



**CIIH**

中保國際控股有限公司

China Insurance International Holdings Company Limited

Stock Code 股份代號: 966

Annual Report 2007  
二 零 零 七 年 年 報

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# CORPORATE INFORMATION

## DIRECTORS

### Executive directors

Feng Xiaozeng	<i>Chairman</i>
Lin Fan	<i>Vice Chairman</i>
Song Shuguang	
Xie Yiqun	
Ng Yu Lam Kenneth	<i>Chief Executive Officer</i>
Shen Koping Michael	<i>Deputy Chief Executive Officer</i>
Lau Siu Mun Sammy	

### Non-executive directors

Zheng Changyong  
Wu Jiesi\*  
Che Shujian\*  
Lau Wai Kit\*

\* *Independent*

## COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

Chan Man Ko *Chief Financial Officer*

## AUTHORISED REPRESENTATIVES

Ng Yu Lam Kenneth  
Shen Koping Michael

## REGISTERED OFFICE

12th Floor, Ming An Plaza Phase II  
8 Sunning Road  
Causeway Bay  
Hong Kong  
Telephone : (852) 2864 1999  
Facsimile : (852) 2866 2262  
E-mail : mail@ciih.com

## REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited  
46th Floor, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## INDEPENDENT AUDITORS

KPMG  
*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road, Central  
Hong Kong

## PRINCIPAL BANKERS

Hang Seng Bank Limited  
CITIC Ka Wah Bank Limited

## WEBSITE

[www.ciih.com](http://www.ciih.com)

## STOCK MARKET LISTING

The Main Board of The Stock Exchange  
of Hong Kong Limited  
(Stock Code: 966)

## 董事

### 執行董事

馮曉增	董事長
林帆	副董事長
宋曙光	
謝一群	
吳俞霖	總裁
沈可平	副總裁
劉少文	

### 非執行董事

鄭常勇  
武捷思\*  
車書劍\*  
劉偉傑\*

\* 獨立

### 公司秘書及合資格會計師

陳文告 財務總監

### 法定代表

吳俞霖  
沈可平

## 註冊辦事處

香港銅鑼灣  
新寧道八號  
民安廣場第二期十二樓  
電話：(852) 2864 1999  
傳真：(852) 2866 2262  
電郵：mail@ciih.com

## 股份過戶登記處

香港證券登記有限公司  
香港皇后大道東一八三號  
合和中心四十六樓

## 獨立核數師

畢馬威會計師事務所  
執業會計師  
香港中環  
遮打道十號  
太子大廈八樓

## 主要往來銀行

恒生銀行有限公司  
中信嘉華銀行有限公司

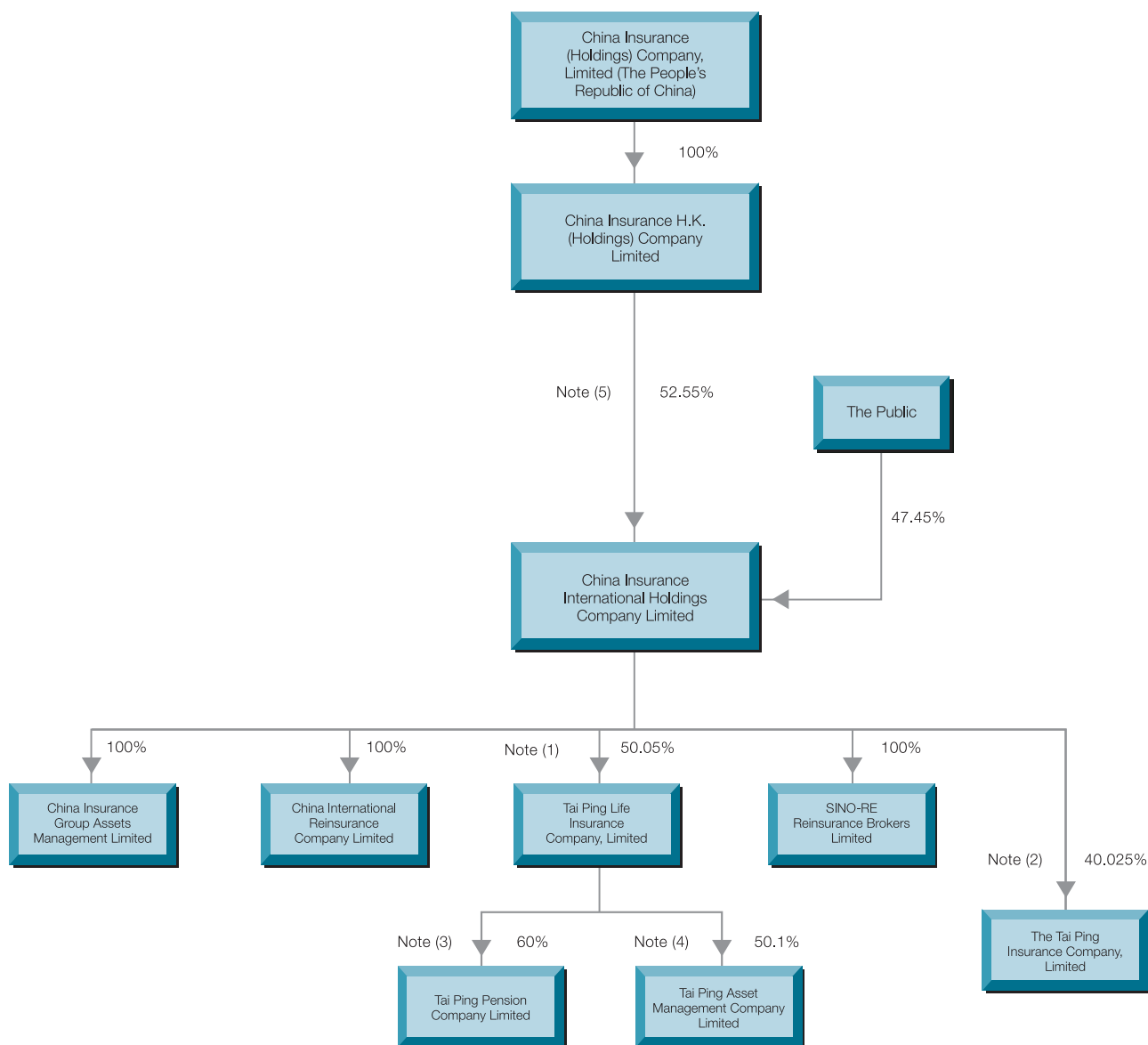
## 網址

www.ciih.com

## 上市證券交易所

於香港聯合交易所有限公司主板上市  
(股份代號：966)

# CORPORATE STRUCTURE



Note (1): CIHC and Fortis own the remaining 25.05% and 24.90% equity interests in TPL, respectively.

Note (2): CIHC and ICBC (Asia) own the remaining 50.398% and 9.577% equity interests in TPI, respectively.

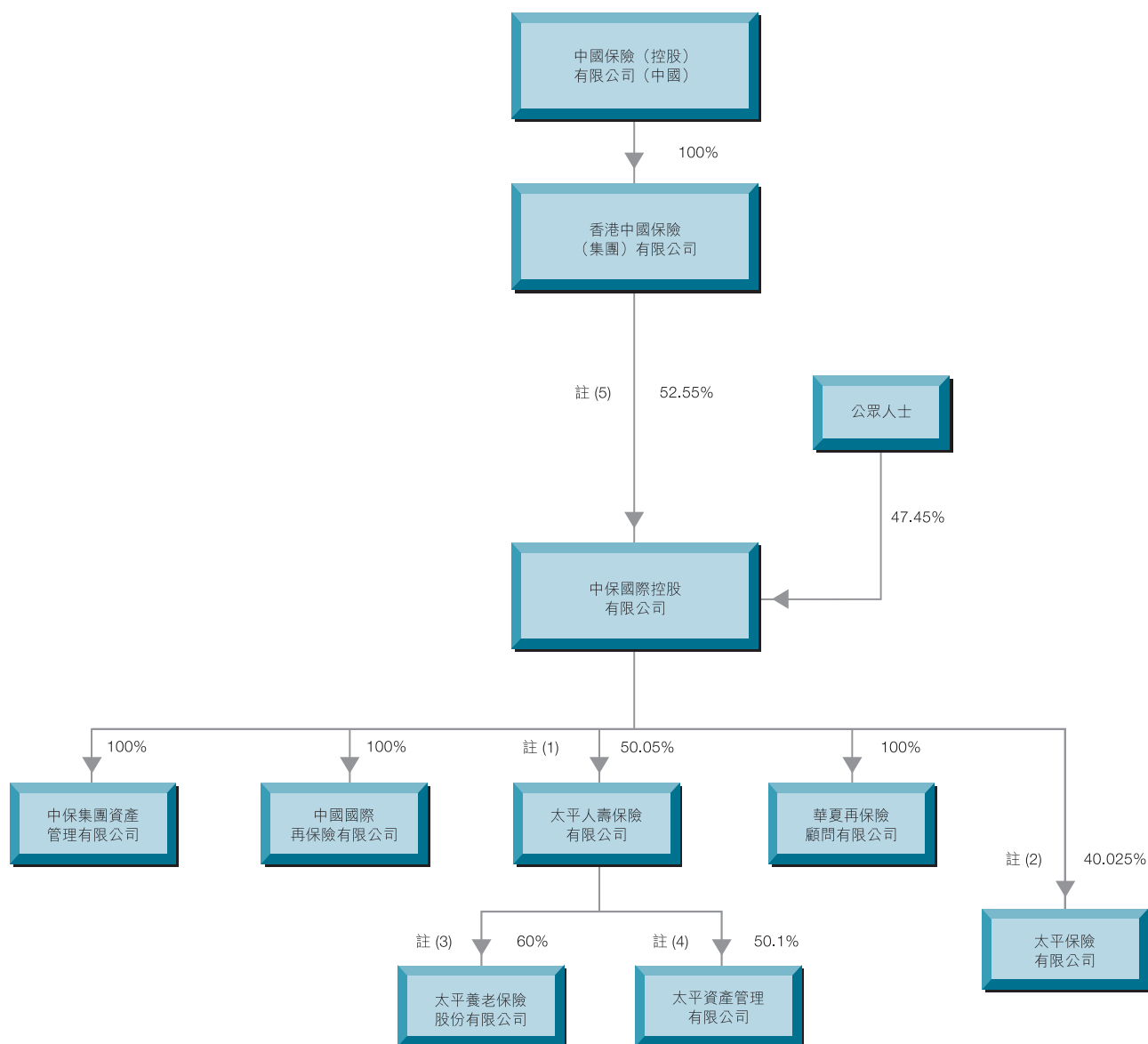
Note (3): Together with the 14% equity interest held by CIGAML, the Group's effective interest in TPP is 44.03%. TPI, CIHC and Fortis own the remaining 12%, 4% and 10% equity interests in TPP, respectively.

Note (4): Together with the 12% equity interest held by CIGAML, the Group's effective interest in TPAM is 37.08%. TPI, CIHC and Fortis own the remaining 9.9%, 20% and 8% equity interests in TPAM, respectively.

Note (5): According to the latest notice of substantial shareholders filed on 12 February 2008, CIHC owns a 54.029% equity interest in the Company as at 12 February 2008.

(As at 31 December 2007)

# 公司架構



註(1)：中保控股及富通分別持有太平人壽其餘之25.05%及24.90%權益。

註(2)：中保控股及工銀(亞洲)分別持有太平保險其餘之50.398%及9.577%權益。

註(3)：連同中保資產管理所持有之14%權益，本集團在太平養老之有效權益為44.03%。太平保險、中保控股及富通分別持有太平養老其餘之12%、4%及10%權益。

註(4)：連同中保資產管理所持有之12%權益，本集團在太平資產管理之有效權益為37.08%。太平保險、中保控股及富通分別持有太平資產管理其餘之9.9%、20%及8%權益。

註(5)：根據二零零八年二月十二日主要股東的申報，截至二零零八年二月十二日，中保控股持有本公司之54.029%權益。

(截至二零零七年十二月三十一日)

# CHAIRMAN'S STATEMENT

Dear Shareholders,

The highest priority of all of the directors and senior managers of China Insurance International Holdings Company Limited ("CIIH" or "the Company") is to create and produce long-term shareholder value to all of our investors and partners. Following CIIH's record-setting year in 2006, in which CIRe produced its highest levels of earnings ever in its history, and TPL and TPI produced profits for the first time ever, many of our shareholders and investors inquired to us whether the results Last Year were only a one-time event, and whether or not they were sustainable. Given the relatively early stages of development of our operations, in particular our Mainland China operations, I regarded such questions from our shareholders and investors as completely fair, reasonable and constructive. I also greatly appreciated such feedback from our friends and partners, and I believed that their communications with us could greatly and positively influence and improve the operations of our Company. In fact, their pointed and direct inquiries formed the basis of our challenge and goals for 2007, and formed the foundation from which all of us at CIIH acted upon throughout the Year.

I am happy and honored to report that CIIH and its subsidiaries produced record results and profits again during the Year, surpassing even the previous-record levels achieved Last Year. With the economy and insurance industries of The People's Republic of China continuing to expand at a rapid pace, the operating results of CIIH have benefited substantially. In 2007, CIIH's gross premiums written and policy fees increased significantly to HK\$17,934.00 million from HK\$12,373.45 million in the Last Year, representing an increase of 44.9%. The increase was mainly due to premium growth in all of our business lines, especially at our life insurance operations at TPL, which produced significant increases in premium income. The net profit attributable to the equity holders for the Year was HK\$1,549.07 million, versus a profit in the Last Year of HK\$510.77 million, representing a tremendous increase of 3.0 times. Both CIRe and TPL produced record profits in 2007, surpassing their previous-record thresholds set Last Year. Although TPI produced a slight loss during the Year, this operating result was due to a strategic decision on the part of senior management to significantly increase the scale and infrastructure of our property and casualty insurance operations in Mainland China. We believe that our efforts this Year will lay down the foundation for the economies of scale necessary for sustainable profitability in the years to come.

In 2007, our reinsurance operation, CIRe, produced record profits. CIRe continued to maintain its leading position in its traditional core markets of Hong Kong & Macau, as well as other countries in the Asian region at reasonable terms and conditions. In Mainland China, CIRe made significant inroads and produced strong growth, making the PRC the single largest market of our reinsurance operation. As such, CIRe's gross reinsurance premiums written increased to HK\$1,681.21 million from HK\$1,541.57 million in the Last Year, representing an increase of 9.1%. 2007 was very similar to 2006 in that there again were no major catastrophes for the global reinsurance industry. In addition, CIRe benefited significantly from strong investment returns during the Year, particularly from the equity markets of Hong Kong. CIRe's net profit attributable to the equity holders of CIIH increased to HK\$579.69 million from HK\$395.66 million in the Last Year, representing an increase of 46.5%.

In 2007, our life insurance operations, TPL, recorded premiums of HK\$16,245.25 million, representing an increase of 50.1% from the HK\$10,823.20 million produced in the Last Year. TPL's strong increase in premium income was driven by our growing individual agency force and the substantial demand from our clients for unit-linked products. The profits attributable to the equity holders of CIIH by TPL was HK\$1,018.06 million, versus the HK\$156.60 million in earnings Last Year, representing an substantial increase of 6.5 times. The tremendous increase in profitability at our life insurance operations was due to the continued expansion of premium income, effective cost controls, and strong returns in the investment portfolio, particularly from the equity markets of the PRC.



各位股東：

中保國際控股有限公司（「中保國際」或「本集團」）全體董事及高層管理人員的首要任務是為我們的所有投資者及合作夥伴創造及帶來長期股東價值。二零零六年，中保國際創造多項紀錄，其中，中再國際的盈利創出新高，太平人壽和太平保險均首次獲得盈利。對此，我們的股東及投資者曾經有所顧慮，二零零六年的業績是否可以持續。鑒於我們的業務，尤其是在中國內地的保險業務，相對尚處於發展初期，我認為股東及投資者提出此等疑問是完全正常、合理及具有建設性的。我也非常感激我們的朋友及合作夥伴能作出此等反饋。我相信這些交流能促進本公司的發展。實際上，他們直接、敏銳的質詢正是構成我們二零零七年良好業績的動力，亦是我們所有中保國際人員一年來致力的成果。

本人欣然呈報，中保國際及其附屬公司年內再次錄得超卓的業績與溢利，並超越了二零零六年所錄得的前紀錄數字。由於中國的經濟及保險業持續快速增長，中保國際的營運業績得以受惠。二零零七年，中保國際之毛承保保費及保單費收入由去年123.7345億港元大幅增加至179.3400億港元，增長44.9%。增加主要是因為我們的業務尤其是太平人壽的人壽保險業務之保費收入錄得強勁增長。股東本年應佔淨溢利為15.4907億港元，而去年為5.1077億港元，增長高達三倍。中再國際和太平人壽於二零零七年均錄得理想溢利，並超越了他們去年的水平。雖然太平保險年內出現輕微虧損，不過，根據太平保險的高級管理層所作出戰略，為了顯著加大中國內地財產保險營運規模及基礎建設實屬難免。我們相信我們今年的努力，會為今後幾年保持持續盈利能力所必需的規模效應奠定基礎。

二零零七年，我們經營再保險業務的中再國際錄得理想溢利。中再國際繼續按合理之條款及條件維持其於香港、澳門之傳統核心市場以及其他亞洲地區國家的領先地位。於中國內地，中再國際業務取得重大進展，增長強勁，並使中國成為我們再保險營運的最大單一市場。故此，中再國際的再保險毛承保保費由去年15.4157億港元增加至16.8121億港元，增長9.1%。二零零七年與二零零六年相似，全球再保險行業沒有遭遇重大災難。此外，中再國際亦顯著受惠於年內強勁的投資回報尤其是香港股市暢旺。二零零七年，中再國際對中保國際股東之盈利貢獻由去年的3.9566億港元增加至5.7969億港元，增長46.5%。

二零零七年，我們經營人壽保險業務的太平人壽錄得保費收入162.4525億港元，較去年108.2320億港元增長50.1%。太平人壽保費收入之強勁增長是受我們個險代理人隊伍的茁壯成長以及客戶對投資連結產品的大量需求所帶動。太平人壽對中保國際股東之盈利貢獻為10.1806億港元，而去年錄得盈利1.5660億港元，增長高達6.5倍。我們人壽保險業務盈利能力的大幅增長乃由於其保費收入持續增長、成本控制得宜及來自其投資組合尤其是中國股市之強勁回報所致。



## CHAIRMAN'S STATEMENT

Other highlights and important events of 2007 included the following:

- The total investment income of CIH recognised in the income statement significantly increased by 179.8% to HK\$6,671.77 million from HK\$2,384.09 million in the Last Year. The increase was primarily due to the strong cash flows from premium growth of the Company's life insurance and reinsurance operations, as well as the positive investment returns from the equity markets in Hong Kong and the PRC. The substantial and highly attractive investment returns achieved during the Year were due in large part to CIH's efforts at further professionalizing and centralizing the Group's investment management operations at CIGAML in Hong Kong (for non-RMB assets) and at TPAM in Shanghai (for RMB assets). Our investment professionals at both CIGAML and TPAM were able to produce index-beating investment returns which were in-line with or even surpassed the investment performance results of some of the world's leading investment houses.
- During the Year, despite there being no major catastrophes over the past two years in 2006 and 2007, CIRE increased its retrocession purchases, which resulted in the relatively slower growth of its net premiums written. Because of the absence of major claims, the reinsurance pricing cycle has continued to soften, along with the demand for more relaxed terms and conditions from our clients. As such, in such an environment, CIRE has adopted a more defensive posture, and believes that the additional reinsurance protection will help to cushion CIRE's underwriting results from the inevitable adverse catastrophic event, whenever it occurs in the future. Such strict discipline and risk management are what has allowed CIRE to be where it is today, and we all believe that such principles will enable our reinsurance operations to continue to do well into the future.
- During the Year, TPL established new branches in seven provinces and major cities in Mainland China. The provinces and major cities were: Hunan, Shanxi, Shaanxi, Yunnan, Jilin, Guangxi and Chongqing. TPL's expansion into these seven areas of Mainland China represents another major step forward in meeting its ultimate objective of having business operations all over the PRC. Although the establishment of these new branches required additional costs and expenses, management of TPL strongly believes that these seven new branches will begin contributing significantly to TPL's premium growth within the next 2 to 3 years. Moreover, further expansion of TPL's infrastructure will enhance the scale of the overall life insurance operations, such that TPL will soon begin benefiting from economies of scale in the short to medium-term. TPL strongly believes that its enlarged branch network will contribute significantly to shareholder value and profitability in the years to come.
- TPL's strong premium growth during the Year was in part driven by substantial demand from our clients for unit-linked products. In 2007, TPL's unit-linked premiums increased to HK\$4,274.36 million from only HK\$31.63 million in the Last Year. With the Chinese government's efforts to cool down inflation and a potentially overheating economy by sharply increasing interest rates, coupled with the second consecutive year of strong appreciation in the domestic A-share equity markets, the demand for investment-related insurance products amongst the people of China has been heightened.

# 董事長報告

二零零七年的其他主要及重大事項包括以下各項：

- 中保國際於損益表內確認的總投資收入由去年的23.8409億港元大幅增加179.8%至66.7177億港元。增加之主要原因為本公司之人壽保險及再保險業務保費增長所帶來的強勁現金流及由香港和中國股市錄得優異的投資回報。良好的投資收益主要由於中保國際採取措施，對本集團位於香港之中保資產管理(專責非人民幣資產)及位於上海之太平資產管理(專責人民幣資產)的投資管理業務進一步採取專業化及集中管理所致。中保資產管理和太平資產管理的專業投資人員能夠創造優於指數的投資回報，媲美一些世界領先投資機構所錄得的投資表現業績。
- 本年內，儘管二零零六年與二零零七年無重大災難，中再國際仍加大其再保險之轉分保障，導致其自留淨承保保費增長相對放緩。由於未發生重大索賠，再保險定價週期進入軟化階段，同時客戶均提出更為寬鬆的條款及再保險條件要求。故此，在此等環境下，中再國際採取更為防禦性的姿態，並相信額外的再保險保障有助於減輕未來發生不可避免之災難性事件對中再國際承保業績的影響。此等嚴格的規定及風險管理確保中再國際發展至今日之水平，我們都深信此等原則將允許我們的再保險業務持續良好發展。
- 本年內，太平人壽於中國內地七個省份及主要城市設立新的分公司，分別是湖南、山西、陝西、雲南、吉林、廣西及重慶。為太平人壽實現於全中國範圍內經營業務之最終目標又邁進了重要一步。儘管開設這些新分公司需要額外的成本及費用，但太平人壽的管理層堅信上述七家新分公司將於未來兩至三年間開始對太平人壽之保費增長作出顯著貢獻。此外，太平人壽基礎建設的進一步擴張將提高人壽保險經營的整體規模，並促使太平人壽於中、短期內即能開始受惠於規模經濟效應。太平人壽堅信其擴大的分支機構網絡將對未來幾年的股東價值及盈利能力有顯著貢獻。
- 太平人壽於年內的強勁保費增長部份受我們客戶對投資連結產品的大量需求所帶動。二零零七年，太平人壽的投資連結保費由去年3,163萬港元急增至42.7436億港元。由於中國政府努力抑制通貨膨脹，並通過提高利率水平去壓止潛在的經濟過熱現象，加上國內A股市場連續第二年的強勁增長勢頭，國人對投資連結保險產品的需求不斷升高。

## CHAIRMAN'S STATEMENT

2008 will be a critically important operational year for CIH. CIRe's global business will face new challenges over the next twelve months, as the continuing softening of the reinsurance cycle is now occurring in a much more uncertain, difficult and slowing world-wide macroeconomic environment. With financial markets turmoil and economic uncertainties now afflicting several major economies around the world, the primary insurance industries in many of CIRe's geographies may face difficulties in generating attractive, profitable growth. Despite such difficulties in reinsurance fundamentals, CIRe's discipline and persistence in adhering to strict underwriting standards, conservative and prudent investment policies, and world-class corporate governance standards remains unchanged, and we feel confident that CIRe will continue to produce stable and satisfactory results. Moreover, Mainland China is an area of enormous growth potential over the long term for our reinsurance operations. Recently, CIRe received approval to begin preparations for establishing a branch in Beijing, which will be considered as a Chinese owned entity. Such a designation will further facilitate the expansion of CIRe's operations and business in the PRC.

TPL plans to open four more branches in the PRC during 2008 (Xinjiang, Guizhou, Gansu and Neimenggu). With these four branches in operation, which is expected within the first half year of 2008, TPL will have a presence in nearly every single province and major city in the country (except for Tibet, Qinghai, Ningxia and Hainan Island). In 2008, for its existing branch network, TPL will focus on providing full coverage and support throughout its vast, nationwide presence. As such, TPL expects to open a significant number of sub-branches and sales centres throughout the country over the next few months. With the global financial and economic conditions in several major economies becoming even more volatile and uncertain in the first few months of 2008, and with the potential that even China's financial markets and economy may be negatively affected, it is critically important that TPL maintains its flexibility such that it may rapidly take advantage of sudden market movements. It was not possible to foresee or predict the substantial demand in Mainland China for unit-linked products in 2007, and the PRC insurance industry may experience similar substantial changes in 2008. TPL will continue to emphasize product development and risk management in such an uncertain environment to best position itself in the fast-moving PRC life insurance markets.

Because the extraordinary investment gains in 2007 in both the Hong Kong and PRC equity markets are not expected to be repeated in 2008, both CIRe's and TPL's net profit results in 2008 will most likely not reach the same levels as that of 2007. However, both CIRe and TPL do expect a satisfactory performance in both top-line and bottom-line results in 2008, which will form a strong and solid foundation for further, sustainable growth into the future. Overall, long-term, I feel as strongly as ever that the future is bright for all of our operations and businesses at CIH. I feel highly confident that we are beginning to form one of the best financial services companies in the PRC which will deliver attractive and sustainable returns to our shareholders and investors over the long term.

It has truly been an honor for me to lead CIH. My personal ambition, along with all of the senior managers and directors of the Company, is to grow CIH such that it becomes one of the premier financial institutions in the Greater China region, as well as the rest of the world. As such, I have demanded all of the senior managers and directors to adhere to the strictest of quality standards, in operations, corporate governance, investor relations and transparency. Our models and benchmarks are always going to be the best in world-class standards and efficiency, which we must never deviate from. Only with such discipline and dedication can we best serve the interests of our shareholders, and become one of the best companies in the world.

## 董事長報告

二零零八年對於中保國際而言將是至關重要的。中再國際之全球性業務將於未來十二個月面臨新的挑戰，因為再保險進入持續疲軟的週期正遇上一個很不明朗、困難及放緩的全球宏觀經濟環境。由於金融市場波動及經濟前景不明朗正使全球眾多主要經濟體系遭受沖擊，很多中再國際業務所覆蓋地區之保險市場面臨利潤增長之困難。儘管經營再保險之基本因素出現種種難題，中再國際遵循嚴格的承保標準、穩妥與謹慎的投資政策以及世界級的企業管治標準之規定，令我大有信心中再國際將繼續創造穩定及令人滿意之業績。此外，中國內地對我們再保險營運而言，是一個具有長期巨大增長潛力的地區。最近，中再國際獲准在北京開始籌建其被視為中資性質的分公司。此等定性將使中再國際在中國的營運及業務擴張更為便利。

太平人壽計劃於二零零八年在中國增設四家分公司(新疆、貴州、甘肅及內蒙古)。隨著這四家分公司預期於二零零八年上半年內開業，太平人壽將在國內幾乎每個省份及主要城市均設有分支機構(除西藏、青海、寧夏及海南島以外)。二零零八年，對於其現有的分支機構網絡，太平人壽將悉心為其廣闊的全國性佈局提供全面的保障及支援。故此，太平人壽期望於未來幾個月期間在全國範圍內開設一定數量的支公司及營銷服務部。由於二零零八年最初幾個月全球多個主要經濟體系之金融與經濟條件變得不穩定及不明朗，甚至中國金融市場及經濟亦有可能遭受潛在的負面影響，因此對太平人壽而言必須保持靈活性，以便及時利用突發的市場變動機會。二零零七年中國內地對投資連結產品的大量需求是不可預見或預測的，而二零零八年中國保險市場可能經歷類似的巨大變化。在此等不確定的環境下，太平人壽將繼續注重產品開發及風險管理，以使其在快速變化的中國壽險市場上佔優。

由於二零零七年香港及中國股票市場上優異的投資收益預期將無法在二零零八年重復，因此中再國際及太平人壽二零零八年之淨利潤表現將難以達到二零零七年之同等水平。然而，中再國際及太平人壽均預期二零零八年的保費收入及盈利都能有令人滿意的表現，並為將來進一步的持續增長奠定強勁、堅實的基礎。總而言之，長期來看，我極之感到我們中保國際的所有業務前景一片光明。我深信我們正開始建設中國最優秀的金融服務公司之一，並將長期給予股東及投資者驕人、持續的回報。

能夠帶領中保國際，本人深感榮幸。本人與本公司全體高級管理人員及董事的共同願望是推動中保國際成長，使其成為大中華地區乃至世界上最佳的金融機構之一。故此，我要求全體高級管理人員及董事在營運、企業管治、投資者關係及透明度方面堅持最為嚴格的標準。我們必須永不背離追隨世界級標準及效率，使我們擁有最佳的運作模式及基準。只有堅持此等紀律及決心，我們才能為股東帶來最佳的利益，並成為全球高質素的公司之一。

## CHAIRMAN'S STATEMENT

On behalf of all of our senior managers and directors, I would like to wholeheartedly and sincerely thank our shareholders and investors for the trust and support which you have given to us over the past years! During our earliest phases of development, through our public listing and the start of our Mainland China operations, CIH has worked hard and persevered, even during the most challenging times. Recently, our Company has emerged from our most difficult and challenging initial operational period, and has greatly benefited from robust and healthy economic conditions. It is at such times, however, that it is most important to remember our shareholders and investors, many of whom were with us and supportive of us during our most difficult and challenging period, and whom have persevered along with us. We thank you again for your trust and support, and believe that over the long term, the best is still to come for CIH! We also look forward to our continued dialogue and communications with you over the near and long term. We believe that your feedback to us, on our strengths, weaknesses, areas to improve on, and the risks and threats to our business lines, are all incredibly helpful in further improving our operations and our strategy, and most fundamentally, helping us to become even more competitive in an ever-increasingly competitive marketplace.

Finally, I would like to commend and recognize the tremendous dedication and hard work of all of CIH's employees in 2007. Through their tremendous sacrifices and persistence, our Company has reached the position which it is at today. We truly believe that our professionals and employees are our greatest asset, and are the best in China and the world. Although our goals and objectives in 2008 and beyond are challenging, we believe that anything is possible with our people.

Thank you again, and we all look forward to working with you in the years to come!

**Feng Xiaozeng**

*Chairman*

Hong Kong, 18 March 2008

## 董事長報告

本人謹此代表全體高級管理人員及董事，對多年來給予我們信任及支持的股東及投資者致以衷心、誠摯的謝意。自我們創業初期上市及開展中國內地業務以來，即使是在最具挑戰的時期，中保國際始終堅持艱苦奮鬥。最近，本公司已走出最為困難及最具挑戰的經營初階段，並開始從暢旺和良好的經濟環境中獲益。然而，在此等時刻最為重要的是銘記我們的股東及投資者，其中很多在我們最為困難及最具挑戰的時期伴隨及支持我們，並且一直與我們同行。我們再次對閣下的信任及支持表示感謝，並相信長期而言中保國際未來的發展會更加美好。我們亦期望保持與閣下的對話及交流。我們相信閣下對我們實力、弱點、有待改進之處以及各業務種類所面臨的風險及威脅之反饋，能大力幫助我們進一步改善營運及策略，並從根本上幫助我們在競爭日益加劇的市場上更具競爭力。

最後，本人亦對全體中保國際員工於二零零七年的無私奉獻及辛勤勞動表示贊許與感激。正是由於他們的巨大犧牲及堅持不懈，本公司才得以達到今日之地位。我們深信我們的專業人員及廣大員工是我們最大的財富，亦是中國乃至全球最高質素的人才。儘管我們二零零八年及未來的目標和計劃頗具挑戰性，我們相信憑藉我們的員工任何目標都有可能達成。

再次感謝閣下，我們都期望未來能再與閣下一同合作。

董事長  
馮曉增

香港，二零零八年三月十八日

# MANAGEMENT REVIEW AND ANALYSIS

## CONSOLIDATED FINANCIAL RESULTS

The performance highlights of the Group for the Year were as follows:

*For the year ended 31 December, HK\$ million*

	2007	2006	Change
Gross premiums written and policy fees	<b>17,934.00</b>	12,373.45	44.9%
Net investment income	<b>1,888.40</b>	1,189.71	58.7%
Net realised investment gains	<b>4,277.79</b>	559.51	7.6 times
Net unrealised investment gains	<b>505.58</b>	634.87	(20.4%)
Net exchange (loss)/gain	<b>(31.12)</b>	22.84	–
Profit before taxation	<b>3,010.91</b>	984.60	3.1 times
Profit after taxation	<b>2,457.20</b>	658.34	3.7 times
Net profit attributable to the equity holders	<b>1,549.07</b>	510.77	3.0 times
Basic earnings per share (HK cent)	<b>110.2</b>	38.1	72.1 cents
Final dividend proposed at HK10 cents per share	<b>141.53</b>	–	–

The net profit/(loss) attributable to the equity holders by each business line is summarised below:

*For the year ended 31 December, HK\$ million*

	2007	2006	Change
Reinsurance	<b>579.69</b>	395.66	46.5%
Life insurance	<b>1,018.06</b>	156.60	6.5 times
Property and casualty insurance <sup>1</sup>	<b>(58.31)</b>	3.37	–
Corporate and other businesses	<b>9.63</b>	(44.86)	–
Net profit attributable to the equity holders	<b>1,549.07</b>	510.77	3.0 times

<sup>1</sup> The property and casualty insurance business is operated by TPI, which is an associate of the Group under the Hong Kong Financial Reporting Standards and is not consolidated into the Group on a line-by-line basis. Therefore, the property and casualty insurance business does not constitute a separate segment of the Group as defined in Note 3 of the consolidated financial statements. Instead, the share of results of TPI for the financial year is recognised and reported as "Share of (losses)/profits of associates" in the consolidated income statement. The equity interest of TPI held by the Group at the balance sheet date is recognised and reported as "Interest in associates" in the consolidated balance sheet. They are grouped under the "Corporate and other businesses" segment in Note 3 of the consolidated financial statements. Readers and investors are advised to pay attention to these details when reading Note 3 of the consolidated financial statements.

## 管理層回顧和分析

### 綜合財務表現

本集團年內重點表現如下：

截至十二月三十一日止年度，百萬港元

	二零零七年	二零零六年	變化
毛承保保費及保單費收入	<b>17,934.00</b>	12,373.45	44.9%
投資收入淨額	<b>1,888.40</b>	1,189.71	58.7%
已實現投資收益淨額	<b>4,277.79</b>	559.51	7.6倍
未實現投資收益淨額	<b>505.58</b>	634.87	(20.4%)
匯兌(虧損)/收益淨額	<b>(31.12)</b>	22.84	—
除稅前溢利	<b>3,010.91</b>	984.60	3.1倍
除稅後溢利	<b>2,457.20</b>	658.34	3.7倍
股東應佔溢利淨額	<b>1,549.07</b>	510.77	3.0倍
每股基本盈利(港仙)	<b>110.2</b>	38.1	72.1仙
建議末期息每股10港仙	<b>141.53</b>	—	—

按各業務分類之股東應佔溢利/(虧損)淨額概述如下：

截至十二月三十一日止年度，百萬港元

	二零零七年	二零零六年	變化
再保險	<b>579.69</b>	395.66	46.5%
人壽保險	<b>1,018.06</b>	156.60	6.5倍
財產保險 <sup>1</sup>	<b>(58.31)</b>	3.37	—
企業及其他業務	<b>9.63</b>	(44.86)	—
股東應佔溢利淨額	<b>1,549.07</b>	510.77	3.0倍

<sup>1</sup> 本集團之財產保險業務由太平保險營運。根據香港財務報告準則，太平保險屬於聯營公司，故並無以分項總計方法綜合於本集團之財務報表內。因此，誠如綜合財務報表附註3之定義，財產保險業務並不構成本集團之分項分類，而本財政年度分佔太平保險之業績於綜合損益表被確認及列報為「應佔聯營公司(虧損)/溢利」。本集團於結算日持有之太平保險權益，於綜合資產負債表被確認及列報為「於聯營公司之權益」。上述賬項於綜合財務報表附註3被歸類為「企業及其他業務」。閱覽者及投資者閱覽綜合財務報表附註3時，務請加倍留意。



## MANAGEMENT REVIEW AND ANALYSIS

The **gross premiums written and policy fees** for the Year increased significantly to HK\$17,934.00 million from HK\$12,373.45 million in the Last Year. The increase was mainly due to the strong premium growth at each of our business segments, in particular the life insurance business in which premiums increased by 50.1% to HK\$16,245.25 million from HK\$10,823.20 million in the Last Year.

The **net profit attributable to the equity holders** for the Year was HK\$1,549.07 million (2006: HK\$510.77 million). The Group's profitability improved over that of the Last Year primarily because of increases in premium, increases in scale of operations and strong investment results at each of our business segments, in particular the life insurance business at which profits increased significantly.

The **reinsurance business** contributed net profit to the equity holders of HK\$579.69 million (2006: HK\$395.66 million). The significant improvement in profit was mainly due to satisfactory underwriting result and strong investment returns during the Year.

The **life insurance business** contributed net profit to the equity holders of HK\$1,018.06 million (2006: HK\$156.60 million). The substantial increase in profit was mainly due to significant increases in premium, increases in scale of operations and strong investment returns during the Year.

The **property and casualty insurance business** incurred a net loss to the equity holders of HK\$58.31 million (2006: profit of HK\$3.37 million). The slight loss was mainly due to a significant increase in premiums, which resulted in higher acquisition costs accounted for during the Year, and the current lack of scale of our operations.

## CONSOLIDATED INVESTMENT PERFORMANCE

### Consolidated investment assets

The total investments of the Group are summarised as follows:

*At 31 December, HK\$ million*

	2007	% of Total	2006	% of Total
Debt securities	27,490.52	54.1%	19,828.06	53.6%
Direct equity securities	7,000.45	13.8%	3,159.09	8.5%
Equity investment funds	5,614.96	11.0%	2,525.97	6.8%
Composite investment funds	139.95	0.3%	40.21	0.1%
Cash and bank deposits	10,520.27	20.7%	11,359.98	30.7%
Investment properties	78.56	0.1%	106.08	0.3%
Total investments	50,844.71	100.0%	37,019.39	100.0%

## 管理層回顧和分析

於本年度，毛承保保費及保單費收入由去年123.7345億港元大幅增加至179.3400億港元。增加主要是因為每個業務分類，尤其是人壽保險業務的保費收入有強勁的增長，年內人壽保險保費收入由去年108.2320億港元增加50.1%至162.4525億港元。

於本年度，股東應佔溢利淨額為15.4907億港元(二零零六年：5.1077億港元)。本集團盈利能力得到改善的主因是每個業務分類的保費及經營規模均有所增長及投資回報強勁，尤其是人壽保險業務的溢利大幅增長。

再保險業務對股東淨溢利的貢獻為5.7969億港元(二零零六年：3.9566億港元)。溢利大幅改善的主因是本年度內承保表現良好及投資回報強勁。

人壽保險業務對股東淨溢利的貢獻為10.1806億港元(二零零六年：1.5660億港元)。溢利大幅增長的主因是本年度內保費及經營規模大幅增長及投資回報強勁。

財產保險業務使股東遭受淨虧損5,831萬港元(二零零六年：溢利337萬港元)。出現輕微虧損的主因是由於保費大幅增長導致本年度內較高的展業成本及目前尚缺乏經營規模。

### 綜合投資表現

#### 綜合投資資產

本集團的投資總值概述如下：

於十二月三十一日，百萬港元

	二零零七年	佔總額百分比	二零零六年	佔總額百分比
債務證券	27,490.52	54.1%	19,828.06	53.6%
直接股本證券	7,000.45	13.8%	3,159.09	8.5%
股本投資基金	5,614.96	11.0%	2,525.97	6.8%
綜合投資基金	139.95	0.3%	40.21	0.1%
現金及銀行存款	10,520.27	20.7%	11,359.98	30.7%
投資物業	78.56	0.1%	106.08	0.3%
投資總額	50,844.71	100.0%	37,019.39	100.0%

## MANAGEMENT REVIEW AND ANALYSIS

The investments in securities are classified as Held-to-Maturity (“HTM”), Available-for-Sale (“AFS”) and Designated at Fair Value through Profit or Loss (“DTPL”). The detailed breakdown of such classifications for the total investment portfolio of the Group was as follows:

### At 31 December 2007, HK\$ million

	HTM	AFS	DTPL	Total
Debt securities	1,019.07	25,947.54	523.91	27,490.52
Direct equity securities	–	5,243.17	1,757.28	7,000.45
Equity investment funds	–	2,220.71	3,394.25	5,614.96
Composite investment funds	–	51.38	88.57	139.95
	<b>1,019.07</b>	<b>33,462.80</b>	<b>5,764.01</b>	<b>40,245.88</b>

### At 31 December 2006, HK\$ million

	HTM	AFS	DTPL	Total
Debt securities	843.47	18,574.85	409.74	19,828.06
Direct equity securities	–	2,516.68	642.41	3,159.09
Equity investment funds	–	1,563.50	962.47	2,525.97
Composite investment funds	–	15.83	24.38	40.21
	<b>843.47</b>	<b>22,670.86</b>	<b>2,039.00</b>	<b>25,553.33</b>

The percentages of the Group’s total investments held by each business segment in terms of carrying values at the balance sheet date were as follows:

	2007	2006
Reinsurance	8.6%	10.4%
Life insurance	87.0%	84.3%
Corporate and other businesses	4.4%	5.3%
	<b>100.0%</b>	<b>100.0%</b>

## 管理層回顧和分析

證券投資被歸類為持有至到期日、可供出售及指定為通過損益以反映公允價值。按此歸類的分佈概述如下：

於二零零七年十二月三十一日，百萬港元

	持有至 到期日	可供出售	指定為通過 損益以反映 公允價值	總額
債務證券	1,019.07	25,947.54	523.91	27,490.52
直接股本證券	—	5,243.17	1,757.28	7,000.45
股本投資基金	—	2,220.71	3,394.25	5,614.96
綜合投資基金	—	51.38	88.57	139.95
	<b>1,019.07</b>	<b>33,462.80</b>	<b>5,764.01</b>	<b>40,245.88</b>

於二零零六年十二月三十一日，百萬港元

	持有至 到期日	可供出售	指定為通過 損益以反映 公允價值	總額
債務證券	843.47	18,574.85	409.74	19,828.06
直接股本證券	—	2,516.68	642.41	3,159.09
股本投資基金	—	1,563.50	962.47	2,525.97
綜合投資基金	—	15.83	24.38	40.21
	<b>843.47</b>	<b>22,670.86</b>	<b>2,039.00</b>	<b>25,553.33</b>

於結算日各業務分類佔本集團投資總額賬面值之百分比如下：

	二零零七年	二零零六年
再保險	8.6%	10.4%
人壽保險	87.0%	84.3%
企業及其他業務	4.4%	5.3%
	<b>100.0%</b>	<b>100.0%</b>

# MANAGEMENT REVIEW AND ANALYSIS

## Consolidated investment income

The total investment income of the Group recognised in the consolidated income statement increased substantially by 179.8% to HK\$6,671.77 million in the Year from HK\$2,384.09 million in the Last Year. The increase was primarily attributable to the continued strong growth in investment assets of the Group's life insurance and reinsurance operations through premium growth, and the continued strong performance of the global equity markets, in particular the equity markets in the PRC and Hong Kong, during the Year.

The details of the Group's investment income on a pre-tax basis are summarised as follows:

### For the year ended 31 December 2007, HK\$ million

	Recognised in the consolidated income statement					Sub total	Unrealised (losses)/ gains recognised in the fair value reserve	Grand total
	Interest income/ (expense)	Dividend income	Rental income	Realised gains/ (losses)	Unrealised gains			
<b>Debt securities</b>								
HTM	65.17	-	-	-	-	65.17	-	65.17
AFS	978.16	-	-	(0.54)	-	977.62	(2,373.35)	(1,395.73)
DTPL	21.75	-	-	100.36	41.26	163.37	-	163.37
<b>Direct equity securities</b>								
AFS	-	25.55	-	2,375.46	-	2,401.01	1,321.75	3,722.76
DTPL	-	6.48	-	492.99	56.35	555.82	-	555.82
<b>Equity investment funds</b>								
AFS	-	256.30	-	710.94	-	967.24	451.17	1,418.41
DTPL	-	382.32	-	592.78	379.10	1,354.20	-	1,354.20
<b>Composite investment funds</b>								
AFS	-	-	-	-	-	-	4.27	4.27
DTPL	-	22.67	-	4.73	23.34	50.74	-	50.74
<b>Cash and bank deposits</b>	393.72	-	-	-	-	393.72	-	393.72
<b>Investment properties</b>	-	-	2.43	(0.18)	5.53	7.78	-	7.78
<b>Securities sold under repurchase agreements</b>	(285.33)	-	-	-	-	(285.33)	-	(285.33)
<b>Others</b>	19.18	-	-	1.25	-	20.43	-	20.43
	<b>1,192.65</b>	<b>693.32</b>	<b>2.43</b>	<b>4,277.79</b>	<b>505.58</b>	<b>6,671.77</b>	<b>(596.16)</b>	<b>6,075.61</b>

## 管理層回顧和分析

### 綜合投資收入

本集團確認於綜合損益表內的投資收入總額由去年之23.8409億港元大幅上升179.8%至本年度之66.7177億港元。升幅主要由於本集團人壽保險及再保險業務之保費增長使其投資資產持續強勁增長，以及本年度內全球股票市場，尤其是中國及香港股票市場持續表現強勁。

本集團稅前投資收入之詳細分析如下：

截至二零零七年十二月三十一日止年度，百萬港元

	於綜合損益表內確認					小計	未實現 (虧損) /收益 於公允價值 儲備內確認	總額
	利息收入/ (支出)	股息收入	租金收入	已實現收益/ (虧損)	未實現收益			
<b>債務證券</b>								
持有至到期日	65.17	—	—	—	—	65.17	—	65.17
可供出售	978.16	—	—	(0.54)	—	977.62	(2,373.35)	(1,395.73)
指定為通過損益以反映公允價值	21.75	—	—	100.36	41.26	163.37	—	163.37
<b>直接股本證券</b>								
可供出售	—	25.55	—	2,375.46	—	2,401.01	1,321.75	3,722.76
指定為通過損益以反映公允價值	—	6.48	—	492.99	56.35	555.82	—	555.82
<b>股本投資基金</b>								
可供出售	—	256.30	—	710.94	—	967.24	451.17	1,418.41
指定為通過損益以反映公允價值	—	382.32	—	592.78	379.10	1,354.20	—	1,354.20
<b>綜合投資基金</b>								
可供出售	—	—	—	—	—	—	4.27	4.27
指定為通過損益以反映公允價值	—	22.67	—	4.73	23.34	50.74	—	50.74
<b>現金及銀行存款</b>	393.72	—	—	—	—	393.72	—	393.72
<b>投資物業</b>	—	—	2.43	(0.18)	5.53	7.78	—	7.78
<b>賣出回購證券</b>	(285.33)	—	—	—	—	(285.33)	—	(285.33)
<b>其他</b>	19.18	—	—	1.25	—	20.43	—	20.43
	<b>1,192.65</b>	<b>693.32</b>	<b>2.43</b>	<b>4,277.79</b>	<b>505.58</b>	<b>6,671.77</b>	<b>(596.16)</b>	<b>6,075.61</b>

# MANAGEMENT REVIEW AND ANALYSIS

For the year ended 31 December 2006, HK\$ million

	Recognised in the consolidated income statement					Sub total	Unrealised (losses)/ gains recognised in the fair value reserve	Grand total
	Interest income/ (expense)	Dividend income	Rental income	Realised gains	Unrealised gains/ (losses)			
<b>Debt securities</b>								
HTM	64.80	-	-	-	-	64.80	-	64.80
AFS	706.35	-	-	1.23	-	707.58	(322.39)	385.19
DTPL	32.69	-	-	6.16	(6.31)	32.54	-	32.54
<b>Direct equity securities</b>								
AFS	-	7.26	-	146.17	-	153.43	1,043.76	1,197.19
DTPL	-	16.48	-	194.83	204.67	415.98	-	415.98
<b>Equity investment funds</b>								
AFS	-	148.69	-	-	-	148.69	431.70	580.39
DTPL	-	41.44	-	209.66	433.77	684.87	-	684.87
<b>Composite investment funds</b>								
DTPL	-	1.56	-	-	0.39	1.95	-	1.95
<b>Cash and bank deposits</b>	225.00	-	-	-	-	225.00	-	225.00
<b>Investment properties</b>	-	-	2.09	1.46	3.59	7.14	-	7.14
<b>Securities sold under repurchase agreements</b>	(59.30)	-	-	-	-	(59.30)	-	(59.30)
<b>Others</b>	2.65	-	-	-	(1.24)	1.41	-	1.41
	972.19	215.43	2.09	559.51	634.87	2,384.09	1,153.07	3,537.16

The percentages of the Group's total investment income on a pre-tax basis recognised in the consolidated income statement generated by each business segment for the Year were as follows:

	2007	2006
Reinsurance	7.9%	12.6%
Life insurance	87.0%	82.7%
Corporate and other businesses	5.1%	4.7%
	100.0%	100.0%

## 管理層回顧和分析

截至二零零六年十二月三十一日止年度，百萬港元

	於綜合損益表內確認						未實現 (虧損) ／收益 於公允價值 儲備內確認	總額
	利息收入／ (支出)	股息收入	租金收入	已實現收益	未實現收益／ (虧損)	小計		
<b>債務證券</b>								
持有至到期日	64.80	—	—	—	—	64.80	—	64.80
可供出售	706.35	—	—	1.23	—	707.58	(322.39)	385.19
指定為通過損益以反映公允價值	32.69	—	—	6.16	(6.31)	32.54	—	32.54
<b>直接股本證券</b>								
可供出售	—	7.26	—	146.17	—	153.43	1,043.76	1,197.19
指定為通過損益以反映公允價值	—	16.48	—	194.83	204.67	415.98	—	415.98
<b>股本投資基金</b>								
可供出售	—	148.69	—	—	—	148.69	431.70	580.39
指定為通過損益以反映公允價值	—	41.44	—	209.66	433.77	684.87	—	684.87
<b>綜合投資基金</b>								
指定為通過損益以反映公允價值	—	1.56	—	—	0.39	1.95	—	1.95
現金及銀行存款	225.00	—	—	—	—	225.00	—	225.00
投資物業	—	—	2.09	1.46	3.59	7.14	—	7.14
賣出回購證券	(59.30)	—	—	—	—	(59.30)	—	(59.30)
其他	2.65	—	—	—	(1.24)	1.41	—	1.41
	972.19	215.43	2.09	559.51	634.87	2,384.09	1,153.07	3,537.16

本年度各業務分類佔本集團在綜合損益表內確認之稅前投資收入總額之百分比如下：

	二零零七年	二零零六年
再保險	7.9%	12.6%
人壽保險	87.0%	82.7%
企業及其他業務	5.1%	4.7%
	100.0%	100.0%



# MANAGEMENT REVIEW AND ANALYSIS

## REINSURANCE BUSINESS

The Group's reinsurance business is operated by CIRe, which is a Hong Kong-incorporated company and wholly-owned by the Group. CIRe is mainly engaged in the underwriting of all classes of global reinsurance business except for casualty reinsurance business outside of Asia. CIRe's key markets are Hong Kong and Macau, China, Japan, the rest of Asia, Europe and other parts of the world.

The key financial data and key performance indicators of the reinsurance business are summarised below:

*For the year ended 31 December, HK\$ million*

	2007	2006	Change
Gross premiums written	<b>1,681.21</b>	1,541.57	9.1%
Net premiums written	<b>1,470.06</b>	1,377.00	6.8%
Net earned premiums	<b>1,441.95</b>	1,240.09	16.3%
Net claims incurred	<b>(995.22)</b>	(820.87)	21.2%
Net commission expenses	<b>(351.66)</b>	(326.21)	7.8%
Underwriting profit	<b>58.41</b>	61.51	(5.0%)
Total investment income	<b>530.13</b>	303.43	74.7%
Net exchange gain	<b>61.19</b>	66.97	(8.6%)
Profit before taxation	<b>616.93</b>	411.56	49.9%
Profit attributable to the equity holders	<b>579.69</b>	395.66	46.5%
Solvency margin ratio	<b>147.1%</b>	135.7%	11.4 pts
Technical reserves ratio	<b>179.8%</b>	186.1%	(6.3 pts)
Retained ratio	<b>87.4%</b>	89.3%	(1.9 pts)
Earned premiums ratio	<b>85.8%</b>	80.4%	5.4 pts
Loss ratio <sup>1</sup>	<b>69.0%</b>	66.2%	2.8 pts
Expense ratio <sup>2</sup>	<b>26.4%</b>	26.0%	0.4 pt
Combined ratio <sup>3</sup>	<b>95.4</b>	92.2	3.2 pts

<sup>1</sup> The loss ratio is based on net earned premiums.

<sup>2</sup> The expense ratio is based on net premiums written. In prior years, the expense ratio was based on net earned premiums. The management believes that calculating the expense ratio based on net premiums written is a fairer indicator and better reflects the underwriting performance of CIRe. If the net earned premiums basis is applied, then the expense ratio would be 26.9% for the Year (2006: 28.8%).

<sup>3</sup> The combined ratio is the sum of the loss ratio and the expense ratio. If the expense ratio is based on net earned premiums, then the combined ratio would be 95.9 for the Year (2006: 95.0).

## 管理層回顧和分析

### 再保險業務

本集團之再保險業務由本集團全資擁有之香港註冊公司中再國際營運。中再國際主要從事承保全球各類再保險業務，但亞洲以外的責任險業務則除外。中再國際之主要市場為香港及澳門、中國、日本、亞洲其他地區、歐洲及世界其他地方。

再保險業務之主要財務數據及主要表現指標概述如下：

截至十二月三十一日止年度，百萬港元

	二零零七年	二零零六年	變化
毛承保保費	<b>1,681.21</b>	1,541.57	9.1%
淨承保保費	<b>1,470.06</b>	1,377.00	6.8%
已賺取保費淨額	<b>1,441.95</b>	1,240.09	16.3%
賠款淨額	<b>(995.22)</b>	(820.87)	21.2%
佣金支出淨額	<b>(351.66)</b>	(326.21)	7.8%
承保溢利	<b>58.41</b>	61.51	(5.0%)
投資收入總額	<b>530.13</b>	303.43	74.7%
匯兌收益淨額	<b>61.19</b>	66.97	(8.6%)
除稅前溢利	<b>616.93</b>	411.56	49.9%
股東應佔溢利	<b>579.69</b>	395.66	46.5%
償付能力充足比率	<b>147.1%</b>	135.7%	11.4點
技術性儲備比率	<b>179.8%</b>	186.1%	(6.3點)
自留比率	<b>87.4%</b>	89.3%	(1.9點)
已賺取保費率	<b>85.8%</b>	80.4%	5.4點
賠付率 <sup>1</sup>	<b>69.0%</b>	66.2%	2.8點
費用率 <sup>2</sup>	<b>26.4%</b>	26.0%	0.4點
綜合成本率 <sup>3</sup>	<b>95.4</b>	92.2	3.2點

<sup>1</sup> 賠付率按已賺取保費淨額為基準計算。

<sup>2</sup> 費用率按淨承保保費為基準計算。於過往年度，費用率按已賺取保費淨額為基準計算。管理層相信，按淨承保保費為基準計算費用率為更公平的指標，並可更好地反映中再國際的承保表現。倘使用已賺取保費淨額基準，則本年度之費用率將為26.9% (二零零六年：28.8%)。

<sup>3</sup> 綜合成本率為賠付率與費用率的總和。倘費用率按已賺取保費淨額為基準計算，則本年度之綜合成本率將為95.9 (二零零六年：95.0)。

# MANAGEMENT REVIEW AND ANALYSIS

## Profit Attributable to the Equity Holders

CIRe contributed net profit to the equity holders of HK\$579.69 million (2006: HK\$395.66 million), which represents the highest levels of earnings in the history of CIRe, and which follows on a previous-record performance in 2006. The strong performance during the Year was mainly due to stable growth in premiums written, higher equity investment income, particularly from Hong Kong equities, positive exchange rate movements, and higher interest rates on cash deposits. During the Year, CIRe's underwriting profit decreased slightly to HK\$58.41 million from HK\$61.51 million in the Last Year. Although no major claims affected the reinsurance portfolio during the Year, the frequency of small- to medium-sized claims has increased slightly.

## Gross Premiums Written

CIRe's gross premiums written increased by 9.1% to HK\$1,681.21 million from HK\$1,541.57 million in the Last Year. During the Year, Mainland China became the single largest market of CIRe. Through its Beijing Representative Office and the Shanghai Office of CIH, CIRe has been able to better serve its existing clients in China as well as increase its marketing to new potential clients in the country. In its traditional core markets of Hong Kong and Macau, CIRe continued to be one of the leading reinsurers and has maintained its clientele and premium income even though competition was keen and pricing levels continued to slide during the Year. In Hong Kong and Macau, the underwriting profitability of the past few years has resulted in keener competition amongst the primary insurers and in the original policy premium rates. In other Asian markets, CIRe was able to keep its market position and grow its premiums in-line with the respective markets.

CIRe's geographical distribution of gross premiums written is summarised as follows:

### For the year ended 31 December, HK\$ million

	2007	% of Total	2006	% of Total
Hong Kong & Macau	316.65	18.8%	307.42	19.9%
Mainland China (& Taiwan)	399.65	23.8%	354.93	23.0%
Japan	113.97	6.8%	96.92	6.3%
Rest of Asia	455.99	27.1%	417.06	27.1%
Europe	249.97	14.9%	264.01	17.1%
Others	144.98	8.6%	101.23	6.6%
	<b>1,681.21</b>	<b>100.0%</b>	1,541.57	100.0%

The premiums from Asia constituted 76.5% of the total gross premiums written for 2007 (2006: 76.3%). During the Year, CIRe maintained its selective and strict underwriting strategy across all of its geographies. CIRe has grown its top-line gross premiums while simultaneously putting more emphases and efforts on underwriting and risk management. As a result, CIRe was able to further broaden and diversify its portfolio mix by geographies and by product lines. Such enhanced portfolio diversification will reduce the volatility of its reinsurance results.

## 管理層回顧和分析

### 股東應佔溢利

中再國際對股東淨溢利的貢獻為5.7969億港元(二零零六年：3.9566億港元)，此乃中再國際繼二零零六年取得創紀錄表現後再次刷新歷史收益最高水準。本年度表現強勁的主因為穩定的承保保費增長、較高的股本投資收入，尤其是香港股票、有利的匯率變動及較高的現金存款利率。於本年度內，中再國際之承保溢利由去年度之6,151萬港元輕微下滑至5,841萬港元。儘管本年度內並無重大索賠影響再保險業務，但中、小規模索賠案件略有增加。

### 毛承保保費

中再國際之毛承保保費由去年之15.4157億港元上升9.1%至16.8121億港元。於本年度內，中國大陸已成為中再國際的單一最大市場。中再國際通過其北京代表處及中保國際的上海辦事處，為其中國市場的現有客戶提供更好的服務，並提升其對國內市場潛在新客戶的營銷能力。中再國際在其傳統核心市場 — 香港及澳門繼續擔當主要的再保險商，儘管本年度內競爭激烈，定價水平持續下滑，中再國際仍維持其原有客戶及保費收入。在香港及澳門市場，過去幾年之承保盈利能力加劇了直接保險公司間的競爭，及在原保單保費率上的競爭。在其他亞洲市場，中再國際得以保持其市場地位，而保費收入亦可與當地市場同步增長。

中再國際按地區分佈劃分之毛承保保費簡報如下：

#### 截至十二月三十一日止年度，百萬港元

	二零零七年	佔總額百分比	二零零六年	佔總額百分比
香港及澳門	316.65	18.8%	307.42	19.9%
中國大陸(及台灣)	399.65	23.8%	354.93	23.0%
日本	113.97	6.8%	96.92	6.3%
亞洲其他地區	455.99	27.1%	417.06	27.1%
歐洲	249.97	14.9%	264.01	17.1%
其他	144.98	8.6%	101.23	6.6%
	1,681.21	100.0%	1,541.57	100.0%

亞洲市場之保費佔二零零七年毛承保保費之76.5%(二零零六年：76.3%)。於本年度內，中再國際在其所有業務覆蓋地區保持其精挑細選的嚴格承保策略。中再國際一方面增加其毛保費收入，同時進一步加強承保及風險管理。因而，中再國際能夠按地區及產品進一步拓寬及分散其業務組合。此等多元化之業務組合將減少其承保業績之不穩定性。

# MANAGEMENT REVIEW AND ANALYSIS

## Net Claims Incurred

CIRe's net claims incurred increased by 21.2% to HK\$995.22 million from HK\$820.87 million in the Last Year. The loss ratio increased to 69.0% from 66.2% in the Last Year. During the Year, CIRe increased its reinsurance retrocessions, which resulted in the relatively slower growth of its net premiums written. However, the additional reinsurance protection will help to cushion CIRe's underwriting results from adverse catastrophic events. Despite the absence of major claims during the Year, the frequency of small- to medium-sized claims has increased slightly, which is the reason behind CIRe's lower underwriting profit for the Year.

CIRe's top three major claims in terms of gross losses during the Year were as follows:

### For the year ended 31 December 2007, HK\$ million

	Date of loss	Gross loss incurred	Net retained loss incurred	% retention
Flooding in Indonesia	Feb 2007	41.72	40.82	97.8%
European Windstorm "Kyrill"	Jan 2007	21.89	21.89	100.0%
Explosion – PT Krakatau, Indonesia	May 2007	7.57	4.19	55.4%

With no major catastrophes impacting the insurance and reinsurance markets in which CIRe underwrites business during the Year, and with the normal development of prior years' claims settlements against loss reserve provisions, CIRe's combined ratio during the Year was 95.4 (2006: 92.2), resulting in an underwriting profit for CIRe during the Year.

## Investment Performance

The composition of investments held by CIRe was as follows:

### At 31 December, HK\$ million

	2007	% of Total	2006	% of Total
Debt securities	1,734.13	39.9%	1,383.59	36.0%
Direct equity securities	638.93	14.7%	710.97	18.5%
Composite investment funds	90.84	2.1%	40.21	1.0%
Cash and bank deposits	1,807.81	41.5%	1,603.70	41.7%
Investment properties	78.56	1.8%	106.08	2.8%
Total invested assets	4,350.27	100.0%	3,844.55	100.0%

During the Year, CIRe continued to adopt a prudent and conservative investment philosophy aimed at generating stable cash inflows. Investments in debt securities, cash and bank deposits represented approximately 81.4% of total invested assets as at 31 December 2007 (2006: 77.7%). Almost all of its debt securities had investment grade ratings from international credit rating agencies.

## 管理層回顧和分析

### 淨賠款總額

中再國際之淨賠款總額由去年之8.2087億港元上升21.2%至9.9522億港元。賠付率亦由去年的66.2%上升至69.0%。於本年度內，中再國際增加其轉分保障，以致其淨承保保費增長相對放緩。然而，額外的再保險保障將有助於減輕災難性事件對中再國際承保業績的影響。儘管本年度內並無發生重大索賠，但中、小規模索賠案件仍略有增加，導致中再國際本年度之承保溢利有所下降。

中再國際於年內以毛賠付總額計之三大賠案如下：

截至二零零七年十二月三十一日止年度，百萬港元

	出險日期	毛賠付總額	自留賠付淨額	自留百分比
印尼水災	2007年2月	41.72	40.82	97.8%
歐洲[Kyriil]風暴	2007年1月	21.89	21.89	100.0%
印尼喀拉喀托爆炸	2007年5月	7.57	4.19	55.4%

鑒於本年度內並無巨大災難影響中再國際承保業務的保險及再保險市場，此外，過往年度的賠付數額相對未決賠款儲備沒有異常差異，中再國際本年度之綜合成本率為95.4(二零零六年：92.2)，致使中再國際於本年度內取得承保溢利。

### 投資表現

中再國際持有之投資組合情況如下：

於十二月三十一日，百萬港元

	二零零七年	佔總額百分比	二零零六年	佔總額百分比
債務證券	1,734.13	39.9%	1,383.59	36.0%
直接股本證券	638.93	14.7%	710.97	18.5%
綜合投資基金	90.84	2.1%	40.21	1.0%
現金及銀行存款	1,807.81	41.5%	1,603.70	41.7%
投資物業	78.56	1.8%	106.08	2.8%
投資總額	4,350.27	100.0%	3,844.55	100.0%

於本年度內，中再國際繼續採取審慎穩健之投資理念，旨在產生穩定之現金收益。於二零零七年十二月三十一日，投資債務證券、現金及銀行存款佔投資資產總額約81.4%(二零零六年：77.7%)。幾乎全部債務證券均達到國際信貸評級機構認可之投資評級。

## MANAGEMENT REVIEW AND ANALYSIS

The classification of CIRe's investments in securities under HTM, AFS and DTPL was as follows:

### At 31 December 2007, HK\$ million

	HTM	AFS	DTPL	Total
Debt securities	1,013.62	572.33	148.18	1,734.13
Direct equity securities	–	569.55	69.38	638.93
Composite investment funds	–	51.38	39.46	90.84
	<b>1,013.62</b>	<b>1,193.26</b>	<b>257.02</b>	<b>2,463.90</b>

### At 31 December 2006, HK\$ million

	HTM	AFS	DTPL	Total
Debt securities	834.08	414.05	135.46	1,383.59
Direct equity securities	–	623.06	87.91	710.97
Composite investment funds	–	15.83	24.38	40.21
	<b>834.08</b>	<b>1,052.94</b>	<b>247.75</b>	<b>2,134.77</b>

The total investment income and the investment yield of CIRe's investments on a pre-tax basis recognised in the consolidated income statement was as follows:

### For the year ended 31 December, HK\$ million

	2007	2006	Change
Net investment income	<b>184.62</b>	160.61	14.9%
Net realised investment gains	<b>357.38</b>	133.57	2.7 times
Net unrealised investment (losses)/gains	<b>(11.87)</b>	9.25	–
Total investment income	<b>530.13</b>	303.43	74.7%
Total investment yield	<b>13.0%</b>	9.1%	3.9 pts

CIRe's strong investment income for the Year was a significant contributor to the significant increase in profitability of the reinsurance business during the Year. CIRe's net investment income increased by 74.7% primarily due to the strong performance of the equity markets in Hong Kong. The above-mentioned investment income and investment yield figures do not include a net exchange gain of HK\$61.19 million (2006: HK\$66.97 million).

