

Annual Report

2007



深圳科技控股有限公司
Shenzhen High-Tech Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code : 106)

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公司資料

CORPORATE INFORMATION

執行董事

王聰德 (主席)
謝錦輝 (副主席)

非執行董事

王文俊

獨立非執行董事

李國精
廖醒標
莊嘉俐

審核委員會

廖醒標 (主席)
李國精
莊嘉俐

薪酬委員會

廖醒標 (主席)
王聰德
李國精
莊嘉俐

提名委員會

王聰德 (主席)
李國精
廖醒標
莊嘉俐

合資格會計師

梁瑞賢

公司秘書

陳婉榮

核數師

均富會計師行

EXECUTIVE DIRECTORS

Wong Chung Tak (Chairman)
Tse Kam Fai (Deputy Chairman)

NON-EXECUTIVE DIRECTOR

Wong Ngo, Derick

INDEPENDENT NON-EXECUTIVE DIRECTORS

Lee Kuo Ching, Stewart
Liu Sing Piu, Chris
Chong Kally

AUDIT COMMITTEE

Liu Sing Piu, Chris (Chairman)
Lee Kuo Ching, Stewart
Chong Kally

REMUNERATION COMMITTEE

Liu Sing Piu, Chris (Chairman)
Wong Chung Tak
Lee Kuo Ching, Stewart
Chong Kally

NOMINATION COMMITTEE

Wong Chung Tak (Chairman)
Lee Kuo Ching, Stewart
Liu Sing Piu, Chris
Chong Kally

QUALIFIED ACCOUNTANT

Leung Shui Yin, Steven

COMPANY SECRETARY

Chan Yuen Ying, Stella

AUDITORS

Grant Thornton

律師

龍炳坤、楊永安律師行

主要過戶處

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
14 Bermudiana Road
Hamilton, HM11
Bermuda

過戶分處

中央證券登記有限公司
香港
灣仔
皇后大道東 183 號
合和中心
17 樓 1712-1716 號舖

主要往來銀行

中國銀行(香港)有限公司
瑞士信貸私人銀行·香港分行
ING Private Banking, 香港分行
渣打銀行(香港)有限公司
瑞士銀行·香港分行

註冊辦事處

Clarendon House
2 Church Street
Hamilton, HM11
Bermuda

香港總辦事處及 主要營業地址

香港
干諾道中 13-14 號
歐陸貿易中心
7 樓 702 室

股份代號

香港聯合交易所：106

網址

<http://www.finance.thestandard.com.hk/chi/0106shenzhenhitec/index.asp>

SOLICITORS

Loong & Yeung

PRINCIPAL REGISTRARS

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
14 Bermudiana Road
Hamilton, HM11
Bermuda

BRANCH REGISTRARS

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Credit Suisse, Hong Kong Branch
ING Private Banking, Hong Kong Branch
Standard Chartered Bank (Hong Kong) Limited
UBS AG Hong Kong Branch

REGISTERED OFFICE

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HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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STOCK CODE

Hong Kong Stock Exchange: 106

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管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

謹代表董事會（「董事會」），概述深圳科技控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零零七年十二月三十一日止財政年度之業務表現如下。

業績

截至二零零七年十二月三十一日止年度，本集團之持續經營業務之營業額約為31,778,000港元，較截至二零零六年十二月三十一日止年度之約17,542,000港元增加約81.2%。截至二零零七年十二月三十一日止年度，本集團並無來自自己終止業務之營業額，相對二零零六年度則錄得約293,916,000港元。

截至二零零七年十二月三十一日止年度，本集團之持續經營業務帶來溢利毛額約65,644,000港元（二零零六年：虧損毛額約27,876,000港元）。二零零六年度之持續經營業務虧損毛額主要是由於本集團為受中國宏觀調控影響之待售物業作出約40,840,000港元之準備。根據一獨立專業估值師就該待售物業作出的估值，於本年度該物業之公平值已上升，其足以支持該40,840,000港元之準備於二零零七年撥回。截至二零零七年十二月三十一日止年度，並無來自自己終止業務之毛額貢獻，相對二零零六年度溢利毛額約為31,987,000港元。

透過削減成本及專注回報穩定的業務，本集團於本回顧年度內整體盈利能力得到改善，並錄得盈餘業績。於二零零七年度，本集團綜合溢利淨值約102,222,000港元，全部均來自持續經營業務（二零零六年：持續經營業務虧損淨值約為118,667,000港元及已終止業務之溢利淨值4,069,000港元，虧損淨值約114,598,000港元）。

除於本年度內因收購Twente Company Limited之餘下51%權益所產生11,297,000港元之商譽撇銷、出售一家附屬公司之約1,984,000港元收益，以及於二零零七年二月授出總數48,900,000股購股權而確認公平值5,598,000港元之股權報酬開支，本集團因調整對推銷中華人民共和國（「中國」）房地產的營運策略後，本集團全年的整體開支較去年大幅減少。

On behalf of the board (the "Board") of directors, the business performance of Shenzhen High-Tech Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the financial year ended 31st December, 2007 is summarized in the following paragraphs.

RESULTS

The turnover of the continuing operations of the Group for the year ended 31st December, 2007 amounted to approximately HK\$31,778,000, representing an increase of approximately 81.2% compared to approximately HK\$17,542,000 for the year ended 31st December, 2006. There has been no turnover attributable to the discontinued operations of the Group for the year ended 31st December, 2007, as compared to approximately HK\$293,916,000 recorded in the year 2006.

For the year ended 31st December, 2007, the continuing operations of the Group contributed a gross profit of approximately HK\$65,644,000 (2006: gross loss of approximately HK\$27,876,000). The gross loss of continuing operations in the year 2006 was mainly due to the provision by the Group of allowance of approximately HK\$40,840,000 for the properties held for sale as a result of the austerity control in the PRC. According to a valuation carried out by an independent professional valuer in respect of the properties held for sales, the fair value of the properties has increased during the year, which is justified to write back the allowance of HK\$40,840,000 in the 2007. For the year ended 31st December, 2007, there was no contribution from the discontinued operations, as compared with gross profit of approximately HK\$31,987,000 in the year 2006.

The Group has managed to improve the overall profitability and delivered positive results for the year under review by reducing costs and concentration on businesses of promising return. In the year 2007, the Group's consolidated net profit was approximately HK\$102,222,000, entirely contributed from the continuing operations (2006: the net loss from continuing operations were approximately HK\$118,667,000 and net profit of HK\$4,069,000 from discontinued operations, giving to net loss of approximately HK\$114,598,000).

Excluding the effects of write-off of goodwill of HK\$11,297,000 arising from the acquisition of the remaining 51% equity interests of Twente Company Limited during the year, the gain of approximately HK\$1,984,000 on disposal of a subsidiary and the recognition of share-based compensation expenses of fair value of HK\$5,598,000 upon granting 48,900,000 share options in February, 2007, the total expenses of the Group during the year were greatly reduced, as a consequence of the realignment of the operating strategies in respect of the property business in the People's Republic of China ("PRC").

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧及展望

房地產業務

本集團目前投資於中國的主要房地產項目包括北京的高檔公寓項目順景園和深圳的工商用途物業曙光大廈。

順景園項目位於北京市朝陽區，為歐式大戶型豪華公寓，目標客戶為對高檔公寓項目有需求的高端人士。國家對高檔住宅項目的調控政策，對順景園項目產生了影響。面對這些不利的情況，本集團著重做好項目的基礎工作，對項目細節嚴格要求並持續作出改善，等待市場時機的好轉。同時本集團亦調整其銷售代理隊伍及策略以達致節省成本。

位於中國深圳的曙光大廈，一直維持較高的使用率；於二零零七年度內為本集團獲收入約為18,736,000港元，較二零零六年度增長約16.8%。

本集團將會繼續強化曙光大廈管理質素，並與客戶維繫良好合作關係，以使曙光大廈繼續成為區內高質素之商廈及致力維持曙光大廈之高水平使用率。預計於二零零八年大廈仍能維持高水平之使用率。收入穩定，並且保障了本集團的現金流。儘管如此，本公司仍會繼續努力增收節支，以進一步提高曙光大廈之盈利及收益。

於二零零七年一月，本集團進一步收購Twente Company Limited之51%權益，為位於中國北京東環廣場4層及5層若干物業之最終控股公司。於收購後，本集團已增加於北京之投資物業面積約5,100平方米，於二零零七年為本集團帶來約5,512,000港元之租務收入。該等物業一直維持高的使用率。

於二零零七年三月本集團購入位於香港金鐘道海富中心1期若干單位作為投資物業，以獲得穩定的租金收入。鑑於該物業的市場價值增長超出本集團的短期目標，本集團已於二零零七年十月八日簽訂協議以出售該物業，出售事項將會於二零零八年二月二十九日或之前完成。

BUSINESS REVIEW AND PROSPECTS

Property Business

The major property projects currently invested in the PRC by the Group include Shun Jing Yuan in Beijing, a high-ended residential apartment project, and Dawning Tower in Shenzhen, property for industrial and commercial uses.

Located in Chaoyang District in Beijing, Shun Jing Yuan is an European-style luxury residential apartment project with large unit design, targeting at high-end customers with particular interest in luxury residential apartment projects. The regulating and administering policies by the State over high-ended residential projects have an impact on Shun Jing Yuan project. Under these unfavourable conditions, the Group focused on the fundamental works of the current projects and imposed strict requirements on the particulars and improved it continuously, pending for the reversal of market conditions. Meanwhile, the Group also adjusted its sales agents and strategies to save costs.

The Dawning Tower, located in Shenzhen, the PRC, continued to secure a high occupancy rate and has realised an income of approximately HK\$18,736,000 for the Group in the year 2007, representing an increase of approximately 16.8% over the year 2006.

The Group will continue to enhance the management quality of Dawning Tower and maintain good cooperation with its customers to maintain the prestigious status of Dawning Tower among commercial buildings nearby and to use its best effort to maintain a high occupancy rate of the building. It is expected that the building's occupation rate will continue to maintain at a high level in the year 2008. Dawning Tower has secured a steady future rental income. The Company, however, will continue to increase its income and control the expenses in anticipation of further improvement in the earnings and revenue from Dawning Tower.

In January, 2007, the Group acquired a further 51% equity interests in Twente Company Limited, the ultimate holding company holding certain properties located at levels 4 and 5 of Beijing East Gate Plaza in the PRC. After the acquisition, the Group has increased its investment properties in Beijing by approximately 5,100 square metres, generating a rental income of approximately HK\$5,512,000 to the Group in the year 2007. The properties have maintained a high occupancy rate.

In March, 2007, the Group purchased certain units in Admiralty Centre, Tower 1, Queensway, Hong Kong as investment property in anticipation of a steady rental income. In view of the expected appreciation in the fair value of the property exceeding the short-term target for the Group, the Group has entered into an agreement to dispose of the property on 8th October, 2007, the completion of the disposal is expected to take place on or before 29th February, 2008.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧及展望 (續)

房地產業務 (續)

於二零零七年下半年，本集團購入位於香港中環環球大廈二十樓全層的物業，並打算於改裝後出售。一名有興趣買家已落實購買部分單位。於二零零七年十一月十三日，本集團與買方簽訂一份臨時買賣協議。

雖然國內的管理政策繼續從緊，惟中國物業市場正持續蓬勃。配合中國國民收入改善及香港物業市場的穩定表現，在遇有適合機遇時，本集團將會繼續於中國及香港之物業市場投資及買賣。惟將會採取審慎態度務求減低當中相關風險。除物業市場外，本公司將會繼續在不同範疇尋找具穩定回報之合適投資機會，即具備穩定資金貢獻的項目及簡單的管理模式。

資本市場投資及金融服務

為提升流動資產之回報，本集團分散其投資組合以容納更多有較高流動性之流動資產，其中包括證券及債務證券。

於二零零七年第一至第三季度，香港以至中國之金融及資本市場持續暢旺。本集團於資本市場的投資活動獲取約28,679,000港元之利潤，較二零零六年增加約26倍。本集團的金融服務維持適度的運作，為業務夥伴提供中短期貸款。鑑於本集團現時及將來流動資本充裕，上述貸款活動為本集團賺取較銀行存款利率高的回報，惟本集團亦會關注信貸風險管理。同時，風險控制政策已落實執行，其中包括評估涉及之信貸風險及／或獲得有價值的抵押品。

高科技電腦及伺服器製造及相關業務

晶科信息

武漢晶科信息產業有限公司(「晶科信息」)主要從事各類電子產品所需的石英晶體頻率片(半成品)、諧振器(成品)、SMD和相關器件的生產。截至二零零七年十二月三十一日止年度銷售收入為26,491,000港元，比二零零六年度輕微增長約13.6%。於二零零七年晶科信息經營大致持平。

BUSINESS REVIEW AND PROSPECTS (Continued)

Property Business (Continued)

In the second half of 2007, the Group acquired the whole floor on the 20th floor of World-Wide House, Central, Hong Kong and contemplated to sell the property after renovation. An interested purchaser has confirmed to buy a portion of the property. On 13th November, 2007, a provisional agreement for sale and purchase was signed between the Group and the purchaser.

In spite of the increased stringent administrative policies, the PRC property market is constantly flourishing. Coupled with the improved national income in the PRC and stable performance in the property market in Hong Kong, the Group will continue investing and trading in the PRC and Hong Kong property market, should suitable opportunities arise. However, a cautious approach will be adopted so as to minimize relevant risks arising therefrom. Apart from the property market, the Company will continue seeking for suitable investment opportunities in other areas but with stable returns in the basis industries, i.e. projects characterized by stable cash inflows and simple management mechanism.

Capital Market Investment and Financial Services

The Group has diversified its investment portfolio to accommodate more current assets with higher liquidity, including securities and debt securities, in order to enhance the return of current assets.

From the first to third quarter of 2007, the financial and capital markets in Hong Kong as well as the PRC continued rallying. The Group achieved the profit of approximately HK\$28,679,000 from its capital market investments, increased by approximately 26 times as compared to the year 2006. The financial services of the Group maintained a modest operation, providing short to medium term loans to the business associates and partners. In view of sufficient working capital in the current period, as well as in the future, the foregoing lending activities contribute a higher return to the Group than the bank deposits interest, the Group will also pay close attention to credit risks control. At the same time, risk control policies are in place including assessing the credit risks involved and/or obtaining valuable securities.

Manufacturing of High-tech Computers and Servers and Related Business

Jingke Information

Wuhan Jingke Information Industry Co., Ltd. ("Jingke Information") is mainly engaged in the manufacturing of quartz oscillators (semi-finished products) used in the production of various electronic products, resonators (final products), SMD and related devices. Sales revenue for the year ended 31st December, 2007 was HK\$26,491,000, representing a slight increase of approximately 13.6% over the year 2006. Jingke Information barely broke even in year 2007.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧及展望 (續)

高科技電腦及服務器製造及相關業務 (續)

晶科信息 (續)

本集團與晶科信息於二零零四年三月一日訂立一項協議，據此，本集團授予晶科信息最多為人民幣15,000,000元(相等約14,151,000港元)之非循環抵押貸款。該貸款由晶科信息各股東將各自於晶科信息之權益抵押予本集團作抵押。除此之外，晶科信息亦尚欠本集團一筆人民幣8,000,000元(相等約7,547,000港元)之款項。本集團現正循適當的程序，努力取回晶科信息結欠本集團全部或部份之應收款項。

雲南綠大地

於二零零七年三月二十一日，本公司以約人民幣40,051,000元之代價出售本公司全資附屬公司Treasure Land Enterprises Limited之全部股權，其唯一資產為持有雲南綠大地生物科技股份有限公司(「雲南綠大地」)股本中11,187,456股股份。雲南綠大地主要從事園林花卉的苗本銷售、設計及工程承包。該出售事項之詳情刊載於本公司日期為二零零七年四月四日之通函內。

曙光信息 – 已終止業務

本集團已於二零零六年九月三十日完成出售高科技電腦及服務器製造及相關業務。有關出售事項之詳情已刊載於本公司日期為二零零六年六月三十日之通函內。於截至二零零六年九月三十日止九個月期間，高科技電腦及服務器製造及相關業務之銷售總額及除稅後虧損分別為約293,916,000港元及約17,283,000港元。

BUSINESS REVIEW AND PROSPECTS (Continued)

Manufacturing of High-tech Computers and Servers and Related Business (Continued)

Jingke Information (Continued)

An agreement was entered into between the Group and Jingke Information on 1st March, 2004, pursuant to which the Group granted a non-revolving secured loan up to RMB15,000,000 (equivalent to approximately HK\$14,151,000). The loan was secured by each of the shareholders of Jingke Information by charging their respective equity interests in Jingke Information to the Group. In addition, Jingke Information also owes to the Group an amount of RMB8,000,000 (equivalent to approximately HK\$7,547,000). The Group is endeavouring to recover the whole or part of the outstanding receivables due from Jingke Information to the Group by the proper procedures.

Yunnan Green-Land

On 21st March, 2007, the Company has disposed of its entire interests in Treasure Land Enterprises Limited, a wholly-owned subsidiary of the Company, the only asset of which is the holding of 11,187,456 shares in the share capital of Yunnan Green-Land Biological and Science Company Limited ("Yunnan Green-Land"), at a consideration of approximately RMB40,051,000. Yunnan Green-Land is mainly engaged in the sale, design and project contracting of horticultural plants. Details of the disposal were set out in the Company's circular dated 4th April, 2007.

Dawning – Discontinued operations

On 30th September, 2006, the Group completed the disposals of manufacturing of high-tech computers and servers and the related business. Details of the disposals were set out in the Company's circular dated 30th June, 2006. During the nine months ended 30th September, 2006, turnover and net loss after taxation of manufacturing of high-tech computers and servers and related business were approximately HK\$293,916,000 and HK\$17,283,000 respectively.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧

流動資金及財務資源

本集團之流動資金充裕，財務狀況穩健，於二零零七年十二月三十一日，本集團現金及銀行存款總額維持在228,138,000港元(二零零六年十二月三十一日：約218,262,000港元)之水平。本集團嚴格執行應收賬款之信貸管理，以確保營運資金充裕。於二零零七年十二月三十一日，本集團有應收賬款結餘約1,194,000港元(二零零六年十二月三十一日：無)。於二零零七年十二月三十一日之流動比率為18.37，而於二零零六年十二月三十一日為22.42。於二零零七年十二月三十一日及二零零六年十二月三十一日，本集團並無任何未償還銀行貸款。於二零零七年十二月三十一日及二零零六年十二月三十一日，本集團之資產負債比率(以借貸總額除以股東權益為計算基準)均為零。

財資管理

在財務資源管理方面，本集團繼續分散其投資組合以容納更多有較高流動性之流動資產，包括證券，以增加流動資產回報。該積極而謹慎之財資管理政策將會繼續執行，在可接受之風險水平內盡量增加投資回報。

股份合併

於二零零七年二月十三日，本公司已發行及未發行之普通股股本中每20股每股0.01港元之股份合併為1股每股0.20港元之事宜已於二零零七年二月十二日舉行之股東特別大會上經本公司股東批准。進一步詳情載於本公司日期為二零零七年一月十五日之通函內。

FINANCIAL REVIEW

Liquidity and Financial Resources

The Group managed to maintain its liquidity at a healthy level, with the Group's cash and bank deposits totalling HK\$228,138,000 as at 31st December, 2007 (31st December, 2006: approximately HK\$218,262,000). The Group exercised strict credit controls on its accounts receivables to ensure the adequacy of the working capital. As at 31st December, 2007, accounts receivables of the Group amounted to HK\$1,194,000 (31st December, 2006: Nil). The current ratio as at 31st December, 2007 was 18.37 while that as at 31st December, 2006 was 22.42. As at 31st December, 2007 and 31st December, 2006, the Group did not have any outstanding bank loan. As at 31st December, 2007 and 31st December, 2006, the Group's gearing ratio (on the basis of total borrowings divided by shareholders' equity) was maintained at a level of zero.

Treasury Management

In respect of financial resources management, the Group continued diversification of its investment portfolio to accommodate more current assets with higher liquidity, including securities, in order to enhance the return of current assets. The aggressive and yet prudent financial resources management policy would be continued to maximize investments return within a reasonable risk level.

Share Consolidation

On 13th February, 2007, the consolidation of every 20 shares of HK\$0.01 each in the issued and unissued ordinary share capital of the Company into 1 share of HK\$0.20 each was approved by the shareholders of the Company at the special general meeting held on 12th February, 2007. Further details were set out in the Company's circular dated 15th January, 2007.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧(續)

認購新股及所得款用途

- (1) 根據於二零零七年六月七日訂立之認購協議，一名獨立第三者以每股0.62港元之價格認購合共110,000,000股每股面值0.20港元之本公司新普通股。扣除有關開支後股份發行所得款項淨額約為68,100,000港元。是次股份認購之進一步詳情刊載於日期為二零零七年六月七日之本公司公佈內。

授出認購新股之所得款項已預留作本集團物色到適當之投資機會時使用。

- (2) 根據於二零零七年七月五日訂立之認購協議，一名獨立第三者以每股0.53港元之價格認購合共96,600,000股每股面值0.20港元之本公司新普通股。扣除有關開支後股份發行所得款項淨額約為51,100,000港元。是次股份認購之進一步詳情刊載於日期為二零零七年七月五日之本公司公佈內。

授出認購新股之所得款項已用作支付予一家全資擁有的附屬公司作股東貸款，作為支付收購位於香港中環環球大廈20樓物業的餘額款項及其他相關費用。

發行非上市認股權證

根據於二零零七年十月八日本公司與配售代理訂立之配售協議，本公司以發行價每份認股權證0.015港元向兩名獨立第三者，發行合共240,000,000份認股權證，每位獲分配120,000,000份認股權證。

第一認購價為每股股份0.42港元，由發行認股權證首日至24個月屆滿期，認股權持有人可按此價格認購本公司股份。及第二認購價為每股股份0.45港元，由發行認股權證第25個月之首日至36個月屆滿期，認股權持有人可按此價格認購本公司股份。兩個認購價可就發生若干一般調整事根據設立認股權證文據所載指定方式而作出調整。是次發行非上市認股權證之進一步詳情刊載於日期為二零零七年十月九日之本公司公佈內。

FINANCIAL REVIEW (Continued)

Subscription of new shares and use of proceeds

- (1) Pursuant to the subscription agreement dated 7th June, 2007, an independent third party subscribed 110,000,000 new ordinary shares of HK\$0.20 each of the Company at a subscription price of HK\$0.62 per share. After deducting the related expenses, the net proceeds from the issuance of new shares were approximately HK\$68,100,000. Further details of this subscription of shares were set out in the announcement of the Company dated 7th June, 2007.

The net proceeds arising from the subscription of new shares were reserved and to be invested in some other suitable investment opportunities to be identified by the Company.

- (2) Pursuant to the subscription agreement dated 5th July, 2007, an independent third party subscribed 96,600,000 new ordinary shares of HK\$0.20 each of the Company at a subscription price of HK\$0.53 per share. After deducting the related expenses, the net proceeds from the issuance of new shares were approximately HK\$51,100,000. Further details of this subscription of shares were set out in the announcement of the Company dated 5th July, 2007.

The net proceeds arising from the subscription of new share were used to pay to a wholly-owned subsidiary as shareholder's loan for paying the balance amount for acquisition of the properties on 20th floor of World-Wide House, Central, Hong Kong and other related costs.

Issue of unlisted warrants

Pursuant to a placing agreement entered into between the Company and a placing agent on 8th October, 2007, the Company issued to two independent third parties 240,000,000 warrants in total, with each being allocated with 120,000,000 warrants, at an issue price of HK\$0.015 per warrant in cash.

The first subscription price is HK\$0.42 per share at which holder of warrant may subscribe for the shares of the Company during the period from the first date of the issue of the warrants to the expiry of the 24th month. And the second subscription price is HK\$0.45 per share at which holder of warrant may subscribe for the shares of the Company during the period from the first date of 25th month from the issue of the warrants to the expiry of the 36th month. Both subscription prices will be subject to adjustment based on the prescribed formula as set out in the instrument creating the warrants for the happening of normal adjustment events. Further details of this issue of unlisted warrants were set out in the announcement of the Company dated 9th October, 2007.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧 (續)

資產抵押

於二零零七年十二月三十一日，本集團並無為獲得一般銀行融資或短期貸款而抵押任何資產及銀行存款。

僱員薪酬及福利

於二零零七年十二月三十一日，本集團(包括晶科信息)共聘用約300名管理、行政、技術及生產員工(二零零六年十二月三十一日：約330名)。本集團根據員工之職責、工作表現及專業經驗釐定僱員之酬金、晉昇及薪酬調整幅度。在香港之全體僱員及執行董事均已參加強制性公積金計劃。其他僱員福利包括本集團董事會根據本公司已採納之購股權計劃而授出之購股權。

外匯及外幣風險

由於所得之收入以及購買材料、零件及設備之貨款和薪金均以港元及人民幣結算，故毋須採用任何金融工具作對沖用途，而本集團之匯率變動風險亦較低。在回顧年度內，本集團並無參與任何對沖活動。截至二零零七年十二月三十一日止，本集團之現金及銀行結餘以港元、美元及人民幣為主要幣值。

出售及收購事項

於二零零七年一月二十三日，本公司之全資附屬公司Assets Partners Group Limited完成收購Twente Company Limited之51%股權及賣方墊支予其的股東貸款約22,638,000港元，其於二零零六年十二月三十一日為本集團之聯營公司，就此所涉及之代價為63,000,000港元。代價以發行本公司新股份之方式支付。進一步詳情刊載於本公司日期為二零零七年一月十五日之通函內。

於二零零七年三月，本公司完成收購Sharp World Investments Limited之100%股權及股東貸款，代價為17,500,000港元，以發行本公司之新股份之方式支付。進一步詳情刊載於本公司日期為二零零七年三月十三日之通函內。

FINANCIAL REVIEW (Continued)

Pledge of Assets

As of 31st December, 2007, the Group has not pledged any of its assets and bank deposits to obtain general banking facilities or short term bank borrowings.

Employees' Remuneration and Benefits

The Group (including Jingke Information) had about 300 employees including managerial, executive and technical staffs and production labour in Hong Kong and the PRC as at 31st December, 2007 (31st December, 2006: about 330). The level of remuneration, the promotion and the magnitude of remuneration adjustment are justified according to their job duties, working performance and professional experience. All staff and executive directors in Hong Kong office have participated in the mandatory provident fund scheme. Other employees' benefits include the granting of share options by the Board of the Group under the share option scheme adopted by the Company.

Foreign Exchange and Currency Risk

All income and funds applied to the purchases of raw materials, spare parts and equipment and the payments of salaries were dominated in Hong Kong dollars and Renminbi; therefore, it was not necessary to use any financial instruments for hedging purpose, and the Group's exposure to the fluctuation of the exchange risk was minimal. During the year under review, the Group has not engaged in any hedging activities. As of 31st December, 2007, cash in hand and bank balances of the Group were mainly denominated in Hong Kong dollars, US dollars and Renminbi.

Disposals and Acquisitions

On 23rd January, 2007, Assets Partners Group Limited, a wholly-owned subsidiary of the Company, completed the acquisition of 51% equity in and shareholder's loan in the sum of approximately HK\$22,638,000 advanced by the vendor to Twente Company Limited, which was an associate of the Group as at 31st December, 2006, at a consideration of HK\$63,000,000. The consideration was satisfied by the issuance of new shares of the Company. Further details were set out in the Company's circular dated 15th January, 2007.

In March, 2007, the Company completed its acquisition of 100% equity interests in and the shareholder's loan to Sharp World Investments Limited at a consideration of HK\$17,500,000 which was satisfied by issuance of the new shares of the Company. Further details were set out in the Company's circular dated 13th March, 2007.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧(續)

出售及收購事項(續)

於二零零七年三月十六日，本公司簽訂一份買賣協議，以約人民幣40,051,000元(相等於約40,051,000港元)出售本公司於Treasure Land Enterprises Limited之100%股權。進一步詳情載於本公司日期為二零零七年四月四日之通函內。

於二零零七年五月二十五日，達亞控股有限公司，本公司一家全資附屬公司，簽訂協議，同意出售位於香港灣仔港灣道25號海港中心19樓04、05及06室之物業，代價為51,920,000港元。該出售事項已於二零零七年八月二十日完成。

根據日期為二零零七年七月五日由本公司簽訂之協議，本公司同意購買Glory Faith Holdings Limited(「Glory Faith」)之全部權益及股東貸款，總代價為28,500,000港元。進一步詳情刊載於本公司日期為二零零七年七月二十日之通函內。

Glory Faith於二零零七年六月四日呈交投標書以155,000,000港元之價格收購位於香港德輔道中19號環球大廈20樓之物業(「該物業」)，並已於二零零七年六月十三日簽署投標書時支付9,000,000港元之投標款項，及已簽訂協議備忘錄時支付6,500,000港元的進一步訂金。該物業收購於二零零七年八月三十一日完成。目前該物業分類為待售物業，藉以增加該物業潛在價值之改善工程已完成。

除上述披露者外，於本回顧年度內，本集團並沒有參與任何重大收購及出售。

或然負債

於二零零七年十二月三十一日及二零零六年十二月三十一日，本集團並沒有重大或然負債。

FINANCIAL REVIEW (Continued)

Disposals and Acquisitions (Continued)

On 16th March, 2007, the Company entered into the sale and purchase agreement to sell its 100% equity interests in Treasure Land Enterprises Limited for approximately RMB40,051,000 (equivalent to approximately HK\$40,051,000). Further details were set out in the Company's circular dated 4th April, 2007.

On 25th May, 2007, Stadium Holdings Limited, a wholly-owned subsidiary of the Company, entered into the sale and purchase agreement to sell the properties situated at Suites 04, 05, and 06 on 19th Floor, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong for HK\$51,920,000. The disposal was completed on 20th August, 2007.

Pursuant to the agreement dated 5th July, 2007 entered into by the Company, the Company agreed to purchase the entire interests in and the shareholder's loan of Glory Faith Holdings Limited ("Glory Faith") at a total consideration of HK\$28,500,000. Further details were set out in the Company's circular dated 20th July, 2007.

Glory Faith has submitted a form of tender on 4th June, 2007 for the purchase of a property situated at 20th Floor of World-Wide House, No. 19 Des Voeux Road Central, Hong Kong (the "Property") at a price of HK\$155,000,000 and paid a tender payment of HK\$9,000,000 upon signing of the tender on 13th June, 2007 and has entered into a memorandum agreement and paid a further deposit of HK\$6,500,000 upon signing. The purchase of the Property was completed on 31st August, 2007. Currently, the Property is classified as properties held for sale, and necessary development works were done to increase the potential value of the Property.

Save as disclosed above, the Group had not participated in any substantial acquisition and disposal during the year under review.

Contingent Liabilities

The Group had no material contingent liability as at 31st December, 2007 and 31st December, 2006.

董事及高級管理人員簡介

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

執行董事

王聰德先生

現年49歲。於二零零三年十月獲委任為本公司之執行董事兼董事會主席，同時亦為本公司之主要股東 Thing On Group Limited 之執行董事兼總裁。王先生在投資及金融企業工作超過二十年，現任本港多家投資及財務金融機構之執行董事。彼在企業發展策略，企業經營管理及市場拓展和項目開發等方面具有豐富的實踐經驗，並取得了非凡的業績。彼在東南亞地區有穩固之業務聯繫及分銷網絡，於東南亞之市場拓展經驗尤其顯著。

謝錦輝先生

現年44歲。於二零零三年十月獲委任為本公司之執行董事。謝先生同時亦為本港一家為上市及非上市公司提供條例遵守、公司管治及公司秘書實務之專業顧問公司之執行董事。謝先生現為英國特許秘書公會及香港公司秘書公會之會員。彼亦為香港董事學會之會員。謝先生在條例遵守、公司管治及公司秘書實務業務具超過十五年經驗。彼現為三家香港上市公司之公司秘書。

非執行董事

王文俊先生

現年28歲。於二零零四零年一月起獲委任為本公司之非執行董事。王先生於二零零一年獲得英國牛津布魯克斯大學工商管理學士學位。彼在財務分析領域擁有數年經驗。王先生目前是一家於The Philippine Stock Exchange, Inc. 上市之公司之執行董事，負責公司的審計部門。

EXECUTIVE DIRECTORS

Mr. Wong Chung Tak

Aged 49, was appointed as an executive Director and Chairman of the Board of the Company in October 2003. He is also the executive director and president of Thing On Group Limited, a substantial shareholder of the Company. Mr. Wong has been working in investment and finance companies for more than twenty years and is the executive director of several local investment and finance companies currently. Mr. Wong has solid experience and obtained brilliant results in corporate development strategies, corporate operation management, market and projects development. He has established strong business connections and distribution network in the South East Asia, and is especially strong in business development in the region.

Mr. Tse Kam Fai

Aged 44, was appointed as an executive Director of the Company in October 2003. Mr. Tse is also the executive director of a local professional firm providing regulatory compliance, corporate governance and corporate secretarial services to listed and unlisted corporations. Mr. Tse is a member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries. He is also a member of The Hong Kong Institute of Directors. Mr. Tse has more than fifteen years solid experience in regulatory compliance, corporate governance and corporate secretarial matters of listed and unlisted companies. He is the company secretary of three Hong Kong listed companies.

NON-EXECUTIVE DIRECTOR

Mr. Wong Ngo, Derick

Aged 28, was appointed as a non-executive Director of the Company in January 2004. Mr. Wong obtained a bachelor's degree in Business Economics from Oxford Brookes University in the U.K. in the year 2001. He possesses several years of experience in financial analysis. Mr. Wong is an executive director of a listed company on The Philippine Stock Exchange, Inc., being responsible for the audit department of the company.

董事及高級管理人員簡介

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

獨立非執行董事

李國精先生

現年65歲。於一九九三年七月起獲委任為本公司之非執行董事。李先生擁有工商管理碩士一銜及於中國從事貿易及投資業務上有超過二十五年之經驗。李先生曾任職為新鴻基(中國)有限公司執行董事、香港第一太平集團電信投資部副總裁以及朗訊科技(中國)公司對華業務拓展執行董事。現從事廣電行業高科技領域高職及積極開拓中國市場及融資活動。

廖醒標先生

現年56歲。於二零零三年九月起獲委任為本公司之獨立非執行董事。彼同時為執業註冊會計師及廖梁陳會計師事務所之高級合夥人。彼從美國一家大學獲得工商管理學士一銜及現為香港會計師公會及英國特許公認會計師公會的資深會員。

莊嘉俐小姐

莊小姐於二零零三年十一月獲委任為本公司之獨立非執行董事。彼現為特許財務分析師及為美國投資管理與研究學會會員。彼以工程碩士畢業於奧克蘭大學。彼於大學主修電子及電機工程。於香港就業期間，莊小姐亦於香港中文大學獲得工商管理碩士一銜。彼已於銀行及金融界工作超過10年。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lee Kuo Ching, Stewart

Aged 65, has been a non-executive Director of the Company since July 1993. Mr. Lee holds a Master's Degree in Business Administration and has over 25 years' experience in the trading and investment fields in the PRC. Mr. Lee was previously an executive director of Sun Hung Kai (China) Limited; the vice president of telecommunication and investment division, of Hong Kong First Pacific Group and an executive director of PRC business development of Lucent Technology (China) Inc. Mr. Lee is currently holding senior positions in high-tech broadcasting and telecommunication areas and is actively involved in China's marketing and investment activities.

Mr. Liu Sing Piu, Chris

Aged 56, was appointed as an independent non-executive Director of the Company in September 2003. He is also a Certified Public Accountant (Practising), the senior partner of Liu Leung Chan, Certified Public Accountants. He holds a bachelor's degree in business administration from an American university and is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, United Kingdom.

Miss Chong Kally

Miss Chong was appointed as an independent non-executive Director of the Company in November 2003. She is a Chartered Financial Analyst and a member of Association for Investment Management and Research. She graduated from the University of Auckland with a Master in Engineering Management. She majored in Electronic and Electrical Engineering in her undergraduate. Miss Chong also pursued a Master in Business Administration in the Chinese University of Hong Kong while working in Hong Kong. She has been working in the banking and finance sector over ten years.

董事及高級管理人員簡介

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

合資格會計師

梁瑞賢先生

現年46歲。於二零零六年十二月二十一日被委任為本公司之合資格會計師。梁先生為英國特許管理會計師學會、澳洲會計師公會及香港會計師公會會員。彼於金融管理、庫務管理、內部監控及企業融資方面擁有豐富經驗，彼已於上市公司工作約十年，現在仍然在職。

公司秘書

陳婉縈小姐

陳婉縈小姐於二零零六年十一月一日被委任為本公司之公司秘書及授權代表。陳小姐為英國特許秘書公會及香港公司秘書公會會員。彼亦為香港董事學會之會員。陳小姐擁有超過十年處理上市公司秘書實務經驗。

QUALIFIED ACCOUNTANT

Mr. Leung Shui Yin, Steven

Aged 46, was appointed as qualified accountant of the Company with effect from 21st December, 2006. Mr. Leung is a member of The Chartered Institute of Management Accountants, CPA Australia and Hong Kong Institute of Certified Public Accountants. He has abundant experience in financial management, treasury management, internal control and corporate finance, and has been working in listed companies for about 10 years.

COMPANY SECRETARY

Ms. Chan Yuen Ying, Stella

Ms. Chan Yuen Ying, Stella has been appointed as company secretary and authorised representative of the Company with effect from 1st November, 2006. Miss Chan is an associate member of The Institute of Chartered Secretaries and Administrators and an associate member of The Hong Kong Institute of Company Secretaries. She is also a member of the Hong Kong Institute of Directors. Ms. Chan has over 10 years experience in handling listed company secretarial matters.

