

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

1. General

The Company is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the section headed “Corporate Information” in this report.

The consolidated financial statements are presented in Hong Kong dollars which is the same as the functional currency of the Company.

The Company is an investment holding company and engaged in property investment and securities trading. The Company and its subsidiaries are principally engaged in property investment, other investments and distressed assets business. Details of the principal activities of the Company’s subsidiaries, the Group’s associates and jointly controlled entity are set out in note 56.

2. Application of Hong Kong Financial Reporting Standards

In the current year, the Group has applied, for the first time, a new standard, and a number of new amendments and interpretations (“new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) which are either effective for accounting periods beginning on or after 1 December 2005 or 1 January 2006. The adoption of the new HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

1. 一般事項

本公司乃在香港註冊成立之公眾有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處及主要營業地點之地址於本報告之「公司資料」部份內披露。

本綜合財務報表乃以港元呈列，而本公司之功能貨幣亦為港元。

本公司為投資控股公司，從事物業投資及證券買賣。本公司及其附屬公司主要從事物業投資、其他投資及不良資產業務。本公司各附屬公司，本集團各聯營公司及一間共同控制公司之主要業務詳情載於附註56。

2. 採納香港財務報告準則

於本年度，本集團首次採納由香港會計師公會（「會計師公會」）頒佈，而於二零零五年十二月一日或二零零六年一月一日或以後開始的會計期間生效的一項新準則及若干新修訂以及詮釋（「新香港財務報告準則」）。採納新香港財務報告準則，並無對本集團於現行或過往會計期間的業績編制及呈報方式產生重大影響。因此，毋須對過往期間作出任何調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

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

The Group has not early applied the following new standards, amendments and interpretations that have been issued but are not yet effective. The Directors anticipate that the application of these new standards, amendments and interpretations will have no material impact on the results and financial position of the Group.

HKAS 1 (Amendment)	Capital disclosures ¹	香港會計準則第1號 (修訂本)	資本披露 ¹
HKFRS 7	Financial instruments: disclosures ¹	香港財務報告 準則第7號	金融工具：披露 ¹
HKFRS 8	Operating segments ²	香港財務報告 準則第8號	營運分類 ²
HK(IFRIC)-INT 7	Applying the restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies ³	香港(國際財務 報告詮釋委 員會) — 詮釋第7號	應用會計準則 第29號惡性 通貨膨脹經濟體系 財務報告之 重列方式 ³
HK(IFRIC)-INT 8	Scope of HKFRS 2 ⁴	香港(國際財務 報告詮釋委員會) — 詮釋第8號	香港財務報告準則 第2號之範疇 ⁴
HK(IFRIC)-INT 9	Reassessment of embedded derivatives ⁵	香港(國際財務報告 詮釋委員會) — 詮釋第9號	重估附帶衍生工具 ⁵
HK(IFRIC)-INT 10	Interim financial reporting and impairment ⁶	香港(國際財務報告 詮釋委員會) — 詮釋第10號	中期財務報告及減值 ⁶
HK(IFRIC)-INT 11	HKFRS 2 — Group and treasury share transactions ⁷	香港(國際財務報告 詮釋委員會) — 詮釋第11號	香港財務報告準則 第2號：集團及財務 股份交易 ⁷
HK(IFRIC)-INT 12	Service concession arrangements ⁸	香港(國際財務報告 詮釋委員會) — 詮釋第12號	服務經營權安排 ⁸

2. 採納香港財務報告準則(續)

本集團並無提早採納下列已經頒佈但尚未生效的新的準則、修訂本及詮釋。董事會預料，採納該等新香港財務報告準則、修訂本及詮釋將不會對本集團業績及財務狀況構成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

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

- 1 Effective for annual period beginning on or after 1 January 2007.
- 2 Effective for annual period beginning on or after 1 January 2009.
- 3 Effective for annual period beginning on or after 1 March 2006.
- 4 Effective for annual period beginning on or after 1 May 2006.
- 5 Effective for annual period beginning on or after 1 June 2006.
- 6 Effective for annual period beginning on or after 1 November 2006.
- 7 Effective for annual period beginning on or after 1 March 2007.
- 8 Effective for annual period beginning on or after 1 January 2008.

3. 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 the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis, except for properties and certain financial instruments, which are measured at revalued amounts or fair values. The principal accounting policies adopted are as follows:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including special purpose 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.

2. 採納香港財務報告準則 (續)

- 1 從二零零七年一月一日或之後開始的會計期間生效
- 2 從二零零九年一月一日或之後開始的會計期間生效
- 3 從二零零六年三月一日或之後開始的會計期間生效
- 4 從二零零六年五月一日或之後開始的會計期間生效
- 5 從二零零六年六月一日或之後開始的會計期間生效
- 6 從二零零六年十一月一日或之後開始的會計期間生效
- 7 從二零零七年三月一日或之後開始的會計期間生效
- 8 從二零零八年一月一日或之後開始的會計期間生效

3. 主要會計政策

綜合財務報表是根據會計師公會頒佈的香港財務報告準則而編制。此外，本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。

本綜合財務報表乃按照歷史成本基準編制，惟物業及若干金融工具則以重估值或公平值計量。所採納之主要會計政策如下：

綜合基準

本綜合財務報表載入本公司及本公司控制的各公司（（其附屬公司）包括特殊目的公司）的財務報表。當本公司有權掌控一間公司的財務及營運政策，並從其業務獲取利益則確認控制權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Basis of consolidation (Continued)

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

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

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

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

Acquisition of additional interests in subsidiaries is recorded at the book value of the net assets attributable to the interests. The excess of the carrying amounts of net assets attributable to the interests over the cost of acquisition is recognised as discount on acquisition.

3. 主要會計政策 (續)

綜合基準 (續)

年內所收購或出售之附屬公司之業績，已分別按實際收購日期起或直至實際出售日期止(按適用者)載入綜合收入報表內。

附屬公司之財務報表於有需要時作出調整，以使其會計政策與本集團其他成員公司所採納者一致。

所有本集團之內部交易、結餘、收入及支出於進行綜合賬目時消除。

綜合附屬公司之資產淨值中之少數股東權益乃與本集團之股本分開呈列。資產淨值中之少數股東權益包括該等權益於原有業務合併日期之金額及少數股東自合併日期以來所佔股本之變動。如少數股東所佔虧損超出少數股東於附屬公司股本中之權益，其虧損對沖集團之權益。惟倘少數股東受到具約束力之責任及能夠作出額外投資而足以彌補虧損者則除外。

收購附屬公司額外權益乃按權益應佔資產淨值之賬面值入賬。權益應佔資產淨值賬面值超逾收購成本之金額於收購時確認為折讓。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Goodwill

Goodwill arising on acquisitions prior to 1 January 2005

Goodwill arising on an acquisition of a subsidiary for which the agreement date is before 1 January 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary at the date of acquisition.

For previously capitalised goodwill arising on acquisition after 1 January 2001, the Group has discontinued amortisation from 1 January 2005 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill relates may be impaired (see the accounting policy below).

3. 主要會計政策 (續)

商譽

二零零五年一月一日前因收購所產生之商譽

因收購附屬公司(其協議日期為二零零五年一月一日前)所產生之商譽乃指收購成本高於本集團應佔有關附屬公司於收購當日之可識別資產及負債之公平值之差額。

就於二零零一年一月一日後因收購所產生早前已資本化之商譽而言，本集團已自二零零五年一月一日開始終止攤銷，而該商譽將每年及每當有跡象顯示該商譽有關之現金產生單位可能出現減值時進行減值檢測(見下文之會計政策)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Goodwill (Continued)

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, 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 the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

Investments in subsidiaries

Investments in subsidiaries are stated in the Company's balance sheet at cost less any identified impairment loss. Income from investments in subsidiaries is accounted for by the Company when the Company's right to receive the dividend payment has been established.

3. 主要會計政策 (續)

商譽 (續)

就減值檢測而言，因收購所產生之商譽分配至各有關現金產生單位，或現金產生單位之組別，預期彼等將從收購之協同效應中受惠。已獲分配商譽之現金產生單位每年及每當有跡象顯示單位可能出現減值時進行減值檢測。就於某一財政年度因收購所產生之商譽而言，已獲分配商譽之現金產生單位於該財政年度完結前進行減值檢測。當現金產生單位之可收回金額低於該單位之賬面值，則會分配減值虧損，以削減首先分配至該單位，及其後以單位各資產之賬面值為基準按比例分配至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收入報表內確認。商譽之減值虧損於繼後期間不予撥回。

於其後出售附屬公司時，其所佔之資本化商譽金額會用以計算出售損益之金額。

附屬公司投資

附屬公司投資乃以成本減任何已識別減值虧損後列載入本公司之資產負債表。本公司從附屬公司投資所得的收入是於本公司有權收取派付的股息確定後入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Investments in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in joint venture.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of net assets of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

3. 主要會計政策 (續)

聯營公司投資

聯營公司指投資者對其有重大影響力但非附屬公司或於合營企業持有權益之公司。

聯營公司之業績及資產與負債乃採用權益會計法載入此綜合財務報表。根據權益會計法，聯營公司投資乃以成本就本集團於收購後應佔聯營公司資產淨值變動作出調整，並扣減任何已識別減值虧損，於綜合資產負債表中列賬。倘本集團應佔聯營公司虧損相當於或高於其於該聯營公司之權益（包括實際構成本集團於聯營公司投資淨額部份之長期權益），本集團將不再確認其額外應佔虧損。本集團只會在本身產生法律或推定責任或代表該聯營公司付款時，方會就額外應佔虧損計提撥備並確認負債。

倘本集團所佔可識別資產、負債及或然負債之公平淨值超過收購成本，則超出之金額在重估後隨即在損益表中確認。

當集團公司與本集團之聯營公司進行交易時，其損益僅在本集團應佔相關聯營公司之權益範圍內對銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Joint ventures

Jointly controlled entities

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of net assets of the jointly controlled entities, less any identified impairment loss. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity (which includes any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

When a group entity transacts with a jointly controlled entity of the Group, unrealised profits or losses are eliminated to the extent of the Group's interest in the jointly controlled entity, except to the extent that unrealised losses provide evidence of an impairment of the asset transferred, in which case, the full amount of losses is recognised.

3. 主要會計政策 (續)

合營企業

共同控制公司

倘合營安排涉及成立獨立實體而合營方對該公司之經濟活動擁有共同控制權，則該實體被視為共同控制公司。

共同控制公司之業績及資產與負債採用權益會計法載入綜合財務報表。根據權益法，於共同控制公司之投資乃按成本（已就本集團分佔共同控制公司之資產淨值於收購後之變動作出調整）減任何已辨識減值虧損載入綜合資產負債表。倘本集團應佔共同控制公司之虧損相當於或高於其在該共同控制公司之權益（包括實際構成本集團於共同控制公司投資淨額部份之任何長期權益）時，本集團不再確認其分佔之進一步虧損。本集團只會在本身產生法律或推定責任或代表該聯營公司付款時，方會就額外應佔虧損計提撥備並確認負債。

倘集團實體與本集團的共同控制公司進行交易，未變現溢利或虧損乃根據本集團於該共同控制公司之權益為限予以撇銷，惟倘未變現虧損證明所轉讓資產出現減值時，則於該情況下須全數確認虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Investment properties

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated income statement in the year in which the item is derecognised.

Property, plant and equipment

Property, plant and equipment are stated at cost or fair value less subsequent accumulated depreciation and accumulated impairment loss.

Leasehold land and buildings held for use in the production or supply of goods or services, or for administrative purpose, are stated in the consolidated balance sheet at their revalued amount, being the fair value at the date of revaluation less any subsequent accumulated impairment losses and subsequent accumulated depreciation. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the balance sheet date.

3. 主要會計政策 (續)

投資物業

於初步確認時，投資物業乃按成本（包括任何直接應佔開支）計量。於初步確認後，投資物業乃按公平值模式計量。投資物業公平值變動產生之收益或虧損於產生期間計入損益表。

投資物業乃於出售時或投資物業永久不再使用或預期不會因出售該物業而產生未來經濟利益時不再確認。不再確認資產所產生之任何收益或虧損（按資產之出售所得款項淨額與其賬面值之差額計算）於不再確認項目之年度計入綜合收入報表。

物業、廠房及設備

物業、廠房及設備按成本或公平值減其後累積折舊及累計減值虧損入賬。

持作生產或提供貨品或服務用途，或作行政用途之租賃土地及樓宇乃按其重估金額於綜合資產負債表列賬，重估金額乃指於重估日期之公平值減任何其後之累積減值虧損及其後之累積折舊。重估乃按照足夠符合規定之方式進行，令賬面值不會與於結算日使用公平值釐定之價值有重大差別。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Property, plant and equipment (Continued)

Any revaluation increase arising on revaluation of land and buildings is credited to the asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case this surplus is credited to the consolidated income statement to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is charged to the consolidated income statement to the extent that it exceeds the balance, if any, on the asset revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

Depreciation is provided to write off the cost or fair value of property, plant and equipment over their estimated useful lives, using the straight line method on the following basis:

Leasehold land and buildings	Over the unexpired lease term
Leasehold improvements	3 years
Furniture and fixtures	10 years
Office equipment	5 years
Motor vehicles	6-10 years

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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the year in which the item is derecognised.

3. 主要會計政策 (續)

物業、廠房及設備 (續)

土地及樓宇重估所產生之任何重估值增加均計入資產重估儲備，惟倘有關資產重估盈餘為相關資產先前確認為支出之重估減少之逆轉，於此情況下，則以先前扣除之減少為限計入綜合收入報表。因重估資產而產生之賬面值淨額之減少超逾與以往重估該資產有關之資產重估儲備結餘(如有)，則須於綜合收入報表內扣減。其後出售或報廢重估資產時，應佔重估盈餘將撥為保留溢利。

折舊乃採用直線法按照其估計可使用年期提撥，以撇銷物業、廠房及設備之成本或公平值，基準如下：

租賃土地及樓宇	按剩餘租約年期
租賃物業裝修	3年
傢俬及裝置	10年
辦公室設備	5年
汽車	6-10年

物業、廠房及設備項目於出售時或當預期持續使用資產不會產生未來經濟利益時不再確認。任何不再確認資產所產生之損益(以出售所得款項淨額與項目賬面值之差額計算)於不再確認項目年度計入綜合收入報表。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Non-current assets held for sale

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

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

Stock of properties

Stock of properties represents properties under development for sale and properties held for sale.

The carrying value of properties under development comprises the land cost together with development expenditure, which includes construction costs, capitalised interest and ancillary borrowing costs, less impairment losses. The stock of properties are stated at the lower of cost and net realisable value.

3. 主要會計政策 (續)

持作銷售非流動資產

倘非流動資產及出售組合之賬面值主要通過銷售交易而非通過持續使用而收回，則該項非流動資產及出售組合將列作持作銷售。僅於銷售機會相當及資產(或出售組合)可於現況下可即時出售時，方被視為符合本條件。

列作持作銷售非流動資產及出售組合按資產(或出售組合)過往賬面值與公平值扣減銷售成本之較低者計量。

物業存貨

物業存貨指在建物業及持作銷售物業。

在建物業之賬面值包括土地成本及發展開支(包括建築成本、資本化利息及附帶借貸費用)扣除減值虧損。物業存貨以成本及可變現淨值之較低者列賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Revenue recognition

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

The interest income from interest in distressed assets is accrued on a time basis by reference to the estimated future cash flows and at effective interest rate. The effective interest rate is the rate that exactly discounts the estimated future cash inflows arising from recoveries or collection, net of the estimated future cash outflows arising from directly attributable costs such as management fee and incentive bonus through the expected life of the distressed assets, to the assets' net carrying amounts.

Other interest income 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.

Income from the trading of securities is recognised on a trade date basis when the relevant contracts are executed.

Commission income is recognised when services are provided.

Performance return is recognised when the right to receive the performance return have been established.

Property management fee income is recognised when management service is rendered.

3. 主要會計政策 (續)

收益的確認

收入按已收款項或應收款項之公平值計量，並代表於貨物銷售，買賣證券及於正常經營過程中提供之服務，減除折扣及相關銷售稅後所應收之金額。

不良資產權益之利息收入以時間基準並參照估計未來現金流量及按實際利率計算。實際利率乃透過不良資產之預期可使用年期完全貼現因回收或收集而產生之估計未來現金流入，扣除因直接應佔成本（如管理費及獎勵花紅）產生之估計未來現金流出淨額至資產賬面淨值之利率。

其他利息收入以時間基準並參照未償還本金及適用實際利率計算，而該利率乃透過金融資產之預期可使用年期完全貼現估計未來現金收入至資產之賬面淨值。

買賣證券的收入在相關合同被執行時按照交易日基準確認。

佣金收入於提供服務時確認。

表現回報於收取表現回報之權利獲確立時確認。

物業管理費收入於提供管理服務時確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Revenue recognition (Continued)

Rental income under operating leases is recognised on a straight line basis over the term of the leases.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Revenue from sale of properties in the ordinary course of business (including revenue from pre-completion contracts for the sale of development properties) is recognised when all the following criteria are met:

- the significant risks and rewards of ownership of the properties are transferred to buyers;
- neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the properties are retained;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

The above criteria are met when the construction of relevant properties has been completed, the title of the properties has been transferred or the properties have been delivered to the purchasers pursuant to the sales agreement whichever is earlier and the collectibility of related receivables is reasonably assumed. Deposits received on properties sold prior to the date of revenue recognition are included in the consolidated balance sheet under current liabilities.

3. 主要會計政策 (續)

收益的確認 (續)

營運租約之租金收入於租約期限內以直線基準確認。

投資所得股息收入於股東收取款項之權利獲確立時確認。

日常業務過程中銷售物業之收益(包括銷售發展物業之完成前合約之收益)於達成以下所有條件時確認入賬：

- 物業所有權上之重要風險及報酬已轉移予買方；
- 不再保留對物業施加如同擁有權之管理參與程度及實際控制權；
- 收益金額可以可靠計量；
- 與交易相關之經濟利益很可能流入本集團；及
- 有關交易所產生或將予產生之成本可以可靠地計量。

當相關物業的建築工程已完成、根據銷售協議轉讓物業所有權或將物業交付予買家(以較早發生者為準)，且收取有關應收款項的可能性乃基於合理假設，則上述標準即告達成。銷售物業時收取的按金於收入確認當日前列入綜合資產負債表中流動負債項下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Financial instruments

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

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets 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. The accounting policies adopted in respect of each category of financial assets are set out below.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss has two subcategories, including financial assets held for trading and those designated at fair value through profit or loss on initial recognition (included structured finance securities).