## 管理層回顧和分析

中再國際歸類為持有至到期日、可供出售及指定為通過損益以反映公允價值的證券投資如下：

於二零零七年十二月三十一日，百萬港元

	持有至到期日	可供出售	指定為通過 損益以反映 公允價值	總額
債務證券	1,013.62	572.33	148.18	1,734.13
直接股本證券	—	569.55	69.38	638.93
綜合投資基金	—	51.38	39.46	90.84
	1,013.62	1,193.26	257.02	2,463.90

於二零零六年十二月三十一日，百萬港元

	持有至到期日	可供出售	指定為通過 損益以反映 公允價值	總額
債務證券	834.08	414.05	135.46	1,383.59
直接股本證券	—	623.06	87.91	710.97
綜合投資基金	—	15.83	24.38	40.21
	834.08	1,052.94	247.75	2,134.77

中再國際確認在綜合損益表內之稅前投資收入總額及稅前投資收益率概述如下：

截至十二月三十一日止年度，百萬港元

	二零零七年	二零零六年	變化
投資收入淨額	184.62	160.61	14.9%
已實現投資收益淨額	357.38	133.57	2.7倍
未實現投資(虧損)/收益淨額	(11.87)	9.25	—
投資收入總額	530.13	303.43	74.7%
總投資收益率	13.0%	9.1%	3.9點

中再國際本年度強勁的投資收入是本年度內再保險業務之盈利能力顯著增長的主要原因。主要由於香港股市表現強勁，中再國際投資收入淨額上升74.7%。上述投資收入及投資收益率並不包括6,119萬港元匯兌收益淨額(二零零六年：6,697萬港元)。



# MANAGEMENT REVIEW AND ANALYSIS

The details of CIRe's investment income on a pre-tax basis were as follows:

*For the year ended 31 December 2007, HK\$ million*

	Recognised in the consolidated income statement					Sub total	Unrealised gains/ (losses) recognised in the fair value reserve	Grand total
	Interest income	Dividend income	Rental income	Realised gains/ (losses)	Unrealised gains/ (losses)			
<b>Debt securities</b>								
HTM	64.85	-	-	-	-	64.85	-	64.85
AFS	24.47	-	-	-	-	24.47	9.49	33.96
DTPL	11.38	-	-	(0.34)	(15.06)	(4.02)	-	(4.02)
<b>Direct equity securities</b>								
AFS	-	8.20	-	356.75	-	364.95	(99.92)	265.03
DTPL	-	1.91	-	(0.10)	(1.73)	0.08	-	0.08
<b>Composite investment funds</b>								
AFS	-	-	-	-	-	-	4.27	4.27
DTPL	-	3.18	-	-	(0.61)	2.57	-	2.57
<b>Cash and bank deposits</b>	67.82	-	-	-	-	67.82	-	67.82
<b>Investment properties</b>	-	-	2.43	(0.18)	5.53	7.78	-	7.78
<b>Others</b>	0.38	-	-	1.25	-	1.63	-	1.63
	168.90	13.29	2.43	357.38	(11.87)	530.13	(86.16)	443.97

## 管理層回顧和分析

中再國際的稅前投資收入之詳細分析如下:

截至二零零七年十二月三十一日止年度，百萬港元

	於綜合損益表內確認					於公允價值 儲備內確認		總額
	利息收入	股息收入	租金收入	已實現 收益/ (虧損)	未實現 收益/ (虧損)	小計	之未實現 收益/ (虧損)	
<b>債務證券</b>								
持有至到期日	64.85	—	—	—	—	64.85	—	64.85
可供出售	24.47	—	—	—	—	24.47	9.49	33.96
指定為通過損益以反映公允價值	11.38	—	—	(0.34)	(15.06)	(4.02)	—	(4.02)
<b>直接股本證券</b>								
可供出售	—	8.20	—	356.75	—	364.95	(99.92)	265.03
指定為通過損益以反映公允價值	—	1.91	—	(0.10)	(1.73)	0.08	—	0.08
<b>綜合投資基金</b>								
可供出售	—	—	—	—	—	—	4.27	4.27
指定為通過損益以反映公允價值	—	3.18	—	—	(0.61)	2.57	—	2.57
現金及銀行存款	67.82	—	—	—	—	67.82	—	67.82
投資物業	—	—	2.43	(0.18)	5.53	7.78	—	7.78
其他	0.38	—	—	1.25	—	1.63	—	1.63
	168.90	13.29	2.43	357.38	(11.87)	530.13	(86.16)	443.97

# MANAGEMENT REVIEW AND ANALYSIS

For the year ended 31 December 2006, HK\$ million

	Recognised in the consolidated income statement					Sub total	Unrealised gains/ (losses) recognised in the fair value reserve	Grand total
	Interest income	Dividend income	Rental income	Realised gains/ (losses)	Unrealised gains/ (losses)			
<b>Debt securities</b>								
HTM	64.42	-	-	-	-	64.42	-	64.42
AFS	15.09	-	-	-	-	15.09	(0.14)	14.95
DTPL	14.21	-	-	(1.69)	(0.56)	11.96	-	11.96
<b>Direct equity securities</b>								
AFS	-	5.30	-	125.88	-	131.18	162.13	293.31
DTPL	-	2.30	-	7.92	7.06	17.28	-	17.28
<b>Equity investment funds</b>								
AFS	-	-	-	-	-	-	(0.23)	(0.23)
DTPL	-	1.56	-	-	-	1.56	-	1.56
<b>Composite investment funds</b>								
DTPL	-	-	-	-	0.39	0.39	-	0.39
<b>Cash and bank deposits</b>	53.39	-	-	-	-	53.39	-	53.39
<b>Investment properties</b>	-	-	2.09	1.46	3.60	7.15	-	7.15
<b>Others</b>	2.25	-	-	-	(1.24)	1.01	-	1.01
	149.36	9.16	2.09	133.57	9.25	303.43	161.76	465.19

## Reserving

CIRe continues to focus on writing property damage, marine and short tail liability reinsurance, involving portfolio of risks or for individual policies or risks. CIRe does not get involved in long tail, liability reinsurance in markets outside of Asia as a matter of firm company policy. As such, in addition to its prudent reserving standards, CIRe has been able to meet and satisfy the high expectations of its business counterparties and rating agencies in maintaining adequate reserve provisions to ensure that it can safely meet its insurance liabilities.

## 管理層回顧和分析

截至二零零六年十二月三十一日止年度，百萬港元

	於綜合損益表內確認					於公允價值 儲備內確認		總額
	利息收入	股息收入	租金收入	已實現 收益/ (虧損)	未實現 收益/ (虧損)	小計	之未實現 收益/ (虧損)	
<b>債務證券</b>								
持有至到期日	64.42	—	—	—	—	64.42	—	64.42
可供出售	15.09	—	—	—	—	15.09	(0.14)	14.95
指定為通過損益以反映公允價值	14.21	—	—	(1.69)	(0.56)	11.96	—	11.96
<b>直接股本證券</b>								
可供出售	—	5.30	—	125.88	—	131.18	162.13	293.31
指定為通過損益以反映公允價值	—	2.30	—	7.92	7.06	17.28	—	17.28
<b>股本投資基金</b>								
可供出售	—	—	—	—	—	—	(0.23)	(0.23)
指定為通過損益以反映公允價值	—	1.56	—	—	—	1.56	—	1.56
<b>綜合投資基金</b>								
指定為通過損益以反映公允價值	—	—	—	—	0.39	0.39	—	0.39
現金及銀行存款	53.39	—	—	—	—	53.39	—	53.39
投資物業	—	—	2.09	1.46	3.60	7.15	—	7.15
其他	2.25	—	—	—	(1.24)	1.01	—	1.01
	149.36	9.16	2.09	133.57	9.25	303.43	161.76	465.19

### 儲備

中再國際一直集中於財產損壞、水險及短期責任之再保險承保業務牽涉一攬子風險或單一保單／風險。中再國際選擇不參與亞洲以外市場之長尾巴責任再保險業務是公司的堅定政策。此政策加上保守的儲備標準，使中再國際能完全滿足業務夥伴及評級機構對其維持充足儲備以確保能安全地釋放其保險債務的高期望。

# MANAGEMENT REVIEW AND ANALYSIS

## LIFE INSURANCE BUSINESS

The Group's life insurance segment is operated by TPL, which is a PRC-incorporated company and is 50.05%-owned by the Group. TPL is principally engaged in the underwriting of life insurance policies in Mainland China.

The key financial data of the life insurance business is summarised below:

*For the year ended 31 December, HK\$ million*

	2007	2006	Change
Gross premiums written	<b>16,245.25</b>	10,823.20	50.1%
Net premiums written and policy fees	<b>16,186.53</b>	10,773.53	50.2%
Net earned premiums and policy fees	<b>16,206.73</b>	10,693.48	51.6%
Total investment income	<b>5,802.71</b>	1,970.76	2.9 times
Net exchange loss	<b>(86.61)</b>	(42.04)	2.1 times
Policyholders' benefits	<b>(4,066.93)</b>	(1,544.23)	2.6 times
Net commission expenses	<b>(1,645.50)</b>	(868.60)	89.4%
Change in life insurance funds, net of reinsurance	<b>(11,849.47)</b>	(8,229.13)	44.0%
Administrative and other expenses	<b>(1,901.47)</b>	(1,321.05)	43.9%
Finance costs	<b>(68.45)</b>	(65.08)	5.2%
Profit before taxation	<b>2,522.88</b>	612.12	4.1 times
Profit after taxation	<b>2,034.08</b>	313.29	6.5 times
Profit attributable to the equity holders	<b>1,018.06</b>	156.60	6.5 times

The key operational data of the life insurance business is summarised below:

	2007	2006	Change
Market share <sup>1</sup>	<b>3.2%</b>	2.7%	0.5 pt
Number of provincial branches	<b>29</b>	22	7
Number of sub-branches and marketing centres	<b>317</b>	230	87
Number of in-force policies	<b>5,016,857</b>	3,866,820	1,150,037
Number of individual agents	<b>41,140</b>	23,574	17,566
Persistency ratio – 13th month <sup>2</sup>	<b>83.0%</b>	78.2%	4.8 pts
Persistency ratio – 25th month <sup>2</sup>	<b>92.1%</b>	89.5%	2.6 pts
Total investment yield <sup>3</sup>	<b>16.5%</b>	8.7%	7.8 pts

<sup>1</sup> Based on gross premiums written in accordance with PRC GAAP and published by the CIRC.

<sup>2</sup> Based on the amount of premiums.

<sup>3</sup> Excluding exchange gain/(loss) incurred from foreign currency capital assets.

## 管理層回顧和分析

### 人壽保險業務

本集團之人壽保險業務由太平人壽經營，太平人壽是在中國註冊成立之公司，由本集團擁有50.05%權益。太平人壽主要在中國大陸從事承保人壽保險業務。

人壽保險業務之主要財務數據概述如下：

截至十二月三十一日止年度，百萬港元

	二零零七年	二零零六年	變化
毛承保保費	16,245.25	10,823.20	50.1%
淨承保保費及保單費收入	16,186.53	10,773.53	50.2%
已賺取保費及保單費收入淨額	16,206.73	10,693.48	51.6%
投資收入總額	5,802.71	1,970.76	2.9倍
匯兌虧損淨額	(86.61)	(42.04)	2.1倍
保單持有人利益	(4,066.93)	(1,544.23)	2.6倍
佣金支出淨額	(1,645.50)	(868.60)	89.4%
壽險責任準備金變化，減再保險	(11,849.47)	(8,229.13)	44.0%
行政及其他費用	(1,901.47)	(1,321.05)	43.9%
財務費用	(68.45)	(65.08)	5.2%
除稅前溢利	2,522.88	612.12	4.1倍
除稅後溢利	2,034.08	313.29	6.5倍
股東應佔溢利	1,018.06	156.60	6.5倍

人壽保險業務之主要經營數據概述如下：

	二零零七年	二零零六年	變化
市場份額 <sup>1</sup>	3.2%	2.7%	0.5點
省級分公司數目	29	22	7
支公司及市場推廣中心數目	317	230	87
有效之保單數目	5,016,857	3,866,820	1,150,037
個人銷售代理數目	41,140	23,574	17,566
第13個月之保費繼續率 <sup>2</sup>	83.0%	78.2%	4.8點
第25個月之保費繼續率 <sup>2</sup>	92.1%	89.5%	2.6點
總投資收益率 <sup>3</sup>	16.5%	8.7%	7.8點

<sup>1</sup> 據中國公認會計準則按毛承保保費計算並由中國保監會刊發。

<sup>2</sup> 按保費金額。

<sup>3</sup> 不包括外匯資本資產產生之匯兌收益／(虧損)。

# MANAGEMENT REVIEW AND ANALYSIS

## Profit Attributable to the Equity Holders

The life insurance business contributed net profit to the equity holders of HK\$1,018.06 million (2006: HK\$156.60 million). TPL's strong performance during the Year was mainly attributable to strong premium growth, strict controls on costs and expenses, and improved returns on investment assets.

## Gross Premiums Written

TPL's gross premiums written increased by 50.1% to HK\$16,245.25 million from HK\$10,823.20 million in the Last Year. TPL's gross premiums written, by line of business, were as follows:

### For the year ended 31 December 2007, HK\$ million

	Non unit-linked products	Unit-linked products	Total	% of Total
Individual	2,501.32	2,757.25	5,258.57	32.4%
Group	1,261.04	10.31	1,271.35	7.8%
Bancassurance	8,208.53	1,506.80	9,715.33	59.8%
	11,970.89	4,274.36	16,245.25	100.0%

### For the year ended 31 December 2006, HK\$ million

	Non unit-linked products	Unit-linked products	Total	% of Total
Individual	1,503.56	7.97	1,511.53	14.0%
Group	1,385.36	23.66	1,409.02	13.0%
Bancassurance	7,902.65	–	7,902.65	73.0%
	10,791.57	31.63	10,823.20	100.0%

During the Year, the Chinese Government's efforts to cool inflation and excessive economic growth in the country through interest rate hikes led to increased demand for unit-linked, participating and universal products among insurance clients. With the A-shares in the PRC equity markets also continuing to appreciate substantially during the Year, life insurers in the PRC experienced heightened interest and demand for investment products from their clients. As a result, TPL has been able to further diversify its product mix by selling unit-linked products through its individual agents and bancassurance channels. The sales of unit-linked products increased substantially during the second and third quarters of the Year, along with the continuing rise of the PRC equity markets. Because of the special nature of unit-linked products, their sales have been carefully conducted and monitored by TPL. In fact, in October, during the peak of the PRC equity markets, TPL temporarily suspended the new sales of unit-linked products by individual agents in order to temper the fervor for such products and to protect potential new clients from sudden, downward market adjustments.

## 管理層回顧和分析

### 股東應佔溢利

股東來自人壽保險業務之溢利淨額為10.1806億港元(二零零六年：1.5660億港元)。本年度內太平人壽強勁的表現主要來自強勁的保費增長，嚴謹的成本和費用控制及投資資產回報改善。

### 毛承保保費

太平人壽之毛承保保費由去年之108.2320億港元上升50.1%至162.4525億港元。太平人壽按業務劃分之毛承保保費如下：

截至二零零七年十二月三十一日止年度，百萬港元

	非投資連結產品	投資連結產品	總額	佔總額百分比
個人	2,501.32	2,757.25	5,258.57	32.4%
團體	1,261.04	10.31	1,271.35	7.8%
銀行保險	8,208.53	1,506.80	9,715.33	59.8%
	11,970.89	4,274.36	16,245.25	100.0%

截至二零零六年十二月三十一日止年度，百萬港元

	非投資連結產品	投資連結產品	總額	佔總額百分比
個人	1,503.56	7.97	1,511.53	14.0%
團體	1,385.36	23.66	1,409.02	13.0%
銀行保險	7,902.65	—	7,902.65	73.0%
	10,791.57	31.63	10,823.20	100.0%

於本年度內，中國政府努力通過利率上調來抑制通貨膨脹及過度的經濟增長，導致保險客戶對投資連結、分紅及萬能產品的需求上升。由於本年度內中國A股市場持續大幅上揚，中國的人壽保險公司普遍面對客戶對投資產品的殷切需求。因此，太平人壽通過其個人代理及銀行保險分銷渠道，銷售投資連結產品以進一步拓寬其產品組合。於本年度第二、第三季度，隨著中國股票市場持續上揚，投資連結產品銷售亦大幅增長。鑒於投資連結產品性質特殊，太平人壽審慎地進行銷售及監察。事實上，於十月份，中國股票市場達到頂峰之際，太平人壽暫時停止銷售個人代理渠道之投資連結產品，以緩和此類產品之熾熱度及保護潛在新客戶免於遭受股市突然下跌的市場調整影響。



## MANAGEMENT REVIEW AND ANALYSIS

During the Year, TPL's premiums from non unit-linked products increased by 10.9% to HK\$11,970.89 million from HK\$10,791.57 million in the Last Year. TPL made significant progress in promoting and recruiting for its individual agency force, which increased the number of its individual agents to 41,140 as of 31 December 2007 (2006: 23,574). As a result, premiums distributed through individual agents increased substantially by 66.4% to HK\$2,501.32 million from HK\$1,503.56 million in the Last Year.

During the Year, TPL continued to increase within its non unit-linked products the sales proportion of its products with regular premium. The detailed breakdown of TPL's single premium products and regular premium products by line of business is summarised as follows:

### For the year ended 31 December, HK\$ million

#### Individual

	2007	% of Total	2006	% of Total
Single Premium	36.35	1.5%	52.95	3.5%
Regular Premium – First Year	1,062.51	42.5%	785.88	52.3%
Regular Premium – Renewal Year	1,402.46	56.0%	664.73	44.2%
	<b>2,501.32</b>	<b>100.0%</b>	1,503.56	100.0%

#### Group

	2007	% of Total	2006	% of Total
Employee Benefit ("EB")	633.47	50.2%	678.94	49.0%
Annuity	627.57	49.8%	706.42	51.0%
	<b>1,261.04</b>	<b>100.0%</b>	1,385.36	100.0%

#### Bancassurance

	2007	% of Total	2006	% of Total
Single Premium	6,763.54	82.4%	7,048.27	89.2%
Regular Premium – First Year	586.95	7.2%	472.56	6.0%
Regular Premium – Renewal Year	858.04	10.4%	381.82	4.8%
	<b>8,208.53</b>	<b>100.0%</b>	7,902.65	100.0%

TPL's long-term strategy is to gradually increase within its sales of non unit-linked products the proportion of those products with regular premium. During the Year, regular premium products accounted for 98.5% (2006: 96.5%) and 17.6% (2006: 10.8%) of the total non unit-linked products premiums produced by TPL's individual agents and bancassurance channels, respectively. The higher proportion of regular premium products significantly enhances the quality and value of TPL's premium income from an actuarial, profit margin perspective.

## 管理層回顧和分析

於本年度內，太平人壽的非投資連結產品保費由去年之107.9157億港元增加10.9%至119.7089億港元。在促進個人代理隊伍發展方面，太平人壽取得顯著進步，截至二零零七年十二月三十一日，其個人代理隊伍人力增長至41,140人(二零零六：23,574人)。因此，通過個人代理分銷的保費亦由去年之15.0356億港元大幅上升66.4%至25.0132億港元。

於本年度內，太平人壽持續在其非投資連結產品銷售中提高期繳保費產品之佔比。以下概述太平人壽按業務劃分的躉繳保費產品及期繳保費產品的詳細分析：

截至十二月三十一日止年度，百萬港元

### 個人

	二零零七年	佔總額百分比	二零零六年	佔總額百分比
躉繳保費	36.35	1.5%	52.95	3.5%
期繳保費 — 首年	1,062.51	42.5%	785.88	52.3%
期繳保費 — 續年	1,402.46	56.0%	664.73	44.2%
	<b>2,501.32</b>	<b>100.0%</b>	1,503.56	100.0%

### 團體

	二零零七年	佔總額百分比	二零零六年	佔總額百分比
僱員福利	633.47	50.2%	678.94	49.0%
年金	627.57	49.8%	706.42	51.0%
	<b>1,261.04</b>	<b>100.0%</b>	1,385.36	100.0%

### 銀行保險

	二零零七年	佔總額百分比	二零零六年	佔總額百分比
躉繳保費	6,763.54	82.4%	7,048.27	89.2%
期繳保費 — 首年	586.95	7.2%	472.56	6.0%
期繳保費 — 續年	858.04	10.4%	381.82	4.8%
	<b>8,208.53</b>	<b>100.0%</b>	7,902.65	100.0%

太平人壽的長期策略是逐步提升期繳保費產品在其非投資連結產品銷售中的佔比。於本年度內，太平人壽個人代理渠道及銀行保險渠道之期繳產品保費在其非投資連結產品保費總額中的佔比分別為98.5%(二零零六年：96.5%)及17.6%(二零零六年：10.8%)。較高的期繳保費產品比例，顯著提升了太平人壽從精算及利潤角度衡量之保費收入質素及價值。

# MANAGEMENT REVIEW AND ANALYSIS

## Investment Performance

The composition of investments held by TPL was as follows:

*At 31 December 2007, HK\$ million*

	Investment assets (other than Unit-linked product assets)		Unit-linked product assets		Total
	HK\$ million	% of Total	HK\$ million	% of Total	
Debt securities	25,205.63	63.4%	228.59	5.0%	25,434.22
Direct equity securities	4,280.21	10.8%	1,553.37	34.3%	5,833.58
Equity investment funds	2,926.16	7.4%	2,567.05	56.7%	5,493.21
Cash and bank deposits	7,294.99	18.4%	181.16	4.0%	7,476.15
<b>Total invested assets</b>	<b>39,706.99</b>	<b>100.0%</b>	<b>4,530.17</b>	<b>100.0%</b>	<b>44,237.16</b>

*At 31 December 2006, HK\$ million*

	Investment assets (other than Unit-linked product assets)		Unit-linked product assets		Total
	HK\$ million	% of Total	HK\$ million	% of Total	
Debt securities	18,218.37	58.5%	39.38	48.1%	18,257.75
Direct equity securities	1,944.80	6.3%	11.24	13.8%	1,956.04
Equity investment funds	2,466.60	7.9%	18.78	23.0%	2,485.38
Cash and bank deposits	8,486.22	27.3%	12.34	15.1%	8,498.56
<b>Total invested assets</b>	<b>31,115.99</b>	<b>100.0%</b>	<b>81.74</b>	<b>100.0%</b>	<b>31,197.73</b>

The investments in debt securities and cash and bank deposits represented approximately 74.4% of TPL's total invested assets as at 31 December 2007 (2006: 85.7%).

## 管理層回顧和分析

### 投資表現

太平人壽所持之投資組合如下：

於二零零七年十二月三十一日，百萬港元

	投資資產 (除投資連結產品資產以外)		投資連結產品資產		總額
	百萬港元	佔總額百分比	百萬港元	佔總額百分比	
債務證券	25,205.63	63.4%	228.59	5.0%	25,434.22
直接股本證券	4,280.21	10.8%	1,553.37	34.3%	5,833.58
股本投資基金	2,926.16	7.4%	2,567.05	56.7%	5,493.21
現金及銀行存款	7,294.99	18.4%	181.16	4.0%	7,476.15
投資總額	39,706.99	100.0%	4,530.17	100.0%	44,237.16

於二零零六年十二月三十一日，百萬港元

	投資資產 (除投資連結產品資產以外)		投資連結產品資產		總額
	百萬港元	佔總額百分比	百萬港元	佔總額百分比	
債務證券	18,218.37	58.5%	39.38	48.1%	18,257.75
直接股本證券	1,944.80	6.3%	11.24	13.8%	1,956.04
股本投資基金	2,466.60	7.9%	18.78	23.0%	2,485.38
現金及銀行存款	8,486.22	27.3%	12.34	15.1%	8,498.56
投資總額	31,115.99	100.0%	81.74	100.0%	31,197.73

截至二零零七年十二月三十一日，於債務證券、現金及銀行存款的投資約佔太平人壽投資資產總額74.4%（二零零六年：85.7%）。

## MANAGEMENT REVIEW AND ANALYSIS

The classification of TPL's investments in securities under HTM, AFS and DTPL was as follows:

### At 31 December 2007, HK\$ million

	AFS	DTPL	Total
Debt securities	25,094.06	340.16	25,434.22
Direct equity securities	4,168.80	1,664.78	5,833.58
Equity investment funds	2,220.71	3,272.50	5,493.21
	<b>31,483.57</b>	<b>5,277.44</b>	<b>36,761.01</b>

### At 31 December 2006, HK\$ million

	AFS	DTPL	Total
Debt securities	18,160.80	96.95	18,257.75
Direct equity securities	1,441.68	514.36	1,956.04
Equity investment funds	1,563.49	921.89	2,485.38
	<b>21,165.97</b>	<b>1,533.20</b>	<b>22,699.17</b>

The total investment income and the investment yield of TPL on a pre-tax basis recognised in the consolidated income statement was as follows:

### For the year ended 31 December, HK\$ million

	2007	2006	Change
Net investment income	<b>1,591.93</b>	987.90	61.1%
Net realised investment gains	<b>3,758.60</b>	371.17	10.1 times
Net unrealised investment gains	<b>452.18</b>	611.69	(26.1%)
Total investment income	<b>5,802.71</b>	1,970.76	2.9 times
Total investment yield	<b>16.5%</b>	8.7%	7.8 pts

TPL's strong increase in investment income during the Year was primarily due to the strong performance of the A-share equity markets in the PRC. TPL also recorded higher interest income on the cash flows generated by the rapid growth in premiums written. The above-mentioned investment income and investment yield figures do not include a net exchange loss of HK\$86.61 million (2006: HK\$42.04 million).

## 管理層回顧和分析

太平人壽歸類為持有至到期日、可供出售及指定為通過損益以反映公允價值的證券投資如下：

於二零零七年十二月三十一日，百萬港元

	可供出售	指定為通過 損益以反映 公允價值	總額
債務證券	25,094.06	340.16	25,434.22
直接股本證券	4,168.80	1,664.78	5,833.58
股本投資基金	2,220.71	3,272.50	5,493.21
	<b>31,483.57</b>	<b>5,277.44</b>	<b>36,761.01</b>

於二零零六年十二月三十一日，百萬港元

	可供出售	指定為通過 損益以反映 公允價值	總額
債務證券	18,160.80	96.95	18,257.75
直接股本證券	1,441.68	514.36	1,956.04
股本投資基金	1,563.49	921.89	2,485.38
	<b>21,165.97</b>	<b>1,533.20</b>	<b>22,699.17</b>

太平人壽確認在綜合損益表內之稅前投資收入總額及稅前投資收益率概述如下：

截至十二月三十一日止年度，百萬港元

	二零零七年	二零零六年	變化
投資收入淨額	<b>1,591.93</b>	987.90	61.1%
已實現投資收益淨額	<b>3,758.60</b>	371.17	10.1倍
未實現投資收益淨額	<b>452.18</b>	611.69	(26.1%)
投資收入總額	<b>5,802.71</b>	1,970.76	2.9倍
總投資收益率	<b>16.5%</b>	8.7%	7.8點

中國A股市場的表現強勁，是太平人壽於本年度內投資收入大幅上升的主因。太平人壽亦錄得由承保保費快速增長而產生的更高之現金流利息收入。上述之投資收入及投資收益率不含8,661萬港元的匯兌虧損淨額(二零零六年：4,204萬港元)。

# MANAGEMENT REVIEW AND ANALYSIS

The details of TPL's investment income on a pre-tax basis was as follows:

*For the year ended 31 December 2007, HK\$ million*

	Recognised in the consolidated income statement				Sub total	Unrealised (losses)/ gains recognised in the fair value reserve	Grand total
	Interest income/ (expense)	Dividend income	Realised gains/ (losses)	Unrealised gains			
<b>Debt securities</b>							
AFS	943.88	-	(0.54)	-	943.34	(2,386.70)	(1,443.36)
DTPL	3.40	-	97.84	55.66	156.90	-	156.90
<b>Direct equity securities</b>							
AFS	-	11.93	1,879.75	-	1,891.68	1,414.31	3,305.99
DTPL	-	4.14	485.66	56.88	546.68	-	546.68
<b>Equity investment funds</b>							
AFS	-	256.30	710.94	-	967.24	451.17	1,418.41
DTPL	-	366.13	584.95	339.64	1,290.72	-	1,290.72
<b>Cash and bank deposits</b>	275.96	-	-	-	275.96	-	275.96
<b>Securities sold under repurchase agreements</b>	(285.33)	-	-	-	(285.33)	-	(285.33)
<b>Others</b>	15.52	-	-	-	15.52	-	15.52
	953.43	638.50	3,758.60	452.18	5,802.71	(521.22)	5,281.49

## 管理層回顧和分析

太平人壽稅前投資收入之詳細分析如下：

截至二零零七年十二月三十一日止年度，百萬港元

	於綜合損益表內確認				小計	於公允價值	總額
	利息收入／ (支出)	股息收入	已實現收益／ (虧損)	未實現收益		儲備內確認 之未實現 (虧損)／ 收益	
<b>債務證券</b>							
可供出售	943.88	—	(0.54)	—	943.34	(2,386.70)	(1,443.36)
指定為通過損益以反映公允價值	3.40	—	97.84	55.66	156.90	—	156.90
<b>直接股本證券</b>							
可供出售	—	11.93	1,879.75	—	1,891.68	1,414.31	3,305.99
指定為通過損益以反映公允價值	—	4.14	485.66	56.88	546.68	—	546.68
<b>股本投資基金</b>							
可供出售	—	256.30	710.94	—	967.24	451.17	1,418.41
指定為通過損益以反映公允價值	—	366.13	584.95	339.64	1,290.72	—	1,290.72
現金及銀行存款	275.96	—	—	—	275.96	—	275.96
賣出回購證券	(285.33)	—	—	—	(285.33)	—	(285.33)
其他	15.52	—	—	—	15.52	—	15.52
	953.43	638.50	3,758.60	452.18	5,802.71	(521.22)	5,281.49



# MANAGEMENT REVIEW AND ANALYSIS

For the year ended 31 December 2006, HK\$ million

	Recognised in the consolidated income statement				Sub total	Unrealised gains/ (losses) recognised in the fair value reserve	Grand total
	Interest income/ (expense)	Dividend income	Realised gains	Unrealised gains/ (losses)			
<b>Debt securities</b>							
AFS	691.27	-	1.23	-	692.50	(322.25)	370.25
DTPL	2.56	-	2.77	(7.43)	(2.10)	-	(2.10)
<b>Direct equity securities</b>							
AFS	-	-	-	-	-	682.58	682.58
DTPL	-	12.88	171.46	196.40	380.74	-	380.74
<b>Equity investment funds</b>							
AFS	-	148.69	-	-	148.69	431.92	580.61
DTPL	-	41.44	195.71	422.72	659.87	-	659.87
<b>Cash and bank deposits</b>	150.34	-	-	-	150.34	-	150.34
<b>Securities sold under repurchase agreements</b>	(59.28)	-	-	-	(59.28)	-	(59.28)
	784.89	203.01	371.17	611.69	1,970.76	792.25	2,763.01

## Policyholders' Benefits

The policyholders' benefits of TPL are summarised as follows:

For the year ended 31 December, HK\$ million

	2007	2006	Change
Net claims	459.94	272.09	69.0%
Surrenders	3,452.95	1,159.63	3.0 times
Annuity and maturity payments	83.00	72.96	13.8%
Policy dividends	71.04	39.55	79.6%
	4,066.93	1,544.23	2.6 times

## 管理層回顧和分析

截至二零零六年十二月三十一日止年度，百萬港元

	於綜合損益表內確認				小計	於公允價值	總額
	利息收入/ (支出)	股息收入	已實現收益	未實現收益/ (虧損)		儲備內確認 之未實現 (虧損)/ 收益	
<b>債務證券</b>							
可供出售	691.27	—	1.23	—	692.50	(322.25)	370.25
指定為通過損益以反映公允價值	2.56	—	2.77	(7.43)	(2.10)	—	(2.10)
<b>直接股本證券</b>							
可供出售	—	—	—	—	—	682.58	682.58
指定為通過損益以反映公允價值	—	12.88	171.46	196.40	380.74	—	380.74
<b>股本投資基金</b>							
可供出售	—	148.69	—	—	148.69	431.92	580.61
指定為通過損益以反映公允價值	—	41.44	195.71	422.72	659.87	—	659.87
現金及銀行存款	150.34	—	—	—	150.34	—	150.34
賣出回購證券	(59.28)	—	—	—	(59.28)	—	(59.28)
	784.89	203.01	371.17	611.69	1,970.76	792.25	2,763.01

### 保單持有人利益

太平人壽之保單持有人利益概述如下：

截至十二月三十一日止年度，百萬港元

	二零零七年	二零零六年	變化
賠償淨額	<b>459.94</b>	272.09	69.0%
退保額	<b>3,452.95</b>	1,159.63	3.0倍
年金及到期付款	<b>83.00</b>	72.96	13.8%
保單分紅	<b>71.04</b>	39.55	79.6%
	<b>4,066.93</b>	1,544.23	2.6倍

# MANAGEMENT REVIEW AND ANALYSIS

## Net Commission Expenses

*For the year ended 31 December, HK\$ million*

	2007	2006	Change
Net commission expenses	<b>1,645.50</b>	868.60	89.4%
Ratio of net commission expenses to gross premiums written	<b>10.1%</b>	7.9%	2.2 pts

## Administrative and Other Expenses

The administrative and other expenses of TPL are summarised as follows:

*For the year ended 31 December, HK\$ million*

	2007	2006	Change
Staff costs	<b>866.82</b>	571.45	51.7%
Rental expenses	<b>95.73</b>	83.37	14.8%
Others	<b>938.92</b>	666.23	40.9%
	<b>1,901.47</b>	1,321.05	43.9%

## Financial Strength and Solvency Margin

The solvency margin ratios of TPL under the CIRC regulations were as follows:

*At 31 December, RMB million*

	2007	2006
Actual Solvency Margin	<b>3,501</b>	1,834
Minimum Statutory Solvency Margin	<b>1,625</b>	1,240
Solvency Margin Ratio	<b>215%</b>	148%

## 管理層回顧和分析

### 佣金支出淨額

截至十二月三十一日止年度，百萬港元

	二零零七年	二零零六年	變化
佣金支出淨額	1,645.50	868.60	89.4%
佣金支出淨額佔毛承保保費	10.1%	7.9%	2.2點

### 行政及其他費用

太平人壽之行政及其他費用概述如下：

截至十二月三十一日止年度，百萬港元

	二零零七年	二零零六年	變化
員工成本	866.82	571.45	51.7%
租賃開支	95.73	83.37	14.8%
其他	938.92	666.23	40.9%
	1,901.47	1,321.05	43.9%

### 財務實力及償付能力

太平人壽按中國保監會規定之償付能力充足率如下：

截至十二月三十一日止年度，百萬人民幣

	二零零七年	二零零六年
實際償付能力	3,501	1,834
最低法定償付能力	1,625	1,240
償付能力充足率	215%	148%

# MANAGEMENT REVIEW AND ANALYSIS

## PROPERTY AND CASUALTY INSURANCE BUSINESS

The Group's property and casualty insurance business is operated by TPI, which is a PRC-incorporated company and is 40.025%-owned by the Group. It is principally engaged in the underwriting of motor, marine and non-marine insurance policies in Mainland China.

As discussed in the "Consolidated Financial Result" section of the Management Review and Analysis, TPI is not consolidated into the Group on a line-by-line basis. Therefore, except for the profit/(loss) attributable to the equity holders, the following key financial data and ratios of TPI should not be applied to the consolidated financial statements.

*For the year ended 31 December, HK\$ million*

	2007	2006	Change
Gross premiums written	<b>3,500.44</b>	2,000.42	75.0%
Net premiums written	<b>2,983.12</b>	1,588.95	87.7%
Net earned premiums	<b>2,361.69</b>	1,383.85	70.7%
Total investment income	<b>335.19</b>	102.94	3.3 times
(Loss)/profit after taxation	<b>(145.68)</b>	8.43	–
(Loss)/profit attributable to the equity holders	<b>(58.31)</b>	3.37	–
Technical reserves ratio	<b>100.9%</b>	93.4%	7.5 pts
Retained ratio	<b>85.2%</b>	79.4%	5.8 pts
Earned premiums ratio	<b>67.5%</b>	69.2%	(1.7 pts)
Loss ratio <sup>1</sup>	<b>58.5%</b>	56.6%	1.9 pts
Expense ratio <sup>2</sup>	<b>46.2%</b>	44.6%	1.6 pts
Combined ratio <sup>3</sup>	<b>104.7</b>	101.2	3.5 pts

<sup>1</sup> The loss ratio is based on net earned premiums.

<sup>2</sup> The expense ratio is based on net premiums written. In prior periods and years, the expense ratio was based on net earned premiums. The management believes that calculating the expense ratio based on net premiums written is a fairer indicator and better reflects the underwriting performance of TPI. If the net earned premiums basis is applied, then the expense ratio would be 58.4% for the Year (2006: 51.2%).

<sup>3</sup> The combined ratio is the sum of the loss ratio and the expense ratio. If the expense ratio is based on net earned premiums, then the combined ratio would be 116.9 for the Year (2006: 107.8).

### (Loss)/Profit Attributable to the Equity Holders

TPI incurred a net loss to the equity holders of HK\$58.31 million during the Year (2006: profit of HK\$3.37 million). The loss was mainly due to the rapid expansion of its premium income and network during the Year. Because of TPI's relatively small operation, which is due to its highly selective underwriting policy in a highly competitive market environment, its current lack of sufficient economies of scale has resulted in higher unit costs and expenses.

## 管理層回顧和分析

### 財產保險業務

本集團之財產保險業務由本集團擁有40.025%權益之中國註冊公司太平保險營運，主要從事承保中國大陸之車險、水險及非水險業務。

誠如本管理層討論及分析內「綜合財務業績」一節所討論，太平保險並沒有按分項方法綜合於本集團之財務報表內。因此，除股東應佔溢利／(虧損)外，下列太平保險之主要財務數據及比率不適用於綜合財務報表。

截至十二月三十一日止年度，百萬港元

	二零零七年	二零零六年	變化
毛承保保費	<b>3,500.44</b>	2,000.42	75.0%
淨承保保費	<b>2,983.12</b>	1,588.95	87.7%
已賺取保費淨額	<b>2,361.69</b>	1,383.85	70.7%
投資收入總額	<b>335.19</b>	102.94	3.3倍
除稅後(虧損)／溢利	<b>(145.68)</b>	8.43	—
股東應佔(虧損)／溢利	<b>(58.31)</b>	3.37	—
技術性儲備比率	<b>100.9%</b>	93.4%	7.5點
自留比率	<b>85.2%</b>	79.4%	5.8點
已賺取保費率	<b>67.5%</b>	69.2%	(1.7點)
賠付率 <sup>1</sup>	<b>58.5%</b>	56.6%	1.9點
費用率 <sup>2</sup>	<b>46.2%</b>	44.6%	1.6點
綜合成本率 <sup>3</sup>	<b>104.7</b>	101.2	3.5點

<sup>1</sup> 賠付率按已賺取保費淨額為基準計算。

<sup>2</sup> 費用率按淨承保保費為基準計算。於過往期間及年度，費用率按已賺取保費淨額為基準計算。管理層相信，按淨承保保費為基準計算費用率為更公平的指標，並可更好地反映太平保險的承保表現。倘使用已賺取保費淨額基準，則本年度之費用率將為58.4% (二零零六年：51.2%)。

<sup>3</sup> 綜合成本率為賠付率與費用率的總和。倘費用率按已賺取保費淨額為基準計算，則本年度之綜合成本率將為116.9 (二零零六年：107.8)。

### 股東應佔(虧損)／溢利

於本年度內，太平保險為本集團股東帶來淨虧損5,831萬港元(二零零六年：溢利337萬港元)。虧損的主因是本年度內其保費收入及網絡快速擴張。由於太平保險在市場激烈競爭的環境中採取嚴謹的承保政策導致經營規模相對較小，由於其目前缺乏足夠的規模經濟引致較高的單位成本及費用。

# MANAGEMENT REVIEW AND ANALYSIS

## Gross Premiums Written

TPI's gross premiums written increased by 75.0% to HK\$3,500.44 million from HK\$2,000.42 million in the Last Year. The detailed breakdown of TPI's gross premiums written was as follows:

*For the year ended 31 December, HK\$ million*

Business Line	2007	% of Total	2006	% of Total
Motor	2,754.99	78.7%	1,457.08	72.8%
Marine	160.37	4.6%	136.52	6.8%
Non-marine	585.08	16.7%	406.82	20.4%
	<b>3,500.44</b>	<b>100.0%</b>	2,000.42	100.0%

## Combined Ratio

TPI's loss ratio increased to 58.5% during the Year from 56.6% in the Last Year. TPI's expense ratio, calculated based on net premiums written, has increased to 46.2% from 44.6% in the Last Year. The combined ratio is one of the key performance indicators of the property and casualty insurance business. TPI's combined ratio of 104.7 during the Year is slightly higher than the 101.2 in the Last Year and is not optimal. TPI's loss ratios, expense ratios and combined ratios over the past few years were as follows:

*For the year ended 31 December*

	2007	2006	2005
Loss ratio	58.5%	56.6%	68.4%
Expense ratio	46.2%	44.6%	44.3%
Combined ratio	104.7	101.2	112.7

## CORPORATE AND OTHER BUSINESSES

The corporate and other businesses are mainly comprised of the corporate company, asset management business and insurance intermediary business and pension business. The corporate company is mainly responsible for overall group strategic planning, overall group capital management and deployment in support of the operating businesses, investor relations, credit ratings and research analysts relations, and compliance with the listing and other laws and regulations of Hong Kong.

### Asset Management Business in Hong Kong Operated by CIGAML

The Group's asset management business in Hong Kong is operated by CIGAML, which is a Hong Kong-incorporated company and is wholly-owned by the Group. CIGAML is licensed with Hong Kong's Securities & Futures Commission, and is mainly engaged in the provision of investment consultancy services to the Group in managing its non-RMB investment portfolio. CIGAML currently is a cost centre of the Group because the asset management fee income received from the Group companies are eliminated at the consolidated level, while the corresponding expenses, such as salary and incentive compensation paid to fund managers, are absorbed in full at the consolidated level. Investors are advised to pay particular attention to this factor when evaluating the financial performance of CIGAML.

## 管理層回顧和分析

### 毛承保保費

太平保險之毛承保保費由去年之20.0042億港元上升75.0%至35.0044億港元。太平保險毛承保保費詳細分析如下：

截至十二月三十一日止年度，百萬港元

業務種類	二零零七年	佔總額百分比	二零零六年	佔總額百分比
車險	2,754.99	78.7%	1,457.08	72.8%
水險	160.37	4.6%	136.52	6.8%
非水險	585.08	16.7%	406.82	20.4%
	3,500.44	100.0%	2,000.42	100.0%

### 綜合成本率

於本年度內，太平保險之賠付率由去年的56.6%上升至58.5%。同時，其按淨承保保費為基準計算之費用率由去年的44.6%上升至46.2%。綜合成本率乃財產保險業務主要表現指標之一。本年度內，太平保險之綜合成本率為104.7，略高於去年之101.2，表現並非滿意。過去幾年太平保險之賠付率、費用率及綜合成本率情況如下：

截至十二月三十一日止年度

	二零零七年	二零零六年	二零零五年
賠付率	58.5%	56.6%	68.4%
費用率	46.2%	44.6%	44.3%
綜合成本率	104.7	101.2	112.7

### 企業及其他業務

企業及其他業務主要由本企業公司、資產管理業務、保險中介業務及養老保險業務所組成。企業公司主要負責集團的整體策略計劃、整體的資本管理及運用以支援各營運公司、投資者關係、信貸評級及分析員關係，以及遵循香港上市及其他法律和規則的合規工作。

#### 由中保資產管理營運之香港資產管理業務

本集團位於香港之資產管理業務由本集團全資擁有之香港註冊公司中保資產管理營運。中保資產管理獲香港證券及期貨事務監察委員會發牌，主要就本集團非人民幣投資組合之管理提供投資諮詢服務。中保資產管理現為本集團之成本中心，因為收自本集團旗下各公司之資產管理費乃在綜合賬上對銷，而相應開支，例如工資及付予基金經理之獎金等則在綜合賬上全額並納。建議投資者於評估中保資產管理之財務表現時，應特別注意此因素。



# MANAGEMENT REVIEW AND ANALYSIS

The key financial data of CIGAML is summarised below:

*For the year ended 31 December, HK\$ million*

	2007	2006	Change
Asset management fee income	18.50	8.12	2.3 times
Total investment income	57.42	21.24	2.7 times
Profit attributable to the equity holders	45.29	2.37	19.1 times

## Insurance Intermediary Business

The Group's insurance intermediary business is substantially operated by SINO-RE, which is a Hong Kong-incorporated company and is wholly-owned by the Group. SINO-RE is mainly engaged in the rendering of brokering services for reinsurance and insurance companies. SINO-RE's key markets are Hong Kong, Macau and Mainland China.

The key financial data of SINO-RE is summarised below:

*For the year ended 31 December, HK\$ million*

	2007	2006	Change
Insurance intermediary income	17.03	14.34	18.8%
Profit attributable to the equity holders	19.18	13.17	45.6%

SINO-RE's brokerage income increased significantly during the Year mainly due to the strong premium growth of SINO-RE's core reinsurance and insurance clients.

SINO-RE's profit attributable to the equity holders increased by 45.6% to HK\$19.18 million from HK\$13.17 million in the Last Year. SINO-RE's net income also benefited from strong investment performance, which was mainly attributable to the strong equity markets in Hong Kong.

## OUTLOOK

### Reinsurance Business – CIRE

Just before the end of the Year, CIRE was given permission by the CIRC to begin preparations for establishing its Beijing branch, which the CIRC will supervise as a Chinese-owned entity. CIRE believes that its Beijing branch will be the catalyst for CIRE in pursuing its goal of enlarging its home market base from Hong Kong & Macau to include the potentially enormous Mainland China reinsurance markets. The Beijing branch will allow CIRE greater access and penetration into the fast growing, emerging insurance markets of the country. CIRE will continue to strive for quality business in its relationships with Mainland China clients, with an emphasis on bottom-line profitability. CIRE believes that its vast experience, technical know-how, and world-class corporate governance standards developed over the past 28 years since its founding in Hong Kong will give CIRE significant comparative advantages in expanding its operations in Mainland China.

## 管理層回顧和分析

中保資產管理之主要財務數據概述如下：

截至十二月三十一日止年度，百萬港元

	二零零七年	二零零六年	變化
資產管理費收入	18.50	8.12	2.3倍
投資收入總額	57.42	21.24	2.7倍
股東應佔溢利	45.29	2.37	19.1倍

### 保險中介業務

本集團之保險中介業務主要由本集團全資擁有之香港註冊公司華夏營運。華夏主要從事為再保險及保險公司提供經紀服務。華夏之主要市場為香港、澳門及中國大陸。

華夏之主要財務數據概述如下：

截至十二月三十一日止年度，百萬港元

	二零零七年	二零零六年	變化
保險中介收入	17.03	14.34	18.8%
股東應佔溢利	19.18	13.17	45.6%

華夏經紀佣金收入於年內大幅上升的主因為華夏的核心再保險及保險客戶之保費增長強勁。

股東來自華夏之溢利由去年的1,317萬港元上升45.6%至1,918萬港元。華夏之淨收入亦受惠於香港股票市場所帶來的強勁投資表現。

## 展望

### 再保險業務 — 中再國際

正值本年度結束之際，中再國際獲中國保監會許可開始籌建其被定性為中資的北京分公司。中再國際相信其北京分公司的成立將有助於其實現將現有主要核心市場從香港及澳門地區擴大至覆蓋中國大陸潛力巨大的再保險市場在內的目標。北京分公司的成立將允許中再國際更大程度地進入及滲透至國內快速發展的新興保險市場。中再國際將致力從中國內地客戶良好關係中取得高質素業務，並以效益為本。中再國際相信以其於28年前在香港成立以來所積累的豐富經驗、技術能力及世界級的企業管治標準將使其在中國大陸的經營擴張具備更顯著的比較優勢。

## MANAGEMENT REVIEW AND ANALYSIS

To help prepare for its expansion into Mainland China and the next phase of development of its operations in other markets, in October 2007, the authorised capital of CIRe was increased significantly to HK\$3,000,000,000 from HK\$800,000,000 and its paid-up capital was increased to HK\$1,600,000,000 from HK\$780,000,000, by capitalising HK\$820,000,000 from the general reserves of CIRe. Such an enlarged equity base gives CIRe a solid foundation and platform from which to pursue attractive business opportunities in Mainland China, as well as in its other core reinsurance markets.

In 2008, global economic growth is slowing due to unstable and volatile financial and economic conditions in many major economies. Against this background of more difficult and uncertain macroeconomic conditions, reinsurance markets around the world, after experiencing two consecutive years of strong results and profits, are seeing further softenings in prices and contract terms and conditions. The recent increase in reinsurance capacity around the world is further bolstering the downward trends of the current reinsurance cycle. In 2008, despite more difficult fundamentals in the reinsurance industry, CIRe will continue to adhere to its well-established and highly disciplined underwriting policy, which has proven to be effective throughout the various up-and-down reinsurance market cycles over the past decades. CIRe will carry on its prudent, yet progressive, policies in reinsurance underwriting, investments and operational management in order to maximise its performance in 2008.

The recent heavy snow storms which affected more than half of the provinces in Mainland China and which have reportedly resulted in over RMB150 billion in economic damages will undoubtedly result in the largest ever insured losses for the same event for PRC insurers, in particular the property and casualty sector. Because CIRe has taken out retrocession protections, the net retained losses for CIRe from these snow storms is estimated to be approximately HK\$35,000,000, which is manageable given the strong solvency and financial position of the company.

Because the extraordinary investment gains in 2007 in the Hong Kong equity markets are not expected to be repeated in 2008, CIRe's net profit results in 2008 will most likely not reach the same level as that of 2007. However, CIRe does expect a satisfactory performance in both top-line and bottom-line results in 2008, which will form a strong and solid foundation for further, sustainable growth into the future.

### Life Insurance Business – TPL

In 2008, TPL intends to continue building upon the solid foundation which has been developed since the life insurance operations first broke even and produced profitability in 2006 and 2007. With a recognition that the very strong A-share equity markets performance in the PRC in 2006 and 2007 cannot be expected each and every year, the management of TPL is very focused on building a platform for solid, sustainable and profitable growth into the future.

TPL will continue to focus on increasing its sales of regular premium products. TPL intends to continue building its individual agency force, such that the premiums from the individual line of business (the non unit-linked products of which are almost all regular premium) continue to increase at above industry-average rates. Likewise, TPL also intends to increase the regular premium product sales at its bancassurance channels at above industry-average rates. For its single premium bancassurance business, TPL will strive to maintain its current market position and grow in line with the industry.

TPL has already begun preparatory work to establish four new branches in the PRC, in the provinces of Xinjiang, Guizhou, Gansu and Neimenggu. Once these four new branches are fully operational, which will occur in the next few months, TPL will have a presence in almost every single major province and city in Mainland China (except for Tibet, Qinghai, Ningxia and Hainan Island). In 2008, for its existing nationwide branch network, TPL will focus on providing full coverage and support throughout its provinces and major cities. As such, TPL expects to open a significant number of sub-branches and sales centers throughout the country during the year.

## 管理層回顧和分析

為了有助於在中國大陸市場進行擴張及在其他市場之營運得到進一步發展，於二零零七年十月，中再國際通過將其總儲備之8.2億港元轉作資本金，使其法定資本由8億港元大幅提升至30億港元，並使其實繳資本由7.8億港元提升至16億港元。此等股本擴充為中再國際在中國大陸及其他核心再保險市場捕捉優質業務機會提供穩固的基礎及平臺。

踏入二零零八年，由於全球主要經濟體系之財政及經濟狀況的不穩定性，經濟增長正在放緩。在如此困難及不明朗的宏觀經濟條件下，經歷了連續兩年強勁業績及利潤收益的全球再保險市場正面臨著定價和合同條款及條件的進一步疲軟。最近全球再保險業步向飽和的勢頭將進一步引發當前再保險週期的下降趨勢。二零零八年，儘管再保險行業之經營基礎困難重重，中再國際將繼續堅持其行之有效之承保政策，此等政策於過去二十多年多次波動起落的再保險市場週期中始終被證明有效。中再國際將繼續堅持其審慎但進取的再保險承保政策、投資及營運管理政策，以達到其二零零八年最佳之表現。

最近中國大陸超過半數以上的省份遭受巨大雪災影響，據報道已導致高於1,500億人民幣的經濟損失，毫無疑問對中國保險商，尤其是財產保險商而言，其必將導致有史以來同類事件所引發之最大保險賠償。由於中再國際已安排轉分保保障，其受上述雪災影響的淨自留損失預計約3,500萬港元，這相對於本公司強勁的償付能力及財政狀況而言是可以應付的。

鑒於二零零七年香港股票市場上非凡的投資收益預期將無法在二零零八年重復，中再國際二零零八年之淨利潤表現很有可能將無法達到二零零七年之同等水平。然而，中再國際仍然期望二零零八年的保費收入及盈利都能有令人滿意的表現，並為將來進一步的持續增長奠定強勁、堅實的基礎。

### 人壽保險業務 – 太平人壽

於二零零八年，太平人壽希望繼續鞏固其自二零零六年及二零零七年人壽保險營運首次達到收支平衡及創造盈利能力以來之堅實基礎。鑒於對二零零六年及二零零七年中國A股市場異常強勁之表現不可能每一年重復，太平人壽管理層高度專注為未來穩固、可持續之盈利增長創建平臺。

太平人壽將繼續專注提升其期繳保費產品的銷售。太平人壽希望繼續加強個人代理隊伍建設，以使其個人代理渠道的業務保費收入(其非投資連結產品幾乎都為期繳保費)於行業平均水平之上持續增長。同樣，太平人壽亦希望其銀行保險渠道的期繳保費產品銷售能於行業平均水平之上增長。對於其銀行保險躉繳保費業務，太平人壽將努力維持其目前市場地位，並與行業保持同步發展。

太平人壽已開始於中國內地籌建四家新分公司，分別位於新疆、貴州、甘肅及內蒙古。一旦這四家新分公司於未來幾個月間全面開始營運，太平人壽將在中國內地幾乎每個主要省份及城市皆設有分支機構(除西藏、青海、寧夏及海南島以外)。二零零八年，對於其現有的全國性分支機構網絡，太平人壽將關注在其營運之省份及主要城市提供全面的保障及支援。故此，太平人壽期望於本年內在全國範圍開設一定數量的支公司及營銷服務部。

# MANAGEMENT REVIEW AND ANALYSIS

TPL will continue to be vigilant and flexible in responding to rapid market changes and demands. The substantial demand and interest for unit-linked products in 2007 could not have been foreseen and predicted. Likewise, how the PRC insurance markets will develop in 2008 is impossible to predict, especially given the volatile and unstable economic conditions in several major economies around the world, which may negatively affect PRC economic and investment conditions. Therefore, TPL's product development and risk management efforts will be further prioritised in order to best allow the company to respond to unforeseen market movements and demands.

For its investment portfolio, TPL will continue to adopt a highly prudent and conservative policy whereby most of its assets are allocated to fixed income securities or bank deposits. Equities, despite the high returns over the past two years, will continue to be capped at 15% of the overall portfolio, excluding the assets related to the unit-linked products (with some flexibility to increase to 18% in the event of lock-ups). Greater focus will be given to risk management, especially given A-share market volatility in the first few months of 2008 and unstable, uncertain financial market conditions globally.

Because the extraordinary investment gains in 2007 in the PRC equity markets are not expected to be repeated in 2008, TPL's net profit results in 2008 will most likely not reach the same level as that of 2007. However, TPL does expect a satisfactory performance in both top-line and bottom-line results in 2008, which will form a strong and solid foundation for further, sustainable growth into the future.

## Property and Casualty Insurance Business – TPI

Although TPI produced operational losses in 2007, the planned rapid expansion and premium growth during the Year as planned has laid the foundation for developing the economies of scale necessary for sustainable profitability into the future. With an increase in paid-up capital from RMB1 billion to RMB1.3 billion in July 2007, TPI is now well-positioned for further growth throughout the country. In 2008, TPI intends to continue its strict underwriting discipline and to continue having one of the industry's best loss ratios. With its larger infrastructure and network in place, TPI is now expected to begin achieving economies of scale, such that its expense ratio will also improve during the years to come. It is the long-term goal of TPI to achieve combined ratios below 100% consistently on a year by year basis.

Although the fundamentals and competitive conditions of the PRC property and casualty insurance industry continue to be difficult, TPI is highly confident of continuing its growth momentum and of producing a satisfactory result in 2008.

## LIQUIDITY AND FINANCIAL RESOURCES

The Group's cash and bank deposits as at 31 December 2007 amounted to HK\$10,520.27 million (2006: HK\$11,359.98 million). There was no bank borrowing during the Year except for certain temporary bank overdrafts for insignificant amounts. The interest-bearing notes as at 31 December 2007 amounted to HK\$2,960.38 million (2006: HK\$2,844.82 million). The gearing ratio, which represents interest-bearing notes issued divided by the total assets of the Group, was 5.3% as at 31 December 2007 (2006: 7.1%).

## CAPITAL STRUCTURE

During the Year, the Company issued 9,021,000 new shares (2006: 69,788,000 shares, of which 6,038,000 shares were issued under the Company's employee share option scheme) for cash under the Company's employee share option scheme. Net proceeds received for the shares issued for cash in aggregate amounted to HK\$22.35 million (2006: HK\$529.92 million).

## 管理層回顧和分析

太平人壽將繼續警醒、靈活地應對快速變化的市場需求。二零零七年對投資連結產品的大量需求及關注是不可能被預見及預測的。同樣，二零零八年中國保險市場將如何發展亦是不可能預測到的，尤其是全球若干主要經濟體系不穩定的經濟狀況可能對中國的經濟及投資環境造成負面影響。因此，太平人壽將優先注重產品開發及風險管理工作，以使公司能對不可預見之市場波動及需求作出最佳反應。

對於其投資組合，太平人壽將繼續採用高度謹慎及保守的政策，因此其大部份資產被配置於固定收益的證券或銀行存款。儘管過去兩年權益類資產有較高的投資回報，但此類投資(不含投資連結產品相關資產)將被限制於總投資組合之15%(涉及鎖定期時，限制可靈活提升至18%)以內。由於二零零八年前幾個月中國A股市場的不穩定性及全球金融市場狀況的不穩定及不明朗，風險管理將受高度重視。

鑒於二零零七年中國股票市場上非凡的投資收益預期將無法在二零零八年重復，太平人壽二零零八年之淨利潤表現很有可能將無法達到二零零七年之同等水平。然而，太平人壽仍然期望二零零八年的保費收入及盈利都能有令人滿意的表現，並為將來進一步的持續增長奠定強勁、堅實的基礎。

### 財產保險業務 – 太平保險

雖然太平保險於二零零七年出現經營虧損，但其於本年度內按計劃快速擴張及保費增長為將來保持持續盈利能力所必需的規模經濟發展奠定了基礎。隨著二零零七年七月其實繳資本從10億人民幣上升至13億人民幣，太平保險更具備在全國範圍內進一步發展的條件。二零零八年，太平保險期望維持其嚴格的承保紀律及繼續保持其賠付率在行業最佳水平之一。以太平保險目前的基礎建設及網絡，預期開始獲得規模經濟效應，因此其費用率定會在未來幾年間有所改善。太平保險的長期目標是逐年使其綜合成本率下降至低於100%之水平。

雖然中國財產保險市場之基本因素及競爭環境持續困難，但太平保險非常有信心能保持其增長動力，並於二零零八年創造令人滿意之業績。

### 流動資金及財務資源

於二零零七年十二月三十一日，本集團的現金及銀行存款為105.2027億港元(二零零六年：113.5998億港元)。除若干小額臨時銀行透支外，本年度內並無任何銀行借貸。二零零七年十二月三十一日須付息票據總額為29.6038億港元(二零零六年：28.4482億港元)。二零零七年十二月三十一日已發行須付息票據除以本集團總資產所得出的槓桿比率為5.3%(二零零六年：7.1%)。

### 資本結構

本年度根據本公司僱員認股權計劃，本公司以現金為代價發行9,021,000股新股(二零零六年：69,788,000股，其中6,038,000股是根據本公司僱員認股權計劃發行)。發行新股換取現金的總代價淨額為2,235萬港元(二零零六年：5.2992億港元)。

# MANAGEMENT REVIEW AND ANALYSIS

## STAFF AND STAFF REMUNERATION

As at 31 December 2007, the Group had a total of 9,925 employees (2006: 7,204 employees), an increase of 2,721 employees. Total remuneration for the Year amounted to HK\$1,130.63 million (2006: HK\$683.38 million), an increase of 65.4%. Bonuses are linked to both the performance of the Group and the performance of the individual.

## MAJOR EVENT DURING THE YEAR

On 9 July 2007, the Company entered into the conditional capital contribution agreement with CIHC, ICBC (Asia) and TPI pursuant to which CIHC and the Company will contribute, in cash, an aggregate amount of RMB300,000,000 as additional registered capital into TPI. Of the aggregate amount, RMB179,925,000 will be contributed by CIHC and RMB120,075,000 will be contributed by the Company. ICBC (Asia) has decided not to participate in the capital contribution. Upon completion, each of CIHC, the Company and ICBC (Asia) will be directly interested in 50.398%, 40.025% and 9.577%, respectively, of the equity interests in TPI. The percentage of equity interests held by the Company in TPI will remain unchanged after completion. In addition, CIHC, the Company and ICBC (Asia) also entered into the conditional option deed pursuant to which CIHC has agreed, conditional upon completion, to grant the right to ICBC (Asia) at nil consideration to acquire from CIHC an equity interest of approximately 2.873% in TPI as enlarged by the capital contribution for a consideration of RMB37,350,000 within twelve months from the date of the option deed, or such later date as the parties may extend pursuant to the terms of the Option Deed. The Company has waived its right to purchase this Option Interest if the Option is exercised by ICBC (Asia).

## CONTINGENT LIABILITIES

The Group has received a query issued by the Inland Revenue Department of Hong Kong in relation to the taxability of certain investment income from its offshore investments for the years of assessment from 1999 to 2006. The directors consider that the Group has a strong legal base to support its tax position. As such, no provision for a potential tax exposure of approximately HK\$31,600,000 (2006: HK\$26,000,000) was made at 31 December 2007.

Save as herein disclosed and other than those incurred in the normal course of the Group's insurance businesses, there was no outstanding litigation nor any other contingent liabilities as at 31 December 2007.