董事會報告

DIRECTORS' REPORT

董事謹提呈截至二零零七年十二月三十一日止年度之年報連同經審核之財務報表。

主要業務

本公司為一間投資控股公司。本公司主要附屬公司、本集團聯營公司及共同控制實體之主要業務分別刊載於財務報表附註43、19及20。

業績

本集團截至二零零七年十二月三十一日止年度之業績刊載於第37頁之綜合損益表。

董事不建議就本年度派發任何股息。

暫停股份過戶登記

為著釐定有權出席本公司於二零零八年四月十五日(星期二)舉行之股東週年大會(「二零零八年股東週年大會」)並於會上投票之股東之身份，本公司之股份過戶登記將自二零零八年四月十日(星期四)至二零零八年四月十四日(星期一)(包括首尾兩日)期間暫停，於該期間，將不會進行股份過戶。所有轉讓文件連同有關股票須於二零零八年四月九日(星期三)下午四時正前交往本公司之股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

投資物業及物業、廠房及設備

本集團於年結日重估所有投資物業。公平值增加淨額47,275,000港元已直接計入綜合損益表。

本集團之投資物業及物業、廠房及設備於年內之變動詳請分別刊載於財務報表附註15及16。

可供分派之儲備

於二零零七年十二月三十一日，本公司並無可供現金分派及／或實物分派之儲備，惟根據百慕達法例，本公司之股份溢價賬約538,686,000港元可以繳足紅股之形式分派，而本公司之繳納盈餘賬約588,178,000港元可於若干情況下分派。

The directors present their annual report and the audited financial statements for the year ended 31st December, 2007.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of the Company's principal subsidiaries, the Group's associates and jointly controlled entities are set out in notes 43, 19 and 20 to the financial statements respectively.

RESULTS

The results of the Group for the year ended 31st December, 2007 are set out in the consolidated income statement on page 37.

The directors do not recommend the payment of a dividend for the year.

CLOSURE OR REGISTER OF MEMBERS

For the purpose of determining the identity of the shareholders entitled to attend and vote at the annual general meeting of the Company to be held on Tuesday, 15th April, 2008 ("2008 AGM"), the register of members of the company will be closed from Thursday, 10th April, 2008 to Monday, 14th April, 2008, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 9th April, 2008.

INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

The Group revalued all of its investment properties at the year end date. The net increase in fair value of HK\$47,275,000 has been credited directly to the consolidated income statement.

Details of the movements in the investment properties and property, plant and equipment of the Group during the year are set out in notes 15 and 16 to the financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31st December, 2007, the Company had no reserves available for cash distribution and/or distribution in specie, except that under the laws of Bermuda, the Company's share premium account, in the amount of approximately HK\$538,686,000, may be distributed in the form of fully paid bonus shares and the Company's contributed surplus account, in the amount of approximately HK\$588,178,000 may be distributed under certain circumstances.

董事會報告

DIRECTORS' REPORT

董事及服務合約

於本年度及截至本報告日期，本公司之董事如下：

執行董事：

王聰德先生
謝錦輝先生

非執行董事：

王文俊先生

獨立非執行董事：

李國精先生
廖醒標先生
莊嘉俐小姐

依據本公司之公司細則第87條，王文俊先生及廖醒標先生將於即將舉行之二零零八年股東週年大會上告退，惟有資格並願意於同一大會上膺選連任。

獨立非執行董事並無指定任期，惟須按本公司之公司細則輪值退任。

擬於即將舉行之二零零八年股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立任何本集團於一年內終止即須作出賠償（法定賠償除外）之服務合約。

董事及主要行政人員於股份、相關股份及債券之權益

除下文「購股權」及「主要股東」兩節所披露者外，於二零零七年十二月三十一日，本公司董事或主要行政人員或其任何聯繫人概無於本公司或其相聯法團之股份、相關股份及債券中擁有記錄於本公司根據香港法例第571章證券及期貨條例（「證券及期貨條例」）352條存置之登記冊，或須根據上市公司董事進行證券交易之標準守則知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉。

DIRECTORS AND SERVICE CONTRACTS

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

Executive Directors:

Mr. Wong Chung Tak
Mr. Tse Kam Fai

Non-executive Director:

Mr. Wong Ngo, Derick

Independent Non-executive Directors:

Mr. Lee Kuo Ching, Stewart
Mr. Liu Sing Piu, Chris
Miss Chong Kally

In accordance with the Company's Bye-law 87, Messrs. Wong Ngo, Derick and Liu Sing Piu, Chris will retire and, being eligible, offer themselves for re-election at the forthcoming 2008 AGM.

The independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation in accordance with the bye-laws of the Company.

No director being proposed for re-election at the forthcoming 2008 AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

Save as disclosed in the sections "Share Options" and "Substantial Shareholders" below, as at 31st December, 2007, none of the directors or chief executives of the Company or any of their associates had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

董事於重大合約之權益

於本年度結束時或年內任何時間，本公司各董事概無在本公司或其附屬公司訂立之任何重大合約中直接或間接擁有任何重大權益。

購股權

按本公司於二零零二年五月三十日舉行之股東週年大會上通過之普通決議案，本公司採納一項新購股權計劃（「新計劃」）。新計劃取代於二零零零年十一月十七日採納之購股權計劃（「舊計劃」）。採納新計劃後，概無按舊計劃授出其他購股權。本公司購股權計劃之詳情刊載於財務報表附註32。

購股權數目於年內之變動詳情刊載如下：

舊計劃

Old Scheme

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

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

SHARE OPTIONS

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 30th May, 2002, a new share option scheme (the "New Scheme") was adopted by the Company. The New Scheme replaced the share option scheme adopted on 17th November, 2000 (the "Old Scheme"). After the adoption of the New Scheme, no further options can be granted under the Old Scheme. Particulars of the Company's share option schemes are set out in note 32 to the financial statements.

Details of movements in the number of share options during the year are set out below:

參與者姓名 或組別 Name or category of participants	附註 Note	授出 購股權日期* Date of grant of share options*	購股權 行使期間 Exercise period of share options	購股權 行使價** (附註(i)) Exercise price of share options** (Note (i))	購股權數目 Number of share options		
					於 二零零七年 一月一日 尚未行使 (附註(ii)) Outstanding at 1st January, 2007 (Note (ii))	年內失效 during the year	於 二零零七年 十二月 三十一日 尚未行使 Outstanding at 31st December, 2007
董事							
Director							
李國精先生 Mr. Lee Kuo Ching, Stewart	(a)	一九九七年七月七日 7.7.1997	一九九七年七月十五日至 二零零七年七月十四日 15.7.1997 to 14.7.2007	7.60	45,000	(45,000) [#] (附註(ii)) (Note (ii))	-
前董事							
Former director							
陳潮先生 Mr. Chen Chao	(b)	二零零一年三月九日 9.3.2001	二零零一年三月二十一日至 二零一零年十一月十六日 21.3.2001 to 16.11.2010	3.89	1,500,000	(1,500,000) [#] (附註(ii)) (Note (ii))	-
					1,545,000	(1,545,000)	-

董事會報告

DIRECTORS' REPORT

購股權 (續)

舊計劃 (續)

Old Scheme (Continued)

SHARE OPTIONS (Continued)

參與者姓名 或組別 Name or category of participants	附註 Note	授出 購股權日期* Date of grant of share options*	購股權 行使期間 Exercise period of share options	購股權 行使價** (附註(i)) Exercise price of share options** (Note (i))	購股權數目 Number of share options		
					於 二零零七年 一月一日 尚未行使 Outstanding at 1st January, 2007	年內失效 Lapsed during the year	於 二零零七年 十二月 三十一日 尚未行使 Outstanding at 31st December, 2007
其他僱員 Other employees		二零零一年三月九日 9.3.2001	二零零一年三月二十日至 二零一零年十一月十六日 20.3.2001 to 16.11.2010	3.89	450,000	(450,000) *	-
合計 In aggregate		二零零一年三月九日 9.3.2001	二零零一年三月二十一日至 二零一零年十一月十六日 21.3.2001 to 16.11.2010	3.89	3,000,000	(3,000,000) *	-
		二零零一年三月九日 9.3.2001	二零零一年三月二十二日至 二零一零年十一月十六日 22.3.2001 to 16.11.2010	3.89	75,000	-	75,000 (附註(ii)) (Note (ii))
		二零零一年七月二十三日 23.7.2001	二零零二年七月一日至 二零零七年六月三十日 1.7.2002 to 30.6.2007	3.89	15,203	(15,203) *	-
		二零零一年八月十三日 13.8.2001	二零零二年七月一日至 二零零七年六月三十日 1.7.2002 to 30.6.2007	3.89	37,500	(37,500) *	-
					3,577,703	(3,502,703)	75,000
					5,122,703	(5,047,703)	75,000

董事會報告

DIRECTORS' REPORT

購股權(續)

SHARE OPTIONS (Continued)

新計劃

New Scheme

參與者姓名 或組別 Name or category of participants	授出 購股權日期* Date of grant of share options*	購股權 行使期間 Exercise period of share options	購股權 行使價** Exercise price of share options**	購股權數目 Number of share options		
				於二零零七年 一月一日 尚未行使 Outstanding at 1st January, 2007	年內授出/ (失效) Granted/ Lapsed during the year	於二零零七年 十二月三十一日 尚未行使 Outstanding at 31st December, 2007
董事						
Directors						
王聰德先生 Mr. Wong Chung Tak	二零零七年二月十二日 12.2.2007	二零零七年二月二十一日至 二零一二年五月二十九日 21.02.2007 to 29.05.2012	0.72	-	7,100,000	7,100,000
謝錦輝先生 Mr. Tse Kam Fai	二零零七年二月十二日 12.2.2007	二零零七年二月二十一日至 二零一二年五月二十九日 21.02.2007 to 29.05.2012	0.72	-	7,100,000	7,100,000
王文俊先生 Mr. Wong Ngo, Derick	二零零七年二月十二日 12.2.2007	二零零七年二月二十一日至 二零一二年五月二十九日 21.02.2007 to 29.05.2012	0.72	-	6,900,000	6,900,000
莊嘉利女士 Miss Chong Kally	二零零七年二月十二日 12.2.2007	二零零七年二月二十一日至 二零一二年五月二十九日 21.02.2007 to 29.05.2012	0.72	-	6,900,000	6,900,000
				-	28,000,000	28,000,000
其他僱員						
Other employees						
合計 In aggregate	二零零三年十月十四日 14.10.2003	二零零三年十一月二十八日至 二零零八年十一月二十六日 28.11.2003 to 26.11.2008	1.508 (附註(i)) (Note (i))	750,000	-	750,000 (附註(ii)) (Note (ii))
	二零零七年二月十二日 12.2.2007	二零零七年二月二十一日至 二零一二年五月二十九日 21.02.2007 to 29.05.2012	0.72	-	13,800,000	13,800,000
				750,000	13,800,000	14,550,000
合資格參與者 Eligible Participant	二零零七年二月十二日 12.2.2007	二零零七年二月二十一日至 二零一二年五月二十九日 21.02.2007 to 29.05.2012	0.72	-	7,100,000	7,100,000
				750,000	48,900,000	49,650,000

董事會報告

DIRECTORS' REPORT

購股權 (續)

附註:

- (a) 於二零零七年一月一日已發行之購股權乃根據股東在本公司於一九九七年六月十日舉行之股東週年大會上授出之一般授權，授予李國精先生。
- (b) 陳潮先生於二零零六年七月十七日辭任本公司非執行董事之職，並擔任本公司之高級顧問，直至二零零六年十二月三十一日。
- (i) 於合併每20股面值0.01港元之股份至1股每股面值0.20港元之股份，於二零零七年二月十三日生效後，每股行使價0.3800港元、0.1945港元及0.0754港元分別調整每股為7.60港元、3.89港元及1.508港元。
- (ii) 於合併股份於二零零七年二月十三日生效後，未行使購股權按20股購股權併入1股購股權合併。
- * 該等購股權之歸屬期乃自授出日期直至行使期間開始為止。
- ** 如本公司進行供股、發行紅股或股本發生類似變動，該等購股權之行使價須予調整。
- # 該等購股權於承授人不再為本集團合資格參與者後三個月失效。
- % 該等購股權由於行使期屆滿而失效。

於二零零七年十二月三十一日，有關根據購股權計劃已經授出，而尚未行使之該等購股權之股份數目為49,725,000股，相等於本公司於該日之已發行股本之4.01%。

購買股份或債券之安排

除上文「購股權」一節所披露者外，本公司或其任何附屬公司於年內概無參與任何安排，致使本公司董事或主要行政人員可藉購買本公司或任何其他法團之股份或債券而獲益。

SHARE OPTIONS (Continued)

Notes:

- (a) The share options outstanding at 1st January, 2007 granted to Mr. Lee Kuo Ching, Stewart were in accordance with the general mandate granted by the shareholders to the directors at the annual general meeting of the Company held on 10th June, 1997.
- (b) Mr. Chen Chao resigned as non-executive director of the Company in 17th July, 2006 and acted as the senior consultant of the Company up to 31st December, 2006.
- (i) Upon the share consolidation of every 20 shares of HK\$0.01 each into 1 share of HK\$0.20 each became effective on 13th February, 2007, the exercise prices of HK\$0.3800, HK\$0.1945 and HK\$0.0754 per share were adjusted to HK\$7.60, HK\$3.89 and HK\$1.508 per share respectively.
- (ii) Upon the share consolidation became effective on 13th February, 2007, the outstanding options were consolidated on the basis of 20 share options into 1 share option.
- * The vesting period of the share options is from the date of the grant until the commencement of the exercise period.
- ** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- # These share options were lapsed three months after the grantees ceased to be eligible participant of the Group.
- % These options were lapsed due to the expiry of the option period.

As at 31st December, 2007, the number of shares in respect of which options had been granted and remaining outstanding under the share option schemes was 49,725,000 shares, representing 4.01% of the shares of the Company in issue at that date.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in the section "Share Options" above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the Company's directors or chief executives to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

董事會報告

DIRECTORS' REPORT

主要股東

於二零零七年十二月三十一日，本公司根據證券及期貨條例第336條存置之主要股東登記冊顯示，除上文所披露有關若干董事及主要行政人員之權益外，以下股東已知會本公司其擁有本公司已發行股本之有關權益：

每股面值0.20港元普通股之好倉

股東名稱	Name of shareholder	附註	所持股份數目			總額	佔已發行 股份總數 百分比 Percentage in total number of issued shares
			直接權益	間接權益	Number of shares held		
Thing On Group Limited	Thing On Group Limited	1	286,997,589	–	286,997,589	23.15%	
王聰德先生	Mr. Wong Chung Tak	1	7,100,000	293,897,589	300,997,589	24.28%	
吳嘉芳女士	Ms. Ng Ka Fong, Jenny	1	6,900,000	294,097,589	300,997,589	24.28%	
Growth Time Holdings Limited (「GTHL」)	Growth Time Holdings Limited (「GTHL」)	2	120,000,000	–	120,000,000	9.68%	
Ideal China International Ltd. (「ICIL」)	Ideal China International Ltd. (「ICIL」)	3	120,000,000	–	120,000,000	9.68%	

附註：

- Thing On Group Limited之全部已發行股本由王聰德先生(「王先生」)實益擁有。王先生為Thing On Group Limited之董事。吳嘉芳女士(「吳女士」)為王先生之配偶。因此，王先生及吳女士被視為於(a) Thing On Group Limited持有之股份、(b)王先生持有之購股權及(c)吳女士持有之購股權中擁有權益。
- 根據本公司於二零零七年十月二十二日發行之120,000,000份非上市認股權證，GTHL擁有120,000,000股衍生股份之權益，據此每份認股權證賦予持有人於認股權證發行日期開始之三十六個月期間內任何時間以0.42港元或0.45港元(其適用者)認購一股。GTHL之全部已發行股本，由Ching Elizabeth Sia女士(「Ching女士」)實益擁有。Ching女士因此被視為於GTHL持有之該等衍生股份擁有權益。
- 根據本公司於二零零七年十月二十二日發行之120,000,000份非上市認股權證，ICIL擁有120,000,000股衍生股份之權益，據此每份認股權證賦予持有人於認股權證發行日期開始之三十六個月期間內任何時間以0.42港元或0.45港元(其適用者)認購一股。ICIL之全部已發行股本由Choa Lily Ngo女士(「Choa女士」)實益擁有。Choa女士因此被視為於ICIL持有該等衍生股份擁有權益。

SUBSTANTIAL SHAREHOLDERS

As at 31st December, 2007, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors and chief executives, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company:

Long positions in ordinary shares of HK\$0.20 each

附註	所持股份數目			總額	佔已發行 股份總數 百分比 Percentage in total number of issued shares
	直接權益	間接權益	Number of shares held		
1	286,997,589	–	286,997,589	23.15%	
1	7,100,000	293,897,589	300,997,589	24.28%	
1	6,900,000	294,097,589	300,997,589	24.28%	
2	120,000,000	–	120,000,000	9.68%	
3	120,000,000	–	120,000,000	9.68%	

Notes:

- The entire issued share capital of Thing On Group Limited is beneficially owned by Mr. Wong Chung Tak (「Mr. Wong」). Mr. Wong is a director of Thing On Group Limited. Ms. Ng Ka Fong, Jenny (「Ms. Ng」) is the spouse of Mr. Wong. Therefore, both Mr. Wong and Ms. Ng are deemed to be interested in (a) the shares held by Thing On Group Limited, (b) the share options held by Mr. Wong and (c) the share options held by Ms. Ng.
- GTHL was interested in derivative of 120,000,000 shares pursuant to the 120,000,000 unlisted warrants issued by the Company on 22nd October, 2007, whereby each warrant entitles the holder to subscribe for one share at HK\$0.42 or HK\$0.45, whichever is applicable, at any time during a period of 36 months commencing from the date of issue of the warrants. The entire issued share capital of GTHL is beneficially owned by Ms. Ching Elizabeth Sia (「Ms. Ching」). Ms. Ching is therefore deemed to have interests in these derivatives held by GTHL.
- ICIL was interested in derivative of 120,000,000 shares pursuant to the 120,000,000 unlisted warrants issued by the Company on 22nd October, 2007, whereby each warrant entitles the holder to subscribe for one share at HK\$0.42 or HK\$0.45, whichever is applicable, at any time during a period of 36 months commencing from the date of issue of the warrants. The entire issued share capital of ICIL is beneficially owned by Ms. Choa Lily Ngo (「Ms. Choa」). Ms. Choa is therefore deemed to have interests in these derivatives held by ICIL.

董事會報告

DIRECTORS' REPORT

主要股東 (續)

除上文所披露者外，於二零零七年十二月三十一日，本公司概無獲知會於本公司股份及相關股份之其他有關權益或淡倉。

關連交易

於二零零四年三月一日，本集團與本集團之共同控制實體武漢晶科信息產業有限公司（「晶科信息」）訂立貸款協議，據此，本集團同意向晶科信息授出最多為人民幣15,000,000元（約相等於14,151,000港元）之非循環有抵押貸款。該貸款按匯豐銀行之最優惠利率計息。於二零零六年度，實際利率介乎7.75厘至8厘。該貸款由晶科信息各股東將各自於晶科信息之權益抵押予本集團作抵押。貸款本金及利息於二零零五年十二月三十一日到期。於二零零六年度就全部款項作出準備。

主要客戶及供應商

年內，本集團向五大供應商之採購佔本集團總採購額約60.4%，當中包括向最大供應商之採購，佔本集團總採購額約48.6%。

年內，本集團向五大客戶之銷售佔本集團總營業額約21.9%，當中包括向最大客戶之銷售，佔本集團總營業額約5.0%。

本公司之董事，彼等之聯繫人或據董事所知擁有本公司已發行股本超過5%之股東，概無於本集團五大客戶及供應商當中擁有任何實益權益。

購入、出售或贖回本公司上市證券

年內，本公司或其任何附屬公司概無購入、出售或贖回任何本公司上市證券。

優先購買權

本公司之公司細則或百慕達法例概無有關優先購買權之規定，因此本公司毋須按優先基準向現有股東發售新股。

SUBSTANTIAL SHAREHOLDERS (Continued)

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the shares and underlying shares of the Company as at 31st December, 2007.

CONNECTED TRANSACTIONS

On 1st March, 2004, the Group entered into a loan agreement with 武漢晶科信息產業有限公司 Wuhan Jingke Information Industry Co., Ltd. ("Jingke information"), a jointly controlled entity of the Group, pursuant to which the Group agreed to grant a non-revolving secured loan of up to RMB15,000,000 (equivalent to approximately HK\$14,151,000) to Jingke Information. The loan carried interest at HSBC prime rate. The effective interest rate ranged from 7.75% to 8% in year 2006. The loan is secured by each of the shareholders of Jingke Information by charging their respective equity interests in Jingke Information to the Group. The loan principal and interest have expired on 31st December, 2005. Allowance for the whole amount was made in year 2006.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group's purchases from the five largest suppliers accounted for approximately 60.4% of the Group's total purchases and purchases from the largest supplier included therein accounted for approximately 48.6% of the Group's total purchases.

During the year, the Group's sales to the five largest customers accounted for approximately 21.9% of the Group's total turnover and sales to the largest customer included therein accounted for approximately 5.0% of the Group's total sales.

None of the directors of the Company, their associates, nor any shareholder which to the best knowledge of the directors own more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest customers and suppliers.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

PRE-EMPTIVE RIGHTS

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

足夠公眾持股量

截至二零零七年十二月三十一日止年度，本公司一直維持足夠之公眾持股量。

結算日後事項

於結算日後發生之重大事項詳情載於財務報表附註40。

核數師

德勤•關黃陳方會計師行於二零零七年七月二十六日辭任本公司之核數師及均富會計師行於二零零七年八月二十七日日本公司召開之股東特別大會獲委任為本公司之核數師以填補因德勤•關黃陳方會計師行辭任而引致之空缺。除上文披露者外，於過往三年內核數師概無變動。

於股東週年大會上將會提呈重新委聘均富會計師行為本公司核數師之決議案。

代表董事會

王聰德
主席

香港
二零零八年二月二十八日

SUFFICIENT OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31st December, 2007.

POST BALANCE SHEET EVENTS

Details of significant events occurring after the balance sheet date are set out in note 40 to the financial statements.

AUDITORS

Deloitte Touche Tohmatsu resigned as auditors of the Company with effect from 26th July, 2007 and Grant Thornton was appointed as auditors of the Company at a special general meeting of the Company held on 27th August, 2007 to fill the vacancy arising from the resignation of Deloitte Touche Tohmatsu. Save as aforesaid, there were no changes in auditors during the past three years.

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Grant Thornton as auditors of the Company.

On behalf of the Board

WONG CHUNG TAK
Chairman

Hong Kong
28th February, 2008

公司管治報告

CORPORATE GOVERNANCE REPORT

本公司致力維持高水準及具質素程序的企業管治，本公司已推行企業管治措施，且特別注重對股東的誠信、資料披露之質量、透明度及問責質素，藉以提高股東利益。

企業管治常規

本公司已採納香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載之企業管治常規守則(「企業管治守則」)之守則條文，作為本公司之企業管治常規守則。除偏離守則條文A.2.1及A.4.1外(該等偏離行為已在各有關段落作出解釋)，本公司亦已遵守企業管治守則項下之全部守則條文。

董事進行證券交易

本公司已採納上市規則附錄十所載之上市公司董事進行證券交易的標準守則(「標準守則」)作為本公司有關董事進行證券交易之操守準則。

根據本公司對全體董事所作之具體查詢，全體董事已確認於截至二零零七年十二月三十一日止年度，彼等均符合標準守則之規定。

董事會

董事會負責領導及監控本公司，並負責監督業務、批准經營策略及監管公司之表現。

除就重大及重要事務以及法定目的舉行之其他董事會會議外，董事會大約每三個月舉行一次常規會議，每年最少舉行四次。董事會成員將會適時取得適當及充足之資料，以便彼等了解本集團之最新發展，從而有助彼等履行其職責。

每次會議由公司秘書負責記錄，於會後將記錄稿件送交各董事閱覽、修改及批准。會議記錄由公司秘書保存，如董事要求會開放給予查閱。公司秘書向董事會負責確保董事會依循程序及遵守適用法律及規例。各董事均可獲取公司秘書的意見及服務。

The Company is committed to maintaining corporate governance of high standards and quality procedures. The Company has put in place governance practices with emphasis on the integrity to shareholders and quality of disclosure, transparency and accountability to shareholders for the sake of maximizing returns to shareholders.

CORPORATE GOVERNANCE PRACTICE

The Company has adopted the code provisions of the Code of Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as its own code of corporate governance practices. The Company has also complied with all the code provisions under the CG Code except for the deviations from code provisions A.2.1 and A.4.1 which are explained in the following relevant paragraphs.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transaction by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding director’s securities transactions.

The Company confirms that, having made specific enquiry of all directors, all directors have complied with the required standard set out in the Model Code for the year ended 31st December, 2007.

BOARD OF DIRECTORS

The Board is responsible for leading and controlling the Company, as well as the supervision of the business, approval of strategic plans and monitoring the Company’s performance.

The Board conducts at least four regular Board meetings a year at approximately quarterly intervals in addition to other Board meetings that are required for significant and important issues, and for statutory purposes. Appropriate and sufficient information is provided to Board members in a timely manner to keep them abreast of the Group’s latest developments and thus can assist them in discharging their duties.

The Company Secretary is responsible for taking minutes of the Board meetings and draft of which will be circulated to all directors for their review, comments and approval after the meetings. The minutes books are kept by the Company Secretary and will be opened for inspection by the directors upon request. All directors have access to the advice and service of the Company Secretary who is responsible to the Board for ensuring that the procedures are followed and that all applicable laws and regulations are complied with.

公司管治報告

CORPORATE GOVERNANCE REPORT

主席及行政總裁

守則條文A.2.1規定，主席及行政總裁之職務須分開。行政總裁之角色及職能已由本公司董事會執行，而董事相信，有關安排能讓董事之不同才能及專長得以盡量發揮，對本集團有利。

委任、重選和罷免董事

守則條文A.4.1規定，非執行董事之委任須有指定任期，並須接受重選。本公司非執行董事之委任並無指定任期，但彼等根據本公司之公司細則須至少每三年輪值退任一次。

本公司已設立一個提名委員會，並訂明具體的職權範圍，負責就本公司委任董事及高級行政人員以及審議本公司執行董事及高級行政人員的繼任安排。

董事會之組成

董事會現由兩名執行董事、一名非執行董事及三名獨立非執行董事組成：

執行董事：

王聰德先生
謝錦輝先生

非執行董事：

王文俊先生

獨立非執行董事：

李國精先生
廖醒標先生
莊嘉俐小姐

就本公司所知，王文俊先生（本公司非執行董事）為王聰德先生（主席）兄長之兒子，除以上所述者外，各董事會成員之間概無任何財務、業務及親屬關係。彼等均可自由作出獨立判斷。各董事履歷載於本年報第12至13頁。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code A.2.1 stipulates that the responsibilities between the chairman and chief executive officer should be divided. The roles and functions of the chief executive officer have been performed by the Board of the Company and the directors believed that such arrangement enables different talents and expertise of the directors to be best utilized to the benefits of the Group.

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term and subject to re-election. Non-executive directors of the Company are not appointed for a specific term but they are subject to the retirement by rotation at least once every three years in accordance with the By-laws of the Company.

The Company has established a Nomination Committee with specific terms of reference, which is responsible for arranging new appointment of directors and senior executives of the Company, and for reviewing the succession plan for executive directors and senior executives of the Company.

COMPOSITION OF THE BOARD

The Board currently consists of two executive directors, one non-executive director and three independent non-executive directors:

Executive directors:

Mr. Wong Chung Tak
Mr. Tse Kam Fai

Non-executive director:

Mr. Wong Ngo, Derick

Independent non-executive directors:

Mr. Lee Kuo Ching, Stewart
Mr. Liu Sing Piu, Chris
Miss Chong Kally

To the best knowledge of the Company, Mr. Wong Ngo, Derick, a non-executive director of the Company, is the son of the elder brother of Mr. Wong Chung Tak, the Chairman. Save as aforesaid, there is no financial, business and family relationship among members of the Board. All of them are free to exercise their independent judgment. The biographies of the directors are set out in pages 12 and 13 of the annual report.

公司管治報告

CORPORATE GOVERNANCE REPORT

獨立非執行董事

根據上市規則第3.10(1)條及第3.10(2)條，本公司已委任三名獨立非執行董事，當中廖醒標先生為香港會計師公會資深會員及英國特許公認會計師公會資深會員。彼於審核、稅務及為香港及中國公司提供審計及顧問服務積多年經驗。

李國精先生服務董事會已超逾14年。李先生為人正直及公平，具豐富管理及中國業務拓展經驗。於過往數年為董事會服務期間，彼對董事會及本公司作出了多方面之寶貴建議。

莊嘉俐小姐現為特許財務分析師及美國投資管理與研究學會會員。彼於銀行金融界工作超過10年。

本公司已接獲各位獨立非執行董事根據上市規則第3.13條發出之年度獨立確認書。本公司認為全體獨立非執行董事均為獨立人士。

董事會會議出席記錄

於截至二零零七年十二月三十一日止年度，舉行了11次董事會會議。全體董事均有機會就董事會常規會議提中提供擬議事宜。董事於董事會會議舉行前，均享有充份時間先審閱將予討論之相關文件及資料。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rules 3.10(1) and 3.10(2) of the Listing Rules, the Company has appointed three independent non-executive directors, of whom Mr. Liu Sing Piu, Chris, is a fellow member of Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants, United Kingdom. He has many years of experience in auditing and taxation, and providing audit and consultant services for companies in Hong Kong and the PRC.

Mr. Lee Kuo Ching, Stewart, has been serving the Board for more than 14 years. Mr. Lee is a man of integrity and is experienced in management and development of business in the PRC. During the services to the Board in the past years, he contributed to the Board and the Company valuable advice on diverse aspects.

Miss Chong Kally is a Chartered Financial Analyst and a member of Association for Investment Management and Research. She has been working in the banking finance sector for over 10 years.

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

ATTENDANCE RECORD AT BOARD MEETINGS

During the year ended 31st December, 2007, 11 Board meetings were held. All directors are given an opportunity to include any matter in the agenda for regular Board meetings and are given sufficient time to review the documents and information to be discussed in Board meeting in advance.

董事名稱	Name of director	出席會議次數 Number of meetings attended
執行董事：	<i>Executive directors:</i>	
王聰德先生(主席)	Mr. Wong Chung Tak (<i>Chairman</i>)	11/11
謝錦輝先生	Mr. Tse Kam Fai	11/11
非執行董事：	<i>Non-executive director:</i>	
王文俊先生	Mr. Wong Ngo, Derick	11/11
獨立非執行董事：	<i>Independent non-executive directors:</i>	
李國精先生	Mr. Lee Kuo Ching, Stewart	10/11
廖醒標先生	Mr. Liu Sing Piu, Chris	11/11
莊嘉俐小姐	Miss Chong Kally	10/11

公司管治報告

CORPORATE GOVERNANCE REPORT

董事會委員會

董事會已成立多個委員會，包括審核委員會、薪酬委員會、提名委員會及執行委員會，以監察本公司不同範疇之事務及協助董事會執行其職責。

審核委員會

組成

本公司根據聯交所之規定擬定審核委員會之職權範圍。審核委員會由全體獨立非執行董事組成。

截至二零零七年十二月三十一日止年度之審核委員會成員為：

廖醒標先生(主席)
李國精先生
莊嘉俐小姐

審核委員會之職權範圍，乃參考守則條文所列者之標準而制定，審核委員會之職能包括下列各項：

- 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的事宜；
- 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；委員會應於核數工作開始前先與核數師討論核數性質及範疇及有關申報責任；
- 監察本公司的財務報表、本公司年度報告及賬目及中期報告的完整性，並審閱報表及報告所載有關財務申報的重大意見。在這方面，委員會在向董事會提交有關本公司年度報告及賬目、半年度報告前作出審閱有關報表及報告時，應特別針對下列事項：因核數而出現的任何重大調整；企業持續經營的假設及任何保留意見；是否遵守會計準則；及是否遵守有關財務申報的上市規則及其他法律規定；

BOARD COMMITTEES

The Board has established various committees under the Board, namely Audit Committee, Remuneration Committee, Nomination Committee and Operational Committee, to oversee different aspects of the Group's affairs and to assist in the execution of the Board's responsibilities.

AUDIT COMMITTEE

Composition

The Company formulated written terms of reference for the Audit Committee in accordance with the requirements of the Stock Exchange. The Audit Committee consists of all the independent non-executive directors.

For the year ended 31st December, 2007, the members of the Audit Committee consisted of:

Mr. Liu Sing Piu, Chris (*Chairman*)
Mr. Lee Kuo Ching, Stewart
Miss Chong Kally

The Company formulated written terms of reference for the Audit Committee with reference to standards stipulated in code provisions. The major roles and functions of the Audit Committee are as follows:

- to be primarily responsible for making recommendation to the Board on the appointment, re-appointment and removal of external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any issue in relation to the resignation or dismissal of such auditors;
- to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences;
- to monitor integrity of financial statements of the Company and the Company's annual report and accounts and interim reports, and to review significant financial reporting judgments contained in them. In this regard, in reviewing the Company's annual report and accounts and half-year reports before submission to the Board, focusing particularly on any significant adjustments resulting from the audit; the going concern assumptions and any qualifications; compliance with accounting standards and compliance with the Listing Rules and other legal requirements in relation to financial reporting;

公司管治報告

CORPORATE GOVERNANCE REPORT

審核委員會 (續)

- 檢討本公司的財務監控、內部監控及風險管理制度；
- 與管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統；
- 主動或應董事會的委派，就有關內部監控事宜的重要調查結果及管理層的回應進行研究；
- 如公司設有內部核數功能，須確保內部各外聘核數師的工作得到協調；也須確保內部核數師功能在本公司內部有足夠資源運作，並且有適當的地位；以及檢討及監察內部核數功能是否有效；
- 檢討本集團的財務及會計政策及實務；
- 檢查外聘核數師給予管理層的《審核情況說明函件》、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；及
- 確保董事會及時回應外聘核數師給予管理層的《審核情況說明函件》中提出的事宜。

於二零零七年審核委員會舉行了三次會議。每次委員會會議均提供本集團之所需財務資料，以供委員會成員考慮、審閱及評估所進行之工作所產生之重大事宜。

下表顯示委員會成員於年內出席審核委員會會議之情況：

AUDIT COMMITTEE (Continued)

- to review the Company's financial controls, internal control and risk management systems;
- to discuss with the management the system of internal control and ensure that management has discharged its duty to have an effective internal control system;
- to consider any findings or major investigations of internal control matters as delegated by the Board or its own initiative and management response;
- where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor the effectiveness of the internal audit function;
- to review the Group's financial and accounting policies and practices;
- to review the external auditors' management letter, any material queries raised by the auditors to management in respect of the accounting records, financial accounts or systems of control and management's response; and
- to ensure that the Board will provide a timely response to the issues raised in the external auditors' management letter.

The Audit Committee held 3 meetings in 2007. Each committee meeting has supplied with the necessary financial information of the Group for members to consider, review and access significant issues arising from the work conducted.

The following table shows the attendance of members at meetings of the Audit Committee meeting during the year:

董事名稱	Name of directors	出席會議次數 Number of meetings attended
廖醒標先生	Liu Sing Piu, Chris	3/3
李國精先生	Lee Kuo Ching, Stewart	3/3
莊嘉俐小姐	Chong Kally	3/3

公司管治報告

CORPORATE GOVERNANCE REPORT

審核委員會(續)

審核委員會於回顧年內之工作包括：

- 審閱本集團截至二零零六年十二月三十一日止年度之全年業績及截至二零零七年六月三十日止六個月之中期業績；
- 在編製二零零七年中期及全年財務報表時，與本公司管理層討論本集團之會計準則及政策是否完整、公平及足夠；
- 與外聘核數師審閱及討論本公司之財務申報事宜；
- 向董事會推薦重新委任核數師，以待股東批准；
- 外聘核數師審核本集團之財務報表；及
- 審閱本集團之內部監控程序。

薪酬委員會

本公司根據聯交所之規定擬定薪酬委員會之職權範圍。薪酬委員會由一位執行或非執行董事及三位獨立非執行董事組成，並由獨立非執行董事任薪酬委員會主席。年內之薪酬委員會成員為：

廖醒標先生(主席)
王聰德先生
李國精先生
莊嘉俐小姐

AUDIT COMMITTEE (Continued)

During the year under review, the Audit Committee had performed the following work:

- reviewed the annual results for the year ended 31st December, 2006 and the interim results for the six months ended 30th June, 2007;
- discussed with the management of the Company over the completeness, fairness and adequacy of accounting standards and policies of the Group in the preparation of the 2007 interim and annual financial statements;
- reviewed and discussed with the external auditors over the financial reporting of the Company;
- recommended to the Board, for the approval by shareholders, of the re-appointment of the auditors;
- appointed external auditors to audit and review the Group's internal control procedures; and
- reviewed the internal control procedures of the Group.

