135	307,333	314,956

ASSETS AND LIABILITIES

資產及負債

		At 31 December 於十二月三十一日				2010
		2006	2007	2008	2009	二零一零年
		二零零六年	二零零七年	二零零八年	二零零九年	二零一零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	4,094,541	5,902,044	6,560,209	6,659,801	7,915,016
Total liabilities	總負債	(1,728,539)	(2,869,713)	(3,314,104)	(3,175,747)	(3,964,611)
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	2,366,002	3,032,331	3,246,105	3,484,054	3,950,405
Non-controlling interest	非控股權益	–	–	(62)	(62)	–
		2,366,002	3,032,331	3,246,043	3,483,992	3,950,405

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