## 管理層回顧和分析

### 員工及員工酬金

於二零零七年十二月三十一日，本集團的僱員總人數達9,925人(二零零六年：7,204人)，增加2,721人。本年度總酬金為11.3063億港元(二零零六年：6.8338億港元)，增加65.4%。花紅與本集團的業績及員工的個人表現掛鉤。

### 本年度重要事項

二零零七年七月九日，本公司與中保控股、工銀(亞洲)及太平保險已訂立有條件增資協議，據此，中保控股及本公司將向太平保險增資現金總額人民幣300,000,000元，作為額外註冊資本。在該筆總額中，中保控股將增資人民幣179,925,000元，本公司則將增資人民幣120,075,000元。工銀(亞洲)已決定不參與增資。於完成時，中保控股、本公司及工銀(亞洲)各自將分別直接擁有太平保險之50.398%、40.025%及9.577%股權之權益。完成後，本公司於太平保險持有之股權百分比將維持不變。此外，中保控股、本公司與工銀(亞洲)亦已訂立有條件期權契據，據此，中保控股同意按無償代價授權予工銀(亞洲)，藉以待完成後，於期權契據日期或各訂約方根據期權契據條款可能延後之較後日期起計十二個月內，向中保控股收購太平保險經增資擴大後約2.873%之股權，代價為人民幣37,350,000元。期權將可由工銀(亞洲)選擇行使。本公司已放棄其於工銀(亞洲)行使期權時購買期權權益之權利。

### 或然負債

本集團收到香港稅務局的詢問，質疑個別離岸投資收入於一九九九年至二零零六年評稅年度內的應課稅務責任。董事認為本集團稅務觀點擁有堅實的法律基礎支持，因此，於二零零七年十二月三十一日本集團毋需就約31,600,000港元(二零零六年：26,000,000港元)的潛在稅務責任計提準備。

除本報告所披露及在本集團日常保險業務中產生的訴訟外，於二零零七年十二月三十一日，本集團概無任何未決訴訟或或然負債。



# EMBEDDED VALUE OF TPL

## 1. BACKGROUND

The Group consists of three major business segments, which are the reinsurance business, life insurance business and property and casualty business. In particular, the life insurance segment operated by TPL, a 50.05%-owned subsidiary, has become an increasingly significant part of the Group in terms of gross premiums written, total assets and profitability. In order to provide investors with additional parameters to evaluate the profitability and valuation of TPL, the Group has decided to disclose the Embedded Value and New Business Value of TPL. The Embedded Value consists of the shareholders' adjusted net worth plus the present value of future expected cash flows to shareholders from the in-force business, less the cost of holding regulatory solvency capital to support the in-force business. The New Business Value represents an actuarially determined estimate of the economic value arising from the new life insurance business issued during the past one year.

## 2. BASIS OF PREPARATION

The Group has appointed PricewaterhouseCoopers ("PwC"), an international firm of consulting actuaries, to examine whether the methodology and assumptions used by TPL in the preparation of the embedded value and the new business value as at 31 December 2007 are consistent with standards generally adopted by insurance companies in the PRC. In the opinion of the management, PwC has not identified material inconsistencies between the methodology and assumptions used by TPL and those under the standards generally adopted by insurance companies in the PRC.

## 3. CAUTIONARY STATEMENT

The calculations of embedded value and the new business value are based on certain assumptions with respect to future experience and thus the actual results could differ significantly from what is envisioned when these calculations are made. From an investor's perspective, the valuation of the Company is measured by the stock market price of the Company's shares on any particular day. In valuing the Company's shares, investors should take into account not only the embedded value and the new business value, but also other various considerations. In addition, TPL is 50.05%-owned by the Company. The embedded value and the new business value as at 31 December 2007 as disclosed below should therefore not be taken in full in the valuation of the Company. Investors are advised to pay particular attention to this factor, as well as the other assumptions underlying the calculations for the embedded value and new business value of TPL, if they believe such calculations are important and material to the valuation of the Company.

## 4. EMBEDDED VALUE

*At 31 December, HK\$ million*

		2007	2006
Adjusted net worth	a	3,368	2,168
Value of in-force business before cost of capital and expense overrun	b	4,593	2,789
Cost of capital	c	640	295
Expense overrun	d	442	44
Value of in-force business after cost of capital and expense overrun	e=b-c-d	3,511	2,450
Embedded Value	f=a+e	6,879	4,618

Adjusted net worth is the audited shareholders' net assets of TPL as measured on a PRC statutory basis.

# 太平人壽之內涵價值

## 1. 背景

本集團由三項主要業務分部組成：再保險業務、人壽保險業務及財產保險業務。具體而言，太平人壽(本公司持有50.05%股權之附屬公司)運作之人壽保險分部就其毛承保保費額、總資產及盈利能力而言已成為本集團日益重要之部份。為向投資者提供額外指標以評估太平人壽之盈利能力及估值，本集團已議決披露太平人壽之內涵價值及新業務價值。內涵價值包括經調整股東資產淨值及未來有效業務可為股東創造之預期現金流之現值，扣減為支持有效業務而按照監管要求持有償付資本之成本。新業務價值乃指以精算方法評估的在過去一年售出的人壽保險新業務所產生的經濟價值。

## 2. 編製基準

本集團已委聘國際諮詢精算師普華永道(「普華永道」)，審查太平人壽編製於二零零七年十二月三十一日內涵價值及新業務價值時所採用之方法及假設與中國的保險公司一般採納的準則是否一致。按管理層的意見，普華永道並無發現太平人壽運用的方法及假設與中國的保險公司一般採納的準則有重大的差異。

## 3. 提示聲明

計算內涵價值及新業務價值乃基於有關未來經驗之若干假設，故此實際結果可能與作出該等計算時之預測有重大差異。從投資者角度看，本公司之估值乃按照本公司股份於某個別日子之股市價格計量。於評估本公司股份時，投資者不僅要考慮及內涵價值及新業務價值，而且亦應考慮到其他多項因素。此外，本公司擁有太平人壽之50.05%股權。因此，不應把下列所披露之於二零零七年十二月三十一日之內涵價值及新業務價值全數作為本公司的估值。倘若彼等認為該等因素重要，及對本公司之估值關係重大。投資者務須特別留意該因素，及其他支持計算太平人壽內涵價值及新業務價值計算之因素。

## 4. 內涵價值

於十二月三十一日，百萬港元

		二零零七年	二零零六年
經調整資產淨值	a	3,368	2,168
有效業務扣除資本成本及費用超支前之價值	b	4,593	2,789
資本成本	c	640	295
費用超支	d	442	44
有效業務扣除資本成本及費用超支後之價值	e=b-c-d	3,511	2,450
內涵價值	f=a+e	6,879	4,618

經調整資產淨值是太平人壽按中國法定基準計量之審計後股東資產淨值。

# EMBEDDED VALUE OF TPL

## 5. NEW BUSINESS VALUE

At 31 December, HK\$ million

		2007	2006
New business value before cost of capital and expense overrun	a	1,445	1,133
Cost of capital	b	225	161
Expense overrun	c	617	542
New business value after cost of capital and expense overrun	d=a-b-c	603	430

TPL's expense overrun is due to its significant investments in establishing a branch network infrastructure, initiating relationships with business partners, establishing computer systems and hiring a highly professional management team. As such expense overrun is due to the start-up costs of beginning and expanding upon TPL's business operations, the management of the Group and TPL believe that the expense overrun will diminish over time as TPL's scale of operations increases in the future.

## 6. MOVEMENT ANALYSIS OF EMBEDDED VALUE

The following analysis shows the movement of the Embedded Value (after expense overrun) from 31 December 2006 to 31 December 2007.

HK\$ million

	Notes	
Embedded Value as at 31 December 2006		4,618
New business value	a	602
Expected return on Embedded Value	b	450
Assumption and modeling changes	c	(490)
Investment return variance	d	2,464
Other experience variance	e	(765)
Embedded Value as at 31 December 2007		6,879

Notes:

- a New business contribution from sales of new business in 2007.
- b Return on value of in-force business plus expected interest on adjusted net asset.
- c Changes from model improvement and assumption changes have impact on future distributable earnings of in-force business.
- d Difference between the actual investment return and expected investment return in 2007.
- e Difference between actual experience and expected experience other than investment return in 2007 including items such as mortality, morbidity, expense, lapse, tax and exchange rate used to convert RMB into HK\$ etc.

# 太平人壽之內涵價值

## 5. 新業務之價值

於十二月三十一日，百萬港元

		二零零七年	二零零六年
新業務扣除資本成本及費用超支前之價值	a	1,445	1,133
資本成本	b	225	161
費用超支	c	617	542
新業務扣除資本成本及費用超支後之價值	d=a-b-c	603	430

太平人壽之費用超支乃由於對建設分支網絡基礎設施、與業務夥伴建立關係、添置電腦系統及聘請高度專業之管理團隊作出重大投資所致。鑒於該等費用超支乃由於太平人壽業務運作起初之開辦費用及擴張所致，本集團及太平人壽之管理層認為，有關費用超支將隨著太平人壽經營規模於日後逐步擴大而下降。

## 6. 內涵價值之動態分析

以下分析反映自二零零六年十二月三十一日至二零零七年十二月三十一日期間內涵價值(費用超支後)之動態變化。

百萬港元

	附註	
於二零零六年十二月三十一日之內涵價值		4,618
新業務之價值	a	602
內涵價值預期回報	b	450
假設及模型變化	c	(490)
投資回報差異	d	2,464
其他經驗差異	e	(765)
於二零零七年十二月三十一日之內涵價值		6,879

附註:

- a 二零零七年新業務銷售之貢獻。
- b 有效業務回報加調整後淨資產預期利益。
- c 此項包括模型改進及假設改變所引起的變化，對未來有效業務之可分配收入將有所影響。
- d 此乃二零零七年實際投資回報與預期投資回報之間的差額。
- e 此乃二零零七年除投資回報以外之實際經驗與預期經驗之間的差額，包括死亡率、發病率、費用、退保、税金及人民幣兌港幣的匯率變動等項目。

## 7. KEY ASSUMPTIONS

TPL has adopted the best estimate approach in setting the assumptions used in the calculation of its embedded value and new business value. The assumptions have been based on the actual experience of TPL and certain benchmarks set by referencing general PRC economic conditions and the experience of other life insurance companies.

### *7.1 Risk discount rate*

The risk discount rate represents the long-term post-tax cost of capital of the investor for whom the valuation is made, together with an allowance for risk, taking into account factors such as the political and economic environment in the PRC.

As calculated, the discount rate is equal to the risk-free rate plus a risk premium. The risk free rate is based on the PRC ten-year government bond and the risk premium reflects the risk associated with future cash flows, including all of the risks which have not been considered in the valuation.

The risk discount rate currently applied by TPL is 11.5% for all in-force and new business.

### *7.2 Investment return*

Future investment returns have been calculated as the weighted average of the investment returns on existing assets and new money assuming an investment return of 5% on new money. The investment returns on existing assets have been determined by the projected invested income in future years divided by the projected value of the assets. The calculation of projected investment income and the value of assets are based on yield to maturity, term to maturity and the book value of the assets.

The investment returns have been assumed to be 4.57% in 2008, increasing to 5% in 2026 and thereafter.

Although the investment return achieved in 2007 exceeded the investment return assumption, the investment return assumption remains unchanged because such assumption is based on expectations for long-term investment performance over many years and should therefore be conservative.

### *7.3 Expenses*

Expenses have been projected based on benchmark assumptions. The expense overrun is derived from TPL's recent experience studies, and is applied to both the value of in-force business and new business value.

### *7.4 Tax*

The tax rate is assumed to be 25% according to the new tax regulations in PRC.

### *7.5 Mortality*

The experience mortality rates have been based on 70% of the China Life (2000-2003) table for non-annuities, with a three-year selection period. For annuitants, 80% and 70% of the China Life Annuity (2000-2003) table for males and females, respectively, has been assumed.

## 7. 主要假設

太平人壽在設定計算內涵價值及新業務價值之假設時乃採納最佳估計方法。有關假設乃基於太平人壽之實際經驗，及參照中國之整體經濟狀況及其他壽險公司之經驗而設定之若干基準。

### 7.1 風險貼現率

風險貼現率乃指接受估值之投資者之稅後長期資本成本，同時慮及中國有關政治經濟環境等因素對風險作出調整。

計算時，貼現率乃按無風險利率加風險溢價計算。無風險利率乃基於中國十年政府債券，而風險溢價反映與未來現金流有關之風險，包括所有在估值時未有慮及之風險。

太平人壽現時就其所有有效業務及新業務所採納之風險貼現率均為11.5%。

### 7.2 投資回報

未來投資回報乃按現有資產及新貨幣之加權平均投資回報計算，假設新貨幣之投資回報為5%。現有資產之投資回報乃按未來年度之預期投資收益除以有關資產之預期價值計算。預期投資收益及資產價值乃基於滿期收益率、發行期限及資產之賬面值計算。

投資回報假設於二零零八年為4.57%，於二零二六年及以後年度提高至5%。

雖然二零零七年取得的投資回報超越投資回報假設，但投資回報假設保持不變，因為此項假設是基於長期投資回報的預期，應採取較為審慎的態度。

### 7.3 費用

費用乃根據基準假設而預計。費用超支乃根據太平人壽近期之經驗考察得出，並應用於有效業務價值及新業務價值。

### 7.4 稅項

根據中國新訂定之稅務規例，稅率為25%。

### 7.5 死亡率

經驗死亡率乃按中國人壽非年金表(2000-2003)，加三年選擇期之70%比率為基準計算。就一年年金產品而言，按中國人壽非年金表(2000-2003)的男性及女性的比率分別為80%及70%為基準計算。

# EMBEDDED VALUE OF TPL

## 7.6 Morbidity

The experience morbidity assumptions have been based on the Group's own pricing tables. The loss ratios for short term accident and health insurance business have been assumed to be in the range of 21% to 75%.

## 7.7 Lapses

The lapse assumptions have been based on TPL's actuarial pricing assumptions and adjusted to reflect the results of its recent experience studies.

## 8. SENSITIVITY TESTING

The sensitivity testing in respect of the following key assumptions are summarized below.

*At 31 December 2007, HK\$ million*

Assumptions	Value of in-force business after cost of capital and expense overrun	New business value after cost of capital and expense overrun
<b>Base scenario</b>	<b>3,511</b>	<b>602</b>
Risk discount rate of 10.5%	3,837	730
Risk discount rate of 12.5%	3,227	491
Investment return increased by 25bp every year	3,907	736
Investment return decreased by 25bp every year	3,111	468
10% increase in maintenance expenses	3,362	543
10% decrease in maintenance expenses	3,658	663
10% increase in mortality and morbidity rates and claims ratio	3,456	584
10% decrease in mortality and morbidity rates and claims ratio	3,565	622
10% reduction in lapse rates	3,555	631
Policyholder dividend increased to 80%	3,248	524
Lapse rates for Universal Life increased to 50% at the end of the 10th policy year	3,381	564

# 太平人壽之內涵價值

## 7.6 發病率

發病率根據本集團本身的定價表假設計算。短期意外及健康險業務的賠付率乃假設以21%到75%之間的比率計算。

## 7.7 退保

退保假設乃基於太平人壽之實際定價假設，並作出調整，以反映其最近之經驗考察結果。

## 8. 敏感性測試

有關如下主要假設之敏感性測試概述如下：

於二零零七年十二月三十一日，百萬港元

假設	有效業務於扣除資本成本及費用超支後之價值	新業務於扣除資本成本及費用超支後之價值
<b>基準假設</b>	<b>3,511</b>	<b>602</b>
風險貼現率為10.5%	3,837	730
風險貼現率為12.5%	3,227	491
投資回報每年提高25點子	3,907	736
投資回報每年下跌25點子	3,111	468
維持費用提高10%	3,362	543
維持費用下跌10%	3,658	663
死亡率及發病率及賠付率提高10%	3,456	584
死亡率及發病率及賠付率下跌10%	3,565	622
退保率下跌10%	3,555	631
保單持有人股息提高至80%	3,248	524
萬能壽險於第十個保單年度之退保率提高至50%	3,381	564



# BIOGRAPHICAL DETAILS OF DIRECTORS, COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

## EXECUTIVE DIRECTORS

**Mr. Feng Xiaozeng**, aged 60, was appointed as the chairman and an executive director of the Company in June 2005. Mr. Feng graduated from the Department of Foreign Languages of Nankai University and commenced work in September 1968. He previously served as the general manager of the Macau Branch of CIHC and the general manager of the Macau Branch of China Life Insurance Company Limited, the deputy director of the Hong Kong and Macau Administrative Office for China Insurance, general manager of The Tai Ping Insurance Company Limited Hong Kong Branch, general manager of the Tianjin Branch of the People's Insurance Company of China and the assistant to the general manager of the People's Insurance Company of China (Group). Mr. Feng was the deputy chairman of the CIRC from November 1998 to June 2005. He has been the chairman of CIHC and CIHK since May 2005 and was appointed as a director of The Ming An Insurance Company (Hong Kong) Limited in September 2005. Mr. Feng has been serving as the chairman and an executive director of CIH, the chairman and a director of CIGAML and a director of TPL and TPP since June 2005. He has been the chairman and a director of CIRE since August 2005 and a director of TPI from August 2005 to December 2006. Mr. Feng has been an executive director of Pacific Century Insurance Holdings Limited from August 2005 until March 2006 when he was re-designated as a non-executive director. He has been serving as a non-executive director of CITIC International Financial Holdings Limited since August 2006 and was appointed as the non-executive director and chairman of The Ming An (Holdings) Company Limited since September 2006 and December 2006, respectively.

**Mr. Lin Fan**, aged 49, is the vice chairman and an executive director of the Company. Mr. Lin was appointed as the vice president of CIHC and CIHK in July 1999, a managing director of CIHC and CIHK in July 2000, and the vice chairman of CIHC and CIHK in August 2004. He was appointed as the general manager of CIHC and CIHK in May 2005. Mr. Lin was a director of TPI from December 2001 to December 2006. He is currently the vice chairman and a non-executive director of The Ming An (Holdings) Company Limited. Mr. Lin is an insurance specialist with more than 28 years of experience in the insurance industry. Mr. Lin was the deputy general manager of the People's Insurance Company of China ("PICC"), Guangzhou Branch from September 1990 to September 1996 and the general manager of PICC, Shenzhen Branch from September 1996 to July 1999.

**Mr. Song Shuguang**, aged 46, is an executive director of the Company, and is responsible for the life insurance operations of TPL. Mr. Song holds a Bachelor degree in Economics from Jilin University and a Master degree in Economics from the Postgraduate School of Jilin University. Mr. Song has been a director of CIHC since June 2002 and a director of CIHK since August 2002. He has been the chairman of TPL since November 2004. He was appointed as a director of TPP since December 2004 and a director of TPAM since February 2007. Mr. Song was the deputy director of the General Affairs Department and Policy & Legal and Policy Research of the State Planning Commission of the PRC from August 1985 to September 1993; the division chief and departmental deputy general manager of PICC from October 1993 to October 1998; and the chief head of the Finance & Accounting Department of the CIRC from November 1998 to April 2000.

## 董事、公司秘書及合資格會計師之履歷

### 執行董事

馮曉增先生，60歲，於二零零五年六月起任本公司董事長及執行董事。馮先生畢業於南開大學外文系，一九六八年九月開始工作。彼前曾任中保控股澳門分公司總經理兼中國人壽保險股份有限公司澳門分公司總經理、中國保險港澳管理處副主任兼太平保險股份有限公司香港分公司總經理、中國人民保險公司天津市分公司總經理，以及中國人民保險(集團)公司總經理助理；彼在一九九八年十一月至二零零五年六月期間任中國保監會副主席。馮先生自二零零五年五月起出任中保控股及香港中保董事長，於二零零五年九月獲委任為香港民安保險有限公司董事。彼自二零零五年六月起擔任中保國際執行董事兼董事長、中保資產管理董事兼董事長及太平人壽及太平養老的董事。彼自二零零五年八月起擔任中再國際董事兼董事長，以及於二零零五年八月至二零零六年十二月擔任太平保險董事。馮先生自二零零五年八月起出任盈科保險集團有限公司執行董事，直至二零零六年三月調任為非執行董事。彼自二零零六年八月起擔任中信國際金融控股有限公司非執行董事及分別自二零零六年九月及十二月起任民安(控股)有限公司非執行董事及董事長。

林帆先生，49歲，本公司執行董事及副董事長。林先生於一九九九年七月獲委任為中保控股及香港中保副總經理、於二零零零年七月獲委任為中保控股及香港中保常務董事，以及於二零零四年八月獲委任為中保控股及香港中保常務副董事長。彼自二零零五年五月起擔任中保控股及香港中保總經理。林先生自二零零一年十二月至二零零六年十二月為太平保險之董事。彼現時為民安控股副董事長兼非執行董事。林先生為保險專家，於保險業擁有逾28年經驗。彼於一九九零年九月至一九九六年九月期間擔任中國人民保險(「人保」)廣州分公司副總經理，以及一九九六年九月至一九九九年七月期間擔任人保深圳分公司總經理。

宋曙光先生，46歲，本公司執行董事，負責太平人壽之人壽保險業務。宋先生持有吉林大學經濟學士學位及吉林大學研究生院經濟碩士學位。由二零零二年六月起宋先生任中保控股之董事及由二零零二年八月起出任香港中保之董事。他於二零零四年十一月獲委任為太平人壽之董事長。宋先生分別於二零零四年十二月起及二零零七年二月起獲委任為太平養老及太平資產之董事。宋先生由一九八五年八月至一九九三年九月為中國國家計劃委員會一般事務、政策、法律及政策研究等部門之副處長；由一九九三年十月至一九九八年十月為人保處長及部門副總經理；由一九九八年十一月至二零零零年四月為中國保監會財務會計部主管。

## BIOGRAPHICAL DETAILS OF DIRECTORS, COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

**Mr. Xie Yiqun**, aged 47, is an executive director of the Company. Mr. Xie graduated from the Insurance, Finance Department of Nankai University, Tianjin, China. He holds a Master degree in Administration from Middlesex University Business School in the United Kingdom, and has over 25 years of experience in the insurance and finance industries. Mr. Xie has been the general manager of the Foreign Business Department of PICC of China, Zhejiang Branch and the deputy general manager of the Wenzhou Branch respectively. He has been the director and general manager of China Insurance Co. (UK) Ltd. and China Insurance Co., (Singapore) Pte. Ltd. Mr. Xie was the chairman of TPL from December 2001 to November 2004. Mr. Xie has been a managing director and deputy general manager of CIHC and CIHK since June 2004 and is responsible for the asset management and overseas operations. He has been the chief executive officer of CIGAML since November 2004 and the chairman of TPAM since February 2007.

**Mr. Ng Yu Lam Kenneth**, aged 59, is the chief executive officer and an executive director of the Company. Mr. Ng is a fellow of the Chartered Insurance Institute of the United Kingdom. He has more than 30 years of experience in the insurance industry. Mr. Ng is a director and assistant president of CIHK, the chief executive officer and a director of CIRe and a director of SINO-RE, TPL and TPI. In December 1980, Mr. Ng joined CIRe and was appointed as the chief executive officer of CIRe in 2004.

**Mr. Shen Koping Michael**, aged 39, is the deputy chief executive officer and an executive director of the Company. He was previously the chief financial officer of the Company. Mr. Shen is also the deputy managing director and a director of CIGAML, and is a member of the board of supervisors of TPL. Prior to joining the Company, he was an executive director in the Financial Institutions Group of the Investment Banking Division at Goldman Sachs (Asia) L.L.C. ("Goldman Sachs"). Mr. Shen was responsible for marketing and executing corporate finance and mergers/acquisitions transactions for financial institutions in the Asia ex-Japan region. During his seven years at Goldman Sachs, Mr. Shen developed in-depth knowledge in advising insurance and asset management companies on strategic and operational matters. Mr. Shen received a Juris Doctorate degree with honors in 1994 from Harvard Law School, where he was an executive editor of the Harvard Law Review. Mr. Shen graduated as the valedictorian of his class and received a Bachelor of Science in Foreign Service with highest honors in 1991 from Georgetown University, where he majored in International Politics/Relations.

**Mr. Lau Siu Mun Sammy**, aged 49, is an executive director of the Company, and is responsible for the reinsurance operations of CIRe. Mr. Lau is also a director of CIRe and SINO-RE. Mr. Lau holds a Bachelor of Business Administration degree from the Chinese University of Hong Kong. He is a fellow of the Chartered Insurance Institute of the United Kingdom. Mr. Lau joined CIRe in July 1981. He has been the general manager of CIRe since March 2004. Mr. Lau is also a member of the board of directors of TPI.

### NON-EXECUTIVE DIRECTORS

**Mr. Zheng Changyong**, aged 43, is a non-executive director of the Company. Mr. Zheng graduated from the University of Industry and Commerce of Beijing with a Master degree in Economics. He is a member of the Chinese Institute of Certified Public Accountants. Mr. Zheng is an executive director and financial controller of both CIHC and CIHK, and is also a director of TPI, CIGAML, SINO-RE and Quicken Assets Limited. He is also a member of the board of supervisors of TPL.

## 董事、公司秘書及合資格會計師之履歷

謝一群先生，47歲，本公司執行董事，謝先生畢業於天津南開大學金融系保險專業，獲英國米德賽克斯大學管理碩士學位，謝先生擁有25年從事保險及金融的工作經驗，曾先後任中國人民保險公司浙江省分公司國際部總經理、溫州分公司副總經理、中國保險(英國)有限公司及中國保險(新加坡)有限公司董事總經理等職。他由二零零一年十二月至二零零四年十一月為太平人壽之董事長。謝先生由二零零四年六月起獲任中保控股及香港中保之常務董事及副總經理，分管資產管理與海外地區一般保險業務。於二零零四年十一月起兼任中保資產管理之行政總裁。於二零零七年二月兼任太平資產管理之董事長。

吳俞霖先生，59歲，本公司總裁，亦是本公司執行董事。吳先生是英國特許保險學會(Chartered Insurance Institute)資深會員，擁有逾30年保險業經驗。吳先生為香港中保董事兼助理總裁。他亦為中再國際之董事兼總裁；華夏、太平人壽及太平保險之董事。一九八零年十二月起吳先生加入中再國際並於二零零四年起任中再國際總裁。

沈可平先生，39歲，本公司副總裁，亦是本公司執行董事。他曾任本公司的首席財務總監。沈先生亦為中保資產管理之董事及副總經理和太平人壽之監事會成員。加入本公司前，沈先生為高盛(亞洲)有限責任公司(「高盛亞洲」)投資銀行部金融企業集團之執行董事。沈先生負責市場推廣及為亞洲區(日本除外)之金融機構執行企業融資及合併／收購交易。沈先生於高盛亞洲工作七年期間，就向保險及資產管理公司提供策略及營運事宜之意見，發展了深厚之知識。沈先生於一九九四年於哈佛法律學院獲得法學榮譽博士學位，並為哈佛法律學報之執行編輯之一。沈先生於一九九一年於喬治城大學畢業，為畢業典禮致告別辭時的班代表學生，並獲得外務事務理學士最高榮譽學位，主修科目為國際政治／關係。

劉少文先生，49歲，本公司執行董事，負責中再國際之再保險業務。劉先生亦為中再國際及華夏之董事。劉先生持有香港中文大學頒發之工商管理學士學位，亦為英國特許保險學會資深會員。劉先生於一九八一年七月加入中再國際。劉先生於二零零四年三月起任中再國際總經理。劉先生亦是太平保險之董事會成員。

### 非執行董事

鄭常勇先生，43歲，為本公司非執行董事。鄭先生畢業於北京工商大學，獲經濟學碩士學位。他為中國註冊會計師。鄭先生現任中保控股及香港中保之常務董事及財務總監，並為太平保險、中保資產管理、華夏及Quicken Assets Limited之董事。他亦為太平人壽之監事會成員。

## BIOGRAPHICAL DETAILS OF DIRECTORS, COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

**Dr. Wu Jiesi**, aged 56, is an independent non-executive director of the Company. He is also the chairman of the audit committee and a member of the remuneration committee of the Company. Dr. Wu holds a Doctorate degree in Economics. Dr. Wu has extensive experience in finance and management. He conducted post-doctorate research work in theoretical economics at the Nankai University in the PRC and was conferred a professorship qualification by the University in 2001. Dr. Wu served in various capacities with ICBC from 1984 to 1995 and was the president of ICBC Shenzhen Branch. He subsequently served as the deputy mayor of the Shenzhen Municipal Government between 1995 and 1998. Dr. Wu was an assistant to the governor of Guangdong Province from 1998 to 2000. From 2000 to 2005, he acted as a chairman of Guangdong Yue Gang Investment Holdings Company Limited and GDH Limited. He also has been the honorary president of Guangdong Investment Limited and Guangdong Tannery Limited. Dr. Wu was the managing director and chief executive officer of Hopson Development Holdings Limited from April 2005 to January 2008. Dr. Wu is an independent non-executive director of Beijing Enterprises Holdings Limited, China Merchants Bank Co., Ltd. and Yingli Green Energy Holding Company Limited (listed on the New York Stock Exchange). He is also a non-executive director of China Water Affairs Group Limited and Shenzhen Investment Limited.

**Mr. Che Shujian**, aged 64, is an independent non-executive director of the Company. Mr. Che is a qualified senior engineer of economic management. He graduated from the School of Economics of Jilin University in China and has extensive experience in economic development and corporate management. Mr. Che was the dean of the designing laboratory, the deputy director and subsequently the director of the Northeast Academy of the China Civil Engineering Institute from 1968 to 1991. He was the director of the Administrative Affairs Office of the Ministry of Construction and Development of the State Council of China from 1991 to 1998. Mr. Che subsequently acted as a specially appointed investigator of the State Council of China from 1998 to 2000. He was an independent non-executive director of China Overseas Land & Investment Ltd. from 2002 to 2003 and a director of China Overseas Holdings Limited, the holding company of China Overseas Land & Investment Ltd., from 2002 to 2003. Mr. Che was the chairman of China Travel International Investment Hong Kong Limited and China Travel Service (Holdings) Hong Kong Limited, the holding company of China Travel International Investment Hong Kong Limited from 2000 to 2006.

**Mr. Lau Wai Kit**, aged 45, is an independent non-executive director of the Company. Mr. Lau holds a Bachelor of Law degree and a Postgraduate Certificate in Law from the University of Hong Kong. Mr. Lau has over thirteen years of experience in practicing law and is a solicitor of the High Court of Hong Kong, an attorney and counselor at law of the Supreme Court of the State of California, a solicitor of the Supreme Court of England and Wales, and an advocate and solicitor of the Supreme Court of Singapore. He is currently a partner of Gobi Partners, Inc., a Shanghai-based venture capital firm that focuses on digital media investments. Mr. Lau is also the chairman of the Diamondlite Group, a jewelry manufacturer headquartered in Hong Kong. He is also an independent non-executive director of Tianjin Development Holdings Limited and Shandong Weigao Group Medical Polymer Company Limited.

### COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

**Mr. Chan Man Ko**, aged 33, is the chief financial officer of the Company. He is also the Company's company secretary and qualified accountant. Mr. Chan holds a Bachelor of Arts degree in Accountancy. He is a member of the Hong Kong Institute of Certified Public Accountants ("HKICPA") and holds a practicing certificate. He is also an associate of the Institute of Chartered Accountants in England and Wales ("ICAEW"). Prior to joining the Company, Mr. Chan was an audit manager in the Financial Institutions Group of an international auditing and accounting company.

## 董事、公司秘書及合資格會計師之履歷

武捷思博士，56歲，為本公司獨立非執行董事。他亦是本公司的審核委員會主席及薪酬委員會成員。武博士擁有經濟學博士學位，武博士擁有豐富的金融和管理經驗。他於中國南開大學完成理論經濟學博士後研究，於二零零一年獲南開大學授予教授資格。武博士於一九八四年至一九九五年期間任職於中國工商銀行，曾任該行的深圳分行行長；其後於一九九五年至一九九八年期間出任深圳市政府副市長，並在一九九八年至二零零零年期間擔任廣東省省長助理。由二零零零年至二零零五年期間擔任廣東省粵港投資控股有限公司及廣東控股有限公司董事長，亦曾任粵海投資有限公司及粵海制革有限公司名譽董事長。武博士由二零零五年四月至二零零八年一月期間擔任合生創展集團有限公司董事總經理兼行政總裁，他現為北京控股有限公司、招商銀行股份有限公司以及英利綠色能源有限公司(美國紐約證券交易所上市)獨立非執行董事以及中國水務集團有限公司和深圳控股有限公司非執行董事。

車書劍先生，64歲，為本公司獨立非執行董事。車先生是一位高級(經濟管理)工程師。他畢業於中國吉林大學經濟學院，具有豐富的經濟發展和企業管理經驗。車先生於一九六八年至一九九一年期間歷任中國市政工程東北設計院設計室主任、副院長及院長；一九九一年至一九九八年期間任國家建設部辦公廳主任；一九九八年至二零零零年期間車先生任國務院稽查特派員。他曾於二零零二年至二零零三年期間出任中國海外發展有限公司之獨立非執行董事及曾於二零零二年至二零零三年期間出任為中國海外發展有限公司之控股公司 - 中國海外集團有限公司董事。車先生於二零零零年至二零零六年期間出任香港中旅國際投資有限公司及香港中旅國際投資有限公司之控股公司 - 香港中旅(集團)有限公司之董事長。

劉偉傑先生，45歲，為本公司獨立非執行董事。劉先生持有香港大學法律學士學位及法律進修文憑，劉先生從事法律工作已超過十三年。劉先生為香港高等法院律師、加州最高法院律師、英格蘭及威爾斯最高法院律師及新加坡最高法院律師。他現時為戈壁合夥人有限公司，一家以上海為基地之創投公司的合夥人(該公司專注於數碼媒體的投資)。劉先生現時亦為元藝珠寶集團(總部設於香港的一家珠寶製造商)之主席，以及天津發展控股有限公司和山東威高集團醫用高分子製品股份有限公司之獨立非執行董事。

### 公司秘書及合資格會計師

陳文告先生，33歲，為本公司財務總監。他亦為本公司公司秘書及合資格會計師。陳先生持有會計學文學學士學位。他是香港會計師公會會員並持有執業証書。他亦是特許會計師協會 - 英格蘭及威爾斯會員。加入本公司之前，陳先生曾在一所國際會計師事務所之金融機構類出任審計經理。

# REPORT OF THE DIRECTORS

The directors respectfully submit their annual report together with the audited financial statements for the year ended 31 December 2007.

## PRINCIPAL ACTIVITIES

The principal activity of Company is investment holding. The principal activities of the Company and its subsidiaries are the underwriting of all classes of global reinsurance business and direct life insurance business in the PRC. Apart from these core businesses, the Group also carries on assets management, insurance intermediary and pension businesses and, to support its insurance activities, holds money market, fixed income, equity and property investments. The principal activities and other particulars of the subsidiaries are set out in note 17 of the financial statements.

The analysis of the principal activities and geographical locations of the operations of the Company and its subsidiaries during the financial year are set out in note 3 of the financial statements.

The only information which the Company has maintained relating to its operating results by geographical area is the geographical analysis of its turnover. The directors believe that an analyses of the profit contributions from each geographical area is not required for a proper appraisal of its businesses.

## MAJOR INSURANCE CUSTOMERS

The information in respect of the Group's gross premiums written and policy fees attributable to major insurance customers during the financial year is as follows:

	<b>Percentage of the Group's total gross premiums written and policy fees</b>
The largest insurance customer	0.98%
Five largest insurance customers in aggregate	2.48%

Included in the five largest insurance customers in aggregate, representing approximately 0.75% of the total gross premiums written and policy fees, were connected parties of which the shareholder of the Company (which to the knowledge of the directors own more than 5.0% of the Company's share capital) had an interest.

Other than as disclosed above, at no time during the Year have the directors, their associates or any shareholder of the Company (which to the knowledge of the directors own more than 5.0% of the Company's share capital) had any interest in these major insurance customers.

## FINANCIAL STATEMENTS

The profit of the Group for the year ended 31 December 2007 and the state of the Company's and the Group's affairs at that date are set out in the financial statements on pages 122 to 242.

No interim dividend was declared during the Year (2006: Nil). The directors recommended the payment of a final dividend of HK 10 cents per share in respect of the year ended 31 December 2007 (2006: Nil).

# 董事會報告書

董事會全人謹將截至二零零七年十二月三十一日止年度的年報及經審核財務報表呈覽。

## 主要業務

本公司的主要業務是投資控股。本公司及其附屬公司的主要業務是承接各類全球再保險業務及於中國的直接人壽保險業務。除了此等核心業務外，本集團也從事資產管理業務、保險中介業務及養老保險業務，並為配合保險業務而持有各類貨幣、固定收入證券、股票及物業投資。附屬公司的主要業務及其他資料載於財務報表附註17。

本公司及其附屬公司於本財政年度的主要業務及經營地區分析載於財務報表附註3。

本公司唯一有關按地區劃分的經營業績資料為營業額地區分析。董事相信毋須分析各地區之溢利貢獻亦可對其業務作合理評估。

## 主要保險客戶

主要保險客戶於本財政年度佔本集團的毛承保保費及保單費收入的資料臚列如下：

	佔本集團毛承保保費及 保單費收入總額的百分比
最大保險客戶	0.98%
五大保險客戶合計	2.48%

包括在五大保險客戶的總額內相等於毛承保保費及保單費收入的0.75%是從本公司的聯繫人士收取。本公司聯繫人士是本公司股東(據董事所知持有本公司股本5%以上)擁有權益。

除此之外，本公司的董事，其聯繫人士或任何股東(據董事所知持有本公司股本5%以上)均沒有於年內任何時間擁有這些主要保險客戶的任何權益。

## 財務報表

本集團截至二零零七年十二月三十一日止年度的溢利和本公司及本集團於該日的財政狀況載於第122至242頁的財務報表內。

本年度內並無宣派中期股息(二零零六年：無)。董事會建議派發截至二零零七年十二月三十一日止年度末期股息每股10港仙(二零零六年：無)。



# REPORT OF THE DIRECTORS

## FIXED ASSETS

Details of the movements in fixed assets are set out in note 15 of the financial statements.

## SHARE CAPITAL

During the Year, shares were issued upon the exercise of options under the Company's share option scheme. Details of the movements in share capital of the Company during the Year are set out in note 37 of the financial statements.

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

During the Year, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities.

## RESERVES

Details of the movements in reserves of the Company and the Group during the Year are set out in note 38 of the financial statements.

## DISTRIBUTABLE RESERVES

As at 31 December 2007, the Company's reserves available for cash distribution and/or distribution in specie amounted to HK\$220.32 million (2006: HK\$9.59 million). In addition, the Company's share premium account of HK\$2,201.06 million (2006: HK\$2,174.12 million) as at 31 December 2007 may be distributed in the form of fully paid bonus shares.

## DIRECTORS

The directors during the Year and up to the date of this annual report were:

### Executive directors

Feng Xiaozeng  
Lin Fan  
Song Shuguang  
Xie Yiqun  
Ng Yu Lam Kenneth  
Shen Koping Michael  
Lau Siu Mun Sammy

### Non-executive directors

Zheng Changyong  
Wu Jiesi\*  
Che Shujian\*  
Lau Wai Kit \*

\* *Independent*

## 固定資產

固定資產的變動詳情載於財務報表附註15。

## 股本

於年內本公司根據本公司認股權計劃所行使之認股權發行股份。有關本公司於年內股本變動的詳情載於財務報表附註37。

## 購買、出售或贖回本公司的上市證券

本公司或任何其附屬公司於年內概無購入、出售或贖回任何本公司的上市證券。

## 儲備

本公司及本集團於年內儲備變動的詳情載於財務報表附註38。

## 可分配儲備

於二零零七年十二月三十一日，本公司可供現金分配及／或實物分配的儲備合共為2.2032億港元(二零零六年：959萬港元)。此外，本公司於二零零七年十二月三十一日有為數22.0106億港元(二零零六年：21.7412億港元)的股本溢價賬可以繳足紅股的形式作出分配。

## 董事會

於本年度及截至本年報之日的董事如下：

### 執行董事

馮曉增  
林帆  
宋曙光  
謝一群  
吳俞霖  
沈可平  
劉少文

### 非執行董事

鄭常勇  
武捷思\*  
車書劍\*  
劉偉傑\*

\* 獨立

# REPORT OF THE DIRECTORS

In accordance with Article 97 of the Company's articles of association, Messrs. Shen Koping Michael, Lau Siu Mun Sammy, Zheng Changyong and Che Shujian shall retire by rotation and, being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.

The proposed appointments will not have any specific term, but will be subject to retirement by rotation and re-election at the Company's Annual General Meeting in accordance with the Company's articles of association.

Subject to the approval of the shareholders at the Company's Annual General Meeting, the emoluments of the directors will be determined by the Remuneration Committee and the Board of Directors of the Company.

## CONFIRMATION OF INDEPENDENCE

The Company has received annual confirmation from each of the independent non-executive directors in regards to their independence from the Company and considers that each of the independent non-executive directors is independent from the Company.

## DIRECTORS' SERVICE CONTRACTS

Messrs. Ng Yu Lam Kenneth and Lau Siu Mun Sammy have entered into service contracts with the Company on 29 May 2000 for an initial period of three years commencing from 1 April 2000. Mr. Shen Koping Michael has entered into a service contract with the Company on 23 July 2002 for an initial period of two years commencing from 15 July 2002. The respective contracts shall continue after their respective initial periods unless and until terminated by either party to such contracts by giving three months' written notice to the other party.

No director proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

## 董事會報告書

根據本公司的組織章程細則條文第97條，沈可平先生、劉少文先生、鄭常勇先生及車書劍先生將於即將召開的股東周年大會退任，他們均願膺選連任。

以上所建議的委任均無指定期限，但須按本公司的組織章程細則，在本公司股東周年大會輪值告退及膺選連任。

董事酬金將由本公司的薪酬委員會及董事會訂定，惟仍需股東在本公司股東周年大會上批准。

### 獨立性的確認

本公司已取得各獨立非執行董事每年確認其獨立性的確認函。本公司亦認為每位獨立非執行董事，確屬獨立於本公司的人士。

### 董事的服務合約

吳俞霖先生及劉少文先生已於二零零零年五月二十九日跟本公司簽訂服務合約，任期由二零零零年四月一日開始，初步為期三年。沈可平先生於二零零二年七月二十三日與本公司訂立服務合約，任期由二零零二年七月十五日開始，初步為期二年。除非及直至上述合約的任何一方透過向其他方發出三個月的書面通知而終止合約，否則，相關服務合約會在其各自的初步任期結束後獲得續期。

擬於即將召開的股東周年大會中候選連任的董事概無與本公司或任何其附屬公司訂立於一年內不可在不予賠款(一般法定賠款除外)的情況下終止尚未屆滿的服務合約。

# REPORT OF THE DIRECTORS

## DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2007, the interests or short positions of the directors and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

Long Positions in shares and underlying shares of the Company:

Name of directors	Shares		Underlying shares pursuant to share options (Note 1)	Awarded shares (Note 2)	Total interests	Percentage of issued share capital %
	Personal interests	Family interests				
Feng Xiaozeng	1,000,000	–	2,350,000	–	3,350,000	0.2
Lin Fan	770,000	–	3,200,000	–	3,970,000	0.3
Song Shuguang	659,000	–	800,000	–	1,459,000	0.1
Xie Yiqun	200,000	–	500,000	–	700,000	0.1
Ng Yu Lam, Kenneth	366,000	600,000	3,200,000	27,000	4,193,000	0.3
Shen Koping, Michael	1,794,000	–	4,006,000	10,000	5,810,000	0.4
Lau Siu Mun, Sammy	606,000	–	1,750,000	22,000	2,378,000	0.2
Zheng Changyong	1,300,000	–	800,000	–	2,100,000	0.2

Notes:

1 These figures represent interests of options granted to the directors under the Share Option Scheme of the Company adopted on 23 January 2003 to acquire shares of the Company, further details of which are set out in the section "Share Option Scheme".

2 These figures represent interests of awarded shares granted, but not yet vested, to the directors under the Employees' Share Award Scheme of the Company adopted on 10 September 2007, details of which are set out in the section "Share Award Scheme".

Save as disclosed above:

- (A) none of the directors of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO); and
- (B) during the Year, no directors of the Company nor any of their spouses or children under the age of 18 years held any rights to subscribe for equity or debt securities of the Company nor had there been any exercise of any such rights by any of them.

# 董事會報告書

## 董事及最高行政人員的股份、相關股份及債權證的權益及淡倉

於二零零七年十二月三十一日，按證券及期貨條例第352條規定存置登記冊的記錄所載，或按上市公司董事進行證券交易的標準守則要求，已經知會本公司及聯交所，董事及最高行政人員在本公司及其相聯法團（根據證券及期貨條例第XV段的釋義）的股份、相關股份或債權證中擁有的權益及淡倉如下：

本公司的股份及相關股份的好倉情況：

董事名稱	股份		根據認股權的		總權益	佔已發行 股份 %
	個人權益	家族權益	相關股份 (註1)	獎授股份 (註2)		
馮曉增	1,000,000	-	2,350,000	-	3,350,000	0.2
林帆	770,000	-	3,200,000	-	3,970,000	0.3
宋曙光	659,000	-	800,000	-	1,459,000	0.1
謝一群	200,000	-	500,000	-	700,000	0.1
吳俞霖	366,000	600,000	3,200,000	27,000	4,193,000	0.3
沈可平	1,794,000	-	4,006,000	10,000	5,810,000	0.4
劉少文	606,000	-	1,750,000	22,000	2,378,000	0.2
鄭常勇	1,300,000	-	800,000	-	2,100,000	0.2

註：

1 此乃根據於本公司二零零三年一月二十三日採納之認股權計劃授予董事的認股權可認購本公司的股份份數，詳情載於「認股權計劃」文內。

2 此乃根據於本公司二零零七年九月十日採納之僱員股份獎勵計劃授予但未歸屬董事的獎授股份，詳情載於「股份獎勵計劃」文內。

除上述者外：

- (A) 並無任何董事擁有本公司或任何相聯法團（根據證券及期貨條例第XV段的釋義）任何股份、相關股份或債權證的權益或淡倉；與及
- (B) 在本年度，並無任何董事或任何他們的配偶或未滿十八歲的子女擁有權利認購本公司的股本或債務證券，亦並無任何上述人士行使任何此等權利。

# REPORT OF THE DIRECTORS

## SHARE OPTION SCHEME

The Company adopted the Old Scheme on 24 May 2000 whereby the directors of the Company were authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, to take up options to subscribe for shares of the Company. The exercise price of options was determined by the board of directors and would not be less than the nominal value of the shares or 80.0% of the average of the closing prices of the shares on the Stock Exchange for the five business days immediately preceding the date on which an option is offered. The options are exercisable for a period of ten years commencing from the date on which an option is accepted.

No employee shall be granted an option, which, if exercised in full, would result in such employee becoming entitled to subscribe for such number of shares as, when aggregated with the total number of shares already issued to him under all options previously granted to him which have been exercised and issuable to him under all the options previously granted to him which are for the time being subsisting and unexercised, would exceed 25.0% of the aggregate number of shares for the time being issued and issuable under the Old Scheme.

The maximum number of shares in respect of which options may be granted under the Old Scheme may not (when aggregated with shares subject to any other employee share option scheme) exceed in nominal 10.0% of the issued share capital of the Company from time to time, excluding for this purpose any shares which have been duly allotted and issued pursuant to the Old Scheme.

At the extraordinary general meeting of the Company held on 7 January 2003, the shareholders of the Company approved the adoption of the New Scheme and the termination of the Old Scheme. The New Scheme is in line with the prevailing requirements of Chapter 17 of the Listing Rules in relation to share option schemes. All options granted under the Old Scheme shall continue to be valid and exercisable in accordance with the terms of the Old Scheme.

The purpose of the New Scheme is for the Company to attract, retain and motivate participants to strive for the future development and expansion of the Group and to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the eligible participants and for such other purposes as may be approved from time to time.

Eligible participants of the New Scheme include any executive or non-executive directors of the Group or any employees (whether full-time or part-time) of the Group; any discretionary objects of a discretionary trust established by any employees, executive or non-executive directors of the Group; any consultants and professional advisers to the Group; any chief executives or substantial shareholders of the Company; any associates of director, chief executive or substantial shareholder of the Company; and any employees of substantial shareholders of the Company, as absolutely determined by the Board of Directors.

The New Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, after which period no further options will be granted but in respect of all options which remain exercisable at the end of the period, the provisions of the New Scheme shall remain in full force and effect. The remaining life of the New Scheme as at 31 December 2007 was 5 years.

## 認股權計劃

本公司於二零零零年五月二十四日採納舊計劃。根據舊計劃，本公司董事有權酌情邀請本集團僱員（包括本集團內任何公司的董事）接納可認購本公司股份的認股權。認股權行使價由董事會釐定，惟不會低於股份面值或授出認股權日期前五個交易日股份在聯交所的平均收市價80.0%。認股權可於接納當日起計十年內行使。

倘賦予僱員認股權，而其全數行使該等認股權後可認購的股份數量，連同已行使其先前獲賦予的所有認股權而已向其發行的股份，以及根據先前授出而當時仍有效及未行使的認股權可向其發行的股份合計，超過當時根據舊計劃已發行及可發行的股份總數25.0%，則不得再賦予該僱員認股權。

根據舊計劃授出的認股權所涉及股份面值，連同根據任何其他僱員認股權計劃所涉及股份合計，不得超過本公司不時的已發行股本10.0%（就此而言，不包括根據舊計劃正式配發及發行的任何股份）。

於本公司在二零零三年一月七日舉行的股東特別大會上，本公司股東批准採納新計劃，並終止舊計劃。新計劃符合上市規則第十七章有關認股權計劃當時的規定。根據舊計劃授出的所有認股權將繼續有效，並可根據舊計劃的條款行使。

新計劃旨在吸引、挽留及激勵合資格的參與者，致力推動本集團日後的發展及擴充，並為本公司提供靈活的方法，以鼓勵、獎賞、酬謝、補償合資格的參與者及／或為合資格的參與者提供利益，以及為不時批准的其他目的而設。

新計劃之合資格參與者包括董事會可全權決定之本集團之任何執行或非執行董事或任何僱員（不論全職或兼職）；為本集團任何僱員、執行或非執行董事所設立之全權信託之全權受益人；本集團之任何顧問及專業顧問；本公司任何行政總裁或主要股東；本公司董事、行政總裁或主要股東之任何聯繫人士；及本公司主要股東之僱員。

新計劃的有效期限從採納日期起計為期十年，在該期間後，將不會再授出任何認股權，惟就於期限結束之時所有仍可行使的認股權而言，新計劃的條文將繼續全面有效。於二零零七年十二月三十一日，新計劃的餘下年期為五年。



## REPORT OF THE DIRECTORS

The total number of shares which may be issued upon exercise of all options to be granted under the New Scheme and any other share option schemes of the Company shall not in aggregate exceed 10.0% of the total number of Shares in issue as at the Adoption Date, which was 132,533,159 Shares. As at the date of this report, a total of 76,844,159 Shares (representing approximately 5.43% of the issued share capital of the Company as at the date of this annual report) are available for issue.

The maximum 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 share option schemes of the Company must not exceed 30.0% of the total number of Shares in issue from time to time (or such higher percentage as may be allowed under the Listing Rules).

The total number of shares issued and to be issued upon exercise of the options granted to each participant in any 12-month period up to and including the Grant Date shall not exceed 1.0% of the total number of Shares in issue. Where any further grant of options to a participant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such participant in the 12-month period up to and including the date of such further grant to be in aggregate over 1.0% of the Shares in issue, such further grant must be separately approved by the shareholders of the Company in a general meeting with such participant and his associates abstaining from voting.

The period under which an option may be exercised will be determined by the board of directors at its discretion, save that the period shall commence on the date of acceptance by the grantee and expire not later than 10 years after the date of acceptance. The amount payable on acceptance of an option is HK\$1.00. The full amount of the Subscription Price shall be paid on exercise of an option.

The Subscription Price in respect of each Share issued pursuant to the exercise of options granted under the New Scheme shall be determined by the board of directors with a price at least the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a Business Day;
- (b) a price being the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 Business Days immediately preceding the Offer Date; and
- (c) the nominal value of a Share.

## 董事會報告書

根據新計劃及本公司任何其他認股權計劃授出的所有認股權在行使時可予發行的股份總數，合共不得超過於採納日期已發行股份總數的10%，即132,533,159股股份。於本報告日期，合共76,844,159股股份（於本報告日期佔本公司已發行股本約5.43%）可供發行。

根據新計劃及本公司任何其他認股權計劃已授出但仍未行使的所有認股權於行使時可予發行的股份最高數目，不得超逾不時已發行股份總數的30%（或上市規則可能允許的較高百分率）。

在任何十二個月期間（直至及包括授出日期）所授予每位參與者的認股權在行使時已發行及將發行的股份總數，不得超逾已發行股份總數的1%。倘進一步授出認股權予一名參與者將導致任何十二個月期間（直至及包括進一步授出該等認股權的日期），已授予及將授予該參與者的所有的認股權在行使時，已發行及將發行的股份超逾已發行股份總數1%，則進一步授出的認股權必須獲本公司股東於股東大會上另行批准，而該參與者及其聯繫人士須放棄投票。

可行使認股權的期限將由董事會酌情決定，惟該期限應於承授人接納日期開始，而到期日不得多於從接納日期起計之十年期。接納一份認股權應付的款項為1.00港元。行使價的全數款項需於行使認股權時支付。

根據新計劃授出的認股權在行使時發行的每股股份的行使價由董事會釐定，而該價格最少應為（以最高者為準）：

- (a) 於提呈日期（必須為營業日）股份在聯交所每日報表所報的收市價；
- (b) 緊接提呈日期前五個營業日股份在聯交所每日報表所報的平均收市價；及
- (c) 股份的面值。

# REPORT OF THE DIRECTORS

As of 31 December 2007, the directors and employees of the Company had the following interests in options to subscribe for shares of the Company (market value per share at 31 December 2007 was HK\$21.40) granted at nominal consideration under the Old Scheme and the New Scheme, respectively. Each unit of option gives the holder the right to subscribe for one share.

Directors	No. of options outstanding at the beginning of the Year	No. of options outstanding at the end of the Year	Date granted	Period during which options exercisable	No. of options granted during the Year	No. of shares acquired in exercise of options during the Year	No. of options cancelled during the Year	Price per share to be paid on exercise of options	<sup>1</sup> Market value per share at date of grant of options during the Year	<sup>2</sup> Market value per share on exercise of options during the Year
Feng Xiaozeng	3,350,000	2,350,000	2 November 2005	23 November 2005 to 22 November 2015	-	1,000,000	-	HK\$2.875	-	HK\$19.340
Lin Fan	1,270,000	-	9 October 2000	9 October 2000 to 8 October 2010	-	1,270,000	-	HK\$1.110	-	HK\$12.879
	700,000	700,000	12 September 2002	12 September 2002 to 11 September 2012	-	-	-	HK\$3.225	-	-
	2,500,000	2,500,000	2 November 2005	23 November 2005 to 22 November 2015	-	-	-	HK\$2.875	-	-
Song Shuguang	200,000	-	12 February 2001	12 February 2001 to 11 February 2011	-	200,000	-	HK\$0.950	-	HK\$12.000
	900,000	-	12 September 2002	12 September 2002 to 11 September 2012	-	900,000	-	HK\$3.225	-	HK\$11.538
	1,500,000	800,000	2 November 2005	23 November 2005 to 22 November 2015	-	700,000	-	HK\$2.875	-	HK\$11.480
Xie Yiqun	1,500,000	500,000	2 November 2005	23 November 2005 to 22 November 2015	-	1,000,000	-	HK\$2.875	-	HK\$12.690
Ng Yu Lam, Kenneth	1,300,000	1,300,000	28 September 2000	28 September 2000 to 27 September 2010	-	-	-	HK\$1.110	-	-
	500,000	500,000	12 February 2001	12 February 2001 to 11 February 2011	-	-	-	HK\$0.950	-	-
	400,000	400,000	12 September 2002	12 September 2002 to 11 September 2012	-	-	-	HK\$3.225	-	-
	1,000,000	1,000,000	2 November 2005	23 November 2005 to 22 November 2015	-	-	-	HK\$2.875	-	-

## 董事會報告書

於二零零七年十二月三十一日，本公司的董事及僱員分別根據舊計劃及新計劃以名義價款獲賦予可認購本公司股份(於二零零七年十二月三十一日每股市值為21.40港元)的認股權中擁有以下權益。每份認股權賦予持有人認購一股股份的權利。

董事	於年初 未行使的 認股權數目	於年末 未行使的 認股權數目	賦予日期	可行使認股權期間	年內 已授出的 認股權數目	年內行使 認股權 購入的 股份數目	年內取消 認股權數目	行使 認股權時 應付的 每股股價	<sup>1</sup> 於年內 授出日期的 每股價格	<sup>2</sup> 於年內 行使認股 權日期的 每股價格
馮曉增	3,350,000	2,350,000	2005年11月2日	2005年11月23日 至2015年11月22日	-	1,000,000	-	2.875港元	-	19.340港元
林帆	1,270,000	-	2000年10月9日	2000年10月9日 至2010年10月8日	-	1,270,000	-	1.110港元	-	12.879港元
	700,000	700,000	2002年9月12日	2002年9月12日 至2012年9月11日	-	-	-	3.225港元	-	-
	2,500,000	2,500,000	2005年11月2日	2005年11月23日 至2015年11月22日	-	-	-	2.875港元	-	-
宋曙光	200,000	-	2001年2月12日	2001年2月12日 至2011年2月11日	-	200,000	-	0.950港元	-	12.000港元
	900,000	-	2002年9月12日	2002年9月12日 至2012年9月11日	-	900,000	-	3.225港元	-	11.538港元
	1,500,000	800,000	2005年11月2日	2005年11月23日 至2015年11月22日	-	700,000	-	2.875港元	-	11.480港元
謝一群	1,500,000	500,000	2005年11月2日	2005年11月23日 至2015年11月22日	-	1,000,000	-	2.875港元	-	12.690港元
吳俞霖	1,300,000	1,300,000	2000年9月28日	2000年9月28日 至2010年9月27日	-	-	-	1.110港元	-	-
	500,000	500,000	2001年2月12日	2001年2月12日 至2011年2月11日	-	-	-	0.950港元	-	-
	400,000	400,000	2002年9月12日	2002年9月12日 至2012年9月11日	-	-	-	3.225港元	-	-
	1,000,000	1,000,000	2005年11月2日	2005年11月23日 至2015年11月22日	-	-	-	2.875港元	-	-

# REPORT OF THE DIRECTORS

Directors	No. of options outstanding at the beginning of the Year	No. of options outstanding at the end of the Year	Date granted	Period during which options exercisable	No. of options granted during the Year	No. of shares acquired in exercise of options during the Year	No. of options cancelled during the Year	Price per share to be paid on exercise of options	<sup>1</sup> Market value per share at date of grant of options during the Year	<sup>2</sup> Market value per share on exercise of options during the Year
Shen Koping, Michael	1,500,000	1,500,000	12 September 2002	12 September 2002 to 11 September 2012	-	-	-	HK\$3.225	-	-
	156,000	156,000	7 January 2003	7 January 2003 to 6 January 2013	-	-	-	HK\$3.975	-	-
	350,000	350,000	5 January 2004	5 January 2004 to 4 January 2014	-	-	-	HK\$3.980	-	-
	350,000	350,000	31 December 2004	27 January 2005 to 26 January 2015	-	-	-	HK\$3.200	-	-
	600,000	600,000	2 November 2005	23 November 2005 to 22 November 2015	-	-	-	HK\$2.875	-	-
	350,000	350,000	30 December 2005	3 January 2006 to 2 January 2016	-	-	-	HK\$3.300	-	-
	175,000	175,000	30 June 2006	30 June 2006 to 29 June 2016	-	-	-	HK\$5.000	-	-
	175,000	175,000	29 December 2006	29 December 2006 to 28 December 2016	-	-	-	HK\$9.800	-	-
	-	175,000	29 June 2007	29 June 2007 to 28 June 2017	175,000	-	-	HK\$14.220	HK\$14.220	-
-	175,000	31 December 2007	31 December 2007 to 30 December 2017	175,000	-	-	HK\$21.400	HK\$21.400	-	
Lau Siu Mun, Sammy	750,000	750,000	27 September 2000	27 September 2000 to 26 September 2010	-	-	-	HK\$1.110	-	-
	400,000	400,000	12 February 2001	12 February 2001 to 11 February 2011	-	-	-	HK\$0.950	-	-
	300,000	-	12 September 2002	12 September 2002 to 11 September 2012	-	300,000	-	HK\$3.225	-	HK\$14.540
	600,000	600,000	2 November 2005	23 November 2005 to 22 November 2015	-	-	-	HK\$2.875	-	-

# 董事會報告書

董事	於年初 未行使的 認股權數目	於年末 未行使的 認股權數目	賦予日期	可行使認股權期間	年內 已授出的 認股權數目	年內行使 認股權 購入的 股份數目	年內取消 認股權數目	行使 認股權時 應付的 每股股價	<sup>1</sup> 於年內 認股權 授出日期的 每股價格	<sup>2</sup> 於年內 行使認股 權日期的 每股價格
沈可平	1,500,000	1,500,000	2002年9月12日	2002年9月12日 至2012年9月11日	—	—	—	3.225港元	—	—
	156,000	156,000	2003年1月7日	2003年1月7日 至2013年1月6日	—	—	—	3.975港元	—	—
	350,000	350,000	2004年1月5日	2004年1月5日 至2014年1月4日	—	—	—	3.980港元	—	—
	350,000	350,000	2004年12月31日	2005年1月27日 至2015年1月26日	—	—	—	3.200港元	—	—
	600,000	600,000	2005年11月2日	2005年11月23日 至2015年11月22日	—	—	—	2.875港元	—	—
	350,000	350,000	2005年12月30日	2006年1月3日 至2016年1月2日	—	—	—	3.300港元	—	—
	175,000	175,000	2006年6月30日	2006年6月30日 至2016年6月29日	—	—	—	5.000港元	—	—
	175,000	175,000	2006年12月29日	2006年12月29日 至2016年12月28日	—	—	—	9.800港元	—	—
	—	175,000	2007年6月29日	2007年6月29日 至2017年6月28日	175,000	—	—	14.220港元	14.220港元	—
—	175,000	2007年12月31日	2007年12月31日 至2017年12月30日	175,000	—	—	21.400港元	21.400港元	—	
劉少文	750,000	750,000	2000年9月27日	2000年9月27日 至2010年9月26日	—	—	—	1.110港元	—	—
	400,000	400,000	2001年2月12日	2001年2月12日 至2011年2月11日	—	—	—	0.950港元	—	—
	300,000	—	2002年9月12日	2002年9月12日 至2012年9月11日	—	300,000	—	3.225港元	—	14.540港元
	600,000	600,000	2005年11月2日	2005年11月23日 至2015年11月22日	—	—	—	2.875港元	—	—

# REPORT OF THE DIRECTORS

Directors	No. of options outstanding at the beginning of the Year	No. of options outstanding at the end of the Year	Date granted	Period during which options exercisable	No. of options granted during the Year	No. of shares acquired in exercise of options during the Year	No. of options cancelled during the Year	Price per share to be paid on exercise of options	<sup>1</sup> Market value per share at date of grant of options during the Year	<sup>2</sup> Market value per share on exercise of options during the Year
Zheng Changyong	1,000,000	-	28 September 2000	28 September 2000 to 27 September 2010	-	1,000,000	-	HK\$1.110	-	HK\$21.050
	500,000	-	12 September 2002	12 September 2002 to 11 September 2012	-	500,000	-	HK\$3.225	-	HK\$21.050
	800,000	800,000	2 November 2005	23 November 2005 to 22 November 2015	-	-	-	HK\$2.875	-	-
Employees	340,000	300,000	25 September 2000 to 9 October 2000	25 September 2000 to 8 October 2010	-	40,000	-	HK\$1.110	-	HK\$10.420
	113,000	100,000	9 February 2001 to 17 February 2001	9 February 2001 to 16 February 2011	-	13,000	-	HK\$0.950	-	HK\$11.785
	965,000	100,000	12 September 2002 to 23 September 2002	12 September 2002 to 22 September 2012	-	865,000	-	HK\$3.225	-	HK\$9.928
	4,046,000	2,795,000	2 November 2005	23 November 2005 to 27 November 2015	-	1,233,000	18,000	HK\$2.875	-	HK\$11.699
	-	800,000	26 February 2007	26 February 2007 to 25 February 2017	800,000	-	-	HK\$9.490	HK\$9.070	-

## Notes:

- <sup>1</sup> Being the closing price quoted on the Stock Exchange immediately before the dates on which the options were granted during the Year.
- <sup>2</sup> Being the weighted average closing price quoted on the Stock Exchange immediately before the dates on which the options were exercised during the Year.

The assumptions used in estimating the fair value of the Company's share options granted during the Year are provided in note 40(a)(v) to the financial statements.

Share options were granted as part of a service condition. This service condition does not take into account the fair value measurement of the share options to be granted. There were no market conditions associated with the share options granted.

Apart from the foregoing, at no time during the Year was the Company, any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors or chief executives of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

# 董事會報告書

董事	於年初 未行使的 認股權數目	於年末 未行使的 認股權數目	賦予日期	可行使認股權期間	年內 已授出的 認股權數目	年內行使 認股權 購入的 股份數目	年內取消 認股權數目	行使 認股權時 應付的 每股股價	<sup>1</sup> 於年內 認股權 授出日期的 每股價格	<sup>2</sup> 於年內 行使認股 權日期的 每股價格
鄭常勇	1,000,000	—	2000年9月28日	2000年9月28日 至2010年9月27日	—	1,000,000	—	1.110港元	—	21.050港元
	500,000	—	2002年9月12日	2002年9月12日 至2012年9月11日	—	500,000	—	3.225港元	—	21.050港元
	800,000	800,000	2005年11月2日	2005年11月23日 至2015年11月22日	—	—	—	2.875港元	—	—
僱員	340,000	300,000	2000年9月25日 至2000年10月9日	2000年9月25日 至2010年10月8日	—	40,000	—	1.110港元	—	10.420港元
	113,000	100,000	2001年2月9日 至2001年2月17日	2001年2月9日 至2011年2月16日	—	13,000	—	0.950港元	—	11.785港元
	965,000	100,000	2002年9月12日 至2002年9月23日	2002年9月12日 至2012年9月22日	—	865,000	—	3.225港元	—	9.928港元
	4,046,000	2,795,000	2005年11月2日	2005年11月23日 至2015年11月27日	—	1,233,000	18,000	2.875港元	—	11.699港元
	—	800,000	2007年2月26日	2007年2月26日 至2017年2月25日	800,000	—	—	9.490港元	9.070港元	—

註：

1 緊接認股權授出日期前於聯交所所報的收市價。

2 年內緊接認股權行使日期前於聯交所所報的加權平均收市價。

有關於年度內授出本公司認股權的公允價值及假設載於財務報表附註40(a)(v)。

認股權的授予為服務條件之一。該服務條件並未納入計算授出認股權的公允價值。並無市場條件與授予認股權有關。

除上述者外，本公司、任何其控股公司、附屬公司或同系附屬公司均沒有在本年度任何時間參與任何安排，致使本公司董事或最高行政人員或任何他們的配偶或未滿十八歲的子女，可以透過收購本公司或任何其他法團的股份或債權證而獲益。



# REPORT OF THE DIRECTORS

## SHARE AWARD SCHEME

(A) The Share Award Scheme of the Company was adopted by the board of directors (the “Board”) on 10 September 2007 (“Adoption Date”). Unless terminated earlier by the Board, the Share Award Scheme shall be valid and effective for a term of 10 years commencing from the Adoption Date, and after such period no new award of Shares shall be granted. A summary of some of the principal terms of the Share Award Scheme is set out in section (B) below.