REMUNERATION COMMITTEE

The Company formulated written terms of reference for the Remuneration Committee in accordance with requirements of the Stock Exchange. The Remuneration Committee consists of one executive or non-executive director and three independent non-executive directors, and an independent non-executive director should take up the role of chairman of the Remuneration Committee. During the year, the members of the Remuneration Committee were:

Mr. Liu Sing Piu, Chris (Chairman)
Mr. Wong Chung Tak
Mr. Lee Kuo Ching, Stewart
Miss Chong Kally

薪酬委員會 (續)

本集團薪酬委員會的主要角色及功能(但不限於)如下:

- 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序擬訂此等薪酬政策，向董事會提出建議；
- 獲董事會轉授以下職責，以釐定全體執行董事及高級管理人員的特定薪酬待遇，包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)，並就非執行董事的薪酬向董事提出建議。委員會應考慮的因而包括同類公司支付的薪酬、董事須付出的時間及董事職責、本集團內其他職位的僱用條件及是否應該按表現釐定薪酬等；
- 透過參照董事會不時通過的公司目標，檢討及批准按表現而釐定的薪酬；
- 檢討及批准向執行董事及高級管理人員支付與喪失或終止職務或委任有關的賠償，以確保該等賠償按有關合約條款釐定；除此以外，賠償亦須公平合理，不會對本公司造成過重負擔；
- 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排按有關合約條款釐定；除此以外，有關賠償亦須合理適當；
- 確保任何董事或其任何聯繫人不得自行釐定薪酬；及
- 為須獲得股東批准之服務合約出具意見及向股東(除股東為董事並於服務合約內有重大利益及彼等之聯繫人士外)提出意見，有關條款是否公平及合理，該等合約是否對本公司及其股東整體為有利，並建議股東應怎樣投票。

於截至二零零七年十二月三十一日止年度，舉行1次會議，所有成員均有出席以批准本公司董事薪酬事宜。

REMUNERATION COMMITTEE (Continued)

The major roles and functions of the Group's Remuneration Committee are, but not limited to, as follows:

- to make recommendation to the Board on matters relating to the Company's policy and structure for the remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- to have the delegated responsibility to determine the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive Directors. The Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration;
- to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
- to ensure that no director or any of his associates is involved in deciding his own remuneration; and
- to form a view in respect of service contracts that require shareholders' approval and advise shareholders (other than shareholders who are Directors with a material interest in the service contracts and their associates) as to whether the terms are fair and reasonable, to advise whether such contracts are in the interests of the Company and its shareholders as a whole, and advise shareholders on how to vote.

During the year ended 31st December, 2007, 1 meeting was held with all members attended the meeting to approve the remuneration of the directors of the Company.

公司管治報告

CORPORATE GOVERNANCE REPORT

提名委員會

本公司根據聯交所之規定擬定提名委員會之職權範圍。提名委員會由一位執行或非執行董事及三位獨立非執行董事組成，並由一名執行董事任提名委員會主席。年內之提名委員會成員為：

王聰德先生(主席)
廖醒標先生
李國精先生
莊嘉俐小姐

本集團提名委員會的主要角色及功能(但不限於)如下：

- 定期檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何擬作出的變動向董事會提出建議；
- 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- 評核獨立非執行董事的獨立性；及
- 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃的有關事宜向董事會提出建議。

於截至二零零七年十二月三十一日止年度，提名委員會舉行了一次會議，以於提交董事會討論及批准前，評估獨立非執行董事之獨立性及擬於本公司二零零七年股東週年大會上膺選連任之董事，亦檢討董事會之成員組成。

執行委員會

本公司之執行委員會設於二零零五年三月十八日。該委員會之有效出席人數包括最少兩名執行董事及一名獨立非執行董事。

執行委員會根據職權範圍按突發性需要召開會議執行董事會授予其權力、職責及酌情權。

NOMINATION COMMITTEE

The Company formulated written terms of reference for the Nomination Committee in accordance with requirements of the Stock Exchange. The Nomination Committee consists of one executive or non-executive director and three independent non-executive directors, and an executive director should take up the role of chairman of the Nomination Committee. During the year, the members of the Nomination Committee were:

Mr. Wong Chung Tak (*Chairman*)
Mr. Liu Sing Piu, Chris
Mr. Lee Kuo Ching, Stewart
Miss Chong Kally

The major roles and functions of the Group's Nomination Committee are, but not limited to, as follows:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed change;
- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- to assess the independence of independent non-executive directors; and
- to make recommendations to the Board on relevant issues relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and president.

During the year ended 31st December, 2007, the Nomination Committee held one meeting to assess the independence of the independent non-executive directors and the directors to be re-elected at the 2007 annual general meeting of the Company before put forth for discussion and approval by the Board, and also reviewed the composition of the Board.

OPERATIONAL COMMITTEE

The Operational Committee of the Company was established on 18th March, 2005, and the quorum of the Committee consists of at least two executive directors and one independent non-executive director.

The Operational Committee meets on ad hoc basis to exercise the powers, authorities and discretions of the Board in accordance with the written terms of reference.

公司管治報告

CORPORATE GOVERNANCE REPORT

董事編製財務報表之責任

董事會確認彼等編製本集團財務報表之責任，並保證財務報表乃根據法例規定及適用之會計準則編製。董事會亦保證會準時刊發本集團之財務報表。

本公司之外聘核數師均富會計師行就本集團財務報表進行報告之責任聲明載於第 35 及 36 頁之獨立核數師報告內。

董事確認，經作出一切合理查詢後，就彼等所知、所獲資料及所信，彼等並不知悉任何可能會對本公司持續經營能力造成重大疑慮之事件或情況之不確定因素。

核數師酬金

於截至二零零七年十二月三十一日止年度，本集團之外聘核數師曾為本集團提供核數服務，費用為 60 萬港元。

內部監控

董事會全面負責維持本集團之正確及有效內部監控系統。內部監控系統包括保護股東之權益及本集團之資產。董事會已授權管理層實施所有有關財務、營運、規管監控及風險管理職能，而無限定框架。於截至二零零七年十二月三十一日止年度，董事會已審閱內部監控系統，以確保系統之效率及充足程度。董事會須至少每年進行有關檢討一次。

DIRECTORS' RESPONSIBILITY FOR THE PREPARATION OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the financial statements of the Group and ensure that the financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group.

The responsibility statement of external auditors of the Company, Messrs. Grant Thornton, about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditors' Report on pages 35 and 36.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any matters uncertainly relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

AUDITORS' REMUNERATION

For the year ended 31st December, 2007, the external auditors of the Group provided the audit services to the Group at a fee of HK\$600,000.

INTERNAL CONTROL

The Board has overall responsibility for maintaining a proper and effective system of internal control of the Group. The internal control system includes safeguard of the interest of shareholders and the Group's assets. The Board has delegated to management the implementation of all relevant financial, operational, compliance controls and risk management function without a defined framework. During the year ended 31st December, 2007, the Board has conducted a review of the system of internal control to ensure the effectiveness and adequacy of the system. The Board shall conduct such review at least once annually.

公司管治報告

CORPORATE GOVERNANCE REPORT

與股東及投資者的溝通

董事會認同與所有股東有良好的溝通至為重要，公司的週年股東大會提供寶貴場合讓董事會直接與股東溝通。董事會主席以及審核委員會、提名委員會及薪酬委員會的主席，連同外聘核數師均會出席股東週年大會，解答股東提問。年報連同有關股東週年大會的通函於大會舉行前最少二十一天寄發予所有股東，通函載列要求及舉行票選的程序及其他建議的議案的有關資料。

以投票方式表決

於其召開股東大會之通函內，本公司告知股東以投票方式表決之程序以及股東要求以投票方式表決之權利，從而確保遵守投票表決程序之規定。根據本公司之公司細則第66及67條，於任何股東大會上提呈表決之決議案須以舉手方式決定，惟投票表決可由以下人士（於宣佈舉手表決結果時或之前或撤銷任何其他投票表決之要求時）要求進行：

1. 大會主席；或
2. 至少三名親自出席大會且當時有權於會上投票之股東（或倘股東為公司，其正式授權之公司代表）或其委任代表；或
3. 一名或多名親自出席大會之股東（或倘股東為公司，其正式授權之公司代表）或其委任代表，且其擁有之投票權須不少於所有有權於大會上投票之股東之總投票權之十分之一；或
4. 一名或多名親自出席大會之股東（或倘股東為公司，其正式授權之公司代表）或其委任代表，且其持有附有權利可於大會上投票之股份之已繳足總金額相等於不少於附有有關權利之全部繳足股份總數之十分之一；或
5. 倘指定證券交易所規則規定，任何一名或多名董事，且其個別或共同持有相等於有關大會上投票權總額之百分之五（5%）或以上之股份之代表權。

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board recognizes the importance of good communications with all shareholders. The Company's annual general meeting is a valuable forum for the Board to communicate directly with the shareholders. The Chairman of the Board as well as the chairmen of the Audit, Nomination and Remuneration Committees together with the external auditors are present to answer shareholders' questions. The annual report together with annual general meeting circular are distributed to all the shareholders at least 21 days before the annual general meeting. It sets out the procedures for demanding and conducting a poll and other relevant information of proposed resolutions.

VOTING BY POLL

The Company informs the shareholders in a circular convening a general meeting of the procedures for voting by poll and the rights of shareholders to demand a poll to ensure compliance with the requirements on the poll voting procedures. In accordance with Bye-laws 66 and 67 of the Company, at any general meeting a resolution put to voting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any demand for a poll) demanded by:

1. the chairman of the meeting; or
2. by at least three shareholders present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
3. by a shareholder or shareholders present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
4. by a shareholder or shareholders present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
5. if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares, representing five per cent. (5%) or more of the total voting rights at such meeting.

以投票方式表決 (續)

委任代表(或倘股東為公司，其正式授權之公司代表)所提出之要求須視為該股東提出之要求處理。

本公司應點算所有委任代表投票的票數以及除非要求以投票方式進行表決，大會主席應在會上表明每項決議案的委任代表投票比例，以及贊成和反對票數(如以舉手方式表決)。本公司應確保所有票數均適當點算及記錄在案。

大會主席應於大會開始時就下列提供解釋：

1. 股東於以舉手表決方式投票前要求以投票方式進行表決之程序；及
2. 進行投票之詳細程序並答覆要求以投票方式進行表決時股東所詢問之任何問題。

VOTING BY POLL (Continued)

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member.

The Company should count all proxy votes and, except where a poll is required by the chairman of a meeting should indicate to the meeting the level of proxies lodged on each resolution, and the balance for and against the resolution, after it has been dealt with on a show of hands. The Company should ensure that votes cast are properly counted and recorded.

The chairman of a meeting should at the commencement of the meeting ensure that an explanation is provided of:

1. the procedure for demanding a poll by shareholders before putting a resolution to the vote on a show of hands; and
2. the detailed procedures for conducting a poll and then answer any questions from shareholders whenever voting by way of a poll is required.

獨立核數師報告

INDEPENDENT AUDITORS' REPORT



致深圳科技控股有限公司
(於百慕達註冊成立之有限公司)

全體股東

本核數師已完成審核載於第37頁至第145頁的深圳科技控股有限公司(「貴公司」)綜合財務報表，包括於二零零七年十二月三十一日的綜合資產負債表及貴公司資產負債表，截至該日止年度的綜合損益表、綜合權益變動表及綜合現金流量表，以及一份主要會計政策概要及其他附註解釋。

董事就財務報表須負的責任

貴公司董事須負責遵照香港會計師公會頒佈的香港財務報告準則及《香港公司條例》之披露規定編製及真實而公允地列報該等財務報表。這責任包括設計、實施及維護與編製及真實而公允地列報財務報表有關的內部監控，以確保並無重大錯誤陳述(不論是否因欺詐或錯誤引起)；選擇並應用適當的會計政策；及在不同情況下作出合理的會計估算。

核數師的責任

我們之責任是根據審核工作之結果，對該等財務報表作出獨立意見，並按照一九八一年百慕達公司法第九十條僅向整體股東報告，除此以外，本報告概不可用作其他用途。本核數師概不就本報告之內容對任何其他人士負責或承擔任何責任。

我們乃按照香港會計師公會頒佈之《香港核數準則》進行審核工作，該等準則規定我們須遵守道德規定以計劃及進行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

To the members of Shenzhen High-Tech Holdings Limited

深圳科技控股有限公司

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Shenzhen High-Tech Holdings Limited (the "Company") set out on pages 37 to 145, which comprise the consolidated and company balance sheets as at 31st December, 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

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

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

獨立核數師報告

INDEPENDENT AUDITORS' REPORT

審核工作包括進程序以取得與財務報表所載金額及披露事項有關的審核憑證。選取的該等程序取決於核數師的判斷，包括評估財務報表出現重大錯誤陳述（不論是否因欺詐或錯誤引起）的風險。在作出該等風險評估時，核數師考慮與公司編製及真實而公允列報財務報表有關的內部監控，以設計適當審核程序，但並非為對公司的內部監控是否有效表達意見。審核工作亦包括評價董事所採用的會計政策是否恰當及所作的會計估算是否合理，以及評價財務報表的整體呈列方式。

我們相信，我們已取得充份恰當的審核憑證，為我們的審核意見提供了基礎。

意見

我們認為，按照香港財務報告準則編製的綜合財務報表真實公允地反映 貴公司及 貴集團於二零零七年十二月三十一日的財務狀況及 貴集團截至該日止年度的溢利和現金流量，並已按照《香港公司條例》之披露規定妥善編製。

均富會計師行
執業會計師
香港
皇后大道中十五號
置地廣場
告羅士打大廈十三樓

二零零八年二月二十八日

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31st December, 2007 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Grant Thornton
Certified Public Accountants
13th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

28th February, 2008

綜合損益表

CONSOLIDATED INCOME STATEMENT

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
		附註 Notes	
持續經營業務	Continuing operations		
收入	Revenue	5	17,542
銷售及服務成本	Cost of sales and services		(4,578)
撥回待售物業撥備／(準備)	Write back of provision/(Allowance) for properties held for sale		(40,840)
			40,840
溢利／(虧損)毛額	Gross profit/(loss)		(27,876)
按公平值透過損益記賬之財務資產之公平值收益	Fair value gains on financial assets at fair value through profit or loss		1,062
其他收益	Other income		6,552
銷售及分銷成本	Selling and distribution costs		(9,495)
行政開支	Administrative expenses		(31,822)
出售附屬公司之收益／(虧損)	Gain/(Loss) on disposals of subsidiaries		(579)
視為出售一家聯營公司之收益	Gain on deemed disposal of an associate		106
將租賃物業轉撥為投資物業之重估收益	Revaluation gain on transfer of leasehold properties to investment properties	15	8,000
投資物業公平值收益	Gain in fair value of investment properties	15	1,500
撤銷商譽	Write-off of goodwill	21	-
應佔聯營公司業績	Share of results of associates	19	(17,910)
應佔合營公司業績	Share of results of joint ventures	20	(13,608)
其他開支	Other expenses	7	(33,910)
財務成本	Finance costs	8	-
除所得稅前溢利／(虧損)	Profit/(Loss) before income tax	10	(117,980)
所得稅開支	Income tax expense	12	(687)
持續經營業務之年度溢利／(虧損)	Profit/(Loss) for the year from continuing operations		(118,667)
已終止業務	Discontinued operations		
已終止業務之年度溢利	Profit for the year from discontinued operations	9	4,069
年度溢利／(虧損)	Profit/(Loss) for the year		(114,598)
供分配予： 本公司權益持有人	Attributable to: Equity holders of the Company		(114,598)
			港仙 HK cents
			港仙 HK cents (重列) (restated)
本公司權益持有人應佔持續及已終止經營業務之每股盈利／(虧損)	Earnings/(Loss) per share from continuing and discontinued operations attributable to the equity holders of the Company	14	
— 基本	— Basic		(14.15)
— 攤薄	— Diluted		不適用 N/A
本公司權益持有人應佔持續經營業務之每股盈利／(虧損)	Earnings/(Loss) per share from continuing operations attributable to the equity holders of the Company	14	
— 基本	— Basic		(14.65)
— 攤薄	— Diluted		不適用 N/A

綜合資產負債表

CONSOLIDATED BALANCE SHEET

於二零零七年十二月三十一日 As at 31st December, 2007

	附註 Notes	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
資產及負債			
非流動資產			
投資物業	15	245,000	150,000
物業、廠房及設備	16	2,016	1,894
預付租賃款項	17	3,800	3,900
於聯營公司之權益	19	–	33,187
於合營公司之權益	20	–	–
應收貸款	27	3,000	–
債務證券投資	22	–	15,000
		253,816	203,981
流動資產			
待售物業	23	479,840	264,000
應收賬款	24	1,194	–
其他應收款項、預付款項及按金	24	1,818	2,170
出售附屬公司應收 代價之結餘	26,39(b)	–	28,500
預付租賃款項	17	100	100
應收聯營公司款項	19	–	21,816
應收一間合營公司款項	20	–	–
應收貸款	27	110,891	1,201
債務證券投資	22	15,956	–
可供銷售投資	28	–	40,000
按公平值透過損益記賬 而持有之金融資產	29	12,187	9,995
銀行結餘、存款及現金	25	228,138	218,262
		850,124	586,044
分類為待售之投資物業	15	52,248	–
		902,372	586,044
流動負債			
其他應付款項、 已收按金及應計費用	30	42,690	23,638
應付稅項		6,432	2,499
		49,122	26,137
流動資產淨值		853,250	559,907

綜合資產負債表

CONSOLIDATED BALANCE SHEET

於二零零七年十二月三十一日 As at 31st December, 2007

		附註 Notes	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
總資產減流動負債	Total assets less current liabilities		1,107,066	763,888
非流動負債	Non-current liabilities			
遞延稅項負債	Deferred tax liabilities	34	15,375	1,226
資產淨值	Net assets		1,091,691	762,662
權益	EQUITY			
本公司權益持有人 應佔權益	Equity attributable to the equity holders of the Company			
股本	Share capital	31	247,944	172,233
儲備	Reserves	33	843,747	590,429
權益總額	Total equity		1,091,691	762,662

王聰德
Wong Chung Tak
董事
Director

謝錦輝
Tse Kam Fai
董事
Director

資產負債表

BALANCE SHEET

於二零零七年十二月三十一日 As at 31st December, 2007

			二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
	附註 Notes			
資產及負債		ASSETS AND LIABILITIES		
非流動資產		Non-current assets		
物業、廠房及設備	16	Property, plant and equipment	472	590
於附屬公司之權益	18	Interests in subsidiaries	15,013	6,814
於聯營公司之權益	19	Interests in an associate	–	–
			15,485	7,404
流動資產		Current assets		
其他應收款項		Other receivables	386	648
應收附屬公司款項	18	Amounts due from subsidiaries	995,440	704,618
按公平值透過損益記賬而持有 之金融資產	29	Financial assets held at fair value through profit and loss	12,187	–
銀行結餘、存款及現金	25	Bank balances, deposits and cash	39,692	111,934
			1,047,705	817,200
流動負債		Current liabilities		
其他應付款項、 已收按金及應計費用		Other payables, deposits received and accrued charges	1,630	4,435
欠附屬公司款項	18	Amounts due to subsidiaries	50,293	27,134
應付稅項		Taxation payables	3	1
			51,926	31,570
流動資產淨值		Net current assets	995,779	785,630
淨資產		Net assets	1,011,264	793,034
權益		EQUITY		
股本	31	Share capital	247,944	172,233
儲備	33	Reserves	763,320	620,801
權益總額		Total equity	1,011,264	793,034

王聰德
Wong Chung Tak
董事
Director

謝錦輝
Tse Kam Fai
董事
Director

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

		股本	股份溢價	繳納盈餘	物業	匯兌儲備	法定	累積虧損	總額
					重估儲備		儲備基金		
		Share	Share	Contributed	Property	Translation	Statutory	Accumulated	Total
		capital	premium	surplus	revaluation	reserve	reserve fund	losses	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零零六年一月一日	At 1st January, 2006	143,533	354,078	588,178	-	3,102	5,214	(312,132)	781,973
租賃物業轉撥至投資物業時之重估收益(附註15)	Revaluation gain on leasehold properties upon transfer to investment properties (note 15)	-	-	-	3,307	-	-	-	3,307
租賃物業轉撥至投資物業時重估產生之遞延稅項負債	Deferred tax liability arising on revaluation of leasehold properties upon transfer to investment properties	-	-	-	(579)	-	-	-	(579)
兌換境外業務所產生之滙兌差額	Exchange difference arising on translation of foreign operations	-	-	-	-	8,776	-	-	8,776
應佔聯營公司儲備	Shares of reserves of associates	-	-	-	-	1,404	-	-	1,404
直接於權益中確認之收入淨額	Net income recognised directly in equity	-	-	-	2,728	10,180	-	-	12,908
年度虧損	Loss for the year	-	-	-	-	-	-	(114,598)	(114,598)
年度確認之收益及開支總額	Total recognised income and expense for the year	-	-	-	2,728	10,180	-	(114,598)	(101,690)
出售附屬公司時調撥儲備	Reserves released upon disposals of subsidiaries	-	-	-	-	(1,295)	(3,108)	3,108	(1,295)
配售新股	Placing of new shares	28,700	57,400	-	-	-	-	-	86,100
有關發行新股而產生之開支	Expenses incurred in connection with issue of new shares	-	(2,426)	-	-	-	-	-	(2,426)
轉撥	Transfer	-	-	-	-	-	1,002	(1,002)	-
於二零零六年十二月三十一日	At 31st December, 2006	172,233	409,052'	588,178'	2,728'	11,987'	3,108'	(424,624)'	762,662

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

		股本	股份溢價	繳納盈餘	物業	匯兌儲備	購股權儲備	認股	法定	累積虧損	總額
					重估儲備			權證儲備	儲備基金		
		Share	Share	Contributed	Property	Translation	Share option	Warrant	Statutory	Accumulated	Total
		capital	premium	surplus	revaluation	reserve	reserve	reserve	reserve fund	losses	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零零七年一月一日	At 1st January, 2007	172,233	409,052	588,178	2,728	11,987	-	-	3,108	(424,624)	762,662
認購新股	Subscription of new shares	41,320	78,078	-	-	-	-	-	-	-	119,398
發行新股	Issuance of new shares	34,391	51,587	-	-	-	-	-	-	-	85,978
有關認購新股而產生之開支	Expenses incurred in connection with subscription of new shares	-	(31)	-	-	-	-	-	-	-	(31)
兌換境外業務所產生之滙兌差額	Exchange difference arising on translation of foreign operations	-	-	-	-	14,233	-	-	-	-	14,233
出售投資物業時解除	Release upon disposals of investment properties	-	-	-	(2,728)	-	-	-	-	2,728	-
出售附屬公司時解除	Release upon disposals of subsidiaries	-	-	-	-	(1,933)	-	-	(2,919)	2,919	(1,933)
授出購股權	Grant of share options	-	-	-	-	-	5,598	-	-	-	5,598
發行非上市認股權證	Issuance of unlisted warrants	-	-	-	-	-	-	3,600	-	-	3,600
有關發行認股權證而產生之開支	Expenses incurred in connection with issuance of warrants	-	-	-	-	-	-	(36)	-	-	(36)
年度淨溢利及年度已確認收入及開支總額	Net profit for the year and total recognised income and expense for the year	-	-	-	-	-	-	-	-	102,222	102,222
於二零零七年十二月三十一日	At 31st December, 2007	247,944	538,686*	588,178*	-*	24,287*	5,598*	3,564*	189*	(316,755)*	1,091,691

* 該等儲備賬包括於綜合資產負債表之綜合儲備 843,747,000 港元 (二零零六年: 590,429,000 港元)

* These reserve accounts comprise the consolidated reserves of HK\$843,747,000 (2006: HK\$590,429,000) in the consolidated balance sheet.

綜合現金流量表

CONSOLIDATED CASH FLOW STATEMENT

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
	附註 Notes		
經營業務產生之現金流量			
除所得稅前溢利/(虧損)		121,861	(112,585)
已就以下作調整：			
應佔聯營公司業績		-	17,910
應佔合營公司業績		-	13,608
利息開支		-	317
利息收入	10	(15,448)	(6,897)
折舊	10	1,378	3,459
預付租賃款項攤銷	10	100	100
租賃物業轉撥至投資物業之 重估收益		-	(8,000)
投資物業公平值增加		(47,275)	(1,500)
出售物業、廠房及設備之虧損	10	-	43
出售高科技電腦及服務器製造 及相關業務之收益	39	-	(21,352)
出售附屬公司(收益)/虧損	39	(1,984)	579
視為出售一家聯營公司收益		-	(106)
撤銷附屬公司之收益	10	(723)	-
應收一家合營公司款項 之(減值虧損撥回)/準備	10	(262)	11,306
授予合營公司貸款之準備	7	-	16,751
可供銷售投資減值虧損	7	-	5,853
待售物業之(準備撥回)/準備	10	(40,840)	40,840
呆壞賬準備	10	-	8,575
以股份為基礎支付	10	5,598	-
存貨準備	10	-	14,246
商譽撇銷	10	11,297	-
未計營運資金變動前之經營 現金流量		33,702	(16,853)
待售物業增加		-	(6,878)
存貨減少		-	20,880
應收賬款減少/(增加)		75	(81,429)
其他應收款項、預付款項 及按金減少		8,121	7,023
應收貸款(增加)		(97,824)	-
按公平值透過損益記賬而持有之 金融資產(增加)		(2,192)	(9,787)
應付賬款減少		-	(9,059)
其他應付款項、已收按金及 應計費用(增加)/減少		(18,887)	13,629
經營業務(已動用)現金		(77,005)	(82,474)
已付所得稅		(1,176)	(1,441)
經營業務(已動用)現金淨額		(78,181)	(83,915)

綜合現金流量表

CONSOLIDATED CASH FLOW STATEMENT

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

	附註 Notes	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
投資業務產生之現金流量	Cash flows from investing activities		
已收利息	Interest received	11,196	5,756
購買物業、廠房及設備	Purchases of property, plant and equipment	(1,402)	(2,486)
出售物業、廠房及設備之 所得款項	Proceeds from disposals of property, plant and equipment	–	1,993
出售附屬公司及已終止業務， 減所出售之現金及 現金等值	Disposals of subsidiaries and discontinued operations, net of cash and cash equivalents disposed of	39(a) 40,051	53,595
收購一家附屬公司	Acquisition of subsidiary	38(a)(i) 7,508	–
購買淨資產、減所收購現金	Purchase of net assets, net of cash acquired	38(a)(iii) (28,500)	–
結清收購一項投資物業 之應付款項	Settlement of amount payable for acquisition of an investment property	38(a)(iii) (145,413)	–
聯營公司之還款	Repayments from associates	–	900
一家合營公司之還款	Repayments from a joint venture	262	1,000
授予一家合營公司之墊款	Advances to a joint venture	–	(8,140)
授予一家關連公司之貸款	Loans to a related company	(11,009)	(1,201)
收購債務證券投資	Acquisition of investments in debt securities	–	(10,000)
出售投資物業	Disposals of investment properties	51,920	–
出售附屬公司所收款項	Amounts received from disposals of subsidiaries	28,500	–
投資業務(已動用)/帶來之現金淨額	Net cash (used in)/generated from investing activities	(46,887)	41,417
融資業務產生之現金流量	Cash flows from financing activities		
認購/配售新股之所得款項	Proceeds from subscription/placing of new shares	119,398	86,100
有關配售新股而產生 之開支	Expenses incurred in connection with placing of new shares	(31)	(2,426)
新借銀行貸款	Bank loans raised	–	50,301
已付利息	Interest paid	–	(317)
發行認股權證	Issuance of warrants	3,600	–
發行認股權證 帶來之開支	Expenses incurred in connection with issuance of warrants	(36)	–
融資活動帶來之現金淨額	Net cash generated from financing activities	122,931	133,658
現金及現金等值 (減少)/增加淨額	Net (decrease)/increase in cash and cash equivalents	(2,137)	91,160
年初之現金及現金等值	Cash and cash equivalents at beginning of the year	218,262	122,693
外滙匯率變動之影響	Effect of foreign exchange rate changes	12,013	4,409
年終之現金及現金等值	Cash and cash equivalents at end of the year	228,138	218,262
現金及現金等值結餘分析	Analysis of the balances of cash and cash equivalents		
銀行結餘及現金	Bank balances and cash	165,575	73,686
原有到期日不足三個月 之定期存款	Time deposits with original maturity of less than three months	62,563	144,576
		228,138	218,262

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

1. 一般資料

深圳科技控股有限公司(「本公司」)於百慕達註冊成立為獲豁免有限公司。其註冊辦事處及主要營業地點之地址於本年報之公司資料中披露。本公司之股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為一間投資控股公司。其主要附屬公司之業務詳情載於財務報表附註43。本公司及其附屬公司其後合稱為「本集團」。本集團主要從事物業投資、發展及買賣、及證券投資及買賣、及提供金融服務。本公司於二零零六年九月出售製造及銷售高科技電腦及服務器之業務(「終止經營」)，其詳情載於本財務報表附註9。

綜合財務報表乃按港元(「港元」)呈列，其亦為本公司之功能貨幣。

編製第37頁至第145頁之財務報表乃根據香港財務報告準則(「香港財務報告準則」)，該統稱詞彙包括由香港會計師公會(「香港會計師公會」)頒佈之所有適用的個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(「詮釋」)。本財務報表亦包括香港公司條例及香港聯合交易所有限公司證券上市規則(「上市規則」)規定之適用披露事項。

截至二零零七年十二月三十一日止年度之財務報表乃由董事會於二零零八年二月二十八日批准發行。

1. GENERAL INFORMATION

Shenzhen High-Tech Holdings Limited (the "Company") was incorporated in Bermuda as an exempted company with limited liability. The address of its registered office and principal place of business are disclosed in the corporate information to the annual report. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "SEHK").

The Company is an investment holding company. Details of the activities of its principal subsidiaries are set out in note 43 to the financial statements. The Company and its subsidiaries are referred to as the "Group" hereinafter. The Group is principally engaged in property investment, development and trading, securities investment and securities trading, and provision of financial services. The business of manufacture and sales of high-tech computers and servers (the "Discontinued operations") had been disposed of in September 2006, details of which are set out in note 9 to the financial statements.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

The financial statements on pages 37 to 145 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term included all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations ("Int") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the SEHK (the "Listing Rules").

The financial statements for the year ended 31st December, 2007 were approved for issue by the board of directors on 28th February, 2008.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

2. 採納新增及經修訂香港財務報告準則

於二零零七年一月一日，本集團已首次應用香港會計師公會頒佈之下列有關新準則、修訂及詮釋適應於本集團於二零零七年一月一日開始之財務報表。

香港會計準則第1號 (修訂本)	財務報表的編列 — 資本披露
香港財務報告準則第7號	金融工具：披露
香港(國際財務報告準則 詮釋委員會)－詮釋第8號	香港財務報告準則 第2號之範圍
香港(國際財務報告準則 詮釋委員會)－詮釋第9號	重新評估嵌入式 衍生工具
香港(國際財務報告準則 詮釋委員會)－詮釋第10號	中期財務報告及 減值

採納新香港財務報告準則對當前或過往會計期間業績及財務狀況之編製及呈列方式並無造成重大影響。因此，毋須對過往期間進行調整。

2.1 香港會計準則第1號(修訂本)-資本披露

根據香港會計準則第1號(修訂本)－資本披露，本集團現呈報其於各年度財務報告之資本管理目標、政策及進程。由於香港會計準則第1號發生變動，有必要作出之新披露載於財務報表附註42。

2. ADOPTION OF NEW AND AMENDED HKFRSs

From 1st January, 2007, the Group has adopted, for the first time, the following new standards, amendment and interpretations, issued by the HKICPA, which are relevant and effective for the Group's financial statements beginning on 1st January, 2007:

HKAS 1 (Amendment)	Presentation of Financial Statements — Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC)-Int 8	Scope of HKFRS 2
HK(IFRIC)-Int 9	Reassessment of Embedded Derivatives
HK(IFRIC)-Int 10	Interim Financial Reporting and Impairment

The adoption of the new HKFRSs had no material effect on how the results and financial position for the current or prior periods have been prepared and presented. Accordingly, no prior period adjustment is required.

2.1 HKAS 1 (Amendment) – Capital Disclosures

In accordance with the HKAS 1 (Amendment) – Capital Disclosures, the Group now reports on its capital management objectives, policies and procedures in each annual financial report. The new disclosures that become necessary due to this change in HKAS 1 are set out in note 42 to the financial statements.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

2. 採納新增及經修訂香港財務報告準則 (續)

2.2 香港財務報告準則第7號 - 金融工具：披露

由二零零七年一月一日起，財務報表必須符合香港報告準則第7號 - 金融工具：披露之披露規定。此新修訂準則取代及修改過往根據香港會計準則第32號 - 金融工具：列報及披露之披露規定。本集團於截至二零零七年十二月三十一日止年度的綜合財務報表採納此新修訂準則。本財務報表已更新了所有有關金融工具之披露，包括去年之全部比較數字，以符合新規定。尤其本集團財務報表現在以為特色的：

- 敏感度分析以解釋本集團所面對有關金融工具的市場風險；及
- 到期日分析以呈列本集團之金融負債的合約到期日，

於結算日，本集團的現金流量表、淨收益及資產負債表中各項目並沒有因採納香港報告準則第7號作出任何往年調整。

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並未提早採納以下已頒佈但尚未生效之香港財務報告準則。本公司董事現時正評估該等香港財務報告準則的影響，惟未能確定該等香港財務報告準則會否對本集團之財務報表造成重大財務影響。

2. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

2.2 HKFRS 7 – Financial Instruments: Disclosures

HKFRS 7 – Financial Instruments: Disclosures is mandatory for reporting periods beginning on 1st January, 2007 or later. The new standard replaces and amends the disclosure requirements previously set out in HKAS 32 Financial Instruments: Presentation and Disclosures and has been adopted by the Group in its consolidated financial statements for the year ended 31st December, 2007. All disclosures relating to financial instruments including all comparative information have been updated to reflect the new requirements. In particular, the Group's financial statements now feature:

- a sensitivity analysis, to explain the Group's market risk exposure in regards to its financial instruments, and
- a maturity analysis that shows the remaining contractual maturities of financial liabilities,

each as at the balance sheet date. The first-time application of HKFRS 7, however, has not resulted in any prior-period adjustments of cash-flows, net income or balance sheet line items.

2.3 HKFRSs that have been issued but are not yet effective

The Group has not early adopted the following HKFRSs that have been issued but are not yet effective. The directors of the Company is currently assessing the impact of these HKFRSs but are not yet in a position to state whether they would have material financial impact on the Group's financial statements.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

2. 採納新增及經修訂香港財務報告準則 (續)

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港會計準則第1號 (經修訂)	財務報表之呈列 ¹
香港會計準則第23號 (經修訂)	借款成本 ¹
香港財務報告準則 第8號	經營分部 ¹
香港(國際財務 詮釋委員會報告) — 詮釋第11號	集團及庫存股份 之交易 ²
香港(國際財務 詮釋委員會報告) — 詮釋第12號	服務特許安排 ³
香港(國際財務 詮釋委員會報告) — 詮釋第13號	客戶忠誠度計劃 ⁴
香港(國際財務 詮釋委員會報告) — 詮釋第14號	香港會計準則 第19號— 界定利 益資產的限制、 最低資金要求和 兩者的互相關係 ³

附註：

- ¹ 於二零零九年一月一日或以後之年度期間生效
- ² 於二零零七年三月一日或以後之年度期間生效
- ³ 於二零零八年一月一日或以後之年度期間生效
- ⁴ 於二零零八年七月一日或以後之年度期間生效

2. ADOPTION OF NEW AND AMENDED HKFRSs

(Continued)

2.3 HKFRSs that have been issued but are not yet effective (Continued)

HKAS 1 (Revised)	Presentation of Financial Statement ¹
HKAS 23 (Revised)	Borrowing Costs ¹
HKFRS 8	Operating Segments ¹
HK(IFRIC)-Int 11	Group and Treasury Share Transactions ²
HK(IFRIC)-Int 12	Service Concession Arrangements ³
HK(IFRIC)-Int 13	Customer Loyalty Programmes ⁴
HK(IFRIC)-Int 14	HKAS 19 – The Limit on a Defined Benefit Asset Minimum Funding Requirements and their Interaction ³

Notes:

- ¹ Effective for annual periods beginning on or after 1st January, 2009
- ² Effective for annual periods beginning on or after 1st March, 2007
- ³ Effective for annual periods beginning on or after 1st January, 2008
- ⁴ Effective for annual periods beginning on or after 1st July, 2008

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

3. 主要會計政策概要

3.1 編製基準

編製該等財務報表所採用之主要會計政策概述於下文。除另有指明外，該等會計政策於所有呈列年度內貫徹應用。

財務報表按歷史成本法編製，惟投資物業及若干金融工具按公平值計量則除外。其計算基準於下述會計政策詳述。

謹請注意，編製此等財務報表時會採用會計評估及假設。儘管此等估計乃根據管理層對目前事件及行動之最佳理解及判斷而作出，惟實際結果最終或會有別於該等估計及假設。涉及高度判斷或複雜性的範圍，或假設及估計對財務報告而言屬重大的範圍，於附註4內披露。

3.2 綜合基準

綜合財務報表合併本公司及其附屬公司每年截至十二月三十一日止之財務報表。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

The financial statements have been prepared on the historical cost convention except for investment properties and certain financial instruments, which are stated at fair values. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in the preparation of the financial statements. Although these estimates are based on management's best knowledge and judgment of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

3.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st December, each year.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

3. 主要會計政策概要 (續)

3.3 附屬公司

附屬公司為本集團有權控制其財務及營運政策的實體(包括特定用途的實體)，並藉此從其活動中獲取利益。在評估本集團是否控制另一實體時，會考慮目前可行使或可兌換之潛在投票權之存在及影響。附屬公司在控制權轉移至本集團當日全面綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

業務合併(合併受共同控制實體除外)採用收購法入賬，當中涉及重估於收購當日收購之附屬公司所有可識別資產及負債(包括或然負債)之公平值(不論該等資產及負債於收購前是否已計入該附屬公司之財務報表)。於初步確認時，附屬公司之資產及負債以其公平值計入綜合資產負債表，並以之作為本集團依據其會計政策進行隨後計量之基準。

集團內公司間之交易、結餘及交易之未變現收益會於編制綜合財務報表時予以對銷。除非該項交易有證據證明轉讓資產出現減值，否則未變現虧損亦予以對銷。

於本公司之資產負債表中，附屬公司按成本值減去減值虧損列賬。附屬公司之業績由本公司按結算日之已收及應收股息列賬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.3 Subsidiaries

Subsidiaries are entities (including special purpose entities) over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are excluded from consolidation from the date that control ceases.