3. 主要會計政策 (續)

金融工具

金融資產及金融負債於集團公司成為該工具合約條文之訂約方後，於資產負債表中確認。金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債（於損益表按公平值處理的金融資產及金融負債除外）之直接應佔交易成本於初次確認時加入金融資產及金融負債之公平值或自金融資產及金融負債（按適用者）之公平值扣除。因收購於損益表按公平值處理的金融資產或金融負債之直接應佔交易成本即時於損益表確認。

金融資產

本集團之金融資產分類為下列三個類別之其中一個：包括於損益表按公平值處理的金融資產、貸款及應收款項及可供出售金融資產。所有金融資產之日常買賣於交易日確認及不再確認。日常買賣指須根據市場規則或慣例訂立之時限內付運資產之金融資產買賣。所採納與各類金融資產有關之會計政策載於下文。

於損益表按公平值處理的金融資產

於損益表按公平值處理的金融資產有兩個次分類，包括持作買賣金融資產及於初步確認時指定為於損益表按公平值處理的金融資產（包括結構性金融證券）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

A financial asset other than a financial asset held for trading may be designated as at fair value through profit or loss upon initial recognition if:

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

At each balance sheet date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

於損益表按公平值處理的金融資產 (續)

除持作買賣用途的金融資產外，其他金融資產於初步確認時就以下之情況下可被界定為於損益表按公平值處理之金融資產：

- 這分類能抵銷或大幅減少計量或確認時之前後矛盾；或
- 此金融資產是一組金融資產或一組金融負債或同屬兩者之一部份，該組金融資產及負債是根據本集團之風險管理及投資策略文件來管理及按公平值衡量其表現，相關分類資料亦建基於此；或
- 此金融資產是包含一個或多個內含衍生工具為其合約組成部份，而香港會計準則第39號准許整個結合式合約（資產或負債）界定為於損益表按公平值列賬。

於初步確認後的每一結算日，於損益表按公平值處理的金融資產以公平值計量，而其公平值變動直接於產生期間計入損益表。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. 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. At each balance sheet date subsequent to initial recognition, loans and receivables (including interest in distressed assets, loan receivables, trade receivables, deposits and other receivables, amounts due from associates, amount due from a jointly controlled entity, amounts due from subsidiaries, restricted bank balance and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses. 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. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction 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.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

貸款及應收款項

貸款及應收款項為附帶固定或可釐定付款之非衍生金融資產，而其並無在活躍市場報價。於初步確認後的每一結算日，貸款及應收款項（包括不良資產權益、應收貸款、應收貿易賬款、按金及其他應收款項、應收聯營公司款項、應收共同控制公司款項、應收附屬公司款項、監管戶口結餘及銀行結餘）採用實際利率法以攤銷成本扣減任何已識別減值虧損列賬。倘有客觀證據證明資產出現減值，則減值虧損會於損益表確認，並按資產賬面值與按原定實際利率貼現之估計未來現金流量之現值兩者之差額計量。確認減值後，倘發生之事件客觀上與資產之可收回金額增加有關，則減值虧損會於其後予以撥回，惟撥回減值當日資產之賬面值不得超過未確認減值時之已攤銷成本之賬面值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables — Interest in distressed assets

Interest in distressed assets is stated at amortised cost using effective interest method less impairment allowance. The impairment allowances are made on the interest in distressed assets when there is objective evidence of impairment as a result of the occurrence of certain loss events that will impact on the estimated future cash flows, and are measured as the difference between the carrying amount of the distressed assets and the present value of the estimated future cash flows discounted at the original effective interest rate. Where the actual future net cash inflows are more than expected, the revised cashflow will be discounted using the original effective interest rate. The difference between the carrying amounts will be adjusted to reflect the revised estimated cash flows discounted using the original effective rate. The adjustment is recognised in the consolidated income statement.

Available-for-sale financial assets

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

貸款及應收款項 — 不良資產權益

不良資產權益採用實際利率法以攤銷成本扣除減值撥備列賬。當有客觀憑證顯示因發生若干虧損事件而將影響估計之未來現金流量時，則對不良資產權益計提減值撥備，並按不良資產之賬面值與採用原實際利率貼現估計未來現金流量之現值之差額計量。倘實際未來現金流入淨額超出預期，則經修訂之現金流量將採用原有實際利率貼現。賬面值間之差額將予以調整，以反映以採用原實際利率貼現之估計經修訂現金流量。調整於綜合收入報表確認。

可供出售金融資產

可供出售金融資產為非衍生工具，被指定為此類別或並無分類為於損益表按公平值處理的金融資產、貸款及應收款項或持有至到期日投資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Available-for-sale financial assets (Continued)

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired. The amount of the impairment loss is measured as the difference between the carrying amount of the asset 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 losses will not reverse in subsequent periods.

Financial liabilities and equity

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 fair value through profit or loss and other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

可供出售金融資產 (續)

就沒有活躍市場報價及其公平值不能可靠地計量之可供出售股本投資而言，乃於初步確認後之每一結算日按成本扣除任何已識別減值虧損計量。倘有客觀證據證明資產出現減值，則減值虧損會於損益表確認。減值虧損金額乃按資產賬面值與按類似金融資產之現行市場回報率貼現之估計未來現金流量之現值兩者之差額計量。減值虧損於繼後期間不予撥回。

金融負債及股本

由集團公司發行之金融負債及股本工具根據所訂立合約安排之內容，以及金融負債及股本工具之定義分類。

股本工具乃證明本集團於扣減其所有負債後之資產剩餘權益之任何合約。本集團之金融負債一般分類為於損益表按公平值處理的金融負債及其他金融負債。所採納與金融負債及股本工具有關之會計政策載於下文。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Convertible note at fair value through profit or loss

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

A financial liability other than a financial liability held for trading may be designated as at fair value through profit or loss upon initial recognition if:

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

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本 (續)

於損益表按公平值處理的可換股票據

於損益表按公平值處理的金融負債有兩個次分類，包括持作買賣金融負債及於初步確認時指定為於損益表按公平值處理的金融負債。

除持作買賣用途的金融負債外，其他金融負債在初次確認時就以下情況下可被界定為於損益表按公平值處理之金融負債：

- 這分類能抵銷或大幅減少計量或確認時之前後矛盾；或
- 此金融負債是一組金融資產或一組金融負債或同屬兩者之一部份，該組金融資產及負債是根據本集團之風險管理或投資策略文件來管理及按公平值衡量其表現，相關分類資料亦建基於此；或
- 此金融負債包含一個或多個內含衍生工具為其合約組成部份，而香港會計準則第39號准許整個結合式合約（資產或負債）界定為於損益表按公平值列賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Convertible note at fair value through profit or loss (Continued)

Convertible notes that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments are financial liabilities with embedded derivatives.

The convertible note with embedded derivatives whose economic risks and characteristics are not closely related to those of the host contract (the liability component) as a whole is designated as financial liabilities at fair value through profit or loss on initial recognition.

Transaction costs that are directly attributable to the issue of the convertible notes designated as financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

At each balance sheet date subsequent to initial recognition, financial liabilities at fair value through profit or loss and the entire convertible note with embedded derivatives are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本 (續)

於損益表按公平值處理的可換股票據 (續)

可換股票據如將以固定現金金額或其他金融資產交換固定數目之本公司本身股本工具以外之方式交收，則屬具內含衍生工具之金融負債。

倘可換股票據之內含衍生工具之經濟風險和特徵與整體主合約(負債部分)並非密切相連，則於初次確認時指定為於損益表按公平值處理之金融負債。

於指定為於損益表按公平值處理之金融負債的發行可換股票據所產生之直接應佔交易成本，乃即時於損益表內確認。

於初步確認後每一結算日，於損益表按公平值處理之金融負債及內含衍生工具之所有可換股票據以公平值計量，公平值變動直接於產生期間於損益表中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Other financial liabilities

Other financial liabilities including borrowings, bank overdrafts, trade payables, accrued charges, rental deposits and other payables, accruals for management fee to holding company of a shareholder, loan from a shareholder, amounts due to subsidiaries and amounts due to associates 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.

Convertible notes

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

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本 (續)

其他金融負債

其他金融負債(包括借貸、銀行透支、應付貿易款項、應計費用、租務按金及其他應付款項、應付一名股東之控股公司之應計管理費、股東貸款、應付附屬公司款項及應付聯營公司款項)其後採用實際利率法以攤銷成本計量。

股本工具

由本公司發行之股本工具乃按已收取所得款項減直接發行費用列賬。

可換股票據

由本集團發行含有負債及轉換權兩部分之可換股票據於初步確認時按各自的歸屬項目分類。如轉換權將會以固定現金金額或其他金融資產交換本公司本身固定數目的股本工具則之轉換權列作為股本工具。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Convertible notes (Continued)

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

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本 (續)

可換股票據 (續)

於初步確認時，負債部分之公平值乃採用類似非可換股債務之現行市場利率釐定。發行可換股票據所得款項與負債部分獲分配公平值兩者之差額計入股本(可換股票據股本儲備)，負債部分指持有人將票據兌換為股本之轉換權。

於繼後期間，可換股票據之負債部分乃採用實際利率法以攤銷成本計量。股本部分(指將負債部分兌換為本公司普通股之選擇權)將會保留於可換股票據股本儲備，直至隱含選擇權獲行使為止，在該情況下，可換股票據股本儲備之結餘將會轉撥至股份溢價。倘選擇權於到期日尚未行使，則可換股票據股本儲備所述之結餘將會撥往保留溢利。於選擇權獲兌換或到期時，概不會於損益表確認任何盈虧。

與發行可換股票據有關之交易成本乃按所得款項之分配比例分配予負債及股本部分。與股本部分有關之交易成本直接計入權益。與負債部分有關之交易費用計入負債部分之賬面值，並採用實際利率法在可換股票據年期內攤銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Financial instruments (Continued)

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 equity 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.

Borrowing costs

All borrowing costs are recognised as and included in finance costs in the consolidated income statement in the period in which they are incurred.

3. 主要會計政策 (續)

金融工具 (續)

終止確認

若從金融資產收取現金流之權利已屆滿，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則金融資產將被不予確認。於不予確認金融資產時，其資產賬面值與已收及應收代價及已直接於權益確認之累計收益或虧損之總和之差額，將於損益表中確認。

金融負債將不予確認如有關合約訂明之責任獲解除、取消或屆滿。不予確認之金融負債賬面值與已付或應付代價之差額，將於損益表中確認。

借貸成本

所有借貸成本於產生期間在綜合收入報表內確認並計入財務費用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006
截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Impairment (other than goodwill)

At each balance sheet date, the Group reviews the carrying amounts of its tangible assets, to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

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

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 net profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items of income or expense that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantially enacted by the balance sheet date.

3. 主要會計政策 (續)

減值 (商譽除外)

本集團於各結算日均檢討其有形資產之賬面值以決定有否任何跡象顯示該等資產出現減值虧損。如資產的估計可收回金額將會低於其賬面值，該資產值的賬面值將調減至可收回金額。減值虧損被即時確認為支出，除非有關資產是根據另一準則以重估值列賬，在該情況下，則有關減值虧損將根據該準則被視為重估減值。

當減值虧損其後撥回，有關資產賬面值將予調升至經修訂之估計可收回金額，惟僅限於經調升後之賬面值不會超過有關資產於先前年度減值虧損未確認前釐定之賬面值。減值虧損之撥回即時確認為收入，除非有關資產是根據另一準則以重估值列賬，在該情況下，則有關減值虧損之撥回將根據該準則被視為重估增值。

稅項

所得稅支出指即期應付稅項與遞延稅項的總和。

即期應付稅項按年內應課稅溢利計算。應課稅溢利不包括其他年度的應課稅或可扣減收支項目，亦不包括不應課稅或不可扣減收支項目，因而與綜合收入報表所呈報的溢利淨額有所不同。本集團之即期稅項負債乃按於結算日已頒佈或實質頒佈之稅率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Taxation (Continued)

Deferred tax is the tax expected to be payable or recoverable on 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, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised 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 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 investment in subsidiaries, associates and a jointly controlled entity, 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.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the consolidated income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

3. 主要會計政策 (續)

稅項 (續)

遞延稅項乃就綜合財務報表內資產與負債賬面值與計算應課稅溢利時採用的相應稅基兩者間的差異預期應付或可收回的稅項，此為採用資產負債表負債法確認入賬。遞延稅項負債一般就所有應課稅暫時差異確認入賬，遞延稅項資產則於可能有應課稅溢利可用於對銷應扣減暫時差異時確認入賬。如商譽產生之暫時差異乃因在一項不會對應課稅溢利及會計溢利造成影響的交易中初步確認(業務合併除外)資產及負債而產生，此類資產及負債將不會確認入賬。

遞延稅項負債乃就附屬公司、聯營公司及共同控制公司投資所產生的應課稅暫時差異確認入賬，惟倘本集團能夠控制暫時差異的轉回及暫時差異於可見將來可能不會轉回則除外。

遞延稅項資產的賬面值於各結算日均會進行檢討，如不再可能有足夠應課稅溢利可用於抵免全部或部分相關資產，則會予以撇減。

遞延稅項乃按預期將於負債獲償付或資產獲變現期間適用的稅率計算。遞延稅項均計入綜合收入報表或自綜合收入報表內扣除，惟倘遞延稅項與直接計入權益或自權益中扣除的項目有關，在該情況下，則亦將在權益中處理。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

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 each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences 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. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

3. 主要會計政策 (續)

外幣

於編制各個別集團公司之財務報表時，如該公司以功能貨幣以外貨幣（外幣）進行之交易，會按交易當日適用之匯率以其功能貨幣（即該公司經營業務所在主要經濟環境之貨幣）記錄。於各結算日，以外幣為單位之貨幣項目按結算日適用之匯率再次換算。按公平值列賬而以外幣為單位之非貨幣項目按釐定公平值當日適用之匯率再次換算。按歷史成本以外幣計量之非貨幣項目則不會再次換算。

因貨幣項目結算及於換算貨幣項目時產生之匯兌差額於確認於產生期間之損益內。因再次換算按公平值列賬之非貨幣項目所產生之匯兌差額計入期內損益，惟因再次換算其盈虧直接於權益確認之非貨幣項目所產生之匯兌差額除外，在該情況下，匯兌差額亦直接於權益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the balance sheet date, 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 as a separate component of equity (the translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the balance sheet date. Exchange differences arising are recognised in the translation reserve.

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 the consolidated income statement on a straight-line basis over the term of the relevant lease.

3. 主要會計政策 (續)

外幣 (續)

就呈列綜合財務報表而言，本集團海外業務之資產及負債乃按結算日適用之匯率換算為本集團之呈列貨幣（即港元），而其收支則按年內平均匯率換算，除非期內匯率波幅巨大，則在此情況下，會採用交易當日之適用匯率換算。所產生之匯兌差額（如有）乃確認為權益之獨立部分（匯兌儲備）。該等匯兌差額於出售海外業務之期間之損益確認。

於二零零五年一月一日或之後因收購海外業務而產生之可識別資產之商譽及公平值調整乃視作該海外業務之資產與負債，並按結算日之匯率換算。匯兌差額在匯兌儲備中確認。

租賃

凡租賃條款將絕大部分擁有權之風險及回報轉移予承租人之租賃，均分類為融資租賃。所有其他租賃均分類為營運租賃。

本集團作為出租人

營運租賃之租金收入乃於有關租約年期內按直線基準於綜合收入報表內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

3. Significant accounting policies (Continued)

Leasing (Continued)

The Group as lessee

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

Leasehold land and buildings

The land and building elements of a lease of land and building are considered separately for the purpose of lease classification, leasehold land which title is not expected to pass to the lessee by the end of the lease term is classified as an operating lease unless the lease payments cannot be allocated reliably between the land and building elements, in which case, the entire lease is classified a finance lease.

Retirement benefit costs

Payments to the state-managed retirement benefit schemes for staff in the People's Republic of China, excluding Hong Kong and Macau (the "PRC") and to the Mandatory Provident Fund Scheme for staff in Hong Kong are charged as expenses when employees have rendered service entitling them to the contributions.

3. 主要會計政策 (續)

租賃 (續)

本集團作為承租人

根據營運租賃應繳付之租金乃於有關租約年內按直線基準賬記損益表支出。已收及應收作為訂立營運租賃之獎勵之利益於租約年內按直線基準確認為租賃支出減少。

租賃土地及樓宇

就租賃分類而言，租賃土地及樓宇中土地及樓宇部分乃分開計算，預期不會於租期完結時轉移業權予承租人之租賃土地分類列為經營租賃，除非租金支出無法可靠地在土地及樓宇部分之間作出分配，則在此情況下，整份租賃歸類為融資租賃。

退休福利成本

為中華人民共和國，不包括香港及澳門（「中國」）員工之國家管理退休福利計劃及香港員工之強制性公積金計劃作出之供款，於僱員提供有權收取供款之服務時計入支出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

4. Key sources of estimation uncertainty

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

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, an impairment loss may arise. As at 31 December 2006, the carrying amount of goodwill is approximately HK\$33,525,000. Details of the recoverable amount calculation are disclosed in note 18.

Estimated cash flow of the distressed assets

Determining the recoverability of interest in distressed assets requires an estimation of the future cash flows, including cash inflows arising from recoveries, disposal or collection, and cash outflows arising from directly attributable transaction cost such as management fee and incentive bonus. Where the actual future net cash inflows are less than expected, an impairment loss may arise. Where the actual future net cash inflows are more than expected, a gain will be recognised. Details of the interest in distressed assets are disclosed in note 27.

4. 不確定估計之主要來源

有關未來之主要假設以及於結算日進行估計不明朗因素之其他主要來源在下文論述，兩者在對下個財政年度資產及負債之賬面值作出重大調整均具有重大風險。

估計商譽減值

釐定商譽是否出現減值時須估計商譽所獲分配之現金產生單位使用價值。本集團計算使用價值時需就預期源自該現金產生單位之未來現金流量及合適之貼現率作出估計，以計算現值。倘實際未來現金流量低於預期，則可能產生減值損失。於二零零六年十二月三十一日，商譽之賬面值約為33,525,000港元。可收回金額之計算詳情於附註18披露。

估計不良資產現金流量

釐定不良資產之權益之可收回性需要對未來現金流量(包括回收、出售或收集所產生之現金流入及管理費及獎勵花紅等直接應佔交易成本所產生之現金流出)作出估計。倘實際未來現金流入淨額較預期少，則可能會產生減值虧損。倘實際未來現金流入淨額較預期多，則會確認收益。不良資產權益之詳情於附註27披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

4. Key sources of estimation uncertainty

(Continued)

Estimation of fair value of investment properties

Certain investment properties were revalued at the balance sheet date on market value existing use basis by independent professional valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the judgment, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at each balance sheet date. Details of the valuation of investment properties are disclosed in note 16.

Fair value of convertible note at fair value through profit or loss

The fair value of conversion option included in the convertible note designated at fair value through profit or loss is subject to the limitation of the Binomial model that incorporated market data and involved uncertainty in estimates used by management in the assumptions. Because the Binomial model requires the input of highly subjective assumptions, including the volatility of share price, changes in subjective input assumptions can materially affect the fair value estimate. Details of the assumptions are disclosed in note 43.

4. 不確定估計之主要來源 (續)

估計投資物業及租賃物業之公平值

若干投資物業乃由獨立專業估值師於結算日按市值現有用途基準重估。該估值乃以若干具不確定性之假設為基礎，可能會與實際結果出現重大不同。於作出判斷時，本集團考慮類似物業於活躍市場之現行價格之資料，並採用主要以於各結算日之市況為基礎之假設。投資物業之估值詳情於附註16披露。

於損益表按公平值處理之可換股票據之公平值

計入指定為於損益表按公平值處理之可換股票據之轉換權之公平值乃受二項模式本身之限制，當中包括市場數據及涉及管理層在假設時採用之估計之不明朗因素。由於二項模式須投入相當主觀之假設（包括股價波幅），故所投入之主觀假設如有所改變，將對公平值估計構成重大影響。假設之詳情於附註43披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

5. Financial instruments

Financial risk management objectives and policies

The Group's major financial instruments include structured finance securities, available-for-sale investments, interest in distressed assets, held-for-trading investments, amounts due from associates, amount due from a jointly controlled entity, restricted bank balance, bank balances and cash, trade payables, other payables, amounts due to associates, accruals for management fee to holding company of a shareholder, loan from a shareholder, borrowings, convertible note and convertible note at fair value through profit or loss. The Company's major financial instruments are the same as the Group's major financial instruments except interest in distressed assets and accruals for management fee to holding company of a shareholder. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and 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 on a timely and effective manner.

Market risk

Currency risk

The Group's transactions are mainly denominated in the functional currency of respective group entities. The management considers the exposure to currency risk is minimal.

Cash flow interest rate risk

The Group's cash flow interest rate risk relates to bank balances carried at prevailing market rate and floating interest rate bank borrowings. However, such exposure is minimal to the Group as the bank balances are all short-term in nature and the floating interest rate bank borrowings are insignificant.

5. 金融工具

財務風險管理目標及政策

本集團之主要金融工具包括結構性金融證券、可供出售投資、不良資產權益、持作買賣投資、應收聯營公司款項、應收共同控制公司款項、監管戶口結餘、銀行結餘及現金、應付貿易賬款、其他應付款項、應付聯營公司款項、應付一名股東之控股公司的應計管理費、股東貸款、借貸、可換股票據及於損益表按公平值處理之可換股票據。除於不良資產權益及應付一名股東的控股公司的應計管理費外，本公司之主要金融工具與本集團之主要金融工具相同。該等金融工具之詳情於各附註中披露。與該等金融工具相關之風險及如何減低該等風險之政策載於下文。管理層會管理及監察該等風險，以確保及時與有效地採取適當措施。

市場風險

貨幣風險

本集團之交易主要以各集團公司之功能貨幣列賬。管理層認為承受之貨幣風險甚微。

現金流量利率風險

本集團之現金流量利率風險與按現行市場利率計息之銀行存款及浮息銀行借貸有關。然而，由於銀行存款實際上均為短期存款及浮息銀行借貸之波動並不屬重大，故該風險對本集團而言甚微。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006
截至二零零六年十二月三十一日止年度

5. Financial instruments (Continued)

Financial risk management objectives and policies (Continued)

Market risks (Continued)

Fair value interest rate risk

The Group has exposed to fair value interest rate risk through the impact of rate changes on fixed interest rate bank borrowings, loan from a shareholder and convertible note. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider repaying bank borrowings when significant interest rate exposure is anticipated.