(B) The purpose of the Share Award Scheme is to recognise and reward certain employees (including without limitation an employee who is also a director) of the Group and CIHC and its subsidiaries for their contributions to the Group and to give long-term incentives for retaining them for the continued operations and development of the Group. The Share Award Scheme intends to provide long-term compensation and incentives such that current employees are incentivised to remain in the Group and CIHC and its subsidiaries, and suitable professional recruits are attracted to join the Group and CIHC and its subsidiaries, to further assist in the development of the Group.

Under the Share Award Scheme, the Board or a committee (which consists of at least the chief executive officer and a director of the Company) delegated with the power of the Board may, from time to time, at its absolute discretion and subject to such terms and conditions as it may think fit select an employee for participation in the Share Award Scheme and determine the number of shares to be awarded. The Board shall not grant any award of shares which would result in the total number of shares which are the subject of awards of shares granted by the Board under the Share Award Scheme (but not counting any which have lapsed or have been forfeited) to represent in aggregate over 10% of the issued share capital of the Company as at the date of such grant. No award shall be granted to any selected employee which would result in the maximum number of awarded shares which are the subject of the awards of shares granted to such selected employee (including any which have lapsed or have been forfeited) under the Share Award Scheme in the 12-month period up to and including the date of such grant to represent in aggregate over 1% of the issued share capital of the Company as at the date of such grant.

(C) A total of 5,254,000 shares have been purchased from the open market pursuant to the Share Award Scheme during the year ended 31 December 2007. 3,286,000 Shares were awarded to selected employees during the year ended 31 December 2007 subject to the terms of the Share Award Scheme, but have not yet vested in such selected employees.

Details of the Shares awarded to the Directors are set out below:

Name of Directors	Date of award (Note 1)	Number of awarded shares	Average fair value per share (Note 2)	Number of shares as at 31 December 2007	Vesting date
Ng Yu Lam, Kenneth	16 November 2007	27,000	HK\$18.75	27,000	31 December 2009
Shen Koping, Michael	16 November 2007	10,000	HK\$18.75	10,000	31 December 2009
Lau Siu Mun, Sammy	16 November 2007	22,000	HK\$18.75	22,000	31 December 2009

Notes:

1 The date of award refers to the date on which the selected employees agree to undertake to hold the awarded shares on the terms on which they are granted and agree to be bound by the rules of the Share Award Scheme.

2 The average fair value of the awarded shares are based on the average purchase cost per share.

## 股份獎勵計劃

(A) 董事會已於於二零零七年九月十日(「採納日」)採納本公司的股份獎勵計劃。除非董事會提早終止該計劃，否則，該計劃由採納日期起十年內有效，於該期間後不得獎授新股份。以下(B)點總結股份獎勵計劃的主要條款。

(B) 該計劃旨在肯定及表揚本集團及中保控股及其附屬公司若干僱員(包括身為董事的僱員)的貢獻，並給予長期鼓勵，讓他們繼續為本集團的持續營運及發展效力。現擬根據該計劃提供長期薪酬及鼓勵，藉此吸引現有僱員留效本集團及中保控股及其附屬公司，並招徠合適的專業人才加盟本集團及中保控股及其附屬公司，進一步協助本集團的發展。

根據該計劃條款，董事會或獲授予董事會權力的委員會(最少包含行政總裁及本公司一名董事)可不時全權酌情按照其認為合適的該等條款及條件，揀選僱員參與該計劃作為入選僱員，並釐定將予獎授的股份數目。倘獎授將導致董事會根據該計劃授出的股份(但不計任何已失效或已沒收的股份)合計超過本公司在有關授出日期當日已發行股本的10%，董事會將不會進行有關獎授。倘向任何入選僱員獎授股份，將導致該入選僱員於截至及包括有關授出日期止十二個月內根據該計劃獲授出的獎授股份(包括任何已失效或已沒收的股份)數目上限超過授出日期本公司已發行股本的1%，則不得進行有關獎授。

(C) 於截止二零零七年十二月三十一日年度內，根據股份獎勵計劃，已從市場上購入總數5,254,000股股份。當中3,286,000已根據股份獎勵計劃的條款，於截止二零零七年十二月三十一日年度內獎授但未歸屬予選定僱員。

董事獲獎授股份的資料臚列如下：

董事名稱	獎授日期 (註1)	獎授股份數目	每股平均 公允價值 (註2)	於二零零七年 十二月三十一日 之股份數目	歸屬日期
吳俞霖	2007年11月16日	27,000	18.75港元	27,000	2009年12月31日
沈可平	2007年11月16日	10,000	18.75港元	10,000	2009年12月31日
劉少文	2007年11月16日	22,000	18.75港元	22,000	2009年12月31日

註：

1 獎授日是指選定僱員同意承擔持有根據股份獎勵計劃獎授的股份，並受到該等條款約束當日。

2 獎授股份每股平均公允價值是根據每股平均的購入成本。

# REPORT OF THE DIRECTORS

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As of 31 December 2007, the interests and short positions of the shareholders, other than a director or chief executive of the Company, in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company under Section 336 of SFO were as follows:

Long and Short Positions in Shares of the Company:

Substantial shareholders	Capacity	Number of ordinary shares (corporate interests)	Percentage of issued share capital
CIHC	Interest of controlled corporation	743,688,705 (L) (Note 1)	52.55
CIHK	643,425,705 shares as beneficial owner and 100,263,000 shares as interest of controlled corporation	743,688,705 (L)	52.55
ICBC	Interest of controlled corporation	97,464,887 (L) (Note 3)	6.89
ICBC (Asia)	Beneficial owner	97,464,887 (L)	6.89
JP Morgan Chase & Co.	619,000 shares as beneficial owner and 70,279,000 shares as custodian corporation/approved lending agent	70,898,000 (L)	5.01
	Beneficial owner	600,000 (S)	0.04

The letter "L" denotes a long position. The letter "S" denotes a short position.

Notes:

- 1 CIHC's interest in the Company is held by CIHK, Golden Win Development Limited ("Golden Win"), Ming Lee Investment Limited ("Ming Lee"), Manhold Limited ("Manhold") and China Insurance Group Investment Co. Ltd. ("CIGICL"), all of which are wholly-owned subsidiaries of CIHC.
- 2 71,544,000 shares are held by Golden Win, 18,672,000 shares are held by Ming Lee, 9,877,000 shares are held by Manhold and 170,000 shares are held by CIGICL.
- 3 ICBC's interest in the Company is held by ICBC (Asia), a subsidiary of ICBC.

Save as disclosed above, the register required to be kept under section 336 of the SFO showed that the Company had not been notified of any interests or short positions in the Shares and underlying Shares of the Company as at 31 December 2007.

## 主要股東及其他人事的股份及相關股份的權益及淡倉

於二零零七年十二月三十一日，按證券及期貨條例第336條規定存置之登記冊的記錄所載不屬於本公司董事或最高行政人員的股東在本公司的股份及相關股份中擁有的權益及淡倉如下：

本公司股份的好倉及淡倉情況：

主要股東	身份	普通股股數 (公司權益)	佔已發行股份 百分比
中保控股	控股公司權益	743,688,705 (L) (註1)	52.55
香港中保	643,425,705股為實益擁有人及 100,263,000股(註2)為控股公司權益	743,688,705 (L)	52.55
中國工銀	控股公司權益	97,464,887 (L) (註3)	6.89
工銀(亞洲)	實益擁有人	97,464,887 (L)	6.89
摩根大通	619,000股為實益擁有人及 70,279,000股為保管人—法團/ 核准借出代理人	70,898,000 (L)	5.01
	實益擁有人	600,000 (S)	0.04

(L)代表好倉，(S)代表淡倉。

註:

- 1 中保控股於本公司之權益由香港中保、金和發展有限公司(「金和」)、民利投資有限公司(「民利」)、汶豪有限公司(「汶豪」)及中國保險集團投資有限公司(「中保投資」)持有，各公司均為中保控股之全資附屬公司。
- 2 71,544,000股股份由金和持有，18,672,000股股份由民利持有，9,877,000股股份由汶豪持有，而170,000股股份由中保投資持有。
- 3 中國工銀於本公司之權益由其附屬公司工銀(亞洲)所持有。

除前述者外，按《證券及期貨條例》第336條規定存置之登記冊的記錄所示，本公司並無接獲通知任何有關於二零零七年十二月三十一日在本公司的股份及相關股份中擁有的權益及淡倉。

# REPORT OF THE DIRECTORS

## DIRECTORS' INTEREST IN CONTRACTS

No contract of significance to which the Company, any of its holding companies, subsidiaries or fellow subsidiaries was a party in which a director of the Company had a material interest subsisted at the end of the Year or at any time during the Year.

## CONNECTED TRANSACTIONS

During the Year, the Group entered into the following connected transactions with CIHC and its subsidiaries ("CIHC Group").

### Capital Contribution to TPI

On 9 July 2007, the Company entered into the conditional capital contribution agreement with CIHC, ICBC (Asia) and TPI pursuant to which CIHC and the Company will contribute, in cash, an aggregate amount of RMB300,000,000 as additional registered capital into TPI. Of the aggregate amount, RMB179,925,000 will be contributed by CIHC and RMB120,075,000 will be contributed by the Company. ICBC (Asia) has decided to not participate in the capital contribution. Upon completion, each of CIHC, the Company and ICBC (Asia) will be directly interested in 50.398%, 40.025% and 9.577%, respectively, of the equity interests in TPI. The percentage of equity interests held by the Company in TPI will remain unchanged after completion. In addition, CIHC, the Company and ICBC (Asia) also entered into the conditional option deed pursuant to which CIHC has agreed to grant the right to ICBC (Asia) at nil consideration to, conditional upon completion, acquire from CIHC an equity interest of approximately 2.873% in TPI as enlarged by the capital contribution for a consideration of RMB37,350,000 within twelve months from the date of the option deed, or such later date as the parties may extend pursuant to the terms of the Option Deed. The Company has waived its right to purchase the Option Interest if the Option is exercised by ICBC (Asia).

## 董事在合約擁有的權益

本公司、任何其控股公司、附屬公司或同系附屬公司於年結時或本年度任何時間，均沒有訂立任何本公司董事擁有重大權益的重要合約。

## 關連交易

本集團於年內與中保控股及其附屬公司(「中保控股集團」)訂立以下關連交易。

### 向太平保險增資

二零零七年七月九日，本公司與中保控股、工銀(亞洲)及太平保險已訂立有條件增資協議，據此，中保控股及本公司將向太平保險增資現金總額人民幣300,000,000元，作為額外註冊資本。在該筆總額中，中保控股將增資人民幣179,925,000元，本公司則將增資人民幣120,075,000元。工銀(亞洲)已決定不參與增資。於完成時，中保控股、本公司及工銀(亞洲)各自將分別直接擁有太平保險之50.398%、40.025%及9.577%股權之權益。完成後，本公司於太平保險持有之股權百分比將維持不變。此外，中保控股、本公司與工銀(亞洲)亦已訂立有條件期權契據，據此，中保控股同意按無償代價授權予工銀(亞洲)，藉以待完成後，於期權契據日期或各訂約方根據期權契據條款可能延後之較後日期起計十二個月內，向中保控股收購太平保險經增資擴大後約2.873%之股權，代價為人民幣37,350,000元。期權將可由工銀(亞洲)選擇行使。本公司已放棄其於工銀(亞洲)行使期權時購買期權權益之權利。

# REPORT OF THE DIRECTORS

## CONTINUING CONNECTED TRANSACTIONS

During the Year, the Group entered into the Continuing Connected Transactions Agreements with CIHC and its subsidiaries ("CIHC Group"). Details of these connected transactions are set out in the following paragraphs A to D.

### A. Reinsurance Transaction

On 11 January 2006, CIRe and CIHC entered into the Reinsurance Agreement pursuant to which CIRe agrees, and CIHC agrees to procure its subsidiaries, to enter into various reinsurance contracts with members of the CIHC Group. Pursuant to the said reinsurance contracts, CIRe acts as reinsurer and accepts risks in return for agreed premium from such members of the CIHC Group. The Reinsurance Transactions consist of both treaty and facultative businesses and the range of risks covered includes all lines of general reinsurance risks and certain classes of long term reinsurance risks on both a proportional and non-proportional basis. The Reinsurance Agreement is conditional upon the obtaining of Independent Shareholders' Approval and shall be valid for a term of three years from 1 January 2006 to 31 December 2008. Pursuant to the Reinsurance Agreement, CIRe will enter into reinsurance contracts on the same basis as it accepts reinsurance business from other independent customers, and the terms and conditions of such reinsurance contracts, in which other independent third party reinsurers may also participate, will be negotiated on an arm's length basis and will be entered into on normal commercial terms.

It is expected that the amount of gross premium income ceded by CIHC Group and underwritten by CIRe and the commission expenses payable by the Group in respect of the Reinsurance Transactions for each of the financial year ended 31 December from 2006 to 2008 will not exceed HK\$504 million and HK\$154.37 million, respectively.

The proposed cap of the amount of gross premium income and commission expenses described above are determined by reference to the historical value of such transactions and the projected value on new business that are likely to be procured.

The Reinsurance Agreement and the proposed cap were approved by the independent shareholders of the Company by way of poll at the Company's extraordinary general meeting on 23 February 2006.

During the Year, the gross premiums written and the commission expenses paid in respect of business ceded by related companies was HK\$241.54 million (2006: HK\$173.65 million) and HK\$72.95 million (2006: HK\$61.12 million) respectively.

## 持續關連交易

本集團於年內與中保控股及其附屬公司(「中保控股集團」)訂立持續關連交易協議。此等關連交易詳情載於以下A至D段。

### A. 再保險交易

中再國際於二零零六年一月十一日與中保控股簽訂再保險協議，據此協議，中再國際同意(而中國保險(控股)同意會促使其附屬公司)與中保控股集團的成員訂定各類型的再保險協議。根據此等再保險合約，通過收取協定的保費，中再國際會以再保險公司的身份承擔中保控股集團成員的風險。再保險交易包括合約及臨時性再保險業務，而承保範圍包括全線一般再保險業務按比例及非比例的風險，亦包括某類別的長期再承保風險。再保險協議須獲得獨立股東批准，並將會為期三年，由二零零六年一月一日起到二零零八年十二月三十一日止。根據再保險協議，中再國際接納此等再承保業務的合約條款及條件與其他獨立第三者的再承保業務條款相同。而此等再承保合約的條款及條件(其他獨立第三者亦可據此參與)，均經過正常基礎協商及按一般商業條款達成。

預計由二零零六年至二零零八年截至十二月三十一日止的每個財政年度由中保控股集團分入及由中再國際承保的再保險交易保費總收入將不會超過5.04億港元。而預計由二零零六年至二零零八年的每個財政年度由本集團支付有關再保險交易的佣金支出將不會超過1.5437億港元。

上述建議的保費總收入及佣金支出上限是參考過已往交易所產生的金額及計入可能獲得的新業務將會帶來的預計金額。

再保險協議及建議的上限已於二零零六年二月二十三日本公司召開之股東特別大會上，由本公司獨立股東以投票方式贊成批准。

於年內關連公司分出業務的毛承保保費總額佣金支出分別為2.4154億港元(二零零六年：1.7365億港元)及7,295萬港元(二零零六年：6,112萬港元)。



# REPORT OF THE DIRECTORS

## B. Retrocession Transaction

On 11 January 2006, CIRe and CIHC entered into the Retrocession Agreement pursuant to which CIRe agrees, and CIHC agrees to procure its subsidiaries, to enter into retrocessional reinsurance contracts. Pursuant to the retrocessional reinsurance contracts, CIRe retrocedes inward premium to the CIHC Group on both a proportional and non-proportional basis and CIRe receives commission income from the CIHC Group.

Retrocession is the transfer by a reinsurer of inward reinsurance risks accepted by it to another insurance or reinsurance company. A reinsurer may enter into retrocession agreements with a number of insurers and reinsurers, whereby such other insurers and reinsurers agree to accept given proportions of risk. The reinsurer would consider the extent of the risk it wishes to retain, and retrocede the surplus to other insurers and reinsurers under a retrocession treaty. The retrocession arrangements may be arranged on a single original risk, or for a portfolio of inward reinsurance risks, and may be arranged in a proportional or non-proportional manner.

The Retrocession Agreement is valid for a term of three years from 1 January 2006 to 31 December 2008. Pursuant to the Retrocession Agreement, the Retrocession Transactions will be effected on terms and conditions that are comparable to those offered by the Group to and accepted by independent third parties, and will be on normal commercial terms and on an arm's length basis and in accordance with the Group's risk management policy.

It is expected that the gross premium income to be retroceded to CIHC Group and the commission income to be received by the Group in respect of the Retrocession Transactions for each of the financial years ended 31 December 2006 to 2008 will not exceed HK\$47.25 million and HK\$17.96 million, respectively.

The proposed cap of the gross premium income and commission income described above are determined by reference to the historical value of such transactions and the projected values on new business that are likely to be procured.

During the Year, the outward retroceded premiums and the commission income received in respect of business retroceded to related companies was HK\$2.68 million (2006: HK\$2.30 million) and HK\$269,000 (2006: HK\$123,000), respectively.

## C. Investment Management Services

On 11 January 2006, CIGAML, the wholly-owned subsidiary of the Company, and CIHC entered into the Master Investment Management Agreement pursuant to which CIGAML agrees, and CIHC agrees to procure its subsidiaries, to enter into various investment management agreements with the CIHC Group. In accordance with the investment management agreements, CIGAML provides investment advice and investment management services to the relevant members of the CIHC Group in managing the Trust Fund.

## B. 轉分交易

中再國際於二零零六年一月十一日與中保控股簽訂轉分協議，據此協議，中再國際同意(而中保控股同意會促使其附屬公司)訂定轉分協議。根據轉分再保險合約，中再國際將會以比例及非比例方式，將轉入保費轉分予中保控股集團，並會從中保控股集團獲得佣金收入。

轉分保險是指一家再保險公司將已接受的轉入再保險風險轉給予另一家保險公司或再保險公司。一家再保險公司可以跟一家或多家保險公司或再保險公司訂立轉分保險安排，使其他保險公司或再保險公司可以承擔協定的風險比例。該再保險公司可以首先確定本身會承擔的風險，然後將超額部份按轉分合約分給其他保險公司或再保險公司。轉分安排可以是單一原有風險，或一攬子轉入再保險風險，亦可以按比例或非比例方式安排。

轉分協議將會為期三年。由二零零六年一月一日起到二零零八年十二月三十一日止。根據轉分協議，轉分交易會按照本集團給予及為獨立第三者接納的條款及條件進行，並經過按一般商業條款及正常基礎協商達成，並與本集團的風險管理政策一致。

預計由二零零六年至二零零八年截至十二月三十一日止的每個財政年度本集團向中保控股集團分出的轉分交易保費總收入及收取的轉分交易佣金收入分別將不會超過4,725萬港元及1,796萬港元。

上述所建議的保費總收入及佣金收入上限乃參考過已往交易所產生的金額及計入可能獲得的新業務將會帶來的預計金額。

於年內關連公司轉分業務的轉分再保險保費及佣金收入分別為268萬港元(二零零六年：230萬港元)及26.9萬港元(二零零六年：12.3萬港元)。

## C. 投資管理服務

本公司的全資附屬公司，中保資產管理於二零零六年一月十一日與中保控股簽訂投資管理服務主協議，據此協議，中保資產管理同意(而中保控股同意會促使其附屬公司)與中保控股集團訂定各種投資管理服務協議。根據投資管理服務協議，中保資產管理向中保控股集團相關成員為其信託基金提供投資意見及投資管理服務。

# REPORT OF THE DIRECTORS

The Master Investment Management Agreement shall be valid for a term of three years from 1 January 2006 to 31 December 2008. Under the Master Investment Management Agreement, CIGAML will receive from the CIHC Group management fees, performance bonus fees and other fees for its investment management services per annum for each investment management agreement (together, the “Management Fees”) and such Management Fees will be calculated on the basis of (a) a certain percentage of the net asset value of the Trust Fund; and/or (b) a performance bonus fee representing a certain percentage of the amount of net investment return at the end of the relevant calendar year in excess of an amount equivalent to a certain percentage of the daily average balance of the settlor’s subscription monies or the increase in the next asset value of the relevant Trust Fund managed by CIGAML; and/or (c) such other bases as may be agreed to by the parties to the investment management agreement.

It is expected that the Management Fees to be received by the Group for each of the financial years ending 31 December from the financial years ended 31 December 2006 to 2008 will not exceed HK\$4.80 million. The proposed cap is determined by reference to the historical values of such transactions and the projected values on new business to be procured.

During the Year, the Management Fees to be received by the Group was HK\$17.84 million (2006: HK\$7.24 million). The actual amount received is more than the proposed cap of HK\$4.80 million for the relevant transaction by an amount of HK\$13.04 million. In respect of the amount of the Management Fees to be received by the Group during the Year, since each of the applicable percentage ratios calculated pursuant to the Listing Rules is on an annual basis less than 0.1%, pursuant to Listing Rule 14A.33, this transaction is exempt from reporting, announcement and shareholders’ approval requirements set out in Chapter 14A of the Listing Rules.

## D. Provision for Training Services

On 11 January 2006, the Company and CIHC entered into the Training Services Agreement pursuant to which the training department of the CIHC Group will provide training services to directors, employees, agents and sales representatives of members of the Group. Such training services include the provision of training to staff, training materials and information and the organisation of training-related seminars and activities on basic insurance knowledge, risk management, presentation skills, and other-job-related skills training.

The Training Services Agreement shall be valid for a period of three years from 1 January 2006 to 31 December 2008 and the Group will pay training fees to CIHC in respect of the training services provided (“Training Fees”). Pursuant to the Training Services Agreement, at the commencement of each financial year, CIHC will notify the Group of the projected amount of Training Fees payable by the Group by reference to the planned training activities to be conducted in that financial year and the proportion to be shared by the Group. Prior to 31 March of each financial year, the Group shall pay to CIHC the Training Fees in advance (the “Advance Payment”). At the end of the relevant financial year, if the Advance Payment is insufficient to cover the actual Training Fees incurred during that financial year, the Group will top up the shortfall within 90 days from the end of the respective financial year. On the other hand, if the Advance Payment is more than the actual Training Fees incurred, the surplus will, at the discretion of CIHC, be refunded to the Company or be brought forward to the next financial year as part of the Advance Payment for the next financial year. The Training Fees to be charged by the CIHC Group will be based on the number of persons within the Group who have received the training services as a proportion to the total number of persons to which training services have been provided and/or other reasonable bases as may be determined by the Company and CIHC.

投資管理主協議將會為期三年。由二零零六年一月一日起到二零零八年十二月三十一日止。根據投資管理主協議，中保資產管理為中保控股集團提供投資管理服務，每年會按每一份投資管理協議收取管理費、表現花紅及其他收費（統稱「管理費」）。管理費的收取及將會收取是(a)按每項信託基金資產淨值之若干比率來計算；及／或(b)表現花紅，即根據中保資產管理所管理的有關信託基金於每個曆年結束時之投資回報淨值之若干比率，高出相當於創立人認購款項每日平均結餘之若干比率或有關信託基金之資產淨值增加；及／或(c)經投資管理協議的合約參與方同意的其他基準。

預計由二零零六年至二零零八年截至十二月三十一日止的每個財政年度本集團將可以收到的管理費不會超過480萬港元。此建議的上限是參考過往交易所產生的金額及計入可能獲得的新業務將會帶來的預計金額。

本集團於年內收取的管理費為1,784萬港元（二零零六年：724萬港元）。實際收取比相關交易建議的上限480萬港元多1,304萬港元。有關本集團於年內收取的管理費，由於按上市規則的每一個適用的百分比逐年計算皆少於0.1%，根據上市規則第14A.33條，此交易毋須遵守載於上市規則第14A條的申報、公告及股東批准的規定。

#### D. 提供培訓服務

本公司於二零零六年一月十一日與中保控股簽訂培訓服務協議，據此協議，中國保險（控股）集團的培訓部會為本集團成員的董事、僱員，代理人及營業代表等提供培訓服務。培訓服務包括提供員工培訓、培訓教材、培訓信息與及組織相關的培訓會議和活動。培訓內容將包括基本保險知識、風險管理、表達技巧及其他在職培訓等。

培訓服務協議將會為期三年。由二零零六年一月一日起到二零零八年十二月三十一日止。本集團會按獲得的培訓服務付培訓費給中保控股集團（「培訓費」）。根據培訓服務協議，中保控股集團會在每個財政年度期初，通知本集團需預付的培訓服務預付款。此筆預付款項是根據該年度計劃舉行的培訓活動及本集團將要分攤的比例。在每年三月三十一日之前，本集團需預繳培訓費（「預付款」）。如在該財政年度期末，預付款不夠支付當年實際發生數，本集團需在九十天內補足差額。若預付款多於實際發生數，中保控股可以選擇把餘額退回，或轉為下一個財政年度預付款的一部份。中保控股集團的培訓費的收取，將按本集團參與人數佔接受培訓的總人數的比例及／或其他合理的基準釐定。

# REPORT OF THE DIRECTORS

It is expected that the Training Fees to be paid by the Group pursuant to the Training Services Agreement for each of the financial year ending 31 December 2006 to 2008 will not exceed HK\$5.08 million. The proposed cap is determined by reference to the historical values of such transactions and the projected increase of the number of directors, employees, agents and sales representatives of the members of the Group who will receive the training services.

During the Year, the fees paid to the CIHC Group in respect of the training services was HK\$4.78 million (2006: HK\$4.12 million).

The independent non-executive directors of the Company have reviewed and confirmed that the continuing connected transactions in paragraphs A to D above were conducted in following manner:

- (i) entered into by the Group in the ordinary and usual course of its business;
- (ii) entered into on normal commercial terms or on terms no less favourable than terms available to or from independent third parties;
- (iii) entered into in accordance with the terms of the relevant agreements governing such transactions and on terms that are fair and reasonable so far as the shareholders of the Company as a whole are concerned.

In accordance with rule 14A.38 of the Listing Rules, the Board engaged the auditors of the Company to perform certain procedures on the above continuing connected transactions on a sample basis in accordance with Hong Kong Standard on Related Services 4400 “Engagements to Perform Agreed-Upon Procedures Regarding Financial Information” issued by the HKICPA. The auditors have reported their factual findings to the Board concerning the matters stated in rule 14A.38.

Based on the work performed, the external auditors of the Company have reported that the aforesaid continuing connected transactions (a) have been approved by the Board of the Company; (b) are in accordance with the pricing policies if the transactions involve provision of goods or services; (c) have been entered into in accordance with the terms of the relevant agreements governing the transactions, and (d) have not exceeded the caps disclosed in the announcement dated 11 January 2006, except for the asset management fee.

In respect of the amount of the Management Fees to be received by the Group during the Year, since each of the applicable percentage ratios calculated pursuant to the Listing Rules is on an annual basis less than 0.1%, pursuant to Listing Rule 14A.33, this transaction is exempt from the reporting, announcement and shareholders’ approval requirements set out in Chapter 14A of the Listing Rules.

## INTEREST-BEARING NOTES

Particulars of the interest bearing notes of the Company and the Group as at 31 December 2007 are set out in note 32 to the financial statements.

## 董事會報告書

預計由二零零六年至二零零八年截至十二月三十一日止的每個財政年度本集團根據培訓服務協議將要支付的培訓費不會超過508萬港元。此建議的上限是參考過以往交易所支付的金額及預計本集團成員的董事、僱員、代理人及營業代表等接受培訓服務的人數將會有所增加。

於年內支付給中保控股集團的培訓服務費用為478萬港元(二零零六年：412萬港元)。

獨立非執行董事已作出檢討，並確認載於以上A至D段的持續關連交易乃按以下方式進行：

- (i) 本集團於日常及一般業務當中訂立；
- (ii) 按一般商業條款進行，或根據不遜於給予或獲自獨立第三方的條款；
- (iii) 根據規管該等交易的協議條款訂立及訂立條款對本公司股東整體而言乃屬公平合理。

按照香港聯合交易所有限公司證券上市規則第14A.38段之規定，董事會委聘本公司核數師根據香港會計師公會頒佈之香港審計相關服務準則第4400號「就財務資料執行協定程序之委聘」之基準，抽樣就上述持續關連交易進行若干程序。核數師就上市規則14A.38所述的事項，已向董事會匯報據實調查結果。

根據其進行的工作，本公司外部核數師已確認上述持續關連交易乃：(a)獲得本公司董事會批准；(b)若交易涉及提供貨品或服務乃按照定價政策而進行；(c)根據規管該等交易的有關協議的條款而訂立；(d)除資產管理費外，並無超出於二零零六年一月六日之公告所披露的上限。

有關本集團於年內收取的管理費，由於按上市規則的每一個適用的百分比逐年計算皆少於0.1%，根據上市規則第14A.33條，此交易毋須遵守載於上市規則第14A條的申報、公告及股東批准的規定。

### 需付息票據

本集團及本公司於二零零七年十二月三十一日有關需付息票據的摘要載於財務報表附註32。

# REPORT OF THE DIRECTORS

## FIVE YEAR SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 243 to 244.

## RETIREMENT SCHEMES

Particulars of the retirement schemes are set out in note 39 to the financial statements.

## CORPORATE GOVERNANCE

Information on the Company's corporate governance practices during the Year under review is set out in the "Corporate Governance Report" of the Company's 2007 annual report.

## AUDIT COMMITTEE

Further information on the composition of the Audit Committee and the work performed by the Audit Committee during the Year under review is set out in the Company's 2007 annual report under the section headed "Audit Committee" in the Corporate Governance Report.

## PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its directors, as at the date of this report, there is sufficient public float, as not less than 25% of the Company's issued shares are held by the public.

## AUDITORS

KPMG shall retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board  
**Feng Xiaozeng**  
*Chairman*

Hong Kong, 18 March 2008

# 董事會報告書

## 五年概要

本集團於過去五個財務年度的業績及資產與負債概要載於第243至244頁。

## 退休計劃

有關該等退休計劃的摘要載於財務報表附註39。

## 企業管治

有關本年度的本公司企業管治常規的資料載於本公司二零零七年年報「企業管治報告」之內文。

## 審核委員會

有關審核委員會的成員組合及本年度的工作詳載於本公司二零零七年年報企業管治報告書標題「審核委員會」一段之內文。

## 公眾持股量

在本報告刊發之日，根據本公司取得的公開資料及就董事所知悉，本公司的公眾持股量是足夠的，此乃因為公眾持股量並不少於本公司已發行的股本百分之二十五。

## 核數師

畢馬威會計師事務所即將告退，惟願膺選續聘。由畢馬威會計師事務所續聘為本公司核數師的決議，將於即將召開的股東周年大會上提出。

承董事會命  
董事長  
馮曉增

香港，二零零八年三月十八日



# CORPORATE GOVERNANCE REPORT

## Corporate governance practices

The Company is committed to the establishment of good standards of corporate governance practices by emphasising transparency, accountability and responsibility to our shareholders. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of shareholders, to comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance practices.

During the Year under review, the Company has applied the principles and complied with the Code Provisions set out in the “Code on Corporate Governance Practices” contained in Appendix 14 of the Listing Rules which came into effect on 1 January 2005 (the “Code”), with the following exceptions:

The non-executive directors are not appointed for a specific term, but are subject to retirement by rotation and re-election at the Company’s Annual General Meeting in accordance with the Company’s Articles of Association.

## Directors’ securities transactions

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by directors. Having made specific enquiry of all directors, the Company confirmed that all directors have complied with the required standard set out in the Model Code during the Year under review.

## Board of directors

The Board is collectively responsible for overseeing the management of the business and affairs of the Group. The Board currently is comprised of a total of eleven directors, with seven executive directors, one non-executive director and three independent non-executive directors.

The names of the directors are set out in the Company’s 2007 annual report under the section headed “Corporate Information”.

During the period from 1 January 2007 to the date of this annual report, the Board held six meetings, the particulars of which are as follows:

<b>Date of meeting</b>	<b>Attendees</b>
2 January 2007	Mr. Feng Xiaozeng, Mr. Lin Fan, Mr. Song Shuguang, Mr. Xie Yiqun, Mr. Ng Yu Lam, Kenneth, Mr. Shen Koping, Michael, Mr. Lau Siu Mun, Sammy, Mr. Zheng Changyong, Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lau Wai Kit.
26 March 2007	Mr. Feng Xiaozeng, Mr. Song Shuguang, Mr. Xie Yiqun, Mr. Ng Yu Lam, Kenneth, Mr. Shen Koping, Michael, Mr. Lau Siu Mun, Sammy, Mr. Che Shujian and Mr. Lau Wai Kit.
30 August 2007	Mr. Feng Xiaozeng, Mr. Lin Fan, Mr. Song Shuguang, Mr. Ng Yu Lam, Kenneth, Mr. Shen Koping, Michael, Mr. Lau Siu Mun, Sammy, Dr. Wu Jiesi and Mr. Che Shujian.
10 September 2007	Mr. Feng Xiaozeng, Mr. Lin Fan, Mr. Song Shuguang, Mr. Xie Yiqun, Mr. Ng Yu Lam, Kenneth, Mr. Shen Koping, Michael, Mr. Lau Siu Mun, Sammy, Mr. Zheng Changyong, Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lau Wai Kit.

## 企業管治常規

本公司致力於透過著重對全體股東的透明度、問責性及負責任制訂良好的企業管治常規。董事會不時審閱其企業管治常規，以配合股東更高的期望及附合越趨嚴謹的規則要求，並履行其優質企業管治的承諾。

於本年度內，本公司已遵守從二零零五年一月一日起生效的上市規則附錄14所載之企業管治常規守則（「守則」）的守則規定及實施其原則，惟下列除外：

非執行董事是沒有指定的任期，惟須根據本公司組織章程細則於本公司的股東周年大會上輪值告退及膺選連任。

## 董事進行證券交易

本公司已採納上市規則附錄10所載的標準守則作為有關董事進行證券交易的守則。在向所有董事作出特定查詢後，所有董事確認於年內已遵守標準守則規定所載的要求標準。

## 董事會

董事會共同負責監察本集團的業務及各事務的管理工作。董事會現時由十一位董事組成，包括七位執行董事、一位非執行董事及三位獨立非執行董事。

董事名單詳載於本公司二零零七年年報「公司資料」標題下之內文。

由二零零七年一月一日起至本年報日期，董事會曾舉行以下六次會議：

會議日期	出席者
二零零七年一月二日	馮曉增先生、林帆先生、宋曙光先生、謝一群先生、吳俞霖先生、沈可平先生、劉少文先生、鄭常勇先生、武捷思博士、車書劍先生及劉偉傑先生。
二零零七年三月二十六日	馮曉增先生、宋曙光先生、謝一群先生、吳俞霖先生、沈可平先生、劉少文先生、車書劍先生及劉偉傑先生。
二零零七年八月三十日	馮曉增先生、林帆先生、宋曙光先生、吳俞霖先生、沈可平先生、劉少文先生、武捷思博士及車書劍先生。
二零零七年九月十日	馮曉增先生、林帆先生、宋曙光先生、謝一群先生、吳俞霖先生、沈可平先生、劉少文先生、鄭常勇先生、武捷思博士、車書劍先生及劉偉傑先生。

# CORPORATE GOVERNANCE REPORT

<b>Date of meeting</b>	<b>Attendees</b>
8 January 2008	Mr. Feng Xiaozeng, Mr. Lin Fan, Mr. Song Shuguang, Mr. Xie Yiqun, Mr. Ng Yu Lam, Kenneth, Mr. Shen Koping, Michael, Mr. Lau Siu Mun, Sammy, Mr. Zheng Changyong and Mr. Che Shujian.
18 March 2008	Mr. Feng Xiaozeng, Mr. Lin Fan, Mr. Song Shuguang, Mr. Xie Yiqun, Mr. Ng Yu Lam, Kenneth, Mr. Shen Koping, Michael, Mr. Lau Siu Mun, Sammy and Mr. Lau Wai Kit.

The Board formulates the overall strategy of the Group, monitors its financial performance and maintains effective supervision over the management. Daily operations and administration are delegated to the management. During the Year under review, none of the directors above has or maintained any financial, business, family or other material/relevant relationships with any of the other directors.

The non-executive director and the independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's articles of association.

## Chairman and Chief Executive Officer

The chairman and chief executive officer are Mr. Feng Xiaozeng and Mr. Ng Yu Lam, Kenneth. Their roles are clearly defined and segregated and are not exercised by the same individual.

## Nomination of director

The Company has not established a nomination committee. The appointment of a director is the responsibility of the Board. The Board did not nominate or appoint any new directors during the Year under review.

## Remuneration committee

A Remuneration Committee with specific written terms of reference was established by the Company on 24 February 2005.

The principal duties of the Remuneration Committee include the making of recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management; the establishment of a formal and transparent procedure for developing the policy on such remuneration and to determine the specific remuneration packages of all executive directors and senior management.

The main principles of the Group's remuneration policies are:

- (a) Remuneration should be determined by taking into consideration factors such as salaries paid by comparable companies, time commitment, responsibility, employment conditions elsewhere in the Group and the desirability of performance-based remuneration;
- (b) Performance-based remuneration should be reviewed and approved by reference to the corporate goals and objectives approved by the Board from time to time; and
- (c) No director should be involved in deciding his or her own remuneration.

會議日期	出席者
二零零八年一月八日	馮曉增先生、林帆先生、宋曙光先生、謝一群先生、吳俞霖先生、沈可平先生、劉少文先生、鄭常勇先生及車書劍先生。
二零零八年三月十八日	馮曉增先生、林帆先生、宋曙光先生、謝一群先生、吳俞霖先生、沈可平先生、劉少文先生及劉偉傑先生。

董事會擬定本集團之整體戰略，監管其財務表現及維持管理層的有效監督。日常營運及行政將委派予管理層。於回顧年度，上述之董事概無與任何其他董事有或保持任何財務、業務、家族或其他重大／相關關係。

非執行董事及獨立非執行董事是沒有指定的任期，惟須根據本公司組織章程細則於本公司的股東周年大會上輪值告退及膺選連任。

## 董事長及總裁

董事長及總裁分別為馮曉增先生及吳俞霖先生。董事長及總裁的角色是清晰界定及分開的，並非由同一人士擔任。

## 董事的任命

本公司並未有成立提名委員會。董事的任命由董事會負責。於年內，董事會並無提名或任命任何新董事。

## 薪酬委員會

本公司於二零零五年二月二十四日成立具有特定成文權責範圍的薪酬委員會。

薪酬委員會的主要職責包括向董事會就公司所有董事及高級職員薪酬的政策及架構提交建議；設立正式及富透明度的程序去制定該等薪酬的政策及訂定全體執行董事及高級職員的特定薪酬待遇。

本集團薪酬政策之主要原則包括下列各項：

- (a) 薪酬應考慮如同類公司支付的薪酬，付出時間、職責、集團內其他職位的僱用條件及應否按表現釐定薪酬等因素而釐定；
- (b) 在審閱及批准按表現而釐定的薪酬時，應參照董事會不時已核准的公司目標；及
- (c) 董事不應參與釐定其自身的薪酬。

# CORPORATE GOVERNANCE REPORT

The Remuneration Committee is currently comprised of the three independent non-executive directors, namely Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lau Wai Kit, the chairman, Mr. Feng Xiaozeng, and the chief executive officer, Mr. Ng Yu Lam, Kenneth.

The Remuneration Committee held a meeting on 27 August 2007 considering and approving the payment of the directors' bonuses for the year 2006. The meeting was attended by all the committee members, namely Dr. Wu Jiesi, Mr. Che Shujian, Mr. Lau Wai Kit, Mr. Feng Xiaozeng and Mr. Ng Yu Lam, Kenneth. During the period from 1 January 2007 to the date of this annual report, the Remuneration Committee also approved the granting of share options, discretionary bonuses and share awards to the directors of the Group by means of written resolutions on eight occasions.

## Auditors' remuneration

KPMG are the auditors of the Company. The services provided by them include audit and taxation. During the 2007 financial year, the fees for the Group's statutory audit and taxation services were approximately HK\$3,042,000 and HK\$170,000, respectively.

## Audit committee

The Board has adopted the new written terms of reference for the Audit Committee, which are in accordance with the Code. The Audit Committee meets with the Group's senior management and external auditors regularly to review the effectiveness of the internal control system and the interim and annual results of the Group.

The Audit Committee is comprised of the three independent non-executive directors, namely Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lau Wai Kit, and a non-executive director, Mr. Zheng Changyong. Dr. Wu Jiesi is the chairman of the Audit Committee.

The interim results, annual results and the system of internal controls of the Company and its subsidiaries for the 2007 financial year have been reviewed by the Audit Committee.

During the period from 1 January 2007 to the date of this annual report, the Audit Committee held three meetings, the particulars of which are as follows:

<b>Date of meeting</b>	<b>Attendees</b>
22 March 2007	Dr. Wu Jiesi, Mr. Che Shujian and Mr. Lau Wai Kit
28 August 2007	Dr. Wu Jiesi, Mr. Che Shujian, Mr. Lau Wai Kit and Mr. Zheng Changyong
13 March 2008	Dr. Wu Jiesi, Mr. Lau Wai Kit and Mr. Zheng Changyong

薪酬委員會的成員包括三位獨立非執行董事，分別為武捷思博士、車書劍先生及劉偉傑先生、董事長馮曉增先生及總裁吳俞霖先生。

薪酬委員會於二零零七年八月二十七日舉行會議，審閱及批准發放董事二零零六年度的花紅。全體委員會成員，分別為武捷思博士、車書劍先生、劉偉傑先生、馮曉增先生及吳俞霖先生皆有列席會議。由二零零七年一月一日起至本年報日期，薪酬委員會曾八次以書面通過決議案方式批准授出認股權、酌情花紅及股份獎勵給予集團的董事。

## 核數師酬金

畢馬威會計師事務所為本公司的核數師。彼等所提供的服務包括審計及稅務服務。於二零零七年財務年度，有關本集團審計的服務費及稅務服務費分別為3,042,000港元及170,000港元。

## 審核委員會

董事會已根據守則採納新的審核委員會書面權責範圍。審核委員會經常與本集團高級管理層及外間核數師舉行會議，檢討本集團的內部監控系統的成效及中期與年度業績。

審核委員會的成員包括三位獨立非執行董事，分別為武捷思博士、車書劍先生及劉偉傑先生，及一位非執行董事鄭常勇先生。審核委員會的主席由武捷思博士擔任。

審核委員會曾審查本公司及其附屬公司二零零七年度的中期及年度業績，與及內部監控系統。

二零零七年一月一日起至本年報日期，審核委員會曾舉行以下三次會議：

會議日期	出席者
二零零七年三月二十二日	武捷思博士、車書劍先生及劉偉傑先生。
二零零七年八月二十八日	武捷思博士、車書劍先生、劉偉傑先生及鄭常勇先生。
二零零八年三月十三日	武捷思博士、劉偉傑先生及鄭常勇先生。

# CORPORATE GOVERNANCE REPORT

## **Directors' responsibility for preparing the financial statements**

The directors acknowledge that it is their responsibility for preparing financial statements which give a true and fair view.

The statement of the auditors of the Company about their responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 120.

## **Internal control review**

The Board has conducted a review of the system of internal controls of the Group in accordance with the Code. The Board considers that all material internal controls of the Group are proper and effective.

## 董事負責編製財務報表

董事確認編製真實與公允的財務報表是彼等的責任。

有關本公司的核數師就財務報表應承擔的責任聲明，詳列於第121頁獨立核數師報告書內。

## 內部監控系統審查

董事會已根據新守則對本集團的內部監控系統進行審查。董事會認為本集團所有重要的內部監控均為適當及有效。



# INDEPENDENT AUDITOR'S REPORT



**Independent auditor's report to the shareholders of  
China Insurance International Holdings Company Limited**  
*(Incorporated in Hong Kong with limited liability)*

We have audited the consolidated financial statements of China Insurance International Holdings Company Limited (the "company") set out on pages 122 to 242 which comprise the consolidated and company balance sheets as at 31 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 Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

## AUDITOR'S RESPONSIBILITY

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

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

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

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

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the company and of the group as at 31 December 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 Hong Kong Companies Ordinance.

**KPMG**  
*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

18 March 2008

# 獨立核數師報告書



致中保國際控股有限公司股東之獨立核數師報告書  
(於香港註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審核列載於第122至第242頁中保國際控股有限公司(「貴公司」)的綜合財務報表，此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公司的資產負債表與截至該日止年度的綜合損益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

## 董事就財務報表須承擔的責任

董事須負責根據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》編製及真實而公平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平地列報財務報表相關的內部控制，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及按情況下作出合理的會計估計。

## 核數師的責任

我們的責任是根據我們的審核對該等財務報表作出意見。我們是按照香港《公司條例》第141條的規定，僅向整體股東報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告書的內容，對任何其他人士負責或承擔法律責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

審核涉及執行程序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報財務報表相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

## 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於二零零七年十二月三十一日的事務狀況及截至該日止年度的集團利潤及現金流量，並已按照香港《公司條例》妥為編製。

畢馬威會計師事務所  
執業會計師  
香港中環  
遮打道十號  
太子大廈八樓

二零零八年三月十八日

# CONSOLIDATED INCOME STATEMENT

## 綜合損益表

for the year ended 31 December 2007  
截至二零零七年十二月三十一日止年度  
(Expressed in Hong Kong dollars)  
(以港幣列示)

		Note 附註	2007 \$'000 千元	2006 \$'000 千元
<b>Revenue</b>	<b>收入</b>			
Gross premiums written and policy fees	毛承保保費及保單費收入	4	17,933,997	12,373,454
Less: Premiums ceded to reinsurers and retrocessionaires	減：保費之再保份額及轉份額		(277,403)	(222,920)
Net premiums written and policy fees	淨承保保費及保單費收入		17,656,594	12,150,534
Change in unearned premium provisions, net of reinsurance	未到期責任準備金變化，減再保險		(7,912)	(216,961)
Net earned premiums and policy fees	已賺取保費及保單費收入淨額		17,648,682	11,933,573
Net investment income	投資收入淨額	5(a)	1,888,401	1,189,711
Net realised investment gains	已實現投資收益淨額	5(b)	4,277,786	559,510
Net unrealised investment gains	未實現投資收益淨額	5(c)	505,578	634,873
Net exchange (loss)/gain	匯兌(虧損)/收益淨額		(31,121)	22,836
Other income	其他收入	6	64,933	39,781
Total revenue	收入總額		24,354,259	14,380,284
<b>Benefits, losses and expenses</b>	<b>給付、賠款及費用</b>			
Policyholders' benefits	保單持有人利益	7(a)	(5,062,155)	(2,365,092)
Net commission expenses	佣金支出淨額	7(b)	(1,997,156)	(1,194,817)
Administrative and other expenses	行政及其他費用		(2,228,343)	(1,466,531)
Change in life insurance funds, net of reinsurance	壽險責任準備金變化，減再保險		(11,849,470)	(8,229,133)
Total benefits, losses and expenses	給付、賠款及費用總額		(21,137,124)	(13,255,573)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>3,217,135</b>	<b>1,124,711</b>
Share of (losses)/profits of associates	應佔聯營公司(虧損)/溢利		(57,760)	4,070
Finance costs	財務費用	8(a)	(148,467)	(144,184)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	<b>8</b>	<b>3,010,908</b>	<b>984,597</b>
Income tax charge	稅項支出	11(a)	(553,711)	(326,256)
<b>Profit after taxation</b>	<b>除稅後溢利</b>		<b>2,457,197</b>	<b>658,341</b>
<b>Attributable to:</b>	<b>應佔：</b>			
Equity holders of the company	股東權益	12	1,549,072	510,765
Minority interests	少數股東權益		908,125	147,576
			2,457,197	658,341
<b>Dividends payable to equity holders of the company attributable to the year:</b>	<b>本年度應付本公司股東的股息：</b>			
Final dividend proposed after the balance sheet date	於結算日後擬派末期股息	13	141,527	-
			<i>cents</i> 仙	<i>cents</i> 仙
<b>Earnings per share attributable to the equity holders of the company</b>	<b>股東應佔每股盈利</b>	<b>14</b>		
Basic	基本		110.2	38.1
Diluted	攤薄		108.3	37.7

The accompanying notes on pages 131 to 242 form an integral part of these financial statements.

第131至242頁所附附註為本財務報表的組成部份。

# CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

as at 31 December 2007  
於二零零七年十二月三十一日  
(Expressed in Hong Kong dollars)  
(以港幣列示)

		Note 附註	2007 \$'000 千元	2006 \$'000 千元
<b>Assets</b>	<b>資產</b>			
Statutory deposits	法定存款	25	653,239	547,443
Fixed assets	固定資產			
– Investment properties	– 投資物業	15(a)	78,560	106,077
– Other property, plant and equipment	– 其他物業、機械裝置及設備	15(a)	1,313,147	1,034,690
			<b>1,391,707</b>	1,140,767
Goodwill	商譽	16	228,185	228,185
Interest in associates	於聯營公司的權益	18	530,436	350,678
Deferred tax assets	遞延稅項資產	31(b)	2,648	2,697
Investments in debt and equity securities	債務及股本證券投資	19(a)	40,245,879	25,553,330
Amounts due from group companies	應收集團內公司款項	20(a)	17,488	7,036
Insurance debtors	保險客戶應收賬款	21	616,540	453,167
Reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備	22	376,740	391,907
Other debtors	其他應收賬款	23	1,687,658	562,340
Tax recoverable	可收回稅項	31(a)	–	3,581
Pledged deposits at banks	已抵押銀行存款	24	97,417	93,676
Deposits at banks with original maturity more than three months	原到期日超過三個月 的銀行存款		4,631,977	4,637,850
Cash and cash equivalents	現金及現金等價物	26	5,137,635	6,081,010
			<b>55,617,549</b>	40,053,667
<b>Liabilities</b>	<b>負債</b>			
Life insurance funds	壽險責任準備金	27	38,529,656	24,406,372
Unearned premium provisions	未到期責任準備金	28	893,924	852,968
Provision for outstanding claims	未決賠款準備	29	2,496,932	2,186,166
Investment contract liabilities	投資合約負債	30	157,421	115,681
Deferred tax liabilities	遞延稅項負債	31(b)	949,031	666,555
Interest-bearing notes	需付息票據	32	2,960,377	2,844,819
Securities sold under repurchase agreements	賣出回購證券	36	–	2,490,366
Amounts due to group companies	應付集團內公司款項	20(b)	46	413
Insurance creditors	保險客戶應付賬款	33	394,116	240,030
Accrued charges and other creditors	應計費用及其他應付賬款	34	1,046,389	601,130
Current taxation	當期稅項	31(a)	85,999	56,141
Insurance protection fund	保險保障基金	35	7,976	10,385
			<b>47,521,867</b>	34,471,026
<b>Net assets</b>	<b>資產淨值</b>		<b>8,095,682</b>	5,582,641

# CONSOLIDATED BALANCE SHEET (Continued)

## 綜合資產負債表 (續)

as at 31 December 2007  
 於二零零七年十二月三十一日  
 (Expressed in Hong Kong dollars)  
 (以港幣列示)

	Note 附註	2007 \$'000 千元	2006 \$'000 千元
<b>Capital and reserves attributable to the company's equity holders</b>			
Share capital	37	70,764	70,313
Reserves	38(a)	5,614,862	4,108,006
		<b>5,685,626</b>	<b>4,178,319</b>
<b>Minority interests</b>		<b>2,410,056</b>	<b>1,404,322</b>
<b>Total equity</b>		<b>8,095,682</b>	<b>5,582,641</b>

Approved and authorised for issue by the board of directors on 18 March 2008.

董事會於二零零八年三月十八日核准及授權發布。

**Feng Xiaozeng**  
 馮曉增  
 Director  
 董事

**Ng Yu Lam Kenneth**  
 吳俞霖  
 Director  
 董事

The accompanying notes on pages 131 to 242 form an integral part of these financial statements.

第131至242頁所附附註為本財務報表的組成部份。

# BALANCE SHEET

## 資產負債表

as at 31 December 2007  
於二零零七年十二月三十一日  
(Expressed in Hong Kong dollars)  
(以港幣列示)

		Note	2007	2006
		附註	\$'000	\$'000
			千元	千元
<b>Assets</b>	<b>資產</b>			
Fixed assets	固定資產	15(b)	172	126
Investments in subsidiaries	於附屬公司的投資	17	1,653,359	1,653,359
Interest in associates	於聯營公司的權益	18	580,474	456,812
Investments in debt and equity securities	債務及股本證券投資			
		19(b)	290,845	283,909
Amounts due from group companies	應收集團內公司款項	20(a)	443,651	416,498
Other debtors	其他應收賬款	23	51,167	3,049
Tax recoverable	可收回稅項	31(a)	–	3,581
Deposits at banks with original maturity more than three months	原到期日超過三個月的銀行存款		160,531	–
Cash and cash equivalents	現金及現金等價物	26	622,159	853,699
			<b>3,802,358</b>	<b>3,671,033</b>
<b>Liabilities</b>	<b>負債</b>			
Deferred tax liabilities	遞延稅項負債	31(b)	157	4,406
Amounts due to group companies	應付集團內公司款項	20(b)	1,363,388	1,356,138
Accrued charges and other creditors	應計費用及其他應付賬款	34	9,312	15,159
Current taxation	當期稅項	31(a)	10,893	–
			<b>1,383,750</b>	<b>1,375,703</b>
<b>Net assets</b>	<b>資產淨值</b>		<b>2,418,608</b>	<b>2,295,330</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	37	70,764	70,313
Reserves	儲備	38(b)	2,347,844	2,225,017
<b>Total equity</b>	<b>總權益</b>		<b>2,418,608</b>	<b>2,295,330</b>

Approved and authorised for issue by the board of directors on 18 March 2008.

董事會於二零零八年三月十八日核准及授權發布。

Feng Xiaozeng  
馮曉增  
Director  
董事

Ng Yu Lam Kenneth  
吳俞霖  
Director  
董事

The accompanying notes on pages 131 to 242 form an integral part of these financial statements.

第131至242頁所附附註為本財務報表的組成部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

for the year ended 31 December 2007  
截至二零零七年十二月三十一日止年度  
(Expressed in Hong Kong dollars)  
(以港幣列示)

		Total equity attributable to: 應佔總權益：		
		Equity holders of the company	Minority interests	Total
		股東權益	少數 股東權益	總額
		\$'000	\$'000	\$'000
		千元	千元	千元
	Note 附註			
<b>Balance at 1 January 2007</b>	於二零零七年一月一日之結餘	<b>4,178,319</b>	<b>1,404,322</b>	<b>5,582,641</b>
Exchange differences on translation of the financial statements of subsidiaries outside Hong Kong	換算香港以外地區附屬公司財務報表的匯兌差額	38(a) 153,371	145,015	298,386
Net changes in fair value of available-for-sale securities, net of deferred tax	可供出售證券投資公允價值變動淨額，減遞延稅項	38(a) (114,187)	(130,705)	(244,892)
Net income recognised directly in equity	直接確認於權益之淨收入	39,184	14,310	53,494
Profit for the year	本年度溢利	38(a) 1,549,072	908,125	2,457,197
Total recognised income for the year	本年度確認之總收入	1,588,256	922,435	2,510,691
Capital contributions made to a subsidiary	向一間附屬公司注入資本	–	83,299	83,299
Movements in equity arising from capital transactions with equity holders:	與股東進行股本交易而產生之股東權益變動：			
– Shares issued under share option scheme	– 根據認股權計劃發行之股份	37 451	–	451
– Net share premium received	– 已收取之股份溢價淨值	38(a) 26,941	–	26,941
Shares purchased for Share Award Scheme	為股份獎勵計劃購入之股份	38(a) (111,147)	–	(111,147)
Equity-settled share-based transactions	股本償付之股份為本交易	38(a) 2,806	–	2,806
<b>Balance at 31 December 2007</b>	於二零零七年十二月三十一日之結餘	<b>5,685,626</b>	<b>2,410,056</b>	<b>8,095,682</b>

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

## 綜合權益變動表 (續)

for the year ended 31 December 2007  
截至二零零七年十二月三十一日止年度  
(Expressed in Hong Kong dollars)  
(以港幣列示)

		Total equity attributable to: 應佔總權益：		
		Equity holders of the company	Minority interests 少數	Total
		股東權益	股東權益	總額
		\$'000	\$'000	\$'000
		千元	千元	千元
	Note 附註			
<b>Balance at 1 January 2006</b>	於二零零六年一月一日之結餘	2,507,158	916,087	3,423,245
Exchange differences on translation of the financial statements of subsidiaries outside Hong Kong	換算香港以外地區附屬公司財務報表的匯兌差額	38(a) 40,861	37,794	78,655
Net changes in fair value of available-for-sale securities, net of deferred tax	可供出售證券投資公允價值變動淨額，減遞延稅項	38(a) 586,440	265,141	851,581
Net income recognised directly in equity	直接確認於權益之淨收入	627,301	302,935	930,236
Profit for the year	本年度溢利	38(a) 510,765	147,576	658,341
Total recognised income for the year	本年度確認之總收入	1,138,066	450,511	1,588,577
Capital contributions made to a subsidiary	向一間附屬公司注入資本	-	37,724	37,724
Movements in equity arising from capital transactions with equity holders:	與股東進行股本交易而產生之股東權益變動：			
- Shares issued under a placing and subscription agreement	- 根據配售及認購協議發行之股份	37 3,187	-	3,187
- Shares issued under share option scheme	- 根據認股權計劃發行之股份	37 302	-	302
- Net share premium received	- 已收取之股份溢價淨值	38(a) 529,705	-	529,705
Equity-settled share-based transactions	股本償付之股份為本交易	38(a) (99)	-	(99)
<b>Balance at 31 December 2006</b>	於二零零六年十二月三十一日之結餘	4,178,319	1,404,322	5,582,641

The accompanying notes on pages 131 to 242 form an integral part of these financial statements. 第131至242頁所附附註為本財務報表的組成部份。



# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

for the year ended 31 December 2007  
截至二零零七年十二月三十一日止年度  
(Expressed in Hong Kong dollars)  
(以港幣列示)

	Note 附註	2007 \$'000 千元	2006 \$'000 千元
<b>Operating activities</b>	<b>經營業務</b>		
Profit before taxation	除稅前溢利	3,010,908	984,597
Adjustments for:	就下列各項作出調整：		
– Depreciation	– 折舊	64,301	47,666
– Surplus on revaluation of investment properties	– 投資物業重估盈餘	(5,533)	(3,597)
– Realised loss/(gain) on investment properties	– 投資物業已實現虧損／(收益)	182	(1,462)
– Employee share-based compensation benefits	– 以股份為本之僱員補償福利	7,853	3,178
– Finance costs	– 財務費用	148,467	144,184
– Dividend income from direct equity securities and equity investment funds	– 直接股本證券及股本投資基金股息收入	(670,654)	(215,427)
– Net interest income	– 利息收入淨額	(1,192,654)	(972,190)
– Share of losses/(profits) of associates	– 應佔聯營公司虧損／(溢利)	57,760	(4,070)
– Net loss on sale of fixed assets	– 出售固定資產虧損淨額	136	213
– Net realised and unrealised gains on listed and unlisted debt and equity securities	– 上市及非上市債務及股本證券之已實現及未實現收益淨額	(4,776,765)	(1,190,568)
– Net realised and unrealised (gains)/losses on derivative financial instruments	– 衍生金融工具之已實現及未實現(收益)／虧損淨額	(1,248)	1,244
– Foreign exchange gains	– 外匯收益	(6,743)	(12,878)
<b>Operating loss before changes in working capital</b>	<b>營運資金變動前之經營虧損</b>	<b>(3,363,990)</b>	<b>(1,219,110)</b>
(Increase)/decrease in insurance and other debtors	保險客戶及其他應收賬款(增加)／減少	(627,003)	8,073
Increase in insurance and other creditors	保險客戶及其他應付賬款增加	600,140	32,670
Increase in amounts due from group companies	應收集團內公司款項增加	(10,452)	(6,722)
(Decrease)/increase in amounts due to group companies	應付集團內公司款項(減少)／增加	(367)	413
Increase in provision for outstanding claims	未決賠款準備增加	310,766	36,188
Decrease in reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備減少	15,167	80,269
Increase in investment contract liabilities	投資合約負債增加	41,740	39,824
Increase in life insurance funds	壽險責任準備金增加	14,123,284	8,952,839
Increase in unearned premium provisions	未到期責任準備金增加	40,956	261,701
(Decrease)/increase in insurance protection fund	保險保障基金(減少)／增加	(2,409)	3,156
Payment for purchase of shares for Share Award Scheme	購入股份獎勵計劃之股份付款	(111,147)	–
<b>Cash generated from operations</b>	<b>經營業務所產生之現金</b>	<b>11,016,685</b>	<b>8,189,301</b>

# CONSOLIDATED CASH FLOW STATEMENT (Continued)

## 綜合現金流量表 (續)

for the year ended 31 December 2007  
截至二零零七年十二月三十一日止年度  
(Expressed in Hong Kong dollars)  
(以港幣列示)

	Note 附註	2007 \$'000 千元	2006 \$'000 千元
Hong Kong Profits Tax paid and payment for purchase of tax reserve certificate	已付香港利得稅及購入儲稅券付款	(41,496)	(9,369)
Tax paid outside Hong Kong	已付海外稅項	(37)	(20)
<b>Tax paid</b>	<b>已付稅項</b>	<b>(41,533)</b>	<b>(9,389)</b>
<b>Net cash generated from operating activities</b>	<b>經營業務所產生之現金淨額</b>	<b>10,975,152</b>	<b>8,179,912</b>
<b>Investing activities</b>	<b>投資業務</b>		
(Increase)/decrease in pledged deposits at banks	已抵押銀行存款(增加)/減少	(3,741)	4,304
Increase in statutory deposits	法定存款增加	(105,796)	(59,637)
Decrease/(increase) in deposits at banks with original maturity more than three months	原到期日為三個月以上之銀行存款減少/(增加)	5,873	(2,863,922)
Payment for purchase of held-to-maturity debt securities	購入持有至到期債務證券付款	(432,463)	-
Proceeds from redemption of held-to-maturity debt securities	贖回持有至到期債務證券所得款項	267,602	217,575
Payment for purchase of securities available-for-sale and designated at fair value through profit or loss	購入可供出售及通過損益以反映公允價值證券付款	(22,733,852)	(27,293,585)
Proceeds from sale of securities available-for-sale and designated at fair value through profit or loss	出售可供出售及通過損益以反映公允價值證券所得款項	13,999,866	22,468,905
Proceeds from sale of investment properties	出售投資物業所得款項	32,868	4,462
Interest income received	已收利息收入	1,358,221	887,406
Dividend income received from direct equity securities and equity investment funds	已收直接股本證券及股本投資基金股息收入	670,653	215,427
(Decrease)/increase in securities sold under repurchase agreements	賣出回購證券(減少)/增加	(2,490,366)	566,867
Payment for purchase of fixed assets	購入固定資產付款	(275,035)	(513,451)
Proceeds from sale of fixed assets	出售固定資產所得款項	883	1,703
Capital injection to associates	於聯營公司注入資本	(143,420)	(31,366)
(Increase)/decrease in amounts due from associates	應收聯營公司款項(增加)/減少	(163)	10
Increase in loans and advances	貸款及墊款增加	(416,552)	(43,707)
Decrease in advanced payment for acquisition of TPAM	購入太平資產管理預付款減少	-	61,437
<b>Net cash used in investing activities</b>	<b>投資業務所動用之現金淨額</b>	<b>(10,265,422)</b>	<b>(6,377,572)</b>

# CONSOLIDATED CASH FLOW STATEMENT (Continued)

## 綜合現金流量表 (續)

for the year ended 31 December 2007  
截至二零零七年十二月三十一日止年度  
(Expressed in Hong Kong dollars)  
(以港幣列示)

		Note	2007	2006
		附註	\$'000	\$'000
			千元	千元
<b>Financing activities</b>	<b>融資活動</b>			
Proceeds from shares issued	已發行股份所得款項		22,346	529,917
Capital contributions from minority interests of a subsidiary	一間附屬公司少數股東權益注入股本		83,299	37,724
Interest paid	已付利息		(433,343)	(197,918)
<b>Net cash (used in)/generated from financing activities</b>	<b>融資活動所(動用)/產生之現金淨額</b>		<b>(327,698)</b>	<b>369,723</b>
<b>Effect of changes in exchange rates</b>	<b>匯率轉變影響</b>		<b>(1,325,407)</b>	<b>(307,413)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物(減少)/增加淨額</b>		<b>(943,375)</b>	<b>1,864,650</b>
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日的現金及現金等價物</b>	26	<b>6,081,010</b>	<b>4,216,360</b>
<b>Cash and cash equivalents at 31 December</b>	<b>於十二月三十一日的現金及現金等價物</b>	26	<b>5,137,635</b>	<b>6,081,010</b>

The accompanying notes on pages 131 to 242 form an integral part of these financial statements. 第131至242頁所附附註為本財務報表的組成部份。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES

#### SIGNIFICANT ACCOUNTING POLICIES

##### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the significant accounting policies adopted by the group is set out below.

##### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2007 comprise the company and its subsidiaries (together referred to as the “group”) and the group’s interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets are stated at their fair value as explained in the accounting policies set out below:

- (i) investment properties;
- (ii) investments in debt and equity securities classified as available-for-sale; and
- (iii) investments in debt and equity securities designated at fair value through profit or loss.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

### 1 主要會計政策及會計政策改變

#### 主要會計政策

##### (a) 遵例聲明

本財務報表已按照香港會計師公會頒布的所有適用的《香港財務報告準則》(其統稱已包括個別適用的《香港財務報告準則》、《香港會計準則》及詮釋)編製，並符合《香港公認會計準則》及香港《公司條例》之規定。此外，本財務報表亦符合《香港聯合交易所有限公司證券上市規則》有關的披露規定。以下是本集團及本公司採用的主要會計政策概要。

##### (b) 財務報表的編製基準

截至二零零七年十二月三十一日止年度的綜合財務報表，包括本公司及其附屬公司(合稱為「本集團」)及本集團應佔聯營公司之權益。

除以下資產是以公允價值列賬外，本財務報表是以歷史成本作為編製基準。有關詳情載列於下列會計政策：

- (i) 投資物業；
- (ii) 歸類為可供出售的債務及股本證券投資；及
- (iii) 歸類為通過損益以反映公允價值的債務及股本證券投資。

按《香港財務報告準則》之要求，在編製財務報表時，管理層須作判斷、估計及假設從而影響政策實施及資產、負債、收入及支出之呈報金額。有關估計及假設乃按在既定情況下可合理地相信，根據過往之經驗及其他因素，作出判斷那些未能從其他來源確定的資產及負債的賬面值。實際結果可能與此等估計不盡相同。

有關估計及假設須不斷檢討。若修訂只影響該修訂期，會計估計的修訂於該修訂期內確認；或如該修訂影響本期及未來會計期，則於修訂期及未來會計期確認。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (b) Basis of preparation of the financial statements (Continued)

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 47.

#### (c) Classification of contracts

##### (i) Insurance and investment contracts

Contracts under which the group accepts significant insurance risk from another party (“the policyholder”) by agreeing to compensate the policyholder if a specified uncertain future event (“the insured event”) adversely affects the policyholder are classified as insurance contracts. Insurance risk is risk other than financial risk that is transferred from the holder of a contract to the issuer. Financial risk is the risk of a possible future change in one or more of a specified interest rate, security price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable, provided in the case of a non-financial variable that the variable is not specific to a party of the contract. Insurance contracts may also transfer some financial risk.

Insurance risk is significant if, and only if, an insured event could cause the group to pay significant additional benefits. Once a contract is classified as an insurance contract it remains classified as an insurance contract until all rights and obligations are extinguished or have expired.

Contracts under which the transfer of insurance risk to the group from the policyholder is not significant are classified as investment contracts.

##### (ii) Contracts with discretionary participation features (“DPF”)

Certain insurance contracts issued by the group contain a DPF. A DPF is a contractual right held by a policyholder to receive, as a supplement to guaranteed minimum benefits, additional benefits that are likely to be a significant portion of the total contractual benefits, whose amount or timing is contractually at the group’s discretion and are contractually based on:

- (i) the performance of a specified pool of contracts or a specified type of contract;
- (ii) realised and/or unrealised investment returns on a specified pool of assets held by the issuing entity; or

### 1 主要會計政策及會計政策改變 (續)

#### (b) 財務報表的編製基準 (續)

在附註47內，已載有管理層估計《香港財務報告準則》對下年度的財務報表及估計有重大影響引致可能產生重大的調整風險。

#### (c) 合約分類

##### (i) 保險及投資合約

倘將來特定的不確定事件(「承保事件」)對另一方(「保單持有人」)有不利影響，而本集團透過合約接受來自該保單持有人的重大保險風險並同意賠償該保單持有人，該等合約歸類為保險合約。保險風險為由合約持有人轉移至發行人的財務風險以外之風險。財務風險指特定利率、證券價格、商品價格、匯率、價格或利率指數、信貸評級或信貸指數或其他變量等等的其中一項或多項將來可能出現變動的風險，惟倘為非財務變量，則並非專門針對合約的某一訂約方。保險合約亦可轉移財務風險。

當承保事件可能引致本集團賠付重大額外利益時，保險風險乃屬重大。一旦合約歸類為保險合約，在全部權利及義務解除或屆滿前，其將一直歸類為保險合約。

保單持有人轉嫁予本集團的保險風險並不重大的合約分類為投資合約。

##### (ii) 酌情分紅型合約

本集團訂立的部份保險合約包括酌情分紅型。酌情分紅型乃保單持有人持有可收取額外利益的一項合約權利，該額外利益作為最低擔保付款的增補利益，可能構成合約利益總額的大部份，合約利益總額的數額或時間安排乃由本集團按合約並根據以下各項酌情釐定：

- (i) 一組特定合約或特定類別合約的表現；
- (ii) 一組由發行機構持有的特定資產之已實現及／或未實現投資回報；或

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (c) Classification of contracts (Continued)

##### (ii) Contracts with discretionary participation features (“DPF”) (Continued)

(iii) the profit or loss of the issuing entity.

The group classifies the discretionary element of a contract with DPF as a liability.

#### (d) Recognition and measurement of contracts

##### (i) Reinsurance business

###### Revenue

Gross premiums written reflects business written during the year, and excludes any taxes or duties based on premiums. Premiums written include estimates for “pipeline” premiums and adjustments to estimates of premiums written in previous years.

The earned proportion of premiums is recognised as revenue. Premiums are earned from the date of attachment of risk over the indemnity period based on the pattern of risks underwritten.

###### Unearned premium provisions

The unearned premium provisions comprise the proportion of gross premiums written which is estimated to be earned in the following or subsequent financial years, computed separately for each insurance contract using the daily pro rata method, adjusted if necessary to reflect any variation in the incidence of risk during the period covered by the contract.

###### Policyholders’ benefits

Policyholders’ benefits incurred comprise the settlement and handling costs of paid and outstanding claims arising from events occurring during the financial year together with adjustments to prior year claims provisions.

### 1 主要會計政策及會計政策改變 (續)

#### (c) 合約分類 (續)

##### (ii) 酌情分紅型合約 (續)

(iii) 發行機構的損益情況。

本集團將酌情分紅型合約的酌情部份分類為負債。

#### (d) 合約確認及計量

##### (i) 再保險業務

###### 收益

毛承保保費可反映年內已承保的保險業務，並經扣除任何保費稅項或稅務。承保保費包括「在途」保費估計及對過往年度承保保費估計作出的調整。

已賺取保費部份確認為收益。已賺保費乃於賠償期內按已承保的風險類別自風險受保之日起計算。

###### 未到期責任準備金

未到期責任準備金包括毛承保保費中估計將於下個或其後財政年度賺取的部份，各保險合約均按日數比例法分別計算，如有必要，可予以調整，以反映合約承保期內風險產生的任何變動。

###### 保單持有人利益

所產生的保單持有人利益包括因財政年度內發生的事件而引致的已付及未付賠款的結算及處理成本以及對上個年度的賠款準備作出的調整。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (d) Recognition and measurement of contracts (Continued)

##### (i) Reinsurance business (Continued)

###### Policyholders' benefits (Continued)

Provision for outstanding claims comprises provision for the group's estimate of the ultimate cost of settling all claims incurred but unpaid at the balance sheet date whether reported or not, and related internal and external claims handling expenses and an appropriate prudential margin. Provision for outstanding claims is assessed by reviewing individual claims and making allowance for claims incurred but not yet reported, the effect of both internal and external foreseeable events, such as changes in claims handling procedures, inflation, judicial trends, legislative changes and past experience and trends. Provision for outstanding claims is not discounted. Adjustments to claims provisions established in prior years are reflected in the financial statements of the year in which the adjustments are made and disclosed separately if material. The methods used, and the estimates made, are reviewed regularly.

###### Unexpired risk provision

Provision is made for unexpired risks arising from general reinsurance contracts where the expected value of claims and expenses attributable to the unexpired periods of policies in force at the balance sheet date exceeds the unearned premium provisions in relation to such policies. The unexpired risk provision is calculated by reference to classes of business which are managed together, after taking into account the future investment return on investments held to back the unearned premium provisions and the unexpired risk provision.

##### (ii) Life insurance business

###### Revenue

Gross premiums written in respect of life insurance contracts other than linked life insurance contracts, are recognised as revenue when due. Gross premiums written in respect of unit-linked life insurance contracts are recognised when the corresponding units are allocated to policyholders.

### 1 主要會計政策及會計政策改變 (續)

#### (d) 合約確認及計量 (續)

##### (i) 再保險業務 (續)

###### 保單持有人利益 (續)

未決賠款準備包括就本集團於結算日已產生但尚未支付(不論是否已申報)的全部賠款最終結算成本所估計作出的準備, 及相關內部及外部賠款處理費用以及合適的保守利潤。評估未決賠款準備時, 需對個別賠款進行審核, 並對已發生但尚未申報的賠款、內部及外部可預見事件(如賠款處理程序變動、通脹、司法趨勢、立法變動及過往經驗及趨勢等)的影響提撥準備。未決賠款準備不予貼現。對於過往年度賠款準備作出的調整載於作出該等調整年度的財務報表, 如屬重大, 須分開披露。所採用的方法及所作估計會定期檢討。

###### 未到期風險準備金

倘於結算日未到期的有效保單應佔賠款及開支的估計價值超過就相關保單作出的未到期責任準備金, 則會就一般再保險合約的未到期風險提撥準備。未到期風險準備金乃參照與其一并管理的業務種類, 並經計及為進行未到期責任準備金及未到期風險準備金而持有投資的未來投資回報計算。

##### (ii) 壽險業務

###### 收益

除投資相連壽險合約以外的壽險合約毛承保費於到期時確認為收益。單位連結壽險合約的毛承保費於相應投資撥歸保單持有人時確認。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

### 1 主要會計政策及會計政策改變 (續)

#### (d) Recognition and measurement of contracts (Continued)

#### (d) 合約確認及計量 (續)

##### (ii) Life insurance business (Continued)

##### (ii) 壽險業務 (續)

###### *Policyholders' benefits*

###### *保單持有人利益*

Policyholders' benefits include maturities, annuities, surrenders and death claims, and policyholder bonuses allocated in anticipation of a bonus declaration. Maturity and annuity claims are recognised as an expense when due for payment. Surrender claims are recognised when paid. Death claims are recognised when notified.

保單持有人利益包括到期、年金、退保及死亡賠款，以及按預期將宣派的花紅配發予保單持有人的花紅。到期及年金賠款於到期付款時確認為開支。退保賠款於支付時予以確認。死亡賠款於獲得通知時予以確認。

###### *Life insurance funds*

###### *壽險責任準備金*

Provisions for life insurance contracts other than linked life insurance contracts are determined using the net premium approach, in which the assumptions used in assessing the actuarial valuation of life insurance funds reflect management's assessment of the most likely outcome of future policy cash flows subject to reasonable and prudent allowances, and a deferral approach on the acquisition costs related to the acquisition of new business, including but not limited to commissions, underwriting, marketing and policy issue expenses, in so far as there are sufficient margins in the future premiums of the new policies to fund the amortisation of the acquisition costs over the life time of the policies. Profits are expected to emerge on a level basis over the life of the insurance contracts.

除投資相連壽險合約以外的壽險合約準備金乃以淨保費計算法釐定，即用作計算將來壽險責任準備金的精算估值之假設是管理層作出合理及謹慎的預算後，對未來保單現金流量最可能出現情況的評估；以及採用遞延方法處理取得新業務的相關成本，包括但不限於佣金、包銷、市場推廣及簽發保單之費用；只要新保單的未來保費收入所得利潤足以支付收購成本在保單期內的分攤。溢利預計將會在保險合約期內平均計入。

###### *Unearned premium provisions*

###### *未到期責任準備金*

The unearned premium provisions represent the portion of the premiums written relating to the unexpired terms of coverage.

未到期責任準備金是指已承保保費有關未到期條款的涵蓋範圍部份。

###### *Investment contracts*

###### *投資合約*

Investment contracts without DPF are recognised as financial liabilities in the balance sheet at fair value when the group becomes a party to their contractual provisions. Contributions received from policyholders are not recognised in the income statement but are accounted for as deposits.

倘本集團成為非酌情分紅型投資合約合約條款內的一方，則該等合約的公允價值將於資產負債表中須確認為財務負債。自保單持有人收取的供款不在損益表中確認，惟以按金列賬。

All investment contracts issued by the group are designated by the group on initial recognition as fair value through profit or loss. This designation eliminates or significantly reduces a measurement inconsistency that would otherwise arise if these financial liabilities were not measured at fair value.

本集團簽發的所有投資合約，本集團將指定於初始確認時按通過損益以反映公允價值列賬。指定以此方式列賬後可消除或大幅減少當該等財務負債不以公允價值計量時而產生的不一致。

Changes in the fair value of investment contracts are included in the income statement in the period in which they arise.

投資合約的公允價值變動乃於其產生期間的損益表列賬。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (d) Recognition and measurement of contracts (Continued)

##### (ii) Life insurance business (Continued)

###### Liability adequacy test

At each balance sheet date, liability adequacy tests are performed to determine if the life insurance funds are adequate. Current best estimates of all future contractual cash flows and related expenses, such as claims handling expenses, and investment income from assets backing the life insurance funds are used in performing these tests. Any deficiency is recognised in the income statement for the current year.

###### Embedded derivatives in insurance contracts

The group has taken advantage of the exemptions available in HKFRS 4, Insurance Contracts, not to separate and fair value a policyholder's option to surrender an insurance contract for a fixed amount (or for an amount based on a fixed amount and an interest rate) even if the exercise price differs from the carrying amount of the host insurance liability, and not to separate and fair value options to surrender insurance contracts with DPF.

##### (iii) Reinsurance

The group cedes reinsurance in the normal course of business for the purpose of limiting its net loss potential through the diversification of its risks. Assets, liabilities, income and expense arising from ceded reinsurance contracts are presented separately from the assets, liabilities, income and expense from the related insurance contracts because the reinsurance arrangements do not relieve the group from its direct obligations to its policyholders.

Only contracts that give rise to a significant transfer of insurance risk are accounted for as reinsurance contracts. Rights under contracts that do not transfer significant insurance risk are accounted for as financial instruments.

Premiums ceded to reinsurers are recognised as an expense on a basis that is consistent with the recognition basis for the gross premiums written on the related insurance contracts. For the reinsurance business, premiums ceded to reinsurers are expensed over the period that the reinsurance cover is provided based on the expected pattern of the reinsured risks. The unexpensed portion of premiums ceded to reinsurers is included in the reinsurers' share of unearned premium provisions.

### 1 主要會計政策及會計政策改變 (續)

#### (d) 合約確認及計量 (續)

##### (ii) 壽險業務 (續)

###### 負債充足性測試

於各結算日，本集團均會進行負債充足性測試，以確定壽險責任準備金是否充足。在進行該等測試時，將採用目前對例如賠款處理費用等所有將來的合約現金流及相關費用的當期最佳估計以及就壽險責任準備金所持資產的投資收入。任何虧絀會於當年的損益表內確認。

###### 嵌入在保險合約的衍生工具

本集團利用香港財務報告準則第4號「保險合約」的豁免，即使保單持有人之保險合約定額退保選擇權（或基於定額及利率的數額）的行使價與主保險合約負債的賬面值有所差異，此退保選擇權無需與主保險合約負債分離及按公允價值調整。至於酌情分紅型保險合約的退保選擇權亦無需與主保險合約負債分離及按公允價值調整。

##### (iii) 再保險

本集團在日常業務過程中會分出再保險以分散風險，限制其潛在賠款淨額。已分出的再保險合約所產生的資產、負債、收入及開支與有關保險合約的相關資產、負債、收入及開支分開呈列，原因為再保險安排並無解除本集團對保單持有人的直接責任。

只有引致保險風險大部份轉移的合約，方可列作再保險合約。合約下並無轉移大部份保險風險的權利列作金融工具。

保費之再保份額乃根據有關保險合約的毛承保保費的確認基準確認為開支。就再保險業務而言，保費之再保份額根據預期再保險風險種類於相關再保險承保期間予以支銷。保費之再保份額中未支銷部份計入分保公司應佔未到期責任準備金。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (d) Recognition and measurement of contracts (Continued)

##### (iii) Reinsurance (Continued)

The net amounts of premiums ceded to reinsurers paid to a life reinsurer at the inception of a contract may be less than the reinsurers' share of life insurance funds recognised by the group in respect of its rights under such contracts. Any difference between the premiums ceded to reinsurers and the reinsurers' share of life insurance funds recognised is included in the income statement in the period in which the premiums ceded to reinsurers are due.

The amounts recognised as the reinsurers' share of life insurance funds are measured on a basis that is consistent with the measurement of the provisions held in respect of the related insurance contracts.

Recoveries due from reinsurance companies in respect of claims paid are classified as receivables and are included within the insurance debtors in the balance sheet.

Recoveries due from reinsurance companies are assessed for impairment at each balance sheet date. An asset is deemed impaired if there is an objective evidence, as a result of an event that occurred after its initial recognition, that the group may not recover all amounts due, and that the event has a reliably measurable impact on the amounts that the group will receive from the reinsurer.

#### (e) Subsidiaries and minority interests

Subsidiaries are entities controlled by the group. Control exists when the group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

### 1 主要會計政策及會計政策改變 (續)

#### (d) 合約確認及計量 (續)

##### (iii) 再保險 (續)

於履行合約時，付予壽險再保險公司的保費之再保份額可能低於其應佔本集團就相關合約的權利確認的壽險責任準備金。保費之再保份額與再保險公司應佔已確認壽險責任準備金之間的任何差額，於保費之再保份額到期時所在期間的損益表列賬。

確認再保險公司應佔壽險責任準備金的數額乃按就有關保險合約所作準備的計量方法計量。

就已付索賠應收再保險公司的回撥款項歸類為應收賬款，並在資產負債表內列為保險客戶應收賬款。

於各結算日，應收再保險公司的回撥款項均會進行減值評估。倘有客觀證據顯示，於該資產初次被確認後發生了一些事項，令本集團不可收回全部到期款項，以及該事項可對本集團自再保險公司所收取金額造成能可靠地計量的影響，則相關資產會被視為出現減值。

#### (e) 附屬公司及少數股東權益

附屬公司為集團所控制之實體。當集團有權決定該實體的財務及經營業務從而獲取利益，控制權被確認。在評估控制權時，現存並可行使的潛在投票權已計算在內。

由控制開始至控制終止期間，附屬公司投資是綜合於綜合財務報表內。集團內部往來的餘額及交易，以及由集團內交易引致的未變現溢利，於編製綜合財務報表時全部抵銷。由集團內交易引致的未變現虧損，以適用於未變現收益的相同方式作抵銷，但抵銷時必須確保不存在減值迹象。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (e) Subsidiaries and minority interests (Continued)

Minority interests represent the portion of the net assets of subsidiaries attributable to interests that are not owned by the company, whether directly or indirectly through subsidiaries, and in respect of which the group has not agreed any additional terms with the holders of those interests which would result in the group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Minority interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the company. Minority interests in the results of the group are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between the minority interests and the equity shareholders of the company.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the group's interest is allocated all such profits until the minority's share of losses previously absorbed by the group has been recovered.

In the company's balance sheet, an investment in a subsidiary is stated at cost less impairment losses (see note 1(o)).

#### (f) Associates

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

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition change in the group's share of the associate's net assets, 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 associates for the year, including any impairment loss on goodwill relating to the investment in associates recognised for the year (see note 1(o)).

### 1 主要會計政策及會計政策改變 (續)

#### (e) 附屬公司及少數股東權益 (續)

少數股東權益是指，不論是直接或間接地通過附屬公司，並不屬於公司在附屬公司所擁有的權益而集團未與該權益持有者達成任何附加協議，致令集團整體上對該等權益產生符合財務負債定義的法定義務。少數股東權益在綜合資產負債表及綜合股東權益變動表內的股東權益列示，但與股東應佔權益分開。少數股東權益在集團全年業績所佔部份亦在損益表上。少數股東權益佔集團年度內溢利或虧損在綜合損益表表面以分配為少數股東權益及股東應佔權益形式呈報。

倘少數股東於附屬公司應佔之虧損超出少數股東於該附屬公司應佔之權益，超出之數額及任何少數股東應佔之進一步虧損，將計入本集團之權益，除非少數股東受責任約束並有能力作出額外投資以彌補虧損。倘該附屬公司日後錄得溢利，本集團之權益將獲分配所有該等溢利，直至本集團以往承受之少數股東應佔虧損已被彌補。

在本公司的資產負債表中，附屬公司投資是以成本減去減值虧損(附註1(o))列賬。

#### (f) 聯營公司

聯營公司是本集團或本公司可以對其管理層發揮重大影響力的公司，包括參與制定其財務及經營政策，但不能控制或共同控制其管理層。

於聯營公司的投資在最初產生時按權益會計法以成本記入綜合財務報表，然後就收購後本集團所佔聯營公司資產淨值的變動作出調整，除非此投資被歸類為持有作出售(或包括在出售組別內被歸類為持有作出售)。綜合損益表包括本集團應佔購入聯營公司權益後年度除稅後之業績，及減除有關年度內聯營公司投資的商譽減值虧損(附註1(o))。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (f) Associates (Continued)

When the group's share of losses exceeds its interest in the associates, the group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the group 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.

Unrealised profits and losses resulting from transactions between the group and its associates are eliminated to the extent of the group's interest in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in the income statement.

In the company's balance sheet, its investments in associates are stated at cost less impairment losses (see note 1(o)).

#### (g) Goodwill

Goodwill represents the excess of the cost of a business combination or an investment in an associate over the group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 1(o)). In respect of associates, the carrying amount of goodwill is included in the carrying amount of the interest in the associate.

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

On disposal of a cash generating unit or an associate during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

### 1 主要會計政策及會計政策改變 (續)

#### (f) 聯營公司 (續)

除不超出本集團對該聯營公司所作具法律或推定義務或替該公司償付的承擔外，當本集團應佔該聯營公司的虧損超出本集團應佔該聯營公司之權益時，超出的虧損將不被確認，而本集團應佔該聯營公司之權益將被減值至零。為此，按權益會計法計算本集團應佔該聯營公司權益即按權益會計法計算投資賬面值及實質構成本集團應佔該聯營公司淨資產的長期權益。

本集團與聯營公司之間的交易產生的未變現盈虧，按本集團於該聯營公司所佔的權益抵銷，但若未變現虧損顯示所轉讓的資產出現減值，則未變現虧損會即時在綜合損益表內確認。

本公司資產負債表所示於聯營公司的投資，是按成本減去減值虧損入賬(附註1(o))。

#### (g) 商譽

商譽即商業合併或投資聯營公司的成本超過本集團應佔被收購者的可辨別資產、負債及或然負債的公允淨值。

商譽按成本減累計減值虧損列賬。商譽被分配至現金生產單位，並須每年作減值測試(附註1(o))。就聯營公司而言，商譽的賬面值已包括於聯營公司權益之賬面值內。

若本集團應佔被收購者的可辨別資產、負債及或然負債的公允淨值高於商業合併或投資聯營公司時的成本價，超出的金額立即在損益表確認。

在年度內出售單一現金生產單位或聯營公司，計算出售溢利或虧損時計入任何可歸屬購入商譽的金額。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (h) Investments in debt and equity securities

The group's and the company's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and jointly controlled entities, are as follows:

Investments in debt and equity securities are initially stated at cost, which is their transaction price unless fair value can be more reliably estimated using valuation techniques whose variables include only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

##### (i) Securities designated at fair value through profit or loss

Securities designated at fair value through profit or loss are financial instruments which on initial recognition are designated by the group as being at fair value through profit or loss.

A security is classified in this category if it meets the criteria set out below, and is so designated by management. The group designates securities at fair value through profit or loss because the designation:

- (1) eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases; or
- (2) applies to a group of financial assets, financial liabilities or both that is managed and its performance evaluated on a fair value basis, in accordance with the group's documented risk management or investment strategy, and where information about these instruments are provided internally on that basis to the group's key management personnel; or
- (3) relates to securities containing one or more embedded derivatives which significantly modify the cash flows resulting from the securities, and which would otherwise require separate accounting.

Financial assets and financial liabilities so designated are recognised initially at fair value with transaction costs taken directly to the income statement. Gains and losses from changes in the fair value of such assets and liabilities are recognised in the income statement as they arise.

### 1 主要會計政策及會計政策改變 (續)

#### (h) 債務及股本證券投資

有關本集團及本公司的債務及股本證券(不包括於附屬公司、聯營公司及共同控制實體之投資)投資之政策如下:

於債務及股本證券之投資初步按成本列賬。成本即其交易價,除非可以用估值技巧(其變數僅包括可觀察市場之數據)更可靠地估計其公允價值。成本包括應計交易成本,惟下文所指定者除外。該等投資其後按下列方式列賬,惟需視乎其類別而定:

##### (i) 指定為通過損益以反映公允價值的證券

指定為通過損益以反映公允價值的證券是被本集團初始確認為通過損益以反映公允價值的金融工具。

符合下列準則的證券均會撥歸這個類別,管理層亦按此定值。本集團可通過損益按公允價值對金融工具訂值,乃基於下列原因:

- (1) 若按不同基準計算金融資產或金融負債的價值,或確認其收益及虧損,便會出現前後不一致的金額或確認數值,按公平訂值可以消除或大幅減少這種不一致的情況;或
- (2) 若根據明文規定的風險管理或投資策略,有一組金融資產、金融負債或一組金融資產及負債需按公允價值基準管理及評估表現,而內部亦根據該基準向主要管理人員呈報該組金融工具的資訊,則公平訂值適用;或
- (3) 牽涉的證券內含一種或多種隱含嵌入式衍生工具,會大幅改變證券產生的現金流及或需獨立會計處理。

金融資產和金融負債最初按公允價值列賬加上交易費用直接記入損益表。因該資產和負債的公允價值變動而產生的收益及虧損在損益表內確認。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (h) Investments in debt and equity securities (Continued)

##### (ii) Held-to-maturity securities

Dated debt securities that the group and/or the company have the positive ability and intention to hold to maturity are classified as held-to-maturity securities. Held-to-maturity securities are stated in the balance sheet at amortised cost less impairment losses (see note 1(o)).

##### (iii) Available-for-sale securities

Investments in securities which do not fall into any of the above categories are classified as available-for-sale securities. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised directly in equity, except foreign exchange gains and losses resulting from changes in the amortised cost of monetary items such as debt securities which are recognised directly in the income statement. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in the income statement. When these investments are derecognised or impaired (see note 1(o)), the cumulative gain or loss previously recognised directly in equity is recognised in the income statement.

Investments are recognised/derecognised on the date the group commits to purchase/sell the investments or they expire.

Investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the balance sheet at cost less impairment losses (see note 1(o)).

#### (i) Sales and repurchase agreements

Securities sold under repurchase agreements represent short-term finance arrangements secured by the securities sold. The securities remain on the balance sheet and a liability is recorded in respect of the consideration received. Interest is calculated based upon the effective interest method.

Conversely, securities purchased under resale agreements represent short-term investment arrangements secured by the securities purchased. The securities are not recognised on the balance sheet and the consideration paid is recorded as an asset. Interest is calculated based upon the effective interest method.

Both securities sold under repurchase agreements and securities purchased under resale agreements are carried in the balance sheet at amortised cost.

### 1 主要會計政策及會計政策改變 (續)

#### (h) 債務及股本證券投資 (續)

##### (ii) 持有至到期證券

本集團及本公司有肯定能力及意向持有至到期的有期債務證券，歸類為「持有至到期證券」。持有至到期證券按已攤銷成本減任何減值虧損後記入資產負債表(附註1(o))。

##### (iii) 可供出售證券

未有分類為以上類別的證券投資，歸類為可供出售證券。於每個結算日再計算其公允價值，任何收益或虧損，直接於權益內確認，但貨幣項目如債務證券的攤銷成本變化之外匯收益或虧損則直接在損益表內確認。如是帶息投資，利息按有效利率方法計算並確認在損益表內。當投資被終止確認或減值時(附註1(o))，過往直接確認於權益的累計收益或虧損，在損益表內確認。

確認/終止確認投資的日期為本集團承諾買入/出售該投資或該投資屆滿之時。

沒有活躍市場報價及其公允價值不能可靠地計量的股本證券投資，按成本減去減值虧損後確認在資產負債表內(參看附註1(o))。

#### (i) 賣出回購及買入返售合約

賣出回購證券指以所出售的證券作抵押之短期財務安排。該等證券仍留在資產負債表，並就所收取之代價記錄為負債。利息乃按有效利率方法計算。

相反，買入返售證券指以所購買的證券作抵押之短期投資安排。該等證券不會於資產負債表確認，而已支付的代價會記入流動資產。利息乃按有效利率方法計算。

賣出回購證券及買入返售證券是按已攤銷成本記入資產負債表。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (j) Investment property

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

Investment properties are stated in the balance sheet at fair value. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in the income statement. Rental income from investment properties is accounted for as described in note 1(v)(iii).

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 was held under a finance lease, and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases.

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 at fair value. Any difference between the fair value of the property at that date and its previous carrying amount is recognised in the income statement.

#### (k) Other property, plant and equipment

The following items of property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and impairment losses (see note 1(o)):

- land and buildings under which the fair values of the leasehold interest in the land and buildings cannot be measured separately at the inception of the lease; and
- other items of plant and equipment.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in the income statement on the date of retirement or disposal.

### 1 主要會計政策及會計政策改變 (續)

#### (j) 投資物業

土地及／或房屋若持有或以租約業權擁有，目的為賺取租金或實現資本增值為目的，列為投資物業。投資物業包括未明確日後用途之土地。

投資物業是以公允價值於資產負債表列示。因公允價值變更或報廢或出售而產生的損益在損益表內確認。投資物業租金收入按附註1(v)(iii)所述計算。

集團是根據個別情況，把以經營租賃方式持有用作租金收入或資本增值(或二者皆是)的物業權益分類為投資物業。任何已歸類為投資物業的物業權益，當作持有融資租賃入賬。其他根據融資租賃租出的投資物業，採用同一會計政策入賬。

修建或發展作日後用途的投資物業歸類為物業、機械裝置及設備，並按成本入賬直至完成建築或發展，然後按公允價值計轉分類為投資物業。任何物業的公允價值與賬面值之差額，在損益表內確認。

#### (k) 其他物業、機械裝置及設備

下列之物業、機械裝置及設備以成本減去累計折舊及減值虧損(附註1(o))後記入資產負債表：

- 其土地及樓宇租賃利益的公允價值不能夠在租賃初始時分開計量的土地及樓宇；及
- 其他機械裝置及設備。

由報廢或出售物業、機械裝置及設備項目收益或虧損是按出售所得淨額與項目賬面金額之間的差額釐定，並於報廢或出售日在損益表內確認。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (k) Other property, plant and equipment (Continued)

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

- Land and buildings are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion.
- Plant and machinery 10 years
- Other fixed assets 3 – 5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

#### (l) Operating lease charges

Where the group has the use of assets held under operating leases, payments made under the leases are charged to the income statement in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in the income statement as an integral part of the aggregate net lease payments made. Contingent rentals are charged to the income statement in the accounting period in which they are incurred.

#### (m) Insurance debtors, other debtors and amounts due from group companies

Insurance debtors, other debtors and amounts due from group companies are initially recognised at fair value and thereafter stated at amortised cost less allowance for impairment of bad and doubtful debts (see note 1(o)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of bad and doubtful debts.

#### (n) Insurance creditors, accrued charges and other creditors and amounts due to group companies

Insurance creditors, accrued charges and other creditors and amounts due to group companies are initially recognised at fair value and thereafter stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### 1 主要會計政策及會計政策改變 (續)

#### (k) 其他物業、機械裝置及設備 (續)

固定資產的折舊是根據下列分類，按預計可使用年期以直線法沖銷其成本或其項目估值減去其估計剩餘價值，如有：

- 土地及樓宇按尚餘租賃期及其估計可使用年期(以較短者為準)計提折舊，即於完成日期後不多於五十年
- 廠房及機器 十年
- 其他固定資產 三至五年

倘某物業、廠房及設備項目之部份有不同可使用年期，該項目之成本或估值須在各部份間按合理基準釐定，而各部份須分別計提折舊。資產及其剩餘價值之可使用年限(如有)，須每年檢討。

#### (l) 經營租賃費用

若本集團根據經營租賃使用資產，則根據租賃支付的金額按租賃期涉及的會計期間，以等額在損益表扣除，除非另有基準能更清楚地反映源自租賃資產的利益模式。經營租賃協議所涉及的激勵措施收入均在損益表列作租賃淨付款總額的一部份。或有租金則於產生的會計期內在損益表列支。

#### (m) 保險客戶應收賬款、其他應收賬款及應收集團內公司款項

保險客戶應收賬款、其他應收賬款及應收集團內公司款項在最初產生時以公允值確認，其後按已攤銷成本減去呆壞賬減值虧損入賬(參看附註1(o))。然而，如應收賬款是對關連人士的無固定還款期無息貸款或折算現值後的影響不大，則按成本減去呆壞賬減值虧損入賬。

#### (n) 保險客戶應付賬款、應計費用及其他應付賬款及應付集團內公司款項

保險客戶應付賬款、應計費用及其他應付賬款及應付集團內公司款項在最初產生時以公允值確認，其後按已攤銷成本入賬。然而，如折算現值後的影響不大，則按成本入賬。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (o) Impairment of assets

##### (i) Impairment of investments in debt and equity securities and other receivables

Investments in debt and equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities are not reversed.
- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material.

### 1 主要會計政策及會計政策改變 (續)

#### (o) 資產減值

##### (i) 債務及股本證券投資及其他應收款減值

債務及股本證券投資，當期及非當期應收款是以成本或已攤銷成本列賬或歸類為可供出售證券，並於每年結算日檢討，以釐定有否客觀證據可以證明需要減值。減值之客觀證據包括集團注意到以下一項或多項虧損事項之顯著數據：

- 債務人有重大財務困難；
- 違反合約，如拖欠償還利息或本金；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響；及
- 股本工具投資之公允價值大幅或長期下跌至低於其成本值。

如任何此等證據存在，任何減值虧損根據下列方法釐定及確認：

- 就按成本入賬的無報價股本證券而言，如果折算現值後的影響重大，減值虧損將按金融資產的賬面值及估計未來現金流按相同金融資產的現時市場回報率折算後，以二者之差額計算。股本證券的減值虧損並不會被撥回。
- 交易及其他當期應收款及其他金融資產的減值虧損按金融資產的賬面值及估計未來現金流按相同金融資產的現時市場回報率折算為現值，如折算後的影響重大，以二者之差額計算（即該資產在初始確認以有效利率計算）。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (o) Impairment of assets (Continued)

##### (i) Impairment of investments in debt and equity securities and other receivables (Continued)

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through the income statement. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

- For available-for-sale securities, the cumulative loss that has been recognised directly in equity is removed from equity and is recognised in the income statement. The amount of the cumulative loss that is recognised in the income statement is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in the income statement.

Impairment losses recognised in the income statement in respect of available-for-sale equity securities are not reversed through the income statement. Any subsequent increase in the fair value of such assets is recognised directly in equity.

Impairment losses in respect of available-for-sale 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. Reversals of impairment losses in such circumstances are recognised in the income statement.

##### (ii) Impairment of other assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- investments in subsidiaries and associates; and
- goodwill.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

### 1 主要會計政策及會計政策改變 (續)

#### (o) 資產減值 (續)

##### (i) 債務及股本證券投資及其他應收款減值 (續)

若在較後期間，減值虧損的金額減少而該減少是可客觀地與撇銷後發生的事件有關連，減值虧損沖回損益表內。減值虧損沖回損益表的金額不能超過假設該資產於往年從來未有確認減值虧損的賬面值。

- 就可供出售證券而言，已直接確認在股東權益內的累積虧損將被剔除，並於損益表內確認。須於損益表內確認累積虧損之金額，是購入價(減去任何本金償還及攤銷)與現時公允價值二者之差額，再減去往年已於損益表內確認的減值虧損。

有關已確認可供出售股本證券的減值虧損是不能沖回損益表的。其後該資產之公允價值增加須直接在股東權益內確認。

就可供出售債務證券而言，如其後該資產之公允價值增加，而該增加是可客觀地與確認減值虧損後發生的事件有關連，減值虧損可沖回。在此情況下，沖回減值虧損於損益表內確認。

##### (ii) 其他資產減值

於每個結算日均會審閱內部及外部資料，以衡量下列資產有否出現減值或，除商譽外，先前確認的減值虧損是否已不復存在或已經減少：

- 物業、廠房及設備；
- 附屬及聯營公司投資；及
- 商譽。

如任何此等徵兆存在，須估計該資產的可收回額。此外，不論是否有任何減值迹象，每年亦會估計商譽的可收回額。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

### 1 主要會計政策及會計政策改變 (續)

#### (o) Impairment of assets (Continued)

#### (o) 資產減值 (續)

##### (ii) Impairment of other assets (Continued)

##### (ii) 其他資產減值 (續)

###### (i) Calculation of recoverable amount

###### (i) 計算可收回金額

The recoverable amount of an asset is the greater of its net selling price 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 assessments of time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

資產的可收回金額以其銷售淨價和使用價值兩者中的較高數額為準。在評估使用價值時，會使用除稅前折讓率將估計未來現金流量折讓至現值。該折讓率應是反映市場當時所評估的貨幣時間價值和該資產的獨有風險。如果資產所產生的現金流入基本上不獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產類別(即現金產生單位)來釐定可收回金額。

###### (ii) Recognition of impairment losses

###### (ii) 減值虧損之確認

An impairment loss is recognised in the income statement whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

當資產的賬面值或其所屬的現金生產單位超過可收回金額時，須於損益表內確認減值虧損。有關確認現金生產單位減值虧損時，首先減低分配予現金生產單位(或其單位組別)之商譽賬面值，其後再按比例減低在該單位(或其單位組別)其他資產的賬面值，但該資產的賬面值不可低過其個別公允價值減出售成本或使用值(如可確定的話)。

###### (iii) Reversals of impairment losses

###### (iii) 減值虧損沖回

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

除商譽外的有關資產，如在用來釐定可收回金額的估計發生有利的變化，則減值虧損會被沖回。商譽的減值虧損不可沖回。

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the income statement in the year in which the reversals are recognised.

減值虧損沖回只局限至該資產的賬面值，猶如該等減值虧損從未在往年被確認。減值虧損沖回在該被確認的年度計入損益表內。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the group's cash management are also included as a component of cash and cash equivalents for the purpose of the cash flow statement.

#### (q) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in the income statement over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

#### (r) Employee benefits

##### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

##### (ii) Share based payments

The fair value of share options and awarded shares granted to employees is recognised as an employment cost with a corresponding increase in the employee share-based compensation reserve within equity. In respect of share options, the fair value is measured at grant date using the Black Scholes pricing model, taking into account the terms and conditions upon which the options were granted. In respect of awarded shares, the fair value is based on the consideration paid and any directly attributable incremental costs. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options and awarded shares, the total estimated fair value of the share options and awarded shares is spread over the vesting period, taking into account the probability that the share options and awarded shares will vest.

### 1 主要會計政策及會計政策改變 (續)

#### (p) 現金及現金等價物

現金及現金等價物包括銀行現金及手頭現金、存置於銀行及其他金融機構之即時存款、可隨時兌換作已知現金金額的短期且有高度流動性的投資，該等投資的到期日為其收購日期起三個月內，且受輕微價值變動的風險所影響。於要求時償還的銀行透支組成本集團的現金管理的一部份，亦就現金流量表而計入現金及現金等價物一部份。

#### (q) 需付息借款

需付息借款在最初確認時按公允價值減去應佔交易費用。最初確認後，須付息借款按攤銷成本列賬，而最初確認數額與贖回價值之差額，加上任何利息及應付費用，按有效利率方法計算於借款期內在損益表中確認。

#### (r) 僱員福利

##### (i) 短期僱員福利及已訂定退休供款計劃供款

僱員所提供的服務有關的薪金、年度花紅、有薪假期、已訂定退休供款計劃供款及非金錢利益的成本均累計在年度內。倘有任何遞延付款或還款而帶有重大影響，則該等金額乃以其現值列賬。

##### (ii) 股份為本支付

賦予員工的認股權及獎授股份之公允價值被確認為員工成本，並在股東權益內的以股份為本之僱員補償儲備作相應的增加。有關認股權之公允價值乃採用Black Scholes認股權定價模式，按認股權授予日及授予認股權的條款而計算。至於獎授股份方面，其公允價值是已支付之代價，包括所有直接有關增量成本。當僱員須符合歸屬期條件才可無條件享有該等認股權及獎授股份，認股權及獎授股份的預計公允價值總額在歸屬期內攤分入賬，並已考慮認股權及獎授股份歸屬的或然率。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (r) Employee benefits (Continued)

##### (ii) Share based payments (Continued)

During the vesting period, the number of share options and awarded shares that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the income statement for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the employee share-based compensation reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options and awarded shares that vest (with a corresponding adjustment to the employee share-based compensation reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the company's shares.

The equity amount is recognised in the employee share-based compensation reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

#### (s) Income tax

- (i) Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in the income statement except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.
- (ii) Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

### 1 主要會計政策及會計政策改變 (續)

#### (r) 僱員福利 (續)

##### (ii) 股份為本支付 (續)

估計可歸屬認股權及獎授股份的數目須在歸屬期內作出檢討。除非原本支出符合資產確認之要求，任何已在往年確認的累積公允價值之調整須在檢討期內的損益表支銷或回撥，並在以股份為本之僱員補償儲備作相應調整。在歸屬日，除非因未能符合歸屬條件引致權利喪失純粹與本公司股份的市價有關，確認為支出之金額按歸屬認股權及獎授股份的實際數目作調整（並在以股份為本之僱員補償儲備作相應調整）。

屬股東權益的金額在以股份為本之僱員補償儲備確認，直至當認股權被行使時（轉入股本溢價），或當認股權之有效期屆滿時（轉入保留溢利）。

#### (s) 利得稅

- (i) 年度的利得稅包括當期稅項及遞延稅項資產及負債的變動。除該項目應在股東權益內入賬的數額外，當期稅項及遞延稅項資產及負債的變動確認在損益表內。
- (ii) 當期稅項是本年度應課稅收入所預計的應付稅款，並包括前年度應付稅款的任何調整數，所用的稅率已在結算日有規定或已有頒令實施。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (s) Income tax (Continued)

- (iii) Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination).

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

### 1 主要會計政策及會計政策改變 (續)

#### (s) 利得稅 (續)

- (iii) 遞延稅項資產及負債是指由於財務報表與稅項基準的資產及負債的賬面值有差異，而差異的產生是由於可扣減及應課稅額出現暫時性差異。遞延稅項資產的產生亦由於有尚未使用的稅項虧損及稅項抵免。

除了某此有限度的例外情況外，所有遞延稅項負債，及未來會出現應課稅利潤並可以將該資產使用的所有遞延稅項資產，均會被確認。用以支持確認遞延稅項資產的未來應課稅利潤是由可扣減暫時性差異所產生，並包括將現有的應課稅額暫時性差異轉回，惟該等差異須來自同一稅務機構及同一應課稅實體，並預計與現有課稅額暫時性差異所預期轉回發生在同一時期，或在遞延稅項資產所產生的稅項虧損是在可以向前或往後撥轉的期限之內。同樣的準則將應用於確定現有應課稅暫時性差異是否支持確認由尚未使用的稅項虧損及減免所產生的遞延稅項資產，即會考慮該等差異是否來自同一稅務機構及同一應課稅實體，並是否預期該等差異的轉回與稅項虧損及減免發生在同一時期或期限之內。

對確認遞延資產及負債所指的例外情況，是指由於不能用作減稅的商譽而引致的暫時性差異，在首次確認資產或負債時，不論會計上或應課稅的利潤均未受其影響（但不可屬業務合併部份）。

遞延稅項所確認的金額是以資產及負債的賬面值按預期可以變現或清理值計算。所用的稅率已在結算日有規定或已有頒令實施。遞延稅項資產及負債均未有貼現計算。

遞延稅項資產的賬面值會於每年結算日檢討。當出現並不可能產生足夠應課稅利潤使用相關的稅項益處時，則會將該稅項資產調低。而當再出現有足夠應課稅利潤可供使用時，已調低的金額會被撥回。

由派發股息引起的額外所得稅在有關股息的支付責任獲確立時確認。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (s) Income tax (Continued)

(iv) Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if the company or the group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the company or the group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

#### (t) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the group or company has a legal or constructive obligation arising as a result of a past event, 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.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits 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.

### 1 主要會計政策及會計政策改變 (續)

#### (s) 利得稅 (續)

(iv) 當期稅項及遞延稅項結餘，及當中的變動，均會分別列示而不會對沖。如果及祇有，當本公司或本集團，在法律上有可行使的權利將當期稅項資產抵銷當期負債，則當期稅項資產會對當期負債，而遞延稅項資產會對遞延負債。然而仍需符合下列額外的條件：

- 有關當期稅項資產及負債，本公司或本集團有意採用淨額基準來結算，或會將資產變現及同時用以支付負債；或
- 有關遞延稅項資產及負債，若由相同的稅務機構徵收的利得稅是向：
  - 同一應課稅實體；或
  - 不同應課稅實體，而在將來每個期間，預期會有重大遞延稅項負債或資產金額結付或收回，並有意採用淨額基準來結算，或會採用變現後即時支付方式進行。

#### (t) 準備及或然負債

倘若本集團或本公司須就已發生的事件承擔法律或推定義務，而履行該義務預期會導致含有經濟效益的資源外流，並可作出可靠的估計，便會就該時間或數額不定的負債計提準備。如果貨幣時間價值重大，則按預計履行義務所需資源的現值計列準備。

倘若含有經濟效益的資源外流的可能性不大，或是無法對有關數額作出可靠的估計，便會將該義務披露為或然負債；但假如這類資源外流的可能性極低則除外。須視乎某宗或多宗未來事件是否發生才能確定存在與否的潛在義務，亦會披露為或然負債；但假如這類資源外流的可能性極低則除外。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (u) Trust accounts

No account of assets held or liabilities incurred by the group or the company as trustee has been included.

#### (v) Revenue recognition

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 in the income statement as follows:

##### (i) Earned premiums from insurance contracts

The accounting policies for the recognition of revenue from insurance contracts are disclosed in note 1(d).

##### (ii) Policy fee income from investment contracts

Fees are recognised in the period in which the services are provided.

##### (iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in the income statement in equal instalments 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 the 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.

##### (iv) Income from asset management and insurance intermediary businesses

Income from asset management and insurance intermediary businesses is recognised when the service is rendered.

##### (v) Dividends

- Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

##### (vi) Interest income

Interest income is recognised as it accrues using the effective interest method.

### 1 主要會計政策及會計政策改變 (續)

#### (u) 信託賬項

本賬項並不包括本集團或本公司以受託人方式持有的資產或承擔的負債。

#### (v) 收入確認

收入是在經濟效益預期會流入本集團，以及能夠可靠地計算收入和成本(如適用)時，根據下列方法在損益表中確認：

##### (i) 保險合約已賺取保費

有關確認保險合約收益的會計政策，詳情載於附註1(d)。

##### (ii) 投資合約的保單費收入

費用在提供服務期間確認。

##### (iii) 經營租賃的租金收入

經營租賃的應收租金收入於相關租賃期的會計期間內，以等額在損益表內確認，除非另有基準能更清楚地反映源自運用租賃資產的利益模式。經營租賃協議涉及的激勵機制在損益表內列作應收租賃淨付款總額的一部份。或然租金在產生的會計期間內確認為收入。

##### (iv) 資產管理及保險中介業務的收入

資產管理及保險中介業務的收入在提供服務時確認。

##### (v) 股息

- 非上市投資的股息收入在股東收取款項的權利確立時確認。
- 上市投資的股息收入在投資項目的股價除息時確認。

##### (vi) 利息收入

利息收入乃按有效利率方法不斷累計確認。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (w) Translation of foreign currencies

Foreign currency transactions during the year are translated into Hong Kong dollars at the exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into Hong Kong dollars at the exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in the income statement.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated into Hong Kong dollars using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into Hong Kong dollars using the foreign exchange rates ruling at the dates the fair value was determined.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximately the foreign exchange rates ruling at the dates of the transactions. Balance sheet items are translated into Hong Kong dollars at the foreign exchange rates ruling at the balance sheet date. The resulting exchange differences are recognised directly in a separate component of equity. Goodwill arising on consolidation of a foreign operation acquired is translated into Hong Kong dollars at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

On disposal of a foreign operation, the cumulative amount of the exchange differences recognised in equity which relate to that foreign operation is included in the calculation of the profit or loss on disposal.

#### (x) Derivative financial instruments

Derivative financial instruments are recognised initially at fair value. At each balance sheet date the fair value is remeasured. The gain or loss on remeasurement to fair value is charged immediately to the income statement.

An embedded derivative is a component of a hybrid (combined) instrument that includes both the derivative and a host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. The embedded derivatives are separated from the host contract and accounted for as a derivative when (a) the economic characteristics and risks of the embedded derivative are not closely related to the host contract; and (b) the hybrid (combined) instrument is not measured at fair value with changes in fair value recognised in the income statement. When the embedded derivative is separated, the host contract is accounted for in accordance with note 1(h) above.

### 1 主要會計政策及會計政策改變 (續)

#### (w) 外幣換算

年內的外幣交易按交易日的匯率換算為港幣。以外幣為單位的貨幣性資產及負債則按結算日的匯率換算為港幣。匯兌收益及虧損均已記錄在損益表內。

按歷史成本以外幣計值之非貨幣資產及負債按交易日之匯率換算為港幣。以外幣計值並以公允值列賬之非貨幣資產與負債按釐定公允值當日之外幣匯率換算為港幣。

海外業務之業績按交易日之匯率折算為港幣。資產負債表項目按結算日之匯率折算為港幣。產生之匯兌差額直接在股東權益內以一獨立組成部份確認。因收購海外業務而在綜合時所產生之商譽按收購海外業務日之匯率折算為港幣。

出售海外業務時，在權益內確認並與該海外業務相關之匯兌差額累計金額在計算出售損益時包括在內。

#### (x) 衍生金融工具

衍生金融工具初始按公允價值確認，並於結算日重算，重算公允價值的收益或虧損立即記入損益表內。

嵌入式衍生工具屬於一種混合(結合)式工具的組成部份，該工具包括衍生工具及一主合約，並可改變該結合式工具的現金流，其作用類似一張獨立的衍生工具。當(a)該嵌入式衍生工具的經濟特性及風險與主合約並非緊密關連的；及(b)混合(結合)式工具並非按公允價值計量及將公允價值變動於損益表內確認，嵌入式衍生工具將與主合約分開並按衍生工具入賬。當嵌入式衍生工具被分開處理，主合約根據上述附註1(h)入賬。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (y) Borrowing costs

Borrowing costs are expensed in the income statement in the period in which they are incurred.

#### (z) Related parties

For the purposes of these financial statements, a party is considered to be related to the group if:

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the group or exercise significant influence over the group in making financial and operating policy decisions, or has joint control over the group;
- (ii) the group and the party are subject to common control;
- (iii) the party is an associate of the group or a joint venture in which the group is a venturer;
- (iv) the party is a member of key management personnel of the group or the group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the group or of an entity that is a related party of the group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

#### (aa) Shares held for Share Award Scheme

Where the shares of the company are acquired under the Share Award Scheme, the consideration paid, including any directly attributable incremental costs, is presented as "Shares held for Share Award Scheme" and deducted from total equity.

### 1 主要會計政策及會計政策改變 (續)

#### (y) 借款費用

借款費用在實際產生費用之時在損益表上列支。

#### (z) 關連人士

就編製本財務報表而言，有關人士即被視為本集團的關連人士，如：

- (i) 該人士有能力直接或間接透過一個或多個中介人控制，或可發揮重大影響本集團的財務及經營決策，或共同控制本集團；
- (ii) 本集團及該人士均受共同控制；
- (iii) 該人士屬本集團的聯營公司；
- (iv) 該人士屬本集團主要管理人員的成員、或屬個人的近親家庭成員、或受該等個人人士控制、或共同控制或重大影響的實體；
- (v) 該人士如屬(i)所指的近親家庭成員或受該等個人人士控制、或共同控制或重大影響的實體；或
- (vi) 屬提供福利予本集團或與本集團關聯的實體的僱員離職後福利計劃。

個人的近親家庭成員指可影響，或受該個人影響，他們與該實體交易的家庭成員。

#### (aa) 為股份獎勵計劃而持有之股份

倘根據股份獎勵計劃下購入的公司股份，已支付之代價，包括所有直接有關的增量成本，被提出作為「為股份獎勵計劃而持有之股份」並從總權益中扣除。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### (ab) Segment reporting

A segment is a distinguishable component of the group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the group's internal financial reporting system, the group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format for the purposes of these financial statements.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group entities within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, tax balance, corporate and financing expenses.

### 1 主要會計政策及會計政策改變 (續)

#### (ab) 分類匯報

分類是指本集團內可明顯區分的組成部份，並且負責提供單項產品或服務(業務分類)，或在一個特定的經濟環境中提供產品或服務(地區分類)。每個分類所承擔的風險和所獲享的回報，均與其他分類有別。

就本財務報告而言，按照本集團的內部財務報表模式，本集團選擇以業務分類為報表分類信息的主要形式，而地區分類則是次要的分類報表形式。

分類收入、支出、經營成果、資產及負債包含直接歸屬某一分類，以及可按合理的基準分配至該分類的項目的數額。分類收入、支出、資產及負債包含須在編製綜合賬項時抵銷的集團內部往來的餘額和集團內部交易；但同屬一個分類的集團企業之間的集團內部往來的餘額和交易則除外。分類之間的轉移事項定價按與其他外界人士相若的條款計算。

分類資本開支是指在期內購入預計可於超過一個會計期間使用的分類資產(包括有形和無形資產)所產生的成本總額。

未能分配至分類的項目主要包括財務及企業資產、帶息借款、借款、稅項結餘、企業和融資支出。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 1 SIGNIFICANT ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (Continued)

#### CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a number of new and revised HKFRSs and Interpretations that are first effective or available for early adoption for the current accounting period of the group and the company.

There have been no significant changes to the accounting policies applied in these financial statements for the years presented as a result of these developments. However, as a result of the adoption of HKFRS 7, Financial instruments: Disclosures and the amendment to HKAS 1, Presentation of financial statements: Capital disclosures, there have been some additional disclosures provided as follows:

As a result of the adoption of HKFRS 7, the financial statements include expanded disclosure about the significance of the group's financial instruments and the nature and extent of risks arising from those instruments, compared with the information previously required to be disclosed by HKAS 32, Financial instruments: Disclosure and presentation. These disclosures are provided throughout these financial statements, in particular in note 2.

The amendment to HKAS 1 introduces additional disclosure requirements to provide information about the level of capital and the group's and the company's objectives, policies and processes for managing capital. These new disclosures are set out in note 2(g).

Both HKFRS 7 and the amendment to HKAS 1 do not have any material impact on the classification, recognition and measurement of the amounts recognised in the financial statements.

The group has not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 49).

### 1 主要會計政策及會計政策改變 (續)

#### 會計政策改變

香港會計師公會頒布了若干自本會計年度起生效或可供本集團和本公司提前採納的新增及經修訂之香港財務報告準則及詮釋。

採納該等新增及經修訂之香港財務報告準則，對適用於本財務報表所列示之會計年度未有重大影響。不過，由於採納香港財務報告準則第7號「金融工具：披露」及香港會計準則第1號之修訂「財務報告之呈列：資本披露」之規定，有一些新增披露如下：

由於香港財務報告準則第7號之採納，與過去香港會計準則第32號「金融工具：披露及呈列」要求披露的資料相比，財務報表包括有關集團金融工具之重要性及金融工具之性質及風險在內之經擴展披露事項。該等披露載列於財務報表全文，尤其是附註2。

香港會計準則第1號之修訂引入一些新增有關披露本集團及本公司的資本程度和資本管理的目標、制度及有關程序。該等新增加的披露見附註2(g)。

香港財務報告準則第7號及香港會計準則第1號之修訂對本財務報表內的賬目分類、確認和計量未有重大影響。

本集團沒有採納任何在本會計年度尚未實施的新準則或詮釋(參看附註49)。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

## 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT

## 2 保險、財務及資本風險管理

### (a) Risk management objectives, policies and processes for mitigating insurance risk

The group is principally engaged in the underwriting of reinsurance business around the world and life insurance business in the PRC. The group's management of insurance and financial risk is a critical aspect of the business. Insurance risks are managed through the application of various policies and procedures relating to underwriting, pricing, claims and reinsurance as well as experience monitoring.

The group uses several methods to assess and monitor insurance risk exposures both for individual types of risks insured and overall risks. These methods include internal risk measurement models, sensitivity analyses and scenario analyses.

The theory of probability is applied to the pricing and provisioning for a portfolio of insurance contracts. The principal risk is that the frequency and severity of claims is greater than expected. Insurance events are, by their nature, random, and the actual number and size of events during any year may vary from those estimated using established statistical techniques.

### (b) Underwriting strategy

#### Reinsurance

The group's reinsurance portfolio is made up of a mix of business spreading across different geographic regions and classes, with emphasis towards Asian countries covering property damage, marine cargo and hull and miscellaneous non-marine classes. In addition to diversifying its underwriting portfolio, the group does not actively seek acceptance of any liability reinsurance business from customers operating outside the Asia Pacific region, in particular, the United States of America. In the Asia Pacific region, where these are core-markets of the group, liability reinsurance for motor, workers' compensation and general third party liability businesses are written on a limited scale in order to provide customers in the region with comprehensive reinsurance services.

#### Life insurance

The group operates its life insurance business in the PRC's life insurance market, offering a wide range of insurance products covering different types of individual and group life insurance, health insurance, accident insurance and annuity. With regard to the control of quality of the insurance policies underwritten, the group has formulated strict operational procedures on underwriting and claims settlement to control risks on insurance underwriting.

### (a) 風險管理目標及降低保險風險政策和步驟

本集團的主要業務為在全球各地承保再保險業務及在中國從事人壽保險業務。本集團的保險及財務風險管理乃主要業務領域。本集團藉應用各種與承保、定價、賠款及再保險以及經驗監測有關的政策及程序管理保險風險。

本集團採用多種方法評估及監測保險風險，包括個別類型的承保風險及整體風險。該等方法包括內部風險計量模式、敏感性分析及方案分析。

保險合約組合的定價及準備應用概率理論。主要風險為賠款次數及嚴重性超過預期。保險事件在性質上具有任意性，任何年度內事件的實際數目及結果可能與使用現行統計技術所估計者不同。

### (b) 承保策略

#### 再保險

本集團的一般再保險組合由涵蓋不同地區及類別的一系列業務類別組成，重點在於亞洲國家，包括財產損毀、貨運及船隻保險以及其他非海事保險。除多元化承保組合外，本集團並無積極從亞太地區以外(尤其是美國)營運的客戶尋求任何責任再保險業務。在亞太地區，即本集團的核心市場，本集團會有限度承保汽車責任再保險、工傷賠償及一般第三者責任險，為區內客戶提供全面再保險服務。

#### 人壽保險

本集團人壽保險業務營運於中國人壽保險市場，提供各種各樣的保險產品，包括不同類型的個人及團體人壽保險、健康險、意外險及年金。在承保的保單質量控制方面，本集團已設立嚴格的承保及理賠操作程序，以控制保險承保的風險。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (c) Reinsurance strategy

##### Reinsurance

The group purchases reinsurance protections in order to increase its underwriting capacity, to diversify its risk exposure and to harmonise its net retention exposure to avoid any significant adverse impact on its financial performance which may be caused by single or multiple catastrophic losses. The reinsurance protections are chosen after careful consideration of reinsurers' reputation and credit worthiness.

##### Life insurance

The group purchases reinsurance protection from other reinsurers in the normal course of business in order to limit the potential for losses arising from longer and concentrated exposures. In assessing the credit worthiness of reinsurers, the group takes into account, among other factors, ratings and evaluation performed by recognised credit rating agencies, their claims-paying and underwriting track record, as well as the group's past experience with them.

#### (d) Asset and liability matching

##### Reinsurance

A key aspect in the management of the group's risk is through matching the timing of cash flows from assets and liabilities.

The group actively manages its assets using an approach that balances quality, diversification, asset and liability matching, liquidity and investment return. The goal of the investment process is to maximise investment returns at a tolerable risk level, whilst ensuring that the assets and liabilities are managed on a cash flow and duration basis.

##### Life insurance

The objective of the group's asset and liability management is to match the group's assets with liabilities on the basis of duration. However, under the current regulatory and market environment in the PRC, the group is unable to invest in assets with a duration of sufficient length to match the duration of its life insurance liabilities. When the regulatory and market environment permits, the group intends to gradually lengthen the duration of its assets. The group monitors the duration gap between the assets and liabilities closely and prepares cash flow projection from assets and liabilities on a regular basis. Currently, the group intends to reduce the level of the asset-liability mismatch by:

- actively seeking to acquire longer dated fixed rate debt investments with an acceptable level of yield;
- upon the maturity dates of fixed rate debt investments, rolling over the proceeds to longer dated fixed rate debt investments;

#### (c) 再保險策略

##### 再保險

本集團購買再保險保障以提高承保能力、分散風險及平抑自留風險，避免個別或多次災難性損失可能嚴重打擊本集團的財務表現。選擇再保險保障時會審慎考慮再保險公司的聲譽及信用水平。

##### 人壽保險

本集團於日常業務過程中向其他再保險公司購買再保險保障，以限制因較長期及集中風險而產生的潛在損失。在評估再保險公司的信用水平時，本集團會考慮認可信用評級機構的評級及評估、以往賠款及承保記錄及與本集團以往的交易經驗等因素。

#### (d) 資產與負債配比

##### 再保險

本集團管理風險的主要範疇在於資產與負債的現金流動配比時間。

本集團通過平衡質素、多元組合、資產與負債配比、流動性與投資回報等方面的手段來積極管理資產。投資過程的目標是在可容忍的風險程度內將投資回報提升至最高水平，同時確保資產與負債按現金流動及期限基準管理。

##### 人壽保險

本集團的資產與負債管理目標為按期限基準配比本集團的資產與負債。然而，有鑒於中國現行監管及市場環境，本集團未能投資於長期足以配比其壽險負債的資產。在監管及市場環境允許的情況下，本集團有意逐步延長其資產的期限。本集團密切監督資產與負債的期限差距，定期進行資產與負債的現金流動預測。目前，本集團有意透過以下方法降低資產與負債不配的程度：

- 積極尋求取得收益水平可接受的較長期定息債務投資；
- 於定息債務投資到期後，將所得款項滾存入長期定息債務投資；

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (d) Asset and liability matching (Continued)

##### Life insurance (Continued)

- disposing of some of the shorter dated fixed rate debt investments, particularly those with lower yields, and rolling over the proceeds to longer dated fixed rate debt investments; and
- investing in equities for the long term.

#### (e) Terms and conditions of insurance contracts

The terms and conditions of insurance contracts that have a material effect on the amount, timing and uncertainty of future cash flows arising from insurance contracts are set out below:

##### (i) Reinsurance

###### Product features

The group writes proportional and non-proportional reinsurance treaties and facultative reinsurance contracts primarily in Hong Kong and other Asian countries.

Reinsurance may take a relatively long period of time to finalise and settle claims for a given underwriting year. The speed of claims reporting and claims settlement is a function of the specific coverage provided, the jurisdiction, the specific policy provisions and the nature of underlying risks. There are numerous components underlying the general reinsurance business.

###### Management of risks

The key risk associated with reinsurance contracts are those relating to underwriting.

The group maintains underwriting teams who are responsible for the underwriting and sales of the group's reinsurance products. The team promoting a certain product to a customer has the requisite expertise to determine whether the group can meet the specific requirement of the customer within the group's risk appetite. All inward business is screened and analysed by the underwriting staff. The decision to underwrite and the level of risk exposure accepted are determined by reference to the underwriting guideline setting out the types of business desired, and the maximum capacity per risk and per zone. Such criteria are determined by considering factors including the risk exposure, the pricing, the profit potential, the class of business, the marketing strategy, the retrocession facilities available and the market trends.