Business combination (other than for combining entities under common control) are accounted for by applying the purchase method. This involves the revaluation at fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated balance sheet at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In the Company's balance sheet, subsidiaries are carried at cost less any impairment loss. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the balance sheet date.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

3. 主要會計政策概要(續)

3.4 聯營公司

聯營公司是指本集團對其有重大影響，通常持有其20%至50%投票權而既非附屬公司亦非合資企業之實體。於綜合財務表，聯營公司之投資初期以成本值確認及期後按權益會計法入賬。根據權益會計法，本集團於聯營公司之權益，乃按成本值列賬，並就本集團分佔聯營公司資產淨值減去任何已識別減值虧損之收購後變動作出調整，除非其分類為持作出售(或包括於分類為持作出售之出售組別)則作別論。綜合損益表已包括本集團分佔聯營公司年內之收購後、除稅後業績，包括年內就聯營公司投資確認之任何商譽之減值虧損。

除本集團對該聯營公司所具法律或推定義務或替該公司償付的承擔外，當本集團應佔聯營公司之虧損相等或超出其於聯營公司之權益，本集團概不會確認超出之虧損。就此而言，本集團於聯營公司之權益為根據權益法之投資賬面值連同實質上構成本集團於聯營公司投資淨額之集團長期權益。

收購成本高出本集團分佔聯營公司於收購日期所確認可識別資產、負債及或然負債公平淨值的數額，乃確認為商譽。收購成本按交換日期交付的資產、發行的股本工具及所引致或所承擔的負債的公允值總額計算，另加直接與收購相關的成本。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.4 Associates

Associates are those entities over which the Group is able to exert significant influence, generally accompanying a shareholding of between 20% and 50% of voting rights but which are neither subsidiaries nor investment in a joint venture. In consolidated financial statements, investment in associates is initially recognised at cost and subsequently accounted for using the equity method. Under the equity method, the Group's interest in the associate is carried at cost and adjusted for the post-acquisition changes in the Group's share of the associate's net assets less any identified impairment loss, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the associate for the year, including any impairment loss on goodwill relating to the investment in associate recognised for the year.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group, plus any costs directly attributable to the investment.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

3. 主要會計政策概要 (續)

3.4 聯營公司 (續)

商譽乃納入於投資賬面值，並會作為投資一部份評估減值。於應用權益法後，本集團會釐定是否有必要對本集團於聯營公司之投資確認額外減值虧損。於每個結算日，本集團會確定是否有任何客觀證明顯示聯營公司投資已出現減值。倘認定有任何證明，本集團會計算減值數額，即聯營公司可收回數額(見附註3.11)及其賬面值兩者之間的差異。

本集團分佔可識別資產、負債及或然負債資產淨值高出收購成本之任何數額，於重估後，乃即時於收益表確認，以釐定本集團就所收購投資於聯營公司分佔之收益表。

本集團與聯營公司之交易而產生之未實現溢利於本集團應佔聯營公司之權益為限作抵銷；除非交易顯示被轉讓資產出現減值，否則未變現虧損亦均予以抵銷。當聯營公司使用非本集團會計政策處理類似交易及類似事項時，會於必要時作出調整，使本集團應用權益法使用聯營公司之財務報表時使聯營公司之會計政策與本集團的一致。

於公司資產負債表，本公司於聯營公司之投資是按成本值減任何其減值虧損列賬。本公司對聯營公司之業績按已收及應收股息入賬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.4 Associates (Continued)

The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. After the application of equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associates. At each balance sheet date, the Group determines whether there is any objective evidence that the investment in associate is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount (see note 3.11) of the associate and its carrying amount.

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 income statement in the determination of the Group's share of the associate's income statement in which the investment is acquired.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Where the associate uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made, where necessary, to conform the associate's accounting policies to those of the Group when the associate's financial statements are used by the Group in applying the equity method.

In the Company's balance sheet, investments in associates are stated at cost less any impairment losses. The results of associate are accounted for by the Company on the basis of dividends received and receivable.

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3. 主要會計政策概要(續)

3.5 合營公司

合營公司為兩方或以上進行受共同控制的經濟活動之合約安排，共同控制為透過合約同意攤分對經濟活動之控制權，並僅於有關活動之策略性財務及經營決策須合營人士一致同意之情況時出現。

於綜合財務報表內，於合營公司的權益初步按成本確認，其後使用權益法入賬。根據權益法，本集團於合營公司的權益以成本列賬，並按本集團分佔合營公司資產淨值扣除任何已識別減值虧損於收購後之變動作出調整，惟獲分類為持有出售(或計入分類為持有出售之出售集團)則除外。綜合損益表包括本集團本年度佔合營公司收購後、除稅後業績的比例，包括任何有關合營公司投資於本年度確認的商譽減值虧損。

當本集團應佔一家合營公司的虧損相等於或超出其於該合營公司的權益時，本集團並不會確認進一步虧損，除非本集團經已代表該合營公司引致法律或推定責任或作出付款。就此而言，本集團於合營公司的權益是以權益法入賬的投資賬面值，連同實質上構成本集團於合營公司淨投資一部分的長期權益。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.5 Joint ventures

A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control. Joint control is the contractually agreed sharing of control over an economic activity, and exists only when the strategic financial and operating decisions relating to the activity require the unanimous consent of the venturers.

In the consolidated financial statements, interests in joint ventures are initially recognised at cost and subsequently accounted for using the equity method. Under the equity method, the Group's interest in joint venture is carried at cost and adjusted for the post-acquisition changes in the Group's share of the joint venture's net assets less any identified impairment loss, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the joint venture for the year, including any impairment loss on goodwill relating to the investment in joint venture recognised for the year.

When the Group's share of losses in joint venture equals or exceeds its interest in the joint venture, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of joint venture. For this purpose, the Group's interest in the joint venture is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the joint venture.

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3. 主要會計政策概要 (續)

3.5 合營公司 (續)

收購成本高出本集團分佔合營公司於收購日期所確認可識別資產、負債及或然負債公平淨值的數額，乃確認為商譽。收購成本按交換日期交付的資產、發行的股本工具及所引致或所承擔的負債的公允值總額計算，另加直接與收購相關的成本。

商譽包括在投資之賬面值內，並作為投資的一部份以作減值評估。於應用權益法後，本集團釐定是否需要對本集團於其合營公司的投資確認額外減值虧損。於各結算日，本集團釐定是否有任何客觀憑證顯示於合營公司的投資已經減值。倘識別出有關跡象，本集團按合營公司的可收回金額（見附註3.12）及其賬面值間的差額計算減值金額。

於重新評估後，本集團分佔已識別資產、負債及或然負債的公平淨值超出收購成本的任何金額於收購投資時在釐定本集團分佔合營公司收益賬時即時於損益表確認。

本集團及其合營公司之間交易未變現收益以本集團於合營公司之權益為限註銷。未變現虧損亦會註銷，惟交易有證據指轉讓資產出現減值則例外。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.5 Joint ventures (Continued)

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the joint venture recognised at the date of acquisition is recognised as goodwill. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group, plus any costs directly attributable to the investment.

The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. After the application of equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its joint venture. At each balance sheet date, the Group determines whether there is any objective evidence that the investment in joint venture is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount (see note 3.12) of the joint venture and its carrying amount.

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 income statement in the determination of the Group's share of the joint venture's income statement in which the investment is acquired.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

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NOTES TO THE FINANCIAL STATEMENTS

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3. 主要會計政策概要(續)

3.6 收益確認

收益包括銷售貨品及提供服務之公平值(扣減佣金、折扣)。假設經濟利益可能流入本集團及可以可靠地計量收入及成本(如適用)，收入乃確認如下：

出售證券投資及持有作買賣之投資於簽訂有法律約束力、無條件及不可撤回之合約時確認。

待售物業之收入於簽訂有法律約束力、無條件及不可撤回之銷售合約時確認。

服務收入於提供服務時確認。

財務資產產生之利息收入乃按時間基準，並參照尚未償還本金額及按適用之實際利率入賬，而實際利率為透過財務資產之預期可用年期將估計日後所得現金實際折讓至該資產之賬面淨值之比率。

經營租約之租金收入按有關租約年期以直線法確認。

股息收入在確立收取股息權利時確認。

銀行利息按時間基準採用實際利息法確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.6 Revenue recognition

Revenue comprises the fair value for the sale of goods and rendering of services, net of rebates and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

Sales of investments in securities and investments held for trading are recognised on the execution of legally binding, unconditional and irrevocable contracts.

Income from properties held for sale is recognised on the execution of a legally binding, unconditional and irrevocable sales contracts.

Service income is recognised when services are provided.

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

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

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

Bank interest income is recognised on a time-proportion basis using the effective interest method.

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3. 主要會計政策概要 (續)

3.7 商譽

以下載列關於收購附屬公司所產生之商譽的會計政策。關於收購聯營公司及合營公司投資所產生之商譽的會計處理分別載於附註3.4及3.5。

商譽指業務合併或投資成本高出本集團於被收購者之可識別資產、負債及或然負債中的資產淨值權益的數額。業務合併成本按交換日期交付的資產、本集團發行的股本工具及所引致或所承擔的負債的公允值總額計算，另加直接與業務合併或投資相關的成本。

商譽按成本值減去累計減值虧損列賬。商譽乃分配至現金產生單位，並按年進行減值測試(見附註3.11)。

本集團於被收購者的可識別資產、負債及或然負債中的公平值淨值權益高出業務合併成本的數額，會即時在損益賬中確認。

於其後出售附屬公司，於釐定出售收益或虧損數額時包括資本化商譽之應佔數額。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.7 Goodwill

Set out below are the accounting policies on goodwill arising on acquisition of a subsidiary. Accounting for goodwill arising on acquisition of investments in associate and joint venture is set out in notes 3.4 and 3.5 respectively.

Goodwill represents the excess of the cost of a business combination or an investment over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. The cost of the business combination is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assume, and equity instruments issued by the Group, plus any costs directly attributable to the business combination or investment.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 3.11).

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination is recognised immediately in profit or loss.

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

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3. 主要會計政策概要(續)

3.8 投資物業

投資物業是指為賺取租金收入及／或為資本增值而以租賃權益擁有或持有的土地及／或建築物，其包括就尚未確定未來用途持有的土地。

當本集團以經營租賃持有物業權益以賺取租金收入及／或為資本增值，有關的權益會按每項物業的基準分類為投資物業。被分類為投資物業的任何物業權益的入賬方式與以融資租賃持有的權益一樣。

投資物業於初步確認時按成本(包括任何應計之直接開支)入賬。初步確認後，投資物業按公平值列賬。公平值每年由對投資物業地點及性質具充足經驗之外部專業估值師釐定。資產負債表上確認之賬面值，反映於結算日之當時市況。

正在建造或開發以供日後用作投資物業的物業被分類為物業、廠房和設備，並按成本列賬，直至建造或開發完成時，再按公允價值重新分類為投資物業。有關此等物業於當日的公允價值與以往賬面金額之間的任何變動均在損益表中確認。

公平值變化或出售投資物業所產生之收益或虧損於其產生期間於損益表確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.8 Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rental income and/or capital appreciation. These include land held for a currently undetermined future use.

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease.

On initial recognition, investment property is measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is stated at fair value. Fair value is determined by external professional valuers, with sufficient experience with respect to both the location and the nature of the investment property. The carrying amounts recognised in the balance sheet reflect the prevailing market conditions at the balance sheet date.

Property that is being constructed or developed for future use as investment property is classified as property, plant and equipment and stated at cost until construction or development is complete, at which time it is reclassified as investment property. Any changes between the fair value of the property at that date and its previous carrying amount is recognised in income statement.

Gains or losses arising from either changes in the fair value or the sale of an investment property is included in the income statement for the period in which they arise.

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3. 主要會計政策概要 (續)

3.9 物業、廠房及設備

物業、廠房及設備乃按收購成本值減累計折舊及累計減值虧損列賬。

折舊乃在計及物業、廠房及設備之估計可用年期以直線法撇銷其成本，採用之年率如下：

租賃樓宇	按租賃期或50年 (以較短者為準)
租約物業裝修	按租賃期或5年 (以較短者為準)
廠房及機械	5-10年
傢私、裝置及 辦公室設備	3-5年
汽車	5-10年

於各結算日就資產之剩餘價值及可使用年期作出審閱及於適當時作出調整。

報廢或出售產生之收益或虧損按銷售所得款項與資產賬面值之差額釐定，並於損益表內確認。

其後成本計入資產賬面值或於適當時確認為獨立資產，惟以有關該項目之日後經濟利益很可能流入本集團及該項目之成本能可靠計量為限。所有其他成本如維修及保養均於產生時於損益表內支銷。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.9 Property, plant and equipment

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

Depreciation is provided to write off the cost of over their estimated useful lives, using the straight-line method, at the following rates per annum:

Leasehold buildings	Over the lease terms, if shorter, or 50 years
Leasehold improvements	Over the lease terms, if shorter, or 5 years
Plant and machinery	5-10 years
Furniture, fixtures and office equipment	3-5 years
Motor vehicles	5-10 years

The assets' useful lives are reviewed and adjusted, if appropriate, at each balance sheet date.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

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3. 主要會計政策概要(續)

3.10 待售物業

待售物業按成本值及可變現淨值兩者中較低者列賬。成本包括土地成本及完成物業之應計直接成本。

3.11 資產減值

因收購附屬公司、物業、廠房及設備、預付租賃款項及於附屬公司、聯營公司及合營公司之權益均須進行減值測試。

商譽，不論有否出現任何減值跡象，最少每年進行減值測試。所有其他資產在出現未必能收回有關資產賬面值的跡象時測試減值。

減值虧損按資產之賬面值超出其可收回金額之差額，即時確認為開支。可收回金額為反映市況之公平值減銷售成本與使用價值兩者之較高者。評估使用價值時，估計未來現金流量採用稅前折現率折現至其現值，以反映現時市場對金錢時間值及有關資產特有風險之評估。

就評估減值而言，倘資產並無產生大量獨立於其他資產之現金流入，則可收回金額乃按個別產生現金流入之最小組別資產(即現金產生單位)釐定。因此，部份資產乃個別進行測試，而部份資產則就現金產生單位進行測試。商譽(特別為分配予預計將會受惠於有關業務合併之協同效益之現金產生單位)為商譽就內部管理而言獲監控之最低水平。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.10 Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Cost comprises the cost of the land together with direct costs attributable to the completion of the properties.

3.11 Impairment of assets

Goodwill arising on an acquisition of subsidiary, property, plant and equipment, prepaid lease payment, interest in subsidiaries, associates and joint ventures are subject to impairment testing.

Goodwill is tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

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3. 主要會計政策概要 (續)

3.11 資產減值 (續)

就商譽獲分配之現金產單位確認之減值虧損初步計入商譽之賬面值內。任何剩餘減值虧損按比例於其他資產之現金產生單位扣除，惟資產之賬面值將不會減少至低於其個別公平值扣除出售成本或使用價值 (倘可予釐定)。

商譽之減值虧損不會於往後期間撥回。就其他資產而言，倘用作釐定資產可收回金額之估計出現變動時，將撥回減值虧損，惟以該資產賬值不超過倘並未確認減值虧損之賬面值，並扣除攤銷折舊為限。

3.12 金融資產

本集團就金融資產 (不包括於附屬公司、聯營公司及合營公司之投資) 之會計政策載列如下：

金融資產資產分類為按公平值計入損益之金融資產、貸款及應收款項、可供出售金融資產及債務證券投資。

管理層於初步確認時根據金融資產被收購之目的釐定其金融資產之歸類，及 (倘允許及適合) 於每個報告日期重新評估該分類。所有金融資產僅於本集團成為文據合約條文之訂約方時確認。以定期方式購入之金融資產於交易日期/結算日期確認。倘金融資產初步確認，彼等按公平值計量，及 (倘投資未按公平值計入收益賬) 則按交易成本直接應佔之公平值計量。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 Impairment of assets (Continued)

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation on amortisation, if no impairment loss had been recognised.

3.12 Financial assets

The Group's accounting policies for financial assets other than investments in subsidiaries, associates and joint ventures are set out below.

Financial assets are classified into financial assets at fair value through profit or loss, loans and receivables, available-for-sale financial assets and investments in debt securities.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date. All financial assets are recognised when, and only when the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

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3. 主要會計政策概要(續)

3.12 金融資產(續)

倘從投資收取現金流之權利過期或被轉讓及絕大部分擁有權之風險及回報已被轉讓時，則解除確認金融資產。於每個結算日，均會審閱金融資產，以方評估是否有客觀證據證明金融資產出現減值。倘有任何該等憑證，減值虧損會按金融資產分類釐定及確認。

(i) 按公平值計入損益之金融資產

按公平值計入損益之金融資產為持作買賣用途之金融資產。

倘金融資產乃為短期出售而購入，則分類為持作買賣。

初步確認後，該類別金融資產以公平值計量，公平值之變動於損益表中確認。

(ii) 貸款及應收款項

貸款及應收款項為具固定或可釐定款項而並無於活躍市場掛牌之非衍生金融資產。貸款及應收款項其後以實際利率法按攤銷成本減去任何減值虧損列賬。攤銷成本乃計及收購之任何折讓或溢價而計算，並包括作為實際利率及交易成本組成部份之費用。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.12 Financial assets (Continued)

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. At each balance sheet date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial assets.

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

Financial assets at fair value through profit or loss are financial assets held for trading

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term.

Subsequent to initial recognition, financial assets included in this category are measured at fair value with changes in fair value recognised in income statement.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and include fees that are an integral part of the effective interest rate and transaction cost.

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3. 主要會計政策概要 (續)

3.12 金融資產 (續)

(iii) 可供出售金融資產

可供出售金融資產包括非衍生性金融資產(被指定為該類別之金融資產或不能列入任何其他類別之金融資產)。該類別之所有金融資產其後按公平值計量。公平值變動所產生之收益或虧損於權益內直接確認，惟減值虧損(見下述政策)以及外匯收益及虧損除外，直至金融資產不再確認為止，屆時早前於權益內確認之累計收益或虧損將於損益表確認。以實際利率法計算之利息於損益表確認。於出售時，之前已於權益中確認之累計收益或虧損轉至損益表。

並無於活躍市場報價、其公平值無法可靠計算之可供出售股本投資，以及與其有關之衍生工具須透過交付該等無報價股本工具結算，於初步確認後每個結算日按成本扣除任何已識別減值虧損列賬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.12 Financial assets (Continued)

(iii) Available-for-sale financial assets

Available-for-sale financial assets include non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. All financial assets within this category are subsequently measured at fair value. Gain or loss arising from a change in the fair value is recognised directly in equity, except for impairment losses (see the policy below) and foreign exchange gains and losses, until the financial asset is derecognised, at which time the cumulative gain or loss previously recognised in equity would be recognised in income statement. Interest calculated using the effective interest method is recognised in income statement. Upon disposal, the cumulative gain or loss previously recognised in equity is transferred to the income statement.

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

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3. 主要會計政策概要(續)

3.12 金融資產(續)

(iii) 可供出售金融資產(續)

金融資產之減值

於每個結算日，並非按公平值於損益賬處理之金融資產會予以審閱，以確定是否有任何客觀的減值憑證。倘存在任何憑證，減值虧損將予計量及確認，茲述如下：

(i) 按攤銷成本列賬之金融資產

本集團將無法按應收款項之原有條款收回所有款項，即就貿易及其他應收款項設定減值撥備。資產之賬面價值與估算未來之現金流量(不包括尚未產生之未來信貸損失)以原始實際利率(即按初步確認計算之實際利率)折現之現值之間差額確認減損。資產賬面值透過使用準備賬消減，及虧損數額於減值發生期間在損益表確認。倘應收貿易款項無法收回，則採用準備賬撇銷應收貿易款項。

倘於其後期間減值虧損金額減少，而此減少客觀上與確認減值虧損後發生的事項相關，則撥回過往確認之減值虧損，惟不得導致金融資產賬面值超過如無確認減值之原有攤銷成本。撥回金額於撥回發生期間在損益表中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.12 Financial assets (Continued)

(iii) Available-for-sale financial assets (Continued)

Impairment of financial assets

At each balance sheet date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment. If any such evidence exists, the impairment loss is measured and recognised as follows:

(i) Financial assets carried at amortised cost

A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and the default of delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in income statement of the period in which the impairment occurs. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in income statement of the period in which the reversal occurs.

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3. 主要會計政策概要 (續)

3.12 金融資產 (續)

(ii) 可供出售金融資產

本集團於各結算日評估是否有客觀證據表明一項金融資產或一組金融資產產生減值。倘股本證券分類為可供出售，則該證券之公平值大幅或長期低於其成本則視為該證券呈減值之指標。當可供出售金融資產之公平值減幅已直接於權益內確認，以及有客觀憑證顯示資產已減值，有關數額將自權益內移除並於損益表確認為減值虧損。該數額乃按資產收購成本(扣除任何本金還款及攤銷)及其公平值兩者的差異，減去早前就該資產在損益表確認之任何減值虧損而計量。

就股本工具投資作出之撥回乃分類為可供出售且不會於損益表確認。公平值其後的增幅直接於權益確認。倘公平其後增加，而此增幅客觀上與確認減值虧損後發生之事項相關，則債務證券之減值虧損會予以撥回。在該等情況下所撥回之減值虧損會於損益表確認。

(iii) 按成本值列賬之金融資產

減值虧損數額乃按金融資產賬面值與按同類金融資產現時市場回報率貼現之估計未來現金流量現值兩者間的差異而計量。該等減值虧損不會於其後期間撥回。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.12 Financial assets (Continued)

(ii) Available-for-sale financial assets

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is considered as an indicator that the securities are impaired. When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, an amount is removed from equity and recognised in income statement as impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and its fair value, less any impairment loss on that asset previously recognised in income statement.

Reversals for investment in equity instruments classified as available-for-sale are not recognised in the income statement. The subsequent increase in fair value is recognised directly in equity. Impairment losses in respect of debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversal of impairment losses in such circumstances are recognised in income statement.

(iii) Financial assets carried at cost

The amount of impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

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3. 主要會計政策概要(續)

3.13 外幣交易

各綜合實體的財務報告中，外幣交易初步按交易日有關功能貨幣之當時匯率換算為個別實體之功能貨幣入賬。於結算日，以外幣計值的貨幣資產及負債乃按結算日的匯率換算。清償該等交易及於結算日重新換算的貨幣資產及負債於損益表內確認。

按公平值以外幣計量之非貨幣項目乃按釐定公平值當日的匯率再換算，並呈報為公平值盈虧之一部分。按歷史成本以外幣計量之非貨幣項目不可再換算。

於本綜合財務報告中，所有海外業務各自之財務報表原先並非以本集團之呈報貨幣呈報，現均已換算為港元。資產與負債按結算日的匯率換算為港元。收入及開支已按於交易日之匯率或於呈報期間之平均匯率換算為港元，前提為匯率並無大幅波動。因此而產生的任何匯兌差額，已個別地在權益中之匯兌儲備中處理。因於二零零五年一月一日或之後收購一間海外業務產生之商譽及公平值調整已作為該海外實體之資產及負債處理，並以收市匯率換算為港元。於二零零五年一月一日前收購海外業務產生之商譽乃按收購海外業務日期所採用之匯率換算。

折算海外實體投資淨額，及為有關投資對沖之用的借貸或其他貨幣工具所產生之其他匯兌差額列入股東權益賬內。當出售海外業務時，該等匯兌差額會於損益表內確認為出售收益或虧損之一部分。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.13 Foreign currency translation

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the balance sheet date retranslation of monetary assets and liabilities are recognised in the income statement.

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 and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the balance sheet date. Income and expenses have been converted into the HK\$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been dealt with separately in the translation reserve in equity. Goodwill and fair value adjustments arising on the acquisition of a foreign operation on or after 1st January, 2005 have been treated as assets and liabilities of the foreign operation and translated into HK\$ at the closing rates. Goodwill arising on the acquisitions of foreign operations before 1st January, 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

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

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3. 主要會計政策概要 (續)

3.14 租賃

倘本集團確定一項安排賦予於經議定期間內使用指定資產之權利，作為回報使用者須付款或作出一系列付款，則該安排(包括一項交易或一系列交易)為或包含租賃。本集團經評估該項安排之實際內容後，作出上述確定，並不會考慮該項安排是否擁有租約之法定形式。

(i) 經營租賃費用(作為承租人)

如屬本集團透過經營租賃使用資產之情況，則除非有較租賃資產之產生利益模式更具代表性之另一基準，否則會根據租賃作出之付款，在租期內按直線基準於損益表中扣除。所收之租賃獎勵措施，作為已繳付租賃付款淨值總額之整體部份於損益表中確認。或然租金於其發生之會計期間從損益表中扣除。

(ii) 根據經營租賃租賃之資產(作為出租人)

根據經營租賃租賃之資產根據資產性質計算及呈列。因商議及安排經營租約而產生之初始直接費用記入租賃資產之賬面值，並按租金收入之同一基準於租約期限內確認為開支。

經營租賃所得租金收入按於租賃期間內所屬之期間按直線基準於損益表中確認，除非另有更能代表獲得有關租賃資產所利益之基準，則作別論。所收之租賃獎勵措施，作為已繳付租賃付款淨值總額之整體部份於損益表中確認。或然租金於其發生之會計期間從損益表中扣除。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Operating lease charges as the lessee

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to the income statement on a straight line basis over the lease terms except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in the income statement as an integral part of the aggregate net lease payments made. Contingent rental are charged to the income statement in the accounting period in which they are incurred.

(ii) Assets leased out under operating leases as the lessor

Assets leased out under operating leases are measured and presented according to the nature of the assets. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the rental income.

Rental income receivable from operating leases is recognised in income statement on a straight-line basis over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in income statement as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

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3. 主要會計政策概要(續)

3.15 所得稅會計處理

所得稅包括即期及遞延稅項。

即期所得稅資產及／或負債包括該等於結算日尚未向財政機關支付有關現時或過往申報期間之債務或索償。該等項目乃根據財政年度應課稅溢利，以適用於相關期間之稅率及稅務法例計算。所有即期稅務資產或負債於損益表中確認為稅務開支之一部份。

遞延稅項乃就於結算日財務報表內資產及負債之賬面值與其相關稅基間之暫時差額，按負債法計算。一般就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產乃就所有可扣減暫時差額、可結轉稅務虧損及其他未動用稅務抵免確認，惟須有應課稅溢利可用作抵銷可扣減暫時差額、未動用稅項虧損及未動用稅項抵免。

倘暫時差額因商譽或初步確認在(業務合併中除外)不影響應課稅或會計溢利或虧損之交易當中資產及負債而產生，則不予確認遞延稅項資產及負債。

遞延稅項負債乃就於附屬公司、聯營公司及合營公司之投資產生之應課稅暫時差額確認，惟倘本集團可控制暫時差額之撥回及暫時差額可能不會於可見將來撥回則除外。

遞延稅項不計折現，按預期付還負債或變現資產之期間適用而於結算日已實施或大體上實施之稅率計算。

遞延稅項資產或負債之變動乃於損益表中確認，倘與於權益直接扣除或計入之項目有關，則於權益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.15 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in the income statement.

Deferred tax is calculated using the liability method on temporary differences at the balance sheet date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the balance sheet date.

Changes in deferred tax assets or liabilities are recognised in the income statement or in equity if they relate to items that are charged or credited directly to equity.

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3. 主要會計政策概要 (續)

3.16 現金及現金等價物

現金及現金等價物包括手頭現金、銀行活期存款以及原定到期日為三個月或以下隨時可轉換為已知數額現金且價值變動風險不大之其他短期高流通性投資，減須按通知償還之銀行透支，乃本集團現金管理其中部分。

3.17 股本

普通股分類為權益。股本按已發行股份之面值釐定。

如與發行股份有關之任何交易成本為股權交易直接應佔之增量成本，任何該等成本乃從股份溢價中扣除（減去任何相關所得稅利益）。

3.18 以股份支付之交易

二零零二年十一月七日後所授出之所有以股份支付而截至二零零五年一月一日仍未歸屬之安排須在財務報表確認。本集團設立以股本結算及以股份支付之報酬計劃，向僱員支付報酬。

本集團藉股份形式報酬獲得之所有相關僱員服務均按公平價值計算價值，以所授出購股權之價值間接計算。而計價以授出日期為準，須扣除與市場無關之歸屬條件（例如盈利能力及銷售增長目標）影響之價值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.16 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand demand, deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

3.17 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issue of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

3.18 Share-based payment transactions

All share-based payment arrangements granted after 7th November, 2002 and had not vested on 1st January, 2005 are recognised in the financial statements. The Group operates equity-settled share-based compensation plans for remuneration of its employees.

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the share options awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

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3. 主要會計政策概要(續)

3.18 以股份支付之交易(續)

所有股份形式報酬最終於在損益表中確認為開支／倘若授出之購股權即時歸屬則於授出日期悉數確認為開支，同時在購股權儲備則相應調高。如歸屬期或其他歸屬條件適用，則按對預期歸屬之購股權數目之最佳估計於歸屬期確認開支。作出有關預期變成可行使購股權之數目之假設時，會將非市場歸屬條件納入考慮。如有跡象顯示預期歸屬之購股權數目與原估計有出入，則於其後修訂估計。如最終行使之購股權數目少於原來估計，亦不會就往期確認之開支作出調整。

購股權獲行使時，先前於購股權儲備中確認之款項將撥入股份溢價。當購股權被沒收或於屆滿日仍未行使，先前於購股權儲備中確認之款項將撥入累計虧損。

3.19 退休福利成本及短期僱員福利

退休福利成本

給予僱員之退休福利乃透過界定供款計劃提供。本集團按照強制性公積金條例為合資格參與強制性公積金退休福利計劃(「強積金計劃」)的僱員設立界定供款退休福利計劃。供款乃按僱員基本薪金之百分比或強積金計劃規定之最高強制供款作出，並根據強積金計劃之規則於應付時在損益表扣除。強積金計劃之資產與本集團之資產分開，由獨立管理之基金持有。本集團之僱主供款在供款予強積金計劃時全數歸屬僱員所有，惟本集團的僱主自願供款除外。若僱員在供款全數歸屬前離職，該等僱主自願供款會按強積金計劃規則退回本集團。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.18 Share-based payment transactions (Continued)

All share-based compensation is ultimately recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in share option reserve. If vesting periods or other vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates. No adjustment to expense recognised in prior periods is made if fewer share options ultimately are exercised than originally vested.

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

3.19 Retirement benefit costs and short term employee benefits

Retirement benefit costs

Retirement benefits to employees are provide through defined contribution plans. The Group operates a defined contribution retirement benefit scheme under the Mandatory Provident Fund Schemes Ordinance (the "MPF Scheme"), for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries or the maximum mandatory contribution as required by the MPF Scheme and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The employer's contributions of the Group vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

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3. 主要會計政策概要 (續)

3.19 退休福利成本及短期僱員福利 (續)

退休福利成本 (續)

本集團設於其他司法權區之附屬公司之僱員已參加各自司法權區政府管理之國家管理退休福利計劃。該等附屬公司須根據僱員薪金之某個百分比向退休福利計劃供款。本集團對退休福利計劃之唯一責任為作出指定供款。

短期僱員福利

僱員應得之年假於其可享有時確認。截至結算日由僱員提供服務而可享有之年假估計負債已作撥備。

非累積之補假如病假及產假，於休假時方予以確認。

3.20 金融負債

本集團之金融負債包括其他應付款。該項目於資產負債表內列作其他應付款、已收按金及應計費用。

本集團會於訂立財務工具合約協議時確認金融負債。所有利息相關開支於損益表內確認為財務成本項目之開支。

當負債項下之責任被解除或取消或屆滿，金融負債將取消確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.19 Retirement benefit costs and short term employee benefits (Continued)

Retirement benefit costs (Continued)

The employees of the Group's subsidiary in other jurisdictions are members of a state-managed retirement benefit scheme operated by the government of the respective jurisdiction. The subsidiaries are required to contribute a specific percentage of their payroll costs to the retirement benefit to fund the benefits. The only obligation of the Group with respect to the benefit schemes is to make the specified contributions.

Short term employee benefits

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

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

3.20 Financial liabilities

The Group's financial liabilities include other payables. These are included in balance sheet line items as other payables, deposits received and accrued charges.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised as an expense in finance costs in the income statement.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

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3. 主要會計政策概要(續)

3.20 金融負債(續)

如現有金融負債由同一放債人以條款極為不同之負債所取代，或現有負債之條款作出重大修訂，此類交換或修訂將被視為取消確認原負債及確認新負債處理，有關賬面值之差額於損益表中確認。

其他應付款乃初步按其公平值確認，隨後採用實際利率法按已攤銷成本計量。

3.21 待售之非流動資產

非流動資產分類為持作待售資產，倘其賬面值主要透過銷售交易而非透過持續使用收回，則按賬面值與公平值扣除成本較低者入賬。

3.22 分類報告

根據本集團之內部財務報告，本集團釐定業務分類為首要報告形式，地區分類為次要報告形式。

就業務分類報告而言，未分類成本指公司開支。分類資產主要包括投資物業、物業、廠房及設備、應收款項及經營現金，而不包括可供出售投資、按公平值透過損益計賬之金融資產、持至到期日之投資以及其他應收款項。分類負債包括經營負債及不包括稅項撥備及其他應付款。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.20 Financial liabilities (Continued)

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an exiting liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in the income statement.

Other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

3.21 Non-current assets held for sale

Non-current assets classified as assets held for sale are stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through a continuing use.

3.22 Segment reporting

In accordance with the Group's internal financial reporting the Group has determined that business segments be presented as the primary reporting format and geographical segments as the secondary reporting format.

In respect of business segment reporting, unallocated costs represent corporate expenses. Segment assets consist primarily of investment properties, property, plant and equipment, receivables and operating cash, and mainly exclude and available-for-sale investments, financial assets at fair value through profit and loss, held-to-maturity investments and other receivables. Segment liabilities comprise operating liabilities and exclude items such as taxation provision and other payables.

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3. 主要會計政策概要 (續)

3.22 分類報告 (續)

資本開支為年內收購投資物業及物業、廠房及設備時產生之總成本，包括因收購附屬公司引致之資產添置，其預期將於超過一個期間內使用。

就地區分類報告而言，收入乃按客戶所在國家分類，總資產及資本開支乃按資產所在地分類。

3.23 連繫人士

另一方被視為與本集團有連繫如：

- (i) 另一方能夠透過一名或多名中介人士直接或間接(i)控制本公司／本集團／受本公司／本集團控制或共同控制；(ii)於本公司擁有權益對本公司／本集團有重大影響；(iii)或共同控制本公司／本集團；
- (ii) 另一方為聯營公司；
- (iii) 另一方為合資企業，而本集團是合資者；
- (iv) 另一方為本集團或其母公司的關鍵管理人員；
- (v) 另一方為(i)或(iv)所述任何個人之關係密切的家族成員；或
- (vi) 另一方為(iv)或(v)項中所指人士直接或間接控制、共同控制或其對有重大影響力或於其中擁有重大表決權的實體；
- (vii) 另一方為本公司／本集團或作為本公司／本集團連繫人士的任何實體的僱員福利而設的離職後福利計劃。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.22 Segment reporting (Continued)

Capital expenditure is the total cost incurred during the year to acquire investment properties and property, plant and equipment, including additions of assets resulting from acquisitions of subsidiaries, that are expected to be used for more than one period.

In respect of geographical segment reporting, revenue is based on the country in which the customer is located and total assets and capital expenditure are where the assets are located.