Price risk

The Group is exposed to equity security price risk through the interest in available-for-sale investments and held-for-trading investments. The management manages the exposure by maintaining a portfolio of investments with different risk profiles.

For convertible note at fair value through profit or loss, in addition to fair value interest rate risk, the Group is also exposed to security price risk in respect of the conversion option embedded in the convertible note which allows the note holder to convert to the Company's ordinary shares.

5. 金融工具 (續)

財務風險管理目標及政策 (續)

市場風險 (續)

公平值利率風險

本集團因利率變動對定息銀行借貸、股東貸款及可換股票據之影響而承受公平值利率風險。本集團現時並無利率對沖政策。然而，管理層會監控利率風險並將於預期出現重大利率風險時考慮償還銀行借貸。

價格風險

本集團因持有可供出售投資及持作買賣投資之權益而須承擔股本證券之價格風險。管理層乃透過持有風險特性各異之投資組合來管控此種風險。

除了公平值利率風險，就於損益表按公平值處理之可換股票據而言，本集團就有關內含轉換權之可換股票據亦須承擔證券價格風險，該可換股票據允許票據持有人轉換為本公司之普通股。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

5. Financial instruments (Continued)

Financial risk management objectives and policies (Continued)

Credit risks

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 December 2006 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet and Company's balance sheet respectively. In order to minimise the credit risk, the directors continuously monitor the level of exposure to ensure that follow-up action and/or corrective actions are taken promptly to lower exposure or even to recover overdue debts. In addition, the Group reviews the recoverable amount of each significant individual loan and interest in distressed asset at each balance sheet date to ensure that adequate impairment losses are made 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 majority of the counterparties are banks with high credit-ratings assigned by international credit-rating agencies and state-owned banks with good reputation.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

Liquidity risk

In the management of the liquidity risk, the Group 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 management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

5. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險

於二零零六年十二月三十一日，本集團就交易對手未能履行其責任而按各類已確認金融資產面對之最高信貸風險，為分別於綜合資產負債表及本公司之資產負債表所述該等資產之賬面值。為盡量減低信貸風險，董事持續監察風險水平，確保能即時採取跟進行動及／或更正行動，以減低風險，或甚至收回逾期債項。此外，本集團會於各結算日檢討各重大個別貸款及不良資產權益之可收回金額，以確保就不可收回金額計提足夠減值虧損。就此而言，本公司董事認為，本集團之信貸風險已大幅減少。

在流動資金方面之信貸風險有限，原因是交易對手大部分為獲國際評級機構指定為高信貸評級之銀行及信譽良好之國有銀行。

由於多個交易對手及客戶分散風險，故本集團並無重大信貸風險集中情況。

流動資金風險

於管理流動資金風險方面，本集團經常監察及維持現金及現金等值於管理層視為充足之水平，以支付本集團營運所需，並減少現金流量波動之影響。管理層並經常監察銀行借貸之運用，以確保符合貸款之條款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

5. Financial instruments (Continued)

Fair value

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively;
- the fair value of other financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions; and
- the fair value of derivative instruments (including embedded derivatives), are calculated using quoted prices. Where such prices are not available, the fair value of a non-option derivative is estimated using discounted cash flow analysis and the applicable yield curve. For an option-based derivative, the fair value is estimated using option pricing model (for example, the Binomial Model).

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

5. 金融工具 (續)

公平值

金融資產及金融負債之公平值按以下方式釐定：

- 具有標準條款及條件並於活躍流通市場買賣之金融資產及金融負債之公平值乃分別參考市場所報買入及賣出價釐定；
- 其他金融資產及金融負債(不包括衍生工具)之公平值乃按根據以折算現金流量分析為基礎的公認定價模式或以當前市場採用的公開交易價格而釐定；及
- 衍生工具(包括內含衍生工具)之公平值按報價計算。倘無該等價格，非期權衍生工具之公平值採用折算現金流量分析及適用之孳息曲線而進行估計。而就期權衍生工具而言，公平值則採用期權定價模式(如二項模式)進行估計。

董事認為，於綜合財務報表按攤銷成本記賬之金融資產及金融負債之賬面值與其公平值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

6. Turnover and segment information

6. 營業額及分類資料

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Turnover is analysed as follows:			
Proceeds from held-for-trading securities	營業額分析如下： 持作買賣證券所得款項	1,014,335	152,699
Sales of properties	物業銷售	208,052	895
Property management fee income	物業管理費收入	97,942	89,037
Interest income from interest in distressed assets	不良資產權益之利息收入	88,841	130,912
Rental income	租金收入	77,854	76,346
Dividend income from listed securities	上市證券股息收入	188	1,889
Commission income and performance return of dealing in distressed assets	處置不良資產佣金收入 及超收分成	—	100,000
		1,487,212	551,778

(A) Business segments

(A) 業務分類

The Group is organised into five operating divisions: distressed assets business, investments, sales of properties, property leasing and property management. These operating divisions are the basis on which the Group reports its primary segment information.

本集團由五個營運部門組成：不良資產業務、投資、物業銷售、物業租賃及物業管理。此等營運部門是本集團呈報其基本分類資料之基礎。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

6. Turnover and segment information

(Continued)

(A) Business segments (Continued)

- (i) An analysis of the Group's turnover and results by business segments is as follows:

6. 營業額及分類資料 (續)

(A) 業務分類 (續)

- (i) 本集團營業額及業績按業務分類之分析如下：

		Year ended 31 December 2006 截至二零零六年十二月三十一日止年度					
	Distressed assets business 不良資產業務	Investments 投資	Sales of properties 物業銷售	Property leasing 物業租賃	Property management 物業管理	Consolidated 綜合	
	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	
Turnover	營業額	88,841	1,014,523	208,052	77,854	97,942	1,487,212
Results	業績						
Segment results	分類業績	93,688	224,189	43,671	132,098	2,858	496,504
Interest income	利息收入						72,989
Surplus on revaluation of leasehold properties	租賃物業之重估盈餘						5,193
Gain on convertible note at fair value through profit or loss	於損益表按公平值處理的可換股票據之收益						35,168
Fair value change of structured finance securities	結構性金融證券公平值變動						1,595
Unallocated corporate expenses	未予分配公司費用						(55,666)
Finance costs	財務費用						(53,505)
Discount on acquisition of additional equity interest in a subsidiary	收購一間附屬公司額外股本權益之折讓						24,742
Gain on disposal of a subsidiary	出售一間附屬公司產生之收益						2,550
Share of results of associates	攤佔聯營公司業績						73,492
Share of result of a jointly controlled entity	攤佔一間共同控制公司業績	8,359	-	-	-	-	8,359
Profit before taxation	除稅前溢利						611,421
Taxation	稅項						(105,924)
Profit for the year	年內溢利						505,497

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

6. Turnover and segment information

(Continued)

(A) Business segments (Continued)

(i) (Continued)

6. 營業額及分類資料 (續)

(A) 業務分類 (續)

(i) (續)

Year ended 31 December 2005
截至二零零五年十二月三十一日止年度

		Distressed assets business 不良資產業務 HK\$'000 千港元	Investments 投資 HK\$'000 千港元	Sales of properties 物業銷售 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Turnover	營業額	230,912	154,588	895	76,346	89,037	551,778
Results	業績						
Segment results	分類業績	231,569	67,685	(6,022)	212,193	(315)	505,110
Interest income	利息收入						53,395
Surplus on revaluation of leasehold properties	租賃物業之重估盈餘						8,949
Gain on convertible note at fair value through profit or loss	於損益表按公平值 處理的可換股 票據之收益						199,756
Unallocated corporate expenses	未予分配公司費用						(44,637)
Finance costs	財務費用						(59,841)
Discount on acquisition of additional equity interest in a subsidiary	收購一間附屬公司 額外股本權益 之折讓						73,476
Share of results of associates	攤佔聯營公司業績						82,237
Profit before taxation	除稅前溢利						818,445
Taxation	稅項						(89,279)
Profit for the year	年內溢利						729,166

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

6. Turnover and segment information

(Continued)

(A) Business segments (Continued)

(ii) Other information

6. 營業額及分類資料 (續)

(A) 業務分類 (續)

(ii) 其他資料

		Distressed assets business	Investments	Sales of properties	Property leasing	Property management	Corporate	Consolidated
		不良資產業務	投資	物業銷售	物業租賃	物業管理	企業	綜合
		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
Year ended 31 December 2006	截至二零零六年十二月 三十一日止年度							
Capital additions	資本添置							
— property, plant and equipment	— 物業、廠房及 設備	—	—	4	1,259	1,691	52	3,006
Depreciation	折舊	—	—	239	3,166	1,522	2,535	7,462
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備產生之虧損	—	—	—	70	8	122	200
Year ended 31 December 2005	截至二零零五年十二月 三十一日止年度							
Capital additions	資本添置							
— property, plant and equipment	— 物業、廠房及 設備	—	—	264	2,230	1,982	1,246	5,722
Depreciation	折舊	—	—	199	2,865	1,633	2,462	7,159
Gain on disposal of investment properties	出售投資物業產生 之收益	—	—	—	—	—	209	209
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備產生之虧損	—	—	—	98	2	—	100

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

6. Turnover and segment information

(Continued)

(A) Business segments (Continued)

(iii) An analysis of the Group's consolidated balance sheet by principal activities is as follows:

		Distressed assets business 不良資產業務 HK\$'000 千港元	Investments 投資 HK\$'000 千港元	Sales of properties 物業銷售 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
At 31 December 2006	於二零零六年 十二月三十一日						
Assets	資產						
Segment assets	分類資產	732,802	280,454	262,310	2,305,970	46,627	3,628,163
Interests in associates	聯營公司權益						1,330,123
Interest in a jointly controlled entity	共同控制公司權益	32,088	—	—	—	—	32,088
Amounts due from associates	應收聯營公司款項						779,822
Amount due from a jointly controlled entity	應收共同控制 公司款項	250,922	—	—	—	—	250,922
Unallocated corporate assets	未予分配公司資產						847,402
Consolidated total assets	綜合總資產						6,868,520
Liabilities	負債						
Segment liabilities	分類負債	(58,072)	(18,586)	(99,960)	(104,492)	(101,339)	(382,449)
Amounts due to associates	應付聯營公司款項						(352,146)
Taxation payable	應付稅項						(38,803)
Deferred tax liabilities	遞延稅項負債						(257,639)
Unallocated corporate liabilities	未予分配公司負債						(1,230,581)
Consolidated total liabilities	綜合總負債						(2,261,618)
At 31 December 2005	於二零零五年 十二月三十一日						
Assets	資產						
Segment assets	分類資產	1,349,033	364,086	335,435	2,268,637	47,472	4,364,663
Interests in associates	聯營公司權益						1,304,277
Amounts due from associates	應收聯營公司款項						230,503
Deferred tax assets	遞延稅項資產						1,336
Unallocated corporate assets	未予分配公司資產						547,599
Consolidated total assets	綜合總資產						6,448,378
Liabilities	負債						
Segment liabilities	分類負債	(65,881)	(26,757)	(178,694)	(113,400)	(68,070)	(452,802)
Amounts due to associates	應付聯營公司款項						(377,146)
Taxation payable	應付稅項						(5,084)
Deferred tax liabilities	遞延稅項負債						(187,979)
Unallocated corporate liabilities	未予分配公司負債						(1,526,676)
Consolidated total liabilities	綜合總負債						(2,549,687)

6. 營業額及分類資料 (續)

(A) 業務分類 (續)

(iii) 本集團綜合資產負債表按照主要經營活動劃分之分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

6. Turnover and segment information

(Continued)

(B) Geographical segments

- (i) An analysis of the Group's turnover by geographical location of customers is as follows:

		Turnover 營業額	
		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	1,018,154	158,015
The PRC	中國	469,058	293,763
Macau	澳門	—	100,000
		1,487,212	551,778

- (ii) An analysis of the carrying amount of segment assets analysed by geographical location in which the assets are located is as follows:

		Segment assets 分類資產		Capital additions 資本添置	
		2006	2005	2006	2005
		二零零六年	二零零五年	二零零六年	二零零五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	765,413	603,552	80	1,655
The PRC	中國	2,862,750	3,761,111	2,926	4,067
		3,628,163	4,364,663	3,006	5,722

6. 營業額及分類資料 (續)

(B) 地域分類

- (i) 本集團營業額按照客戶的地域位置劃分的分析如下：

		Turnover 營業額	
		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	1,018,154	158,015
The PRC	中國	469,058	293,763
Macau	澳門	—	100,000
		1,487,212	551,778

- (ii) 按資產所在之地域位置劃分之分類資產賬面值分析如下：

		Segment assets 分類資產		Capital additions 資本添置	
		2006	2005	2006	2005
		二零零六年	二零零五年	二零零六年	二零零五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	765,413	603,552	80	1,655
The PRC	中國	2,862,750	3,761,111	2,926	4,067
		3,628,163	4,364,663	3,006	5,722

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

7. Other income

7. 其他收入

Other income includes the following income:

其他收入包括下述收入：

		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
Interest income	利息收入	72,989	53,395
Commission income	佣金收入	12,059	1,025
Change of fair value of held-for-trading investments	持作買賣投資之公平值變動	2,535	44,880
Net exchange gain	匯兌收益淨額	4,850	3,630
Compensation income	補償收入	—	2,454
Gain on disposal of investment properties	出售投資物業產生之收益	—	209
Bad debt recovered	壞賬收回	—	82
Others	其他	604	517
		93,037	106,192

8. Finance costs

8. 財務費用

		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on bank borrowings	銀行借款利息		
— wholly repayable within five years	— 須於五年內悉數償還	34,680	32,605
— not wholly repayable within five years	— 無須於五年內悉數償還	430	296
Interest on other loans wholly repayable within five years	須於五年內悉數償還的其他貸款利息	2,217	2,111
Interest on loan from a shareholder wholly repayable within five years	須於五年內悉數償還一名股東的貸款利息	1,410	—
Interest on convertible note at fair value through profit or loss	於損益表按公平值處理的可換股票據之利息	6,228	6,228
Effective interest expense on convertible note	可換股票據實際利息支出	8,540	18,601
		53,505	59,841

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

9. Discount on acquisition of additional equity interest in a subsidiary

The amount represents discount on acquisition of additional 4.11% (2005: 7.99%) equity interest in Beijing East Gate Development Co., Ltd. ("Beijing East Gate"), a subsidiary of the Company, from the minority shareholders of this subsidiary at a consideration of approximately RMB26,559,000 (2005: RMB14,378,000) equivalent to approximately HK\$25,709,000 (2005: HK\$13,437,000). Since then, Beijing East Gate has become a wholly-owned subsidiary of the Company.

10. Directors' remuneration

The emoluments paid or payable to each of the directors were as follows:

9. 收購一間附屬公司額外股本權益之折讓

有關金額為向本公司的附屬公司，北京東環置業有限公司（「北京東環」）的少數股東收購該附屬公司額外4.11%（二零零五年：7.99%）股本權益之折讓，代價約為人民幣26,559,000元（二零零五年：14,378,000元），相當於約25,709,000港元（二零零五年：13,437,000港元）。自始，北京東環成為本公司的全資附屬公司。

10. 董事酬金

已付或應付予各董事的酬金如下：

		For the year ended 31 December 2006 截至二零零六年十二月三十一日止年度					
Name of director 董事姓名		Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	MPF contribution 強積金 供款 HK\$'000 千港元	Performance bonus (Note 4) 表現花紅 (附註4) HK\$'000 千港元	Total 總額 HK\$'000 千港元	
Chen Xiaozhou	陳孝周	400	—	—	—	400	
Zhu Dengshan (Note 1)	朱登山 (附註1)	—	—	—	—	—	
Hui Xiao Bing	惠小兵	400	—	—	—	400	
Gao Jian Min	高建民	500	2,957	12	2,000	5,469	
			(Note 2) (附註2)				
Liu Tianni	劉天倪	300	2,772	6	600	3,678	
			(Note 3) (附註3)				
Gu Jianguo	顧建國	300	—	—	—	300	
Chen Yongcun	陳永存	300	—	—	—	300	
Cheung Chung Kiu (Note 1)	張松橋 (附註1)	—	—	—	—	—	
Yuen Wing Shing	袁永誠	200	—	—	—	200	
Chow Kwok Wai	周國偉	300	936	12	1,500	2,748	
Kang Dian	康典	300	—	—	—	300	
Zhang Lu	張璐	300	—	—	—	300	
Hung Muk Ming	洪木明	200	—	—	—	200	
Total	總額	3,500	6,665	30	4,100	14,295	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

10. Directors' remuneration (Continued)

10. 董事酬金 (續)

Name of director	董事姓名	Fees 袍金 HK\$'000 千港元	For the year ended 31 December 2005 截至二零零五年十二月三十一日止年度			Total 總額 HK\$'000 千港元
			Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	MPF contribution 強積金 供款 HK\$'000 千港元	Performance bonus (Note 4) 表現花紅 (附註4) HK\$'000 千港元	
Zhu Dengshan	朱登山	400	—	—	—	400
Hui Xiao Bing	惠小兵	400	—	—	—	400
Gao Jian Min	高建民	500	2,796	12	1,200	4,508
			(Note 2) (附註2)			
Liu Tianni	劉天倪	300	1,558	12	1,200	3,070
			(Note 3) (附註3)			
Gu Jianguo	顧建國	200	—	—	—	200
Chen Yongcun	陳永存	200	—	—	—	200
Cheung Chung Kiu	張松橋	200	—	—	—	200
Yuen Wing Shing	袁永誠	200	—	—	—	200
Chow Kwok Wai	周國偉	200	858	12	1,200	2,270
Kang Dian	康典	300	—	—	—	300
Zhang Lu	張璐	300	—	—	—	300
Hung Muk Ming	洪木明	200	—	—	—	200
Total	總額	3,400	5,212	36	3,600	12,248

Notes:

附註：

- Zhu Dengshan and Cheung Chung Kiu resigned as director of the Company on 13 February 2006 and 17 July 2006 respectively.
 - The amount includes the estimated value of quarter provided amounting to HK\$723,000 (2005: HK\$692,000) plus child education allowance of HK\$700,000 (2005: HK\$700,000).
 - The amount includes child education allowance of HK\$700,000 (2005: HK\$700,000).
 - The performance related incentive payments are determined having regard to the performance of individuals and market trends.
- 朱登山及張松橋先生分別於二零零六年二月十三日及二零零六年七月十七日辭任本公司董事一職。
 - 金額包括提供宿舍的估計價值723,000港元(二零零五年: 692,000港元), 加上子女教育津貼700,000港元(二零零五年: 700,000港元)。
 - 該金額包括子女教育津貼700,000港元(二零零五年: 700,000港元)。
 - 與表現掛鈎之獎金乃經參考個人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 2006

截至二零零六年十二月三十一日止年度

11. Employees' remuneration

The five highest paid individuals of the Group included three (2005: three) directors, details of whose emoluments are set out in note 10 above. The emoluments of the remaining two (2005: two) individuals are as follows:

		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and other benefits	薪金及其他福利	1,820	1,664
Performance related incentive payments	與表現掛鈎之獎金	2,700	2,000
Retirement benefits costs	退休福利成本	24	24
		4,544	3,688

Their emoluments are within the following bands:

彼等的酬金介乎下列款額：

		Number of employees	
		僱員人數	
		2006	2005
		二零零六年	二零零五年
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	2	1
		2	2

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

12. Taxation

12. 稅項

The charge comprises:

稅項支出的構成為：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Hong Kong Profits Tax	香港利得稅	21,780	—
PRC Enterprise Income Tax	中國企業所得稅	12,937	830
		34,717	830
Deferred Taxation (note 44)	遞延稅項 (附註44)	71,207	88,449
Taxation attributable to the Company and its subsidiaries	本公司及附屬公司所屬稅項	105,924	89,279

Hong Kong Profits Tax is calculated at 17.5% of the assessable profit for the year. The charge for the year to Hong Kong Profits Tax has been relieved by approximately HK\$12,138,000 as a result of tax losses brought forward from previous years.