#### (d) 資產與負債配比 (續)

##### 人壽保險 (續)

- 出售部份短期定息債務投資，尤其是收益率較低者，將收益滾存入長期定息債務投資；及
- 長期投資股份。

#### (e) 保險合約的條款及條件

對保險合約產生的未來現金流動的數額、時間及不明朗性有重大影響的保險合約條款及條件載列如下：

##### (i) 再保險

###### 產品特點

本集團主要在香港及其他亞洲國家承保按比例或非按比例再保險條約以及臨時再保險合約。

再保險於既定承保年度可能需要相對較長的時間完成理賠。賠款申報及理賠的速度取決於相關的保險特定範圍、司法權區、特定的保單規定及相關風險的性質。再保險業務有多個組成部份。

###### 風險管理

再保險合約的主要風險為與承保相關的風險。

目前本集團設有承保團隊負責承保及銷售本集團的再保險產品。向客戶推銷一種特定產品的團隊擁有專門技術，從而釐定本集團能否在本集團既定的風險承擔範圍內滿足客戶的特定要求。承保人員會篩選及分析所有承接的業務。承保的決定及風險水平參照以下各項釐定：承保指引設定所需業務的類型、每種風險及每區的最大能力。該等標準經考慮多種因素後釐定，包括風險因素、定價、盈利潛力、業務類別、市場推廣策略、可用轉分保險及市場趨勢等。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

## 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

## 2 保險、財務及資本風險管理 (續)

### (e) Terms and conditions of insurance contracts (Continued)

#### (i) Reinsurance (Continued)

##### Management of risks (Continued)

The group also arranges retrocession facilities to manage the risk. The group purchases mainly proportional retrocession treaties in respect of fire and marine cargo businesses. In addition, the group is protected against catastrophic risk by means of a single whole-account catastrophe excess of loss retrocession facility.

##### Concentration of insurance risks

Concentration of risk arises from the accumulation of risks within a particular business line and geographic area. The group's key methods in managing these risks are diversification of the business line and areas where the gross premiums are written. The tables below indicate the gross premiums written by business line and geographical distribution for the year ended 31 December 2007.

By business line:

按業務種類：

		% to total gross premiums written 佔毛承保保費總額百分比	
		2007	2006
Proportional treaty	比例合約	55.9%	56.2%
Non-proportional treaty	非比例合約	32.1%	30.2%
Facultative	臨時合約	12.0%	13.6%
		100.0%	100.0%

By geographical territory:

按地理區域：

		% to total gross premiums written 佔毛承保保費總額百分比	
		2007	2006
Hong Kong & Macau	香港及澳門	18.8%	19.9%
Mainland China (& Taiwan)	中國大陸(及台灣)	23.8%	23.0%
Japan	日本	6.8%	6.3%
Rest of Asia	亞洲其他地區	27.1%	27.1%
Europe	歐洲	14.9%	17.1%
Others	其他地區	8.6%	6.6%
		100.0%	100.0%

### (e) 保險合約的條款及條件 (續)

#### (i) 再保險 (續)

##### 風險管理 (續)

本集團亦安排轉分保險以控制風險。本集團主要購買有關火災及貨運的比例轉分保險。此外，本集團通過一攬子超賠轉分保險的方式以防受巨災風險所影響。

##### 保險風險集中

風險集中因特定業務種類與地理區域的風險累積而產生。本集團管理該等風險的主要方法為分散產生保費總額的業務種類及地區。下表顯示截至二零零七年十二月三十一日止年度按業務種類及地理分佈產生的保費總額。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

## 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

## 2 保險、財務及資本風險管理 (續)

### (e) Terms and conditions of insurance contracts (Continued)

### (e) 保險合約的條款及條件 (續)

#### (ii) Life insurance

#### (ii) 人壽保險

The features of major life insurance products are summarised below:

主要人壽保險產品的特點概述如下：

##### Product features

##### 產品特點

##### Term insurance

##### 定期保險

The group writes term policies which pay out guaranteed benefits on death that are fixed in amounts and not at the discretion of the group. The benefits are determined by the contract terms and are not directly affected by the performance of the underlying asset performance. The contracts include both individual and group schemes. The individual policies are long-term policies with guaranteed surrender value. Under the group schemes, the rates are annually renewable and are not guaranteed.

本集團承保期限保單，該險種就身故者支付保證的利益，數額固定，並非由本集團酌情釐定。利益根據合約釐定，不會直接受到相關資產表現的影響。該等合約既包括個人計劃亦包括團體計劃。個人保單是有保證退保價值的長期保單。而根據團體計劃，費率每年更新及並無擔保。

##### Whole life insurance

##### 終身人壽保險

The group writes whole life policies which pay out guaranteed benefits on death. One individual whole life product also pays survival benefits every three years. All contracts have guaranteed surrender value.

本集團承保終身人壽保險保單，該保單就身故者給付保證的利益。其一種個人終身產品亦每三年一次支付生存利益。所有該等合約均有保證退保價值。

##### Endowment insurance

##### 養老保險

The group writes endowment policies which pay out guaranteed benefits on death or maturity at the end of the policy term. All contracts have guaranteed surrender value.

本集團承保養老保險保單，該保單就身故者或於合約期限屆滿時給付保證的利益。所有該等合約均有保證退保價值。

##### Annuity

##### 年金

The group writes immediate and deferred annuity policies which pay out guaranteed survival benefits, some with a minimum guaranteed fixed period. All contracts have guaranteed surrender value before the pay out period starts.

本集團承保即時及遞延付年金保單，該保單給付保證的生存利益，部份設有最低保證既定期限。所有該等合約於給付期開始前均有保證退保價值。

##### Products with DPF

##### 具酌情分紅特色的產品

The group writes with-profits whole life and endowment policies, where discretionary annual bonus and sometimes discretionary terminal bonus are offered. All contracts have guaranteed surrender value. Provisions are invested in a fund, the strategy of which is to invest mostly in fixed interest securities. The bonus payments are designed to distribute to policyholders the profits from investment, expense and mortality gains. The contracts provide more capital security to the policyholders than unit-linked contracts. The shareholders of the group receive up to 30% of the profits.

本集團承保終生及兩全分紅業務。該保單設有酌情年度分紅利益及部份設有酌情末期分紅規定。所有該等合約均有保證退保價值。其準備金投資於主要投資定息證券的基金。分紅保險的設計目的在於向保單持有人支付投資、開支及死亡率收益的盈利。該等合約為保單持有人提供比單位連結合約高的本金保障。本集團股東收取盈利的最高達30%。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

## 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

## 2 保險、財務及資本風險管理 (續)

### (e) Terms and conditions of insurance contracts (Continued)

### (e) 保險合約的條款及條件 (續)

#### (ii) Life insurance (Continued)

#### (ii) 人壽保險 (續)

##### Product features (Continued)

##### 產品特點 (續)

##### Unit linked insurance contracts

##### 單位連結保險合約

The group writes unit-linked contracts that operate by investing the policyholders' premiums into pooled investment funds of the group. The policyholders' share of the fund is represented by units. Individual policies are contracts with a fixed term where the policyholders are paid the sums assured upon death or total and permanent disability in addition to the account value. The account value depends on the investment performance of the underlying fund and the level of charges levied by the group for policy administration fees, mortality and other charges.

本集團承保單位連結保險合約，透過將保單持有人的保費投資於本集團匯集投資基金的方式運作。保單持有人分佔的基金份額以基金單位計算。個人保單為有固定期限的合約，除賬目價值外，保單持有人可獲死亡及完全及終身殘疾賠償。賬目價值取決於相關基金的投資表現及本集團就保單管理費、死亡率及其他收費徵收的費用。

##### Universal life insurance contracts

##### 萬能壽險合約

The group writes fixed-term single-premium endowment contracts. Universal life contracts operate by investing the policyholders' premiums into a pooled investment fund of the group. The group at its discretion declares a monthly crediting rate to the policyholder accounts subject to the guaranteed minimum rate of the policy. The account values accrue interest at the crediting rate and monthly charges levied by the group for policy administration. The group at its discretion allocates excess investment gains generated from the pooled investment fund for future declaration to the policyholder accounts.

本集團承接固定期限單一保費兩全合約。萬能壽險合約乃透過將保單持有人的保費投資於本集團的綜合投資基金而運作。本集團按保單的最低保證利率酌情宣派月度結算利率予保單持有人。賬戶金額按結算利率計入利息及本集團保單管理徵收的每月費用。本集團從匯集投資基金產生出來的超額投資收益將會酌情於未來分配予保單保戶。

##### Guaranteed features

##### 保證回報特點

The main guaranteed features of life insurance products include:

壽險產品的保證回報特點包括：

##### Guaranteed interest rate

##### 保證利率

The guaranteed minimum interest rate in most products is not higher than the statutory maximum rate in the PRC. The rate is lower than the current market interest rate.

多數保險產品的最低保證利率不超過法定最高利率。該利率低於現行市場利率。

##### Guaranteed crediting rate

##### 保證結算利率

There is a guaranteed minimum crediting rate in the universal life product and an adjustable non-negative guaranteed rate for the group's unit-linked deposit administration policy.

萬能壽險產品附帶最低保證結算利率，而團體單位連結存款管理保單附帶可調整的保證利率。

##### Guaranteed premium

##### 保證保費

There is a guarantee of premium in all of the long-term products. There is guarantee of premium for short-term products.

所有長期保險產品均有保證保費。而短期保險產品則沒有保證保費。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

## 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

## 2 保險、財務及資本風險管理 (續)

### (e) Terms and conditions of insurance contracts (Continued)

### (e) 保險合約的條款及條件 (續)

#### (ii) Life insurance (Continued)

#### (ii) 人壽保險 (續)

##### Guaranteed features (Continued)

##### 保證回報特點 (續)

##### Guaranteed cash surrender values ("CSVs")

##### 保證現金退保價值

There are statutory minimum guaranteed CSVs for most of the group's long-term products.

本集團大多數長期保險產品均有法定最低保證現金退保價值。

##### Management of risks

##### 風險管理

The key risk associated with life insurance contracts is the risk of potential loss arising with respect to a particular insurance product as a result of actual market conditions and loss experience being different from the assumed market conditions and loss experience used when designing and pricing the product.

壽險合約的主要風險為實際市場狀況導致特定保險產品產生潛在虧損，以及虧損經驗與假設的市場狀況及設計及定價產品所使用的虧損經驗不同而引致的潛在虧損風險。

The group manages the risks by centralising the product design function at the head office level, headed by the chief appointed actuary and senior management in other key functional departments. Standards and guidelines are established to ensure that the risks associated with particular products are within the acceptable level. The pricing method, the solvency requirement, the profit margin, the loss experience, etc., are key considerations in designing a product.

本集團透過總部將產品設計功能中央化以管理風險，由委任的首席精算師及其他職能部門的高級管理層領導，設立標準及指引以確保特定保險產品的相關風險介於可接受範圍內。定價方法、清償規定、利潤率及虧損經驗等均是設計保險產品時考慮的關鍵因素。

In addition, the underwriting and claim processing departments strictly follow the established standards and procedures.

此外，承保及賠款處理部門嚴格遵守既定的標準及程序。

##### Concentration of insurance risks

##### 保險風險集中

Concentration risk is the risk of incurring a major loss as a result of having a significant mortality or other insurance coverage on a particular person or a group of persons due to the same event. The group manages the concentration of insurance risks by way of reinsurance arrangements with a maximum retention risk of RMB500,000 per person in life and personal accident policies and RMB200,000 on critical illness insurance. In addition, the group purchases catastrophe protection for losses arising from claims involving multiple lives from the same event. The maximum retention risk is RMB1 million for each and every loss occurrence, and the total coverage is RMB50 million for each and every loss occurrence. The group purchases surplus treaties and proportional treaties to cover life, accident and long term health risks. In addition, an excess of loss reinsurance contract is applied for any insurance contract with significant sum insured.

集中風險指本集團因相同事件造成特定人士或一群人士發生重大死亡或屬於其他承保範圍而蒙受重大損失的風險。本集團透過再保險安排(壽險及個人意外保單的最高自留金額風險為每人人民幣500,000元，重大疾病保險的最高自留金額風險為每人人民幣200,000元)管理集中風險。此外，本集團就同一事故造成涉及人數眾多的保險賠款而產生的巨額賠償購買巨災保障保險。每宗事故的最高自留金額風險為人民幣100萬元，而再保險保障上限為人民幣5,000萬元。本集團購買溢額合約保險及比例合約保險以保障壽險、意外風險保險及長期健康保險。此外，任何受保的重大金額保險合約均安排了超額賠款再保險合約。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

## 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

## 2 保險、財務及資本風險管理 (續)

### (e) Terms and conditions of insurance contracts (Continued)

#### (ii) Life insurance (Continued)

##### Concentration of insurance risks (Continued)

The distribution of sum insured is summarised as follows:

RMB'000 人民幣千元	Before reinsurance 再保險前		After reinsurance 再保險後	
	2007	2006	2007	2006
0-200	95.61%	96.74%	95.96%	96.76%
201-500	3.47%	2.81%	4.04%	3.24%
501-750	0.71%	0.23%	—	—
751-1,000	0.05%	0.12%	—	—
1,001-1,500	0.06%	0.03%	—	—
1,501-2,000	0.02%	0.02%	—	—
2,001-2,500	0.01%	0.01%	—	—
>2,500	0.07%	0.04%	—	—
	100.00%	100.00%	100.00%	100.00%

### (e) 保險合約的條款及條件 (續)

#### (ii) 人壽保險 (續)

##### 保險風險集中 (續)

受保金額的分佈概述如下：

### (f) Financial risk

Transactions in financial instruments may result in the group assuming financial risks. These include market risk, credit risk and liquidity risk. Each of these financial risks is described below, together with a summary of the ways in which the group manages these risks.

There is no significant change in the group's exposures to risk and how they arise, nor the group's objectives, policies and processes for managing each of these risks.

#### (i) Market risk

Market risk can be described as the risk of change in fair value of a financial instrument due to changes in interest rates, equity prices or foreign currency exchange rates.

##### (a) Interest rate risk

###### Reinsurance

Reinsurance premium and loss reserves are not discounted. In addition, most of the fixed rate debt securities are classified under the held-to-maturity category and stated at amortised cost. Therefore, interest rate risk to the group on these reserves for reinsurance contracts and investments is not significant.

### (f) 財務風險

金融工具交易可引致本集團須承擔若干財務風險。該等風險包括市場風險、信用風險及流動資金風險。各有關財務風險連同本集團管理該等風險的方法闡述如下。

不論本集團承受的風險及該些風險如何產生或本集團就管理上述每一項風險的目標、政策及過程，皆沒有重大改變。

#### (i) 市場風險

市場風險乃指因利率、股本價值或外幣匯率變動造成金融工具的公允價值變動而引致的風險。

##### (a) 利率風險

###### 再保險

再保險保費及賠付儲備並無折扣。此外，大部份定息債券被歸類為持有至到期類，並按攤銷成本列賬。因此，本集團就再保險合約及投資的該等儲備方面並無重大利率風險。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

## 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

## 2 保險、財務及資本風險管理 (續)

### (f) Financial risk (Continued)

### (f) 財務風險 (續)

#### (i) Market risk (Continued)

#### (i) 市場風險 (續)

##### (a) Interest rate risk (Continued)

##### (a) 利率風險 (續)

###### Life insurance

###### 人壽保險

The group is exposed to interest rate risk on its reserves for life insurance contracts and its fixed rate debt investment portfolio. The group monitors this exposure through periodic reviews of its asset and liability positions. Estimates of cash flows, as well as the impact of interest rate fluctuations relating to the investment portfolio and insurance liabilities, are modelled and reviewed periodically. A sensitivity analysis of the life insurance reserve is set out in note 27. Fixed rate debt investments (other than those held for unit-linked insurance contracts), are mostly classified as available-for-sale. A decrease of 50 basis points in interest rates, with all other variables held constant, would increase the group's total equity by approximately 2% of the total investments held by the group at 31 December 2007 (2006: 2%). Most of the group's fixed rate debt investments are designated at fair value through profit or loss are held for unit-linked insurance contracts; consequently the group's profit is not significantly sensitive to any change in value of these debt investments arising from interest rate change. The group however is exposed to interest rate risk on the guaranteed component of universal life products.

本集團就壽險合約及其定息債務投資組合的儲備須承擔利率風險。本集團透過定期審核其資產及負債情況監控該風險。就本集團投資組合而言，吾等會對現金流量估值以及因利率變動所帶來的影響均進行定期模擬及審核。人壽保險儲備的敏感性分析載於附註27。定息債務投資(持作單位連結保險合約除外)大部份被歸類為可供出售。假設利率下跌50點子，其他參數不變，本集團截止二零零七年十二月三十一日之總權益將上升相等於本集團截止二零零七年十二月三十一日的總投資額2%(二零零六年：2%)。本集團大部份的定息債務投資被歸類為以損益反映公允價值皆為持作單位連結保險合約，因而這些債務投資因利率變化的價格變動對本集團的溢利沒有重大影響。但本集團需就萬能壽險產品的擔保部份承擔利率風險。

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the exposure to interest rate risk for both derivative and non-derivative financial instruments in existence at that date. The analysis is performed on the same basis for 2006.

上述的敏感性分析是假設利率變動於資產負債表日發生及被應用於該日存在的衍生及非衍生金融工具的利率風險上。分析乃按二零零六年之相同基準而作出。

##### (b) Equity price risk

##### (b) 股本價格風險

The group has a portfolio of marketable equity securities, which is carried at fair value and is exposed to price risk. This risk is defined as the potential loss in market value resulting from an adverse change in prices. The group's objective is to earn competitive relative returns by investing in a diverse portfolio of high quality and liquid securities.

本集團的有價股本證券組合以公允價值列賬及須承擔價格風險。該風險指因價格的不利變動而造成的市值的潛在損失。本集團的目標是透過投資於高質素的多元化流動證券組合以賺取具競爭力的相對回報。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

## 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

## 2 保險、財務及資本風險管理 (續)

### (f) Financial risk (Continued)

### (f) 財務風險 (續)

#### (i) Market risk (Continued)

#### (i) 市場風險 (續)

##### (b) Equity price risk (Continued)

##### (b) 股本價格風險 (續)

###### Reinsurance

###### 再保險

In respect of the reinsurance business, at 31 December 2007, the equity securities were carried at a fair value of \$638.93 million (2006: \$710.97 million), representing 1.3% (2006: 1.9%) of total investments held by the group.

就再保險業務而言，於二零零七年十二月三十一日，股本證券以公允價值6.3893億元(二零零六年：7.1097億元)列賬，佔本集團總投資額的1.3% (二零零六年：1.9%)。

###### Life insurance

###### 人壽保險

In respect of the life insurance business, at 31 December 2007, the equity securities and equity investment funds excluding assets held for unit-linked insurance contracts were carried at a fair value of \$7,206.37 million (2006: \$4,411.40 million), representing 15.6% (2006: 11.9%) of total investments held by the group excluding assets held for unit-linked insurance contracts.

就人壽保險業務而言，於二零零七年十二月三十一日，股本證券及股本投資基金不包括單位連結保險合約以公允價值72.0637億元(二零零六年：44.1140億元)列賬，佔本集團不包括單位連結保險合約的總投資額15.6% (二零零六年：11.9%)。

Since certain portion of the equity investments are held for life insurance contracts with participation feature, the group is not significantly sensitive to equity price change.

由於相當的股本投資是為分紅壽險合約而持有，因此本集團受股本價格變動影響不顯著。

##### (c) Foreign exchange risk

##### (c) 外匯風險

###### Reinsurance

###### 再保險

In respect of the reinsurance business, premiums are received mainly in HKD and USD and also in a number of Asian currencies which follow closely with the USD currency rate movement. The group aims to hold assets in these currencies in broadly similar proportion to its insurance liabilities.

就再保險業務而言，保費主要以港幣及美元計值，同時亦以多種緊隨美元匯率變動的亞洲貨幣計值。本集團致力維持以該等貨幣持有資產的比例與其保險負債大致相同。

###### Life insurance

###### 人壽保險

In respect of the life insurance business, premiums are received in RMB and the insurance regulation in the PRC requires insurers to hold RMB assets. The capital injections from the shareholders outside the PRC were in HKD and USD.

就人壽保險業務而言，保費以人民幣計值，而中國保險法例規定保險公司持有人民幣資產。中國境外股東以港幣及美元注資。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

##### (i) Market risk (Continued)

##### (i) 市場風險 (續)

The following table indicates the group's exposure to foreign exchange risk as of the balance sheet date:

下表載列本集團於結算日承受的外匯風險：

		2007				Total
		RMB	USD	HKD	Other	Total
		人民幣	美元	港幣	其他外幣	總額
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>Assets</b>	<b>資產</b>					
Statutory deposits	法定存款	640,764	12,475	-	-	653,239
Fixed assets	固定資產					
- Investment properties	- 投資物業	-	-	78,560	-	78,560
- Other property, plant and equipment	- 其他物業、機械及設備	1,257,302	20	55,622	203	1,313,147
Goodwill	商譽	154,909	-	73,276	-	228,185
Interest in associates	於聯營公司的權益	414,306	-	116,130	-	530,436
Deferred tax assets	遞延稅項資產	1,317	-	1,331	-	2,648
Investments in debt and equity securities	債務及股本證券投資	36,937,986	2,197,537	1,027,764	82,592	40,245,879
Amounts due from group companies	應收集團內公司款項	1,060	-	16,320	108	17,488
Insurance debtors	保險客戶應收賬款	201,585	49,351	299,596	66,008	616,540
Reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備	80,265	9,569	260,309	26,597	376,740
Other debtors	其他應收賬款	1,456,391	47,083	180,896	3,288	1,687,658
Pledged deposits at bank	已抵押銀行存款	-	97,417	-	-	97,417
Deposits at bank with original maturity more than three months	原到期日超過三個月的銀行存款	3,633,756	910,711	74,873	12,637	4,631,977
Cash and cash equivalents	現金及現金等價物	2,530,670	780,249	1,148,350	678,366	5,137,635
<b>Total assets</b>	<b>總資產</b>	<b>47,310,311</b>	<b>4,104,412</b>	<b>3,333,027</b>	<b>869,799</b>	<b>55,617,549</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

##### (i) Market risk (Continued)

##### (i) 市場風險 (續)

		2007				
		RMB	USD	HKD	Other foreign	Total
		人民幣	美元	港幣	其他外幣	總額
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>Liabilities</b>	<b>負債</b>					
Life insurance funds	壽險責任準備金	38,529,656	-	-	-	38,529,656
Unearned premium provisions	未到期責任準備金	327,860	-	566,064	-	893,924
Provision for outstanding claims	未決賠款準備	266,993	228,819	1,495,031	506,089	2,496,932
Investment contract liabilities	投資合約負債	157,421	-	-	-	157,421
Deferred tax liabilities	遞延稅項負債	945,584	-	3,447	-	949,031
Interest-bearing notes	需付息票據	1,601,910	1,358,467	-	-	2,960,377
Amounts due to group companies	應付集團內公司款項	19	-	27	-	46
Insurance creditors	保險客戶應付賬款	320,956	11,829	49,080	12,251	394,116
Accrued charges and other creditors	應計費用及 其他應付賬款	964,621	17,243	64,429	96	1,046,389
Current taxation	當期稅項	1,718	-	84,281	-	85,999
Insurance protection fund	保險保障基金	7,976	-	-	-	7,976
<b>Total liabilities</b>	<b>總負債</b>	<b>43,124,714</b>	<b>1,616,358</b>	<b>2,262,359</b>	<b>518,436</b>	<b>47,521,867</b>



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

##### (i) Market risk (Continued)

##### (i) 市場風險 (續)

		2006				Total
		RMB	USD	HKD	Other foreign	
		人民幣	美元	港幣	其他外幣	總額
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>Assets</b>	<b>資產</b>					
Statutory deposits	法定存款	547,443	-	-	-	547,443
Fixed assets	固定資產					
- Investment properties	- 投資物業	6,000	-	100,077	-	106,077
- Other property, plant and equipment	- 其他物業、機械裝置及設備	977,832	140	56,448	270	1,034,690
Goodwill	商譽	154,909	-	73,276	-	228,185
Interest in associates	於聯營公司的權益	297,596	-	53,082	-	350,678
Deferred tax assets	遞延稅項資產	2,697	-	-	-	2,697
Investments in debt and equity securities	債務及股本證券投資	22,749,717	1,503,821	1,149,328	150,464	25,553,330
Amounts due from group companies	應收集團內公司款項	1,554	-	5,482	-	7,036
Insurance debtors	保險客戶應收賬款	8,542	40,267	273,753	130,605	453,167
Reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備	49,451	11,520	313,464	17,472	391,907
Other debtors	其他應收賬款	522,857	27,125	8,073	4,285	562,340
Tax recoverable	可收回稅項	-	-	3,581	-	3,581
Pledged deposits at bank	已抵押銀行存款	-	89,406	-	4,270	93,676
Deposits at bank with original maturity more than three months	原到期日超過三個月之銀行存款	3,344,376	971,455	306,677	15,342	4,637,850
Cash and cash equivalents	現金及現金等價物	3,592,374	1,131,980	771,540	585,116	6,081,010
<b>Total assets</b>	<b>總資產</b>	<b>32,255,348</b>	<b>3,775,714</b>	<b>3,114,781</b>	<b>907,824</b>	<b>40,053,667</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

##### (i) Market risk (Continued)

##### (i) 市場風險 (續)

		2006				
		RMB	USD	HKD	Other	Total
		人民幣	美元	港幣	其他外幣	總額
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>Liabilities</b>	<b>負債</b>					
Life insurance funds	壽險責任準備金	24,406,372	-	-	-	24,406,372
Unearned premium provisions	未到期責任準備金	325,034	-	527,934	-	852,968
Provision for outstanding claims	未決賠款準備	111,241	362,362	1,250,063	462,500	2,186,166
Investment contract liabilities	投資合約負債	115,681	-	-	-	115,681
Deferred tax liabilities	遞延稅項負債	648,775	-	17,780	-	666,555
Interest-bearing notes	需付息票據	1,493,025	1,351,794	-	-	2,844,819
Securities sold under repurchase agreements	賣出回購證券	2,490,366	-	-	-	2,490,366
Amounts due to group companies	應付集團內公司款項	2	-	411	-	413
Insurance creditors	保險客戶應付賬款	184,597	12,258	32,086	11,089	240,030
Accrued charges and other creditors	應計費用及其他應付賬款	538,499	18,526	44,080	25	601,130
Current taxation	當期稅項	2,304	-	53,793	44	56,141
Insurance protection fund	保險保障基金	10,385	-	-	-	10,385
<b>Total liabilities</b>	<b>總負債</b>	<b>30,326,281</b>	<b>1,744,940</b>	<b>1,926,147</b>	<b>473,658</b>	<b>34,471,026</b>

##### (ii) Credit risk

##### (ii) 信用風險

Credit risk is the risk of economic loss resulting from the failure of one of the obligors to make any payment of principal or interest when due.

信用風險是指債務人到期未能支付任何本金或利息而引起經濟損失的風險。

##### Reinsurance

##### 再保險

The group is exposed to credit risks primarily associated with reinsurance debtors and debt securities. To reduce the credit risk with reinsurance debtors, the group takes into account, among other factors, ratings and evaluation by recognised credit rating agencies, their claims payment and underwriting track record, as well as the group's past transaction experience with them. The group also spreads out the credit risk by reinsuring with a number of reinsurers who are domiciled in many different countries. To reduce the credit risk associated with debt securities, the group restricts investments in debt securities with credit ratings generally not below the investment grade, i.e. BBB or higher, except for certain sovereign rated securities.

本集團主要會承受的信用風險與再保險債務人及債務證券有關。為降低與再保險債務人有關的信用風險，本集團將(其中包括)認可信用評級機構的評級及估值、債務人賠款支付及承保的紀錄以及本集團與債務人的過往交易經驗等因素考慮在內。此外，本集團亦透過與不同國家的再保險公司分保，予以分散信用風險。為降低與債務證券投資有關的信用風險，本集團限制對信貸評級一般低於投資等級(即BBB或更高)的債務證券的投資，但部份主權評級證券除外。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

## 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

## 2 保險、財務及資本風險管理 (續)

### (f) Financial risk (Continued)

### (f) 財務風險 (續)

#### (ii) Credit risk (Continued)

#### (ii) 信用風險 (續)

##### Life insurance

##### 人壽保險

The group is exposed to credit risks primarily associated with its investments in debt securities issued by the PRC enterprises. To reduce credit risk, the group has established detailed credit control policy. In addition, the risk level of the various investment sectors is continuously monitored with investment mix adjusted accordingly.

本集團主要會遭受的信用風險與其對中國企業發行債務證券的投資有關。為降低信用風險，本集團制定一套詳盡的信用控制政策。此外，不同投資行業的風險水平透過調整投資組合而獲得持續監控。

In assessing the need for impairment allowances, management considers factors such as credit quality, portfolio size, concentrations, and economic factors.

在評定減值準備的需要時，管理人員考慮的因素包括信用質素、組合規模、集中程度及經濟因素。

The carrying amount of the financial assets set out in the consolidated balance sheet after deducting any impairment allowance represent the maximum exposure to credit risk at the balance sheet date.

列於綜合資產負債表的金融資產的賬面值減去任何減值準備，代表在資產負債表日的最高信貸風險。

#### (iii) Liquidity risk

#### (iii) 流動性風險

The group has to meet daily calls on its cash resources, notably from claims arising from its reinsurance contracts and life insurance contracts. There is therefore a risk that cash will not be available to settle liabilities when due. The maturity analysis for the contractual maturities of the group's financial liabilities and estimated timing of cash flows arising from liabilities under insurance contracts is set out in note 41.

本集團須滿足其現金資源的每日調用，尤其是其再保險合約及人壽保險合約產生的賠款費用，因此存在現金不足以償還到期負債的風險。本集團的財務負債合約到期日及保險合約產生的預計現金流時間之到期情況分析載於附註41。

The group manages this risk by formulating policies and general strategies of liquidity management to ensure that the group can meet its financial obligations in normal circumstances and that an adequate stock of high-quality liquid assets is maintained in order to contain the possibility of a liquidity crisis.

本集團透過制定流動資金管理的政策及一般策略管理該風險，以確保本集團滿足正常財務需求及備存充裕的高質素流動資產，以應對可能產生的流動資金危機。

Apart from liquidity management and regulatory compliance, the group always strives to maintain a comfortable liquidity cushion as a safety net for coping with unexpected large funding requirements and to maintain a contingency plan to be enacted should there be a company specific crisis.

除流動資金管理及監管遵從外，本集團通常會留存適度的流動資金緩衝額作為應對意外大筆資金需求的安全措施，以及制定應急計劃以應付公司的特定危機。

The following table presents amounts the contractual undiscounted cash flows of the group's financial liabilities and the estimated timing of undiscounted cash flows arising from liabilities under insurance and investment contracts. A maturity analysis prepared on the basis of the earliest possible contractual repayment date (assuming that all surrender and transfer options are exercised) would result in all insurance and investment contracts being presented as falling due with one year or less.

下表呈現本集團金融負債的未折現金合約現金流及屬於保險及投資合約的負債產生之預計未折現金流時間。根據最早合約還款期基準(假設已行使所有退保及轉讓期權)的到期分析會導致所有保險及投資合約被列為一年或以下到期。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (f) Financial risk (Continued)

#### (f) 財務風險 (續)

##### (iii) Liquidity risk (Continued)

##### (iii) 流動性風險 (續)

		1 year or less 1 year or less 一年 或以下 \$'000 千元	5 years or less but over 1 year 五年或 以下但 超過一年 \$'000 千元	After 5 years 五年後 \$'000 千元	Total un- discounted cashflows 未折現 現金流 總額 \$'000 千元	Carrying value at 31 December 於十二月 三十一日 之賬面值 \$'000 千元
<b>At 31 December 2007</b>	<b>於二零零七年 十二月三十一日</b>					
Interest-bearing notes	需付息票據	150,464	601,856	3,117,530	3,869,850	2,960,377
Life insurance funds	壽險責任準備金	(487,430)	1,042,688	91,528,364	92,083,622	38,529,656
Unearned premium provisions	未到期責任準備金	893,924	-	-	893,924	893,924
Provision for outstanding claims	未決賠款準備	842,621	1,156,138	498,173	2,496,932	2,496,932
Investment contract liabilities	投資合約負債	157,421	-	-	157,421	157,421
Insurance protection fund	保險保障基金	7,976	-	-	7,976	7,976
		<b>1,564,976</b>	<b>2,800,682</b>	<b>95,144,067</b>	<b>99,509,725</b>	<b>45,046,286</b>
<b>At 31 December 2006</b>	<b>於二零零六年 十二月三十一日</b>					
Interest-bearing notes	需付息票據	145,284	581,135	3,142,975	3,869,394	2,844,819
Life insurance funds	壽險責任準備金	(574,509)	1,571,749	53,681,448	54,678,688	24,406,372
Unearned premium provisions	未到期責任準備金	852,968	-	-	852,968	852,968
Provision for outstanding claims	未決賠款準備	668,369	1,001,207	516,590	2,186,166	2,186,166
Investment contract liabilities	投資合約負債	115,681	-	-	115,681	115,681
Securities sold under repurchase agreements	賣出回購證券	2,490,366	-	-	2,490,366	2,490,366
Insurance protection fund	保險保障基金	10,385	-	-	10,385	10,385
		<b>3,708,544</b>	<b>3,154,091</b>	<b>57,341,013</b>	<b>64,203,648</b>	<b>32,906,757</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (g) Capital management

The group's key business operations are its reinsurance business and the life insurance business, which are conducted through its subsidiaries. The group manages its capital to ensure that the entities conducting the reinsurance and life insurance businesses will be able to meet statutory solvency requirements in the jurisdictions in which they operate. The group's capital management initiatives also strive to maintain a surplus for future business expansion opportunities. The group's overall capital management strategy remains unchanged from the prior year. The statutory solvency requirements for reinsurance business and life insurance business are set out in the Hong Kong Insurance Companies Ordinance and Solvency Reporting Standards for Insurance Companies issued by CIRC respectively. The group's capital includes the components of total equity and interest-bearing notes. The solvency margins of the reinsurance and life insurance businesses were as follows:

#### (g) 資本管理

本集團之主要業務為再保險業務及人壽保險業務，其業務透過附屬公司進行。本集團之資本管理，是確保從事再保險業務及人壽保險業務之公司將可符合業務經營相關司法權區之法定償付能力規定。本集團之資本管理策略亦致力為未來業務擴展機會維持充裕資金。本集團之整體資本管理策略與去年保持不變。再保險業務及人壽保險業務之法定償付能力規定分別載於香港保險公司條例及由中國保監會頒佈之《保險公司償付能力報告編報規則》內。本集團之資本包括總權益組成部份及附息票據。再保險及人壽保險業務之償付能力如下：

		At 31 December 2007 於二零零七年 十二月三十一日	At 31 December 2006 於二零零六年 十二月三十一日
Reinsurance business	再保險業務	147%	136%
Life insurance business	人壽保險業務	215%	148%

Note: The minimum solvency requirement for both the reinsurance and life insurance businesses is 100%.

註：再保險及人壽保險業務的最低償付能力規定皆為100%。

#### (h) Risks associated with investment contracts without DPF

There is no material difference in risk exposure between life insurance contracts and investment contracts without DPF, except that the mortality risk of investment contracts is generally insignificant.

#### (h) 與不具酌情分紅特色的投資合約有關的風險

人壽保險合約與不具酌情分紅特色的投資合約的風險並無重大差異，惟投資合約的死亡率風險一般而言微不足道。

#### (i) Claims development

Claims development information for the reinsurance business is disclosed below in order to illustrate the insurance risk inherent in the group. The tables provide a review of current estimates of the cumulative claims and demonstrate how the estimated claims have changed at subsequent reporting or underwriting year-ends. The estimates increased or decreased as losses are paid and more information becomes known about the frequency and severity of unpaid claims.

#### (i) 賠款發展

披露再保險業務的賠款發展資料的目的旨在說明本集團內在的保險風險。下列表格乃是對累積賠款當前估計的回顧，並說明估計賠款額於其後報告或承保年度年結日的變動情況。估計賠款額隨著損失的支付而增加或減少，並會揭示出更多有關未支付賠款額的頻次及嚴重性的信息。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (i) Claims development (Continued)

#### (i) 賠款發展 (續)

##### Analysis of claims development – gross of reinsurance

##### 賠款發展分析 – 未扣除再保險毛額

		Underwriting year					Total
		承保年度					
		2003	2004	2005	2006	2007	
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Unearned premium provisions at the end of underwriting year (note)	於承保年度末之未到期責任準備金 (註)	352,003	348,831	366,916	523,080	560,466	
Estimate of cumulative claims	估計累計賠款						
At the end of underwriting year	於承保年度年結時	545,205	601,563	903,974	617,028	813,412	
One year later	一年後	674,007	838,792	1,251,632	928,909	–	
Two years later	兩年後	629,880	838,594	1,283,002	–	–	
Three years later	三年後	612,981	823,576	–	–	–	
Four years later	四年後	591,425	–	–	–	–	
At 31 December 2007	於二零零七年十二月三十一日						
Estimate of cumulative claims	估計累計賠款	591,425	823,576	1,283,002	928,909	813,412	4,440,324
Cumulative payments to date	迄今累計付款	(451,641)	(637,656)	(929,010)	(408,512)	(26,626)	(2,453,445)
Liabilities recognised in the balance sheet	確認於資產負債表的負債	139,784	185,920	353,992	520,397	786,786	1,986,879
Liabilities in respect of underwriting years 2002 and earlier	於二零零二年承保年度及以前的負債						362,733
Total liabilities included in the balance sheet	確認於資產負債表的總負債	139,784	185,920	353,992	520,397	786,786	2,349,612
At 31 December 2006	於二零零六年十二月三十一日						
Estimate of cumulative claims	估計累計賠款	612,981	838,594	1,251,632	617,028	–	3,320,235
Cumulative payments to date	迄今累計付款	(420,158)	(590,568)	(666,633)	(15,223)	–	(1,692,582)
Liabilities recognised in the balance sheet	確認於資產負債表的負債	192,823	248,026	584,999	601,805	–	1,627,653
Liabilities in respect of underwriting years 2002 and earlier	於二零零二年承保年度及以前的負債						505,619
Total liabilities included in the balance sheet	確認於資產負債表的總負債	192,823	248,026	584,999	601,805	–	2,133,272

Note: Excluding the unearned premium provisions for the life reinsurance business.

註：不包括人壽再保險業務之未到期責任準備金。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 2 INSURANCE, FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

### 2 保險、財務及資本風險管理 (續)

#### (i) Claims development (Continued)

#### (i) 賠款發展 (續)

##### Analysis of claims development – net of reinsurance

##### 賠款發展分析 – 減去再保險淨額

		Underwriting year					Total
		承保年度					
		2003	2004	2005	2006	2007	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Unearned premium provisions at the end of underwriting year (note)	於承保年度末之未到期責任準備金 (註)	302,131	308,983	335,296	470,207	497,576	
Estimate of cumulative claims	估計累計賠款						
At the end of underwriting year	於承保年度年結時	447,317	478,807	763,448	568,075	752,167	
One year later	一年後	571,361	651,938	1,056,084	849,375	–	
Two years later	兩年後	534,180	664,027	1,081,483	–	–	
Three years later	三年後	520,703	651,331	–	–	–	
Four years later	四年後	502,894	–	–	–	–	
At 31 December 2007	於二零零七年十二月三十一日						
Estimate of cumulative claims	估計累計賠款	502,894	651,331	1,081,483	849,375	752,167	3,837,250
Cumulative payments to date	迄今累計付款	(383,644)	(499,061)	(759,885)	(369,879)	(29,775)	(2,042,244)
Liabilities recognised in the balance sheet	確認於資產負債表的負債	119,250	152,270	321,598	479,496	722,392	1,795,006
Liabilities in respect of underwriting years 2002 and earlier	於二零零二年承保年度及以前的負債						293,998
Total liabilities included in the balance sheet	確認於資產負債表的總負債	119,250	152,270	321,598	479,496	722,392	2,089,004
At 31 December 2006	於二零零六年十二月三十一日						
Estimate of cumulative claims	估計累計賠款	520,703	664,027	1,056,084	568,075	–	2,808,889
Cumulative payments to date	迄今累計付款	(356,783)	(460,623)	(529,463)	(13,532)	–	(1,360,401)
Liabilities recognised in the balance sheet	確認於資產負債表的負債	163,920	203,404	526,621	554,543	–	1,448,488
Liabilities in respect of underwriting years 2002 and earlier	於二零零二年承保年度及以前的負債						384,195
Total liabilities included in the balance sheet	確認於資產負債表的總負債	163,920	203,404	526,621	554,543	–	1,832,683

Note: Excluding the unearned premium provisions for the life reinsurance business.

註：不包括人壽再保險業務之未到期責任準備金。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 SEGMENT REPORTING

Segment information is presented in respect of the group's businesses and geographical segments. Business segment information is chosen as the primary reporting format.

#### By business segments

The group is comprised of the following main business segments:

- Reinsurance business;
- Life insurance business; and
- Corporate and other businesses which is comprised of the asset management business, insurance intermediary business, pension business, and financial and corporate assets.

### 3 分類匯報

分類資料的匯報是按本集團的業務及地區區分，其中業務類別被選擇作為首要的匯報格式。

#### 按業務分類

本集團設有下列的主要業務分類：

- 再保險業務；
- 人壽保險業務；及
- 企業及其他業務，包括資產管理業務、保險中介業務、養老保險業務及財務及企業資產。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 SEGMENT REPORTING (Continued)

#### a. Segmental income statement for 2007

### 3 分類匯報 (續)

#### a. 2007分類損益表

		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
<b>Revenue</b>	<b>收入</b>				
Gross premiums written	毛承保保費	1,681,212	16,245,249	-	17,926,461
Policy fees	保單費收入	-	7,536	-	7,536
		1,681,212	16,252,785	-	17,933,997
Less: Premiums ceded to reinsurers and retrocessionaires	減：保費之再保份額及 轉分份額	(211,150)	(66,253)	-	(277,403)
Net premiums written and policy fees	淨承保保費及保單費收入	1,470,062	16,186,532	-	17,656,594
Change in unearned premium provisions, net of reinsurance	未到期責任準備金變化， 減再保險	(28,113)	20,201	-	(7,912)
Net earned premiums and policy fees	已賺取保費及保單費 收入淨額	1,441,949	16,206,733	-	17,648,682
Net investment income (note (i))	投資收入淨額 (註(i))	184,621	1,591,925	111,855	1,888,401
Net realised investment gains (note (ii))	已實現投資收益淨額 (註(ii))	357,379	3,758,608	161,799	4,277,786
Net unrealised investment (losses)/ gains (note (iii))	未實現投資(虧損)/收益 淨額 (註(iii))	(11,869)	452,178	65,269	505,578
Net exchange gain/(loss)	匯兌收益/(虧損)淨額	61,191	(86,609)	(5,703)	(31,121)
Other income	其他收入	(8,449)	31,505	188,292	211,348
Inter-segment transactions	分類之間交易	-	(7,998)	(138,417)	(146,415)
		2,024,822	21,946,342	383,095	24,354,259
<b>Benefits, losses and expenses</b>	<b>給付、賠款及費用</b>				
Policyholders' benefits	保單持有人利益	(995,224)	(4,066,931)	-	(5,062,155)
Net commission expenses	佣金支出淨額	(351,659)	(1,645,497)	-	(1,997,156)
Administrative and other expenses	行政及其他費用	(91,071)	(1,901,470)	(382,217)	(2,374,758)
Change in life insurance funds, net of reinsurance	壽險責任準備金變化， 減再保險	-	(11,849,470)	-	(11,849,470)
Inter-segment transactions	分類之間交易	30,065	108,352	7,998	146,415
		(1,407,889)	(19,355,016)	(374,219)	(21,137,124)
<b>Profit from operations</b>	<b>經營溢利</b>	616,933	2,591,326	8,876	3,217,135
Share of losses of associates	應佔聯營公司虧損	-	3	(57,763)	(57,760)
Finance costs	財務費用	-	(68,449)	(80,018)	(148,467)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	616,933	2,522,880	(128,905)	3,010,908
Income tax charge	稅項支出	(37,241)	(488,797)	(27,673)	(553,711)
<b>Profit after taxation</b>	<b>除稅後溢利</b>	579,692	2,034,083	(156,578)	2,457,197
Minority interests	少數股東權益	-	(1,016,025)	107,900	(908,125)
<b>Profit attributable to equity holders</b>	<b>股東應佔溢利</b>	579,692	1,018,058	(48,678)	1,549,072

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 SEGMENT REPORTING (Continued)

### 3 分類匯報 (續)

#### a. Segmental income statement for 2007 (Continued)

#### a. 2007分類損益表 (續)

		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
<b>Note (i): Net investment income</b>	<b>註 (i): 投資收入淨額</b>				
Interest income from debt securities	債務證券利息收入				
– Held-to-maturity	– 持有至到期日	64,850	–	324	65,174
– Available-for-sale	– 可供出售	24,469	943,886	9,801	978,156
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	11,379	3,395	6,976	21,750
Dividend income from direct equity securities	直接股本證券股息收入				
– Available-for-sale	– 可供出售	8,195	11,925	5,430	25,550
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	1,906	4,135	440	6,481
Dividend income from equity investment funds	股本投資基金股息收入				
– Available-for-sale	– 可供出售	–	256,304	–	256,304
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	–	366,129	16,190	382,319
Dividend income from composite investment funds	綜合投資基金股息收入				
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	3,182	–	19,485	22,667
Bank deposits and other interest income	銀行存款及其他利息收入	68,214	291,478	53,209	412,901
Rentals receivable from investment properties	應收投資物業租金	2,426	–	–	2,426
Interest expenses on securities sold under repurchase agreements	賣出回購證券利息費用	–	(285,327)	–	(285,327)
		<b>184,621</b>	<b>1,591,925</b>	<b>111,855</b>	<b>1,888,401</b>
<b>Note (ii): Net realised investment gains</b>	<b>註 (ii): 已實現投資收益淨額</b>				
Debt securities	債務證券				
– Available-for-sale	– 可供出售	–	(537)	–	(537)
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	(343)	97,844	2,862	100,363
Direct equity securities	直接股本證券				
– Available-for-sale	– 可供出售	356,758	1,879,751	138,949	2,375,458
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	(102)	485,659	7,434	492,991
Equity investment funds	股本投資基金				
– Available-for-sale	– 可供出售	–	710,944	–	710,944
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	–	584,947	7,828	592,775
Composite investment funds	綜合投資基金				
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	–	–	4,726	4,726
Derivative financial instruments	衍生金融工具	1,248	–	–	1,248
Investment properties	投資物業	(182)	–	–	(182)
		<b>357,379</b>	<b>3,758,608</b>	<b>161,799</b>	<b>4,277,786</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 SEGMENT REPORTING (Continued)

#### a. Segmental income statement for 2007 (Continued)

### 3 分類匯報 (續)

#### a. 2007分類損益表 (續)

		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
<b>Note (iii): Net unrealised investment (losses)/gains</b>	<b>註 (iii) : 未實現投資 (虧損) / 收益淨額</b>				
Debt securities	債務證券				
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	(15,060)	55,656	661	41,257
Direct equity securities	直接股本證券				
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	(1,733)	56,882	1,200	56,349
Equity investment funds	股本投資基金				
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	–	339,640	39,457	379,097
Composite investment funds	綜合投資基金				
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	(609)	–	23,951	23,342
Surplus on revaluation of investment properties	投資物業重估盈餘	5,533	–	–	5,533
		(11,869)	452,178	65,269	505,578

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 SEGMENT REPORTING (Continued)

#### b. Segmental balance sheet for 2007

### 3 分類匯報 (續)

#### b. 2007分類資產負債表

		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
Statutory deposits	法定存款	12,475	533,970	106,794	653,239
Investment properties	投資物業	78,560	-	-	78,560
Other property, plant and equipment	其他物業、機械裝置及設備	3,106	1,231,432	78,609	1,313,147
Debt securities (note (i))	債務證券 (註(i))	1,734,132	25,434,221	322,170	27,490,523
Direct equity securities (note (ii))	直接股本證券 (註(ii))	638,930	5,833,575	527,947	7,000,452
Equity investment funds (note (iii))	股本投資基金 (註(iii))	-	5,493,209	121,747	5,614,956
Composite investment funds (note (iv))	綜合投資基金 (註(iv))	90,841	-	49,107	139,948
Cash and bank deposits	現金及銀行存款	1,795,332	6,942,180	1,129,517	9,867,029
Goodwill	商譽	-	154,909	73,276	228,185
Interest in associates	於聯營公司的權益	-	4,262	526,174	530,436
Reinsurers' share of insurance contract provisions	分保公司應佔保險 合約準備	323,498	53,242	-	376,740
Other segment assets	其他分類資產	587,619	1,618,787	117,928	2,324,334
<b>Total assets</b>	<b>總資產</b>	<b>5,264,493</b>	<b>47,299,787</b>	<b>3,053,269</b>	<b>55,617,549</b>
Life insurance funds	壽險責任準備金	-	38,529,656	-	38,529,656
Unearned premium provisions	未到期責任準備金	566,064	327,860	-	893,924
Provision for outstanding claims	未決賠款準備	2,349,612	147,320	-	2,496,932
Investment contract liabilities	投資合約負債	-	157,421	-	157,421
Interest-bearing notes	需付息票據	-	1,601,910	1,358,467	2,960,377
Deferred tax liabilities	遞延稅項負債	2,012	945,584	1,435	949,031
Other segment liabilities	其他分類負債	175,574	1,158,751	200,201	1,534,526
<b>Total liabilities</b>	<b>總負債</b>	<b>3,093,262</b>	<b>42,868,502</b>	<b>1,560,103</b>	<b>47,521,867</b>
<b>Minority interests</b>	<b>少數股東權益</b>	<b>-</b>	<b>2,348,861</b>	<b>61,195</b>	<b>2,410,056</b>
<b>Net assets attributable to the equity holders of the company</b>	<b>股東應佔資產淨值</b>	<b>2,171,231</b>	<b>2,082,424</b>	<b>1,431,971</b>	<b>5,685,626</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 SEGMENT REPORTING (Continued)

### 3 分類匯報 (續)

#### b. Segmental balance sheet for 2007 (Continued)

#### b. 2007分類資產負債表(續)

		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
<b>Note (i): Debt securities</b>	<b>註(i): 債務證券</b>				
- Held-to-maturity	- 持有至到期日	1,013,616	-	5,458	1,019,074
- Available-for-sale	- 可供出售	572,333	25,094,065	281,146	25,947,544
- Designated at fair value through profit or loss	- 指定為通過損益以反映公允價值	148,183	340,156	35,566	523,905
		1,734,132	25,434,221	322,170	27,490,523
<b>Note (ii): Direct equity securities</b>	<b>註(ii): 直接股本證券</b>				
- Available-for-sale	- 可供出售	569,548	4,168,794	504,826	5,243,168
- Designated at fair value through profit or loss	- 指定為通過損益以反映公允價值	69,382	1,664,781	23,121	1,757,284
		638,930	5,833,575	527,947	7,000,452
<b>Note (iii): Equity investment funds</b>	<b>註(iii): 股本投資基金</b>				
- Available-for-sale	- 可供出售	-	2,220,712	-	2,220,712
- Designated at fair value through profit or loss	- 指定為通過損益以反映公允價值	-	3,272,497	121,747	3,394,244
		-	5,493,209	121,747	5,614,956
<b>Note (iv): Composite investment funds</b>	<b>註(iv): 綜合投資基金</b>				
- Available-for-sale	- 可供出售	51,378	-	-	51,378
- Designated at fair value through profit or loss	- 指定為通過損益以反映公允價值	39,463	-	49,107	88,570
		90,841	-	49,107	139,948

#### c. Other segmental information for 2007

#### c. 2007其他分類資料

		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
Capital expenditure	資本開支	1,153	252,410	21,472	275,035
Depreciation	折舊	818	57,634	5,849	64,301
Significant non-cash income (other than depreciation and amortisation)	重大非現金收入 (不包括折舊及攤銷)	50,570	350,549	59,566	460,685

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 SEGMENT REPORTING (Continued)

#### d. Segmental income statement for 2006

### 3 分類匯報 (續)

#### d. 2006分類損益表

		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
<b>Revenue</b>	<b>收入</b>				
Gross premiums written	毛承保保費	1,541,568	10,823,201	-	12,364,769
Policy fees	保單費收入	-	8,685	-	8,685
		1,541,568	10,831,886	-	12,373,454
Less: Premiums ceded to reinsurers and retrocessionaires	減：保費之再保份額及 轉分份額	(164,565)	(58,355)	-	(222,920)
Net premiums written and policy fees	淨承保保費及保單費收入	1,377,003	10,773,531	-	12,150,534
Change in unearned premium provisions, net of reinsurance	未到期責任準備金變化， 減再保險	(136,910)	(80,051)	-	(216,961)
Net earned premiums and policy fees	已賺取保費及保單費 收入淨額	1,240,093	10,693,480	-	11,933,573
Net investment income (note (i))	投資收入淨額 (註(i))	160,608	987,901	41,202	1,189,711
Net realised investment gains (note (ii))	已實現投資收益淨額 (註(ii))	133,572	371,170	54,768	559,510
Net unrealised investment gains (note (iii))	未實現投資收益淨額 (註(iii))	9,254	611,685	13,934	634,873
Net exchange gain/(loss)	匯兌收益／(虧損)淨額	66,971	(42,036)	(2,099)	22,836
Other income	其他收入	5,614	19,264	68,977	93,855
Inter-segment transactions	分類之間交易	-	(12,219)	(41,855)	(54,074)
		1,616,112	12,629,245	134,927	14,380,284
<b>Benefits, losses and expenses</b>	<b>給付、賠款及費用</b>				
Policyholders' benefits	保單持有人利益	(820,867)	(1,544,225)	-	(2,365,092)
Net commission expenses	佣金支出淨額	(326,213)	(868,604)	-	(1,194,817)
Administrative and other expenses	行政及其他費用	(87,992)	(1,321,052)	(111,561)	(1,520,605)
Change in life insurance funds, net of reinsurance	壽險責任準備金變化， 減再保險	-	(8,229,133)	-	(8,229,133)
Inter-segment transactions	分類之間交易	30,521	11,334	12,219	54,074
		(1,204,551)	(11,951,680)	(99,342)	(13,255,573)
<b>Profit from operations</b>	<b>經營溢利</b>	411,561	677,565	35,585	1,124,711
Share of losses of associates	應佔聯營公司虧損	-	(362)	4,432	4,070
Finance costs	財務費用	-	(65,081)	(79,103)	(144,184)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	411,561	612,122	(39,086)	984,597
Income tax charge	稅項支出	(15,905)	(298,836)	(11,515)	(326,256)
<b>Profit after taxation</b>	<b>除稅後溢利</b>	395,656	313,286	(50,601)	658,341
Minority interests	少數股東權益	-	(156,685)	9,109	(147,576)
<b>Profit attributable to equity holders</b>	<b>股東應佔溢利</b>	395,656	156,601	(41,492)	510,765

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 SEGMENT REPORTING (Continued)

### 3 分類匯報 (續)

#### d. Segmental income statement for 2006 (Continued)

#### d. 2006分類損益表 (續)

		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
<b>Note (i): Net investment income</b>	<b>註(i): 投資收入淨額</b>				
Interest income from debt securities	債務證券利息收入				
– Held-to-maturity	– 持有至到期日	64,422	–	380	64,802
– Available-for-sale	– 可供出售	15,085	691,267	–	706,352
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	14,210	2,564	15,911	32,685
Dividend income from direct equity securities	直接股本證券股息收入				
– Available-for-sale	– 可供出售	5,300	–	1,959	7,259
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	2,300	12,881	1,297	16,478
Dividend income from equity investment funds	股本投資基金股息收入				
– Available-for-sale	– 可供出售	–	148,685	–	148,685
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	–	41,444	–	41,444
Dividend income from composite investment funds	綜合投資基金股息收入				
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	1,561	–	–	1,561
Bank deposits and other interest income	銀行存款及其他利息收入	55,636	150,344	21,671	227,651
Rentals receivable from investment properties	應收投資物業的租金	2,094	–	–	2,094
Interest expenses on securities sold under repurchase agreements	賣出回購證券利息費用	–	(59,284)	(16)	(59,300)
		160,608	987,901	41,202	1,189,711
<b>Note (ii): Net realised investment gains</b>	<b>註(ii): 已實現投資收益淨額</b>				
Debt securities	債務證券				
– Available-for-sale	– 可供出售	–	1,233	–	1,233
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	(1,693)	2,769	5,080	6,156
Direct equity securities	直接股本證券				
– Available-for-sale	– 可供出售	125,885	–	20,284	146,169
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	7,918	171,456	15,452	194,826
Equity investment funds	股本投資基金				
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	–	195,712	13,952	209,664
Investment properties	投資物業	1,462	–	–	1,462
		133,572	371,170	54,768	559,510

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 SEGMENT REPORTING (Continued)

#### d. Segmental income statement for 2006 (Continued)

### 3 分類匯報 (續)

#### d. 2006分類損益表 (續)

		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
<b>Note (iii): Net unrealised investment gains</b>	<b>註 (iii) : 未實現投資收益淨額</b>				
Debt securities	債務證券				
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	(558)	(7,439)	1,687	(6,310)
Direct equity securities	直接股本證券				
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	7,066	196,404	1,197	204,667
Equity investment funds	股本投資基金				
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	–	422,720	11,050	433,770
Composite investment funds	綜合投資基金				
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	393	–	–	393
Derivative financial instruments	衍生金融工具	(1,244)	–	–	(1,244)
Surplus on revaluation of investment properties	投資物業重估盈餘	3,597	–	–	3,597
		9,254	611,685	13,934	634,873



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 SEGMENT REPORTING (Continued)

#### e. Segmental balance sheet for 2006

### 3 分類匯報 (續)

#### e. 2006分類資產負債表

		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
Statutory deposits	法定存款	-	497,675	49,768	547,443
Investment properties	投資物業	106,077	-	-	106,077
Other property, plant and equipment	其他物業、機械裝置及設備	2,785	970,025	61,880	1,034,690
Debt securities (note (i))	債務證券 (註(i))	1,383,586	18,257,752	186,717	19,828,055
Direct equity securities (note (ii))	直接股本證券 (註(ii))	710,972	1,956,041	492,080	3,159,093
Equity investment funds (note (iii))	股本投資基金 (註(iii))	-	2,485,383	40,589	2,525,972
Composite investment funds (note (iv))	綜合投資基金 (註(iv))	40,210	-	-	40,210
Cash and bank deposits	現金及銀行存款	1,603,704	8,000,884	1,207,948	10,812,536
Goodwill	商譽	-	154,909	73,276	228,185
Interest in associates	於聯營公司的權益	-	3,968	346,710	350,678
Reinsurers' share of insurance contract provisions	分保公司應佔保險 合約準備	353,462	38,445	-	391,907
Other segment assets	其他分類資產	486,701	520,343	21,777	1,028,821
<b>Total assets</b>	<b>總資產</b>	<b>4,687,497</b>	<b>32,885,425</b>	<b>2,480,745</b>	<b>40,053,667</b>
Life insurance funds	壽險責任準備金	-	24,406,372	-	24,406,372
Unearned premium provisions	未到期責任準備金	527,934	325,034	-	852,968
Provision for outstanding claims	未決賠款準備	2,133,272	52,894	-	2,186,166
Investment contract liabilities	投資合約負債	-	115,681	-	115,681
Interest-bearing notes	需付息票據	-	1,493,025	1,351,794	2,844,819
Securities sold under repurchase agreements	賣出回購證券 協議	-	2,490,366	-	2,490,366
Deferred tax liabilities	遞延稅項負債	11,050	648,775	6,730	666,555
Other segment liabilities	其他分類負債	128,056	713,791	66,252	908,099
<b>Total liabilities</b>	<b>總負債</b>	<b>2,800,312</b>	<b>30,245,938</b>	<b>1,424,776</b>	<b>34,471,026</b>
<b>Minority interests</b>	<b>少數股東權益</b>	<b>-</b>	<b>1,326,727</b>	<b>77,595</b>	<b>1,404,322</b>
<b>Net assets attributable to the equity holders of the company</b>	<b>股東應佔資產淨值</b>	<b>1,887,185</b>	<b>1,312,760</b>	<b>978,374</b>	<b>4,178,319</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 SEGMENT REPORTING (Continued)

### 3 分類匯報 (續)

#### e. Segmental balance sheet for 2006 (Continued)

#### e. 2006分類資產負債表(續)

		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
<b>Note (i): Debt securities</b>	<b>註(i): 債務證券</b>				
- Held-to-maturity	- 持有至到期日	834,083	-	9,386	843,469
- Available-for-sale	- 可供出售	414,051	18,160,800	-	18,574,851
- Designated at fair value through profit or loss	- 指定為通過損益以反映公允價值	135,452	96,952	177,331	409,735
		<u>1,383,586</u>	<u>18,257,752</u>	<u>186,717</u>	<u>19,828,055</u>
<b>Note (ii): Direct equity securities</b>	<b>註(ii): 直接股本證券</b>				
- Available-for-sale	- 可供出售	623,057	1,441,683	451,938	2,516,678
- Designated at fair value through profit or loss	- 指定為通過損益以反映公允價值	87,915	514,358	40,142	642,415
		<u>710,972</u>	<u>1,956,041</u>	<u>492,080</u>	<u>3,159,093</u>
<b>Note (iii): Equity investment funds</b>	<b>註(iii): 股本投資基金</b>				
- Available-for-sale	- 可供出售	-	1,563,495	-	1,563,495
- Designated at fair value through profit or loss	- 指定為通過損益以反映公允價值	-	921,888	40,589	962,477
		<u>-</u>	<u>2,485,383</u>	<u>40,589</u>	<u>2,525,972</u>
<b>Note (iv): Composite investment funds</b>	<b>註(iv): 綜合投資基金</b>				
- Available-for-sale	- 可供出售	15,826	-	-	15,826
- Designated at fair value through profit or loss	- 指定為通過損益以反映公允價值	24,384	-	-	24,384
		<u>40,210</u>	<u>-</u>	<u>-</u>	<u>40,210</u>

#### f. Other segmental information for 2006

#### f. 2006其他分類資料

		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
Capital expenditure	資本開支	425	504,753	8,273	513,451
Depreciation	折舊	938	41,773	4,955	47,666
Significant non-cash income (other than depreciation and amortisation)	重大非現金收入 (不包括折舊及攤銷)	76,225	569,649	11,835	657,709

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 3 SEGMENT REPORTING (Continued)

#### By geographical segments

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segments assets and capital expenditure are based on the geographical location of the operations.

### 3 分類匯報 (續)

#### 按地區分類

按主要地區分類呈報資料時，分類收益是按客戶所在地作區分呈列。資產及資本開支分類則按經營所在地區呈列。

		2007						
		PRC (other than Hong Kong and Macau) 中國(香港 及澳門除外)		Japan 日本	Rest of Asia 亞洲 其他地區	Europe 歐洲	Rest of the world 其他地區	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Gross premiums written and policy fees	毛承保保費及保單費收入	316,653	16,652,436	113,973	455,988	249,970	144,977	17,933,997
Segment assets	分類資產	7,291,563	48,325,986	-	-	-	-	55,617,549
Capital expenditure incurred during the year	年內動用的資本開支	1,003	274,032	-	-	-	-	275,035

		2006						
		PRC (other than Hong Kong and Macau) 中國(香港 及澳門除外)		Japan 日本	Rest of Asia 亞洲 其他地區	Europe 歐洲	Rest of the world 其他地區	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Gross premiums written and policy fees	毛承保保費及保單費收入	307,420	11,186,815	96,916	417,063	264,014	101,226	12,373,454
Segment assets	分類資產	6,572,488	33,481,179	-	-	-	-	40,053,667
Capital expenditure incurred during the year	年內動用的資本開支	667	512,784	-	-	-	-	513,451

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 4 GROSS PREMIUMS WRITTEN AND POLICY FEES

#### Principal activities

The principal activity of the company is investment holding. The principal activities of the company and its subsidiaries are the underwriting of all classes of reinsurance business and direct life insurance business.

Apart from these, the group also carries on asset management, insurance intermediary and pension businesses and, to support its insurance activities, holds money market, fixed income, equity and property investments.

Turnover represents gross premiums written and policy fees from the reinsurance business and life insurance business.