3.23 Related parties

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

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

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3. 主要會計政策概要(續)

3.24 撥備和或有負債

如果本集團須就已發生的事件承擔法律或推定責任，因而預期會導致含有經濟效益的資源外流，在可以作出可靠的估計時，本集團會就負債計提準備。如果貨幣時間值重大，則按預計所需支出的現值計提準備。

所有撥備於各結算日作出審核及調整，以反映現時最佳估計。

如果含有經濟效益的資源外流的可能性較低，或是無法對有關數額作出可靠的估計，便會將該責任披露為或有負債，但資源外流的可能性極低則除外。如果本集團的責任須視乎某宗或多宗未來事件是否發生才能確定是否存在，亦會披露為或有負債，但資源外流的可能性極低則除外。

4. 重大會計估計及判斷

4.1 重大會計估計及假設

本集團對所做估計和判斷進行經常性覆核。該等估計和判斷以歷史經驗和其他因素，包括在目前的情況下確信為合理的未來事項為基礎。

本集團對未來作出估計及假設。由此作出的會計估計可能與實際情況不一致。其中可能對下一財政年度資產和負債的賬面價值造成調整的估計和假設列示如下：

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.24 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

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

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT

4.1 Critical accounting estimates and assumptions

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

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

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4. 重大會計估計及判斷 (續)

4.1 重大會計估計及假設 (續)

商譽之估計減值

本集團根據附註3.7所載之會計政策每年對商譽進行減值測試。現金產生單位之可收回金額已根據使用價值計算法而釐定。該等計算法需使用估計。計算使用價值時需要估計現金產生單位之預期未來現金流量以及合適之貼現率以計算該等現金流量之現值。經參考當地政府對外國投資者持有物業投資而製定之措施，本公司董事已回顧收購一家附屬公司Twente Company Limited (「Twente」) (其於北京持有若干物業) 而產生之商譽之賬面值。商譽於二零零七年十二月三十一日之減值虧損為11,297,000港元，於損益表內確認。

投資物業之估計公平價值

本集團之投資物業按財務報表附註3.8載列之會計政策按公平價值列賬。投資物業之公平價值由獨立專業估值師釐定，載於財務報表附註15。有關估值乃基於若干假設而作出，有關假設乃受到不明朗因素所限，可能與實際結果有重大出入。於作出判斷時已合理地考慮相關假設，估計主要基於結算日之現有市況。此等估計乃定期以實際市場數據及市場內之實際交易作比較。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 3.7. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates. Estimating the value in use requires an estimate of the expected future cash flows from the cash-generating unit and also a suitable discount rate in order to calculate the present value of those cash flows. With reference to the measures formulated by the local authorities on the property investments held by foreign investors, the directors of the Company have reviewed the carrying value of goodwill arising on the acquisition of a subsidiary, Twente Company Limited, ("Twente"), which holds certain investment properties in Beijing. An impairment loss of HK\$11,297,000 on goodwill for as at 31st December, 2007 was recognised in the income statement.

Estimated fair value of investment properties

Investment properties of the Group are stated at fair value in accordance with the accounting policy stated in note 3.8. The fair values of investment properties, set out in note 15 to the financial statements, are determined by an independent professional valuer, Savills Valuation and Professional Services Limited. Such valuations are made based on certain assumptions, which are subject to uncertainties and might materially differ from the actual results. In making the judgement, reasonable consideration has been given to the underlying assumptions that are mainly based on market condition existing at the balance sheet date. These estimates are regularly compared to actual market data and actual transactions in the market.

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

4. 重大會計估計及判斷 (續)

4.1 重大會計估計及假設 (續)

應收貸款減值撥備

本集團有關應收賬項減值撥備之政策乃根據收回有關款項成數之評估及管理層之判斷而制訂。在評估最終能否收回該等應收賬項時需要作出大量判斷，包括各借款人現時之信貸狀況、附屬抵押品及過往付款記錄。倘本集團借款人之財政狀況轉壞，削弱其償還能力，則可能需要作出額外撥備。倘本集團之借款人(已對其作出減值金額撥備)之財務狀況有所改善，且彼等之支付能力並無減損，減值撥備可能需要撥回。

以股份結付之僱員補償

以股份結付之僱員補償受所採納購股權定價模式及管理層於作出假設時所用估計之不明朗因素所規限。倘出現有限制提早行使、購股權年期公開行使期間之預期期間及頻密程度以及購股權模式有關參數之估計有變，則於損益表確認之購股權利益金額及購股權儲備數額將出現重大變動。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

Provision for impairment of loan receivables

The policy for the provision for impairment of receivables of the Group is based on the evaluation of collectability and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness, the collateral security and the past collection history of each borrower. If the financial conditions of the borrowers of the Group were to deteriorate, resulting in impairment of their ability to make repayments, additional allowance may be required. If the financial conditions of the borrowers of the Group, on whose account provision for impairment has been made, were improved and no impairment of their ability to make payments were noted, reversal of provision for impairment may be required.

Share-based employee compensation

Expense on share-based employee compensation is subject to the limitations of the option pricing models adopted and the uncertainty in estimates used by management in the assumptions. Should the estimates including limited early exercise behaviour, expected interval and frequency of open exercise periods in the share option life and the relevant parameters of the share option model be changed, there would be material changes in the amount of share option benefits recognised in the income statement and share option reserve.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

4. 重大會計估計及判斷 (續)

4.1 重大會計估計及假設 (續)

資產減值

本集團於各結算日透過評估本集團可能出現資產減值之特定情況評估減值。倘存在導致減值之因素，則會釐定資產之可收回金額。評估可收回金額時計算之使用值，會納入多項有關未來事件之主要估計及假設，有關未來事件涉及不確定因素，並可能與實際結果極為不同。作出此等主要估計及判斷時，董事會考慮主要基於結算日之現時市況及適當市場及貼現率之假設。本集團會定期將此等假設與實際市場數據及本集團訂立之實際交易相比較。

所得稅

本集團須繳納若干香港以外司法權區之所得稅。釐定所得稅撥備時需要作出重大判斷。日常業務過程中有若干難以確定最終稅項之交易及計算方法。本集團按照會否出現額外應繳稅項之估計為基準而確認預期稅務事宜所產生之負債。倘該等事宜之最終稅務結果與起初記賬之金額不同，有關差額將會影響作出有關決定期內之所得稅及遞延所得稅撥備。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

Impairment of assets

The Group assesses impairment at each balance sheet date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates and assumptions about future events, which are subject to uncertainty and might materially differ from the actual results. In making these key estimates and judgements, the directors take into consideration assumptions that are mainly based on market condition existing at the balance sheet dates and appropriate market and discount rates. These estimates are regularly compared to actual market data and actual transactions entered into by the Group.

Income taxes

The Group is subject to income taxes in certain jurisdictions other than Hong Kong. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

5. 收入及營業額

收入，亦為本集團之營業額，指本集團分別於二零零六年已終止交易中呈列之銷售高科技電腦及服務器及二零零七年及二零零六年持續經營業務中呈列之租金收入、物業管理費收入及貸款利息收入之總票面值。本年度確認之收入如下：

5. REVENUE AND TURNOVER

Revenue, which is also the Group's turnover, represented total invoiced value of high-tech computers and servers sold as separately shown as the Discontinued operations in 2006 and rental income, property management fee income and loan interest income in continuing operations in 2007 and 2006. Revenue recognised during the year is as follows:

		持續經營業務 Continuing operations		已終止業務 Discontinued operations		綜合 Consolidated	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
銷售高科技電腦及服務器	Sales of high-tech computers and servers	-	-	-	293,916	-	293,916
租金收入	Rental income	19,550	9,316	-	-	19,550	9,316
物業管理費收入	Property management fee income	8,371	6,880	-	-	8,371	6,880
貸款利息收入	Loan interest income	3,857	1,148	-	-	3,857	1,148
其他	Others	-	198	-	-	-	198
		31,778	17,542	-	293,916	31,778	311,458

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截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

6. 分部信息

主要報告形式——業務分部

本集團劃分為以下五個主要業務分部：

- 物業投資；
- 物業發展及買賣；
- 證券投資及證券買賣；
- 金融服務；及
- 高科技電腦及服務器製造及相關業務（已於二零零六年九月三十日終止）。

6. SEGMENT INFORMATION

Primary reporting format – business segments

The Group is organised into five main business segments:

- Property investments;
- Property development and trading;
- Securities investment and securities trading;
- Provision of financial services; and
- High-tech computers and servers manufacturing and related business (discontinued on 30th September, 2006).

		持續經營業務 Continued operations										已終止業務 Discontinued operations							
		物業投資		物業發展及買賣		證券投資及 證券買賣		金融服務		其他		抵銷		總額		高科技電腦 及服務器製造及相關業務		綜合	
		Property investment		Property development and trading		Securities investment and securities trading		Provision of financial services		Others		Elimination		Total		High-tech computers and servers manufacturing and related business		Consolidated	
		二零零七年 千港元	二零零六年 千港元	二零零七年 千港元	二零零六年 千港元	二零零七年 千港元	二零零六年 千港元	二零零七年 千港元	二零零六年 千港元	二零零七年 千港元	二零零六年 千港元	二零零七年 千港元	二零零六年 千港元	二零零七年 千港元	二零零六年 千港元	二零零七年 千港元	二零零六年 千港元	二零零七年 千港元	二零零六年 千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
分部收入	Segment revenue																		
對外銷售	External sales	27,921	16,196	-	-	-	-	3,857	1,148	-	198	-	-	31,778	17,542	-	293,916	31,778	311,458
跨部門銷售	Inter-segment sales	-	-	-	-	-	-	21,089	3,154	-	-	(21,089)	(3,154)	-	-	-	-	-	-
合計	Total	27,921	16,196	-	-	-	-	24,946	4,302	-	198	(21,089)	(3,154)	31,778	17,542	-	293,916	31,778	311,458
分部業績	Segment results	47,818	10,929	40,251	(40,840)	28,679	1,062	28,666	3,704	-	(8,632)	(21,089)	(3,154)	124,325	(36,931)	-	(15,648)	124,325	(52,579)
未分配其他收入	Unallocated other income	-	-	-	-	-	-	-	-	-	-	-	-	17,689	6,019	-	8	17,689	6,027
未分配企業開支	Unallocated corporate expenses	-	-	-	-	-	-	-	-	-	-	-	-	(20,153)	(21,167)	-	-	(20,153)	(21,167)
財務成本	Finance costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(317)	-	(317)
應收一家合資企業款項之準備	Allowance for amount due from a joint venture	-	-	-	-	-	-	-	-	-	(11,306)	-	-	(11,306)	-	-	-	-	(11,306)
授予一家合資企業之貸款之準備	Allowance for loan to a joint venture	-	-	-	-	-	-	-	-	-	(16,751)	-	-	(16,751)	-	-	-	-	(16,751)
就可供銷售投資確認之減值虧損	Impairment loss recognised in respect of available for-sale investment	-	-	-	-	-	-	-	-	-	(5,853)	-	-	(5,853)	-	-	-	-	(5,853)
出售附屬公司之收益/(虧損)	Gain/(Loss) on disposal of subsidiaries	-	(579)	-	-	-	-	-	-	-	-	-	-	(579)	-	-	21,352	-	20,773
視為出售一家聯營公司之收益	Gain on deemed disposal of an associate	-	-	-	-	-	-	-	-	-	106	-	-	106	-	-	-	-	106
應佔聯營公司業績	Share of results of associates	-	(27,152)	-	-	-	-	-	-	-	9,242	-	-	(17,910)	-	-	-	-	(17,910)
應佔合資企業業績	Share of results of joint ventures	-	-	-	-	-	-	-	-	-	(13,608)	-	-	(13,608)	-	-	-	-	(13,608)
除所得稅前溢利/(虧損)	Profit/(Loss) before income tax													121,861	(117,980)	-	5,395	121,861	(112,585)
所得稅開支	Income tax expense													(19,639)	(687)	-	(1,326)	(19,639)	(2,013)
年度溢利/(虧損)	Profit/(Loss) for the year													102,222	(118,667)	-	4,069	102,222	(114,598)

附註：跨部門銷售按當時市價計算。

Note: Inter-segment sales are charged at prevailing market prices

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6. 分部信息 (續)

主要報告形式——業務分部 (續)

6. SEGMENT INFORMATION (Continued)

Primary reporting format – business segments (Continued)

		持續經營業務 Continued operations										已終止業務 Discontinued operations				總額	抵銷	總額	高科技電腦 及服務器製造及相關業務 High-tech computers and servers manufacturing and related business		綜合			
		物業投資		物業發展及買賣		證券投資及 證券買賣		金融服務		其他		物業投資		物業發展及買賣					證券投資及 證券買賣		金融服務		其他	
		Property investment		Property development and trading		Securities investment and securities trading		Provision of financial services		Others		Property investment		Property development and trading					Securities investment and securities trading		Provision of financial services		Others	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000				二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
分部資產	Segment assets	305,053	159,102	479,918	264,000	28,143	9,995	113,929	1,400	-	89,442	-	(9,225)	927,043	514,714	-	-	927,043	514,714	-	-	927,043	514,714	
於聯營公司權益	Interests in associates	-	33,187	-	-	-	-	-	-	-	-	-	-	-	33,187	-	-	-	33,187	-	-	-	33,187	
應收聯營公司款項	Amounts due from associates	-	21,751	-	-	-	-	-	-	-	65	-	-	-	21,816	-	-	-	21,816	-	-	-	21,816	
未分配資產	Unallocated assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	229,145	220,308	
總資產	Total assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,156,188	790,025	
分部負債	Segment liabilities	14,733	4,166	24,610	9,441	-	-	785	657	-	3,624	-	-	40,128	17,888	-	-	40,128	17,888	-	-	40,128	17,888	
未分配負債	Unallocated liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	24,369	9,475	
總負債	Total liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	64,497	27,363	
其他分部信息	Other segment information	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
呆賬準備	Allowance for doubtful debts	-	449	-	-	-	-	-	-	-	-	-	-	-	449	-	-	-	449	-	-	8,126	-	8,575
折舊	Depreciation	1,220	531	-	-	-	-	-	-	-	1,044	-	-	1,220	1,575	-	-	1,220	1,575	-	-	1,431	1,220	3,006
未分配折舊	Unallocated depreciation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	158	453	
攤銷預付租賃款項	Amortisation of prepaid lease payments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
未分配	- unallocated	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	100	100	
有關物業、廠房及 設備資本增加	Capital additions in respect of property, plant and equipment	1,402	478	-	-	-	-	-	-	-	384	-	-	1,402	862	-	-	1,402	862	-	-	1,624	1,402	2,486
應收一家合資企業款項之準備	Allowance for amount due from a joint venture	-	-	-	-	-	-	-	-	-	11,306	-	-	-	-	-	-	-	-	-	-	-	-	11,306
授予一家合資企業之貸款之準備	Allowance for loan to a joint venture	-	-	-	-	-	-	-	-	-	16,751	-	-	-	-	-	-	-	-	-	-	-	-	16,751
可供銷售投資之 已確認減值虧損	Impairment loss recognised in respect of available-for-sale investment	-	-	-	-	-	-	-	-	-	5,853	-	-	-	5,853	-	-	-	5,853	-	-	-	-	5,853
商譽攤銷	Write-off of goodwill	11,297	-	-	-	-	-	-	-	-	-	-	-	11,297	-	-	-	11,297	-	-	-	11,297	-	

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6. 分部信息 (續)

次級報告形式 – 地區分部

本年度本集團之業務大部份位於香港及中國(不包括香港)。下表提供本集團按地區市場(不考慮貨物及服務之來源)劃分之銷售分析：

6. SEGMENT INFORMATION (Continued)

Secondary reporting format – geographical segments

The Group's operations are substantially located in Hong Kong and the PRC (other than Hong Kong) throughout the year. The following table provides an analysis of the Group's sales by geographical market, irrespective of the origin of the goods and services.

		持續經營業務 Continuing operations				已終止業務 Discontinued operations				綜合 Consolidated	
		中國(不包括香港) PRC (other than Hong Kong)		其他 Others		總額 Total		中國(不包括香港) PRC (other than Hong Kong)			
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000		
收入	Revenue										
對外銷售 (按客戶所在地)	External sales (by location of customers)	24,248	17,414	7,530	128	31,778	17,542	-	293,916	31,778	311,458
其他分部信息 (按資產所在地)	Other segment information (by location of assets)										
分部資產	Segment assets	625,008	301,060	302,035	213,654	927,043	514,714	-	-	927,043	514,714
資本增加	Capital addition	29	328	1,373	534	1,402	862	-	1,624	1,402	2,486

7. 其他開支

7. OTHER EXPENSES

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
應收一家合資企業款項之準備	Allowance for amounts due from a joint venture	-	11,306
授予一家合資企業之貸款之準備	Allowance for loans to a joint venture	-	16,751
可供銷售投資之減值虧損	Impairment loss on available-for-sale investment	-	5,853
		-	33,910

8. 財務成本

8. FINANCE COSTS

		持續經營業務 Continuing operations		已終止業務 Discontinued operations		綜合 Consolidated	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
須於五年內全數償還之 銀行貸款之利息	Interest on bank loans wholly repayable within five years	-	-	-	317	-	317

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截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

9. 已終止業務

於二零零六年五月，本集團與天津曙光計算機產業有限公司訂立一份協議，以出售於北京曙光天演信息技術有限公司、曙光信息產業(北京)有限公司之100%權益及其於北京曙光創新科技有限公司之83.1%權益中的62.5%權益，北京曙光創新科技有限公司經營高科技電腦及服務器製造及相關業務，就此涉及之代價總額為人民幣95,000,000元(相等於91,346,000港元)，北京曙光創新科技有限公司於出售事項完成後將成為本公司擁有20.6%權益之聯營公司。是項交易於二零零六年九月三十日完成。

本期間來自已終止業務之溢利分析如下：

9. DISCONTINUED OPERATIONS

In May 2006, the Group entered into an agreement with 天津曙光計算機產業有限公司 (Tianjin Dawning Computer Industry Company Limited), to dispose of its 100% interest in 北京曙光天演信息技術有限公司 (Beijing Dawning Tianyan Information Technology Company Limited), 曙光信息產業(北京)有限公司 (Dawning Information Industry (Beijing) Limited) and 62.5% of its 83.1% interest in 北京曙光創新科技有限公司 (Beijing Dawning Novotech Co., Ltd.), which operates in high-tech computers and servers manufacturing and related business, for an aggregate consideration of RMB95,000,000 (equivalent to HK\$91,346,000). 北京曙光創新科技有限公司(Beijing Dawning Novotech Co., Ltd.) became a 20.6% associate upon completion of the disposals. This transaction was completed on 30th September, 2006.

Profit for the period from the Discontinued operations is analysed as follows:

二零零六年一月一日
至二零零六年
九月三十日期間
Period from
1st January, 2006 to
30th September, 2006
千港元
HK\$'000

本期間高科技電腦及服務器製造及 相關業務之虧損	Loss from high-tech computers and servers manufacturing and related business operations for the period	(17,283)
出售高科技電腦及服務器製造及 相關業務營運之收益	Gain on disposals of high-tech computers and servers manufacturing and related business operations	21,352
		<u>4,069</u>

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截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

9. 已終止業務 (續)

於二零零六年一月一日至二零零六年九月三十日期間之已終止業務之業績(已計入截至二零零六年十二月三十一日止年度之綜合損益表)如下：

9. DISCONTINUED OPERATIONS (Continued)

The results of the Discontinued operations for the period from 1st January, 2006 to 30th September, 2006, which were included in the consolidated income statement for the year ended 31st December, 2006, were as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
營業額	Turnover	-	293,916
銷售成本	Cost of sales	-	(261,929)
溢利毛額	Gross profit	-	31,987
其他收益	Other income	-	8,237
銷售及分銷成本	Selling and distribution costs	-	(32,750)
行政費用	Administrative expenses	-	(23,114)
財務成本	Finance costs	-	(317)
除所得稅前虧損	Loss before income tax	-	(15,957)
所得稅開支	Income tax expense	-	(1,326)
期內虧損	Loss for the period	-	(17,283)

於二零零六年，已終止業務已使用營運現金流量86,340,000港元；就投資業務使用1,319,000港元及就融資業務貢獻49,848,000港元。

In 2006, the Discontinued operations used HK\$86,340,000 in operating cash flow, used HK\$1,319,000 in respect of investing activities and contributed HK\$49,848,000 in respect of financing activities.

已終止業務於出售日期之資產及負債之賬面值於附註39(b)內披露。

The carrying amounts of the assets and liabilities of the Discontinued operations at the date of disposals are disclosed in note 39(b).

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

10. 除所得稅前溢利／(虧損)

10. PROFIT/(LOSS) BEFORE INCOME TAX

		持續經營業務		已終止業務		綜合	
		Continuing operations		Discontinued operations		Consolidated	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
除所得稅前溢利／(虧損)	Profit/(Loss) before income						
已扣除／(計入)以下各項：	tax has been arrived at after charging/(crediting):						
員工福利開支：	Employee benefit expense:						
董事酬金(附註11)	Directors' remuneration (note 11)						
– 袍金	– fees	900	900	–	–	900	900
– 薪金及津貼	– salaries and allowances	2,427	6,034	–	–	2,427	6,034
– 購股權	– share options	3,206	–	–	–	3,206	–
– 退休福利計劃供款	– retirement benefit scheme contributions	24	48	–	–	24	48
		6,557	6,982	–	–	6,557	6,982
其他員工	Other staff						
– 工資及薪金	– wages and salaries	4,470	6,653	–	21,219	4,470	27,872
– 購股權	– share options	2,392	–	–	–	2,392	–
– 退休福利計劃供款	– retirement benefit scheme contributions	29	252	–	–	29	252
		13,448	13,887	–	21,219	13,448	35,106
呆壞賬準備	Allowances for bad and doubtful debts	–	449	–	8,126	–	8,575
存貨準備	Allowance for inventories	–	–	–	14,246	–	14,246
核數師酬金	Auditors' remuneration	600	1,200	–	–	600	1,200
確認為開支之存貨成本	Cost of inventories recognised as an expense	–	563	–	247,683	–	248,246
折舊	Depreciation	1,378	2,028	–	1,431	1,378	3,459
出售物業、廠房及設備之虧損	Loss on disposals of property, plant and equipment	–	43	–	–	–	43
攤銷預付租賃款項	Amortisation of prepaid lease payments	100	100	–	–	100	100
租賃物業之最低租金	Minimum lease rentals in respect of rented premises	486	41	–	–	486	41
匯兌(收益)／虧損	Exchange (gain)/loss	(256)	3,637	–	–	(256)	3,637
撇銷其他應付款項	Write-off of other payables	(3,072)	–	–	–	(3,072)	–
撇銷其他應收款項	Write-off of other receivables	2,582	–	–	–	2,582	–
商譽撇銷	Write-off of goodwill	11,297	–	–	–	11,297	–

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10. 除所得稅前溢利／(虧損) 10. PROFIT/(LOSS) BEFORE INCOME TAX (Continued)

(續)

		持續經營業務		已終止業務		綜合	
		Continuing operations		Discontinued operations		Consolidated	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
下列各項以攤銷成本入賬之 金融資產之利息收入*：	Interest income on financial assets carried at amortised cost*：						
— 銀行存款	— bank deposits	(5,662)	(5,479)	—	(8)	(5,662)	(5,487)
— 授予一家合資企業之貸款	— loan to a joint venture	—	(1,141)	—	—	—	(1,141)
— 授予一家關連公司之貸款	— loan to a related company	(1,557)	(7)	—	—	(1,557)	(7)
— 債務證券投資	— investment in debt securities	(4,029)	(262)	—	—	(4,029)	(262)
— 授予第三方之貸款	— loan to third parties	(4,200)	—	—	—	(4,200)	—
		(15,448)	(6,889)	—	(8)	(15,448)	(6,897)
註銷附屬公司 之收益	Gain on de-registration of subsidiaries	(723)	—	—	—	(723)	—
應收一家合資企業款項 減值虧損撥回	Reversal of impairment loss on amounts due from a joint venture	(262)	—	—	—	(262)	—
根據經營租約之租金收入， 減支銷6,974,000港元 (二零零六年：646,000港元)	Rental income under operating leases, less outgoings of HK\$6,974,000 (2006: HK\$646,000)	(12,575)	(8,669)	—	—	(12,575)	(8,669)

* 有關貸款利息收入以攤銷成本入賬之金融資產之利息收入為3,857,000港元(二零零六年：1,148,000港元)計入綜合損益表首部之「收入」。

* Interest income on financial assets carried at amortised cost of HK\$3,857,000 relating to loan interest income (2006:HK\$1,148,000) was included in "Revenue" on the face of the consolidated income statement.

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截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

11. 董事酬金及高級管理層薪酬

董事薪酬

已付或應付六位董事(二零零六年：九位)各自之酬金如下：

11. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

Directors' emoluments

The emoluments paid or payable to each of the six (2006: nine) directors were as follows:

		袍金 Fees 千港元 HK\$'000	薪酬、津貼及 實物福利 Salaries, allowances and benefits in kind 千港元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefits scheme 千港元 HK\$'000	總額 Total 千港元 HK\$'000
二零零七年	2007				
執行董事：	Executive directors:				
王聰德	Wong Chung Tak	100	2,620	12	2,732
謝錦輝	Tse Kam Fai	100	1,433	12	1,545
獨立非執行董事：	Independent non-executive directors:				
李國精	Lee Kuo Ching, Stewart	200	-	-	200
廖醒標	Liu Sing Piu, Chris	200	-	-	200
莊嘉俐	Chong Kally	200	790	-	990
非執行董事：	Non-executive director:				
王文俊	Wong Ngo, Derick	100	790	-	890
		900	5,633	24	6,557

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截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

11. 董事酬金及高級管理層薪酬 (續)

11. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

		袍金 Fees 千港元 HK\$'000	薪酬、津貼及 實物福利 Salaries, allowances and benefits in kind 千港元 HK\$'000	退休福利 計劃供款 Contribution to retirement benefits 千港元 HK\$'000	總額 Total 千港元 HK\$'000
二零零六年	2006				
執行董事：	Executive directors:				
王聰德	Wong Chung Tak	100	1,807	12	1,919
鄧文雲 (已於二零零六年八月三十一日辭任)	Deng Wenyun (Resigned on 31st August, 2006)	–	2,199	18	2,217
龔漢兵 (已於二零零六年三月三十日辭任)	Gong Hanbing (Resigned on 30th March, 2006)	–	1,142	6	1,148
謝錦輝	Tse Kam Fai	100	625	12	737
獨立非執行董事：	Independent non-executive directors:				
李國精	Lee Kuo Ching, Stewart	200	–	–	200
廖醒標	Liu Sing Piu, Chris	200	–	–	200
莊嘉俐	Chong Kally	200	–	–	200
非執行董事：	Non-executive directors:				
王文俊	Wong Ngo, Derick	100	–	–	100
陳潮(已於二零零六年七月十七日辭任)	Chen Chao (Resigned on 17th July, 2006)	–	261	–	261
		900	6,034	48	6,982

於本年度內，並無任何安排致使任何董事放棄或同意放棄任何酬金。

There were no arrangements under which a director waived or agreed to waive any remuneration during the year.

於本年度內，本集團並無向董事支付任何酬金，作為加入本集團之獎勵或離職補償。

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

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截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

11. 董事酬金及高級管理層薪酬 (續)

於本年度內，本集團並無向董事支付任何報酬作為加入本集團或於加入本集團時之獎勵或離職補償。

五名最高薪酬人士

本集團最高報酬之五名人士當中，四名(二零零六年：三名)為本公司之董事，其報酬詳情已反映於上述分析中。其餘一名(二零零六年：兩名)人士於本年度之報酬如下：

11. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

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

Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included four (2006: three) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one (2006: two) individuals during the year are as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
基本薪酬、房屋津貼、購股權、 其他津貼及實物福利	Basic salaries, housing allowances, share options, other allowance and benefits in kind	1,050	1,979
退休福利計劃供款	Contribution to retirement benefits schemes	30	31
		1,080	2,010

彼等之酬金介乎下列組別：

Their emoluments were within the following bands:

		人員數目 Number of individuals	
		二零零七年 2007	二零零六年 2006
無至 1,000,000 港元	Nil to HK\$1,000,000	0	1
1,000,001 港元至 1,500,000 港元	HK\$1,000,001 to HK\$1,500,000	1	1
		1	2

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截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

12. 所得稅開支

12. INCOME TAX EXPENSE

		持續經營業務		已終止業務		綜合	
		Continuing operations		Discontinued operations		Consolidated	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
本期稅項	Current tax						
香港利得稅	Hong Kong profits tax						
本年度稅項	Tax for the year	2,161	-	-	-	2,161	-
中國企業所得稅	PRC Enterprise Income Tax						
本年度稅項	Tax for the year	3,051	40	-	588	3,051	628
過往年度少撥	Under provision in respect of prior years	-	-	-	219	-	219
		5,212	40	-	807	5,212	847
遞延稅項	Deferred tax						
本年度	Current year	14,427	647	-	519	14,427	1,166
所得稅開支總額	Total income tax expense	19,639	687	-	1,326	19,639	2,013

本年度之香港利得稅已按 17.5% 比率撥備。由於本集團於截至二零零六年十二月三十一日止年度並無任何從香港賺取之應課稅溢利，故沒有於綜合財務報表為香港利得稅作出撥備。

在其他司法權區承擔之稅項按有關司法權區當時之稅率計算。

於二零零五年，根據中國有關法例及規則，本集團在中國之附屬公司於開始獲利年度起計兩年獲豁免繳納中國所得稅，而其後三年則獲 50% 減免。中國附屬公司於二零零六年享有 50% 減免並於截至二零零六年十二月三十一日止年度期間出售。

During the year, Hong Kong profits tax has been provided at the rate of 17.5%. No provision for Hong Kong profits tax had been made in the consolidated financial statements as the Group did not have any assessable profits in Hong Kong for the year ended 31st December, 2006.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

In 2005, pursuant to the relevant laws and regulations in the PRC, the Group's PRC subsidiary was exempted from PRC income tax for two years starting from their first profit-making year, followed by a 50% reduction for the next three years. The PRC subsidiary was entitled to 50% reduction in 2006 and was disposed of during the year ended 31st December, 2006.

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12. 所得稅開支(續)

所得稅開支與以適當稅率計算之溢利／(虧損)之對賬如下：

12. INCOME TAX EXPENSE (Continued)

Reconciliation between income tax expenses and accounting profit/(loss) at applicable tax rates:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
除所得稅前溢利／(虧損)	Profit/(Loss) before income tax		
持續業務	Continuing operations	121,861	(117,980)
已終止業務	Discontinued operations	-	5,395
		121,861	(112,585)
按中國企業所得稅率 15% 計算之稅項	Tax at PRC Enterprise Income Tax rate of 15%	18,279	(16,888)
分佔聯營公司業績之稅務影響	Tax effect of share of results of associates	-	2,686
分佔合資企業業績之稅務影響	Tax effect of share of results of joint ventures	-	2,041
不可扣稅開支之稅務影響	Tax effect of non-deductible expenses	6,559	17,946
毋須課稅收入之稅務影響	Tax effect of non-taxable revenue	(3,142)	(4,281)
確認未動用稅項虧損之稅務影響	Tax effect of unused tax losses to recognise	464	3,932
動用過往未確認之稅項虧損	Utilisation of tax losses previously not recognised	(4,926)	(1,478)
過往年度少撥	Under-provision in the previous years	-	219
在其他司法權區經營之集團公司 適用不同稅率之影響	Effect of different tax rates of group companies operating in other jurisdictions	1,392	(2,005)
未確認暫時性差額之稅務影響	Tax effect of temporary difference not recognised	56	-
其他	Others	957	(159)
所得稅開支	Income tax expense	19,639	2,013

15% 中國企業所得稅乃本集團業務經營所在主要司法權區之國內稅率。

The PRC Enterprise Income Tax rate of 15% is the domestic tax rate in the jurisdiction where the operation of the Group is substantially based.

13. 本公司股權持有人應佔溢利

本公司股權持有人應佔綜合溢利 102,222,000 港元(二零零六年：虧損 114,598,000 港元)，其中溢利 3,723,000 港元(二零零六年：虧損 43,550,000 港元)已在本公司之財務報表中列賬。

13. PROFIT ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY

Of the consolidated profit attributable to the equity holders of the Company of HK\$102,222,000 (2006: a loss of HK\$114,598,000), a profit of HK\$3,723,000 (2006: a loss of HK\$43,550,000) has been dealt with in the financial statements of the Company.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

14. 每股盈利／(虧損)

持續經營業務已終止業務

本公司之普通股權益持有人應佔之基本及攤薄每股基本盈利／(虧損)乃根據下列數據計算：

14. EARNINGS/(LOSS) PER SHARE

For continuing and discontinued operations

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

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
本公司股權持有人應佔盈利／(虧損)	Profit/(Loss) attributable to equity holders of the Company	102,222	(114,598)
股份數目	Number of shares		
就每股基本盈利／(虧損)而言之 普通股加權平均數(附註)	Weighted average number of ordinary share for the purpose of basic earnings/(loss) per share (Note)	1,119,882,488	810,055,947
假定行使認股權證後被視 為以零代價將予發行之 普通股加權平均數目	Weighted average number of ordinary shares deemed to be issued at nil consideration on the assumed exercise of the warrants	3,726,027	—
就每股攤薄盈利而言 之普通股加權平均數	Weighted average number of ordinary shares for the purposes of diluted earnings per share	1,123,608,515	810,055,947

附註：

計算截至二零零六年十二月三十一日及二零零七年十二月三十一日止年度之每股基本盈利／(虧損)所採用之上述普通股加權平均數已調整，以計及由本公司權益持有人於二零零七年二月十二日召開之股東特別大會所批准之本公司之股份合併。

由於行使購股權之影響為反攤薄，故計算該兩個年度之每股攤薄盈利／(虧損)假設該等購股權未獲行使。

Notes:

The above weighted average number of ordinary shares for the calculation of the basic earnings/(loss) per share for years ended 31st December, 2006 and 31st December, 2007 have been adjusted to take into account of the consolidation of shares of the Company approved by equity holders of the Company at the special general meeting held on 12 February, 2007.

The computation of diluted earnings/(loss) per share for both years did not assume the exercise of the outstanding share options as the impact of the exercise of the share options was anti-dilutive.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

14. 每股盈利／(虧損)(續)

持續經營業務

本公司普通股權益持有人應佔來自持續業務之每股基本及攤薄盈利／(虧損)乃根據下列數據計算：

14. EARNINGS/(LOSS) PER SHARE (Continued)

For continuing operations

The calculation of the basic and diluted earnings/(loss) per share from continuing operations attributable to the ordinary equity holders of the Company is based on the following data:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
本公司權益持有人應佔之 溢利／(虧損)	Profit/(Loss) attributable to equity holders of the Company	102,222	(114,598)
減：來自已終止業務之 年度溢利(附註9)	Less: Profit for the year from discontinued operations (note 9)	-	4,069
本公司權益持有人應佔來自持續 業務之溢利／(虧損)	Profit/(Loss) from continuing operations attributable to the equity holders of the Company	102,222	(118,667)

於二零零六年，已終止業務之每股基本盈利乃根據已終止業務截至二零零六年十二月三十一日止年度之溢利4,069,000港元計算，為每股0.50港仙(附註9)。

由於行使購股權之影響為反攤薄，故計算該兩個年度之每股攤薄盈利／(虧損)時乃假設該等購股權並未行使。

In 2006, basic earnings per share for the discontinued operations is HK0.50 cent per share, based on the profit for the year ended 31st December, 2006 from the discontinued operations of HK\$4,069,000 (note 9).

The computation of diluted earnings/(loss) per share for both years did not assume the exercise of the outstanding share options as the impact of the exercise of the share options was anti-dilutive.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

15. 投資物業／分類為持有作銷售之投資物業

以經營租約出租以賺取租金或實現資本增值的本集團所有物業權益均採用公平值模式計量及分類與入賬為投資物業。

資產負債表中賬面值之變動摘要如下：

15. INVESTMENT PROPERTIES/INVESTMENT PROPERTIES CLASSIFIED AS HELD FOR SALE

All of the Group'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.

Changes to the carrying amounts in the balance sheet are summarised as follows:

			二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
	附註 Notes			
於一月一日之賬面值	Carrying amounts at 1st January		150,000	115,000
添置	Additions		326,893	–
出售	Disposals		(51,920)	–
轉讓物業、廠房及設備	Transfer from property, plant and equipment	a	–	33,500
轉讓可供出售物業	Transfer to properties held for sale	b	(175,000)	–
公平值調整之淨收益	Net gain from fair value adjustments		47,275	1,500
			297,248	150,000
歸類為可供出售之投資物業	Investment property classified as held for sale	c	(52,248)	–
於十二月三十一日之賬面值	Carrying amounts at 31st December		245,000	150,000

附註：

- (a) 於二零零六年當租賃物業(進行轉讓時，其賬面淨值為22,193,000港元(附註16))轉撥至投資物業時，其重估收益為11,307,000港元，其中8,000,000港元計入損益表以撥回於二零零二年已確認之同一物業之減值虧損，餘款3,307,000港元計入物業重估儲備。因此，轉讓投資物業之款項為33,500,000港元。於二零零六年十二月三十一日，此物業重估為35,000,000港元。故此，按公平值進一步取得之1,500,000港元之收益於截至二零零六年十二月三十一日止年度確認。

年內，已以代價51,920,000港元出售該投資物業，據此按公平值取得16,920,000港元之收益於截至二零零七年十二月三十一日止年度確認。

Notes:

- (a) There was a revaluation gain of HK\$11,307,000 in 2006 upon the transfer of a leasehold property (at the time when the transfer was made, its net book value was HK\$22,193,000 (note 16)) to investment properties, amongst which HK\$8,000,000 was credited to the income statement to reverse an impairment loss on the same properties recognised in 2002, and the remaining amount of HK\$3,307,000 was credited to the properties revaluation reserve. Accordingly, the amount transferred to investment properties is HK\$33,500,000. As at 31st December, 2006, this property was revalued to HK\$35,000,000 and as a result, a further gain in fair value of HK\$1,500,000 was recognised for the year ended 31st December, 2006.