香港利得稅乃根據本年度應課稅盈利按稅率17.5%計算。由於結轉以往年度稅項虧損，故本年度香港利得稅已抵免約12,138,000港元支出。

No tax was payable on the profit for prior year arising in Hong Kong since the assessable profit was wholly absorbed by tax losses brought forward.

由於應課稅盈利悉數為結轉之稅項虧損所吸納，故無須就過往年度於香港產生之盈利繳納稅項。

The taxation charge of the PRC Enterprise Income Tax for the year has been made based on the Group's estimated assessable profits calculated in accordance with the relevant income tax laws applicable to the subsidiaries in the PRC.

年內，中國企業所得稅之稅項支出乃根據本集團估計應課稅盈利按適用於中國之附屬公司有關所得稅法例計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

12. Taxation (Continued)

12. 稅項 (續)

The taxation for the year can be reconciled to the profit before taxation per the consolidated income statement as follows:

年內稅項可與綜合收入報表中除稅前溢利對賬如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Profit before taxation	除稅前溢利	611,421	818,445
Taxation at the Hong Kong Profits Tax rate of 17.5%	按香港利得稅稅率 17.5%計算之稅項	106,999	143,228
Tax effect of expenses not deductible for tax purpose	就稅務用途不得扣減 開支的稅務影響	5,295	5,605
Tax effect of income not taxable for tax purpose	就稅務用途無須課稅 收入的稅務影響	(18,205)	(75,872)
Tax effect on share of results of associates	攤佔聯營公司業績 的稅務影響	(12,861)	(14,391)
Tax effect on share of result of a jointly controlled entity	攤佔一間共同控制公司業績 的稅務影響	(1,463)	—
Tax effect of tax losses not recognised	未確認稅項虧損 的稅務影響	1,837	1,411
Tax effect on different tax rates of subsidiaries operating in other jurisdiction	於其他司法權區經營 的附屬公司不同稅率 的稅務影響	40,042	34,385
Tax effect of utilisation of tax loss previously not recognised	動用以往未確認的 稅務虧損之稅務影響	(16,207)	(5,311)
Others	其他	487	224
Taxation for the year	年內稅項	105,924	89,279

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

13. Profit for the year

13. 年內溢利

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Profit for the year has been arrived at after charging:	年內溢利經已扣除：		
Auditors' remuneration	核數師酬金	2,800	1,542
Depreciation	折舊	7,462	7,159
Repairs and maintenance fund expensed relating to the Group's investment properties in the PRC (note 30)	本集團於中國之投資物業的相關維修及保養資金 (附註30)	1,371	1,371
Operating lease rentals in respect of land and buildings	土地及樓宇之營運租約租金	3,659	3,641
Staff costs including directors' remuneration set out in note 10 and the retirement benefit costs of HK\$2,980,000 (2005:HK\$2,906,000)	員工費用包括董事酬金(載於附註10)及退休福利成本 2,980,000港元 (二零零五年： 2,906,000港元)	70,707	64,400
Share of tax of associates (included in share of results of associates)	攤佔聯營公司稅項(列入攤佔聯營公司業績)	2,827	4,745
Share of tax of a jointly controlled entity (included in share of results of a jointly controlled entity)	攤佔一間共同控制公司稅項(列入攤佔一間共同控制公司業績)	2,466	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備產生之虧損	200	100
And after crediting:	並已計入：		
Rental income under operating leases, less outgoings of HK\$3,550,000 (2005: HK\$3,816,000)	營運租約之租金收入，扣除開支3,550,000港元 (二零零五年： 3,816,000港元)	(74,304)	(72,530)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

14. Earnings per share

The calculation of the basic and diluted earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

14. 每股盈利

本公司普通股股本持有人應佔的每股基本及攤薄盈利乃根據下列數據計算所得：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Earnings:	盈利：		
Earnings for the purpose of basic earnings per share (profit for the year attributable to equity holders of the Company)	用以計算每股基本盈利之盈利(本公司股本持有人應佔年內溢利)	494,757	724,054
Effect of dilutive potential shares in respect of convertible notes:	有關可換股票據的潛在攤薄股份之影響：		
— gain on convertible note at fair value through profit or loss	— 於損益表按公平值處理的可換股票據之收益	(35,168)	(199,756)
— finance costs	— 財務費用	14,768	24,829
— deferred tax	— 遞延稅項	(977)	(2,100)
Earnings for the purpose of diluted earnings per share	用以計算每股攤薄盈利之盈利	473,380	547,027
		Number of shares 股份數目	
		2006 二零零六年 In thousand 千股	2005 二零零五年 In thousand 千股
Number of shares:	股份數目：		
Weighted average number of shares for the purpose of basic earnings per share	用以計算每股基本盈利之加權平均股份數目	1,781,003	1,743,817
Effect of dilutive potential ordinary shares from:	潛在攤薄普通股之影響：		
— convertible notes	— 可換股票據	249,772	338,814
— share options	— 購股權	11,856	23,338
Weighted average number of shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利之加權平均股份數目	2,042,631	2,105,969

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

15. Dividend

Dividend recognised as distribution during the year:

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Final dividend — HK\$0.06 per share (2005: HK\$0.05)	末期股息 — 每股0.06港元 (二零零五年：0.05港元)	108,403	87,934

The final dividend of HK\$0.07 (2005: HK\$0.06) per share and amounting to HK\$127,450,000 (2005: HK\$101,323,000) has been proposed by the Directors and is subject to approval by the shareholders in general meeting.

15. 股息

年內確認分派的股息：

	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Final dividend — HK\$0.06 per share (2005: HK\$0.05)	108,403	87,934

董事建議派付末期股息每股0.07港元（二零零五年：0.06元），股息總額為127,450,000港元（二零零五年：101,323,000港元），惟須經股東於股東大會上批准。

16. Investment properties

		The Group 本集團		The Company 本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Fair Value	公平值				
At the beginning of the year	於年初	2,105,385	1,935,559	93,047	95,876
Exchange adjustment	匯兌調整	91,467	31,630	—	—
Transfer to property, plant and equipment	劃轉至物業、 廠房及設備	(2,690)	—	—	—
Disposals	出售	—	(10,491)	—	(10,491)
Net increase (decrease) in fair value recognised in the consolidated income statement	公平值增加(減少) 淨額已於綜合收入 報表確認	89,927	148,687	(6,811)	7,662
At the end of the year	於年末	2,284,089	2,105,385	86,236	93,047
Analysed for reporting purpose as:	就呈報目的分析為：				
Non-current assets	非流動資產	2,195,909	2,105,385	15,656	93,047
Current assets	流動資產				
Assets classified as held for sale (note 37)	列為持作銷售 資產(附註37)	88,180	—	70,580	—
		2,284,089	2,105,385	86,236	93,047

16. 投資物業

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

16. Investment properties (Continued)

At 31 December 2006, the legal titles of the Group's investment properties with carrying value of approximately HK\$183,656,000 (2005: HK\$175,174,000) situated in the PRC have not been passed to the Group.

At 31 December 2006, the legal titles of the Company's investment properties with carrying value of approximately HK\$15,656,000 (2005: HK\$15,147,000) situated in the PRC have not been passed to the Company.

At the balance sheet date, the carrying value of the investment properties comprises:

16. 投資物業(續)

於二零零六年十二月三十一日，本集團位於中國賬面值約183,656,000港元(二零零五年：175,174,000港元)的投資物業之業權仍未過戶至本集團。

於二零零六年十二月三十一日，本公司位於中國賬面值約15,656,000港元(二零零五年：15,147,000港元)的投資物業之業權仍未過戶至本公司。

於結算日，投資物業之賬面值的構成為：

		The Group 本集團		The Company 本公司	
		2006	2005	2006	2005
		二零零六年	二零零五年	二零零六年	二零零五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Held under long term leases/land use rights:	以長期租約／土地使用權方式持有：				
	— situated in Hong Kong	44,070	48,000	44,070	48,000
	— situated in the PRC	72,253	51,252	—	—
		116,323	99,252	44,070	48,000
Held under medium term leases/land use rights:	以中期租約／土地使用權方式持有：				
	— situated in Hong Kong	44,110	52,890	26,510	29,900
	— situated in the PRC	2,123,656	1,953,243	15,656	15,147
		2,167,766	2,006,133	42,166	45,047
		2,284,089	2,105,385	86,236	93,047

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

16. Investment properties (Continued)

All the investment properties are held for rental income under operating leases.

The directors determined the fair value of certain investment properties of the Group and the Company amounting to approximately HK\$88,180,000 and HK\$70,580,000 at 31 December 2006 respectively by reference to the selling price as stated in the provisional sales and purchase agreement entered into with a third party in November 2006. Accordingly, they were classified as assets classified as held for sale as at 31 December 2006. The disposal of these investment properties was completed in January 2007.

The fair value of the remaining investment properties of the Group amounting to approximately HK\$2,195,909,000 and of the Company amounting to approximately HK\$15,656,000 at 31 December 2006 and the Company at 31 December 2006 have been arrived at on the basis of a valuation carried out on that date by Vigers Appraisal & Consulting Limited ("Vigers"), an independent qualified professional valuer not connected with the Group. Vigers are members of the Institute of Valuers and have appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. The valuation, which conforms to International Valuation Standards, was arrived at by reference to comparable market transactions and rental yield for similar properties.

All the Group's and the Company's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

16. 投資物業 (續)

所有投資物業均以營運租約持有作收租用途。

經參考於二零零六年十一月與第三方簽訂之臨時性買賣協議的銷售價，董事於二零零六年十二月三十一日分別確認若干本集團及本公司投資物業之公平值約為88,180,000港元及70,580,000港元。因此，該等投資物業於二零零六年十二月三十一日歸類為持作銷售的資產。該等投資物業之出售於二零零七年一月完成。

於二零零六年十二月三十一日，本集團剩餘投資物業的公平值約為2,195,909,000港元，本公司則約為15,656,000港元。本公司於二零零六年十二月三十一日以威格斯資產評估顧問有限公司（「威格斯」）（一間與本集團無關連之獨立專業合資格估值師行）進行估值為準。威格斯是估值師學會成員，並擁有適當資格及於近期對相關地點之類似物業進行估值之經驗。估值符合國際估值準則，並經參考可供比較市場交易及類似物業租金收益率而釐定。

所有本集團及本公司以營運租約持有作收租或資本增值用途的物業權益均以公平值模式計量，並分類及列賬為投資物業。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

17. Property, plant and equipment

17. 物業、廠房及設備

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬 及裝置 HK\$'000 千港元	Office equipment 辦公室 設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
The Group	本集團						
COST OR VALUATION	成本值或估值						
At 1 January 2005	於二零零五年一月一日	97,161	4,408	4,421	7,821	11,943	125,754
Exchange adjustments	匯兌調整	—	—	44	135	179	358
Additions	添置	48	361	530	975	3,808	5,722
Disposals	出售	—	—	(39)	(124)	(1,624)	(1,787)
Revaluation	重估	11,270	—	—	—	—	11,270
At 31 December 2005	於二零零五年十二月三十一日	108,479	4,769	4,956	8,807	14,306	141,317
Exchange adjustments	匯兌調整	—	—	143	400	531	1,074
Additions	添置	—	—	442	922	1,642	3,006
Transfer from investment properties	由投資物業劃轉	2,690	—	—	—	—	2,690
Disposals	出售	—	—	(156)	(399)	(1,972)	(2,527)
Revaluation	重估	8,315	—	—	—	—	8,315
At 31 December 2006	於二零零六年十二月三十一日	119,484	4,769	5,385	9,730	14,507	153,875
Comprising:	包括:						
At cost	按成本值	—	4,769	5,385	9,730	14,507	34,391
At professional valuation – 2006	按二零零六年之專業估值	119,484	—	—	—	—	119,484
		119,484	4,769	5,385	9,730	14,507	153,875
DEPRECIATION	折舊						
At 1 January 2005	於二零零五年一月一日	—	2,673	3,323	4,431	5,787	16,214
Exchange adjustments	匯兌調整	—	—	32	70	75	177
Provided for the year	年度準備	3,342	672	535	1,163	1,447	7,159
Eliminated on disposals	出售時撇銷	—	—	(36)	(87)	(1,108)	(1,231)
Eliminated on revaluation	重估時撇銷	(3,342)	—	—	—	—	(3,342)
At 31 December 2005	於二零零五年十二月三十一日	—	3,345	3,854	5,577	6,201	18,977
Exchange adjustments	匯兌調整	—	—	90	246	212	548
Provided for the year	年度準備	3,611	575	409	1,274	1,593	7,462
Eliminated on disposals	出售時撇銷	—	—	(111)	(300)	(1,702)	(2,113)
Eliminated on revaluation	重估時撇銷	(3,611)	—	—	—	—	(3,611)
At 31 December 2006	於二零零六年十二月三十一日	—	3,920	4,242	6,797	6,304	21,263
CARRYING VALUES	賬面值						
At 31 December 2006	於二零零六年十二月三十一日	119,484	849	1,143	2,933	8,203	132,612
At 31 December 2005	於二零零五年十二月三十一日	108,479	1,424	1,102	3,230	8,105	122,340

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

17. Property, plant and equipment (Continued)

17. 物業、廠房及設備 (續)

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬 及裝置 HK\$'000 千港元	Office equipment 辦公室 設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
The Company	本公司						
COST OR VALUATION	成本值或估值						
At 1 January 2005	於二零零五年一月一日	46,231	3,988	2,121	642	2,492	55,474
Additions	添置	—	—	—	57	1,189	1,246
Revaluation	重估	3,793	—	—	—	—	3,793
At 31 December 2005	於二零零五年十二月三十一日	50,024	3,988	2,121	699	3,681	60,513
Additions	添置	—	—	—	52	—	52
Disposals	出售	—	—	—	—	(1,179)	(1,179)
Revaluation	重估	4,920	—	—	—	—	4,920
At 31 December 2006	於二零零六年十二月三十一日	54,944	3,988	2,121	751	2,502	64,306
Comprising:	包括:						
At cost	按成本值	—	3,988	2,121	751	2,502	9,362
At professional valuation – 2006	按二零零六年之專業估值	54,944	—	—	—	—	54,944
		54,944	3,988	2,121	751	2,502	64,306
DEPRECIATION	折舊						
At 1 January 2005	於二零零五年一月一日	—	2,323	1,907	504	1,796	6,530
Provided for the year	年度準備	1,647	454	142	49	170	2,462
Eliminated on revaluation	重估時撇銷	(1,647)	—	—	—	—	(1,647)
At 31 December 2005	於二零零五年十二月三十一日	—	2,777	2,049	553	1,966	7,345
Provided for the year	年度準備	1,722	454	72	47	239	2,534
Eliminated on disposals	出售時撇銷	—	—	—	—	(1,041)	(1,041)
Eliminated on revaluation	重估時撇銷	(1,722)	—	—	—	—	(1,722)
At 31 December 2006	於二零零六年十二月三十一日	—	3,231	2,121	600	1,164	7,116
CARRYING VALUES	賬面值						
At 31 December 2006	於二零零六年十二月三十一日	54,944	757	—	151	1,338	57,190
At 31 December 2005	於二零零五年十二月三十一日	50,024	1,211	72	146	1,715	53,168

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

17. Property, plant and equipment (Continued)

At 31 December 2006, the legal titles of the Group's and the Company's properties with carrying value of approximately HK\$22,144,000 (2005: HK\$21,424,000) situated in the PRC have not been passed to the Group and the Company.

The carrying value of the leasehold properties comprises:

17. 物業、廠房及設備 (續)

於二零零六年十二月三十一日，本集團及本公司位於中國賬面值約為22,144,000港元（二零零五年：21,424,000港元）的物業之業權仍未過戶至本集團及本公司。

租賃物業之賬面值包括：

		The Group 本集團		The Company 本公司	
		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Long term leasehold properties situated in Hong Kong	位於香港的長期租賃物業	88,050	82,350	32,800	28,600
Properties under long term land use rights situated in the PRC	位於中國以長期土地使用權持有的物業	240	229	—	—
Properties under medium term land use rights situated in the PRC	位於中國以中期土地使用權持有的物業	31,194	25,900	22,144	21,424
		119,484	108,479	54,944	50,024

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

17. Property, plant and equipment (Continued)

The fair value of the Group's leasehold properties as at 31 December 2006 have been arrived at on the basis of a valuation carried out on that date by Vigers and A-Plus Surveyors Limited ("A-Plus"), independent qualified professional valuer not connected with the Group. Both Vigers and A-Plus are members of the Institute of Valuers, and have appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. The valuation, which conforms to International Valuation Standards, was arrived at by reference to market evidence of transaction prices for similar properties. The revaluation surplus on leasehold properties of HK\$5,193,000 (2005: HK\$8,949,000) has been credited to the consolidated income statement and to the asset revaluation reserve of HK\$6,733,000 (2005: HK\$5,663,000).

Certain leasehold interest in land cannot be allocated reliably between the land and buildings elements, the leasehold interest in land continues to be accounted for as property, plant and equipment.

If leasehold properties had not been revalued, they would have been included on a historical cost basis at the following amounts:

17. 物業、廠房及設備 (續)

本集團之租賃物業於二零零六年十二月三十一日之公平值是由與本集團無關連之獨立專業合資格估值師行威格斯及恆信測量師行有限公司(「恆信」)於該日按估值基準進行評估所得。威格斯及恆信均是估值師學會成員，並擁有適當資格及於近期對相關地點之類似物業進行估值之經驗。估值符合國際估值準則，並經參考市場上類似物業之交易價格釐定。租賃物業之重估盈餘5,193,000港元(二零零五年：8,949,000港元)撥入綜合收入報表及資產重估儲備為6,733,000港元(二零零五年：5,663,000港元)。

若干土地租賃權益無法可靠分配至土地及樓宇部分，則土地之租賃權益將繼續入賬列作物業、廠房及設備。

倘租賃物業未予重估，則該等物業會以歷史成本基準按下列金額入賬：

		The Group	The Company
		本集團	本公司
		<i>HK\$'000</i>	<i>HK\$'000</i>
		千港元	千港元
Cost	成本	109,460	38,848
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(46,499)	(6,915)
Carrying value at 31 December 2006	於二零零六年十二月三十一日之賬面值	62,961	31,933
Carrying value at 31 December 2005	於二零零五年十二月三十一日之賬面值	63,292	33,098

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006
截至二零零六年十二月三十一日止年度

18. Goodwill

18. 商譽

The Group
本集團
HK\$'000
千港元

COST	成本	
At 1 January 2005, 31 December 2005 and 31 December 2006	於二零零五年一月一日、 二零零五年十二月三十一日及 二零零六年十二月三十一日	33,525

As explained in note 6, the Group uses business segments as its primary segment for reporting segment information. For the purposes of impairment testing, goodwill set out above has been allocated to an individual cash generating unit (CGU) which is in property management segment.

During the year ended 31 December 2006, management of the Group determines that there is no impairment of its CGU containing goodwill with indefinite useful lives.

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period with a discount rate of 7.75% (2005: 8.25%). Cash flows for further five years are extrapolated at zero growth rate. Another key assumption for the value in use calculations is the budgeted revenue and gross margin, which is determined based on the unit's past performance and management's expectations for the market development.

誠如附註6所闡釋，本集團採用業務分類作為呈報分類資料之基本分類。就減值檢測而言，上文所載之商譽已獲分配至物業管理分類之個別現金產生單位（現金產生單位）。

於截至二零零六年十二月三十一日止年度內，本集團管理層確定其任何含有具不確定可使用年期商譽之現金產生單位均無出現減值。

此單位之可回收金額已按使用價值計算釐定。該計算乃基於管理層批核的為期五年貼現率為7.75%（二零零五年：8.25%）之財政預算，採用現金流量預測得出。其後五年之現金流量推定為零增長率。使用價值計算之另一主要假設為預算收益及毛利率，乃按單位過往表現及管理層對市場發展之預期釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

19. Investments in subsidiaries

19. 附屬公司投資

		The Company 本公司	
		2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	56,011	56,088

Particulars of the Company's subsidiaries at 31 December 2006 are set out in note 56.