### 4 毛承保保費及保單費收入

#### 主要業務

本公司的主要業務是投資控股。本公司及其附屬公司的主要業務是承接各類再保險業務及直接人壽保險業務。

此外，本集團也從事資產管理、保險中介及養老保險業務，並為配合保險業務而持有各類貨幣、固定收入證券、股票及物業投資。

營業額是指再保險業務及人壽保險業務毛承保保費及保單費收入。

		2007			
		Reinsurance contracts	Life insurance contracts	Investment contracts	Total
		再保險合約	人壽保險合約	投資合約	總額
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Gross premiums written	毛承保保費收入	1,681,212	16,245,249	-	17,926,461
Policy fees	保單費收入	-	-	7,536	7,536
		<b>1,681,212</b>	<b>16,245,249</b>	<b>7,536</b>	<b>17,933,997</b>
		2006			
		Reinsurance contracts	Life insurance contracts	Investment contracts	Total
		再保險合約	人壽保險合約	投資合約	總額
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Gross premiums written	毛承保保費收入	1,541,568	10,823,201	-	12,364,769
Policy fees	保單費收入	-	-	8,685	8,685
		<b>1,541,568</b>	<b>10,823,201</b>	<b>8,685</b>	<b>12,373,454</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 5 INVESTMENT INCOME

### 5 投資收入

		2007 \$'000 千元	2006 \$'000 千元
<b>Net investment income (note (a))</b>	投資收入淨額 (註(a))	1,888,401	1,189,711
<b>Net realised investment gains (note (b))</b>	已實現投資收益淨額 (註(b))	4,277,786	559,510
<b>Net unrealised investment gains (note (c))</b>	未實現投資收益淨額 (註(c))	505,578	634,873
		<b>6,671,765</b>	<b>2,384,094</b>
<b>(a) Net investment income</b>	<b>(a) 投資收入淨額</b>		
Interest income from debt securities (note (i)):	債務證券利息收入 (註(i)):		
– Held-to-maturity	– 持有至到期日	65,174	64,802
– Available-for-sale	– 可供出售	978,156	706,352
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	21,750	32,685
Dividend income from direct equity securities (note (ii)):	直接股本證券股息收入 (註(ii)):		
– Available-for-sale	– 可供出售	25,550	7,259
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	6,481	16,478
Dividend income from equity investment funds (note (ii)):	股本投資基金股息收入 (註(ii)):		
– Available-for-sale	– 可供出售	256,304	148,685
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	382,319	41,444
Dividend income from composite investment funds (note (iii)):	綜合投資基金股息收入 (註(iii)):		
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	22,667	1,561
Bank deposits and other interest income	銀行存款及其他利息收入	412,901	227,651
Rentals receivable from investment properties	應收投資物業租金	2,426	2,094
Interest expenses on securities sold under repurchase agreements	賣出回購證券利息費用	(285,327)	(59,300)
		<b>1,888,401</b>	<b>1,189,711</b>

Notes:

註:

		2007 \$'000 千元	2006 \$'000 千元
(i) Interest income from debt securities:	(i) 債務證券利息收入:		
– Listed	– 上市	992,745	750,345
– Unlisted	– 非上市	72,335	53,494
(ii) Dividend income from direct equity securities and equity investment funds:	(ii) 直接股本證券及股本投資基金股息收入:		
– Listed	– 上市	438,695	176,831
– Unlisted	– 非上市	231,959	37,035
(iii) Dividend income from composite investment funds:	(iii) 綜合投資基金股息收入:		
– Listed	– 上市	5,336	1,561
– Unlisted	– 非上市	17,331	–

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 5 INVESTMENT INCOME (Continued)

### 5 投資收入 (續)

		2007 \$'000 千元	2006 \$'000 千元
<b>(b) Net realised investment gains</b>	<b>(b) 已實現投資收益淨額</b>		
Debt securities (note (i)):	債務證券 (註(i)):		
– Available-for-sale	– 可供出售	(537)	1,233
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	100,363	6,156
Direct equity securities (note (ii)):	直接股本證券 (註(ii)):		
– Available-for-sale	– 可供出售	2,375,458	146,169
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	492,991	194,826
Equity investment funds (note(ii)):	股本投資基金 (註(ii)):		
– Available-for-sale	– 可供出售	710,944	–
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	592,775	209,664
Composite investment funds (note(iii)):	綜合投資基金 (註(iii)):		
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	4,726	–
Derivative financial instruments	衍生金融工具	1,248	–
(Loss)/gain on disposal of investment properties	出售投資物業 (虧損)/收益	(182)	1,462
		<b>4,277,786</b>	<b>559,510</b>

Notes:

註:

		2007 \$'000 千元	2006 \$'000 千元
(i) Net realised investment gains/(losses) on debt securities:	(i) 債務證券已實現投資收益/(虧損)淨額:		
Listed	上市	98,036	7,485
Unlisted	非上市	1,790	(96)
(ii) Net realised investment gains on direct equity securities and equity investment funds:	(ii) 直接股本證券及股本投資基金已實現投資收益淨額:		
Listed	上市	3,487,495	201,629
Unlisted	非上市	684,673	349,030
(iii) Net realised investment gains on composite investment funds:	(iii) 綜合投資基金已實現投資收益淨額:		
Listed	上市	1,118	–
Unlisted	非上市	3,608	–

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 5 INVESTMENT INCOME (Continued)

### 5 投資收入 (續)

		2007 \$'000 千元	2006 \$'000 千元
<b>(c) Net unrealised investment gains</b>	<b>(c) 未實現投資收益淨額</b>		
Debt securities (note (i)):	債務證券投資 (註(i)):		
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	41,257	(6,310)
Direct equity securities (note (ii)):	直接股本證券 (註(ii)):		
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	56,349	204,667
Equity investment funds (note (ii)):	股本投資基金 (註(ii)):		
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	379,097	433,770
Composite investment funds (note (iii)):	綜合投資基金 (註(iii)):		
– Designated at fair value through profit or loss	– 指定為通過損益以反映公允價值	23,342	393
Derivative financial instruments	衍生金融工具	–	(1,244)
Surplus on revaluation of investment properties	投資物業重估盈餘	5,533	3,597
		<b>505,578</b>	<b>634,873</b>

Notes:

註:

		2007 \$'000 千元	2006 \$'000 千元
(i) Net unrealised investment gains/ (losses) on debt securities:	(i) 債務證券未實現投資收益/ (虧損) 淨額:		
Listed	上市	53,510	(7,499)
Unlisted	非上市	(12,253)	1,189
(ii) Net unrealised investment gains on direct equity securities and equity investment funds:	(ii) 直接股本證券及股本投資基金未實現投資收益淨額:		
Listed	上市	379,170	610,782
Unlisted	非上市	56,276	27,655
(iii) Net unrealised investment gains on composite investment funds:	(iii) 綜合投資基金未實現投資收益淨額:		
Listed	上市	4,404	393
Unlisted	非上市	18,938	–

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 6 OTHER INCOME

### 6 其他收入

		2007 \$'000 千元	2006 \$'000 千元
Income from asset management business	資產管理業務收入	19,647	8,371
Income from insurance intermediary business	保險中介業務收入	17,027	14,335
Income from pension business	養老保險業務收入	11,244	376
Net loss on sale of fixed assets	出售固定資產虧損淨額	(136)	(213)
Others	其他	17,151	16,912
		<b>64,933</b>	<b>39,781</b>

### 7 POLICYHOLDERS' BENEFITS AND NET COMMISSION EXPENSES

### 7 保單持有人利益及佣金支出淨額

#### (a) Policyholders' benefits

#### (a) 保單持有人利益

		Reinsurance contracts 再保險合約 \$'000 千元	2007 Life insurance contracts 人壽保險合約 \$'000 千元	Total 總額 \$'000 千元
Claims and claim adjustment expenses	賠款及賠款調整支出	1,062,525	508,046	1,570,571
Less: Reinsurers' and retrocessionaires' share	減：再保及轉分份額	(67,301)	(48,109)	(115,410)
		995,224	459,937	1,455,161
Surrenders	退保	-	3,452,949	3,452,949
Annuity and maturity payments	年金及到期付款	-	83,004	83,004
Policy dividends	保單分紅	-	71,041	71,041
		<b>995,224</b>	<b>4,066,931</b>	<b>5,062,155</b>
			2006	
		Reinsurance contracts 再保險合約 \$'000 千元	Life insurance contracts 人壽保險合約 \$'000 千元	Total 總額 \$'000 千元
Claims and claim adjustment expenses	賠款及賠款調整支出	917,945	309,564	1,227,509
Less: Reinsurers' and retrocessionaires' share	減：再保及轉分份額	(97,078)	(37,476)	(134,554)
		820,867	272,088	1,092,955
Surrenders	退保	-	1,159,625	1,159,625
Annuity and maturity payments	年金及到期付款	-	72,959	72,959
Policy dividends	保單分紅	-	39,553	39,553
		<b>820,867</b>	<b>1,544,225</b>	<b>2,365,092</b>



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 7 POLICYHOLDERS' BENEFITS AND NET COMMISSION EXPENSES (Continued)

### 7 保單持有人利益及佣金支出淨額 (續)

#### (b) Net commission expenses

#### (b) 佣金支出淨額

		2007		Total 總額 \$'000 千元
		Reinsurance contracts 再保險合約 \$'000 千元	Life insurance contracts 人壽保險合約 \$'000 千元	
Gross commission expenses	毛佣金支出	400,050	1,659,302	2,059,352
Reinsurance commission income	再保險佣金收入	(48,391)	(13,805)	(62,196)
Net commission expenses	佣金支出淨額	351,659	1,645,497	1,997,156

		2006		Total 總額 \$'000 千元
		Reinsurance contracts 再保險合約 \$'000 千元	Life insurance contracts 人壽保險合約 \$'000 千元	
Gross commission expenses	毛佣金支出	377,718	881,362	1,259,080
Reinsurance commission income	再保險佣金收入	(51,505)	(12,758)	(64,263)
Net commission expenses	佣金支出淨額	326,213	868,604	1,194,817

### 8 PROFIT BEFORE TAXATION

### 8 除稅前溢利

Profit before taxation is arrived at after charging/(crediting):

除稅前溢利已扣除/(抵免)：

		2007 \$'000 千元	2006 \$'000 千元
(a) Finance costs:	(a) 財務費用：		
Interest on interest-bearing notes	需付息票據利息	148,467	144,184
(b) Staff costs:	(b) 員工成本：		
Salaries, wages and other benefits	薪金、工資及其他利益	1,041,949	614,195
Employee share-based compensation benefits	以股份為本之僱員補償利益	7,852	3,178
Contributions to defined contribution retirement plans	已訂定供款退休計劃供款	80,830	66,003
		1,130,631	683,376
(c) Other items:	(c) 其他項目：		
Auditors' remuneration	核數師酬金		
– audit services	– 核數服務	3,804	3,261
– tax services	– 稅務服務	170	374
Depreciation of fixed assets	固定資產折舊	64,301	47,666
Allowance for doubtful debts	呆壞賬準備	10,151	665
Operating lease charges in respect of properties	有關物業的經營租賃費用	95,036	88,908
Share of associates' taxation charge/(credit)	佔聯營公司稅項支出/(抵免)	22,542	(7,016)

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 9 DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance was as follows:

### 9 董事酬金

根據香港《公司條例》第161條列報的董事酬金如下：

		2007					
		Salaries and other emoluments	Discretionary bonuses	Share based payments	Retirement scheme contributions	Total	
		薪金及其他酬金	酌定花紅	股份為本支付	退休計劃供款	總額	
		Directors' fees	Directors' fees	Directors' fees	Directors' fees	Directors' fees	
		\$'000	\$'000	\$'000	\$'000	\$'000	
		千元	千元	千元	千元	千元	
Executive directors:	執行董事：						
Feng Xiaozeng	馮曉增	-	2,237	1,886	-	12	4,135
Lin Fan	林帆	-	-	-	-	-	-
Song Shuguang	宋曙光	-	1,592	1,563	-	96	3,251
Xie Yiqun	謝一群	-	1,592	1,563	-	12	3,167
Ng Yu Lam, Kenneth	吳俞霖	-	1,449	1,480	457	180	3,566
Shen Koping, Michael	沈可平	-	803	1,283	4,310	12	6,408
Lau Siu Mun, Sammy	劉少文	-	1,094	1,138	281	158	2,671
Non-executive directors:	非執行董事：						
Zheng Changyong	鄭常勇	-	-	-	-	-	-
Wu Jiesi	武捷思	300	-	-	-	-	300
Che Shujian	車書劍	300	-	-	-	-	300
Lau Wai Kit	劉偉傑	300	-	-	-	-	300
		900	8,767	8,913	5,048	470	24,098
		2006					
		Salaries and other emoluments	Discretionary bonuses	Share based payments	Retirement scheme contributions	Total	
		薪金及其他酬金	酌定花紅	股份為本支付	退休計劃供款	總額	
		Directors' fees	Directors' fees	Directors' fees	Directors' fees	Directors' fees	
		\$'000	\$'000	\$'000	\$'000	\$'000	
		千元	千元	千元	千元	千元	
Executive directors:	執行董事：						
Feng Xiaozeng	馮曉增	-	1,260	180	-	6	1,446
Lin Fan	林帆	-	-	340	-	-	340
Miao Jianmin (resigned on 4 January 2006)	繆建民 (於2006年1月4日請辭)	-	195	300	-	10	505
Song Shuguang	宋曙光	-	832	320	-	48	1,200
Xie Yiqun	謝一群	-	1,510	320	-	12	1,842
Ng Yu Lam, Kenneth	吳俞霖	-	1,507	400	428	180	2,515
Shen Koping, Michael	沈可平	-	650	898	1,660	12	3,220
Lau Siu Mun, Sammy	劉少文	-	1,137	320	257	152	1,866
Non-executive directors:	非執行董事：						
Zheng Changyong	鄭常勇	-	-	-	-	-	-
Wu Jiesi	武捷思	300	-	-	-	-	300
Che Shujian	車書劍	300	-	-	-	-	300
Lau Wai Kit	劉偉傑	300	-	-	-	-	300
		900	7,091	3,078	2,345	420	13,834

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 9 DIRECTORS' REMUNERATION (Continued)

The above emoluments include the value of share options granted and shares awarded to certain directors under the company's share option scheme and share award scheme, respectively, as estimated at the date of grant and award. The details of these benefits in kind are disclosed under the paragraph "share option scheme" and "share award scheme" in the directors' report and note 40.

### 10 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, all of them (2006: all) are directors whose emoluments are disclosed in note 9.

### 11 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT

(a) Taxation in the consolidated income statement represents:

	當期稅項 – 香港利得稅準備
<b>Current tax – Provision for Hong Kong Profits Tax</b>	
Tax for the year	年度稅款
Over-provision in respect of prior years	多提以往年度準備
<b>Current tax – Outside Hong Kong</b>	當期稅項 – 香港以外
Tax for the year	年度稅款
Over-provision in respect of prior years	多提以往年度準備
<b>Deferred tax</b>	遞延稅項
Origination and reversal of temporary differences	暫時性差異之起源及轉回

The provision for Hong Kong Profits Tax represents the group's estimated Hong Kong Profits Tax liability calculated at the standard tax rate of 17.5% (2006: 17.5%) on its assessable profits from reinsurance, asset management and insurance intermediary businesses, except for its assessable profits from the business of reinsurance of offshore risks, which is calculated at 8.75% (2006: 8.75%), one-half of the standard tax rate.

Taxation outside Hong Kong for overseas subsidiaries is calculated at the rates prevailing in the relevant jurisdictions. Under the new Enterprise Income Tax Law of the PRC, the enterprise income tax rate for domestic companies in the PRC was reduced from 33% to 25% effective from 1 January 2008.

### 9 董事酬金 (續)

上述酬金包括分別根據本公司的認股權計劃及股份獎勵計劃授予部份董事的認股權及股份於授予日的預計價值。有關此等實物收益的詳情載於董事會報告書的「認股權計劃」、「股份獎勵計劃」及附註40內。

### 10 最高酬金人士

在五位酬金最高的人士中，全部(二零零六年：全部)為董事，有關的酬金詳情載於附註9。

### 11 綜合損益表內的稅項

(a) 綜合損益表所示的稅項為：

	2007 \$'000 千元	2006 \$'000 千元
<b>Current tax – Provision for Hong Kong Profits Tax</b>		
Tax for the year	63,815	29,655
Over-provision in respect of prior years	–	(1,330)
	63,815	28,325
<b>Current tax – Outside Hong Kong</b>		
Tax for the year	1,019	1,699
Over-provision in respect of prior years	(1,801)	–
	(782)	1,699
<b>Deferred tax</b>		
Origination and reversal of temporary differences	490,678	296,232
	553,711	326,256

香港利得稅準備是指本集團根據來自再保險、資產管理及保險中介業務的應評稅溢利，按17.5% (二零零六年：17.5%) 的標準稅率計算的估計應繳香港利得稅，但來自海外風險的再保險業務的應評稅溢利則按標準稅率的一半，即8.75% (二零零六年：8.75%) 計算。

海外附屬公司於香港以外地區的稅項以相關司法管轄區的現行稅率計算，從二零零八年一月一日起，適用於中國內地企業的企業所得稅率由33%降至25%。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 11 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (Continued) 11 綜合損益表內的稅項 (續)

(b) Reconciliation between tax charge and accounting profit at applicable tax rates: (b) 稅項支出與會計溢利按適用稅率的稅項之對賬：

		2007 \$'000 千元	2006 \$'000 千元
Profit before taxation	稅前溢利	3,010,908	984,597
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	按相關管轄地區適用的溢利稅率計算稅前溢利的名義稅項	862,418	251,082
Tax effect of non-deductible expenses	不可扣減費用的稅項影響	183,975	179,316
Tax effect of non-taxable revenue	毋須課稅收入的稅項影響	(289,307)	(58,750)
Tax effect of unused tax losses not recognised	未確認而尚未使用的稅項虧損的稅項影響	79	1,052
Tax effect of prior years' tax losses utilised this year	往年度稅項虧損在本年度使用的稅項影響	(142,745)	(45,114)
Over-provision in prior years	多提往年度準備	(1,801)	(1,330)
Tax effect of change in PRC tax rate	中國稅率變化的稅務影響	(58,908)	-
Actual tax charge	實際稅項支出	553,711	326,256

### 12 PROFIT/(LOSS) ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY 12 股東應佔溢利/(虧損)

The consolidated profit attributable to equity holders of the company includes a gain of \$18,830,000 (2006: loss of \$52,262,000) which has been dealt with in the financial statements of the company.

股東應佔綜合溢利包括一筆已列入本公司財務報表的溢利18,830,000元(二零零六年：虧損52,262,000元)。

### 13 DIVIDENDS

### 13 股息

(a) Dividends payable to equity shareholders of the company attributable to the year were as follows:

(a) 本年度應付本公司股東的股息如下：

		2007 \$'000 千元	2006 \$'000 千元
Final dividend proposed after the balance sheet date of 10 cents per ordinary share (2006: nil)	於結算日後擬派的末期股息每普通股10仙(二零零六年：無)	141,527	-

(b) Dividends payable to equity shareholders of the company attributable to the previous financial year, approved and paid during the year:

(b) 屬於上一個財政年度應付本公司股東，並於本年度內核准及派發的股息：

No interim nor final dividend in respect of the previous financial year was declared and paid during the year (2006: nil).

沒有屬於上一個財政年度，並於本年度內宣派及支付的中期及末期股息(二零零六年：無)。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 14 EARNINGS PER SHARE

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary shareholders of \$1,549,072,000 (2006: \$510,765,000) and the weighted average of ordinary shares in issue during the year less shares held for the share award scheme of 1,405,858,842 (2006: weighted average of shares in issue during the year of 1,339,621,259).

#### (b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary shareholders of \$1,549,072,000 (2006: \$510,765,000) and the weighted average of 1,430,775,029 ordinary shares (2006: 1,354,881,012 shares) after adjusting for the effects of all of the potential dilution from ordinary shares issuable under the company's share option scheme and share award scheme.

#### (c) Reconciliations

### 14 每股盈利

#### (a) 每股基本盈利

每股基本盈利是按照股東應佔溢利1,549,072,000元(二零零六年：510,765,000元)·及扣除為股份獎勵計劃而持有之股份後的年內已發行普通股的加權平均數1,405,858,842股(二零零六年：年內已發行普通股的加權平均數1,339,621,259股)計算。

#### (b) 每股攤薄盈利

每股攤薄盈利是按照股東應佔溢利1,549,072,000元(二零零六年：510,765,000元)及已就本公司認股權計劃及股份獎勵計劃所有具備潛在攤薄影響的可發行普通股作出調整得出的普通股加權平均數1,430,775,029股(二零零六年：1,354,881,012股)計算。

#### (c) 對賬

		2007 Number of shares 股份數目	2006 Number of shares 股份數目
Weighted average number of ordinary shares less shares held for share award scheme used in calculating basic earnings per share	用作計算每股基本盈利的扣除股份獎勵計劃而持有之股份後之普通股加權平均股數	1,405,858,842	1,339,621,259
Effect of share option scheme	認股權計劃的影響	19,662,187	15,259,753
Effect of share award scheme	股份獎勵計劃的影響	5,254,000	-
Weighted average number of ordinary shares used in calculating diluted earnings per share	用作計算每股攤薄盈利的普通股加權平均股數	1,430,775,029	1,354,881,012

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 15 FIXED ASSETS

### 15 固定資產

#### (a) The group

#### (a) 本集團

		Land and buildings 土地及 建築物 \$'000 千元	Furniture and fixtures 傢具及 固定裝置 \$'000 千元	Computer equipment 電腦設備 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Sub total 小計 \$'000 千元	Investment properties 投資物業 \$'000 千元	Total 總額 \$'000 千元
<b>Cost or valuation:</b>	<b>成本或估值：</b>							
At 1 January 2006	於二零零六年一月一日	563,374	42,910	97,315	33,839	737,438	105,480	842,918
Exchange adjustments	匯率調整	15,122	994	3,193	1,125	20,434	-	20,434
Additions	增置	470,055	10,160	27,522	5,714	513,451	-	513,451
Disposals	出售	(339)	(252)	(2,234)	(1,256)	(4,081)	(3,000)	(7,081)
Surplus on revaluation	重估盈餘	-	-	-	-	-	3,597	3,597
At 1 January 2007	於二零零七年一月一日	1,048,212	53,812	125,796	39,422	1,267,242	106,077	1,373,319
Exchange adjustments	匯率調整	66,213	2,820	8,472	2,703	80,208	-	80,208
Additions	增置	154,985	31,029	73,814	15,207	275,035	-	275,035
Disposals	出售	-	(1,782)	(7,104)	(1,055)	(9,941)	(33,050)	(42,991)
Surplus on revaluation	重估盈餘	-	-	-	-	-	5,533	5,533
At 31 December 2007	於二零零七年十二月三十一日	1,269,410	85,879	200,978	56,277	1,612,544	78,560	1,691,104
<b>Representing:</b>	<b>代表：</b>							
Cost	成本	1,269,410	85,879	200,978	56,277	1,612,544	-	1,612,544
Valuation - 2007	估值 - 二零零七年	-	-	-	-	-	78,560	78,560
		1,269,410	85,879	200,978	56,277	1,612,544	78,560	1,691,104
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>							
At 1 January 2006	於二零零六年一月一日	100,317	23,386	46,741	12,967	183,411	-	183,411
Exchange adjustments	匯率調整	663	497	1,946	534	3,640	-	3,640
Charge for the year	本年度折舊	10,305	7,360	23,132	6,869	47,666	-	47,666
Written back on disposal	出售時撥回	(14)	(169)	(1,815)	(167)	(2,165)	-	(2,165)
At 1 January 2007	於二零零七年一月一日	111,271	31,074	70,004	20,203	232,552	-	232,552
Exchange adjustments	匯率調整	2,453	1,619	5,797	1,597	11,466	-	11,466
Charge for the year	本年度折舊	19,921	9,572	27,993	6,815	64,301	-	64,301
Written back on disposal	出售時撥回	(1,871)	(2,253)	(4,293)	(505)	(8,922)	-	(8,922)
At 31 December 2007	於二零零七年十二月三十一日	131,774	40,012	99,501	28,110	299,397	-	299,397
<b>Net book value:</b>	<b>賬面淨值：</b>							
At 31 December 2007	於二零零七年十二月三十一日	1,137,636	45,867	101,477	28,167	1,313,147	78,560	1,391,707
At 31 December 2006	於二零零六年十二月三十一日	936,941	22,738	55,792	19,219	1,034,690	106,077	1,140,767

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 15 FIXED ASSETS (Continued)

#### (b) The company

		Furniture and fixtures 傢具及 固定裝置 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Total 總額 \$'000 千元
<b>Cost:</b>	<b>成本：</b>			
At 1 January 2006	於二零零六年一月一日	2,971	1,671	4,642
Additions	增置	16	-	16
Disposals	出售	(29)	-	(29)
At 1 January 2007	於二零零七年一月一日	2,958	1,671	4,629
Additions	增置	124	-	124
Disposals	出售	(58)	-	(58)
At 31 December 2007	於二零零七年十二月三十一日	3,024	1,671	4,695
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>			
At 1 January 2006	於二零零六年一月一日	2,726	1,463	4,189
Charge for the year	本年度折舊	130	208	338
Written back on disposal	出售時撥回	(24)	-	(24)
At 1 January 2007	於二零零七年一月一日	2,832	1,671	4,503
Charge for the year	本年度折舊	77	-	77
Written back on disposal	出售時撥回	(57)	-	(57)
At 31 December 2007	於二零零七年十二月三十一日	2,852	1,671	4,523
<b>Net book value:</b>	<b>賬面淨值：</b>			
At 31 December 2007	於二零零七年十二月三十一日	172	-	172
At 31 December 2006	於二零零六年十二月三十一日	126	-	126

(c) The analysis of net book value of properties was as follows:

(c) 物業賬面淨值的分析如下：

		The group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
In Hong Kong	香港		
- Long leases	- 長期租賃	116,147	138,773
- Medium-term leases	- 中期租賃	8,469	15,189
Outside Hong Kong	香港以外地區		
- Medium-term leases	- 中期租賃	1,091,580	889,056
		<b>1,216,196</b>	<b>1,043,018</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 15 FIXED ASSETS (Continued)

(d) The investment properties of the group were revalued as of 31 December 2007 by an independent firm of surveyors, Greater China Appraisal Limited, who has among its staff Associates of the Hong Kong Institute of Surveyors, on an open market value basis calculated by reference to net rental income and allowing for reversionary income potential. A revaluation surplus of \$5,533,000 (2006: \$3,597,000) has been recognised in the consolidated income statement (see note 5).

(e) The group leases out investment properties under operating leases. The leases typically run for an initial period of two to three years, with an option to renew the lease after that date at which time all terms are renegotiated. Lease payments are usually reviewed every two to three years to reflect market rentals. None of the leases includes contingent rentals.

The gross carrying amounts of the investment properties of the group held for use in operating leases were \$71,160,000 (2006: \$65,819,000).

The time periods in which the group's total future minimum lease payments under non-cancellable operating leases are receivable was as follows:

### 15 固定資產 (續)

(d) 本集團的投資物業已於二零零七年十二月三十一日經由獨立測量師行—漢華評值有限公司(該行僱員包括若干香港測量師學會會員)·以參考有未來收入潛力的淨租金收入及公開市值計算基準重新估值。為數5,533,000元(二零零六年: 3,597,000元)的重估盈餘已記入綜合損益表內(見附註5)。

(e) 本集團以經營租賃租出投資物業。這些租賃一般初步為期二至三年，並且有權選擇在到期日後續期，屆時所有條款均可重新商定。租賃付款額通常會每二至三年檢討，以反映市場租金。各項租賃均不包括或然租金。

本集團持作經營租賃的投資物業的賬面總額為71,160,000元(二零零六年: 65,819,000元)。

本集團根據不可解除的經營租賃在日後應收的最低租賃付款總額的時段如下:

		The group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Within 1 year	一年內	2,971	2,086
After 1 but within 5 years	一年後但五年內	1,478	977
		<b>4,449</b>	<b>3,063</b>

### 16 GOODWILL

### 16 商譽

		The group 本集團 \$'000 千元
<b>Cost:</b>	<b>成本:</b>	
At 31 December 2007 and 2006	於二零零七年及二零零六年十二月三十一日	478,185
<b>Accumulated amortisation and impairment loss:</b>	<b>累計攤銷及減值虧損:</b>	
At 31 December 2007 and 2006	於二零零七年及二零零六年十二月三十一日	250,000
<b>Carrying amount:</b>	<b>賬面淨值:</b>	
At 31 December 2007 and 2006	於二零零七年及二零零六年十二月三十一日	<b>228,185</b>



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 16 GOODWILL (Continued)

#### Impairment tests for cash-generating units containing goodwill

An impairment loss of \$250,000,000 was recognised in 2005 in respect of goodwill associated with the acquisition of CIGAML in September 2002. The recoverable amount of cash-generating units was determined based on the value-in-use calculation. This calculation uses cash flow projections which represent what management believes is the best estimate of what CIGAML is able to achieve in its business life.

The directors reached a conclusion on the cash flow projection based on past performance and expectations for future market development. As the cash generating unit has been reduced to its recoverable amount, any adverse change in the assumptions used in the calculation of the recoverable amount would cause the carrying value to be less than the recoverable amount.

The directors again performed the impairment review as at 31 December 2007 and found no further impairment loss on the goodwill associated with the acquisition of CIGAML.

As of 31 December 2006 and 2007, the carrying amounts of goodwill associated with the acquisition of TPL and CIGAML were \$154,909,000 and \$73,276,000 respectively.

### 16 商譽 (續)

#### 包含商譽的現金產生單位的減值測試

於二零零二年九月收購中保資產管理所產生的商譽於二零零五年確認了250,000,000元的減值。現金產生單位的可收回金額根據使用價值計算。計算方法按照管理層關於中保資產管理在商業生命中能達到的現金流最佳估計。

董事根據過往及預計未來市場發展以總結現金流估計。由於現金產生單位已減至其可收回金額，如用於計算可收回金額的假設有任何不利變化，賬面值將低於可收回金額。

董事於二零零七年十二月三十一日再次進行減值審閱，未有發現收購中保資產管理所產生的商譽須要進一步減值。

於二零零七年及二零零六年十二月三十一日，有關收購太平人壽及中保資產管理的商譽賬面值分別為154,909,000元及73,276,000元。

### 17 INVESTMENTS IN SUBSIDIARIES

### 17 於附屬公司的投資

		The company 本公司	
		2007 \$'000 千元	2006 \$'000 千元
Unlisted shares, at cost	非上市股份，成本	1,844,859	1,844,859
Less: Impairment loss	減：減值虧損	(191,500)	(191,500)
		<b>1,653,359</b>	<b>1,653,359</b>

The following list contains details of the company's principal subsidiaries at the balance sheet date. The class of shares held is ordinary unless otherwise stated.

All of these are controlled subsidiaries as defined under note 1(e) and have been consolidated into the group's financial statements.

The nature of the impairment loss is described in note 16.

下表載列本公司的主要附屬公司於結算日的詳情。除非另有說明，否則所持的股份類別指普通股。

該等附屬公司均為附註1(e)所界定的受控制附屬公司，並已綜合於本集團的財務報表內。

減值虧損的性質於附註16內詳述。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 17 INVESTMENTS IN SUBSIDIARIES (Continued)

### 17 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation and operation 註冊成立 及經營地點	Particulars of issued and paid up capital 已發行 及繳足 股本的詳情	Proportion of ownership interest 應佔權益百分比			Principal activity 主要業務
			Group's effective interest 本集團 的實際 權益	Held by the company 本公司 所持權益	Held by subsidiaries 由附屬 公司持有	
China International Reinsurance Company Limited (Note (i)) 中國國際再保險有限公司 (註(i))	Hong Kong 香港	Ordinary \$1,000,000,000 Deferred \$600,000,000 普通 1,000,000,000元 遞延 600,000,000元	100%	–	100%	Reinsurance business 再保險業務
Tai Ping Life Insurance Company, Limited (Note (ii)) 太平人壽保險有限公司 (註(ii))	PRC 中國	RMB 2,330,000,000 人民幣 2,330,000,000	50.05%	50.05%	–	Life insurance business 人壽保險業務
Tai Ping Pension Company Limited (Note (ii)) 太平養老保險股份有限公司 (註(ii))	PRC 中國	RMB 500,000,000 人民幣 500,000,000	44.03%	–	74%	Pension business 養老保險業務
Tai Ping Assets Management Company Limited (Note (ii)) 太平資產管理有限公司 (註(ii))	PRC 中國	RMB 100,000,000 人民幣 100,000,000	37.08%	–	62.1%	Asset management business in the PRC 於中國之 資產管理業務
China Insurance Group Assets Management Limited 中保集團資產管理有限公司	Hong Kong 香港	\$130,000,000 130,000,000元	100%	100%	–	Asset management business in Hong Kong 於香港之 資產管理業務
SINO-RE Reinsurance Brokers Limited (Note (i)) 華夏再保險顧問有限公司 (註(i))	Hong Kong 香港	Ordinary \$4,000,000 Deferred \$1,000,000 普通 4,000,000元 遞延 1,000,000元	100%	–	100%	Insurance broking 保險經紀
Quicken Assets Limited	BVI/ Hong Kong 英屬維爾京群島/ 香港	US\$1 1美元	100%	100%	–	Property holding 持有物業

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 17 INVESTMENTS IN SUBSIDIARIES (Continued)

### 17 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation and operation 註冊成立及經營地點	Particulars of issued and paid up capital 已發行及繳足股本的詳情	Proportion of ownership interest 應佔權益百分比			Principal activity 主要業務
			Group's effective interest 本集團的實際權益	Held by the company 本公司所持權益	Held by subsidiaries 由附屬公司持有	
CIIH (BVI) Limited	BVI/ Hong Kong 英屬維爾京群島/ 香港	US\$1 1美元	100%	100%	-	Financing 融資
Share China Assets Limited 舍亞中國資產有限公司	BVI/ Hong Kong 英屬維爾京群島/ 香港	US\$1 1美元	100%	100%	-	Investment holding 投資控股

Notes:

(i) Holders of the non-voting deferred shares in CIRe and SINO-RE are not entitled to share profits, receive notice of or attend or vote at any general meeting of these companies. On the winding-up of these companies, the holders of the non-voting deferred shares are not entitled to the distribution of the net assets of these companies for the first \$100 billion; the balance of net assets, if any, over the first \$100 billion shall be distributed among the holders of the ordinary shares and non-voting distributed shares pari passu among themselves in proportion to their respective shareholdings.

(ii) These companies are PRC limited companies.

註:

(i) 於中再國際及華夏的無投票權遞延股份的持有人無權獲得這些公司的溢利、收取這些公司的任何股東周年大會的通知、出席股東周年大會或在會上投票。在這些公司清盤時，無投票權遞延股份的持有人無權獲分這些公司首100,000,000,000元的資產淨值；超過首100,000,000,000元的資產淨值餘額(如有)則根據普通股及無投票權遞延股份持有人各自的持股量按比例進行分配。

(ii) 這些公司都是中國有限公司。

### 18 INTEREST IN ASSOCIATES

### 18 於聯營公司的權益

		The group 本集團		The company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Unlisted shares, at cost 非上市股份，成本		-	-	580,474	456,812
Share of net assets 所佔資產淨值		428,065	248,470	-	-
Goodwill 商譽		102,192	102,192	-	-
Amounts due from associates 應收聯營公司款項		179	16	-	-
		530,436	350,678	580,474	456,812

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 18 INTEREST IN ASSOCIATES (Continued)

### 18 於聯營公司的權益 (續)

The following list contains details of the company's principal associates, all of which are unlisted corporate entities:

下表載列本公司的主要聯營公司詳情，該等聯營公司全部均為非上市企業實體：

Name of associates 公司名稱	Form of business structure 業務結構形式	Place of incorporation and operation 註冊成立及經營地點	Particulars of issued and paid up capital 已發行及繳足股本的詳情	Proportion of ownership interest 應佔權益百分比			Principal activity 業務結構形式
				Group's effective interest 本集團的實際權益	Held by the company 本公司所持權益	Held by subsidiaries 由附屬公司持有	
The Tai Ping Insurance Company, Limited * 太平保險有限公司*	Incorporated 註冊成立	PRC 中國	RMB 1,300,000,000 人民幣 1,300,000,000元	40.025%	40.025%	-	Non-life insurance 非人壽保險
CMT ChinaValue Capital Partners, L.P.	Limited partnership 有限合夥企業	Cayman Islands/ Hong Kong 凱曼群島/ 香港	US\$9,586,738 9,586,738 美元	22.18%	-	22.18%	Investment holding 投資控股
CMT ChinaValue Capital Advisors Limited	Incorporated 註冊成立	Hong Kong 香港	\$1,000 1,000元	46%	-	46%	Advisory services 顧問服務
Huatai Insurance Agency & Consultant Service Limited * 華泰保險經紀有限公司*	Incorporated 註冊成立	PRC 中國	RMB 30,000,000 人民幣 30,000,000	25%	25%	-	Insurance agency and consultancy 保險代理及顧問

\* These companies are PRC limited companies.

\* 上述公司均為中國有限公司。

#### Summary of financial information on associates

#### 聯營公司的財務資料概要

	Assets 資產 \$'000 千元	Liabilities 負債 \$'000 千元	Equity 股東權益 \$'000 千元	Revenues 收益 \$'000 千元	(Loss)/ profit (虧損)/ 溢利 \$'000 千元
2007					
100 per cent					
Group's effective interest	4,797,905	3,475,629	1,322,276	3,598,419	(146,830)
	1,786,436	1,358,371	428,065	1,428,002	(57,760)
2006					
100 per cent					
Group's effective interest	2,499,198	1,743,824	755,374	2,057,253	12,596
	935,757	687,287	248,470	814,876	4,070

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES

### 19 債務及股本證券投資

#### (a) The group

#### (a) 本集團

		2007 \$'000 千元	2006 \$'000 千元
Held-to-maturity (Note (i)):	持有至到期日 (註(i)) :		
– Debt securities	– 債務證券	1,019,074	843,469
Available-for-sale (Note (ii)):	可供出售 (註(ii)) :		
– Debt securities	– 債務證券	25,947,544	18,574,851
– Direct equity securities	– 直接股本證券	5,243,168	2,516,678
– Equity investment funds	– 股本投資基金	2,220,712	1,563,495
– Composite investment funds	– 綜合投資基金	51,378	15,826
		<b>33,462,802</b>	<b>22,670,850</b>
Designated at fair value through profit or loss (Note (iii)):	指定為通過損益以反映公允價值 (註(iii)) :		
– Debt securities	– 債務證券	523,905	409,735
– Direct equity securities	– 直接股本證券	1,757,284	642,415
– Equity investment funds	– 股本投資基金	3,394,244	962,477
– Composite investment funds	– 綜合投資基金	88,570	24,384
		<b>5,764,003</b>	<b>2,039,011</b>
Total	總額	<b>40,245,879</b>	<b>25,553,330</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES (Continued)

### 19 債務及股本證券投資 (續)

#### (a) The group (Continued)

#### (a) 本集團 (續)

		Central governments and central banks 中央政府及中央銀行 \$'000 千元	Public sector entities 公共機構 \$'000 千元	Banks and other financial institutions 銀行及其他金融機構 \$'000 千元	Corporate entities 企業實體 \$'000 千元	Others 其他 \$'000 千元	Total 總額 \$'000 千元
(i) Held-to-maturity	(i) 持有至到期日						
At 31 December 2007	於二零零七年十二月三十一日						
Listed outside Hong Kong	上市－香港以外地區	52,378	85,298	120,592	394,243	12,349	664,860
Unlisted	非上市	71,180	7,666	252,022	23,346	–	354,214
		123,558	92,964	372,614	417,589	12,349	1,019,074
Fair value of securities	證券公允價值	142,385	96,312	381,134	431,633	14,195	1,065,659
Market value of listed securities	上市證券市值	54,699	87,843	123,264	408,167	14,195	688,168
At 31 December 2006	於二零零六年十二月三十一日						
Listed outside Hong Kong	上市－香港以外地區	52,250	119,112	108,769	395,724	9,784	685,639
Unlisted	非上市	69,717	7,613	33,932	46,568	–	157,830
		121,967	126,725	142,701	442,292	9,784	843,469
Fair value of securities	證券公允價值	139,825	129,576	147,005	459,188	12,205	887,799
Market value of listed securities	上市證券市值	55,285	121,129	112,004	411,019	12,205	711,642

The held-to-maturity debt securities include an amount of \$300,815,000 (2006: \$91,843,000) which is maturing within one year and are neither past due nor impaired.

持有至到期的債務證券包括價值300,815,000元(二零零六年：91,843,000)的債務證券，為於一年內到期及既沒有逾期也沒有減值。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES (Continued)

### 19 債務及股本證券投資 (續)

#### (a) The group (Continued)

#### (a) 本集團 (續)

		Central governments and central banks 中央政府及中央銀行 \$'000 千元	Public sector entities 公共機構 \$'000 千元	Banks and other financial institutions 銀行及其他金融機構 \$'000 千元	Corporate entities 企業實體 \$'000 千元	Others 其他 \$'000 千元	Total 總額 \$'000 千元
(ii) Available-for-sale	(ii) 可供出售						
At 31 December 2007	於二零零七年十二月三十一日						
Listed debt securities	上市債務證券						
- in Hong Kong	- 香港	40,020	-	15,697	-	-	55,717
- outside Hong Kong	- 香港以外地區	13,345,430	7,759	3,129,686	8,662,685	17,637	25,163,197
Listed direct equity securities	上市直接股本證券						
- in Hong Kong	- 香港	639	5,205	552,682	396,537	-	955,063
- outside Hong Kong	- 香港以外地區	-	-	17,375	4,252,170	-	4,269,545
Listed equity investment funds outside Hong Kong	上市股本投資基金 香港以外地區	-	-	-	627,363	-	627,363
Listed composite investment funds outside Hong Kong	上市綜合投資基金 香港以外地區	-	-	-	51,378	-	51,378
Unlisted debt securities	非上市債務證券	-	-	466,522	262,108	-	728,630
Unlisted direct equity securities	非上市直接股本證券	-	-	-	18,560	-	18,560
Unlisted equity investment funds	非上市股本投資基金	-	-	-	1,593,349	-	1,593,349
		<b>13,386,089</b>	<b>12,964</b>	<b>4,181,962</b>	<b>15,864,150</b>	<b>17,637</b>	<b>33,462,802</b>
Fair value of securities	證券公允價值	<b>13,386,089</b>	<b>12,964</b>	<b>4,181,962</b>	<b>15,864,150</b>	<b>17,637</b>	<b>33,462,802</b>
Market value of listed securities	上市證券市值	<b>13,386,089</b>	<b>12,964</b>	<b>3,715,440</b>	<b>13,990,133</b>	<b>17,637</b>	<b>31,122,263</b>
Current	當期	<b>13,386,089</b>	<b>12,964</b>	<b>4,181,962</b>	<b>15,864,150</b>	<b>17,637</b>	<b>33,462,802</b>
Non-current	非當期	-	-	-	-	-	-
		<b>13,386,089</b>	<b>12,964</b>	<b>4,181,962</b>	<b>15,864,150</b>	<b>17,637</b>	<b>33,462,802</b>
At 31 December 2006	於二零零六年十二月三十一日						
Listed debt securities	上市債務證券						
- in Hong Kong	- 香港	-	-	15,356	-	-	15,356
- outside Hong Kong	- 香港以外地區	8,867,426	7,632	2,254,178	6,908,382	15,554	18,053,172
Listed direct equity securities	上市直接股本證券						
- in Hong Kong	- 香港	-	12,225	698,612	345,290	-	1,056,127
- outside Hong Kong	- 香港以外地區	-	-	1,457,224	-	-	1,457,224
Listed equity investment funds outside Hong Kong	上市股本投資基金 香港以外地區	-	-	1,157	-	-	1,157
Listed composite investment funds outside Hong Kong	上市綜合投資基金 香港以外地區	-	-	-	15,826	-	15,826
Unlisted debt securities	非上市債務證券	-	-	247,808	258,515	-	506,323
Unlisted direct equity securities	非上市直接股本證券	-	-	-	3,327	-	3,327
Unlisted equity investment funds	非上市股本投資基金	-	-	1,562,338	-	-	1,562,338
		<b>8,867,426</b>	<b>19,857</b>	<b>6,236,673</b>	<b>7,531,340</b>	<b>15,554</b>	<b>22,670,850</b>
Fair value of securities	證券公允價值	<b>8,867,426</b>	<b>19,857</b>	<b>6,236,673</b>	<b>7,531,340</b>	<b>15,554</b>	<b>22,670,850</b>
Market value of listed securities	上市證券市值	<b>8,867,426</b>	<b>19,857</b>	<b>4,426,527</b>	<b>7,269,498</b>	<b>15,554</b>	<b>20,598,862</b>
Current	當期	<b>8,867,426</b>	<b>19,857</b>	<b>6,236,673</b>	<b>7,531,340</b>	<b>15,554</b>	<b>22,670,850</b>
Non-current	非當期	-	-	-	-	-	-
		<b>8,867,426</b>	<b>19,857</b>	<b>6,236,673</b>	<b>7,531,340</b>	<b>15,554</b>	<b>22,670,850</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES (Continued)

### 19 債務及股本證券投資 (續)

#### (a) The group (Continued)

#### (a) 本集團 (續)

		Central governments and central banks 中央政府及中央銀行 \$'000 千元	Public sector entities 公共機構 \$'000 千元	Banks and other financial institutions 銀行及其他金融機構 \$'000 千元	Corporate entities 企業實體 \$'000 千元	Others 其他 \$'000 千元	Total 總額 \$'000 千元
(iii) Designated at fair value through profit or loss	(iii) 指定為通過損益以反映公允價值						
At 31 December 2007	於二零零七年十二月三十一日						
Listed debt securities outside Hong Kong	上市債務證券 香港以外地區	207,730	-	105,958	105,148	-	418,836
Listed direct equity securities	上市直接股本證券						
- in Hong Kong	- 香港	-	-	17,862	31,547	-	49,409
- outside Hong Kong	- 香港以外地區	-	-	33,523	1,674,352	-	1,707,875
Listed equity investment funds outside Hong Kong	上市股本投資基金 香港以外地區	-	-	53,457	2,430,847	-	2,484,304
Listed composite investment funds outside Hong Kong	上市綜合投資基金 香港以外地區	-	-	14,677	39,463	-	54,140
Unlisted debt securities	非上市債務證券	-	-	84,488	20,581	-	105,069
Unlisted equity investment funds	非上市股本投資基金	-	-	43,964	865,976	-	909,940
Unlisted composite investment funds	非上市綜合投資基金	-	-	34,430	-	-	34,430
		207,730	-	388,359	5,167,914	-	5,764,003
Fair value of securities	證券公允價值	207,730	-	388,359	5,167,914	-	5,764,003
Market value of listed securities	上市證券市值	207,730	-	225,477	4,281,357	-	4,714,564
Current	當期	207,730	-	388,359	5,167,914	-	5,764,003
Non-current	非當期	-	-	-	-	-	-
		207,730	-	388,359	5,167,914	-	5,764,003



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES (Continued)

### 19 債務及股本證券投資 (續)

#### (a) The group (Continued)

#### (a) 本集團 (續)

		Central governments and central banks 中央政府及中央銀行	Public sector entities 公共機構	Banks and other financial institutions 銀行及其他金融機構	Corporate entities 企業實體	Others 其他	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
(iii) Designated at fair value through profit or loss (Continued)	(iii) 指定為通過損益以反映公允價值 (續)						
At 31 December 2006	於二零零六年十二月三十一日						
Listed debt securities outside Hong Kong	上市債務證券 香港以外地區	38,133	-	64,476	83,792	-	186,401
Listed direct equity securities	上市直接股本證券						
- in Hong Kong	- 香港	-	471	21,082	38,249	193	59,995
- outside Hong Kong	- 香港以外地區	-	-	577,212	5,208	-	582,420
Listed equity investment funds outside Hong Kong	上市股本投資基金 香港以外地區	-	-	942,836	-	-	942,836
Listed composite investment funds in Hong Kong	上市綜合投資基金 香港	-	-	-	24,384	-	24,384
Unlisted debt securities	非上市債務證券	-	-	223,334	-	-	223,334
Unlisted equity investment funds	非上市股本投資基金	-	-	19,641	-	-	19,641
		38,133	471	1,848,581	151,633	193	2,039,011
Fair value of securities	證券公允價值	38,133	471	1,848,581	151,633	193	2,039,011
Market value of listed securities	上市證券市值	38,133	471	1,605,606	151,633	193	1,796,036
Current	當期	38,133	471	1,848,581	151,633	193	2,039,011
Non-current	非當期	-	-	-	-	-	-
		38,133	471	1,848,581	151,633	193	2,039,011

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES 19 債務及股本證券投資 (續)

(Continued)

(b) The company

(b) 本公司

		2007 \$'000 千元	2006 \$'000 千元
Available-for-sale (note(i)):	可供出售 (註(i)) :		
– Debt securities	– 債務證券	174,330	–
– Direct equity securities	– 直接股本證券	116,515	126,796
		290,845	126,796
Designated at fair value through profit or loss (note (ii)):	指定為通過損益以反映公允價值 (註(ii)) :		
– Debt securities	– 債務證券	–	138,650
– Direct equity securities	– 直接股本證券	–	18,463
		–	157,113
		290,845	283,909
<b>(i) Available-for-sale</b>	<b>(i) 可供出售</b>		
Listed debt securities outside Hong Kong	上市債務證券 香港以外地區	39,004	–
Listed direct equity securities in Hong Kong	上市直接股本證券 香港	116,515	126,796
Unlisted debt securities	非上市債務證券	135,326	–
		290,845	126,796
Fair value of securities	證券公允價值	290,845	126,796
Market value of listed securities	上市證券市值	155,519	126,796
Current	當期	290,845	126,796
Non-current	非當期	–	–
		290,845	126,796

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 19 INVESTMENTS IN DEBT AND EQUITY SECURITIES 19 債務及股本證券投資 (續)

(Continued)

(b) The company (Continued)

(b) 本公司 (續)

		2007 \$'000 千元	2006 \$'000 千元
<b>(ii) Designated at fair value through profit or loss</b>	<b>(ii) 指定為通過損益以反映公允價值</b>		
Listed debt securities outside Hong Kong	上市債務證券 香港以外地區	-	8,716
Listed direct equity securities	上市直接股本證券		
– in Hong Kong	– 香港	-	-
– outside Hong Kong	– 香港以外地區	-	18,463
Unlisted debt securities	非上市債務證券	-	129,934
		-	157,113
Fair value of securities	證券公允價值	-	157,113
Market value of listed securities	上市證券市值	-	27,179
Current	當期	-	157,113
Non-current	非當期	-	-
		-	157,113

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 20 AMOUNTS DUE FROM/(TO) GROUP COMPANIES

### 20 應收／(應付)集團內公司款項

#### (a) Due from group companies

#### (a) 應收集團內公司款項

		The group 本集團		The company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Amount due from the ultimate holding company	應收最終控股公司款項	993	1,537	11	-
Amount due from the immediate holding company	應收直接控股公司款項	9	20	-	-
Amounts due from fellow subsidiaries	應收同系附屬公司款項	16,486	5,479	-	-
Amounts due from subsidiaries	應收附屬公司款項	-	-	443,640	416,498
		<b>17,488</b>	<b>7,036</b>	<b>443,651</b>	<b>416,498</b>

The amounts due from group companies are neither past due nor impaired.

應收集團內公司款項皆沒有逾期及未有發現減值虧損。

#### (b) Due to group companies

#### (b) 應付集團內公司款項

		The group 本集團		The company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Amount due to the ultimate holding company	應付最終控股公司款項	26	362	-	176
Amount due to the immediate holding company	應收直接控股公司款項	20	47	-	23
Amounts due to fellow subsidiaries	應付同系附屬公司款項	-	4	-	-
Amount due to a subsidiary	應付附屬公司款項	-	-	1,363,388	1,355,939
		<b>46</b>	<b>413</b>	<b>1,363,388</b>	<b>1,356,138</b>

The amount due to a subsidiary is unsecured, repayable after more than one year and bears interest at a fixed rate of 6.03%.

應付附屬公司款項為無抵押、於超過一年後償還，並以固定利率6.03%計息。

Other amounts due from/(to) group companies are unsecured, interest free and repayable on demand.

其他應收／(應付)集團內公司款項均無抵押、免息，並須於要求時償還。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 21 INSURANCE DEBTORS

### 21 保險客戶應收賬款

		The group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Amounts due from insurance customers and suppliers	應收保險客戶及供應商款項	552,844	363,385
Less: Allowance for doubtful debts (Note 21(b))	減：呆壞賬準備 (附註21(b))	(20,583)	(10,432)
		532,261	352,953
Deposits retained by cedants	分保人保留的按金	84,279	100,214
		616,540	453,167

All of the insurance debtors are expected to be recovered within one year.

所有保險客戶應收賬款預期在一年之內可以收回。

Amounts due from insurance customers and suppliers include amounts due from fellow subsidiaries of \$15,904,000 (2006: \$8,219,000) which are trade related in nature.

應收保險客戶及供應商款項包括應收同系附屬公司款項15,904,000元(二零零六年：8,219,000元)，有關款項屬營業性質。

#### (a) Ageing analysis

The following is an ageing analysis of the amounts due from insurance customers and suppliers that are not individually considered to be impaired:

#### (a) 賬齡分析

未有發現個別減值的應收保險客戶及供應商款項，其賬齡分析如下：

		The group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Neither past due nor impaired	未逾期或未減值	270,056	275,942
Current	現已到期	233,831	60,186
More than 3 months but less than 12 months	超過三個月但少於十二個月	25,144	14,612
More than 12 months	超過十二個月	3,230	2,213
		532,261	352,953

Amounts due from insurance customers and suppliers that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

應收保險客戶及供應商之未逾期或未減值之款項乃與最近並無違約紀錄之一系列客戶有關。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 21 INSURANCE DEBTORS (Continued)

#### (b) Movement in the allowance for doubtful debts

		The group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
At 1 January	於一月一日	10,432	9,767
Impairment losses recognised	已確認減值虧損	10,151	665
At 31 December	於十二月三十一日	20,583	10,432

Included in the allowance for doubtful debts are individually impaired amounts due from insurance customers and suppliers with a balance of \$73,689,545 (2006: \$65,460,103). We have taken various actions to recover the debts, but these debts have not yet been recovered.

### 21 保險客戶應收賬款 (續)

#### (b) 呆壞賬準備變動

呆壞賬準備內包括已個別減值的應收保險客戶及供應商款項之結餘為73,689,545元(二零零六年: 65,460,103元)。我們已採取各種各樣的行動收回債務, 但該筆債務仍未收回。

### 22 REINSURERS' SHARE OF INSURANCE CONTRACT PROVISIONS

The reinsurers' share of insurance contract provisions represents the reinsurers' share of life insurance funds, unearned premium provisions and provision for outstanding claims arising from the life insurance and reinsurance businesses.

### 22 分保公司應佔保險合約準備

分保公司應佔保險合約準備份額, 代表再保險公司於壽險責任準備金的份額、未到期責任準備金及由人壽保險及再保險業務產生的未決賠款準備。

		The group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Life insurance funds (Note 27)	壽險責任準備金 (附註27)	3,386	462
Unearned premium provisions (Note 28)	未到期責任準備金 (附註28)	101,350	88,571
Provision for outstanding claims (Note 29)	未決賠款準備 (附註29)	272,004	302,874
		376,740	391,907

### 23 OTHER DEBTORS

Other debtors, deposits and prepayments  
Loans and advances (Note (a))

### 23 其他應收賬款

		The group 本集團		The company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Other debtors, deposits and prepayments	其他應收賬款按金及預付款	1,155,133	446,367	51,167	3,049
Loans and advances (Note (a))	貸款及墊款 (註(a))	532,525	115,973	-	-
		1,687,658	562,340	51,167	3,049

The other debtors are neither past due nor impaired.

其他應收賬款皆沒有逾期及未有發現減值虧損。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 23 OTHER DEBTORS (Continued)

Notes:

(a) Loans and advances are repayable with the following terms:

		2007 \$'000 千元	2006 \$'000 千元	Interest rate 利率	Repayment term 還款期
Secured loans: - to policyholders	有抵押按揭貸款： - 給予保單持有人	276,219	115,973	4.5 - 4.7%	Less than 6 months 六個月以內
Guaranteed loans: - to third parties	擔保貸款： - 給予第三方	256,306	-	4.0 - 6.1%	3 to 10 years 三至十年
		<b>532,525</b>	<b>115,973</b>		

There was no amount due but unpaid, nor any provision made against the principal amount of or interest on these loans as of 31 December 2006 and 2007.

### 23 其他應收賬款 (續)

註：

(a) 貸款及墊款的還款期如下：

於二零零六年及二零零七年十二月三十一日，沒有已到期但未支付，也沒有任何對這些貸款的本金或利息作出任何撥備。

### 24 PLEDGED DEPOSITS AT BANKS

Included in pledged deposits at banks is an amount of \$97,417,000 (2006: \$83,536,000) which is pledged to banks to secure letters of credit issued on behalf of the group.

All of the pledged deposits at banks are expected to be settled within one year.

### 25 STATUTORY DEPOSITS

Certain subsidiaries of the group have placed \$640,764,000 (2006: \$547,443,000) with banks as capital guarantee funds, pursuant to the relevant PRC insurance rules and regulations. The funds can only be used with the prior approval of the relevant authorities in the event that the PRC subsidiaries cannot meet the statutory solvency requirements or go into liquidation.

### 26 CASH AND CASH EQUIVALENTS

### 24 已抵押銀行存款

包括在已抵押銀行存款中一筆為數97,417,000元(二零零六年：83,536,000元)的銀行存款已抵押予銀行，作為本集團發出信用狀。

所有已抵押銀行存款預計在一年內支付。

### 25 法定存款

本集團若干附屬公司根據中國有關保險法規的規定將為數640,764,000元(二零零六年：547,443,000元)的款項存於銀行，作為資本保證基金。該筆款項只可在該附屬公司不能達到法定償付能力要求或清盤時，並得到有關政府部門批准，方可動用。

### 26 現金及現金等價物

		The group 本集團		The company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Deposits with banks and other financial institutions with original maturity less than three months	原到期日少於三個月的銀行及其他財務機構存款	2,623,848	5,031,088	609,722	852,058
Money market funds	貨幣市場基金	393,259	7,184	-	-
Cash at bank and in hand	銀行及手頭現金	2,120,528	1,042,738	12,437	1,641
Cash and cash equivalents in the balance sheet and the cash flow statement	在資產負債表及現金流量表的現金及現金等價物	<b>5,137,635</b>	<b>6,081,010</b>	<b>622,159</b>	<b>853,699</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 27 LIFE INSURANCE FUNDS

### 27 壽險責任準備金

		2007			2006		
		Gross	Reinsurers' share	Net	Gross	Reinsurers' share	Net
		總額	再保險公司份額	淨額	總額	再保險公司份額	淨額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Balance as at 1 January	於一月一日結餘	24,406,372	(462)	24,405,910	15,453,533	(853)	15,452,680
Premiums written during the year	年內承保保費	16,245,249	(66,253)	16,178,996	10,823,201	(58,355)	10,764,846
Surrenders	退保	(3,452,949)	-	(3,452,949)	(1,159,625)	-	(1,159,625)
Annuity and maturity payments	年金及到期付款	(83,004)	-	(83,004)	(72,959)	-	(72,959)
Policy dividends	保單分紅	(71,041)	-	(71,041)	(39,553)	-	(39,553)
Other movements	其他變動	(786,010)	63,478	(722,532)	(1,322,344)	58,768	(1,263,576)
Exchange alignment	匯兌調整	2,271,039	(149)	2,270,890	724,119	(22)	724,097
Balance as at 31 December	於十二月三十一日結餘	38,529,656	(3,386)	38,526,270	24,406,372	(462)	24,405,910

#### Key assumptions used in estimating the life insurance funds

The insurance contract provisions have been established based upon the following key assumptions:

- Interest rates which vary by the life of contract;
- Mortality/morbidity rates based on the China Life table (2000-2003); and
- Lapse rates based on 100% of pricing assumptions.

#### Sensitivities of changes in key assumptions:

#### 評估壽險責任準備金採納的主要假設

壽險合約的儲備乃基於以下主要假設而作出：

- 利率隨合約期限而變動；
- 死亡率／發病率根據中國人壽保險業經驗生命表計算(二零零零年至二零零三年)；及
- 作廢率根據定價假設100%計算。

#### 主要假設變動的敏感度：

Impact on profit after tax and total equity  
對除稅後溢利及總權益的影響  
HK\$' million  
百萬港元

#### 2007

1% increase in interest rate	利率增加1%	(149.74)
10% decrease in mortality/morbidity rate	死亡率／發病率減少10%	(12.42)

#### 2006

1% increase in interest rate	利率增加1%	(82.24)
10% decrease in mortality/morbidity rate	死亡率／發病率減少10%	(6.38)

During the year, there were no significant changes in the key assumptions used in estimating the life insurance funds.

於本年內，評估壽險責任準備金採納的主要假設，並無重大變動。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 28 UNEARNED PREMIUM PROVISIONS

### 28 未到期責任準備金

		2007			2006		
		Gross	Reinsurers' share	Net	Gross	Reinsurers' share	Net
		總額	再保險公司份額	淨額	總額	再保險公司份額	淨額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Reinsurance (Note (i))	再保險 (註(i))	566,064	(62,890)	503,174	527,934	(52,873)	475,061
Life insurance (Note (ii))	人壽保險 (註(ii))	327,860	(38,460)	289,400	325,034	(35,698)	289,336
Balance as at 31 December	於十二月三十一日結餘	893,924	(101,350)	792,574	852,968	(88,571)	764,397

Notes:

註:

(i) Analysis of movement in the unearned premium provisions for the reinsurance business:

(i) 再保險業務的未到期責任準備金變化分析:

		2007			2006		
		Gross	Reinsurers' share	Net	Gross	Reinsurers' share	Net
		總額	再保險公司份額	淨額	總額	再保險公司份額	淨額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Balance as at 1 January	於一月一日結餘	527,934	(52,873)	475,061	369,327	(31,176)	338,151
Premiums written during the year	年內承保保費	1,681,212	(211,150)	1,470,062	1,541,568	(164,565)	1,377,003
Premiums earned during the year	年內已賺取保費	(1,643,082)	201,133	(1,441,949)	(1,382,961)	142,868	(1,240,093)
Balance as at 31 December	於十二月三十一日結餘	566,064	(62,890)	503,174	527,934	(52,873)	475,061

(ii) Analysis of movement in the unearned premium provisions for the life insurance business:

(ii) 人壽保險業務的未到期責任準備金變化分析:

		2007			2006		
		Gross	Reinsurers' share	Net	Gross	Reinsurers' share	Net
		總額	再保險公司份額	淨額	總額	再保險公司份額	淨額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Balance as at 1 January	於一月一日結餘	325,034	(35,698)	289,336	221,940	(21,491)	200,449
Premiums written during the year	年內承保保費	16,245,249	(66,253)	16,178,996	10,823,201	(58,355)	10,764,846
Premiums earned during the year	年內已賺取保費	(16,265,298)	66,101	(16,199,197)	(10,729,986)	45,191	(10,684,795)
Exchange alignment	匯兌調整	22,875	(2,610)	20,265	9,879	(1,043)	8,836
Balance as at 31 December	於十二月三十一日結餘	327,860	(38,460)	289,400	325,034	(35,698)	289,336

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 29 PROVISION FOR OUTSTANDING CLAIMS

### 29 未決賠款準備

		2007			2006		
		Reinsurers' share			Reinsurers' share		
		Gross	再保險	Net	Gross	再保險	Net
		總額	公司份額	淨額	總額	公司份額	淨額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Reinsurance (Note (i))	再保險 (註(i))	2,349,612	(260,608)	2,089,004	2,133,272	(300,589)	1,832,683
Life insurance (Note (ii))	人壽保險 (註(ii))	147,320	(11,396)	135,924	52,894	(2,285)	50,609
Balance as at 31 December	於十二月三十一日結餘	2,496,932	(272,004)	2,224,928	2,186,166	(302,874)	1,883,292

Notes:

註:

(i) Analysis of movement in the provision for outstanding claims for the reinsurance business:

(i) 再保險業務的未決賠款準備變化分析:

		2007			2006		
		Reinsurers' share			Reinsurers' share		
		Gross	再保險	Net	Gross	再保險	Net
		總額	公司份額	淨額	總額	公司份額	淨額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Balance as at 1 January	於一月一日結餘	2,133,272	(300,589)	1,832,683	2,106,450	(413,575)	1,692,875
Claims paid during the year	年內已付賠款	(846,185)	107,282	(738,903)	(891,123)	210,064	(681,059)
Claims incurred during the year	年內索賠	1,062,525	(67,301)	995,224	917,945	(97,078)	820,867
Balance as at 31 December	於十二月三十一日結餘	2,349,612	(260,608)	2,089,004	2,133,272	(300,589)	1,832,683

(ii) Analysis of movement in the provision for outstanding claims for the life insurance business:

(ii) 人壽保險業務的未決賠款準備變化分析:

		2007			2006		
		Reinsurers' share			Reinsurers' share		
		Gross	再保險	Net	Gross	再保險	Net
		總額	公司份額	淨額	總額	公司份額	淨額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Balance as at 1 January	於一月一日結餘	52,894	(2,285)	50,609	43,528	(5,081)	38,447
Claims paid during the year	年內已付賠款	(421,081)	39,520	(381,561)	(301,914)	40,393	(261,521)
Claims incurred during the year	年內索賠	508,046	(48,109)	459,937	309,564	(37,476)	272,088
Exchange alignment	匯兌調整	7,461	(522)	6,939	1,716	(121)	1,595
Balance as at 31 December	於十二月三十一日結餘	147,320	(11,396)	135,924	52,894	(2,285)	50,609

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 30 INVESTMENT CONTRACT LIABILITIES

### 30 投資合約負債

		The group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Balance as at 1 January	於一月一日結餘	115,681	75,857
Premiums written during the year	年內承保保費	58,584	106,807
Surrenders and withdrawals	退保及提取	(16,844)	(66,983)
Balance as at 31 December	於十二月三十一日結餘	157,421	115,681

### 31 INCOME TAX IN THE BALANCE SHEET

### 31 資產負債表的利得稅

(a) Current taxation in the balance sheet represents:

(a) 在資產負債表所示的當期稅項為：

		The group 本集團		The company 本公司	
		2007 \$'000 千元	2006 \$'000 千元	2007 \$'000 千元	2006 \$'000 千元
Provision for Hong Kong Profits Tax for the year	本年度香港利得稅準備	64,091	29,655	10,893	-
Provisional Profits Tax paid	已暫繳的利得稅	(33,223)	(14,357)	-	-
		30,868	15,298	10,893	-
Balance of Profits Tax provision relating to prior years	屬於往年度利得稅準備的結餘	54,069	34,321	-	(3,581)
Taxation outside Hong Kong	香港以外的稅項	1,062	2,941	-	-
		85,999	52,560	10,893	(3,581)
Amount of taxation payable expected to be settled after more than 1 year	預期在一年以後才須支付的應付稅金	-	-	-	-
Net tax recoverable recognised in the balance sheet	已確認於資產負債表的 可收回稅項淨額	-	(3,581)	-	(3,581)
Net current taxation recognised in the balance sheet	已確認於資產負債表的 當期稅項淨額	85,999	56,141	10,893	-
		85,999	52,560	10,893	(3,581)

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 31 INCOME TAX IN THE BALANCE SHEET (Continued)

### 31 資產負債表的利得稅 (續)

#### (b) Deferred tax assets and liabilities recognised:

#### (b) 已確認遞延稅項資產及負債：

##### The group

##### 本集團

The components of deferred tax assets/(liabilities) (prior to the offsetting of balances within the same taxation jurisdiction) recognised in the consolidated balance sheet and the movements during the year were as follows:

在綜合資產負債表所確認的遞延稅項資產/(負債) (與同一徵稅地區之結餘抵銷前)的組合及本年度的變動情況如下：

Deferred tax arising from:	遞延稅項來自：	Difference in depreciation allowances and related depreciation	Revaluation of properties	Fair value adjustment of available-for-sale securities	Securities designated at fair value through profit or loss	Unused tax losses	Life insurance funds	Provision for outstanding claims	Others	Total
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
At 1 January 2007	於二零零七年一月一日	14,983	(322)	(517,453)	(190,971)	268,728	(237,165)	1,305	(2,963)	(663,858)
(Charged)/credited to consolidated income statement	於綜合損益表(支出)/抵免	(4,640)	(62)	-	(62,835)	(275,645)	(152,344)	134	4,714	(490,678)
Charged to reserves	於儲備入賬	-	-	275,584	-	-	-	-	-	275,584
Exchange alignment	匯兌調整	740	-	(36,239)	(16,531)	8,128	(23,611)	100	(18)	(67,431)
At 31 December 2007	於二零零七年十二月三十一日	11,083	(384)	(278,108)	(270,337)	1,211	(413,120)	1,539	1,733	(946,383)
At 1 January 2006	於二零零六年一月一日	3,753	(404)	(227,343)	-	300,815	(155,646)	4,246	(2,677)	(77,256)
Credited/(charged) to consolidated income statement	於綜合損益表抵免/(支出)	10,979	82	-	(187,066)	(42,607)	(74,403)	(3,030)	(187)	(296,232)
Charged to reserves	於儲備入賬	-	-	(281,984)	-	-	-	-	-	(281,984)
Exchange alignment	匯兌調整	251	-	(8,126)	(3,905)	10,520	(7,116)	89	(99)	(8,386)
At 31 December 2006	於二零零六年十二月三十一日	14,983	(322)	(517,453)	(190,971)	268,728	(237,165)	1,305	(2,963)	(663,858)
							<b>2007</b>			<b>2006</b>
							<b>\$'000</b>			<b>\$'000</b>
							<b>千元</b>			<b>千元</b>
Net deferred tax asset recognised in the consolidated balance sheet	已確認於綜合資產負債表的遞延稅項資產淨額						<b>2,648</b>			2,697
Net deferred tax liability recognised in the consolidated balance sheet	已確認於綜合資產負債表的遞延稅項負債淨額						<b>(949,031)</b>			(666,555)
							<b>(946,383)</b>			(663,858)

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 31 INCOME TAX IN THE BALANCE SHEET (Continued)

#### (b) Deferred tax assets and liabilities recognised: (Continued)

##### The company

The components of deferred tax liabilities recognised in the balance sheet and the movements during the year were as follows:

Deferred tax arising from:	遞延稅項來自：	Fair value adjustment of available-for-sale securities 可供出售證券公允價值調整 \$'000 千元	Total 總額 千元
At 1 January 2007	於二零零七年一月一日	4,406	4,406
Charged to reserves	於儲備入賬	(4,249)	(4,249)
At 31 December 2007	於二零零七年十二月三十一日	157	157
At 1 January 2006	於二零零六年一月一日	-	-
Charged to reserves	於儲備入賬	4,406	4,406
At 31 December 2006	於二零零六年十二月三十一日	4,406	4,406

#### (c) Deferred tax assets not recognised

At 31 December 2007, the group did not recognise deferred tax assets in respect of certain tax losses of \$9,261,000 (2006: \$270,416,000). In 2006, the total tax loss of \$247,068,000 can be carried forward up to five years after the year in which the loss was originated to offset future taxable profits, while the remaining tax losses do not expire under current tax legislation. In 2007, no tax loss was recognised.