During the year, this investment property was disposed of at a consideration of HK\$51,920,000 and as a result, a gain in fair value of HK\$16,920,000 was recognised for the year ended 31st December, 2007.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

15. 投資物業／分類為持有作銷售之投資物業(續)

附註：(續)

- (b) 於二零零七年七月五日，本集團透過收購一間附屬公司購買一項投資物業(附註38(a)(iii))。根據本公司於二零零七年九月十七日通過之一項決議案，此物業之用途變更為營業資產，並呈列為持有作銷售之投資物業，於本年度已開始實施必要之開發工作，以將此物業劃分為較小單元以增加其潛在價值。於轉讓後，此物業之公平值為175,000,000港元，因此，按公平值取得之1,087,000港元之收益於綜合損益表內確認。
- (c) 於二零零七年二月二十七日，本集團透過收購一間附屬公司購買一項投資物業(附註38(a)(ii))。於二零零七年十月八日，本集團與一名獨立第三方就以代價52,248,000港元出售此物業訂立初步買賣協議。據此，此物業被歸類為「分類為持有作銷售之投資物業」。於二零零七年十二月三十一日，經參考買賣協議中規定之代價，此物業之賬面值重估為52,248,000港元。本交易於結算日並未完成，預期將於二零零八年二月二十九日完成。

投資物業按中期租約持有，並於二零零七年十二月三十一日由獨立及合資格專業估值師第一太平戴維斯估值及專業顧問有限公司按公開市值進行估值。

本集團於投資物業之權益按其賬面值分析如下：

15. INVESTMENT PROPERTIES/INVESTMENT PROPERTIES CLASSIFIED AS HELD FOR SALE

(Continued)

Notes: (Continued)

- (b) On 5th July, 2007, the Group acquired an investment property through the acquisition of a subsidiary (note 38(a)(iii)). Pursuant to a resolution of the directors of the Company passed on 17th September, 2007, the intention of this property was changed to trading assets and is presented as a property held for sale and the necessary development work to sub-divide this property into smaller units to increase its potential value has been commenced during the year. Upon the transfer, fair value of this property is HK\$175,000,000 and as a result, gain in fair value of HK\$1,087,000 is recognised in the consolidated income statement.
- (c) On 27th February, 2007, the Group acquired an investment property through the acquisition of a subsidiary (note 38(a)(ii)). On 8th October, 2007, the Group entered into a preliminary sale and purchase agreement with an independent third party to dispose of this property at a consideration of HK\$52,248,000. Accordingly, this property is classified as "investment properties classified as held for sale". As at 31st December, 2007, the carrying amount of the property is revalued to HK\$52,248,000 with reference to the consideration as stipulated in the sale and purchase agreement. This transaction is not completed at the balance sheet date and is expected to be completed on 29th February, 2008.

Investments properties are held under the medium term of lease and were valued at open market value as at 31st December, 2007 by an independent and professional qualified valuers, Savills Valuation and Professional Limited.

The Group's interests in investment properties at their carrying amount are analysed as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
位於香港	In Hong Kong	-	35,000
位於中國	In PRC	245,000	115,000
		245,000	150,000

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

16. 物業、廠房及設備

本集團

16. PROPERTY, PLANT AND EQUIPMENT

Group

		租賃樓宇	租約 物業裝修	廠房及 機械	傢私、裝置 及辦公室 設備	汽車	總額
		Leasehold buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零零六年一月一日	At 1st January, 2006						
成本	Cost	36,528	2,817	10,689	4,414	7,385	61,833
累計折舊	Accumulated depreciation	(10,885)	(1,410)	(7,231)	(3,160)	(4,090)	(26,776)
賬面淨值	Net book amount	25,643	1,407	3,458	1,254	3,295	35,057
截至二零零六年十二月三十一日止年度	Year ended 31st December, 2006						
年初賬面淨值	Opening net book amount	25,643	1,407	3,458	1,254	3,295	35,057
轉撥至投資物業 (附註15)	Transfer to investment properties (note 15)	(22,193)	-	-	-	-	(22,193)
出售附屬公司	Disposals of subsidiaries	(2,912)	-	(3,306)	(489)	(1,409)	(8,116)
添置	Additions	-	-	896	406	1,184	2,486
出售	Disposals	-	-	(40)	(6)	(1,990)	(2,036)
折舊	Depreciation	(538)	(586)	(1,008)	(590)	(737)	(3,459)
匯兌差額	Exchange differences	-	57	-	35	63	155
年末賬面淨值	Closing net book amount	-	878	-	610	406	1,894
於二零零六年十二月三十一日	At 31st December, 2006						
成本	Cost	-	2,930	-	2,764	1,166	6,860
累計折舊	Accumulated depreciation	-	(2,052)	-	(2,154)	(760)	(4,966)
賬面淨值	Net book amount	-	878	-	610	406	1,894
截至二零零七年十二月三十一日止年度	Year ended 31st December, 2007						
年初賬面淨值	Opening net book amount	-	878	-	610	406	1,894
匯兌差額	Exchange differences	-	56	-	27	15	98
添置	Additions	-	-	-	29	1,373	1,402
折舊	Depreciation	-	(624)	-	(516)	(238)	(1,378)
年末賬面淨值	Closing net book amount	-	310	-	150	1,556	2,016
於二零零七年十二月三十一日	At 31st December, 2007						
成本	Cost	-	3,117	-	2,277	2,601	7,995
累計折舊	Accumulated depreciation	-	(2,807)	-	(2,127)	(1,045)	(5,979)
賬面淨值	Net book amount	-	310	-	150	1,556	2,016

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16. 物業、廠房及設備(續)

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

本公司

Company

		傢私、裝置 及辦公室 設備 Furniture, fixtures and office equipment HK\$'000	汽車 Motor vehicles HK\$'000	總額 Total HK\$'000
於二零零六年一月一日	At 1st January, 2006			
成本	Cost	631	4,743	5,374
累計折舊	Accumulated depreciation	(618)	(2,371)	(2,989)
賬面淨值	Net book amount	13	2,372	2,385
截至二零零六年十二月三十一日止年度	Year ended 31st December, 2006			
年初賬面淨值	Opening net book amount	13	2,372	2,385
添置	Additions	190	194	384
出售	Disposals	(2)	(1,724)	(1,726)
折舊	Depreciation	(17)	(436)	(453)
年末賬面淨值	Closing net book amount	184	406	590
於二零零六年十二月三十一日	At 31st December, 2006			
成本	Cost	418	598	1,016
累計折舊	Accumulated depreciation	(234)	(192)	(426)
賬面淨值	Net book amount	184	406	590
截至二零零七年十二月三十一日止年度	Year ended 31st December, 2007			
年初賬面淨值	Opening net book amount	184	406	590
添置	Additions	11	-	11
折舊	Depreciation	(66)	(63)	(129)
年末賬面淨值	Closing net book amount	129	343	472
於二零零七年十二月三十一日	At 31st December, 2007			
成本	Cost	361	598	959
累計折舊	Accumulated depreciation	(232)	(255)	(487)
賬面淨值	Net book amount	129	343	472

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17. 預付租賃款項－本集團

本集團於租賃土地之權益指預付經營租賃款項，其賬面淨值分析如下：

17. PREPAID LEASE PAYMENTS-GROUP

The Group's interests in leasehold land represent prepaid operating lease payments and their net carrying amounts are analysed as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
年初賬面淨值	Opening net carrying amount	4,000	4,100
攤銷	Amortisation	(100)	(100)
年末賬面淨值	Closing net carrying amount	3,900	4,000
於香港根據中期租約持有	In Hong Kong held under medium-term lease	3,900	4,000
作呈報用途之分析如下	Analysed for reporting purposes as		
非流動資產	Non-current assets	3,800	3,900
流動資產	Current assets	100	100
		3,900	4,000

18. 於附屬公司之權益／應收／應付附屬公司之款項

本公司

18. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM/ TO SUBSIDIARIES

Company

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
非上市股份，按成本	Unlisted shares, at cost	15,013	49,380
減：已確認減值虧損之撥備	Less: Provision for impairment losses recognised	-	(42,566)
		15,013	6,814
應收附屬公司之款項	Amounts due from subsidiaries	1,783,041	1,551,191
減：已確認減值虧損	Less: Impairment losses recognised	(787,601)	(846,573)
		995,440	704,618
應付附屬公司之款項	Amounts due to subsidiaries	50,293	27,134

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18. 於附屬公司之權益／應收／應付附屬公司之款項 (續)

應收附屬公司款項之減值準備之變動：

18. INTERESTS IN SUBSIDIARIES/AMOUNTS DUE FROM/ TO SUBSIDIARIES (Continued)

Movement for impairment provision of amount due from subsidiaries:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
於一月一日之結餘	Balance at 1st January	846,573	1,200,246
於年內撥備	Provided during the year	-	3,000
註銷／出售附屬公司之撇銷	Written-off on deregistration/ disposal of subsidiaries	(58,972)	(356,673)
於十二月三十一日之結餘	Balance at 31st December	787,601	846,573

與附屬公司有關之結餘乃無抵押、免息及按要求時償還。

The balances with subsidiaries are unsecured, interest free and repayable on demand.

於二零零七年十二月三十一日之主要附屬公司之詳細資料載於附註43。

Particulars of the principal subsidiaries at 31st December, 2007 are detailed in note 43.

19. 於聯營公司之權益

19. INTERESTS IN ASSOCIATES

		本集團 Group		本公司 Company	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
非上市股份，按成本	Unlisted shares, at cost	-	-	-	8
應佔淨資產值	Share of net assets	-	33,187	-	-
減值撥備	Provision for impairment	-	-	-	(8)
		-	33,187	-	-

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

19. 於聯營公司之權益 (續)

與聯營公司有關之結餘乃無抵押、免息及按要求時償還。本集團聯營公司之財務資料概要呈列如下：

19. INTERESTS IN ASSOCIATES (Continued)

Balances with associates were unsecured, interest-free and repayable on demand. The summarised financial information in respect of the Group's associates is set out below:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
總資產	Total assets	-	113,835
總負債	Total liabilities	-	(48,850)
資產淨值	Net assets	-	64,985
本集團應佔聯營公司之資產淨值	Group's share of net assets of associates	-	33,187
營業額	Turnover	-	193,854
年度虧損	Loss for the year	-	(14,826)
本集團應佔聯營公司之年度業績	Group's share of results of associates for the year	-	(17,910)

由於於二零零七年一月一日本集團之惟一主要聯營公司Twente Company Limited (「Twente」)於二零零七年一月成為本集團之一間附屬公司，故截至二零零七年十二月三十一日止年度並無重大應佔聯營公司業績，Twente之主要業務為物業投資。

As the only principal associate of the Group as at 1st January, 2007, Twente Company Limited ("Twente"), became a subsidiary of the Group in January 2007, there was no significant share of results of associate for the year ended 31st December, 2007 and the results of Twente have been included in the consolidated income statements during the year. The principal activities of Twente is properties investment.

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截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

20. 於合資企業之權益－本集團 20. INTERESTS IN JOINT VENTURES – GROUP

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
於一月一日之結餘	Balance at 1st January		
非上市股份，按成本	Unlisted shares, at cost	–	13,084
應佔合資企業業績	Share of results of joint ventures	–	(13,608)
兌換海外業務產生之匯兌差額	Exchange difference arising from translation of foreign operations	–	524
		–	–

與附屬公司有關之結餘乃無抵押、免息及按要求時償還。

於二零零四年三月，本集團與本集團之合資企業晶科信息訂立一份貸款協議，據此，本集團同意向晶科信息提供最多為人民幣15,000,000元（相當於約14,151,000港元）之非循環抵押貸款。貸款以香港匯豐銀行最優惠利率計息，於二零零六年之實際年利率介乎7.75厘至8厘之間。該貸款由晶科信息各股東將各自於晶科信息之權益抵押予本集團作抵押。貸款本金及有關利息已於二零零五年十二月三十一日屆滿。此外，晶科信息亦結欠本集團人民幣8,000,000元（相當於約7,547,000港元）之款項。於二零零六年已對上述兩筆款項作出準備。

本集團已於二零零六年針對晶科信息採取法律行動。法律行動仍然在進行中，但於結算日並未收到晶科信息之任何償還款項。

Balances with joint ventures were unsecured, interest-free and repayable on demand.

In March 2004, the Group entered into a loan agreement with Jingke Information, a joint venture of the Group, pursuant to which the Group agreed to provide a non-revolving secured loan of up to RMB15,000,000 (equivalent to approximately HK\$14,151,000) to Jingke Information. The loan carried interest at HKBC prime rate. The effective interest rate in 2006 ranged between 7.75% and 8% per annum. The loan was secured by each of the shareholders of Jingke Information by charging their respective equity interests in Jingke Information to the Group. The loan principal and the related interest were expired on 31st December, 2005. In addition, Jingke Information also owes to the Group an amount of RMB\$8,000,000 (equivalent to approximately HK\$7,547,000). Allowances for both amounts were made in 2006.

Legal action had been undertaken by the Group against Jingke Information in 2006. The legal actions is still in process, no repayment had been received from Jingke Information at the balance sheet date.

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截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

20. 於合資企業之權益－本集團 (續)

本集團合資企業之財務資料概要呈列如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
總資產	Total assets	41,465	40,905
總負債	Total liabilities	(41,929)	(41,340)
負債淨額	Net liabilities	(464)	(435)
本集團應佔合資企業之資產淨值	Group's share of net assets of joint ventures	–	–
營業額	Turnover	26,491	23,316
年度溢利／(虧損)	Profit/(Loss) for the year	49	(27,117)
本集團應佔合資企業之年度業績	Group's share of results of joint ventures for the year	–	(13,608)

20. INTERESTS IN JOINT VENTURES – GROUP (Continued)

The summarised financial information in respect of the Group's joint ventures are set out below:

本集團合資企業之詳情如下：

Particulars of the Group's joint ventures are as follows:

公司名稱 Company name	商業結構 形式 Form of business structure	成立及 營運地點 Place of establishment and operations	百分比 Percentage of			主要業務 Principal activities
			所有者權益 Ownership interest	投票權 voting power	盈利分成 Profit sharing	
			所有權 Ownership interest	投票權 voting power	盈利分成 Profit sharing	
武漢晶科信息產業有限公司 Wuhan Jingke Information Industry Co., Ltd.	註冊成立 Incorporate	中國 PRC	51	40	51	製造及銷售電子元件 Manufacture and sale of electronic components
武漢晶科電子有限公司 Wuhan Jingke Electronic Co., Ltd.	註冊成立 Incorporate	中國 PRC	51	40	51	於清盤中 In the process of liquidation

本集團之合資企業由本公司間接持有。本集團於合資企業之權益未列作附屬公司，原因是本集團對該等實體之控制受合資企業協議若干條文限制。董事認為，本集團未有單方面控制合資企業之董事會，但可對該等實體施加重大影響力。因此，本集團於該等合資企業之權益按權益會計法計算。

The Group's joint ventures are indirectly held by the Company. The Group's interests in the joint ventures are not accounted for as subsidiaries because the Group's controls over these entities are restricted by certain provisions in the joint venture agreements. In the opinion of the directors, the Group does not have unilateral control of the boards of directors but can jointly control, with the other shareholders, over these entities. Accordingly, equity method of accounting is used to account for the Group's interests in these joint ventures.

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20. 於合資企業之權益 – 本集團 (續)

本集團已終止確認其應佔合資企業之虧損。本年度及累計之未確認應佔該等合資企業款額如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
本年度未確認應佔合資企業虧損	Unrecognised share of losses of joint ventures for the year	-	222
累計未確認應佔合資企業虧損	Accumulated unrecognised share of losses of joint ventures	197	222

20. INTERESTS IN JOINT VENTURES – GROUP (Continued)

The Group has discontinued recognition of its share of losses of the joint ventures. The amounts of unrecognised share of those joint ventures, both for the years and cumulatively, are as follows:

21. 商譽 – 本集團

商譽賬面金額之主要變動乃由於收購Twente所致(附註38(a))。商譽之賬面淨額分析如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
於一月一日	At 1st January		
賬面總額	Gross carrying amount	-	-
累計減值	Accumulated impairment	-	-
於一月一日之賬面淨額	Net carrying amount 1st January	-	-
於一月一日之賬面淨額	Net carrying amount at 1st January	-	-
收購一間附屬公司	Acquisition of a subsidiary	11,297	-
減值虧損	Impairment losses	(11,297)	-
匯兌淨差額	Net exchange differences	-	-
於二零零七年十二月三十一之賬面淨額	Net carrying amount at 31st December, 2007	-	-
於二零零七年十二月三十一日	At 31st December, 2007		
賬面總額	Gross carrying amount	-	-
累計減值	Accumulated impairment	-	-
賬面淨額	Net carrying amount	-	-

21. GOODWILL – GROUP

The main changes in the carrying amounts of goodwill result from the acquisition of Twente (note 38(a)). The net carrying amount of goodwill is analysed as follows:

參考國內政府部門針對國外投資者持有物業投資而實施的措施，本公司董事已審閱於收購一家附屬公司Twente而產生之商譽賬面值，該附屬公司於北京持有若干投資物業。於二零零七年十二月三十一日之11,297,000港元商譽減值虧損已於損益表內確認。可收回金額根據其公平值減銷售成本參照專業估值師編製之估值報告之市值而釐定。

With reference to the measures formulated by the local authorities on the property investments held by foreign investors, the directors of the Company have reviewed the carrying value of goodwill arising on the acquisition of its subsidiary, Twente, which holds certain investment properties in Beijing. An impairment loss of HK\$11,297,000 on goodwill as at 31st December, 2007 was recognised in the income statement. The recoverable amount is determined based on its fair value less cost to sell by reference to market value based on the valuation report prepared by professional valuer.

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22. 債務證券投資－本集團

該結餘乃以人民幣結算之中國非上市債務證券。證券投資之實際年利率為5.87厘(二零零六年：5.25厘)。

22. INVESTMENTS IN DEBT SECURITIES – GROUP

The balance represents the unlisted debt securities in the PRC denominated in RMB. The effective interest rate of the investments in securities is 5.87% (2006: 5.25%) per annum.

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
非上市債券證券	Unlisted debt securities	15,956	15,000

非上市債券由兩間於中國具高信譽之機構發行。該等兩項債務證券所籌募之資金用於產生穩健現金流之切實可靠之項目。

The unlisted debt securities were issued by two institutions in the PRC, which have high reputation in the PRC. The fund raised under these two debt securities are used for sound and reliable projects with steady cashflow.

投資證券之已訂約到期日期如下：

The contracted maturity dates of investment securities are as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
非上市債務證券：	Unlisted debt securities:		
一年內	Within one year	15,956	–
多於一年但少於五年	In more than one year but not more than five years	–	15,000
		15,956	15,000

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23. 待售物業－本集團

23. PROPERTIES HELD FOR SALE – GROUP

		附註	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
		Notes		
成本	Cost		479,840	304,840
減：減值虧損撥備	Less: Provision for impairment loss	(a)	–	(40,840)
			479,840	264,000
位於香港，按中期租約持有	In Hong Kong, held on medium term lease	(b)	175,000	–
位於中國，按長期租約持有	In the PRC, held on long term lease		304,840	264,000
			479,840	264,000

附註：

(a) 於二零零六年十二月三十一日，經參考當時之公開市值針對待售物業的成本作40,840,000港元之減值虧損撥備，以可變現淨值重列。鑒於當前市值高於該成本，董事認為毋須作出撥備，該等撥備已於年內悉數撥回。

(b) 於二零零七年十二月，本集團與一名獨立第三方訂立一份買賣協議，據此以代價100,856,000港元出售於香港持作銷售之若干物業單元。該等交易預期將於二零零八年五月前完成。

於二零零八年二月，本集團與一名獨立第三方訂立另一份臨時買賣協議，據此以代價215,000,000港元出售於香港持作銷售之餘下物業單元。該等交易預期將於二零零八年三月前完成。

Notes:

(a) As at 31st December, 2006, provision of impairment loss of HK\$40,840,000 was made against the cost of properties held for sale to reinstate to net realisable values with reference to the then open market value. This provision was reversed in full amount during the year as the directors consider that this is not required in view of the current market value which is now higher than the cost.

(b) In December 2007, a sale and purchase agreement was entered into between the Group and an independent third party to sell certain units of the properties held for sale in Hong Kong for a consideration of HK\$100,856,000. This transaction is expected to be completed before May 2008.

In February 2008, another provisional sale and purchase agreement was entered into between the Group and an independent third party to sell the remaining units of the properties held for sale in Hong Kong for a consideration of HK\$215,000,000. This transaction is expected to be completed before March 2008.

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24. 貿易及其他應收賬款、預付款項及按金－本集團

本集團內部設有明確之信貸政策。一般信貸期為一至三個月，惟若干已建立良好業務關係之客戶可享有最長一年之信貸期。每位客戶均有最高信貸限額。本集團致力嚴格控制未清償之應收款項，以盡量降低其信貸風險。高級管理層定期審閱過期結餘。

應收賬款	Trade receivables
其他應收款項、預付款項及按金	Other receivables, prepayments and deposits

24. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS – GROUP

A defined credit policy is maintained within the Group. The general credit terms range from one to three months, except for certain well-established customers, where the terms are further extended to a maximum of one year. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables to minimise its credit risk. Overdue balances are regularly reviewed by senior management.

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
		1,194	–
		1,818	2,170
		3,012	2,170

本集團董事認為，貿易及其他應收賬款之公平值與其賬面金額並不存在重大差異，原因是該等金額自起始日期起具有較短到期期限。

The director of the Group considered that the fair values of trade and other receivables are not materially different from their carrying amount because these amounts have short maturity periods on their inception.

所有貿易應收賬款於二零零七年十二月三十一日均未屆滿。於結算日，應收賬款減準備按發票日期所作之賬齡分析如下：

All trade receivable are not past due as at 31st December, 2007. An aged analysis of the trade receivables at the balance sheet date, based on invoice date, net of allowances, is as follows:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
30日內	Within 30 days	446	–
31至90日	31 to 90 days	748	–
		1,194	–

所有貿易及其他應收賬款均已按減值指標進行審閱。

All trade and other receivables have been reviewed for indicators of impairment.

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25. 銀行結餘、存款及現金

25. BANK BALANCES, DEPOSITS AND CASH

		本集團 Group		本公司 Company	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
銀行現金及手頭現金	Cash at bank and in hand	165,575	73,686	1,047	9,901
短期銀行存款	Short-term bank deposits	62,563	144,576	38,645	102,033
		228,138	218,262	39,692	111,934

銀行結餘、存款及現金包括本集團及本公司所持有之現金及原到期日為三個月或更少而年率介乎0.33厘至6.18厘(二零零六年：介乎0.72厘至5.27厘)之短期銀行存款。現金及現金等值項目之賬面值與其公平值相若。

Bank balances, deposits and cash comprise cash held by the Group and the Company and short-term bank deposits with originally maturity of three months or less, and carry interests ranging from 0.33% to 6.18% (2006: 0.72% to 5.27%) per annum. The carrying amounts of the cash and cash equivalents approximate their fair values.

現金及現金等值項目包含以下部分：

Cash and cash equivalents include the following components:

		二零零七年 2007	二零零六年 2006
人民幣（「人民幣」）	Renminbi ("RMB")	人民幣 RMB152,382元	人民幣 RMB80,840元
美元（「美元」）	United States dollars ("US\$")	US\$ 889美元	US\$ 12,852美元

人民幣不可自由兌換成其他貨幣，但根據「中國外匯管理規定」及「結匯、售匯及付匯管理規定」，本集團獲准許透過授權可從事外匯業務之銀行將人民幣兌換為其他貨幣。

RMB is not freely convertible into other currencies, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

26. 出售附屬公司應收代價之結餘

該等款項已於年內悉數償還，有關詳情載於附註39(b)。

26. BALANCE OF CONSIDERATION RECEIVABLE FROM DISPOSALS OF SUBSIDIARIES

This has been fully repaid during the year and is detailed in note 39(b).

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27. 應收貸款－本集團

27. LOAN RECEIVABLES – GROUP

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
就呈報而言之應收貸款分析：	Loan receivables analysed for reporting purposes as:		
非流動部分	Non-current portion	3,000	–
流動資產	Current assets	110,891	1,201
		113,891	1,201

包括於應收貸款內，以其他除功能性貨幣外之貨幣相關實體列值之金額如下：

Included in loan receivables are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

		二零零七年 2007	二零零六年 2006
澳洲元(「澳元」)	Australian dollars ("AUD")	澳元AUD 2,000,000	澳元AUD 200,000

於二零零七年十二月三十一日，上述應收貸款按下列方式抵押：

As at 31st December, 2007, the above loan receivables were secured by the followings:

- | | |
|--|--|
| (a) 一間於香港聯合交易所市場上市之公司發行66,000,000港元之可換股債券； | a) Convertible bonds amounted to HK\$66 million issued by a company listed on the SEHK; |
| (b) 一間非上市公司之10%股權； | b) 10% equity interest in an unlisted company; |
| (c) 一間於中國上市公司之10,000,000股股份； | c) 10,000,000 shares of a company listed in the PRC; |
| (d) 一間於澳洲上市公司之10,500,000股股份； | d) 10,500,000 shares of a company listed in Australia; |
| (e) 一間於聯交所上市之公司之一名執行董事所作之個人擔保；及 | e) A personal guarantee executed by an executive director of a company listed on the SEHK; and |
| (f) 兩項位於澳洲之物業。 | f) Two properties located in Australia. |

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27. 應收貸款－本集團(續)

除授予一家關連公司之貸款外，所有應收貸款均未逾期。未逾期亦未減值之應收借款之借款人最近並無拖欠紀錄。授予一家關連公司貸款之詳情如下：

27. LOAN RECEIVABLES – GROUP (Continued)

All loan receivables are not past due as at 31st December, 2007 except for a loan to a related party. Loan receivables that were neither past due nor impaired relate to a number of borrowers for whom there was no recent history of default. Particulars of the loan to a related party are as follows:

有關人士 名稱	擁有權益之 董事名稱 Name of interested director	於二零零七年 十二月三十一日 之結餘 Balance at 31st December, 2007 千港元 HK\$'000	於二零零六年 十二月三十一日 之結餘 Balance at 31st December, 2006 千港元 HK\$'000	於年內尚 未償還之 最高款額 Maximum amount outstanding during the year 千港元 HK\$'000
Hatch Projects Limited ("HPL")	謝錦輝			
Hatch Projects Limited ("HPL")	Tse Kam Fai	13,767	1,201	13,767

於二零零六年十二月十五日，本公司之全資附屬公司國泰集團有限公司(「國泰」)與HPL(一家於澳洲註冊成立之公司，從事物業投資業務，本集團擁有其10%之實際權益)訂立一份貸款協議。本公司委派一名董事擔任HPL之董事。根據貸款協議，國泰同意提供最多為5,000,000澳洲元(約相等於34,223,000港元)之現金墊款。年內，國泰已提供2,000,000澳元(約12,200,000港元)澳元之墊款予HPL，其中約1,190,000澳元(約7,259,000港元)HPL已於二零零八年二月償還。該等貸款乃以HPL所擁有之物業、HPL所有資產之押記契約及HPL之承諾、其他股東持有之HPL所有已發行股份之股份按揭及HPL Unit Trust之已發行單位之單位按揭作抵押。該等貸款年利率為17.5厘，並須於首次提用日期起一年內償還。該項貸款於二零零七年十二月三十一日逾期，當中810,000澳元預期將於二零零八年三月結清。

On 15th December, 2006, Cathay Holdings Limited ("Cathay"), a wholly-owned subsidiary of the Company, entered into a loan agreement with HPL, a company incorporated in Australia and is engaged in the business of property investment, in which the Group has 10% beneficial interests. The Company designated one of its directors as a director of HPL. Pursuant to the loan agreement, Cathay agreed to provide cash advances of up to AUD5,000,000 (equivalent to approximately HK\$34,223,000). During the year, Cathay advanced AUD2,000,000 (approximately HK\$12,200,000) to HPL of which AUD1,190,000 (approximately HK\$7,259,000) has been repaid by HPL in February 2008. The loan is secured by the properties owned by HPL, deed of charge over all the assets and undertakings of HPL, mortgage of shares over all the issued shares in HPL held by other shareholders, a mortgage of units over all the issued units in the HPL Unit Trust. The loan bears interest at 17.5% per annum and is repayable in one year from the first drawn date. The loan was past due as at 31st December, 2007, of which AUD810,000 was expected to be settled in March 2008.

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28. 可供銷售投資－本集團

28. AVAILABLE-FOR-SALE INVESTMENT – GROUP

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
股本證券	Equity securities		
非上市股份，按成本	Unlisted shares, at cost	–	45,853
減：已確認之減值虧損	Less: Impairment losses recognised	–	(5,853)
		–	40,000

該款項指本集團於中國成立之私人實體雲南綠大地生物科技股份有限公司（「雲南」）之17.78%股本權益，雲南初始乃本集團擁有20%權益之聯營公司，及由於截至二零零六年十二月三十一日止年度其他股東額外出資而於雲南之權益有所攤薄。

The amount represented the Group's 17.78% equity interests in Yunnan Green-Land Biological and Science Company Limited ("Yunnan"), a private entity established in the PRC. Yunnan initially was a 20% held associate of the Group and there was a dilution of interests in Yunnan due to additional capital contribution from other shareholders during the year ended 31st December, 2006.

於二零零六年十二月三十一日，董事參照出售本公司之全資附屬公司Treasure Land Enterprises Limited（「Treasure Land」）（持有雲南之權益）之買賣協議之代價審閱其賬面值，因此，本公司於綜合財務報表內確認減值虧損5,853,000港元。

At 31st December, 2006, the directors reviewed its carrying amount with reference to the consideration in a sale and purchase agreement to dispose of Treasure Land Enterprises Limited ("Treasure Land"), a wholly-owned subsidiary of the Group and which had the entire interests in Yunnan, and accordingly an impairment loss of HK\$5,853,000 was recognised in the consolidated financial statements.

29. 按公平值列入損益賬之金融資產－本集團及本公司

29. FINANCIAL ASSETS HELD AT FAIR VALUE THROUGH PROFIT AND LOSS – GROUP AND COMPANY

該款項乃於香港上市股本證券之投資，該等證券乃持有作買賣用途。該等投資之公平值已參照其於結算日之報價釐定。按公平值列入損益賬之金融資產於有關經營活動之小節中呈列，作為現金流量表中運營資本變動之一部分。

The amount represents the investments in Hong Kong listed equity securities which are held for trading. Fair value for these investments have been determined by reference to their quoted prices at the balance sheet date. Financial assets at fair value through profit or loss are presented within the section on operating activities as a part of changes in working capital in the cash flow statement.

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30. 其他應收款項、已收訂金及應計費用－本集團

於二零零七年十二月三十一日，包含在已收訂金內之29,792,000港元之結餘乃來自出售若干持有作銷售之物業及持有作銷售之投資物業。

30. OTHER PAYABLES, DEPOSITS RECEIVED AND ACCRUED CHARGES – GROUP

As at 31st December, 2007, the balance included the deposits received of HK\$29,792,000 for the sales of certain properties held for sale and disposals of investment properties held for sale.

31. 股本－本集團及本公司

本公司之股本僅包括普通股。所有股份均可收取股息及償還股本。

31. SHARE CAPITAL – GROUP AND COMPANY

The share capital of the Company consists only of ordinary shares. All shares are equally eligible to receive dividends and the repayment of capital.

		每股面值0.01港元 之股份數目		每股面值0.2港元 之股份數目		股本	
		Number of shares of HK\$0.01 each		Number of shares of HK\$0.2 each		Share capital	
		二零零七年 2007	二零零六年 2006	二零零七年 2007	二零零六年 2006	二零零七年 2007 千港元	二零零六年 2006 千港元
附註 Notes	'000	'000	'000	'000	HK\$'000	HK\$'000	
法定： 年初之普通股	Authorised: Ordinary shares at beginning of year	30,000,000	30,000,000	-	-	300,000	300,000
股份合併	Share consolidation	(30,000,000)	-	1,500,000	-	-	-
增加法定股本	Increase of authorised share capital	-	-	1,500,000	-	300,000	-
年終之普通股	Ordinary shares at end of year	-	30,000,000	3,000,000	-	600,000	300,000
已發行及繳足： 年初之普通股	Issued and fully paid: Ordinary shares at beginning of year	17,223,311	14,353,311	-	-	172,233	143,533
發行新股份	Issuances of new shares	2,739,130	-	35,000	-	34,391	-
股份合併	Share consolidation	(19,962,441)	-	998,122	-	-	-
認購新股	Subscription of new shares	-	2,870,000	206,600	-	41,320	28,700
年終之普通股	Ordinary shares at end of year	-	17,223,311	1,239,722	-	247,944	172,233

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31. 股本—本集團及本公司 (續)

附註：

(a) 股份合併

根據於二零零七年二月十二日舉行之股東特別大會通過之一項普通決議案，本公司已發行及未發行股本中每20股每股面值0.01港元之股份合併為1股每股面值0.2港元之股份，自二零零七年二月十三日起生效。本公司之法定股本仍為300,000,000港元，但分為1,500,000,000股股份，每股面值0.2港元。

(b) 增加法定股本

透過額外增設1,500,000,000股每股面值0.20港元之普通股，將本公司之法定股本從300,000,000港元(分為1,500,000,000股普通股，每股面值0.2港元)增加至600,000,000港元(分為3,000,000,000股普通股，每股面值0.20港元)。增加法定股本已於二零零七年五月二十五日舉行之股東週年大會上獲本公司股東批准。

(c) 發行新股份

於二零零七年一月二十三日，本公司通過發行2,739,130,434股每股面值0.01港元之普通股(每股作價0.025港元)增加已發行股本。發行該等新股份用作收購Twente 51%股權之代價及於Twente之相關貸款餘額，有關詳情載於附註38(a)(i)。

於二零零七年三月十八日，本公司通過發行35,000,000股每股面值0.2港元之普通股(每股作價0.5港元)增加已發行股本。發行該等新股份用作收購Sharp World Investments Limited 100%股權之代價及股東貸款，有關詳情載於附註38(a)(ii)。

(d) 認購新股

於二零零七年六月七日，本公司與一名獨立第三方訂立認購協議，據此以每股0.62港元之認購價認購110,000,000股每股面值0.2港元之普通股。經扣除所有相關開支後，認購股份之所得款項淨額約為68,100,000港元。本公司擬將此所得款項淨額用作本公司將物色之若干適當投資。

31. SHARE CAPITAL – GROUP AND COMPANY

(Continued)

Notes:

(a) Share consolidation

Pursuant to an ordinary resolution passed at the special general meeting held on 12th February, 2007, with effect from 13th February, 2007, twenty shares of HK\$0.01 each of the issued and unissued share capital of the Company were consolidated into one share of HK\$0.2 each. The authorised share capital of the Company remained at HK\$300,000,000 but was divided into 1,500,000,000 shares of HK\$0.2 each.

(b) Increase of authorised share capital

The authorised share capital of the Company of HK\$300,000,000 divided into 1,500,000,000 ordinary shares of HK\$0.2 each was increased to HK\$600,000,000 divided into 3,000,000,000 ordinary shares of HK\$0.20 each by the creation of an additional 1,500,000,000 ordinary shares of HK\$0.20 each. The increase in authorised capital was approved by the shareholders of the Company at the annual general meeting held on 25th May, 2007.

(c) Issuance of new shares

On 23rd January, 2007, the issued share capital was increased by the issue of 2,739,130,434 ordinary shares of HK\$0.01 each at the price of HK\$0.025 per share. The issuance of new shares is used as the consideration for acquiring 51% equity interest and respective loan balance in Twente as detailed in note 38(a)(i).

On 18th March, 2007, the issued share capital was increased by the issue of 35,000,000 ordinary shares of HK\$0.2 each at the price of HK\$0.5 per share. The issuance of new shares is used as the consideration for acquiring 100% equity interest and the shareholder's loan in Sharp World Investments Limited as detailed in note 38(a)(ii).

(d) Subscription of new shares

On 7th June, 2007, the Company entered into a subscription agreement with an independent third party to subscribe 110,000,000 ordinary shares of HK\$0.2 each at the subscription price of HK\$0.62 per share. The net proceeds from the subscription of shares, after deducting all related expenses, were approximately HK\$68.1 million. The Company intended to use the net proceeds to invest in some suitable investments to be identified by the Company.

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

31. 股本—本集團及本公司 (續)

於二零零七年七月五日，本公司與一名獨立第三方訂立認購協議，據此以每股0.53港元之認購價認購96,600,000股每股面值0.2港元之普通股。經扣除所有相關開支後，認購股份之所得款項淨額約為51,100,000港元。本公司擬將該等所得款項淨額用作一間附屬公司之股東貸款，作為其收購物業之款項。

(e) 發行非上市認股權證

於二零零七年十月八日，本公司與華富證券有限公司(「華富」)訂立一份配售協議，據此，華富將作為承配人，按每份認股權證0.015港元最多可認購240,000,000份認股權證。該等非上市認股權證附帶兩份認購權利，即自發行認股權證首日至發行認股權證24個月期間內可按每股0.42港元認購本公司之新股份，以及自發行認股權證第25個月之首日至發行認股權證第36個月屆滿期間內可按每股0.45港元認購。兩個認購價均可作出調整，每份認股權證附帶認購本公司1股新股份之權利。

緊隨完成後將籌得所得款項淨額約3,600,000港元，並計入認股權證儲備。倘認股權證獲悉數行使，將進一步籌得資金最多100,800,000港元。本公司擬將所得款項用於本公司物色之投資項目。年內，並無行使任何認股權證，於二零零七年十二月三十一日未行使之認股權證為240,000,000份。

32. 購股權

按本公司於二零零二年五月三十日舉行之股東週年大會上通過之普通決議案，本公司採納一項新購股權計劃(「新計劃」)。新計劃取代於二零零零年十一月十七日採納之購股權計劃(「舊計劃」)，惟並不影響於舊計劃終止前根據舊計劃授出之任何購股權。採納新計劃後，概無按舊計劃授出其他購股權。

31. SHARE CAPITAL – GROUP AND COMPANY

(Continued)

On 5th July, 2007, the Company entered into a subscription agreement with an independent third party to subscribe 96,600,000 ordinary shares of HK\$0.2 each at the subscription price of HK\$0.53 per share. The net proceeds from the subscription of share, after deducting all related expenses, were approximately HK\$51.1 million. The Company intended to use the net proceeds as a shareholder's loan to one of its subsidiary for acquisition of property.