有關本公司的附屬公司於二零零六年十二月三十一日之詳情載於附註56。

20. Interests in associates

20. 聯營公司權益

		The Group 本集團		The Company 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost of investments in associates — unlisted	聯營公司投資成本 — 非上市	899,323	923,196	339,202	383,843
Share of post acquisition profits, reserves and net of dividend received	攤佔收購溢利、儲備及已收股息淨額	430,800	381,081	—	—
		1,330,123	1,304,277	339,202	383,843
Less: Impairment loss	減：減值虧損	—	—	—	(9,574)
		1,330,123	1,304,277	339,202	374,269

Particulars of the associates of the Group and the Company as at 31 December 2006 are set out in note 56.

有關本集團及本公司各聯營公司於二零零六年十二月三十一日之詳情載於附註56。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

20. Interests in associates (Continued)

20. 聯營公司權益 (續)

The summarised financial information in respect of the Group's significant associates is set out below:

有關本集團之主要聯營公司之財務資料概要載列如下：

		CII Limited 中基建設投資有限公司		Nonferrous Metals International (BVI) Limited		北京君合百年房地產 開發有限公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		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
Consolidated balance sheet	綜合資產負債表						
Non-current assets	非流動資產	986,537	871,378	670,062	670,060	1,462	2,132
Current assets	流動資產	1,105,817	998,720	3	17	754,479	467,065
Current liabilities	流動負債	(243,255)	(69,336)	—	—	(402,279)	(315,530)
Non-current liabilities	非流動負債	(20,200)	(20,200)	—	—	(210,000)	—
Shareholders' funds	股東資金	1,828,899	1,780,562	670,065	670,077	143,662	153,667
Minority interests	少數股東權益	(258)	(30,481)	—	—	—	—
Equity attributable to equity holders of the associate	聯營公司股本持有人應佔股本	1,828,641	1,750,081	670,065	670,077	143,662	153,667
Group's share of net assets of the associate	本集團應佔聯營公司之資產淨值	914,321	875,040	335,587	335,593	33,316	35,540
Consolidated income statement	綜合收入報表						
Turnover	營業額	131,642	118,274	—	—	—	—
Profit (loss) for the year attributable to equity holders of the associate	聯營公司股本持有人應佔年內溢利(虧損)	152,406	161,256	(12)	(15)	(17,689)	(2,875)
Profit (loss) for the year attributable to the Group	本集團應佔年內溢利(虧損)	76,203	80,628	(6)	(8)	(4,034)	(650)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

21. Interest in a jointly controlled entity

21. 共同控制公司權益

	The Group 本集團		The Company 本公司	
	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Cost of unlisted investment in a jointly controlled entity 共同控制公司非上市投資成本	23,729	—	26,318	—
Share of post acquisition profits 攤佔收購溢利	8,359	—	—	—
	32,088	—	26,318	—

Particulars of the jointly controlled entity as at 31 December 2006 are set out in note 56.

共同控制公司於二零零六年十二月三十一日之詳情載於附註56。

The summarised financial information in respect of the jointly controlled entity which is accounted for using the equity method in the Company's consolidated financial statements is set out below:

於本公司綜合財務報表上，有關共同控制公司使用權益法之財務資料概要載列如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Balance sheet	資產負債表		
Non-current assets 非流動資產		438,469	—
Current assets 流動資產		152,569	—
Current liabilities 流動負債		(521,930)	—
Non-current liabilities 非流動負債		(4,932)	—
Equity attributable to equity holders of a jointly controlled entity 共同控制公司股本持有人應佔股本		64,176	—
Group's share of net assets of a jointly controlled entity 應佔本集團共同控制公司資產淨值		32,088	—
Income statement	收入報表		
Revenue 收益		50,240	—
Expenses 費用		(28,590)	—
Taxation 稅項		(4,932)	—
Profit for the year attributable to equity holder of a jointly controlled entity 共同控制公司股本持有人應佔年內溢利		16,718	—
Profit for the year attributable to the Group 本集團應佔年內溢利		8,359	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

22. Amounts due from subsidiaries

22. 應收附屬公司款項

		The Company 本公司	
		2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元
Non-interest bearing amount	毋須計息金額	2,217,834	2,104,659
Amount borne interest at 4% per annum	按年利率4厘計息金額	—	527,447
Amount borne interest at prevailing Hong Kong prime lending rate	按香港當前最優惠利率 計息金額	43,927	43,927
		2,261,761	2,676,033

The amounts are unsecured and are recoverable within one year.

金額為無抵押並且可於一年內收回。

23. Amounts due from associates

23. 應收聯營公司款項

		The Group 本集團		The Company 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Current (note a)	即期 (附註a)	298,018	—	—	—
Current (note b)	即期 (附註b)	143,430	24,025	142,591	24,025
Current (note c)	即期 (附註c)	128,374	—	128,374	—
		569,822	24,025	270,965	24,025
Non-current (note d)	非即期 (附註d)	210,000	206,478	—	—
		779,822	230,503	270,965	24,025

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

23. Amounts due from associates (Continued)

Notes:

- (a) The amounts are unsecured, bear interest ranging from 12.5% to 15.58% per annum and are recoverable within one year.
- (b) The amount is unsecured, interest-free and is recoverable within one year.
- (c) The amount is unsecured, bears interest at floating rate of Hong Kong prime rate minus 1.5% (effective interest rate of 6.25%) per annum and is recoverable within one year.
- (d) The non-current loans to an associate are unsecured, bear interest ranging from 9.79% to 12.5% (2005: 9.79% to 12.5%) per annum and are repayable in 2008.

24. Amount due from a jointly controlled entity

The Group and the Company

The amount is unsecured, bears interest at 4% per annum and is recoverable within one year.

23. 應收聯營公司款項 (續)

附註：

- (a) 有關金額為無抵押，以介乎12.5厘至15.58厘年利率計息及可於一年內收回。
- (b) 有關金額為無抵押，免息及須於於一年內收回。
- (c) 有關金額為無抵押，利率按香港最優惠利率減1.5厘計息（實際年利率6.25厘）及可於一年內收回。
- (d) 聯營公司之非流動貸款為無抵押，以介乎9.79厘至12.5厘（二零零五年：9.79厘至12.5厘）年利率計息，並須於二零零八年償還。

24. 應收共同控制公司款項

本集團及本公司

有關金額為無抵押，以4厘年利率計息及可於一年內收回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

25. Structured finance securities

The Group and the Company

The structured finance securities represent a principal protected note with interest payments based on United States Treasury bond and distribution from preference shares in a private company which investing in a portfolio of asset-backed securities. The structured finance securities contain an embedded early redemption option and the distribution from the private company is depending on the annual default rate of its underlying asset-backed securities. Hence, the Group designated the entire structured finance securities as financial assets at fair value through profit or loss.

At the balance sheet date, the fair value of the structured finance securities are determined by the directors with reference to a quoted price from a financial institution, the assumptions adopted for the valuation of the structured finance securities are as follows:

- (1) The estimation of risk free rate by reference to the yield of United States Treasury bond with same duration as the structured finance securities; and
- (2) The estimation of the annual default rate of the underlying asset-backed securities has considered the historical default rate of asset-backed securities with similar characteristics.

25. 結構性金融證券

本集團及本公司

結構性金融證券指保本票據，其利息款項乃根據美國國庫債券及來自一家私人公司優先股份之分派計算，該私人公司投資於一組資產擔保證券。由於結構性金融證券包含提早贖回權之衍生工具而來自該私人公司之分派取決於其相關資產擔保證券之年違約率。因此，本集團將整份結構性金融證券指定為於損益表按公平值處理的金融資產。

於結算日，結構性金融證券的公平值乃由董事參照一家金融機構的報價，並對結構性金融證券的估值採用以下假設而釐定：

- (1) 參照與結構性金融證券相同年期之美國國庫債券之收益率估算無風險年利率；及
- (2) 有關資產擔保證券之年違約率乃考慮具有類似特性之資產擔保證券之過往年違約率作出估算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

26. Available-for-sale investments

26. 可供出售投資

Available-for-sale investments as at the balance sheet date comprise:

於結算日可供出售投資包括：

		The Group 本集團		The Company 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Unlisted investments:	非上市投資：				
Unlisted shares, at cost	非上市股份，按成本	240,223	2,070	2,070	2,070
Club debentures, at cost	會所債券，按成本	2,140	1,730	2,140	1,730
Other debentures, at cost	其他債券，按成本	500	476	—	—
		242,863	4,276	4,210	3,800
Less: impairment loss recognised	減：已確認減值虧損	(2,070)	(2,070)	(2,070)	(2,070)
Total	合計	240,793	2,206	2,140	1,730
Analysed for reporting purposes as:	就呈報目的分析為：				
Current assets	流動資產	141,718	—	—	—
Non-current assets	非流動資產	99,075	2,206	2,140	1,730
Total	合計	240,793	2,206	2,140	1,730

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

26. Available-for-sale investments (Continued)

The above unlisted investments represent investments in unlisted equity securities and debentures issued by private entities. They are measured at cost less impairment at each balance sheet date because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

26. 可供出售投資 (續)

上述非上市投資為私人公司發行的非上市股本證券及債券之投資。股本證券及債券於各結算日按成本扣除減值計量，因為合理的公平值估計範圍相當廣泛，故本公司董事認為，其公平值無法可靠計量。

27. Interest in distressed assets**27. 不良資產權益**

		The Group	
		本集團	
		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
At the beginning of the year	於年初	551,982	632,625
Interest income recognised	已確認利息收入	88,841	130,912
Cash collected or received from the distressed assets	已收集或收取不良資產現金	(440,892)	(211,555)
At the end of the year	於年末	199,931	551,982
Carrying amount analysed for reporting purposes:	賬面值就呈報目的分析為：		
Current assets (receivable within 12 months from the balance sheet date)	流動資產 (結算日起 12個月內應收)	199,931	347,301
Non-current assets (receivable after 12 months from the balance sheet date)	非流動資產 (結算日起 12個月後應收)	—	204,681
Total	合計	199,931	551,982

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

27. Interest in distressed assets (Continued)

Distressed assets represent non-performing loans (the "NPL") purchased by Silver Grant International Assets Management Limited ("SGIAM"), a wholly-owned subsidiary of the Company, from China Cinda Asset Management Corporation ("China Cinda"), a holding company of a shareholder of the Company, pursuant to an agreement dated 17 September 2004 entered into by both parties at consideration of approximately RMB853,500,000 (equivalent to approximately HK\$803,600,000) (the "NPL Agreement"). The aggregate outstanding principal amount (the "gross amount") of the NPL is RMB56,900,000,000 (equivalent to approximately HK\$53,600,000,000).

On 10 December 2004, SGIAM entered into an agreement (the "NPL Disposal Agreement") to dispose of 20% interest in the NPL of carrying amount of RMB170,700,000 (equivalent to approximately HK\$160,720,000) to Citigroup Financial Products Inc. ("CFPI") at a consideration of RMB227,600,000 (equivalent to approximately HK\$214,497,000).

SGIAM appointed China Cinda to manage the NPL, China Cinda is entitled to a management fee equal to 10% of the gross amount recovered from the NPL. In the event that more than 2% of the gross amount is recovered from the NPL, China Cinda, in addition to the management fee, will be entitled to an incentive bonus which equals to a certain percentage from 20% to 70% of the recovered amount in excess of the 2% of the gross amount.

China Cinda remitted the gross amount of cash collected or received from the distressed assets to SGIAM before the deduction of its management fee. During the year, management fee of approximately RMB67,000,000 (equivalent to HK\$63,800,000) (2005: HK nil) was paid to China Cinda and the details of the unpaid management fee is disclosed in note 48.

27. 不良資產權益 (續)

不良資產指本公司全資附屬公司銀建國際資產管理有限公司(「銀建資產管理」)根據雙方於二零零四年九月十七日簽訂的一項協議(「不履約貸款協議」)·以約人民幣853,500,000元(相當於約803,600,000港元)代價從本公司股東的控股公司中國信達資產管理公司(「中國信達」)購入的不履約貸款(「不履約貸款」)·不履約貸款之未償還本金總額(「總額」)為人民幣56,900,000,000元(相當於約53,600,000,000港元)。

於二零零四年十二月十日·銀建資產管理簽訂一項協議(「不履約貸款出售協議」)·以人民幣227,600,000元(相當於約214,497,000港元)代價向Citigroup Financial Products Inc. (「CFPI」)出售不履約貸款賬面值人民幣170,700,000元(相當於約160,720,000港元)之20%權益。

銀建資產管理已委任中國信達管理不履約貸款·中國信達可獲取相當於從不履約貸款收回總額之10%之管理費·倘從不履約貸款收回超過總額之2%·則中國信達除可獲取管理費外·將可獲取獎勵花紅·該數額相當於高於總額之2%之已收回款額的若干百分比(由20%至70%)。

中國信達在扣除其管理費前將從不良資產收回或收取的全部現金金額匯給銀建資產管理·年內·管理費約人民幣67,000,000元(相當於63,800,000港元)(二零零五年:零港元)已支付予中國信達·未付管理費的詳情於附註48披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

27. Interest in distressed assets (Continued)

The Company provided guarantee to China Cinda in respect of the performance by SGIAM under the NPL Agreement.

The distressed assets are denominated in RMB and the effective interest rate is approximately 20.9% per annum.

27. 不良資產權益 (續)

本公司就銀建資產管理根據不履約貸款協議項下的責任向中國信達發出擔保。

不良資產以人民幣為單位，並按實際年利率約20.9厘計息。

28. Deposit paid for acquisition of investments**28. 已付收購投資之按金**

		The Group 本集團		The Company 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Deposit for acquisition of Unisources Enterprises Limited (note a)	收購 Unisources Enterprises Limited 按金 (附註a)	—	41,299	—	41,299
Deposit for acquisition of additional equity interest in a subsidiary (note b)	收購一間附屬公司額外股本權益按金 (附註b)	—	3,200	—	—
		—	44,499	—	41,299

Notes:

- (a) The deposit of RMB43,000,000 (equivalent to HK\$41,299,000) was paid to acquire 12% of equity interest in Unisources Enterprises Limited ("Unisources"), an independent third party, for a consideration of RMB100,000,000 (equivalent to approximately HK\$96,043,000). The acquisition was completed in 2006. The equity interest in Unisources was subsequently exchanged into 10.8% equity interest in Tongjitang Chinese Medicines Company ("Tongjitang") when Tongjitang issued shares to the existing shareholders of Unisources in exchange for all the shares of Unisources held by the Company during the year. The investment in Tongjitang is included in available-for-sale investments in the balance sheet in 2006.
- (b) The deposit of HK\$3,200,000 was paid to acquire the remaining 4.11% equity interest in Beijing East Gate, a subsidiary of the Company, at a consideration of approximately RMB26,559,000 (equivalent to approximately HK\$25,709,000). The acquisition was completed in 2006.

附註：

- (a) 按金為以代價人民幣100,000,000元(相當於約96,043,000港元)收購 Unisources Enterprises Limited (「Unisources」)(一名獨立第三者)之12%股本權益而已付之按金人民幣43,000,000元(相當於41,299,000港元)。收購於二零零六年作實。於 Unisources 之股本權益其後在同濟堂中國藥業有限公司(「同濟堂」)於年內向 Unisources 現有股東發行股份以交換本公司所持 Unisources 全部股份時，被交換為同濟堂10.8%股本權益。於同濟堂之投資包括在二零零六年度資產負債表的可供出售投資之內。
- (b) 按金3,200,000港元為以代價約人民幣26,559,000元(相當於約25,709,000港元)收購本公司之附屬公司北京東環之剩餘4.11%股本權益而已付之按金。收購於二零零六年作實。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

29. Deposit paid for acquisition of distressed assets

The Group

On 22 November 2005, Platinum One Limited, a former wholly-owned subsidiary of the Company and now a jointly controlled entity of the Company, entered into an agreement with China Huarong Asset Management Corporation to purchase a non-performing loans portfolio (the "Huarong NPL Portfolio") at a consideration of approximately RMB546,000,000 (equivalent to approximately HK\$527,446,000). The aggregate outstanding principal (including the booked interest of approximately RMB3,430,000,000) of the Huarong NPL Portfolio amounted to approximately RMB36,440,000,000 (equivalent to approximately HK\$35,040,000,000).

As at 31 December 2005, the Group paid approximately RMB546,000,000 (equivalent to approximately HK\$527,446,000) to China Huarong Asset Management Corporation as full deposit for the acquisition of the Huarong NPL Portfolio. Pursuant to the conditional sale and purchase agreement dated 23 November 2005 entered into between the Company and CFPI, the Company conditionally agreed to sell and CFPI conditionally agreed to purchase 50% of interest in Platinum One Limited. Pursuant to the extraordinary general meeting of the Company held on 5 January 2006, the Company disposed of 50% of its interest in Platinum One Limited to CFPI. As a result, 50% of the deposits amounting to approximately HK\$263,723,000 was classified as assets held for sale as at 31 December 2005.

29. 已付收購不良資產按金

本集團

於二零零五年十一月二十二日，本公司先前之全資附屬公司而現今之共同控制公司Platinum One Limited與中國華融資產管理公司訂立協議，以代價約人民幣546,000,000元（相當於約527,446,000港元）購入不履約貸款組合（「華融不履約貸款組合」）。華融不履約貸款組合之尚未償還本金總額（包括表內利息約人民幣3,430,000,000元）約為人民幣36,440,000,000元（相當於約35,040,000,000港元）。

於二零零五年十二月三十一日，本集團向中國華融資產管理公司支付全額按金約人民幣546,000,000元（相當於約527,446,000港元），以收購華融不履約貸款組合。根據本公司與CFPI於二零零五年十一月二十三日訂立之有條件買賣協議，本公司有條件同意出售而CFPI有條件同意購買Platinum One Limited之50%權益。根據本公司於二零零六年一月五日舉行之股東特別大會，本公司已向CFPI出售其於Platinum One Limited之50%權益。因此，於二零零五年十二月三十一日，按金中的50%為數約263,723,000港元已分類為持作出售資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

30. Other asset**The Group**

The other asset is a lump sum payment for repairs and maintenance fund made for the future repair and maintenance of the general areas of one of the Group's investment properties in the PRC. The amount is amortised over its estimated useful life of 10 years.

31. Stock of properties**The Group**

The amount comprises the cost incurred for the development of a property project in the PRC, including the payment in respect of compensation for resettlement and use of land in relation to the property development project. The project was completed in 2006.

The cost of properties recognised as expenses during the year was approximately HK\$155,468,000 (2005: HK\$312,000).

32. Loan receivables**30. 其他資產****本集團**

其他資產是維修及保養基金之一次整筆付款，為本集團於中國其中一項投資物業作公用地方之將來維修及保養用途。有關款項依據估計可用年限分十年攤銷。

31. 物業存貨**本集團**

該筆款項乃一項於中國之物業發展所產生的成本，當中包括就該物業發展項目支付之拆遷賠償金及土地使用款項。該項目已於二零零六年完成。

年內確認為開支的物業成本約155,468,000港元（二零零五年：312,000港元）。

32. 應收貸款

		The Group	
		本集團	
		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
Fixed-rate loan receivables	定息應收貸款	—	144,216
Carrying amount analysed for reporting purposes:	賬面值就呈報目的分析為：		
Current assets (receivable within 12 months from the balance sheet date)	流動資產（於結算日起12個月內應收）	—	144,216

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

32. Loan receivables (Continued)

The loan receivables as at 31 December 2005 represented two loan receivables of RMB130,492,000 (equivalent to approximately HK\$124,278,000) ("8% Loan Receivable") and RMB20,935,000 (equivalent to approximately HK\$19,938,000) ("15.58% Loan Receivable") respectively of which the effective interest rates were 8% and 15.58% per annum respectively.

On 27 December 2006, the borrower of 8% Loan Receivable entered into a settlement agreement with a subsidiary of the Company pursuant to which the loan receivables (including interest up to the date of agreement) of approximately HK\$141,718,000 was settled by assigning 48,284,610 equity shares of an unlisted financial institution in the PRC held by the borrower to the Group.

The directors consider that the fair value of the unlisted equity securities approximates the carrying amount of the 8% Loans Receivable and such equity securities are included in available-for-sale investments as at 31 December 2006.

In respect of 15.58% Loan Receivable, the amount was due from Beijing Ju Fu Real Estate Development Company Limited, an associate as at 31 December 2006 and was included in the amounts due from associates as at 31 December 2006.

33. Held-for-trading investments**32. 應收貸款 (續)**

於二零零五年十二月三十一日之應收貸款指兩筆分別為人民幣130,492,000元(相當於約124,278,000港元)(「8%應收貸款」)及人民幣20,935,000元(相當於約19,938,000港元)(「15.58%應收貸款」)。該等應收貸款之實際年利率分別為8厘及15.58厘。

於二零零六年十二月二十七日，8%應收貸款之借款人與本公司的一間附屬公司訂立支付協議。依據此協議，約141,718,000港元的應收貸款(包括截至協議日的利息)已由借款人通過轉讓其持有的一間非上市中國金融機構的48,284,610股權益股份的形式，支付給本集團。

董事認為該非上市股本證券的公平值與於8%應收貸款的賬面值相若，且此股本證券包括在二零零六年十二月三十一日的可供出售投資之內。

於二零零六年十二月三十一日，就15.58%應收貸款而言，乃應收一間聯營公司北京巨福房地產開發有限公司之款項，並包含在二零零六年十二月三十一日的應收聯營公司款項內。

33. 持作買賣投資

		The Group 本集團		The Company 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Equity securities listed in Hong Kong	於香港上市之 股本證券	15,182	364,030	15,036	363,895

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

34. Trade receivables

The Group allows an average credit period of 30 days to its trade customers. The following is an aged analysis of trade receivables at the balance sheet date:

		The Group	
		本集團	
		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
0 to 30 days	零至三十日	1,062	933
31 to 90 days	三十一日至九十日	1,281	1,021
Over 90 days	超過九十日	862	2,446
		3,205	4,400

35. Restricted bank balance**The Group**

The amount represents the bank balance kept in a bank account under the name of China Cinda on custodian of the Group in the PRC for the purpose of dealing with the funds recovered from the distressed assets. The bank account is jointly controlled by SGIAM and China Cinda and a mutual consent has to be obtained from both parties for the withdrawal of funds from the bank account. The restricted bank balance carries interest at 1% (2005: 1%) per annum and with original maturity of three months or less.

34. 應收貿易賬款

本集團給予貿易客戶平均三十天信用期。下列是應收貿易賬款於結算日之賬齡分析：

35. 監管戶口結餘**本集團**

金額指一個以中國信達名義代本集團於中國開設的銀行賬戶的銀行結餘，目的旨在存入處置不良資產回收所得資金。該銀行賬戶由銀建資產管理及中國信達共同監管，其資金提取需要得到雙方同意。監管戶口結餘以年利率1厘現行市場利率（二零零五年：1厘）計息，而原到期日為三個月或以下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

36. Bank balances and cash

The Group and the Company

The Group and the Company's bank balances and cash comprise cash and short-term bank deposits carrying effective interest at an average of 2% (2005: 2%) per annum with an original maturity of three months or less. Included in the Group's bank balances and cash at 31 December 2006 was an aggregated amounts of HK\$157,632,000 (2005: HK\$112,412,000) which was denominated in RMB and is not freely convertible into other currencies.

37. Assets classified as held for sale

36. 銀行結餘及現金

本集團及本公司

本集團及本公司的銀行結餘及現金包括現金及原到期日為三個月或以下之短期銀行存款之實際計息利率為平均年利率2厘(二零零五年: 2厘)。本集團於二零零六年十二月三十一日銀行結餘及現金, 包括總計為157,632,000港元(二零零五年: 112,412,000港元)以人民幣計值之金額, 並且不可自由兌換為其他貨幣。

37. 列為持作銷售之資產

		The Group 本集團		The Company 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Investments properties held for sale (note a)	持作銷售投資物業 (附註a)	88,180	—	70,580	—
Deposit paid for acquisition of distressed assets (note b)	已付收購不良資產的按金 (附註b)	—	263,723	—	—
		88,180	263,723	70,580	—

Notes:

- (a) As described in note 16, the Group entered into a provisional sales and purchase agreement to sell certain investment properties at a consideration of HK\$88,180,000. The transaction was completed in January 2007.
- (b) The amount was 50% of the deposits paid for the acquisition of the Huarong NPL Portfolio from China Huarong Asset Management Corporation which was subsequently disposed to CFPI. Details of the transaction are set out in note 29.

附註:

- (a) 誠如附註16所述, 本集團訂立一份臨時買賣協議, 以88,180,000港元代價出售若干投資物業。該交易已於二零零七年一月完成。
- (b) 該金額為支付收購中國華融資產管理公司的華融不履約貸款組合的按金之50%, 不履約貸款組合其後出售予CFPI。有關交易詳情載於附註29。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

38. Pledge of assets

At 31 December 2006, the Group had pledged certain investment properties and leasehold properties which had an aggregate carrying value at the balance sheet date of approximately HK\$2,008,180,000 (2005: HK\$1,855,100,000) and HK\$84,700,000 (2005: HK\$78,900,000) respectively to secure general banking facilities granted to the Group.

At 31 December 2006, the Company had pledged certain investment properties and leasehold properties which had an aggregate carrying value at the balance sheet date of approximately HK\$50,580,000 (2005: HK\$90,500,000) and HK\$32,800,000 (2005: HK\$28,600,000) respectively to secure general banking facilities granted to the Company.

39. Share capital**38. 資產抵押**

於二零零六年十二月三十一日，本集團已將若干於結算日其賬面總額分別為約2,008,180,000港元（二零零五年：1,855,100,000港元）及84,700,000港元（二零零五年：78,900,000港元）之投資物業及租賃物業抵押，作為本集團所獲取一般性銀行融資之條件。

於二零零六年十二月三十一日，本公司已將若干於結算日其賬面總額分別為約50,580,000港元（二零零五年：90,500,000港元）及32,800,000港元（二零零五年：28,600,000港元）之投資物業及租賃物業抵押，作為本公司所獲取一般性銀行融資之條件。

39. 股本

		Number of shares 股份數目		Nominal value 票面值	
		2006 二零零六年 In thousand 千股	2005 二零零五年 In thousand 千股	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Ordinary share of HK\$0.20 each	每股面值0.20 港元之普通股				
<i>Authorised:</i>	法定股本：				
At the beginning and the end of the year	於年初及於年末	4,000,000	4,000,000	800,000	800,000
<i>Issued and fully paid:</i>	已發行及繳足股份：				
At the beginning of the year	於年初	1,688,710	1,758,672	337,742	351,734
Conversion of convertible note (note a)	轉換可換股票據 (附註a)	100,000	—	20,000	—
Exercise of share options (note b)	行使購股權 (附註b)	32,000	—	6,400	—
Shares repurchased (note c)	回購股份 (附註c)	—	(69,962)	—	(13,992)
At the end of the year	於年末	1,820,710	1,688,710	364,142	337,742

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

39. Share capital (Continued)

Notes:

- (a) On 21 March 2006, the Company received a notice of conversion from Catic Limited exercising the right to convert the convertible note in the principal amount of HK\$220,000,000 into 100,000,000 shares, representing approximately 5.92% of the issued share capital of the Company before the issue of the conversion shares and approximately 5.59% of the issued share capital of the Company as enlarged by the issue of the conversion shares at the conversion price of HK\$2.20 per share. These shares rank pari passu in all respect with other shares in issue.
- (b) During the year, the share option holders exercised the right attached on the share options to subscribe for a total of 32,000,000 shares at the exercise prices ranging from HK\$0.535 to HK\$0.967 per share. These shares rank pari passu in all respect with other shares in issue.
- (c) During the year ended 31 December 2005, the Company repurchased its own shares on the Stock Exchange as follows:

39. 股本 (續)

附註：

- (a) 於二零零六年三月二十一日，本公司接獲Catic Limited的換股通知，行使兌換權利，將本金額220,000,000港元的可換股票據兌換為100,000,000股股份，佔本公司在發行兌換股份前已發行股本約5.92%，及佔本公司經以每股2.20港元的兌換價發行兌換股份後擴大已發行股本的約5.59%。該等股份與其他已發行股份在所有方面均享有相同權利。
- (b) 年內，購股權持有人行使購股權附帶權利，以每股介乎0.535港元至0.967港元的行使價格，認購總計32,000,000股股份。該等股份與其他已發行股份在所有方面均享有相同權利。
- (c) 截至二零零五年十二月三十一日的年內，本公司於聯交所回購其本身股份如下：

Months of repurchase 回購月份	Number of ordinary shares HK\$0.20 each 每股面值0.20港元 的普通股數目 In thousand 千股	Price per share 每股價格		Aggregate consideration paid 已付總代價 HK\$'000 千港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
June 2005 (note 1) 二零零五年六月 (附註1)	27,006	2.785	2.082	66,240
December 2005 (note 2) 二零零五年十二月 (附註2)	42,956	2.350	2.220	99,061
	69,962			165,301

Notes:

1. The above shares were repurchased and cancelled during the year ended 31 December 2005.
2. The above shares were repurchased in December 2005 and cancelled in January 2006.

附註：

1. 上述股份已於截至二零零五年十二月三十一日止年度內被回購及註銷。
2. 上述股份已於二零零五年十二月被回購，並於二零零六年一月被註銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

40. Reserves of the Company

The distributable reserves of the Company as at 31 December 2006 amounted to approximately HK\$367,418,000 (2005: HK\$268,759,000), being its retained profits at that date.

40. 本公司的儲備

於二零零六年十二月三十一日，本公司可分配儲備總計約367,418,000港元（二零零五年：268,759,000港元），為該日的保留溢利。

		Share premium	Convertible notes reserve	Asset revaluation reserve	Capital redemption reserve	Retained profits	Total
		股份溢價	可換股票據股本儲備	資產重估儲備	資本贖回儲備	保留溢利	合計
		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
The Company	本公司						
At 1 January 2005	於二零零五年一月一日	1,957,757	20,150	12,126	—	148,552	2,138,585
Gain on revaluation of leasehold properties	重估租賃物業產生之收益	—	—	5,440	—	—	5,440
Deferred tax liability arising on revaluation of leasehold properties	重估租賃物業產生之遞延稅項負債	—	—	(539)	—	—	(539)
Net income recognised directly in equity	直接於權益確認的收入淨額	—	—	4,901	—	—	4,901
Profit for the year	年內溢利	—	—	—	—	373,442	373,442
Total recognised income and expenses for the year	年內確認的收入及支出總額	—	—	4,901	—	373,442	378,343
Share repurchase	股份回購						
— premium on repurchase of shares	— 回購股份之溢價	—	—	—	—	(151,309)	(151,309)
— transfer	— 劃轉	—	—	—	13,992	(13,992)	—
Dividend	股息	—	—	—	—	(87,934)	(87,934)
At 31 December 2005	於二零零五年十二月三十一日	1,957,757	20,150	17,027	13,992	268,759	2,277,685
Gain on revaluation of leasehold properties	重估租賃物業產生之收益	—	—	6,642	—	—	6,642
Deferred tax liability arising on revaluation of leasehold properties	重估租賃物業產生之遞延稅項負債	—	—	(766)	—	—	(766)
Net income recognised directly in equity	直接於權益確認的收入淨額	—	—	5,876	—	—	5,876
Profit for the year	年內溢利	—	—	—	—	191,166	191,166
Total recognised income and expense for the year	年內確認的收入及支出總額	—	—	5,876	—	191,166	197,042
Issue of share capital	發行股本	19,580	—	—	—	—	19,580
Share issued expenses	股份發行費用	(50)	—	—	—	—	(50)
Conversion of convertible note	轉換可換股票據	200,000	(10,075)	—	—	5,821	195,746
Transfer	劃轉	—	(10,075)	—	—	10,075	—
Dividend	股息	—	—	—	—	(108,403)	(108,403)
At 31 December 2006	於二零零六年十二月三十一日	2,177,287	—	22,903	13,992	367,418	2,581,600

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

41. Share options

On 27 May 2002, the shareholders of the Company approved the termination (to the effect that no further share options shall be offered) of the share option scheme adopted by the Company on 26 June 1995 (the "Old Share Option Scheme") and the adoption of a new share option scheme (the "New Share Option Scheme") with effect from 27 May 2002. The Old Share Option Scheme and the New Share Option Scheme were adopted for the primary purpose of giving incentives to the directors and eligible employees of the Group.

According to the Old Share Option Scheme, the board of directors of the Company were authorised, at any time within ten years after the adoption date, to grant share options to any directors or employees of the Company or any of its subsidiaries to subscribe for shares in the Company at a price not less than 80 per cent. of the average of closing prices of the Company's shares on the five trading days immediately preceding the offer date of the share options or the nominal value of the Company's shares, whichever is higher. The maximum number of shares in respect of which share options may be granted under the Old Share Option Scheme cannot exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company from time to time.

According to the New Share Option Scheme, the board of directors of the Company are authorised, at any time within ten years after the adoption date, to grant share options to any directors or employees of the Company or any of its subsidiaries to subscribe for shares in the Company at a price not less than the closing price of the Company's shares on the date of grant, the average closing prices of the Company's shares on the five trading days immediately preceding the offer date of the share options or the nominal value of the Company's shares, whichever is higher. The maximum number of shares in respect of which share options may be granted under the New Share Option Scheme cannot exceed 30 per cent. of the aggregate nominal amount of the issued share capital of the Company from time to time.

41. 購股權

二零零二年五月二十七日，本公司股東批准終止（其作用為不得進一步授出購股權）本公司於一九九五年六月二十六日採納之購股權計劃（「舊購股權計劃」），並自二零零二年五月二十七日起採納新購股權計劃（「新購股權計劃」）。採納舊購股權計劃及新購股權計劃之主要目的為獎勵本集團董事及合資格僱員。

根據舊購股權計劃，本公司董事會獲授權於採納日期後十年內任何時間，授予本公司或其任何附屬公司董事或僱員購股權以認購本公司股份，價格不得少於緊接購股權授出日期前五個交易日本公司股份平均收市價之80%或本公司股份之面值（以較高者為準）。有關根據舊購股權計劃授出之購股權可認購之最高股份數目，乃以不超過本公司不時已發行股本總面值之10%為限。

按照新購股權計劃，本公司董事會獲授權於採納日期後十年內任何時間，授予本公司或其任何附屬公司董事或僱員購股權以認購本公司股份，價格不得少於授出日期本公司股份之收市價、緊接購股權授出日期前五個交易日本公司股份平均收市價或本公司股份之面值（以較高者為準）。有關根據新購股權計劃授出之購股權可認購之最高股份數目，乃以不超過本公司不時已發行股本總面值之30%為限。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

41. Share options (Continued)

During the year ended 31 December 2006, no option was granted under the New Share Option Scheme of the Company and no share option was outstanding as at 31 December 2006.

No consideration was paid for the share options granted. Upon the exercise of the share options, the resulting shares issued are recorded by the Company 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 in the share premium account.

Movements during the year of share options under the Old Share Option Scheme and the New Share Option Scheme are set out below:

41. 購股權 (續)

於截至二零零六年十二月三十一日止年度內，概無根據本公司的新購股權計劃項下授出任何購股權，及於二零零六年十二月三十一日，亦無未予行使的購股權。

授出購股權不會收取任何代價。於行使購股權後，致使發行的股份按股份面值記錄為本公司的額外股本，而每股行使價高出股份面值之差額則會記錄於股份溢價賬內。

年內根據舊購股權計劃及新購股權計劃授出之購股權之變動載列如下：

Subscription price per share 每股認購價	Exercisable period 可予行使期間	Number of share options 購股權數目		
		Outstanding at 1 January 2005 and 1 January 2006 於二零零五年一月一日及二零零六年一月一日未予行使	Exercised during 2006 二零零六年內已行使	Outstanding at 31 December 2006 於二零零六年十二月三十一日未予行使
HK\$				
港元				
Old Share Option Scheme 舊購股權計劃				
0.967	09/01/1997-08/01/2007	15,000,000	(15,000,000)	—
0.900	27/07/1999-26/07/2009	2,000,000	(2,000,000)	—
0.535	25/07/2001-24/07/2011	5,000,000	(5,000,000)	—
		22,000,000	(22,000,000)	—
New Share Option Scheme 新購股權計劃				
0.700	07/06/2002-06/06/2012	10,000,000	(10,000,000)	—
		32,000,000	(32,000,000)	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

41. Share options (Continued)

No share option was being granted or lapsed during the year.

The market price of the Company's shares at the date of exercise and the date immediately before exercise of share options during the year ended 31 December 2006 ranged between HK\$2.12 and HK\$2.40 and HK\$2.26 and HK\$2.425, respectively.

Movements during the year of the share options held by the directors included in the above tables are as follows:

41. 購股權 (續)

於年內並無購股權獲授出或失效。

於截至二零零六年十二月三十一日止年度，本公司股份於行使日期及緊接購股權獲行使當日之市價分別為介乎2.12港元至2.40港元及2.26港元至2.425港元。

列入上表的董事於年內所持購股權之變動如下：

Subscription price per share 每股認購價	Exercisable period 可予行使期間	Number of share options 購股權數目		
		Outstanding at 1 January 2005 and 1 January 2006 於二零零五年一月一日及二零零六年一月一日未予行使	Exercised during 2006 二零零六年年內已行使	Outstanding at 31 December 2006 於二零零六年十二月三十一日未予行使
HK\$				
港元				
Old Share Option Scheme 舊購股權計劃				
0.967	09/01/1997-08/01/2007	15,000,000	(15,000,000)	—
0.900	27/07/1999-26/07/2009	2,000,000	(2,000,000)	—
0.535	25/07/2001-24/07/2011	2,000,000	(2,000,000)	—
		19,000,000	(19,000,000)	—
New Share Option Scheme 新購股權計劃				
0.700	07/06/2002-06/06/2012	10,000,000	(10,000,000)	—
		29,000,000	(29,000,000)	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

42. Borrowings

42. 借貸

		The Group 本集團		The Company 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Bank overdrafts — secured	銀行透支 — 有抵押	—	79,241	—	79,241
Bank loans — secured	銀行貸款 — 有抵押	606,900	579,478	5,750	8,050
		606,900	658,719	5,750	87,291
Carrying amount repayable:	應償還之賬面值：				
On demand or within one year	應要求或一年內	601,150	651,819	1,150	80,391
More than one year, but not exceeding two years	一年以上但 不超過兩年	1,150	1,150	1,150	1,150
More than two years, but not exceeding five years	兩年以上但 不超過五年以上	3,450	3,450	3,450	3,450
More than five years	五年以上	1,150	2,300	1,150	2,300
		606,900	658,719	6,900	87,291
Less: Amounts due within one year shown under current liabilities	減：一年內到期 並列為流動 負債之金額				
— Borrowings	— 借貸	(601,150)	(572,578)	(1,150)	(1,150)
— Bank overdrafts	— 銀行透支	—	(79,241)	—	(79,241)
		5,750	6,900	5,750	6,900

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

42. Borrowings (Continued)

The bank loans are secured by certain investment properties and leasehold properties.

Bank loans of the Group and the Company of HK\$6,900,000 (2005: HK\$87,291,000) are denominated in Hong Kong dollars and carry a floating rate of prime rate minus 2.375% (2005: prime rate minus 2.375%) per annum.

Other bank loans of the Group are denominated in RMB and carry a fixed interest rate at 5.265% (2005: at 5.58%) per annum.