(e) Issuance of unlisted warrants

On 8th October, 2007, the Company entered into a placing agreement with Quam Securities Company Limited ("Quam") that Quam will procure for placees to subscribe for up to 240,000,000 unlisted warrants at HK\$0.015 per warrant. The unlisted warrants conferring the rights to subscribe for new shares of the Company at HK\$0.42 per share for a period of 24 months from the date of issue of the warrants and at HK\$0.45 per share for a period from the first day of 25th month after the date of issue of the warrants up to the expiry of the 36th month from the date of issue of warrants. Each of the subscription prices is subject to adjustments. Each warrant carries the right to subscribe for one new share of the Company.

The net proceeds of approximately HK\$3.6 million is raised immediately and included in the warrant reserve. If the warrants are exercised in full, further funds of up to HK\$100.8 million will be raised. The Company intended to use the proceeds for investment in projects to be identified by the Company. During the year, no warrants have been exercised and there are 240,000,000 warrants outstanding as at 31st December, 2007.

32. SHARE OPTIONS

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 30th May, 2002, a new share option scheme (the "New Scheme") was adopted by the Company. The New Scheme replaced the share option scheme adopted on 17th November, 2000 (the "Old Scheme") but without prejudice to any share option previously granted under the Old Scheme prior to its termination. Since the adoption of the New Scheme, no further options can be granted under the Old Scheme.

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32. 購股權 (續)

本公司設立新計劃，旨在嘉獎及酬謝對推動本集團業務成功之合資格參與人。新計劃之合資格參與人包括董事（包括執行及非執行董事）、本集團其他僱員及本集團不時之專業顧問及業務顧問（董事認為對本集團發展及增長曾經或可能作出貢獻者）。新計劃於二零零二年五月三十日生效，且除非以其他方式註銷或修訂，將自該日期起10年期間內有效。

除非獲本公司股東批准，因行使按新計劃或本公司採納之任何其他購股權計劃將予授出之所有購股權而可予發行之股份總數，不得超過本公司於採納日期已發行股份之10%。

除非獲本公司股東批准，於任何十二個月期間，每位參與人按新計劃或本公司採納之任何其他購股權計劃獲授之購股權（包括已行使及尚未行使）行使時，已發行及將予發行之本公司股份總數，不得超過本公司已發行股份之1%。如授出之購股權涉及之股份數目超逾以上限額，須在股東大會上獲股東批准。

因行使按新計劃及本公司之任何其他計劃已授出但尚未行使之所有購股權而可予發行之股份總數，不得超過不時已發行股份之30%。如授出購股權將導致超逾以上限額，則不得根據本公司任何購股權計劃授出購股權。

如向本公司董事、主要行政人員或主要股東或彼等各自之聯繫人授出購股權，事前須經獨立非執行董事（不計身為購股權候任承授人之任何獨立非執行董事）批准。此外，如於任何十二個月期間向本公司主要股東或獨立非執行董事或彼等各自之聯繫人授出之購股權涉及之股份數目超逾本公司於任何時間已發行股份之0.1%，及總值（按本公司股份於授出日期之正式收市價計算）超逾5,000,000港元，事前須在股東大會上獲股東批准。

32. SHARE OPTIONS (Continued)

The Company operates the New Scheme for the purpose of providing incentives and reward to eligible participants who contribute to the success of the Group's operations. Eligible participants of the New Scheme include the directors (including executive and non-executive directors), other employees and any professional advisor and business consultant of the Group from time to time determined by the directors as having contributed or who may contribute to the development and growth of the Group. The New Scheme became effective on 30th May, 2002 and, unless otherwise cancelled or amended, remains in force for 10 years from that date.

Unless approved by shareholders of the Company, shares which may be issued upon exercise of all options to be granted under the New Scheme or any other share option scheme adopted by the Company must not in aggregate exceed 10% of the shares of the Company in issue on the date of adoption.

Unless approved by shareholders of the Company, the total number of shares of the Company issued and to be issued upon the exercise of the options granted to each participant including both exercised and unexercised options under the New Scheme or any other share option scheme adopted by the Company in any 12-month period must not exceed 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject shareholder's approval in a general meeting.

The limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other schemes of the Company must not exceed 30% of the shares in issue from time to time. No options may be granted under any share option schemes of the Company if this will result in the limit being exceeded.

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

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32. 購股權 (續)

授出購股權之建議由提出建議當日起計 28 日內可供接納，惟承授人須支付合共 1 港元之象徵式代價。每份購股權於該份購股權被接納當日（行使期間之開始）起即已歸屬。於購股權獲接納當日起計一星期至董事將知會每位承授人之日期（不得遲於新計劃採納當日起計 10 年）止之期間內，購股權可隨時按新計劃之條款行使。

因行使購股權將予發行之本公司股份之認購價不得低於以下各項中之較高數值：(i) 本公司股份於授出日期在聯交所發出之每日報價表所示之收市價；(ii) 本公司股份於緊接授出日期前五個營業日在聯交所發出之每日報價表所示之收市價平均值；及 (iii) 本公司股份於授出日期之面值。董事會將於向參與人提呈購股權時釐定認購價。

於採納新計劃十週年當日以後，不可再按新計劃授出購股權。

32. SHARE OPTIONS (Continued)

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of nominal consideration of HK\$1 in total by the grantee. Each share option vested immediately at the date when the option is accepted, which is the commencement of the exercise period. An option may be exercised in accordance with the term of the New Scheme at any time during the period commencing one week from the date on which the option is accepted and expiring on a date to be notified by the directors to each grantee, which shall not be more than 10 years from the date on which the New Scheme is adopted.

The subscription price for the shares of the Company to be issued upon exercise of the options shall be no less than the higher of (i) the closing price of the shares of the Company as stated in the daily quotation sheet issued by the SEHK on the date of grant; (ii) the average closing price of the shares of the Company as stated in the daily quotation sheets issued by the SEHK for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share of the Company on the date of grant. The subscription price will be established by the board of directors at the time the option is offered to the participants.

No options may be granted under the New Scheme after the date of the 10th anniversary of the adoption of the New Scheme.

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

32. 購股權 (續)

舊計劃

於截至二零零七年十二月三十一日止兩個年度各年內，本公司根據舊計劃向本集團執行董事及全職僱員授出購股權以認購本公司股份，詳情如下：

32. SHARE OPTIONS (Continued)

Old Scheme

Details of options granted by the Company under the Old Scheme to the executive directors and full-time employees of the Group to subscribe for shares in the Company during each of the two years ended 31st December, 2007 are as follows:

參與人姓名及類別 Name or category of participants	購股權授出日期 * Date of grant of share options *	購股權之行使價 Exercise price of share options (附註 (i)) (note (i))	購股權數目 Number of share options		
			於二零零七年 一月一日 尚未行使 Outstanding at 1st January, 2007 (附註 (ii)) (note (ii))	年內失效 Lapsed during the year	於二零零七年 十二月三十一日 尚未行使 Outstanding at 31st December, 2007
董事 Directors					
李國精先生 Mr. Lee Kuo Ching, Stewart	一九九七年七月七日 7th July, 1997	7.60	45,000	(45,000)%	–
前任董事 Former director					
陳潮先生 Mr. Chen Chao	二零零一年三月九日 9th March, 2001	3.89	1,500,000	(1,500,000)#	–
			1,545,000	(1,545,000)	–
其他僱員 Other employees					
合共 In aggregate	二零零一年三月九日 9th March, 2001	3.89	450,000	(450,000)#	–
	二零零一年三月九日 9th March, 2001	3.89	3,000,000	(3,000,000)#	–
	二零零一年三月九日 9th March, 2001	3.89	75,000	–	75,000
	二零零一年七月二十三日 23rd July, 2001	3.89	15,203	(15,203)%	–
	二零零一年八月十三日 13th August, 2001	3.89	37,500	(37,500)%	–
			3,577,703	(3,502,703)	75,000
			5,122,703	(5,047,703)	75,000
加權平均行使價 Weighted average exercise price			3.9226	3.9231	3.8900

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

32. 購股權 (續)

32. SHARE OPTIONS (Continued)

參與人姓名及類別 Name or category of participants	購股權類型 Share option type	購股權授出日期* Date of grant of Share options*	購股權行使期間** Exercise period of share options**	購股權行使價*** Exercise price of share options***	購股權數目 Number of share options		
					於二零零六年 一月一日 尚未行使 Outstanding at 1st January, 2006	於二零零六年 十二月三十一日 期內失效 Lapsed during the period	於二零零六年 十二月三十一日 尚未行使 Outstanding at 31st December, 2006
董事 Directors							
李國精先生 Mr. Lee Kuo Ching, Stewart	一九九七年 1997	一九九七年 七月七日 7th July, 1997	一九九七年七月十五日至 二零零七年七月十四日 15th July, 1997 to 14th July, 2007	0.38	900,000	-	900,000
前任董事 Former director							
陳潮先生 Mr. Chen Chao	二零零一年 2001	二零零一年 三月九日 9th March, 2001	二零零一年三月二十日至 二零一零年十一月十六日 21st March, 2001 to 16th November, 2010	0.1945	30,000,000	-	30,000,000
		二零零一年 三月九日 9th March, 2001	二零零一年三月二十一日至 二零一零年十一月十六日 21st March, 2001 to 16th November, 2010	0.1945	30,000,000	(30,000,000) [#]	-
		二零零一年 七月二十三日 23rd July, 2001	二零零一年一月一日至 二零零六年十二月三十一日 1st January, 2001 to 31st December, 2006	0.1945	2,580,000	(2,580,000) [#]	-
		二零零一年 七月二十三日 23rd July, 2001	二零零二年七月一日至 二零零七年六月三十日 1st July, 2002 to 30th June, 2007	0.1945	2,580,000	(2,580,000) [#]	-
					66,060,000	(35,160,000)	30,900,000

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

32. 購股權 (續)

32. SHARE OPTIONS (Continued)

參與人姓名及類別 Name or category of participants	購股權類型 share option type	購股權授出日期* Date of grant of Share options*	購股權行使期間** Exercise period of share options**	購股權行使價*** Exercise price of share options***	購股權數目 Number of share options		
					於二零零六年一月一日尚未行使 Outstanding at 1st January, 2006	於二零零六年十二月三十一日期內失效 Lapsed during the period at 31st December, 2006	於二零零六年十二月三十一日尚未行使 Outstanding at 31st December, 2006
其他僱員 Other employees							
合共 In aggregate	二零零一年 2001	二零零一年 三月九日 9th March, 2001	二零零一年三月二十日至 二零一零年十一月十六日 20th March, 2001 to 16th November, 2010	0.1945	9,000,000	-	9,000,000
	二零零一年 2001	二零零一年 三月九日 9th March, 2001	二零零一年三月二十一日至 二零一零年十一月十六日 21st March, 2001 to 16th November, 2010	0.1945	60,000,000	-	60,000,000
	二零零一年 2001	二零零一年 三月九日 9th March, 2001	二零零一年三月二十二日至 二零零七年十一月十六日 22nd March, 2001 to 16th November, 2007	0.1945	1,500,000	-	1,500,000
	二零零一年 2001	二零零一年 七月二十三日 23rd July, 2001	二零零一年八月二日至 二零零六年七月二十六日 2nd August, 2001 to 26th July, 2006	0.1945	25,000,000	(25,000,000)#	-
	二零零一年 2001	二零零一年 七月二十三日 23rd July, 2001	二零零一年八月十五日至 二零零六年八月八日 15th August, 2001 to 8th August, 2006	0.1945	48,862,800	(48,862,800)#	-
	二零零一年 2001	二零零一年 七月二十三日 23rd July, 2001	二零零二年一月一日至 二零零七年十二月三十一日 1st January, 2002 to 31st December, 2007	0.1945	25,966,050	(25,966,050)#	-

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

32. 購股權 (續)

32. SHARE OPTIONS (Continued)

參與人姓名及類別 Name or category of participants	購股權類型 share option type	購股權授出日期* Date of grant of Share options*	購股權行使期間** Exercise period of share options**	購股權行使價*** Exercise price of share options***	購股權數目 Number of share options		
					於二零零六年 一月一日 尚未行使 Outstanding at 1st January, 2006	於二零零六年 十二月三十一日 期內失效 Lapsed during the period	於二零零六年 十二月三十一日 尚未行使 Outstanding at 31st December, 2006
	二零零一年 2001	二零零一年 七月二十三日 23rd July, 2001	二零零二年一月一日至 二零零七年十二月三十一日 1st January, 2002 to 31st December, 2007	0.1945	1,054,100	(1,054,100)*	-
	二零零一年 2001	二零零一年 七月二十三日 23rd July, 2001	二零零二年七月一日至 二零零七年六月三十日 1st July, 2002 to 30th June, 2007	0.1945	27,020,150	(26,716,050)#	304,100
	二零零一年 2001	二零零一年 八月十三日 13th August, 2001	二零零二年一月一日至 二零零六年十二月三十一日 1st January, 2002 to 31st December, 2006	0.1945	750,000	(750,000)#	-
	二零零一年 2001	二零零一年 八月十三日 13th August, 2001	二零零二年七月一日至 二零零七年六月三十日 1st July, 2002 to 30th June, 2007	0.1945	750,000	-	750,000
					199,903,100	(128,349,000)	71,554,100
					265,963,100	(163,509,000)	102,454,100
加權平均行使價 Weighted average exercise price					0.1951	0.1945	0.1961

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

32. 購股權 (續)

新計劃

於截至二零零七年十二月三十一日止兩個年度各年內，本公司根據新計劃向本集團僱員授出購股權以認購本公司股份，詳情如下：

32. SHARE OPTIONS (Continued)

New scheme

Details of options granted by the Company under the New Scheme to the employees of the Group to subscribe for shares in the Company during each of the two years ended 31st December, 2007 are as follows:

參與人姓名及類別 Name or category of participants	購股權之授出日期* Date of grant of share options*	購股權之行使期間** Exercise period of share options**	購股權之行使價*** Exercise price of share options***	購股權數目 Number of share options		
				於二零零七年一月一日 Outstanding at 1st January, 2007 (附註(ii)) (note(ii))	年內已授出 Granted during the year	於二零零七年十二月三十一日尚未行使 Outstanding at 31st December, 2007
董事 Directors						
王聰德先生 Mr. Wong Chung Tak	二零零七年二月十二日 12th February, 2007	二零零七年二月二十一日至 二零一二年五月二十九日 21st February, 2007 to 29th May, 2012	0.72	-	7,100,000	7,100,000
謝錦輝先生 Mr. Tse Kam Tai	二零零七年二月十二日 12th February, 2007	二零零七年二月二十一日至 二零一二年五月二十九日 21st February, 2007 to 29th May, 2012	0.72	-	7,100,000	7,100,000
王文俊先生 Mr. Wong Ngo, Derick	二零零七年二月十二日 12th February, 2007	二零零七年二月二十一日至 二零一二年五月二十九日 21st February, 2007 to 29th May, 2012	0.72	-	6,900,000	6,900,000
莊嘉俐小姐 Miss Chong Kally	二零零七年二月十二日 12th February, 2007	二零零七年二月二十一日至 二零一二年五月二十九日 21st February, 2007 to 29th May, 2012	0.72	-	6,900,000	6,900,000
				-	28,000,000	28,000,000
其他僱員 Other employees						
合共 In aggregate	二零零三年十月十四日 14th October, 2003	二零零三年十一月二十八日至 二零零八年十一月二十六日 28th November, 2003 to 26th November, 2008	1.508 (附註(i)) (note(i))	750,000	-	750,000
	二零零七年二月十二日 12th February, 2007	二零零七年二月二十一日至 二零一二年五月二十九日 21st February, 2007 to 29th May, 2012	0.72	-	13,800,000	13,800,000
				750,000	13,800,000	14,550,000
合資格參與人 Eligible participants	二零零七年二月十二日 12th February, 2007	二零零七年二月二十一日至 二零一二年五月二十九日 21st February, 2007 to 29th May, 2012	0.72	-	7,100,000	7,100,000
				750,000	48,900,000	49,650,000
加權平均行使價 Weighted average exercise price				1.508	0.7200	0.7319

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

32. 購股權 (續)

新計劃 (續)

32. SHARE OPTIONS (Continued)

New scheme (Continued)

參與人姓名及類別 Name or category of participants	購股權之授出日期* Date of grant of share options*	購股權之行使期間** Exercise period of share options**	購股權之行使價*** Exercise price of share options***	購股權數目 Number of share options		於二零零六年 十二月三十一日 尚未行使 Outstanding at 31st December, 2006
				於二零零六年 一月一日 Outstanding at 1st January, 2006 (附註(ii)) (note(ii))	年內已授出 Granted during the year	
其他僱員 Other employees	二零零三年十月十四日 14th October, 2003	二零零三年一月二十八日至 二零零八年十一月二十六日 28th November, 2003 to 26th November, 2008	0.0754	20,000,000	(5,000,000)#	15,000,000

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

32. 購股權 (續)

新計劃 (續)

- (a) 於二零零七年一月一日尚未行使之授予李國精先生之購股權乃根據本公司於一九九七年六月十日舉行之股東週年大會上股東授予董事之一般授權。
- (b) 陳潮先生於二零零六年七月十七日辭任本公司之非執行董事職務，並擔任本公司之高 級顧問至二零零六年十二月三十一日。
- (i) 於股份合併(每20股每股0.01港元之股份合併為1股每股0.20港元之股份)自二零零七年二月十三日生效後，每股0.3800港元、0.1945港元及0.0754港元之行使價分別調整為每股7.60港元、3.89港元及1.508港元。
- (ii) 於股份合併自二零零七年二月十三日生效後，未行使之購股權乃按每20股股份合併為1股股份之基準進行合併後之購股權。
- * 該等購股權之待權期自授出日期直至行使期之開始日期。
- ** 行使期將於承授人辭任後三個月失效。
- *** 倘本公司之股本出現現金增資或派送紅利或其他類似變動，該等購股權之行使價可予 調整。
- # 該等購股權於承授人不再為本集團合資格參與者三個月後失效。
- % 該等購股權由於購股權之行使期屆滿而失效。

32. SHARE OPTIONS (Continued)

New scheme (Continued)

- (a) The share options outstanding as at 1st January, 2007 granted to Mr. Lee Kuo Ching, Stewart were in accordance with the general mandate granted by the shareholders to the directors at the annual general meeting of the Company held on 10th June, 1997.
- (b) Mr. Chen Chao resigned as non-executive director of the Company on 17th July, 2006 and acted as the senior consultant of the Company up to 31st December, 2006.
- (i) Upon the share consolidation of every 20 shares of HK\$0.01 each into 1 share of HK\$0.20 each became effective on 13th February, 2007, the exercise prices of HK\$0.3800, HK\$0.1945 and HK\$0.0754 per share were adjusted to HK\$7.60, HK\$3.89 and HK\$1.508 per share respectively.
- (ii) Upon the share consolidation became effective on 13th February, 2007, the outstanding options were consolidated on the basis of 20 share options into 1 option.
- * The vesting period of the share options is from the date of grant until the commencement of the exercise period.
- ** The exercise period will lapse in three months after the resignation of grantee.
- *** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- # These share options were lapsed three months after the grantee ceased to be eligible participant of the Group.
- % These options were lapsed due to the expiry of the option's exercise period.

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

32. 購股權 (續)

新計劃 (續)

於二零零六年並無授出任何購股權。下列重大假設乃利用布萊克-蘇爾司期權價格公式計算於二零零七年授出之購股權之公平值：

		二零零七年 2007
授出日期	Date of grant	二零零七年二月十三日 13th February, 2007
預期波幅	Expected volatility	55.03%
預期行使日期	Expected Exercise Date	二零零八年二月十二日 12th February, 2008
無風險利率	Risk-free interest rate	4.13%
預期產生股息	Expected dividend yield	無 Nil

預期波幅基於本公司股價之歷史波幅，並根據可用公共資料，對任何預期變動調整至未來波幅。公式中使用之預期期限乃根據管理層之最佳估計進行調整。

合共約5,598,000港元之僱員薪酬開支已計入二零零七年之綜合損益表(二零零六年：無)，其相應金額已計入僱員薪酬儲備(附註33)。有關以股權結算之股份形式付款交易並無確認任何負債。

於二零零七年十二月三十一日，根據購股權計劃就其購股權已授出但仍未行使之股份之數目為49,725,000股(二零零六年：117,454,100股)，佔本公司於該日期已發行股份之4%(二零零六年：0.7%)，加權平均剩餘合約期限為4.0年(二零零六年：4.7年)。

32. SHARE OPTIONS (Continued)

New scheme (Continued)

No share options were granted in 2006. The following significant assumptions were used to derive the fair values of share options granted in 2007, using the Black-Scholes Option Pricing Model:

The expected volatility is based on the historical volatility of the Company's share price, adjusted for any expected changes to future volatility based on publicly available information. The expected life used in the model has been adjusted based on management's best estimate.

In total, approximately HK\$5,598,000 of employee compensation expense has been included in the consolidated income statement for 2007 (2006: Nil), the corresponding amount of which has been credited to employee compensation reserve (note 33). No liabilities were recognised on the equity-settled share-based payment transactions.

At 31st December, 2007, the number of shares in respect of which options had been granted and remain outstanding under the share option schemes was 49,725,000 (2006: 117,454,100) representing 4% (2006: 0.7%) of the shares of the Company in issue at that date and the weighted average remaining contractual life of 4.0 years (2006: 4.7 years).

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

33. 儲備

本集團

本集團之儲備金額及於當前及上一年度之變動呈列於綜合權益變動表，載於本財務報表第41至42頁。

本公司

33. RESERVES

Group

The amount of the Group's reserve and the movements for the current and prior year are presented in the consolidated statement of changes in equity on pages 41 to 42 of the financial statements.

Company

		股份溢價 Share premium 千港元 HK'\$000	繳納盈餘 Contributed surplus 千港元 HK'\$000	購股權儲備 Share option reserve 千港元 HK'\$000	認股權證儲備 Warrant reserve 千港元 HK'\$000	累積虧損 Accumulated losses 千港元 HK'\$000	總額 Total 千港元 HK'\$000
二零零六年一月一日	At 1st January, 2006	354,078	588,178	-	-	(332,879)	609,377
配售新股	Placing of new shares	57,400	-	-	-	-	57,400
有關配售股份 而產生之開支	Expenses incurred in connection with placing of shares	(2,426)	-	-	-	-	(2,426)
年內虧損	Loss for the year	-	-	-	-	(43,550)	(43,550)
於二零零六年十二月三十一日及 於二零零七年一月一日	At 31st December, 2006 and 1st January, 2007	409,052	588,178	-	-	(376,429)	620,801
認購新股	Subscription of new shares	78,078	-	-	-	-	78,078
發行新股	Issuance of new shares	51,587	-	-	-	-	51,587
有關認購股份 而產生之開支	Expenses incurred in connection with subscription of shares	(31)	-	-	-	-	(31)
授出購股權	Grant of share options	-	-	5,598	-	-	5,598
發行非上市認股權證	Issue of unlisted warrants	-	-	-	3,564	-	3,564
年內溢利	Profit for the year	-	-	-	-	3,723	3,723
於二零零七年十二月三十一日	At 31st December, 2007	538,686	588,178	5,598	3,564	(372,706)	763,320

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NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

33. 儲備 (續)

(a) 繳納盈餘

本集團之繳納盈餘款額是以下兩項款額之淨影響：一九九零年七月十八日之集團重組帶來之款額，乃指根據重組計劃發行以作交換之本公司股份面值與所購入附屬公司股份面值之間之差額；二零零三年四月一日之股本重組帶來之款額，乃指本公司削減股本及註銷股份溢價後之進賬撇除於二零零一年十二月三十一日之累積虧損後之結餘。

(b) 法定儲備基金

根據中國規例，中國境內若干公司須在作出溢利分派前，將其部份根據中國會計準則釐定之稅後溢利轉撥法定儲備基金。轉撥數額按該等公司之董事會之批准及／或公司章程而定。法定儲備基金不可分派，可用於沖抵虧損或以繳足股本形式作出資本化發行。

33. RESERVES (Continued)

(a) Contributed surplus

The Group's contributed surplus amount is the net effect of the amount that arose from the group reorganisation on 18th July, 1990, which represented the difference between the nominal value of the Company's shares issued under the reorganisation scheme, in exchange for the nominal value of the shares of the subsidiaries acquired and the amount that arose from the capital reorganisation on 1st April, 2003 which represented the balance of the credit amount arising from the capital reduction and share premium cancellation after the elimination with the accumulated losses of the Company as at 31st December, 2001.

(b) Statutory reserve fund

In accordance with the PRC regulations, certain companies in the PRC are required to transfer part of their profits after tax determined under the PRC accounting standards to the statutory reserve fund, before profit distributions are made. The amounts of the transfers are subject to the approval of the boards of directors of these companies and/or articles of association. The statutory reserve fund in non-distributable and may be used either to offset losses, or for capitalisation issues by way of paid-up capital.

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33. 儲備(續)

(c) 認股權證儲備

於二零零七年十月八日，本公司與華富證券有限公司(「華富」)訂立一份配售協議，據此，華富將作為承配人，按每份認股權證0.015港元最多可認購240,000,000份認股權證。該等非上市認股權證附帶兩份認購權利，即自發行認股權證首日至發行認股權證24個月一週年期間內可按每股0.42港元認購本公司之新股份，以及自發行認股權證第25個月之首日至發行認股權證第36個月屆滿期間內可按每股0.45港元認購。兩個認購價均可作出調整，每份認股權證附帶認購本公司1股新股份之權利。

緊隨完成後將籌得所得款項毛額3,600,000港元，並計入認股權證儲備。倘認股權證獲悉數行使，將進一步籌得資金最多100,800,000港元。本公司擬將所得款項用於本公司物色之投資項目。年內，並無行使任何認股權證，於二零零七年十二月三十一日未行使之認股權證為240,000,000份。

33. RESERVES (Continued)

(c) Warrants reserve

On 8th October, 2007, the Company entered into a placing agreement with Quam Securities Company Limited ("Quam") that Quam will procure for placees to subscribe for up to 240,000,000 unlisted warrants at HK\$ 0.015 per warrant. The unlisted warrants conferring the rights to subscribe for new shares of the Company at HK\$0.42 per share for a period of 24 months anniversary from the date of issue of the warrants and at HK\$0.45 per share for a period from the first day of 25th month after the date of issue of the warrants up to the expiry of the 36th month from the date of issue of warrants. Each of the subscription prices is subject to adjustments. Each warrant carries the right to subscribe for one new share of the Company.

The gross proceeds of HK\$3.6 million is raised immediately and included in the warrant reserve. If the warrants are exercised in full, further funds up to HK\$100.8 million will be raised. The Company intended to use the proceeds for investment in projects to be identified by the Company. During the year, no warrants have been exercised and there are 240,000,000 warrants outstanding as at 31st December, 2007.

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

34. 遞延稅項負債

附屬公司確認之遞延稅項資產／(負債) 之主要項目及本年度之變動載列如下：

34. DEFERRED TAX LIABILITIES

The major components of the deferred tax assets/(liabilities) recognised by subsidiaries and movements thereon during the year are as follows:

		加速 稅項折舊	存貨、貿易 及其他應收 款項準備 Allowances for inventories, trade and other receivables	物業、廠房 及設備減值 虧損 Impairment loss of property, plant and equipment	重估物業	稅項虧損	其他	總計
		Accelerated tax depreciation	Accelerated for inventories, trade and other receivables	Impairment loss of property, plant and equipment	Revaluation of properties	Tax losses	Others	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零零六年一月一日	At 1st January, 2006	1,442	3,267	405	--	-	617	5,731
年內(計入)/扣除自綜合損益表	(Credit)/charge to consolidated income statement for the year	-	-	-	(1,663)	1,016	(519)	(1,166)
計入權益	Credit to equity	-	-	-	(579)	-	-	(579)
出售附屬公司時解除	Eliminated on disposals of subsidiaries	(1,442)	(3,267)	(405)	-	-	(98)	(5,212)
於二零零六年十二月三十一日	At 31st December, 2006	-	-	-	(2,242)	1,016	-	(1,226)
年內扣除自綜合損益表	Charge to consolidated income statement	(44)	-	-	(13,367)	(1,016)	-	(14,427)
匯兌調整	Exchange realignment	-	-	-	278	-	-	278
於二零零七年十二月三十一日	At 31st December, 2007	(44)	-	-	(15,331)	-	-	(15,375)

於結算日，本集團未動用可用於抵銷未來溢利之稅項虧損387,464,000港元(二零零六年：955,294,000港元)。就有關虧損無(二零零六年：5,806,000港元)已確認遞延稅項虧損。由於未來溢利流量無法預測，並無就餘下387,464,000港元(二零零六年：949,488,000港元)確認遞延稅項資產。

At the balance sheet date, the Group has unused tax losses of HK\$387,464,000 (2006: HK\$955,294,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$Nil (2006: HK\$5,806,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$387,464,000 (2006: HK\$949,488,000) due to the unpredictability of future profit streams.

於結算日，本集團亦有零港元(二零零六年：2,290,000港元)之可扣除暫時差額。由於可能並無應課稅溢利可用以抵銷可扣除暫時差額，故遞延稅項資產並未確認有關可扣除暫時差額。

At the balance sheet date, the Group also has other deductible temporary differences of HK\$Nil (2006: HK\$2,290,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary difference can be utilised.

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35. 經營租約安排

本集團

作為承租方

於結算日，本集團根據於以下年期屆滿之不可撤銷物業經營租約之日後最低應付租金承擔如下：

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
一年內	Within one year	383	497
第二年至第三年內	Within two to three years	-	331
		383	828

經營租約安排指本集團就若干辦公室及員工宿舍應付之租金。商議之租約為期一至三年。

作為出租方

本集團根據經營租約安排出租投資物業，租賃期為一年至二十年不等。租賃條款通常要求租戶支付抵押金，並根據當時之市況定期調整租金。

本年度之物業租金收入為19,550,000港元（二零零六年：9,316,000港元）。

於結算日，本集團與租戶訂定之日後最低應付租金如下：

35. OPERATING LEASE ARRANGEMENTS

Group

As lessee

At the balance sheet date, the Group's future minimum lease payment under non-cancellable operating leases in respect of premises which fall due as follows:

The operating lease payments represent rental payable by the Group for certain of its office premises and staff quarters. Leases are negotiated for a term ranged from one to three years.

As lessor

The Group leases its investment properties under operating lease arrangements, with lease terms ranging from one to twenty years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

Property rental income earned during the year was HK\$19,550,000 (2006: HK\$9,316,000).

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

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
一年內	Within one year	12,925	12,798
第二年至第五年內（首尾兩年包括在內）	In the second to fifth year inclusive	16,829	29,460
五年後	After five years	15,237	11,400
		44,991	53,658

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35. 經營租約安排(續)

本公司

本公司並無任何重大經營租約承擔。

36. 其他承擔

- (a) 於二零零六年十二月十五日，國泰與HPL訂立一份貸款協議。根據貸款協議，國泰將提供最多5,000,000澳元(相當於30,657,000港元)之現金墊款，於二零零六年十二月三十一日，1,201,000港元已提供予HPL。貸款之詳情載於附註27。
- (b) 於二零零七年十月八日，Sharp World Investments Limited 與恒利世紀有限公司訂立一份買賣協議，據此出售海富中心之物業，總代價為52,248,000港元，於完成時將收到47,023,000港元。
- (c) 於二零零七年十二月七日，Glory Faith Holdings Limited 與 Good Dragon Industrial Limited 訂立一份買賣協議，據此以代價100,856,000出售環球大廈之物業。於二零零八年五月二十六完成日期將收到85,727,000港元。

35. OPERATING LEASE ARRANGEMENTS (Continued)

Company

The Company does not have any significant operating lease commitments.

36. OTHER COMMITMENTS

- (a) On 15th December, 2006, Cathay entered into a loan agreement with HPL. Pursuant to the loan agreement, Cathay provides cash advances up to AUD5,000,000 (equivalent to HK\$30,657,000) to HPL. As at 31st December, 2006, advances of HK\$1,201,000 was already made to HPL. Details of the loan was included in note 27.
- (b) On 8th October, 2007, Sharp World Investments Limited entered into a sale and purchase agreement with Everich Century Limited to sell the property of Admiralty Centre. The total consideration is HK\$52,248,000 and the amount of HK\$47,023,000 would be received at the date of completion.
- (c) On 7th December, 2007, Glory Faith Holdings Limited entered into a sale and purchase agreement with Good Dragon Industrial Limited to sell the property of World-Wide House in consideration of HK\$100,856,000. The amount of HK\$85,727,000 would be received at the date of completion on 26th May, 2008.

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37. 有關人士交易

- (a) 於二零零四年三月，本集團與本集團之合資企業晶科信息訂立貸款協議，據此，本集團同意向晶科信息授出一項最多為人民幣15,000,000元(約相等於14,151,000港元)之非循環抵押貸款。該貸款按匯豐銀行最優惠利率計息。於二零零六年之實際利率介乎7.75厘至8厘。該貸款由晶科信息各股東將各自於晶科信息之權益抵押予本集團作抵押。貸款本金及利息已於二零零五年十二月三十一日到期。本公司已於二零零六年對全部款項作出準備。
- (b) 於本年度，本公司就統一企業服務有限公司所提供之公司秘書服務支付488,000港元(二零零六年：300,000港元)，本公司執行董事謝錦輝先生亦為該公司之董事。
- (c) 於本年度，本公司透過晉安證券有限公司(「晉安」)買賣上市證券，本公司執行董事王聰德先生亦為晉安之董事。本集團支付晉安約474,000港元(二零零六年：673,000港元)作為安排佣金。
- (d) 主要管理人員薪酬：
- 主要管理人員薪酬計入員工成本，包含以下類別：

37. RELATED PARTY TRANSACTIONS

- (a) In March 2004, the Group entered into a loan agreement with Jingke Information, a joint venture of the Group, pursuant to which the Group agreed to provide a non-revolving secured loan of up to RMB15,000,000 (equivalent to approximately HK\$14,151,000) to Jingke Information. The loan carried interest at HKBC prime rate. The effective interest rate in 2006 ranged between 7.75% and 8% per annum. The loan was secured by each of the shareholders of Jingke Information by charging their respective equity interests in Jingke Information to the Group. The loan principal and the related interest were expired on 31st December, 2005. Allowance for the whole amount was made in 2006.
- (b) During the year, the Company paid HK\$488,000 (2006: HK\$300,000) for the corporate secretarial services provided by Uni-1 Corporate Services Limited. Mr. Tse Kam Fai, an executive director of the Company, is also a director of the said company.
- (c) During the year, the Group has traded listed securities through Thing On Securities Limited ("Thing On"), of which Mr. Wong Chung Tak, an executive director of the Company, is also a director of Thing On. The Group paid approximately HK\$474,000 (2006: HK\$673,000) to Thing On as handling commission.
- (d) Key management personnel compensation:
- Included in staff costs are key management personnel compensation and comprises the following categories:

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
短期僱員福利	Short term employee benefits	3,327	6,934
以股份形式支付	Share-based payment	3,995	-
退休福利計劃供款	Contributions to retirement benefits schemes	24	48
		7,346	6,982

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截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

38. 業務合併

(a) 截至二零零七年十二月三十一日年度

於本年度，本集團收購三間公司，詳情如下：

(i) 於二零零七年一月二十三日，本集團收購Twente Company Limited之餘下51%股本，該公司包括於本地及海外附屬公司之投資。

38. BUSINESS COMBINATIONS

(a) Year ended 31st December, 2007

During the year, the Group acquired three companies, details as follows:

(i) On 23rd January, 2007, the Group acquired the remaining 51% of the share capital of Twente Company Limited, a company comprised investment in local and overseas subsidiaries.

		被收購公司之賬面值 Acquiree's carrying amount	公平值 Fair value
		千港元 HK\$'000	千港元 HK\$'000
投資物業	Investment properties	105,000	105,000
現金及銀行結餘	Cash and bank balances	7,508	7,508
貿易及其他應收賬款	Trade and other receivables	1,308	1,308
應付本集團公司之款項	Amount due to the group companies	(22,638)	(22,638)
應付股東之款項	Amount due to the shareholder	(21,752)	(21,752)
其他應付賬款	Other payables	(1,696)	(1,696)
收購之淨資產	Net assets acquired		67,730
			公平值 Fair value 千港元 HK\$'000
以現金結算之購買代價	Purchase consideration settled in cash		-
於所收購附屬公司之現金及現金等值物	Cash and cash equivalents in subsidiaries acquired		7,508
收購之現金流	Cash inflow on acquisition		7,508

截至二零零七年十二月三十一日止年度，收購業務為本集團貢獻收入約5,512,000港元及淨溢利約2,582,000港元。

The acquired business contributed revenues of approximately HK\$5,512,000 and net profit of approximately HK\$2,582,000 to the Group for to the year ended 31st December, 2007.