43. Convertible notes**The Group and the Company****42. 借貸 (續)**

銀行貸款以本集團的若干投資物業及租賃物業作抵押。

本集團及本公司的銀行貸款6,900,000港元(二零零五年: 87,291,000港元)以港元列值,並按最優惠年利率減2.375厘(二零零五年:最優惠年利率減2.375厘)之浮動利率計息。

本集團的其他銀行貸款以人民幣列值,並以5.265厘(二零零五年:5.58厘)之固定年利率計息。

43. 可換股票據**本集團及本公司**

			2006	2005
		Notes	二零零六年	二零零五年
		附註	HK\$'000	HK\$'000
			千港元	千港元
Convertible note at fair value through profit or loss	於損益表按公平值處理的可換股票據	(a)	402,112	437,280
Convertible note	可換股票據	(b)	—	428,836
			402,112	866,116
Less: Amount due within one year shown under current liabilities	減: 一年內到期並列為流動負債之金額		—	(428,836)
			402,112	437,280

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

43. Convertible notes (Continued)**(a) Convertible note at fair value through profit or loss**

On 24 November 2004, the Company issued a convertible note to Citigroup Global Markets Limited ("CGML") in the principal amount of US\$52,500,000 in accordance with a subscription agreement dated 5 November 2004 entered into between the Company and CGML. The interest rate is 1.5% per annum and payable semi-annually in arrears. The Company shall repay the principal amount outstanding under the convertible note to the noteholder together with all interest accrued on the fifth anniversary of the date of the issue of the convertible note. The conversion price is HK\$2.95 per share which is subject to adjustment for, among other matters, subdivision or consolidation of shares, bonus issues, capital reduction, rights issues and other events which have diluting effects on the issued share capital of the Company. The noteholder will have the right to convert the whole or part of the principal amount of the convertible note into shares at any time and from time to time, from the date of issue of the convertible note up to the fifth anniversary of the date of issue of the convertible note in an amount not less than US\$100,000 on each conversion, save that if at any time, the principal outstanding amount of the convertible note is less than US\$100,000, the whole (but not part only) of the principal amount of the convertible note may be converted. The conversion shares to be issued upon conversion shall rank pari passu in all respects with all other existing shares outstanding at the date of the conversion.

43. 可換股票據 (續)**(a) 於損益表按公平值處理的可換股票據**

於二零零四年十一月二十四日，本公司根據本公司與 Citigroup Global Markets Limited (「花旗集團」) 於二零零四年十一月五日簽訂的一項認購協議向花旗集團發出一份本金額52,500,000美元的可換股票據。票據利息以年利率1.5厘計算並須每半年以下期形式支付。本公司須於可換股票據發出日期起計的第五個週年日向票據持有人償還可換股票據項下未有贖回的本金額和所有的應計利息。換股價為每股2.95港元，並須受到(其中包括)股份拆細或合併、發行紅股、削減股本、供股和其他對本公司已發行股本具有攤薄效應的事件的影響作出調整。票據持有人有權於可換股票據發出日期起至可換股票據發出日期後的第五個週年日止期間內的任何時間和隨時將可換股票據之本金額全部或部分轉換股份，惟每次轉換的金額不可少於100,000美元，除此以外，如於任何時間可換股票據的未有贖回本金額少於100,000美元，則可換股票據的全部(而非部分)本金額可予轉換股份。因轉換股份而發行的股份在各方面均與轉換股份當日所有其他現有已發行股份享有相同權利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

43. Convertible notes (Continued)

(a) Convertible note at fair value through profit or loss (Continued)

Under HKAS 39, as the functional currency of the Company is Hong Kong dollars, the conversion option of this convertible note denominated in United States dollars will not be settled by the exchange of a fixed amount of cash or another financial asset for fixed number of the Company's own equity instrument. The conversion option was considered as a derivative and the entire convertible note was designated as financial liability through profit or loss on initial recognition.

The movement of the convertible note for the year is set out below:

		HK\$'000 千港元
As at 1 January 2005	於二零零五年一月一日	637,036
Decrease in fair value during the year	年內公平值減少	(199,756)
As at 31 December 2005	於二零零五年十二月三十一日	437,280
Decrease in fair value during the year	年內公平值減少	(35,168)
As at 31 December 2006	於二零零六年十二月三十一日	402,112

The convertible note at fair value through profit or loss is carried at fair value at the balance sheet date. During the year, a gain on decrease in its fair value of HK\$35,168,000 (2005: HK\$199,756,000) is recognised in the consolidated income statement.

43. 可換股票據 (續)

(a) 於損益表按公平值處理的可換股票據 (續)

根據香港會計準則第39號，由於本公司之功能貨幣為港元，故該可換股票據以美元為單位之轉換權並不以固定現金金額或其他金融資產交換固定數目之本公司本身股本工具作結算。轉換權視為一個衍生金融工具，於初次確認時指定為於損益表處理之金融負債。

本年度可換股票據之變動載列如下：

於損益表按公平值處理的可換股票據於結算日以公平值列賬。年內，其公平值減少產生收益35,168,000港元(二零零五年：199,756,000港元)已於綜合收入報表中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

43. Convertible notes (Continued)**(a) Convertible note at fair value through profit or loss (Continued)**

The fair value of the liability component of the convertible note at fair value through profit or loss at 31 December 2006 was determined based on the present value of the estimated future cash flows discounted at the prevailing market rate for an equivalent non-convertible loan at the balance sheet date. The discount rate is 6.79% (2005: 7.03%).

The fair value of the conversion option embedded was calculated using the Binomial model. The inputs into the model were as follows:

		31 December 2006 二零零六年 十二月 三十一日	31 December 2005 二零零五年 十二月 三十一日
Stock price	股價	HK\$2.05	HK\$2.30
Exercise price	行使價	HK\$2.95	HK\$2.95
Expected volatility	預期波幅	42%	52%
Expected life	預期年期	2.9 years	3.9 years
Risk-free rate	無風險利率	3.59%	4.09%
Expected dividend yield	預期股息收益率	2.00%	2.00%

The stock price was the closing price at the respective balance sheet dates while the expected volatility was determined by calculating the historical volatility of the Company's share price over the previous year.

43. 可換股票據 (續)**(a) 於損益表按公平值處理的可換股票據 (續)**

於損益表按公平值處理的可換股票據之負債部分於二零零六年十二月三十一日之公平值乃根據按同等不可兌換貸款於結算日之現行市場利率貼現之估計未來現金流量釐定。貼現率為6.79厘(二零零五年: 7.03厘)。

轉換權內含之公平值採用二項模式計算。投入於該模式之項目如下:

股價為於各結算日之收市價，而預期波幅乃透過計算本公司股價於過去一年之歷史波幅而釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

43. Convertible notes (Continued)**(b) Convertible note**

On 23 November 2004, the Company issued a convertible note in the principal amount of HK\$440 million to Catic Limited, a shareholder of the Company, in accordance with a convertible note subscription agreement dated 20 September 2004 entered into between the Company and Catic Limited. The interest rate is 1.5% per annum and payable semi-annually in arrears. The Company shall repay principal amount outstanding under the convertible note to the noteholder together with all interest accrued on the second anniversary of the date of the issue of the convertible note. The conversion price is HK\$2.20 per share, subject to adjustment for, among other matters, subdivision or consolidation of shares, bonus issues, capital reduction, rights issues and other events which have diluting effects on the issued share capital of the Company. The noteholder will have the right to convert the whole or part of the principal amount of the convertible note into shares at any time and from time to time, from the date of issue of the convertible note up to the second anniversary of the issue of the convertible note in amount not less than HK\$30,000,000 on each conversion, save that if at any time, the principal outstanding amount of the convertible note is less than HK\$30,000,000, the whole (but not part only) of the principal amount of the convertible note may be converted. Shares to be issued upon conversion shall rank pari passu in all respects with all other existing shares outstanding at the date of the conversion.

43. 可換股票據 (續)**(b) 可換股票據**

於二零零四年十一月二十三日，本公司根據一項由本公司與Catic Limited（為本公司之股東）於二零零四年九月二十日簽訂的可換股票據認購協議授出一份本金額440,000,000港元的可換股票據予Catic Limited。票據利息以年利率1.5厘計算並須每半年以下期形式支付。本公司須於可換股票據發出日期起計的第二個週年日向票據持有人償還可換股票據項下未有贖回的本金額和所有的應計利息。換股價為每股2.20港元，並須受到（其中包括）股份拆細或合併、發行紅股、削減股本、供股和其他對本公司已發行股本具有攤薄效應的事件的影響作出調整。票據持有人有權於可換股票據發出日期起至可換股票據發出後的第二個週年日止期間內的任何時間和隨時將可換股票據之本金額全部或部分轉換股份，惟每次轉換的金額不可少於30,000,000港元，除此以外，如於任何時間可換股票據的未有贖回本金額少於30,000,000港元，則可換股票據的全部（而非部分）本金額可予轉換股份。因轉換股份而發行的股份在各方面均與轉換股份當日所有其他現有已發行股份享有相同權利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

43. Convertible notes (Continued)**(b) Convertible note (Continued)**

The convertible note contained two components, liability and equity elements. The equity element was presented in equity heading “convertible notes equity reserve”. The effective interest rate of the liability component was 4.48% per annum.

On 21 March 2006, the Company received a notice of conversion from Catic Limited exercising the right to convert part of the convertible note in the principal amount of HK\$220,000,000 into 100,000,000 shares.

On 23 November 2006, the second anniversary of the issue of the convertible note, the Company repaid the remaining convertible note in the principal amount of HK\$220,000,000 by issuing a loan note of HK\$220,000,000. Pursuant to the loan agreement entered into between the Company and Catic Limited, the term loan carrying interest at 6% per annum and is repayable within a year (Note 49).

43. 可換股票據 (續)**(b) 可換股票據 (續)**

可換股票據含有負債與股本兩部分。股本部分於股本之「可換股票據股本儲備」呈列。負債部分之實際年利率為4.48厘。

於二零零六年三月二十一日，本公司接獲來自Catic Limited的轉換通知書，要求行使權利將部分可換股票據本金額220,000,000港元轉換為100,000,000股股份。

於二零零六年十一月二十三日（可換股票據發行之第二週年），本公司透過發行本金220,000,000港元之貸款票據220,000,000港元來支付餘下的可換股票據。根據本公司與Catic Limited達成的貸款協議書，貸款期以利息率6厘計息並於一年內支付（附註49）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

43. Convertible notes (Continued)

43. 可換股票據 (續)

(b) Convertible note (Continued)

(b) 可換股票據 (續)

The movement of the liability component of the convertible note for the year is set out below:

本年度可換股票據負債部分之變動載列如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Liability component at the beginning of the year	負債部分於年初	428,836	416,835
Interest charge	利息支出	8,540	18,601
Interest paid	已付利息	(2,958)	(6,600)
Converted on 21 March 2006	於二零零六年三月二十一日換股	(214,418)	—
Repayment by a shareholder's loan on 23 November 2006	於二零零六年十一月二十三日以一項股東貸款歸還	(220,000)	—
Liability component at the end of the year	負債部分於年末	—	428,836
Less: Amounts due within one year shown under current liabilities	減：於一年之內到期並列為流動負債之金額	—	(428,836)
		—	—

The interest charged for the year was calculated at an effective rate of 4.48% (2005: 4.48%) per annum to liability component.

年內之利率支出乃以負債部分按實際年利率4.48厘(二零零五年：4.48厘)計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

44. Deferred taxation

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

44. 遞延稅項

以下為本年度及以前呈報年度已確認之主要遞延稅項資產(負債)及其變動:

		The Group 本集團					
		Accelerated tax depreciation	Revaluation of properties	Distressed assets	Tax losses	Convertible note	Total
		加速 稅項折舊	物業重估	不良資產	稅項虧損	可換股 票據	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2005	於二零零五年一月一日	(55)	(65,128)	(46,973)	18,555	(4,054)	(97,655)
(Charge) credit to income for the year	於本年度收益(扣除)計入	—	(47,314)	(39,274)	(3,961)	2,100	(88,449)
Charge to equity for the year	於本年度權益扣除	—	(539)	—	—	—	(539)
At 31 December 2005	於二零零五年十二月三十一日	(55)	(112,981)	(86,247)	14,594	(1,954)	(186,643)
(Charge) credit to income for the year	於本年度收益(扣除)計入	—	(32,446)	(26,652)	(13,086)	977	(71,207)
(Charge) credit to equity for the year	於本年度權益(扣除)計入	—	(766)	—	—	977	211
At 31 December 2006	於二零零六年十二月三十一日	(55)	(146,193)	(112,899)	1,508	—	(257,639)

		The Company 本公司					
		Accelerated tax depreciation	Revaluation of properties	Tax losses	Convertible note	Total	
		加速 稅項折舊	物業重估	稅項虧損	可換股 票據	總額	
		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	
At 1 January 2005	於二零零五年一月一日	(55)	(11,162)	17,799	(4,054)	2,528	
Credit (charge) to income for the year	於本年度收益計入(扣除)	—	318	(5,661)	2,100	(3,243)	
Charge to equity for the year	於本年度權益扣除	—	(539)	—	—	(539)	
At 31 December 2005	於二零零五年十二月三十一日	(55)	(11,383)	12,138	(1,954)	(1,254)	
Credit (charge) to income for the year	於本年度收益計入(扣除)	—	1,596	(12,138)	977	(9,565)	
(Charge) credit to equity for the year	於本年度權益(扣除)計入	—	(766)	—	977	211	
At 31 December 2006	於二零零六年十二月三十一日	(55)	(10,553)	—	—	(10,608)	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

44. Deferred taxation (Continued)

For the purpose of balance sheet presentation, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

44. 遞延稅項 (續)

就資產負債表呈報而言，若干遞延稅項資產及負債已互相抵銷。以下為就財務申報用途所制之遞延稅項結餘分析：

		The Group 本集團		The Company 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Deferred tax assets	遞延稅項資產	—	1,336	—	—
Deferred tax liabilities	遞延稅項負債	(257,639)	(187,979)	(10,608)	(1,254)
		(257,639)	(186,643)	(10,608)	(1,254)

At the balance sheet date, the Group had unused tax losses of approximately HK\$24,399,000 (2005: HK\$218,486,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$8,617,000 (2005: HK\$83,394,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$15,782,000 (2005: HK\$135,092,000) due to unpredictability of future profit streams. At 31 December 2006, included in unrecognised tax losses were losses of nil (2005: HK\$128,568,000 which expired in 2006). Other tax losses may be carried forward indefinitely.

At the balance sheet date, the Company had unused tax losses of nil (2005: HK\$69,361,000) available for offset against future profits. A deferred tax asset had been recognised in respect of HK\$nil (2005: HK\$69,361,000) of such losses.

於結算日，本集團有可扣減未來溢利的未動用稅項虧損約24,399,000港元（二零零五年：218,486,000港元）。其中約8,617,000港元（二零零五年：83,394,000港元）虧損相關的遞延稅項資產已經確認。其餘15,782,000港元（二零零五年：135,092,000港元）因涉及未來收益流的不可預測性而未予確認遞延稅項資產。於二零零六年十二月三十一日，未確認稅項虧損為零（二零零五年：128,568,000港元並已於二零零六年屆滿）。其他稅項虧損可承上結轉，且並無屆滿日期。

於結算日，本公司有可扣減未來溢利的未動稅項虧損為零（二零零五年：69,361,000港元）。其中零港元（二零零五年：69,361,000港元）相關虧損的遞延稅項資產已經確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

45. Trade payables

The following is an aged analysis of trade payables at the balance sheet date:

		The Group	
		本集團	
		2006	2005
		二零零六年	二零零五年
		HK\$'000	HK\$'000
		千港元	千港元
0 to 30 days	零至三十日	53,437	6,324
31 to 90 days	三十一日至九十日	11,784	8,428
Over 90 days	超過九十日	19,571	4,423
		84,792	19,175

46. Accrued charges, rental deposits and other payables**The Group**

The balance includes an amount of HK\$21,349,000 (2005: HK\$35,637,000) payable to a minority shareholder of a former subsidiary in relation to construction works rendered for properties. The amount is unsecured, non-interest bearing and is repayable on demand.

The balance includes an amount of HK\$37,700,000 (2005: HK\$35,900,000) payable to an independent third party in relation to purchase of a land use right in the PRC. The amount is secured by certain investment properties, bears interest at 5.88% (2005: 5.88%) per annum and is repayable on demand.

45. 應付貿易賬款

下列是應付貿易賬款於結算日之賬齡分析：

46. 應計費用、租務按金及其他應付款項**本集團**

結餘包括一筆為數21,349,000港元(二零零五年：35,637,000港元)應付一間前附屬公司之少數股東之有關物業建築工程有關之款項。有關金額為無抵押、免息及於要求時償還。

結餘包括就收購一幅中國土地使用權而應付予獨立第三方為數37,700,000港元之款項(二零零五年：35,900,000港元)。該金額由若干投資物業抵押，按年利率5.88厘(二零零五年：5.88厘)計息，及須於要求時償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

47. Amounts due to associates

The Group and the Company

The amounts are unsecured, non-interest bearing and repayable on demand.

48. Accruals for management fee to holding company of a shareholder

The Group

The balance represents accruals for management fee payable to China Cinda pursuant to the NPL Agreement (as described in note 27). The amounts are unsecured, non-interest bearing and repayable on demand.

49. Loan from a shareholder

The Group and the Company

The amount is unsecured, bears interest at 6% per annum and is repayable within one year.

50. Amounts due to subsidiaries

The Company

The amounts are unsecured, non-interest bearing and repayable on demand.

47. 應付聯營公司款項

本集團及本公司

有關金額為無抵押、免息及須於要求時償還。

48. 應付一名股東之控股公司的應計管理費

本集團

有關結餘為根據不履約貸款協議應向中國信達支付之應計管理費(如附註27所述)。有關金額為無抵押、免息及須於要求時償還。

49. 股東貸款

本集團及本公司

有關金額為無抵押、按年利率6厘計息及須於一年內償還。

50. 應付附屬公司款項

本公司

有關金額為無抵押、免息及須於要求時償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

51. Disposal of a subsidiary

51. 出售附屬公司

The net assets of a subsidiary at the date of disposal were as follows:

附屬公司於出售日之資產淨值如下：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Net assets of a subsidiary at the date of disposal were as follows:	於出售日附屬公司的資產淨值如下：		
Interest in distressed assets	不良資產權益	525,581	—
Amounts due to holding companies	應付控股公司款項	(478,123)	—
		47,458	—
Gain on disposal of a subsidiary	出售一間附屬公司產生之收益	2,550	—
		50,008	—
Total consideration	總代價	50,008	—
Satisfied by:	支付方式：		
Cash	現金	26,279	—
Transferred to interest in a jointly controlled entity	轉讓共同控制公司之權益	23,729	—
		50,008	—
Net cash inflow arising on disposal:	出售產生之現金流入淨額：		
Cash consideration	現金代價	26,279	—
		26,279	—

The subsidiary disposed of during the year had no significant contribution to the Group's operating results for the current year.

於年內出售之附屬公司對本集團本年度的經營業績並無重大貢獻。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

52. Operating lease commitments

The Group and the Company as lessee

At the balance sheet date, the Group and the Company had commitments for future minimum lease payments under non-cancellable operating leases in respect of land and buildings which fall due as follows:

		THE GROUP 本集團		THE COMPANY 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	2,798	2,735	—	75
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年在內)	7,435	9,034	—	300
After five years	五年以後	—	738	—	—
		10,233	12,507	—	375

The operating lease payments represent rental payable for certain of its office premises and staff quarters. Leases are generally negotiated for lease terms ranged from 1 year to 5 years and rentals are fixed.

The Group and the Company as lessor

Property rental income earned by the Group and the Company during the year was approximately HK\$77,854,000 (2005: HK\$76,346,000) and HK\$2,518,000 (2005: HK\$2,478,000) respectively. The properties held have committed tenants for lease terms ranged from 1 year to 18 years.

52. 經營租約安排

本集團及本公司以承租人身份

於結算日，根據下述期限屆滿之土地及樓宇不可撤銷營運租約，本集團及本公司須於未來支付之最低租賃款項如下：

經營租約款項指就其若干辦公室物業及員工宿舍應付之租金。該等租約之租期一般為一至五年，租金亦為固定金額。

本集團及本公司以出租人身份

本集團及本公司年內賺取之物業租金收入分別約為77,854,000港元(二零零五年：76,346,000港元)和2,518,000港元(二零零五年：2,478,000港元)。持有之物業於已簽約之租客的租期由一年至十八年不等。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

52. Operating lease commitments (Continued)

52. 經營租約安排 (續)

The Group and the Company as lessor (Continued)

本集團及本公司以出租人身份 (續)

At the balance sheet date, the Group and the Company had contracted with tenants for the following future minimum lease payments:

於結算日，本集團與租客已訂約而須於未來支付之最低租賃款額如下：

		THE GROUP 本集團		THE COMPANY 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Within one year	一年內	55,136	53,618	1,387	1,143
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年在內)	72,874	68,328	405	328
After five years	五年以後	11,057	16,669	—	—
		139,067	138,615	1,792	1,471

53. Capital commitments

53. 資本承擔

		The Group 本集團		The Company 本公司	
		2006 二零零六年	2005 二零零五年	2006 二零零六年	2005 二零零五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Capital expenditure in respect of:	就以下情況產生之資本開支：				
— acquisition of additional equity interest in a subsidiary	— 收購一間附屬公司之額外股本權益	—	22,129	—	—
— investment in an investee company	— 於所投資公司之投資	—	54,744	—	54,744
		—	76,873	—	54,744

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

54. Contingent liabilities

The Company has provided a guarantee in respect of the disposal of Beijing East Gate Wangjing Real Estate Co., Ltd. ("Wangjing") in the year 2004, a former subsidiary of the Group, under a share transfer agreement, pursuant to which the Company is required to provide guarantee to the buyers of Wangjing (the "Buyers") in respect of any contingent liabilities arising from any guarantees and securities provided by Wangjing and any contracts entered into by Wangjing not disclosed to the Buyers as at the date of transfer of shares of Wangjing to Buyers. Such guarantee provided by the Company is effective up to 9 November 2007.

55. Related party transactions**The Group**

During the year, the Group entered into the following transactions with related parties:

54. 或然負債

本公司於二零零四年就根據一項股份轉讓協議出售北京東環望京房地產有限公司(「望京」)(為本集團一間前附屬公司)的交易提供擔保，據此本公司向買入望京的買家(「買方」)就於望京向買方轉讓股份當天望京未有向買方作出披露而由望京提供之任何擔保及抵押與由望京訂立之任何合約引起的任何或然負債向買方提供擔保。此項本公司提供之擔保持續有效至二零零七年十一月九日。

55. 關聯方交易**本集團**

年內，本集團與關聯方進行下述交易：

		2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Interest income from a jointly controlled entity	收取一間共同控制公司之利息收入	8,943	—
Interest income from associates	收取聯營公司之利息收入	38,155	16,002
Interest expense on loan from a shareholder	一名股東提供之貸款的利息支出	1,410	—
Property management fee income from an associate	收取一間聯營公司之物業管理費收入	68	65
Rental income from an associate	收取一間聯營公司之租金收入	187	178
Consultancy fee paid to an associate	支付一間聯營公司之諮詢費	1,900	1,483
Commission income and performance return received from a fellow subsidiary of a shareholder	收取一名股東之同系附屬公司之佣金收入及超收分成	—	100,000
Interest on convertible note issued to shareholders	支付發行予股東之可換股票據利息	14,768	24,829

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

55. Related party transactions (Continued)

Details of balances with related companies and other transactions with related parties are set out in the consolidated balance sheet and in notes 23, 24, 27, 35, 43, 46, 47, 48 and 49.

The Company

Details of balances with subsidiaries are set out in the Company's balance sheet and in notes 22 and 50.

Except for the directors' remuneration as disclosed in note 10 during the year, there is no other remuneration of key management.

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

55. 關聯方交易 (續)

與關聯公司之結餘及與關聯人士之其他交易詳情已載於綜合資產負債表及附註23、24、27、35、43、46、47、48及49。

本公司

與附屬公司之結餘詳情載於本公司之資產負債表及附註22及50。

除附註10所披露之本年度董事酬金外，主要管理人員概無任何其他酬金。

董事酬金乃由薪酬委員會視乎個人表現及市場趨勢而釐定。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

56. Particulars of subsidiaries, associates and jointly controlled entity

(a) Particulars of the Company's subsidiaries at 31 December 2006 are as follows:

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share capital/ registered capital 已發行 普通股股本/ 註冊資本面值	Proportion of nominal value of issued ordinary share capital/ registered capital held by the Company 本公司所持有 已發行普通股股本/ 註冊資本面值比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Beijing East Gate Development Co., Ltd. ("Beijing East Gate") 北京東環置業有限公司 (「北京東環」)	PRC 中國	US\$100,413,500 100,413,500美元	—	100% (note i) (附註i)	Property development and investment 物業發展及投資
Beijing Yinda Property Management Limited ("Yinda") 北京銀達物業管理有限 責任公司(「銀達」)	PRC 中國	RMB10,000,000 人民幣10,000,000元	—	90% (note ii) (附註ii)	Property management 物業管理
Shenyang East Gate Development Co., Ltd. ("Shenyang East Gate") 沈陽東環置業有限公司 (「沈陽東環」)	PRC 中國	US\$10,150,000 10,150,000美元	—	98.5% (note iii) (附註iii)	Property development and investment 物業發展及投資
East Gate Development (H.K.) Limited 東環置業(香港)有限公司	Hong Kong 香港	HK\$100 100港元	100%	—	Investment holding 投資控股
SGIAM 銀建資產管理	Hong Kong 香港	HK\$10,000 10,000港元	100%	—	Distressed assets business 不良資產業務
Silver Grant International Assets Investment Limited 銀建國際資產投資有限公司	Hong Kong 香港	HK\$100 100港元	100%	—	Not yet commence business 尚未開展業務
Greenhill Property Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	Investment holding 投資控股

56. 附屬公司、聯營公司及共同控制公司摘要

(a) 本公司各附屬公司於二零零六年十二月三十一日之詳情如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

56. Particulars of subsidiaries, associates and jointly controlled entity (Continued)

(a) Particulars of the Company's subsidiaries at 31 December 2006 are as follows: (Continued)

56. 附屬公司、聯營公司及共同控制公司摘要 (續)

(a) 本公司各附屬公司於二零零六年十二月三十一日之詳情如下：(續)

Name of company 公司名稱	Place of incorporation/ incorporation/ 註冊成立/ 成立地點	Nominal value of issued ordinary share capital/ registered capital 已發行 普通股股本/ 註冊資本面值	Proportion of nominal value of issued ordinary share capital/ registered capital held by the Company		Principal activities 主要業務
			Directly	Indirectly	
			直接	間接	
Likesway Limited 利時威有限公司	Hong Kong 香港	HK\$2 2港元	100%	—	Property holding and investment 持有物業及投資
Real China Development Limited 泰景發展有限公司	Hong Kong 香港	HK\$2 2港元	100%	—	Property holding and investment 持有物業及投資
Silver Grant Department Store (BVI) Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	Investment holding 投資控股
Silver Grant Hainan Investment (BVI) Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	Inactive 暫無業務
Silver Grant Infra-Structure Investment (BVI) Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	Investment holding 投資控股
Samtung Investment Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	Investment holding 投資控股
Platinum Two Limited	Mauritius 毛里裘斯	US\$1 1美元	100%	—	Inactive 暫無業務
Silver Grant International Department Store Limited 銀建國際百貨有限公司	Hong Kong 香港	HK\$10 10港元	—	100%	Property investment 物業投資

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

56. Particulars of subsidiaries, associates and jointly controlled entity (Continued)

(a) Particulars of the Company's subsidiaries at 31 December 2006 are as follows: (continued)

56. 附屬公司、聯營公司及共同控制公司摘要 (續)

(a) 本公司各附屬公司於二零零六年十二月三十一日之詳情如下：(續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share capital/ registered capital 已發行 普通股股本/ 註冊資本面值	Proportion of nominal value of issued ordinary share capital/ Registered capital held by the Company 本公司所持有 已發行普通股股本/ 註冊資本面值比例		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Silver Grant International Infra-Structure Investment Limited 銀建國際基建投資有限公司	Hong Kong 香港	HK\$2 2港元	—	100%	Investment holding 投資控股
Silver Grant International Securities Investment Limited 銀建國際證券投資有限公司	Hong Kong 香港	HK\$2 2港元	—	100%	Securities trading 證券買賣
Silver Grant Securities Investment (BVI) Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	Investment holding 投資控股
Straight View Investment Limited 藝景投資有限公司	Hong Kong 香港	HK\$100 100港元	100%	—	Investment holding 投資控股
Twin Sparkle Limited 康而富有限公司	Hong Kong 香港	HK\$2 2港元	100%	—	Property holding and investment 持有物業及投資
Winner Property Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	—	100%	Investment holding 投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

56. Particulars of subsidiaries, associates and jointly controlled entity (Continued)

- (a) Particulars of the Company's subsidiaries at 31 December 2006 are as follows: (Continued)

Notes:

- (i) Beijing East Gate is a wholly foreign-owned enterprise.
- (ii) Yinda is a sino-foreign equity joint venture company established in the PRC. Under the joint venture agreement, the Group is responsible to contribute RMB9,000,000 to the registered capital of Yinda and share 90% of the profits and losses of Yinda.
- (iii) Shenyang East Gate is a sino-foreign co-operative joint venture company established in the PRC. Under the joint venture agreement, the Group is responsible to contribute US\$10,000,000 to the registered capital of Shenyang East Gate and share 70% of the profits and losses of Shenyang East Gate.

Other than the investment holding companies incorporated in the British Virgin Islands which have no principal place of operation, SGIAM, Beijing East Gate, Yinda and Shenyang East Gate which operate principally in the PRC, all other subsidiaries principally operate in Hong Kong.

Other than the convertible notes issued by the Company as explained in note 43, no loan capital has been issued by the Company and any of its subsidiaries.

56. 附屬公司、聯營公司及共同控制公司摘要 (續)

- (a) 本公司各附屬公司於二零零六年十二月三十一日之詳情如下：(續)

附註：

- (i) 北京東環是一家全外資擁有之企業。
- (ii) 銀達是一家於中國成立之中外合資企業。根據合作合同，本集團負責出資人民幣9,000,000元作為銀達之註冊資本，並且有權分享銀達90%權益。
- (iii) 沈陽東環是一家於中國成立之中外合作合營企業。根據合作合同，本集團負責出資10,000,000美元註冊資本予沈陽東環並有權分享沈陽東環70%權益。

除於英屬處女群島註冊成立之投資控股公司外(並無主要營業地點)，銀建資產管理、北京東環、銀達及沈陽東環主要是於中國營運外，所有其他附屬公司均在香港經營為主。

除本公司發行的可換股票據(詳見附註43)外，本公司及其任何附屬公司概無發行任何資本債務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

56. Particulars of subsidiaries, associates and jointly controlled entity (Continued)

(b) Particulars of the Company's significant associates at 31 December 2006 are as follows:

Name of company 公司名稱	Form of business structure 業務型態	Place of incorporation/ establishment/ 註冊成立/ 成立地點	Principal place of business 主要 營運地點	Class of shares held 所持股份類別	Proportion of nominal value of issued ordinary share capital/ Registered capital held by the Company 本公司所持有 已發行普通股本/ 註冊資本面值比例		Principal activities 主要業務
					The Group 本集團	The Company 本公司	
CII Limited 中基建設投資有限公司	Incorporated 註冊成立	Hong Kong 香港	Hong Kong 香港	Ordinary 普通股	50%	—	Investment in infrastructure projects and distressed assets business 投資基建項目及不良資產業務
Nonferrous Metals International (BVI) Limited 北京君合百年房地產開發有限公司	Incorporated 註冊成立	British Virgin Islands 英屬處女群島	Hong Kong 香港	Ordinary 普通股	50%	50%	In the process of deregistration 撤銷註冊中
北京君合百年房地產開發有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered capital 註冊資本	22.62%	—	Property development and investment 物業發展及投資
SYJ Holding Limited	Incorporated 註冊成立	British Virgin Islands 英屬處女群島	Hong Kong 香港	Ordinary 普通股	42.75%	28%	Investment holding 投資控股
Beijing Ju Fu Real Estate Development Company Limited 北京巨福房地產開發有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered capital 註冊資本	49.925%	—	Property development and investment 物業發展及投資

(c) Particulars of the Company's jointly controlled entity at 31 December 2006 are as follows:

Name of company 公司名稱	Form of business structure 業務型態	Place of incorporation/ 註冊 成立地點	Principal place of operation 主要 營運地點	Class of shares held 所持股份類別	Proportion of nominal value of registered capital held by the Group/Company 本集團/公司 所持有的註冊 資本面值比例		Principal activities 主要業務
					The Group 本集團	The Company 本公司	
Platinum One Limited	Incorporated 註冊成立	Mauritius 毛里裘斯	Hong Kong 香港	Ordinary 普通股	50%	—	Distressed assets business 不良資產業務

56. 附屬公司、聯營公司及共同控制公司摘要 (續)

(b) 本公司各重大聯營公司於二零零六年十二月三十一日的詳情如下：

Name of company 公司名稱	Form of business structure 業務型態	Place of incorporation/ establishment/ 註冊成立/ 成立地點	Principal place of business 主要 營運地點	Class of shares held 所持股份類別	Proportion of nominal value of issued ordinary share capital/ Registered capital held by the Company 本公司所持有 已發行普通股本/ 註冊資本面值比例		Principal activities 主要業務
					The Group 本集團	The Company 本公司	
CII Limited 中基建設投資有限公司	Incorporated 註冊成立	Hong Kong 香港	Hong Kong 香港	Ordinary 普通股	50%	—	Investment in infrastructure projects and distressed assets business 投資基建項目及不良資產業務
Nonferrous Metals International (BVI) Limited 北京君合百年房地產開發有限公司	Incorporated 註冊成立	British Virgin Islands 英屬處女群島	Hong Kong 香港	Ordinary 普通股	50%	50%	In the process of deregistration 撤銷註冊中
北京君合百年房地產開發有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered capital 註冊資本	22.62%	—	Property development and investment 物業發展及投資
SYJ Holding Limited	Incorporated 註冊成立	British Virgin Islands 英屬處女群島	Hong Kong 香港	Ordinary 普通股	42.75%	28%	Investment holding 投資控股
Beijing Ju Fu Real Estate Development Company Limited 北京巨福房地產開發有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	PRC 中國	Registered capital 註冊資本	49.925%	—	Property development and investment 物業發展及投資

(c) 本公司之共同控制公司於二零零六年十二月三十一日之詳情如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

57. Retirement benefits plans

The Group operates a Mandatory Provident Fund Scheme (the "Scheme") for all qualifying employees in Hong Kong. The assets of the Schemes are held separately from those of the Group and are held, in funds under the control of trustees. The Group contributes the lower of HK\$1,000 per month or 5% of relevant payroll costs to the Scheme.

The employees of the subsidiaries in the PRC are members of retirement benefits schemes operated by the PRC government. The relevant PRC subsidiaries are required to make contributions to the state retirement schemes in the PRC based on 20% of the monthly salaries of their current employees to fund the benefits. The employees are entitled to retirement pension calculated with reference to their basic salaries on retirement and their length of service in accordance with the relevant government regulations. The PRC government is responsible for the pension liability to the retired staff.

58. Major non-cash transactions

- (a) During the year ended 31 December 2006, the Group entered into a settlement agreement with a borrower, pursuant to which the 8% Loan Receivable of HK\$141,718,000 was settled by assigning 48,284,610 equity shares of an unlisted financial institution in the PRC held by the borrower to the Group. Details of the transaction are set out in note 32.
- (b) On 23 November 2006, the second anniversary of the issue of the convertible note to Catic Limited, the Company repaid convertible note in the principal of HK\$220,000,000 by issuing a loan note of HK\$220,000,000 to Catic Limited. Details of the transactions and the loan note are set out in notes 43 and 49 respectively.

57. 退休福利計劃

集團為所有香港員工參加了強制性公積金計劃(「計劃」)。計劃之資產乃獨立於本集團，以由托管人控制之基金形式持有。本集團就計劃每月作出供款1,000港元或個別僱員適用月薪的5%以較低者為準。

中國的附屬公司員工享有中國政府營辦的退休福利計劃。有關中國附屬公司須按僱員月薪20%向國家退休福利計劃供款以資助有關福利。僱員有權根據相關政府規例參照其退休時之底薪及服務年期計算退休金。中國政府須對該等退休僱員之退休金負責。

58. 主要非現金交易

- (a) 於截至二零零六年十二月三十一日止年度，本集團與一名借款人簽訂支付協議，據此，8%應收貸款141,718,000港元透過借款人持有的一間中國非上市金融機構向本集團出讓48,284,610股權益股份支付。交易詳情載於附註32。
- (b) 於二零零六年十一月二十三日(向Catic Limited發行可換股票據之第二週年)，本公司透過發行220,000,000港元之貸款票據向Catic Limited償還本金額為220,000,000港元之可換股票據。有關交易及貸款票據之詳情分別載於附註43及49。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

59. Post balance sheet events

- (a) At 31 December 2006, the Group held 10,844,000 ordinary shares of Tongjitang, which represents a 10.8% equity interest in Tongjitang and was classified as available-for-sale investments in the consolidated balance sheet as at 31 December 2006. On 16 March, 2007, Tongjitang listed its American Depositary Shares (“ADS(s)”) on the New York Stock Exchange at an initial offering price of US\$10 per ADS. In Tongjitang’s initial public offering, Tongjitang offered 8,350,000 ADSs while Tongjitang’s shareholders offered 1,515,000 ADSs of which 625,000 ADSs were offered by the Group. Each ADS represents 4 ordinary shares of Tongjitang. Based on the offering price of US\$10 per ADS, the Group’s 10,844,000 ordinary shares of Tongjitang at 31 December 2006 would be valued at approximately HK\$211,458,000 and during the initial public offering, the Group disposed of 2,500,000 ordinary shares of Tongjitang for a total consideration of approximately HK\$48,750,000 with a gain of approximately HK\$26,500,000.

59. 結算日後事項

- (a) 於二零零六年十二月三十一日，本集團持有同濟堂10,844,000股普通股，佔同濟堂股本權益之10.8%，並於二零零六年十二月三十一日在綜合資產負債表中歸類為可供出售投資。於二零零七年三月十六日，同濟堂在紐約證券交易所以美國預託證券（「預託證券」）方式上市，首次發售價每份預託證券10美元。在同濟堂的首次公開發售中，同濟堂發售8,350,000份預託證券，而同濟堂股東發售1,515,000份預託證券，當中625,000份預託證券由本集團發售。每份預託證券代表4股同濟堂普通股。基於發售價每份預託證券10美元，本集團的10,844,000股同濟堂普通股在二零零六年十二月三十一日的價值約為211,458,000港元，而且在首次公開發售中，本集團以總代價約48,750,000港元出售同濟堂2,500,000股普通股，收益約26,500,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2006

截至二零零六年十二月三十一日止年度

59. Post balance sheet events (Continued)

- (b) On 25 October 2006, a subsidiary of the Company entered into a cooperation memorandum with China Orient Asset Management Corporation (the “Memorandum”) to establish a company in the PRC, Dongxin Union Asset Management Corporation Limited (“Dongxin Union”), with the purpose of managing a non-performing loans portfolio (“the Orient NPL Portfolio”). Pursuant to the Memorandum, the Company’s subsidiary would purchase 46.17% of interest in Dongxin Union, at a consideration of approximately RMB 319,681,500 (equivalent to approximately HK\$321,700,500). The aggregate outstanding principal (including the booked interest of approximately RMB13,631,000,000) of the Orient NPL Portfolio held by Dongxin Union amounted to approximately RMB 34,944,000,000 (equivalent to approximately HK\$35,165,000,000). The transaction is subject to the approval by the Ministry of Commerce of the PRC which was obtained on 17 January 2007.

59. 結算日後事項 (續)

- (b) 於二零零六年十月二十五日，本公司之附屬公司與中國東方融資產管理公司簽訂合作備忘錄（「備忘錄」），於中國成立東新聯合融資財產管理有限公司（「東新聯合」），旨在管理不履約貸款組合（「東方不履約貸款組合」）。根據備忘錄，本公司之附屬公司將收購東新聯合46.17%的權益，代價約人民幣319,681,500元（約合321,700,500港元）。東新聯合持有東方不履約貸款組合之尚未償還本金總額（包括利息約人民幣13,631,000,000元）約人民幣34,944,000,000元（相當於約35,165,000,000港元）。交易須由中國商務部批准，該交易已於二零零七年一月十七日獲批准。