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38. 業務合併 (續)

(a) 截至二零零七年十二月三十一日
年度 (續)

收購之淨資產詳情如下：

38. BUSINESS COMBINATIONS (Continued)

(a) Year ended 31st December, 2007 (Continued)

Details of the net assets acquired are as follows:

		二零零七年 2007 千港元 HK\$'000
以公平值所發行股份 結算之購買代價 (附註)	Purchase consideration settled in shares issued at fair value (note)	68,478
轉讓股東貸款	Assignment of shareholder's loan	(22,638)
從聯營公司權益轉讓	Transfer from interest in associate	33,187
所收購之淨資產之公平值	Fair value of net assets acquired	(67,730)
商譽 (附註21)	Goodwill (note 21)	11,297

附註：

已發行股份之公平值乃根據公開股價。

- (ii) 於二零零七年二月二十七日，本集團收購Sharp World Investments Limited (「Sharp World」) 之全部股本，該公司從事投資物業控股。

Note:

The fair value of the shares issued was based on the published share price.

- (ii) On 27th February, 2007, the Group acquired 100% of the share capital of Sharp World Investments Limited ("Sharp World"), a company engaged in investment properties holding.

		收購公司之 賬面值 Acquiree's carrying amount 千港元 HK\$'000	公平值 Fair value 千港元 HK\$'000
投資物業	Investment properties	47,980	47,980
貿易及其他應收賬款	Trade and other receivables	6,501	6,501
股東貸款	Loan from a shareholder	(15,489)	(15,489)
其他應付賬款、應計費用及應收存款	Other payables, accrual and deposit received	(36,981)	(36,981)
收購之資產淨值	Net assets acquired		2,011
以現金結算之購買代價	Purchase consideration settled in cash		-
於收購附屬公司之現金及現金等值物	Cash and cash equivalents in subsidiaries acquired		-
收購之現金流出	Cash outflow on acquisition		-

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38. 業務合併 (續)

(a) 截至二零零七年十二月三十一日
年度 (續)

收購之業務自收購日期至二零零七年十二月三十一日期間為本集團貢獻收益約837,000港元及淨溢利約4,736,000港元。倘收購事項於二零零七年一月一日完成，集團總收入將為31,778,000港元及本年度溢利將為10,422,800港元。備考資料僅供參考，且並非本集團事實上已於二零零七年一月完成收購事項後達致之收入及業績之必須指標，亦非擬作將來業績之目標。

Sharp World於收購日期主要持有無關連服務之投資物業。相關收購之資產並未構成業務產生收入。就其本身而言，董事認為收購Sharp World為購買淨資產，其並不構成用於會計目的之業務合併。

收購之淨資產之詳情如下：

38. BUSINESS COMBINATIONS (Continued)

(a) Year ended 31st December, 2007 (Continued)

The acquired businesses contributed revenues of approximately HK\$837,000 and net profit of approximately HK\$4,736,000 to the Group for the period from the date of acquisition to 31st December, 2007. If the acquisition had been completed on 1st January, 2007, total group revenue for the year would have been HK\$31,778,000 and profit for the year would have been HK\$10,422,800. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of the Group that actually would have been achieved had the acquisition been completed on January 2007 nor is intended to be a projected of future results.

Sharp World holds primarily an investment property with no associated services at the date of acquisition. The underlying set of assets acquired was not integrated in forming a business to generate revenues. As such, the directors are of opinion that the acquisition of Sharp World is a purchase of net assets which does not constitute a business combination for accounting purposes.

Details of the net assets acquired are as follows:

		二零零七年 2007 千港元 HK\$'000
以股份結算之購買代價	Purchase consideration settled in shares	17,500
股東貸款	Loan from a shareholder	(15,489)
所收購淨資產之公平值	Fair value of net assets acquired	(2,011)
商譽	Goodwill	-

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截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

38. 業務合併 (續)

(a) 截至二零零七年十二月三十一日
年度 (續)

(iii) 於二零零七年七月五日，本集團收購Glory Faith Holdings Limited (「Glory Faith」)之全部股本，該公司從事投資物業控股。

		收購公司之 賬面值 Acquiree's carrying amount 千港元 HK\$'000	公平值 Fair value 千港元 HK\$'000
投資物業	Investment properties	173,913	173,913
股東貸款	Loan from a shareholder	(15,507)	(15,507)
收購投資物業 應付款項	Amount payable for acquisition of investment properties	(145,413)	(145,413)
收購之資產淨值	Net assets acquired		12,993
股份結算之現金購買代價	Purchase consideration for shares settled in cash		12,993
購買股東貸款	Purchase of shareholder's loan		15,507
於收購附屬公司之現金及現金等值物	Cash and cash equivalents in subsidiaries acquired		–
收購之現金流出	Cash outflow on acquisition		28,500

收購之業務自收購日期至二零零七年十二月三十一日期間為本集團貢獻收益約1,512,000港元及淨溢利約2,133,000港元。倘收購於Glory Faith註冊成立日期即告完成，年內集團收益總額將為31,778,000港元，年內溢利則將為115,216,000港元。備考資料僅為提供說明，並非表明倘收購於註冊成立日期完成本集團實際將取得之收益及業績，亦非旨在對未來業績作出預測。

Glory Faith於收購日期主要持有無租客之投資物業。相關收購之資產並未構成業務產生收入。就其本身而言，董事認為收購Glory Faith為購買淨資產，其並不構成用於會計目的之業務合併。

38. BUSINESS COMBINATIONS (Continued)

(a) Year ended 31st December, 2007 (Continued)

(iii) On 5th July, 2007, the Group acquired 100% of the share capital of Glory Faith Holdings Limited ("Glory Faith"), a company engaged in investment properties holding.

The acquired businesses contributed revenues of approximately HK\$1,512,000 and net profit of approximately of HK\$2,133,000 to the Group for the period from the date of acquisition to 31st December, 2007. If the acquisition had been completed on date of incorporation of Glory Faith total group revenue for the year would have been HK\$31,778,000 and profit for the year would have been HK\$115,216,000. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of the Group that actually would have been achieved had the acquisition been completed on date of incorporation nor is intended to be a projected of future results.

Glory Faith holds primarily an investment property with no tenants and associated services at the date of acquisition. The underlying set of assets acquired was not integrate in forming a business to generate revenues. As such, the directors are of opinion that the acquisition of Glory Faith is a purchase of net assets which does not constitute a business combination for accounting purposes.

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38. 業務合併 (續)

(a) 截至二零零七年十二月三十一日
年度 (續)

收購之淨資產之詳情如下：

38. BUSINESS COMBINATIONS (Continued)

(a) Year ended 31st December, 2007 (Continued)

Details of the net assets acquired are as follows:

		二零零七年 2007 千港元 HK\$'000
以股份結算之購買代價	Purchase consideration settled in cash	28,500
股東貸款	Shareholder's loan	(15,507)
所收購淨資產之公平值	Fair value of net assets acquired	(12,993)
商譽	Goodwill	-

39. 出售附屬公司及已終止業務

(a) 截至二零零七年十二月三十一日
止年度

於二零零七年三月二十一日，本公司以代價40,051,000港元出售Treasure Land Enterprises Limited，於出售日期Treasure Land Enterprises Limited之淨資產如下：

39. DISPOSALS OF SUBSIDIARIES AND DISCONTINUED OPERATIONS

(a) Year ended 31st December, 2007

On 21st March, 2007, the Company disposed of Treasure Land Enterprises Limited at a consideration of HK\$40,051,000. The net assets of Treasure Land Enterprises Limited at the date of disposal were as follows:

		千港元 HK\$'000
所出售之資產淨值	Net assets disposed of comprise	
可供出售投資	Available-for-sale investments	40,000
集團內公司間債務	Intercompany debts	(19,239)
本集團應佔出售資產淨值	Group's share of net assets disposed of	20,761
出售附屬公司時調撥儲備	Release of reserves on disposals of subsidiary	(1,933)
豁免應收已出售附屬公司之款項	Waiver of amount due from disposed subsidiary	19,239
出售附屬公司之淨收益	Net gain on disposals of subsidiary	1,984
		40,051
以下列方式支付：	Satisfied by:	
現金	Cash	40,051
出售產生之淨現金流入	Net cash inflow arising on disposals:	
現金代價	Cash consideration	40,051

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

39. 出售附屬公司及已終止業務 (續)

(b) 截至二零零六年十二月三十一日止年度

誠如附註9所述，於二零零六年九月三十日，本集團於出售已終止業務時終止其高科技電腦及服務器製造及相關業務。

於二零零六年七月十五日，本集團與獨立第三方王文生先生訂立一份買賣協議，以出售其於盛隆房地產經紀(北京)有限公司之全部股權，就此所涉及之代價為人民幣10,000元(相等於9,000港元)。該交易於二零零六年十二月十五日完成。

此外，於二零零六年十二月十四日，本集團與獨立第三方Angel Win Limited訂立一份買賣協議，以出售其於Pulrose Limited之全部股權，就此所涉及之代價為1.00美元(相等於7.8港元)。該交易於二零零六年十二月一日完成。

39. DISPOSALS OF SUBSIDIARIES AND DISCONTINUED OPERATIONS (Continued)

(b) Year ended 31st December, 2006

As referred to in note 9, on 30th September, 2006, the Group discontinued its high-tech computers and servers manufacturing and related business upon the disposal of the Discontinued operations.

On 15th July, 2006, the Group has entered into a sale and purchase agreement with 王文生先生, an independent third party, to dispose of its 100% equity interest in 盛隆房地產經紀(北京)有限公司 for a consideration of RMB10,000 (equivalent to HK\$9,000). The transaction was completed on 15th December, 2006.

In addition, on 14th December, 2006, the Group has entered into a sale and purchase agreement with Angel Win Limited, an independent third party, to dispose of its 100% equity interest in Pulrose Limited for consideration of US\$1.00 (equivalent to HK\$7.8). The transaction was completed on 1st December, 2006.

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39. 出售附屬公司及已終止業務 (續)

(b) 截至二零零六年十二月三十一日止年度 (續)

已終止業務、盛隆房地產經紀(北京)有限公司及Pulrose Limited於出售日期之淨值如下：

39. DISPOSALS OF SUBSIDIARIES AND DISCONTINUED OPERATIONS (Continued)

(b) Year ended 31st December, 2006 (Continued)

The net assets of the Discontinued operations, 盛隆房地產經紀(北京)有限公司 and Pulrose Limited at the date of disposals were as follows:

		千港元 HK\$'000
所出售之資產淨值	Net assets disposed of comprise	
於聯營公司之權益	Interest in associates	22,526
物業、廠房及設備	Property, plant and equipment	8,116
遞延稅項資產	Deferred tax assets	5,212
存貨	Inventories	44,649
應收賬款	Trade receivables	160,932
其他應收款項	Other receivables	17,316
銀行結餘、存款及現金	Bank balances, deposits and cash	9,260
應付賬款	Trade payables	(42,943)
集團內公司間債務	Intercompany debts	(27,574)
其他應付款項、已收按金及應計費用	Other payables, deposits received and accrued charges	(82,931)
銀行借貸	Bank borrowings	(50,301)
應付稅項	Taxation payable	(2,525)
		61,737
出售附屬公司時調撥儲備	Release of reserve on disposals of subsidiaries	(1,295)
豁免應收已出售附屬公司之款項	Waiver of amount due from disposed subsidiaries	10,140
出售高科技電腦及服務器 製造及相關業務之收益	Gain on disposals of high-tech computers and servers manufacturing and related business operations	21,352
出售其他附屬公司虧損	Loss on disposals of other subsidiaries	(579)
		91,355
總代價	Total consideration	
以下列方式支付：	Satisfied by:	
現金	Cash	62,855
於出售出售附屬公司時 應收代價之結餘	Balance of consideration receivable from disposals of the Discontinued operations	28,500
		91,355
出售產生之現金流量淨額：	Net cash inflow arising on disposals:	
現金代價	Cash consideration	62,855
所出售之銀行結餘、存款及現金	Bank balances, deposits and cash disposed of	(9,260)
		53,595

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39. 出售附屬公司及已終止業務 (續)

出售已終止業務所收取之代價結餘將由買方於二零零七年九月三十日或之前以現金償還。

於本期間及過往期間，出售已終止業務對本集團之業績及現金流量之影響於附註9內披露。其他出售公司並無對本集團之業績及現金流量產生任何重大影響。

40. 結算日後事項

除於財務報表披露之資料外，本集團具有下列結算日後事項。

- (a) 於二零零八年二月十八日，本公司宣佈國泰與一間於英屬處女群島註冊成立之公司獨立第三方(「借方」)訂立貸款協議(「貸款協議」)，根據該協議，國泰貸款及借方借款26,000,000港元(「貸款」)，期限為二零零八年二月十八日至二零零八年十二月三十一日，並償還金額36,400,000港元。貸款抵押方式為(i)由一項向國泰以第一法定抵押方式抵押借方股本中每股面值1.00美元之一股股份(即借方之全部已發行股本)之股份抵押作抵押；(ii)向國泰以第一法定抵押方式抵押其實益持有之天年生物控股有限公司(「天年」)股本中每股面值0.025港元之股份219,805,112股的所有權利、業權及權益作抵押；(iii)借方之最終實益擁有人於簽署貸款協議時簽訂個人擔保以向國泰擔保貸款項下借方之適當表現。天年為於開曼群島註冊成立之公司及其股份於香港聯交所上市。該交易詳情載於本公司於二零零八年二月二十五日刊發之公佈。

39. DISPOSALS OF SUBSIDIARIES AND DISCONTINUED OPERATIONS (Continued)

The balances of consideration receivable from disposals of the Discontinued operations will be settled in cash by the purchaser on or before 30th September, 2007.

The impact of the disposals of the Discontinued operations on the Group's results and cash flows in the current and prior periods is disclosed in note 9. The impact of the other disposed companies has no material effect on the Group's results and cash flows.

40. POST BALANCE SHEET EVENTS

In addition to those information disclosed elsewhere in the financial statements, the Group has the following post balance sheet event.

- (a) On 18th February, 2008, the Company announced that Cathay entered into a loan agreement (the "Loan Agreement") with a company incorporated in the British Virgin Islands, an independent third party (the "Borrower"). Pursuant to the Agreement, Cathay has lent and the Borrower has borrowed a loan of HK\$26,000,000 (the "Loan") for a period from 18th February, 2008 to 31st December, 2008 with repayment amount of HK\$36,400,000. The Loan is secured by (i) a share charge in favour of Cathay by way of a first legal charge over 1 share of US\$1.00 in the capital of the Borrower, being the entire issued capital of the Borrower; (ii) deed of charge executed by the Borrower in favour of Cathay by way of a first legal charge of all its rights, title and interest in and to 219,805,112 shares of HK\$0.025 each in the capital of Vitop Bioenergy Holdings Limited ("Vitop") beneficially owned by the Borrower; (iii) the personal guarantee executed by the ultimate beneficial owner of the Borrower as at the signing of the Loan Agreement in favour of Cathay to guarantee the due performance of the Borrower under the Loan. Vitop is a company incorporated in the Cayman Islands and whose shares are listed on the SEHK. Details of this transaction are included in the announcement of the Company dated 25th February, 2008.

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40. 結算日後事項(續)

- (b) 於二零零八年二月二十二日，本公司之一間全資附屬公司 Grandtex Development Limited 與獨立第三方訂立一項臨時協議，以 21,000,000 港元之代價收購位於香港士丹利街 53-61 號，皇后大道中 110-116 號永恆大廈第六層之物業（「該物業」）。該物業連同用於買賣目的之現有租賃同獲收購及將計為持作出售物業。購買該物業預期將於二零零八年四月三十日或之前完成。租期將於二零零九年一月三十一日到期，每月租金收入 53,000 港元，連同以每月租金收入 63,600 港元續新現有租賃期為期兩年之期權。

41. 金融風險管理目標及政策

本集團面臨多種金融風險，比如市場風險（包括外幣風險、利率風險、及價格風險）、信貸風險及流動資金風險，該等風險均源自經營及投資業務。根據本集團之書面風險管理政策及指引，金融風險應由管理層考慮金融市場之現行條件及其他相關變數而持續評估以避免重大風險集中。本集團並未就對沖目的而是用任何衍生或其他工具。本集團所面臨之最重要金融風險呈列如下：

41.1 外幣風險

本集團主要在香港及中國經營，最重要之交易分別以港元及人民幣列示及結算。由於其與功能貨幣相同之幣值列示，因而於中國之金融資產並未識別出外幣風險。外幣風險乃因應收貸款引致，應收貸款以不包括於附註 27 詳述之功能貨幣之幣值列示。

於二零零六年十二月三十一日，倘港元兌澳元走強/疲弱 5%，且所有其他變數持續存在，本年度之除稅後溢利及保留溢利將主要因折算澳元列示之應收貸款之外匯收益/虧損而上升/下降約 58,000 港元。

40. POST BALANCE SHEET EVENTS (Continued)

- (b) On 22nd February, 2008, Grandtex Development Limited, a wholly-owned subsidiary of the Company, entered into a provisional agreement with an independent third party to acquire a property situated at the whole of 6th Floor, Wings Building, 110-116 Queen's Road Central, 53-61 Stanley Street, Hong Kong at a consideration of HK\$21,000,000 (the "Property"). The Property is acquired together with existing tenancy for trading purpose and will be accounted for as properties held for sale. The purchase of the Property is expected to be completed on or before 30th April, 2008, the lease term will be expired on 31st January, 2009 with a monthly rental income of HK\$53,000 per month, together with an option by the existing tenant to renew the tenancy for a term of two years at a monthly rental income of HK\$63,600 per month.

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risk such as market risk (including foreign currency risk, interest rate risk and price risk), credit risk and liquidity risk, which result from both its operating and investing activities. According to the Group's written risk management policies and guidelines, the financial risk shall be assessed continuously by the management taken into account of the prevailing conditions of the financial market and other relevant variables to avoid excessive concentrations of risk. The Group has not used any derivatives or other instruments for hedging purpose. The most significant financial risks to which the Group is exposed to are described below.

41.1 Foreign currency risk

The Group mainly operates in Hong Kong and PRC with most of the transactions denominated and settled in Hong Kong Dollars and RMB respectively. No foreign currency risk has been identified for the financial assets in PRC as they were denominated in a currency same as their functional currency. Foreign currency risk arises from loan receivables, which were denominated in a currency other than the functional currency as detailed in note 27.

As at 31st December, 2006, if Hong Kong Dollars had strengthened/weakened by 5% against the Australian dollar, with all other variables held constant, profit after tax for the year and retained profits would have been approximately HK\$58,000 higher/lower mainly as a result of foreign exchange gains/losses on translation of Australian dollar-denominated loans receivable.

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41. 金融風險管理目標及政策 (續)

41.1 外幣風險 (續)

於二零零七年十二月三十一日，倘港元兌澳元走強/疲弱5%，且所有其他變數持續存在，本年度之除稅後溢利及保留溢利將主要因折算澳元列示之應收貸款之外匯收益/虧損而上升/下降約670,000港元。

由於本公司金融資產之列值貨幣與功能貨幣相同，概無認定該等資產有任何貨幣風險。

41.2 利率風險

本集團並無借款。本集團於利率變化之市場風險主要與投資於附浮息利率之債務證券有關。

於二零零七年十二月三十一日，倘若利率升高/(降低)0.5%，且所有相關變數持續存在，則本集團之本年度除稅後溢利及保留溢利將增加/(減少)約27,000港元(二零零六年：25,000港元)。其乃主要因本集團於債務證券投資之浮息利率所致。

41.3 價格風險

本集團之其他價格風險乃因上市投資分類為透過損益以公平值列賬之財務資產所致。

對於上市之股本證券，已注意到恆生指數及上證A股指數於二零零七年之平均波幅分別為26.28%及35.86%(二零零六年：14.46%及21.15%)。倘該等證券之所報股價升高或降低至該數目，則本年度之除稅後溢利將增加或減少約4,343,000港元(二零零六年：2,101,000港元)。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

41.1 Foreign currency risk (Continued)

As at 31st December, 2007, if Hong Kong Dollars had strengthened/weakened by 5% against the Australian dollar, with all other variables held constant, profit after tax for the year and retained profits would have been approximately HK\$670,000 higher/lower mainly as a result of foreign exchange gains/losses on translation of Australian dollar-denominated loan receivable.

No foreign currency risk has been identified for the financial assets of the Company as they were denominated in a currency same as their functional currency.

41.2 Interest rate risk

The Group and the Company has no borrowing. The Group's exposure to market risk for changes in interest rates relates primarily to investments in debt securities which bears floating interest rates.

At 31st December, 2007, if interest rates had increased or decreased by 0.5% and all other variables were held constant, the Group's profit after tax for the year and retained profits would increase or decrease by approximately HK\$27,000 (2006: HK\$25,000). This is mainly attributable to the Group's exposure to floating interest rates of the investments in debt securities.

41.3 Price risk

The Group and the Company is exposed to other price risk arising from listed investments classified as financial assets held at fair value through profit and loss.

For the listed equity securities, an average volatility of 26.28% and 35.86% has been observed in the Heng Seng Index and Shanghai A Share Index during 2007 respectively (2006: 14.46% and 21.15%). If the quoted stock price for these securities had increased or decreased by that amount, the Group's profit after tax for the year would have been increased or decreased by approximately HK\$4,343,000 (2006: HK\$2,101,000).

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41. 金融風險管理目標及政策 (續)

41.4 公平值

所有金融工具之賬面值與其與二零零六年及二零零七年十二月三十一日之公平值並無重大不同。

41.5 信貸風險

貿易及其他應收款項之賬面值、債務證券投資、應收貸款及銀行結餘為本集團就其金融資產而言之最大信貸風險。該等於綜合資產負債表呈列之金融資產賬面值均扣除減值虧損(若有)。管理層具有信貸政策而該等信貸風險亦持續受到監控。

就貿易及其他應收款項而言，對所有要求信貸及應收貸款超過一定數額之借方進行個別信貸評估，該等評估集中於借方到期還款之記錄及現時之還付能力，並考慮借方之特別資料及借方經營地之經濟環境。應收貿易賬款從單據日期起九十天內到期。集團對於應收貿易賬款並未從客戶獲得抵押物，至於應收貸款，通常會獲得抵押物(見附註27)。

由於交易對手為經國際信貸評級機構獲指為高等級信貸評級之銀行，所以現金等值物之信貸風險有限。

因貿易及其他賬款及應收貸款而引致本集團信貸風險之進一步量化披露分別載於附註24及27。

本公司就其金融資產面臨之最高信貸風險即其他應收款項、應收附屬公司款項及銀行結存之賬面值。於本公司資產負債表內呈列之該等金融資產之賬面值已扣除減值虧損(如有)。管理層已制定信貸政策，而該等信貸風險會持續予以監控。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

41.4 Fair value

All financial instruments are carried at amount not materially different from their fair values as at 31st December, 2007 and 2006.

41.5 Credit risk

The carrying amounts of trade and other receivables, investment in debt securities, loan receivables and bank balances represent the Group's maximum exposure to credit risk in relation to its financial assets. The carrying amounts of these financial assets presented in the consolidated balance sheet are net of impairment losses, if any. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables and loan receivables, individual credit evaluations are performed on all debtors requiring credit and loan receivables over a certain amount. These evaluations focus on the debtors' past history of making payments when due and current ability to pay, and take into account information specific to the debtors as well as pertaining to the economic environment in which the debtors operates. Trade receivables are due within 90 days from the date of billing. Group does not obtain collateral from customers in respect of trade receivables, while for loan receivables, collateral are usually obtained (see note 27).

The credit risk on cash and cash equivalents is limited because the counterparties are banks with high credit ratings assigned by international credit-ratings agencies.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables and loans receivables are set out in notes 24 and 27, respectively.

The Company's maximum exposure to credit risk in relation to its financial assets represents the carrying amounts of other receivables, amounts due from subsidiaries and bank balances. The carrying amounts of these financial assets presented in the Company's balance sheet are net of impairment losses, if any. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

41. 金融風險管理目標及政策 (續)

41.6 流動資金風險

就管理流動資金風險而言，董事監控並維持視為足夠撥付本集團經營投資機會及預期擴張之銀行結餘水平。本集團主要透過經營所產生之資金及融資活動比如配發新股及發行認股權証所得之資金撥付其營運資本要求。

本集團之所有金融負債將從結算日開始十二個月內結清。於二零零七年十二月三十一日，本集團並無借款。根據董事評估，本集團之流動資金風險較低。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

41.6 Liquidity risk

In the management of liquidity risk, the directors monitor and maintain a level of bank balances deemed adequate to finance the Group's operations investment opportunities and expected expansion. The Group finances its working capital requirements mainly by the funds generated from operations and from fund raising activities such as placement of new shares and issuance of warrants.

All the Group's financial liabilities will be settled within 12 months from the balance sheet date. As at 31st December, 2007, the Group has no borrowings. Based on the assessment of the directors, liquidity risk encountered by the Group is minimal.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

41. 金融風險管理目標及政策 (續)

41.7 金融資產及金融負債之概要

本集團及本公司於結算日已確認之金融資產及負債之賬面值亦可分類如下。見附註3.12及3.20說明金融工具分類如何影響其隨後計量。

(i) 金融資產

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

41.7 Summary of financial assets and liabilities by category

The carrying amounts of the Group and the Company's financial assets and liabilities recognised at the balance sheet date may also be categorised as follows. See notes 3.12 and 3.20 for explanations about how the category of financial instruments affects their subsequent measurement.

(i) Financial assets

		本集團 Group		本公司 Company	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
非流動資產	Non-current assets				
貸款及應收賬款	Loans and receivables				
— 應收貸款	— Loan receivables	3,000	—	—	—
— 於債務證券之投資	— Investment in debt securities	—	15,000	—	—
		3,000	15,000	—	—
流動資產	Current assets				
透過損益以公平值列賬之金融資產	Financial assets at fair value through profit or loss	12,187	9,995	12,187	—
可供出售金融資產	Available-for-sale financial assets	—	40,000	—	—
銀行結餘存款及現金	Bank balances, deposits and cash	228,138	218,262	39,692	111,934
貸款及應收賬款：	Loans and receivables:				
— 貿易應收賬款	— Trade receivables	1,194	—	—	—
— 其他應收款項	— Other receivables	1,818	2,170	386	648
— 出售附屬公司之應收代價結餘	— Balance of consideration receivable from disposals of subsidiaries	—	28,500	—	—
— 應收聯營公司款項	— Amount due from associates	—	21,816	—	—
— 應收附屬公司款項	— Amount due from subsidiaries	—	—	995,440	704,618
— 應收貸款	— Loan receivables	110,891	1,201	—	—
— 於債務證券之投資	— Investment in debt securities	15,956	—	—	—
		129,859	53,687	995,826	705,266
		370,184	321,944	1,047,705	817,200

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

41. 金融風險管理目標及政策 (續)

41.7 金融資產及金融負債之概要(續)

(ii) 金融負債

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

41.7 Summary of financial assets and liabilities by category (Continued)

(ii) Financial liabilities

		本集團 Group		本公司 Company	
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
流動負債	Current liabilities				
以攤銷成本計量 之金融負債	Financial liabilities measured at amortised cost				
– 其他應付款項	– Other payables	42,690	23,638	1,630	4,435
– 應付附屬公司款項	– Amounts due to subsidiaries	–	–	50,293	27,134
		42,690	23,638	51,923	31,569

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

42. 資本管理政策及程序

本集團之資本管理目標為：

- 確保本集團持續經營的能力
- 提供適當回報予股東

本公司之董事亦定期平衡其總體資本架構。為維持或調整資本架構，本集團可能調整付與股東之股息數額、新股發行及認股權証。倘有投資機會產生，本公司之董事亦將考慮籌集長期借款作為資本之第二來源及該等投資之回報將證明借款債務成本合理。

42. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholder

The directors of the Company also balance its overall capital structure periodically. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholder, new shares issue as well as of warrants. The directors of the Company will also consider the raise of long-term borrowings as second resource of capital when investment opportunities arise and the return of such investments will justify the cost of debts from the borrowings.

		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
權益總額	Total equity	1,091,691	762,662
借款	Borrowings	—	—
融資總額	Overall financing	1,091,691	762,662
資本對融資總額比率	Capital-to-overall financing ratio	1:0	1:0

本公司之董事亦努力確保日常業務營運之穩定可靠之現金流。兩年內，本集團未產生任何債務。

The directors of the Company also endeavour to ensure the steady and reliable cash flow from the normal business operation. For both years, the Group did not raise any debt.

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

43. 主要附屬公司

於二零零七年十二月三十一日，本公司主要附屬公司詳情如下：

43. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31st December, 2007 are as follows:

名稱 Name	註冊成立/ 經營地點 Place of incorporation/ operations	已發行 普通股本之 面值/註冊資本 Nominal value of issued ordinary share capital/ registered capital	本公司所持 已發行/ 繳付資本比例 Percentage of issued/ paid-up capital held by the Company		主要業務 Principal activities
			直接 Directly	間接 Indirectly	
Assets Partners Group Limited	英屬處女群島 (「英屬處女群島」) British Virgin Islands ("BVI")	1 股每股 1 美元 1 share of US\$1 each	100	–	投資控股 Investment holding
國泰集團有限公司	香港	2 股每股 1 港元	100	–	證券買賣、 提供金融服務 及投資控股 Securities trading provision of financial services and investment holding
Cathay Holdings Limited	Hong Kong	2 shares of HK\$1 each			
茂力發展有限公司 Marax Development Limited	香港 Hong Kong	10,000 股每股 1 港元 10,000 shares of HK\$1 each	–	100	投資控股 Investment holding
New Phenomenon Techonology Limited	英屬處女群島 BVI	1 股每股 1 美元 1 share of US\$1 each	100	–	投資控股 Investment holding
Twente Company Limited	英屬處女群島/中國 BVI / PRC	100 股每股 1 美元 100 shares of US\$1 each	–	100	投資物業 Property investment
佳思發展有限公司 Goldseed Developments Limited	香港 Hong Kong	2 股每股 1 港元 2 shares of HK\$1 each	–	100	物業租賃 Property leasing
Sharp World Investments Limited	英屬處女群島 BVI	1 股每股 1 美元 1 share of US\$1 each	100	–	物業發展 Property investment
Glory Faith Holdings Limited	英屬處女群島 BVI	1 股每股 1 美元 1 share of US\$1 each	100	–	物業發展 Property investment

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

43. 主要附屬公司(續)

43. PRINCIPAL SUBSIDIARIES (Continued)

名稱 Name	註冊成立/ 經營地點 Place of incorporation/ operations	已發行 普通股本之 面值/註冊資本 Nominal value of issued ordinary share capital/ registered capital	本公司所持 已發行/ 繳付資本比例 Percentage of issued/ paid-up capital held by the Company		主要業務 Principal activities
			直接 Directly	間接 Indirectly	
寶東發展有限公司 Oriental Grand Development Limited	香港 Hong Kong	2股每股1港元 2 shares of HK\$1 each	-	100	物業發展 Property investment
Profit Ever Holdings Limited	英屬處女群島 BVI	1股每股1美元 1 share of US\$1 each	100	-	投資控股 Investment holding
達亞控股有限公司 Stadium Holdings Limited	香港 Hong Kong	2股每股1港元 2 shares of HK\$1 each	100	-	物業投資 Property investment
星漢投資有限公司 Starmac Investment Limited	香港 Hong Kong	2股每股1港元 2 shares of HK\$1 each	-	100	物業投資 Property investment
曙光信息產業(深圳)有限公司 Dawning Information Industry (Shenzhen) Limited	中國 PRC	152,120,000港元 HK\$152,120,000	-	100	物業租賃 Property leasing
深高新實業(深圳)有限公司*	中國 PRC	10,000,000港元 HK\$10,000,000	-	100	物業租賃 Property leasing

* 在中國登記之有限公司及外資獨資企業。

* Limited liability companies and wholly foreign-owned enterprises registered in the PRC.

上表載列本公司截至二零零七年十二月三十一日之附屬公司，董事認為，該等公司對本集團於年內之業績有重要影響或構成本集團資產淨值之主要部份。董事認為，載列所有附屬公司之詳情，會令篇幅過於冗長。

The above table lists the subsidiaries of the Company as at 31st December, 2007 which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of Group. To give details of all the subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

該等附屬公司於年底並無發行任何債務證券。

None of the subsidiaries had issued any debt securities at the end of the year.

財務概要

FINANCIAL SUMMARY

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

		截至十二月三十一日止年度 Year ended 31st December				
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
業績	Results					
收入	Revenue	31,778	311,458	440,887	390,552	331,881
除所得稅前溢利／ (虧損)	Profit/(Loss) before income tax	121,861	(112,585)	(213)	(18,386)	(172,518)
所得稅開支	Income tax expense	(19,639)	(2,013)	(4,146)	(966)	(5,221)
年度溢利／(虧損)	Profit/(Loss) for the year	102,222	(114,598)	(4,359)	(19,352)	(177,739)
供分配予：	Attributable to:					
本公司權益持有人	Equity holders of the Company	102,222	(114,598)	(4,246)	(17,275)	(176,854)
少數股東權益	Minority Interests	—	—	(113)	(2,077)	(885)
		102,222	(114,598)	(4,359)	(19,352)	(177,739)
		於十二月三十一日 At 31st December				
		二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零五年 2005 千港元 HK\$'000	二零零四年 2004 千港元 HK\$'000	二零零三年 2003 千港元 HK\$'000
資產及負債	Assets and liabilities					
總資產	Total assets	1,156,188	790,025	945,872	1,020,470	919,640
總負債	Total liabilities	(64,497)	(27,363)	(163,899)	(237,767)	(223,006)
		1,091,691	762,662	781,973	782,703	696,634
供分配予：	Attributable to:					
本公司權益持有人	Equity holders of the Company	1,091,691	762,662	781,973	782,579	686,175
少數股東權益	Minority interests	—	—	—	124	10,459
		1,091,691	762,662	781,973	782,703	696,634

PARTICULARS OF PROPERTIES

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

持作租賃之投資物業

INVESTMENT PROPERTIES HELD FOR RENTAL PURPOSE

地點	大約建築面積	物業性質	本集團應佔權益	租約年期
Location	Approximate gross floor area (平方米) (square metres)	Nature of property	Attributable interest of the Group	Lease term
中華人民共和國 深圳市 南山區 深圳高新技術園區沙河西路 曙光大廈	23,736	商業	100%	中期租約
Dawning Tower, Shahe Road West, Shenzhen High-tech Park, Nan Shan District, Shenzhen Shi, The People's Republic of China	23,736	Commercial	100%	Medium term lease
中華人民共和國 北京市東城區 東中街29號 北京東環廣場B座五層 501-506室及整四層	5,181	商業	100%	中期租約
The whole of level 4 and units 501-506 on level 5, Block B, Beijing Trust Gate Plaza, No. 29 Dong Zhong Street, Dong Cheng District Beijing PRC	5,181	Commercial	100%	Medium term lease

列為持作出售之投資物業

INVESTMENT PROPERTIES CLASSIFIED AS HELD FOR SALE

地點	大約建築面積	物業性質	本集團應佔權益	租約年期
Location	Approximate gross floor area (平方米) (square metres)	Nature of property	Attributable interest of the Group	Lease term
香港 夏慤道18號 海富中心 第一期1102室	404	商業	100%	中期租約
Office No.1102, 11th floor of Tower I Admiralty Centre, No. 18 Harcourt Road, Hong Kong	404	Commercial	100%	Medium term lease

物業詳情

PARTICULARS OF PROPERTIES

截至二零零七年十二月三十一日止年度 For the year ended 31st December, 2007

待售物業

PROPERTIES HELD FOR SALE

地點	大約建築面積	物業性質	本集團應佔權益	租約年期
Location	Approximate gross floor area (平方米) (squaremetres)	Nature of property	Attributable interest of the Group	Lease term
北京市 朝陽區四元橋西北角 順景園 第2、11及13棟	17,037	住宅	100%	長期租約
Blocks 2, 11 and 13, Shun Jing Yuan, Northwest Corner of Suyuan Bridge, Chaoyang District, Beijing, PRC	17,037	Residential	100%	Long term lease
香港 德輔道中19號 環球大廈 二十樓全層	2,932	商業	100%	長期租約
The whole of 20th Floor, World-Wide House, No.19 Des Voeux Road Central, Hong Kong	2,932	Commercial	100%	Medium term lease

預付租賃款項

PREPAID LEASE PAYMENTS

地點	本集團 註冊地段面積	預計 應佔權益	物業性質	完成階段	竣工日期	租約年期
Location	Registered site area (平方米) (square metres)	Attributable interest of the Group	Nature of property	Expected stage of construction	Completion date	Lease term
香港新界粉嶺雞嶺91約 1511、1594、1595及 1598號地段	7,446	100%	農業用地	附註1	附註1	中期租約
Lot Nos. 1511, 1594, 1595 and 1598, Demarcation District No. 91, Kai Leng, Fanling, New Territories, Hong Kong	7,446	100%	Agricultural lots	Note 1	Note 1	Medium term lease

附註1：本集團尚未落實該地段之建築藍圖，因此現時仍未開始動工，所以未能確定預計完成日期。

Note 1: The Group has not yet finalised any construction plan for the site. Accordingly, no construction has commenced and no expected completion date can be concluded.