### 31 資產負債表的利得稅 (續)

#### (b) 已確認遞延稅項資產及負債：(續)

##### 本公司

於資產負債表確認的遞延稅項負債的組合及本年度的變動情況如下：

#### (c) 未確認的遞延稅項資產

於二零零七年十二月三十一日，本集團未有確認就某些稅項虧損而產生的遞延稅項資產為9,261,000元（二零零六年：270,416,000元）。於二零零六年，247,068,000元稅項虧損總額可以在發生虧損年起計，最多不多於五年，用作抵銷未來之應評稅利潤，尚餘的稅項虧損額在目前的稅務條例則並無期限。於二零零七年，沒有確認任何稅項虧損。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 32 INTEREST-BEARING NOTES

### 32 需付息票據

		The group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
USD notes due 2013 (Note (a))	於二零一三年到期的美元票據 (註(a))	1,358,467	1,351,794
RMB subordinated notes due 2013 (Note (b))	於二零一三年到期的人民幣次級票據 (註(b))	1,601,910	1,493,025
		<b>2,960,377</b>	<b>2,844,819</b>
Fair value of interest-bearing notes	需付息票據公允價值	<b>2,962,015</b>	<b>2,852,720</b>

Notes:

- (a) On 12 November 2003, a subsidiary of the group issued 5.8% notes at a discount in the principal amount of US\$175,000,000. The notes are listed on the Singapore Exchange Securities Trading Limited and will be redeemed on 12 November 2013 at their principal amount. Interest on the notes is payable semi-annually in arrears.

The notes may be redeemed by the subsidiary, at its option, at any time at par plus accrued interest, in the event of certain tax changes as described under "Conditions of the Notes – Redemption and Purchase" in the offering circular dated 3 November 2003.

The notes issued are unconditionally and irrevocably guaranteed by the company.

- (b) On 23 October 2005, a subsidiary of the group issued 4.45% subordinated notes at par in the principal amount of RMB1,500,000,000. The notes are fully subscribed by the Agricultural Bank of China. The notes will be redeemed on 30 November 2013 and cannot be repaid on demand during the term. Interest on the notes is payable annually in arrears.

The notes issued are free of any collateral and guarantee.

註：

- (a) 於二零零三年十一月十二日，本集團其中一家附屬公司以折讓價發行了本金價值175,000,000美元5.8%的票據。票據在星加坡證券交易所上市，本金將於二零一三年十一月十二日贖回。票據利息每半年於期末支付。

如二零零三年十一月三日發行通告「票據的條件—購買及贖回」內文所提及有關某些稅項改變發生之時，附屬公司有權在任何時間以票面值加上應計利息把票據贖回。

票據由本公司提供無條件及不可撤銷的擔保。

- (b) 於二零零五年十月二十三日，本集團其中一家附屬公司以票面值發行了本金價值1,500,000,000人民幣4.45%的次級票據。票據由中國農業銀行悉數認購。票據將於二零一三年十一月三十日贖回及在債務期內不可被即時償還。票據利息每年於年末支付。

票據並無任何抵押品及擔保。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 33 INSURANCE CREDITORS

### 33 保險客戶應付賬款

		The group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Amounts due to insurance customers and suppliers	應付保險客戶及供應商款項	53,312	33,706
Amounts due to insurance intermediaries	應付保險中介款項	101,732	24,157
Deposits retained from retrocessionaires	轉分保險人保留的按金	22,820	23,855
Prepaid premiums received	預收保費	216,252	158,312
		<b>394,116</b>	<b>240,030</b>

All of the amounts due to the insurance creditors are expected to be settled within one year.

The amounts due to insurance customers and suppliers include amounts due to fellow subsidiaries of \$16,620,000 (2006: \$752,000) which are trade related in nature.

The following is an ageing analysis of the amounts due to insurance customers and suppliers:

所有保險客戶應付賬款預期將於一年內清償。

應付保險客戶及供應商款項包括應付同系附屬公司款項為16,620,000元(二零零六年: 752,000元), 有關款項屬營業性質。

應付保險客戶及供應商款項之賬齡分析如下:

		The group 本集團	
		2007 \$'000 千元	2006 \$'000 千元
Current	現時	18,890	13,528
More than 3 months but less than 12 months	超過三個月但少於十二個月	27,363	12,681
More than 12 months	超過十二個月	7,059	7,497
		<b>53,312</b>	<b>33,706</b>

### 34 ACCRUED CHARGES AND OTHER CREDITORS

All of the accrued charges and other creditors are expected to be settled within one year. In 2006, a loss of \$1,244,000 was included in the balance of the group, representing unrealised losses on dealing in off-balance sheet financial instruments at the balance sheet date. In 2007, no such amount was recognised.

### 34 應計費用及其他應付賬款

所有應計費用及其他應付賬款預期將於一年內清償。於二零零六年, 在本集團結餘當中包括1,244,000元在結算日資產負債表以外金融工具的未實現虧損。於二零零七年, 沒有確認該項金額。

### 35 INSURANCE PROTECTION FUND

The insurance protection fund is provided for at 1.0% of the related premium income for the personal accident and short term health policies in accordance with Article 97 of the Insurance Law of the PRC and the relevant regulations issued by the CIRC.

### 35 保險保障基金

保險保障基金的提撥是按個人意外及短期健康保單之相關保費收入提取1.0%, 並根據中國保險法第97節及中國保監會發出之相關規定而提撥。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 36 SECURITIES SOLD UNDER REPURCHASE AGREEMENTS

All of the securities sold under repurchase agreements are denominated in RMB and expected to be settled within one year.

### 36 賣出回購證券

所有賣出回購證券以人民幣為單位及預期在一年內支付。

### 37 SHARE CAPITAL

### 37 股本

		2007		2006	
		No. of shares 股份數目	\$'000 千元	No. of shares 股份數目	\$'000 千元
<b>Authorised:</b>	法定股本：				
Ordinary shares of \$0.05 each	每股面值0.05元 普通股	2,000,000,000	100,000	2,000,000,000	100,000
<b>Issued and fully paid:</b>	已發行及繳足股本：				
At 1 January	於一月一日	1,406,251,592	70,313	1,336,463,592	66,824
Shares issued (note (a))	已發行股份 (註(a))	-	-	63,750,000	3,187
Shares issued under share option scheme (note (b))	根據認股權計劃發行的股份 (註(b))	9,021,000	451	6,038,000	302
At 31 December	於十二月三十一日	1,415,272,592	70,764	1,406,251,592	70,313

All of the shares issued by the company rank pari passu and do not carry pre-emptive rights.

本公司所發行的所有股份均享有同等權益，並沒有附帶任何優先權。

(a) 63,750,000 ordinary shares of \$0.05 each at the price of \$8.25 per share were issued on 15 December 2006 to Golden Win, a wholly owned subsidiary of CIHC after completion of the subscription for the shares of the company pursuant to the Placing and Subscription Agreement entered into on 4 December 2006 between Golden Win, CIHC, the company and Cazenove Asia Limited, the sole bookrunner and lead manager of the placing of 75,000,000 shares owned by Golden Win. The net proceeds of \$515 million received by the company were intended for further expansion of insurance businesses in the PRC.

(a) 根據金和(中保控股之全資附屬公司)、中保控股、本公司及嘉誠亞洲有限公司(配售金和所擁有之75,000,000股股份之唯一配售經辦人及牽頭經辦人)於二零零六年十二月四日訂立之配售及認購協議完成配售本公司股份後，63,750,000股每股面值港幣0.05元之普通股已於二零零六年十二月十五日按每股8.25元之價格發行予金和。本公司所收取之所得款項淨額為5.15億元，擬用作進一步在中國拓展其保險業務。

(b) During the year ended 31 December 2007, options were exercised to subscribe for 9,021,000 ordinary shares (see note 40(a)) in the company at a consideration of \$22,346,000 of which \$451,000 was credited to the share capital and the balance of \$21,895,000 was credited to the share premium account.

(b) 截至二零零七年十二月三十一日止年度，曾行使認股權認購本公司普通股股份9,021,000股(見附註40(a))，總價款為22,346,000元。其中451,000元已計入股本，餘數21,895,000元已計入股份溢價賬。

During the year ended 31 December 2006, options were exercised to subscribe for 6,038,000 ordinary shares (see note 40(a)) in the company at a consideration of \$14,860,000 of which \$302,000 was credited to share capital and the balance of \$14,558,000 was credited to the share premium account.

截至二零零六年十二月三十一日止年度，曾行使認股權認購本公司普通股股份6,038,000股(見附註40(a))，總價款為14,860,000元。其中302,000元已計入股本，餘數14,558,000元已計入股份溢價賬。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 38 RESERVES

### 38 儲備

#### (a) The group

#### (a) 本集團

		Capital reserve 資本儲備 \$'000 千元	Share premium 股份溢價 \$'000 千元	Exchange reserve 匯兌儲備 \$'000 千元	Fair value reserve 公允價值 儲備 \$'000 千元	Employee share-based compensation reserve 以股份 為本之僱員 補償儲備 \$'000 千元	Shares held for Share Award Scheme 為股份 獎勵計劃 而持有之 股份 \$'000 千元	Retained profits 保留溢利 \$'000 千元	Total 總額 \$'000 千元
At 1 January 2007	於二零零七年一月一日	567,458	2,174,123	46,986	841,088	20,530	-	457,821	4,108,006
Shares issued	已發行股份	-	26,941	-	-	-	-	-	26,941
Exchange differences on translation of the financial statements of subsidiaries outside Hong Kong	換算香港以外地區附屬公司賬項的匯兌差異	-	-	153,371	-	-	-	-	153,371
Available-for-sale securities (note(i)):	可供出售證券(註(i)):	-	-	-	(114,187)	-	-	-	(114,187)
- changes in fair value	- 公允價值變化	-	-	-	1,479,070	-	-	-	1,479,070
- deferred tax recognised	- 確認遞延稅項	-	-	-	145,934	-	-	-	145,934
- transferred to profit or loss on disposal	- 於出售時轉至損益表	-	-	-	(1,739,191)	-	-	-	(1,739,191)
Profit for the year	本年度溢利	-	-	-	-	-	-	1,549,072	1,549,072
Shares purchased for Share Award Scheme	為股份獎勵計劃購入之股份	-	-	-	-	-	(111,147)	-	(111,147)
Equity settled share-based transactions	股本償付之股份為本交易	-	-	-	-	2,806	-	-	2,806
At 31 December 2007	於二零零七年十二月三十一日	567,458	2,201,064	200,357	726,901	23,336	(111,147)	2,006,893	5,614,862
		Capital reserve 資本儲備 \$'000 千元	Share premium 股份溢價 \$'000 千元	Exchange reserve 匯兌儲備 \$'000 千元	Fair value reserve 公允價值 儲備 \$'000 千元	Employee share-based compensation reserve 以股份 為本之僱員 補償儲備 \$'000 千元	Retained profits/ (accumulated losses) 保留溢利/ (累計虧損) \$'000 千元	Total 總額 \$'000 千元	
At 1 January 2006	於二零零六年一月一日	567,458	1,644,418	6,125	254,648	20,629	(52,944)	2,440,334	
Shares issued	已發行股份	-	529,705	-	-	-	-	529,705	
Exchange differences on translation of the financial statements of subsidiaries outside Hong Kong	換算香港以外地區附屬公司賬項的匯兌差異	-	-	40,861	-	-	-	40,861	
Available-for-sale securities (note(i)):	可供出售證券(註(i)):	-	-	-	586,440	-	-	586,440	
- changes in fair value	- 公允價值變化	-	-	-	750,368	-	-	750,368	
- deferred tax recognised	- 確認遞延稅項	-	-	-	(151,392)	-	-	(151,392)	
- transferred to profit or loss on disposal	- 於出售時轉至損益表	-	-	-	(12,536)	-	-	(12,536)	
Profit for the year	本年度溢利	-	-	-	-	-	510,765	510,765	
Equity settled share-based transactions	股本償付之股份為本交易	-	-	-	-	(99)	-	(99)	
At 31 December 2006	於二零零六年十二月三十一日	567,458	2,174,123	46,986	841,088	20,530	457,821	4,108,006	

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 38 RESERVES (Continued)

#### (a) The group (Continued)

Notes:

Note (i)	註(i)	2007			Total 總額 \$'000 千元
		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	
Debt securities	債務證券	9,489	(2,386,703)	3,861	(2,373,353)
Direct equity securities	直接股本證券	(99,922)	1,414,304	7,365	1,321,747
Equity investment funds	股本投資基金	-	451,170	-	451,170
Composite investment funds	綜合投資基金	4,271	-	-	4,271
		(86,162)	(521,229)	11,226	(596,165)
Deferred tax charged to reserves	於儲備入賬之遞延稅項	10,615	259,556	5,413	275,584
Share of associates	聯營公司份額	-	-	75,689	75,689
Shared by minority interests	少數股東應佔權益	-	130,705	-	130,705
		(75,547)	(130,968)	92,328	(114,187)
		2006			
		Reinsurance 再保險 \$'000 千元	Life insurance 人壽保險 \$'000 千元	Corporate and other businesses 企業及 其他業務 \$'000 千元	Total 總額 \$'000 千元
Debt securities	債務證券	(93)	(322,246)	-	(322,339)
Direct equity securities	直接股本證券	149,542	682,581	199,056	1,031,179
Equity investment funds	股本投資基金	(226)	431,921	-	431,695
		149,223	792,256	199,056	1,140,535
Deferred tax charged to reserves	於儲備入賬之遞延稅項	(13,764)	(261,445)	(6,775)	(281,984)
Share of associates	聯營公司份額	-	-	(6,970)	(6,970)
Shared by minority interests	少數股東應佔權益	-	(265,141)	-	(265,141)
		135,459	265,670	185,311	586,440

Included in the retained profits is an amount of \$229,634,000 (2006: \$160,993,000), being the retained losses attributable to associates.

Included in the fair value reserve is an amount of \$80,880,000 (2006: \$5,191,000), being the fair value reserves attributable to associates.

保留溢利當中包括投資聯營公司的累計虧損，為數229,634,000元(二零零六年：160,993,000元)。

公允價值儲備當中包括投資聯營公司的公允價值儲備，為數80,880,000元(二零零六年：5,191,000元)。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 38 RESERVES (Continued)

#### (b) The company

		Share premium	Fair value reserve	Employee share-based compensation reserve	Shares held for Share Award Scheme	Retained profits	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
At 1 January 2007	於二零零七年一月一日	2,174,123	20,772	20,530	-	9,592	2,225,017
Shares issued	已發行股份	21,895	-	-	-	-	21,895
Available-for-sale securities:	可供出售證券：						
- Changes in fair value (note (i))	- 公允價值變化 (註(i))	-	(21,569)	-	-	-	(21,569)
- Deferred tax recognised	- 確認遞延稅項	-	4,249	-	-	-	4,249
Profit for the year	本年度溢利	-	-	-	-	210,730	210,730
Shares purchased for Share Award Scheme	為股份獎勵計劃購入之股份	-	-	-	(99,687)	-	(99,687)
Share options exercised	已行使認股權	5,046	-	(5,046)	-	-	-
Share options granted and vested	已授出及已歸屬認股權	-	-	7,149	-	-	7,149
Shares awarded	已獎授股份	-	-	60	-	-	60
At 31 December 2007	於二零零七年十二月三十一日	2,201,064	3,452	22,693	(99,687)	220,322	2,347,844
At 1 January 2006	於二零零六年一月一日	1,644,418	-	20,629	-	22,709	1,687,756
Shares issued	已發行股份	526,428	-	-	-	-	526,428
Available-for-sale securities:	可供出售證券						
- Changes in fair value (note (i))	- 公允價值變化 (註(i))	-	25,178	-	-	-	25,178
- Deferred tax recognised	- 確認遞延稅項	-	(4,406)	-	-	-	(4,406)
Loss for the year	本年度虧損	-	-	-	-	(13,117)	(13,117)
Share options exercised	已行使認股權	3,277	-	(3,277)	-	-	-
Share options granted and vested	已授出及已歸屬認股權	-	-	3,178	-	-	3,178
At 31 December 2006	於二零零六年十二月三十一日	2,174,123	20,772	20,530	-	9,592	2,225,017
						2007	2006
						\$'000	\$'000
						千元	千元

#### Note (i): Changes in fair value 註(i)：公允價值變化

Debt securities	債務證券	2,710	-
Direct equity securities	直接股本證券	(24,279)	25,178
		(21,569)	25,178

#### (c) Nature or purpose of reserves

##### (i) Capital reserve

The capital reserve represents the differences between the nominal value of the shares of the subsidiaries acquired and the nominal value of the shares issued by the company as consideration for the acquisition.

##### (ii) Share premium

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

#### (c) 儲備目的或性質

##### (i) 資本儲備

資本儲備是指所收購附屬公司股份面值與本公司作為收購代價所發行股份面值的差額。

##### (ii) 股份溢價

股份溢價賬目的運用，受香港《公司條例》第48B及第49H條所管控。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 38 RESERVES (Continued)

#### (c) Nature or purpose of reserves (Continued)

##### (iii) Exchange reserve

The exchange reserve is comprised of all of the foreign exchange differences arising from the translation of the financial statements of the foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 1(w).

##### (iv) Fair value reserve

The fair value reserve is comprised of the cumulative net change in the fair value of available-for-sale securities held at the balance sheet date and is dealt with in accordance with the accounting policy set out in note 1(h)(iii).

##### (v) Employee share-based compensation reserve

The employee share-based compensation reserve is comprised of the fair value of the actual or estimated number of unexercised share options and unvested awarded shares granted to employees of the group recognised in accordance with the accounting policy adopted for share based payments set out in note 1(r)(ii).

##### (vi) Shares held for Share Award Scheme

The Shares held for Share Award Scheme is the consideration paid, including any directly attributable incremental costs for purchase of Shares under the Share Award Scheme, in accordance with the accounting policy set out in note 1(aa).

### 39 EMPLOYEE RETIREMENT BENEFITS

The group operates a MPF scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employers and its employees are each required to make contributions to the MPF scheme at 5.0% of the employees' relevant income, subject to a cap of a monthly relevant income of \$20,000. Contributions to the scheme vest immediately.

As stipulated by the labour regulations of the PRC, certain subsidiaries of the group participate in various defined contribution retirement plans authorised by municipal and provincial governments for its staff. These subsidiaries are required to make contributions to the retirement plans at 19.0% (2006: 21.2%) of the salaries, bonuses and certain allowances of its staff. A member of the plans is entitled to a pension equal to a fixed proportion of the salary prevailing at his or her retirement date.

### 38 儲備 (續)

#### (c) 儲備目的或性質 (續)

##### (iii) 匯兌儲備

匯兌儲備包括換算所有海外業務賬項所產生的匯兌差異。此儲備根據有關附註1(w)所載的會計政策處理。

##### (iv) 公允價值儲備

公允價值儲備包括根據有關附註1(h)(iii)所載的會計政策處理於結算日可供出售證券的累計公允價值變動淨額。

##### (v) 以股份為本之僱員補償儲備

以股份為本之僱員補償儲備包括根據已採納有關附註1(r)(ii)所載的股權支付會計政策確認授予本集團僱員之實際或估計未能行使認股權數目的公允價值。

##### (vi) 為股份獎勵計劃而持有之股份

為股份獎勵計劃而持有之股份是已支付之代價，並根據附註1(aa)內的會計政策，包括在股本獎勵計劃下購買股份的所有直接相關的增量成本。

### 39 僱員退休福利

根據香港強制性公積金計劃條例適用於按香港僱傭條例僱用的員工，本集團參與了一項強制性公積金計劃(「強積金計劃」)。此強積金計劃是通過獨立信託人管理，屬已訂定供款退休計劃。根據此強積金計劃，僱主及僱員雙方均須按僱員之相關收入5.0%供款至此計劃，惟相關之收入上限為20,000元。供款須即時投入計劃。

根據中國勞工條例，本集團若干附屬公司為其僱員參加了由市及省政府組織的不同類型已訂定供款退休計劃。這些附屬公司須按僱員的新金，花紅及某些津貼的19.0% (二零零六年：21.2%) 供款給那些退休計劃。參與計劃的成員可以領取相等於在其退休之時薪金的一個固定比例的退休金。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 39 EMPLOYEE RETIREMENT BENEFITS (Continued)

The group has no other material obligations for the payment of its staff's retirement and other post-employment benefits other than the contributions described above.

### 40 EQUITY COMPENSATION BENEFITS

#### (a) Share Options Scheme

The group has two share option schemes. Under the Old Scheme, the directors of the company were authorised, at their discretion, to invite employees of the group, including directors of any company in the group, to take up options to subscribe for shares of the company. Options granted between 24 May 2000 and 31 December 2002 were granted under the Old Scheme and in accordance with the requirements of Chapter 17 of the Listing Rules which came under effect on 1 September 2001.

A new share option scheme which is in line with the prevailing requirements of Chapter 17 of the Listing Rules was adopted on 7 January 2003.

All of the share options are settled in equity.

#### (i) Movements in share options

### 39 僱員退休福利 (續)

本集團除作出上述已訂定的供款外，毋須支付退休金或任何其他離職後的進一步責任。

### 40 股本補償福利

#### (a) 認股權計劃

本集團擁有兩項認股權計劃。根據舊計劃，本公司董事有權酌情邀請本集團僱員（包括本集團內任何公司的董事）接納可認購本公司股份的認股權。在二零零零年五月二十四日至二零零二年十二月三十一日所授出的認股權均是按舊計劃及於二零零一年九月一日起生效的上市條例第十七章的規定而授出。

新認股權計劃是根據於二零零三年一月七日起生效的上市條例第十七章的規定而授出。

所有認股權是以股權支付。

#### (i) 認股權的變動

		2007 Number 數目	2006 Number 數目
At 1 January	於一月一日	28,590,000	34,678,000
Granted	已授出	1,150,000	350,000
Exercised (note 37)	已行使 (附註37)	(9,021,000)	(6,038,000)
Lapsed	失效	(18,000)	(400,000)
At 31 December	於十二月三十一日	20,701,000	28,590,000
Options vested at 31 December	於十二月三十一日 已歸屬的認股權	20,167,000	27,206,666

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 40 EQUITY COMPENSATION BENEFITS (Continued)

#### (a) Share Options Scheme (Continued)

##### (ii) Terms of unexpired and unexercised share options at the balance sheet date

Date granted 授出日期	Exercise period 行使期	Exercise price 行使價 \$ 元	2007 Number 數目	2006 Number 數目
25 September 2000 to 9 October 2000 2000年9月25日 至2000年10月9日	25 September 2000 to 8 October 2010 2000年9月25日 至2010年10月8日	1.1100	2,350,000	4,660,000
9 February 2001 to 17 February 2001 2001年2月9日 至2001年2月17日	9 February 2001 to 16 February 2011 2001年2月9日 至2011年2月16日	0.9500	1,000,000	1,213,000
12 September 2002 to 23 September 2002 2002年9月12日 至2002年9月23日	12 September 2002 to 22 September 2012 2002年9月12日 至2012年9月22日	3.2250	2,700,000	5,265,000
7 January 2003 2003年1月7日	7 January 2003 to 6 January 2013 2003年1月7日 至2013年1月6日	3.9750	156,000	156,000
5 January 2004 2004年1月5日	5 January 2004 to 4 January 2014 2004年1月5日 至2014年1月4日	3.9800	350,000	350,000
31 December 2004 2004年12月31日	27 January 2005 to 26 January 2015 2005年1月27日 至2015年1月26日	3.2000	350,000	350,000
2 November 2005 (note(i)) 2005年11月2日 (註(i))	23 November 2005 to 27 November 2015 2005年11月23日 至2015年11月27日	2.8750	11,945,000	15,896,000
30 December 2005 2005年12月30日	3 January 2006 to 2 January 2016 2006年1月3日 至2016年1月2日	3.3000	350,000	350,000
30 June 2006 2006年6月30日	30 June 2006 to 29 June 2016 2006年6月30日 至2016年6月29日	5.0000	175,000	175,000
29 December 2006 2006年12月29日	29 December 2006 to 28 December 2016 2006年12月29日 至2016年12月28日	9.8000	175,000	175,000
26 February 2007 (note(iii)) 2007年2月26日 (註(iii))	26 February 2007 to 25 February 2017 2007年2月26日 至2017年2月25日	9.4900	800,000	–
29 June 2007 2007年6月29日	29 June 2007 to 28 June 2017 2007年6月29日 至2017年6月28日	14.2200	175,000	–
31 December 2007 2007年12月31日	31 December 2007 to 30 December 2017 2007年12月31日 至2017年12月30日	21.4000	175,000	–
			<b>20,701,000</b>	<b>28,590,000</b>

### 40 股本補償福利 (續)

#### (a) 認股權計劃 (續)

##### (ii) 於結算日尚未屆滿及尚未行使的認股權的年期

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 40 EQUITY COMPENSATION BENEFITS (Continued)

#### (a) Share Options Scheme (Continued)

##### (ii) Terms of unexpired and unexercised share options at the balance sheet date (Continued)

Notes:

- (i) 18,000 options lapsed during the year (2006: 400,000).
- (ii) 534,000 options were unvested, and have vesting periods up to 26 February 2009.

##### (iii) Details of share options (lapsed)/granted during the year, all of which were granted for \$1 in consideration

### 40 股本補償福利 (續)

#### (a) 認股權計劃 (續)

##### (ii) 於結算日尚未屆滿及尚未行使的認股權的年期 (續)

註：

- (i) 18,000認股權於年內失效(二零零六年：400,000)。
- (ii) 其中534,000屬於尚未歸屬的認股權並於二零零九年二月二十六日前歸屬。

##### (iii) 年內已(失效)／授出的認股權詳情，該等認股權全部均為以代價1元授出

Exercise period 行使期		Exercise price 行使價 \$ 元	2007 Number 數目	2006 Number 數目
12 September 2002 to 11 September 2012	2002年9月12日至 2012年9月11日	3.2250	–	(400,000)
23 November 2005 to 27 November 2015	2005年11月23日至 2015年11月27日	2.8750	(18,000)	–
3 January 2006 to 2 January 2016	2006年1月3日至 2016年1月2日	3.3000	–	–
30 June 2006 to 29 June 2016	2006年6月30日至 2016年6月29日	5.0000	–	175,000
29 December 2006 to 28 December 2016	2006年12月29日至 2016年12月28日	9.8000	–	175,000
26 February 2007 to 25 February 2017	2007年2月26日至 2017年2月25日	9.4900	800,000	–
29 June 2007 to 28 June 2017	2007年6月29日至 2017年6月28日	14.2200	175,000	–
31 December 2007 to 30 December 2017	2007年12月31日至 2017年12月30日	21.4000	175,000	–
			<b>1,132,000</b>	(50,000)

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 40 EQUITY COMPENSATION BENEFITS (Continued)

#### (a) Share Options Scheme (Continued)

##### (iv) Details of share options exercised during the year

Exercise date 行使日		Exercise price 行使價 \$ 元	Weighted average market value per share at exercise date 行使日加權平均每股市價 \$ 元	Proceeds received 所得款項 \$'000 千元	Number 數目
2 January	一月二日	2.875	10.4279	862	300,000
4 January	一月四日	0.950	9.9222	10	10,000
19 January	一月十九日	3.225	9.3523	2,257	700,000
13 February	二月十三日	2.875	9.1656	1,150	400,000
13 April	四月十三日	1.110	10.4675	44	40,000
23 May	五月二十三日	1.110	11.1931	555	500,000
23 May	五月二十三日	2.875	11.1931	1,438	500,000
29 May	五月二十九日	3.225	11.9602	16	5,000
30 May	五月三十日	3.225	11.7649	484	150,000
4 June	六月四日	0.950	12.0394	190	200,000
4 June	六月四日	3.225	12.0394	323	100,000
5 June	六月五日	2.875	11.9500	719	250,000
8 June	六月八日	3.225	11.5589	2,580	800,000
8 June	六月八日	2.875	11.5589	2,013	700,000
25 June	六月二十五日	3.225	14.6482	968	300,000
26 June	六月二十六日	2.875	14.3066	431	150,000
28 June	六月二十八日	1.110	13.7392	855	770,000
28 June	六月二十八日	2.875	13.7392	1,437	500,000
19 July	七月十九日	1.110	19.6344	1,110	1,000,000
19 July	七月十九日	3.225	19.6344	1,612	500,000
26 July	七月二十六日	0.950	19.5523	3	3,000
27 July	七月二十七日	2.875	18.6738	382	133,000
31 August	八月三十一日	2.875	19.3977	2,875	1,000,000
8 October	十月八日	3.225	23.3709	32	10,000
				22,346	9,021,000
2006	二零零六年			14,860	6,038,000

### 40 股本補償福利 (續)

#### (a) 認股權計劃 (續)

##### (iv) 年內已行使的認股權詳情



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 40 EQUITY COMPENSATION BENEFITS (Continued)

#### (a) Share Options Scheme (Continued)

##### (v) Fair value of share options and assumptions

HKFRS 2 requires that, when the group grants employees options to acquire shares of the company, the group recognises the fair value of the options granted as an expense in the consolidated income statement with a corresponding increase in the employee share-based compensation reserve within equity.

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on the Black-Scholes pricing model. The contractual life of the option is used as an input into this model.

Fair value of share options and assumptions:

		Date of grant 授出日		
		26 February 2月26日	29 June 6月29日	31 December 12月31日
<b>2007</b>				
<b>Fair value at measurement date (\$)</b>	於計量日的公允價值(元)	<b>5.095299</b>	<b>8.648458</b>	<b>14.44992</b>
Share price (\$)	股價(元)	9.07	14.22	21.40
Exercise price (\$)	行使價(元)	9.49	14.22	21.40
Expected volatility (note i)	預期波動率(註i)	42.97%	46.23%	59.18%
Option life (Year)	認股權年期(年)	10	10	10
Expected dividends (note ii)	預期股息(註ii)	0.38%	0.38%	0.38%
Risk-free interest rate (note iii)	無風險利率(註iii)	4.206%	4.775%	3.441%
			Date of grant 授出日	
<b>2006</b>			30 June 6月30日	29 December 12月29日
<b>Fair value at measurement date (\$)</b>	於計量日的公允價值(元)		<b>2.706453</b>	<b>5.310443</b>
Share price (\$)	股價(元)		5	9.8
Exercise price (\$)	行使價(元)		5	9.8
Expected volatility (note i)	預期波動率(註i)		37.11%	40.51%
Option life (Year)	認股權年期(年)		10	10
Expected dividends (note ii)	預期股息(註ii)		0.38%	0.38%
Risk-free interest rate (note iii)	無風險利率(註iii)		4.826%	3.73%

Notes:

- (i) The expected volatility is based on the historical volatility of the share price one year immediately preceding the grant date.
- (ii) Expected dividends are based on historical dividends since the listing of the company.
- (iii) Risk-free interest rate is based on the yield of the 10-year Hong Kong Exchange Fund Note.

註:

- (i) 預計波幅是根據授出日過往一年股價的波幅。
- (ii) 估計股息按本公司上市以來過往的股息。
- (iii) 無風險利率按十年期的香港外匯基金票據的孳息率。

### 40 股本補償福利(續)

#### (a) 認股權計劃(續)

##### (v) 認股權的公允價值及假設

按香港財務報告準則第2號規定，當本集團向僱員授出認股權，本集團須按授出認股權的公允價值於綜合損益表內確認為支出，而在股東權益內的以股份為本之僱員補償儲備作相應增加。

獲得服務以換取認股權的公允價值按授出認股權的公允價值計量。授出認股權之估計公允價值按Black-Scholes認股權定價模式。認股權的合約年期須輸入該模式。

認股權的公允價值及假設：

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 40 EQUITY COMPENSATION BENEFITS (Continued)

#### (a) Share Options Scheme (Continued)

##### (v) Fair value of share options and assumptions (Continued)

Share options were granted under a service condition. This condition has not been taken into account in the fair value measurement of the services received on the grant date. There were no market conditions associated with the share option grants.

#### (b) Share Award Scheme

The purpose of the Share Award Scheme is to recognise and reward certain employees (including without limitation an employee who is also a director) of the group and CIHC and its subsidiaries for their contributions to the group and to give long-term incentives for retaining them for the continued operations and development of the group.

The Share Award Scheme of the company was adopted by the Board on 10 September 2007. A summary of the principal terms of the Share Award Scheme is set out in the Share Award Scheme Section of the Report of the Directors.

##### (i) Movements in the number of awarded shares and their related average fair value were as follows:

		Average fair value per share (Note) 每股平均公允 價值 (註) \$ 元	Number of shares held for Share Award Scheme 為股份獎勵 計劃而持有之 股份數目
At 1 January 2007	於二零零七年一月一日	-	-
Awarded	已獎授	20.50	3,286,000
Unallocated	未分配	22.23	1,968,000
At 31 December 2007	於二零零七年十二月三十一日	21.15	5,254,000

Note: The average fair value of the awarded shares is based on the average purchase cost per share acquired from the market.

註：獎授股份的每股平均公允價值是根據從市場購入的平均每股購入成本。

##### (ii) The remaining vesting periods of the awarded shares as of 31 December 2007 were as follows:

		Remaining vesting period 餘下歸屬期	Number of awarded shares 獎授股份數目
Fair value \$20.50	公允價值 \$20.50	2 years to 3 years 二年至三年	3,286,000

### 40 股本補償福利 (續)

#### (a) 認股權計劃 (續)

##### (v) 認股權的公允價值及假設 (續)

認股權的授予須符合服務條件。該條件並未納入計算於授予日獲得服務的公允價值。並無市場條件與授予認股權有關。

#### (b) 股份獎勵計劃

股本獎勵計劃旨在肯定及表揚本集團及中保控股及其附屬公司的僱員(包括身為董事的僱員)對本集團作出貢獻及提供長效激勵讓他們繼續為本集團的持續營運及發展努力。

董事會於二零零七年九月十日採納本公司的股份獎勵計劃。股份獎勵計劃的主要條款概要載於董事會報告書「股份獎勵計劃」標題下的內文。

##### (i) 獎授股份數目變化及其有關平均公允價值如下：

		Average fair value per share (Note) 每股平均公允 價值 (註) \$ 元	Number of shares held for Share Award Scheme 為股份獎勵 計劃而持有之 股份數目
At 1 January 2007	於二零零七年一月一日	-	-
Awarded	已獎授	20.50	3,286,000
Unallocated	未分配	22.23	1,968,000
At 31 December 2007	於二零零七年十二月三十一日	21.15	5,254,000

註：獎授股份的每股平均公允價值是根據從市場購入的平均每股購入成本。

##### (ii) 於二零零七年十二月三十一日獎授股份的餘下歸屬期如下：

		Remaining vesting period 餘下歸屬期	Number of awarded shares 獎授股份數目
Fair value \$20.50	公允價值 \$20.50	2 years to 3 years 二年至三年	3,286,000

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 41 MATURITY PROFILE

### 41 到期情況

#### (a) The group

#### (a) 本集團

		Repayable on demand 接獲 要求時 償還 \$'000 千元	3 months or less 三個月 或以下 \$'000 千元	1 year or less but over 3 months 一年以下 但超過 三個月 \$'000 千元	5 years or less but over 1 year 五年以下 但超過 一年 \$'000 千元	After 5 years 五年後 \$'000 千元	Undated 未有限限 \$'000 千元	Total 總額 \$'000 千元
<b>At 31 December 2007</b>	<b>於二零零七年 十二月三十一日</b>							
<b>Assets</b>	<b>資產</b>							
Deposits at banks and other financial institutions (including statutory deposits)	銀行及其他 財務機構存款 (包括法定存款)	505,734	2,253,553	418,681	4,731,096	-	-	7,909,064
Money market funds	貨幣市場基金	393,259	-	-	-	-	-	393,259
Pledged deposits at bank	已抵押予銀行的存款	-	-	97,417	-	-	-	97,417
Certificates of deposit (under held-to-maturity)	存款證 (持有至到期日)	-	-	-	243,910	-	-	243,910
Certificates of deposit (under available-fo-sale)	存款證 (可供出售)	-	-	-	135,326	-	-	135,326
Debt securities (under held-to-maturity)	債務證券 (持有至到期日)	-	10,276	290,539	243,689	230,660	-	775,164
Debt securities (under available-for-sale)	債務證券 (可供出售)	-	-	147,178	6,270,405	19,394,635	-	25,812,218
Debt securities (under designated at fair value)	債務證券 (通過損益以反 映公允價值)	26,627	20,776	62,287	192,000	158,519	63,696	523,905
Loans and advances	貸款及墊款	-	-	276,219	106,794	149,512	-	532,525
		<b>925,620</b>	<b>2,284,605</b>	<b>1,292,321</b>	<b>11,923,220</b>	<b>19,933,326</b>	<b>63,696</b>	<b>36,422,788</b>
<b>Liabilities</b>	<b>負債</b>							
Interest-bearing notes	需付息票據	-	-	-	-	2,960,377	-	2,960,377

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 41 MATURITY PROFILE (Continued)

### 41 到期情況 (續)

#### (a) The group (Continued)

#### (a) 本集團 (續)

	Repayable on demand 接獲 要求時 償還 \$'000 千元	3 months or less 三個月 或以下 \$'000 千元	1 year or less but over 3 months 一年以下 但超過 三個月 \$'000 千元	5 years or less but over 1 year 五年以下 但超過 一年 \$'000 千元	After 5 years 五年後 \$'000 千元	Undated 未有期限 \$'000 千元	Total 總額 \$'000 千元
At 31 December 2006							
<b>Assets</b>							
Deposits at banks and other financial institutions (including statutory deposits)	193,810	4,927,332	670,293	4,424,946	-	-	10,216,381
Money market funds	7,184	-	-	-	-	-	7,184
Pledged deposits at bank	-	-	93,676	-	-	-	93,676
Certificates of deposit (under held-to-maturity)	-	-	-	10,000	-	-	10,000
Debt securities (under held-to-maturity)	-	31,068	60,775	523,155	218,471	-	833,469
Debt securities (under available-for-sale)	-	5,117	120,793	3,823,787	14,625,154	-	18,574,851
Debt securities (under designated at fair value)	96,950	-	148,603	30,497	91,633	42,052	409,735
Loans and advances	-	-	115,973	-	-	-	115,973
	297,944	4,963,517	1,210,113	8,812,385	14,935,258	42,052	30,261,269
<b>Liabilities</b>							
Interest-bearing notes	-	-	-	-	2,844,819	-	2,844,819

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 41 MATURITY PROFILE (Continued)

#### (b) The company

		Repayable on demand	3 months or less	1 year or less but over 3 months	5 years or less but over 1 year	After 5 years	Undated	Total
		接獲 要求時 償還 \$'000 千元	三個月 或以下 \$'000 千元	一年以下 但超過 三個月 \$'000 千元	五年以下 但超過 一年 \$'000 千元	五年後	未有限期 \$'000 千元	總額 \$'000 千元
<b>At 31 December 2007</b>	於二零零七年 十二月三十一日							
<b>Assets</b>	<b>資產</b>							
Deposits at banks and other financial institutions	銀行及其他財務 機構存款	86,517	551,121	132,615	-	-	-	770,253
Debt securities	債務證券	-	-	-	135,326	39,004	-	174,330
		<b>86,517</b>	<b>551,121</b>	<b>132,615</b>	<b>135,326</b>	<b>39,004</b>	<b>-</b>	<b>944,583</b>
<b>At 31 December 2006</b>	於二零零六年 十二月三十一日							
<b>Assets</b>	<b>資產</b>							
Deposits at banks and other financial institutions	銀行及其他財務 機構存款	49,458	802,600	-	-	-	-	852,058
Debt securities	債務證券	-	-	138,650	-	-	-	138,650
		<b>49,458</b>	<b>802,600</b>	<b>138,650</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>990,708</b>

### 42 FAIR VALUES OF FINANCIAL INSTRUMENTS

#### (a) Fair value

All financial instruments are stated at fair value or carried at amounts not materially different from their fair values as of 31 December 2006 and 2007, except for held-to-maturity investments as set out in note 19(a)(i) and interest-bearing notes as set out in note 32.

#### (b) Estimation of fair values

Fair value estimates are generally subjective in nature, and are made as of a specific point in time based on the characteristics of the financial instruments and relevant market information. Where available, the most suitable measure for fair value is the quoted market price.

### 41 到期情況 (續)

#### (b) 本公司

		Repayable on demand	3 months or less	1 year or less but over 3 months	5 years or less but over 1 year	After 5 years	Undated	Total
		接獲 要求時 償還 \$'000 千元	三個月 或以下 \$'000 千元	一年以下 但超過 三個月 \$'000 千元	五年以下 但超過 一年 \$'000 千元	五年後	未有限期 \$'000 千元	總額 \$'000 千元
<b>At 31 December 2007</b>	於二零零七年 十二月三十一日							
<b>Assets</b>	<b>資產</b>							
Deposits at banks and other financial institutions	銀行及其他財務 機構存款	86,517	551,121	132,615	-	-	-	770,253
Debt securities	債務證券	-	-	-	135,326	39,004	-	174,330
		<b>86,517</b>	<b>551,121</b>	<b>132,615</b>	<b>135,326</b>	<b>39,004</b>	<b>-</b>	<b>944,583</b>
<b>At 31 December 2006</b>	於二零零六年 十二月三十一日							
<b>Assets</b>	<b>資產</b>							
Deposits at banks and other financial institutions	銀行及其他財務 機構存款	49,458	802,600	-	-	-	-	852,058
Debt securities	債務證券	-	-	138,650	-	-	-	138,650
		<b>49,458</b>	<b>802,600</b>	<b>138,650</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>990,708</b>

### 42 金融工具的公允價值

#### (a) 公允價值

除附註19(a)(i)所載有關持有至到期投資及附註32所載有關需付息票據外，所有金融工具均是以公允價值或與其於二零零六年十二月三十一日和二零零七年同日的公允價值相若的金額入賬。

#### (b) 公允價值估計

公允價值估計是根據金融工具的特性和相關市場資料於某一特定時間作出，因此一般是主觀的。若有市場報價，市場報價是計量公允價值最適合的方法。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 43 COMMITMENTS

(a) Capital commitments outstanding as of 31 December 2007 which have not provided for in the financial statements were as follows:

		2007 \$'000 千元	2006 \$'000 千元
Contracted for	已訂約	25,788	46,717

(b) As of 31 December 2007, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2007 \$'000 千元	2006 \$'000 千元
Within 1 year	一年內	101,101	61,820
After 1 year but within 5 years	一年後但五年內	99,059	56,104
After 5 years	五年後	111	1,281
		<b>200,271</b>	<b>119,205</b>

The group leases a number of properties under operating leases. The leases typically run for an initial period of 1 to 6 years, with an option to renew the leases when all terms are renegotiated. Lease payments are usually reviewed annually to reflect market rentals. None of the leases includes contingent rentals.

### 44 CONTINGENT LIABILITIES

The group has received a query issued by the Inland Revenue Department of Hong Kong in relation to the taxability of certain investment income from its offshore investments for the years of assessment from 1999 to 2006. The directors consider that the group has a strong legal base to support its tax position. As such, no provision for a potential tax exposure of approximately \$31,600,000 (2006: \$26,000,000) was made as of 31 December 2007.

Save as herein disclosed and other than those incurred in the normal course of the group's insurance businesses, there was no outstanding litigation nor any other contingent liabilities as of 31 December 2007.

### 43 承擔

(a) 於二零零七年十二月三十一日，尚未在本財務報表反映的資本性承諾如下：

	2007 \$'000 千元	2006 \$'000 千元
Contracted for	25,788	46,717

(b) 於二零零七年十二月三十一日，根據不可解除的經營租賃在日後應付的最低租賃付款額如下：

	2007 \$'000 千元	2006 \$'000 千元
Within 1 year	101,101	61,820
After 1 year but within 5 years	99,059	56,104
After 5 years	111	1,281
	<b>200,271</b>	<b>119,205</b>

本集團以經營租賃租入部份物業。這些租賃一般初步為期一至六年，並有權選擇在到期日後續期，屆時所有條款均可重新商定。租賃付款通常會逐年檢討，以反映市場租金。各項租賃均不包括或然租金。

### 44 或然負債

本集團收到香港稅務局的詢問，質疑個別離岸投資收入於一九九九年至二零零六年評稅年度內的應課稅務責任。董事認為本集團稅務觀點擁有堅實的法律基礎支持，因此，於二零零七年十二月三十一日本集團毋需就約\$31,600,000元(二零零六年：\$26,000,000元)的潛在稅務責任計提準備。

除本報告所披露及在本集團日常保險業務中產生的訴訟外，於二零零七年十二月三十一日，本集團概無任何未決訴訟或或然負債。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 45 MATERIAL RELATED PARTY TRANSACTIONS

### 45 重大關連人士交易

The following is a summary of significant transactions entered into between the group and its related parties during the year:

以下是本集團與關連人士於年內進行的重大交易概要：

		Note	2007 \$'000 千元	2006 \$'000 千元
<b>Recurring transactions</b>	<b>經常交易</b>			
Business ceded by related companies:	關連公司分出的業務：	(i)		
– Gross premiums written	– 毛承保保費總額		241,541	173,647
– Commission expenses paid	– 佣金支出		72,946	61,119
Investment management fee and redemption income	投資管理費及贖回費收入	(ii)	18,989	7,237

Notes:

- (i) Certain fellow subsidiaries of the group ceded business to and received commission from a subsidiary of the company.
- (ii) A subsidiary of the company provided investment consultancy services to and received investment management fees and redemption income from certain fellow subsidiaries of the group.

註：

- (i) 本集團若干同系附屬公司向本公司一間附屬公司轉介業務及向其收取佣金。
- (ii) 本公司一間附屬公司向本集團若干同系附屬公司提供投資顧問服務，並向其收取投資管理費及贖回費收入。

Apart from the above, the group has entered into the following non-recurring transactions with related parties:

除此之外，本集團與關連人士進行以下非經常交易：

- (a) On 9 July 2007, the company entered into a conditional capital contribution agreement with CIHC, ICBC (Asia) and TPI pursuant to which CIHC and the company will contribute, in cash, an aggregate amount of RMB300,000,000 as additional registered capital into TPI. Of the aggregate amount, RMB179,925,000 will be contributed by CIHC and RMB120,075,000 will be contributed by the company. ICBC (Asia) has decided not to participate in the capital contribution. Upon completion, each of CIHC, the company and ICBC (Asia) will be directly interested in 50.398%, 40.025% and 9.577%, respectively, of the equity interests in TPI. The percentage of equity interests held by the company in TPI will remain unchanged after completion. In addition, CIHC, the company and ICBC (Asia) also entered into the conditional option deed pursuant to which CIHC has agreed, conditional upon completion, to grant the right to ICBC (Asia) at nil consideration to acquire from CIHC an equity interest of approximately 2.873% in TPI as enlarged by the capital contribution for a consideration of RMB37,350,000 within twelve months from the date of the option deed, or such later date as the parties may extend pursuant to the terms of the Option Deed. The company has waived its right to purchase this Option Interest if the Option is exercised by ICBC (Asia).

- (a) 二零零七年七月九日，本公司與中保控股、工銀(亞洲)及太平保險已訂立有條件增資協議，據此，中保控股及本公司將向太平保險增資現金總額人民幣300,000,000元，作為額外註冊資本。在該筆總額中，中保控股將增資人民幣179,925,000元，本公司則將增資人民幣120,075,000元。工銀(亞洲)已決定不參與增資。於完成時，中保控股、本公司及工銀(亞洲)各自將分別直接擁有太平保險之50.398%、40.025%及9.577%股權之權益。完成後，本公司於太平保險持有之股權百分比將維持不變。此外，中保控股、本公司與工銀(亞洲)亦已訂立有條件期權契據，據此，中保控股同意按無償代價授權予工銀(亞洲)，藉以完成後，於期權契據日期或各訂約方根據期權契據條款可能延後之較後日期起計十二個月內，向中保控股收購太平保險經增資擴大後約2.873%之股權，代價為人民幣37,350,000元。期權將可由工銀(亞洲)選擇行使。本公司已放棄其於工銀(亞洲)行使期權時購買期權權益之權利。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 45 MATERIAL RELATED PARTY TRANSACTIONS (Continued)

- (b) On 30 June 2006, the company entered into an agreement with CIHK to acquire a 4.9% equity interest in a wholly-owned subsidiary of CIHK for a consideration of \$102,578,000. The company also entered into certain letters of confirmation with CIHC, CIHK and other various parties in regard to the waiver of certain rights and the relaxation of certain non-competition restrictions. The details of this transaction are set out in a Circular dated 1 August 2006.

The group operates in an economic environment predominated by enterprises directly or indirectly owned or controlled by the PRC government through its numerous authorities, affiliates or other organisations (collectively "State-Owned Entities"). During the year, the group had transactions with State-Owned Entities including but not limited to the sales of insurance policies and banking related services. These transactions are conducted in the ordinary course of the group's insurance business on terms similar to those that would have been entered into with non-state-owned entities. The group has also established its pricing strategy and approval processes for its major insurance products. Such pricing strategy and approval processes do not depend on whether the customers are State-Owned Entities or not. Having due regard to the substance of the relationships, the directors believe that none of these transactions are material related party transactions that require separate disclosure.

The group considers that the key management personnel of the group include the directors of the company only. Their remuneration is disclosed in note 9 to the consolidated financial statements.

### 45 重大關連人士交易 (續)

- (b) 於二零零六年六月三十日，本公司與香港中保達成協議，以代價102,578,339元收購香港中保之一間全資附屬公司的4.9%股權。此外，本公司亦與中保控股、香港中保及其他人士訂立一些關於放棄若干權利和放寬若干不競爭限制的確認函。上述交易有待達成與上述人士同意之先決條件後方可完成。此交易之詳情載於二零零六年八月一日發行的通函內。

本集團正處於一個以國家控制實體佔主導地位的經濟制度下營運，那些國家控制實體是由中國政府通過其政府機構、代理機構、附屬機構或其他機構直接或間接擁有的(統稱為「國有實體」)，本集團於年度內與國有實體進行包括但不限於保單銷售及銀行相關服務之交易，該些交易所執行的條款跟本集團日常保險業務過程中與非國有實體進行交易所執行的條款相似。本集團亦已制定就其主要保險產品的定價策略及審批程序。該等定價策略及審批程序與客戶是否國有實體無關。經考慮其關係的性質後，董事相信該等交易並非重大關連人士交易，故毋須獨立披露。

本集團認為本集團的主要管理人員只包括本公司的董事。其酬金詳情載於綜合財務報表附註9內。



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 46 OFF-BALANCE SHEET EXPOSURES

As of 31 December 2007, the notional amounts of significant derivative transactions entered into by the group were as follows:

		2007 \$'000 千元	2006 \$'000 千元
Exchange rate forward and option contracts	外匯匯率遠期及期權合約	-	68,490

Off-balance sheet exposures arise from forward and option contracts transactions undertaken by the group in foreign exchange markets. The contractual and notional amounts of these financial instruments indicate the value of transactions outstanding as of the balance sheet date; they do not express amounts at risk.

### 46 資產負債表以外承受的風險

二零零七年十二月三十一日本集團已進行的重大衍生工具交易的名義價值如下：

資產負債表以外承受的風險是由於本集團在外匯市場進行了遠期及期權合約交易。此等金融工具的合約金額及名義金額祇反映交易在結算日尚未結清的價值，並不表達風險值。

### 47 ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements under HKFRSs requires management to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses as well as the related disclosures. Changes in assumptions may have a significant impact on the financial statements in the periods where the assumptions are changed. 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:

#### (a) Impairment of goodwill

The group assesses annually if the goodwill associated with the acquisition of subsidiaries and associates have suffered any impairment losses in accordance with the accounting policy stated in note 1(o). The recoverable amount of the goodwill is determined using discounted cash flows which require the use of estimated revenue from business operations, investment returns and an appropriate discount rate.

#### (b) Held-to-maturity investments

The group classifies non-derivative financial assets with fixed or determinable payments and fixed maturity and where the group has a positive intention and ability to hold the assets to maturity as held-to-maturity investments. In making this judgment, the group evaluates its intention and ability to hold such investments until maturity.

### 47 會計估計及判斷

根據香港財務報告準則編製財務報表時，管理層須作出重要估計及假設，因而影響到所列報之資產、負債、收入及開支，以至相關披露之金額。更改假設或會對更改假設之期間之財務報表造成重大影響。引致下個財政年度內之資產及負債之賬面值有重大調整主要風險之估計及假設論述如下：

#### (a) 商譽減值

本集團每年按照附註1(o)所述之會計政策評估與收購附屬公司及聯營公司有關之商譽是否蒙受任何減值虧損。商譽之可收回金額乃使用已折現現金流量釐定，已折現現金流量須使用經營業務估計收入、投資回報及適當之折現率進行計算。

#### (b) 持有至到期之投資

本集團將有固定或可確定付款金額及固定期限而本集團又有明確意向及有能力持至到期日之非衍生工具金融資產，分類為持有至到期投資。於作出此判斷時，本集團評估其持有該等投資直至到期之意向及能力。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 47 ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

#### (b) Held-to-maturity investments (Continued)

If the group fails to hold these investments to maturity other than for certain specific circumstances, the group would have to reclassify the entire portfolio of held-to-maturity investments as available-for-sale investments, as such portfolio of investments would be deemed to have been tainted. This would result in the held-to-maturity investments being measured at fair value instead of at amortised cost.

#### (c) Impairment of available-for-sale financial assets

The group follows the guidance of HKAS 39 when determining whether an investment in available-for-sale financial assets is other-than-temporarily impaired. This determination requires significant judgment. In making this judgment, the group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost, and the expected time span the group will hold the investment.

#### (d) Determination of insurance liabilities

The group's insurance liabilities are mainly comprised of unearned premium provisions, provision for outstanding claims and life insurance funds and estimates for premiums and claims data not received from ceding companies at the date of the financial statements. The group determines these estimates on the basis of historical information, actuarial analyses, financing modeling and other analytical techniques. The directors continually review the estimates and make adjustments as necessary, but actual results could differ significantly from what is envisioned when these estimates are made.

### 47 會計估計及判斷 (續)

#### (b) 持有至到期之投資 (續)

除在若干特定情況下外，倘本集團未能持有該等投資至到期，本集團將必須將持有至到期之投資之整個投資組合，重新分類為可供出售投資，因該投資組合已被視為受影響。這將導致持有至到期之投資按公允價值而非按攤銷成本計算。

#### (c) 可供出售金融資產減值

本集團於決定可供出售金融資產類投資是否非暫時減值時，乃按照香港會計準則第39號之指引作出決定。此決定需要重大的判斷。於作出此判斷時，本集團評估(包括其他因素)投資之公允價值少於其成本之年期及程度，以及本集團將持有該投資之預計年期。

#### (d) 釐定保險負債

本集團之保險負債主要包括未到期保費準備金、未決賠款準備及壽險責任準備金，以及因於財務報表日期仍未收到分保公司所提供之保費及賠款金額數據而作出之估計。本集團按歷史資料、精算分析、財務模式及其他分析技巧而確定此等估計。董事不斷檢討有關之估計，並在有需要時作出調整，但實際結果可能與作出估計時預計的結果差別很大。

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## 財務報表附註 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### 48 PARENT AND ULTIMATE HOLDING COMPANIES

The directors consider the immediate holding company and the ultimate holding company as of 31 December 2007 to be China Insurance H.K. (Holdings) Company, Limited (incorporated in Hong Kong) and China Insurance (Holdings) Company, Limited (established in the PRC), respectively. Neither of them produces financial statements available for public use.

### 48 母公司及最終控股公司

董事們認為，於二零零七年十二月三十一日的直屬控股公司及最終控股公司分別為於香港成立的香港中國保險(集團)有限公司及於中國成立的中國保險(控股)有限公司。他們並無製作可供公眾使用之財務報表。

### 49 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATION ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2007

Up to the date of issue of these financial statements, the HKICPA has issued the following new standards and interpretations which are not yet effective for the year ended 31 December 2007 and which have not been adopted in these financial statements.

### 49 已在截至二零零七年十二月三十一日止年度前公布但尚未生效的修訂、新標準及新詮釋所可能產生的影響

在此等財務報表發布日期前，香港會計師公會公布了多項修訂、新標準和新詮釋，但此等修訂、新標準和新詮釋於截至二零零七年十二月三十一日止年度尚未生效，因此亦尚未應用於此等財務報表。

Effective for accounting  
periods beginning on or after  
由會計期開始  
或以後起生效

HK (IFRIC)-Int 11,  
HKFRS 2 – Group and  
treasury share transactions

香港(國際財務報告準則解釋  
委員會) – 詮釋第十一號，  
香港財務報告準則第二號 –  
集團及庫存股份交易

1 March 2007  
二零零七年三月一日

The group is in the process of making an assessment of what the impact of these new standards and interpretations is expected to be in the period of initial application.

本集團正在評估此等修訂、新標準、新詮釋和額外披露在首個應用期產生的影響。至今所得結論為採納該等會計變化對本公司的經營業績及財務狀況未有重大影響。

# FIVE YEAR FINANCIAL SUMMARY

## 五年財務概要

(Expressed in Hong Kong dollars)  
(以港幣列示)

### Results

### 業績

		2007 \$'000 千元	2006 \$'000 千元	2005 \$'000 千元	2004 \$'000 千元	2003 \$'000 千元
<b>Revenue</b>	<b>收入</b>					
Gross premiums written and policy fees	毛承保保費及保單費收入	17,933,997	12,373,454	8,611,673	7,307,809	4,259,125
Less: Premiums ceded to reinsurers	減：保費之再保份額	(277,403)	(222,920)	(267,726)	(217,028)	(215,747)
Net premiums written and policy fees	淨承保保費及保單費收入	17,656,594	12,150,534	8,343,947	7,090,781	4,043,378
Change in unearned premium provisions, net of reinsurance	未到期責任準備金變化，減再保險	(7,912)	(216,961)	(125,913)	(49,288)	1,528
Net earned premiums and policy fees	已賺取保費及保單費用淨額	17,648,682	11,933,573	8,218,034	7,041,493	4,044,906
Investment income	投資收入	6,671,765	2,384,094	814,573	459,648	391,347
Net exchange (loss)/gain	匯兌(虧損)/收益淨額	(31,121)	22,836	(94,892)	32,917	27,789
Other income	其他收入	64,933	39,781	15,056	37,615	75,999
<b>Total revenue</b>	<b>收入總額</b>	<b>24,354,259</b>	<b>14,380,284</b>	<b>8,952,771</b>	<b>7,571,673</b>	<b>4,540,041</b>
<b>Benefits, losses and expenses</b>	<b>給付、賠款及費用</b>					
Policyholders' benefits	保單持有人利益	(5,062,155)	(2,365,092)	(1,422,941)	(1,006,929)	(813,455)
Net commission expenses	佣金支出淨額	(1,997,156)	(1,194,817)	(809,157)	(652,230)	(448,740)
Administrative and other expenses	行政及其他費用	(2,228,343)	(1,466,531)	(1,179,857)	(678,911)	(416,615)
Change in life insurance funds, net of reinsurance	壽險責任準備金變化，減再保險	(11,849,470)	(8,229,133)	(5,785,225)	(5,326,361)	(2,670,972)
Goodwill impairment and amortisation	商譽減值及攤銷	-	-	(250,000)	(27,767)	(27,767)
<b>Total benefits, losses and expenses</b>	<b>給付、賠款及費用總額</b>	<b>(21,137,124)</b>	<b>(13,255,573)</b>	<b>(9,447,180)</b>	<b>(7,692,198)</b>	<b>(4,377,549)</b>
<b>Profit/(loss) from operations</b>	<b>經營溢利/(虧損)</b>	<b>3,217,135</b>	<b>1,124,711</b>	<b>(494,409)</b>	<b>(120,525)</b>	<b>162,492</b>
Share of (losses)/profits of associates	應佔聯營公司(虧損)/溢利	(57,760)	4,070	(48,728)	(35,546)	(60,374)
Finance costs	財務費用	(148,467)	(144,184)	(88,299)	(85,434)	(19,838)
<b>Profit/(loss) before taxation</b>	<b>除稅前溢利/(虧損)</b>	<b>3,010,908</b>	<b>984,597</b>	<b>(631,436)</b>	<b>(241,505)</b>	<b>82,280</b>
Income tax (charge)/credit	稅項(支出)/抵免	(553,711)	(326,256)	36,083	52,251	(23,319)
<b>Profit/(loss) after taxation</b>	<b>除稅後溢利/(虧損)</b>	<b>2,457,197</b>	<b>658,341</b>	<b>(595,353)</b>	<b>(189,254)</b>	<b>58,961</b>
<b>Attributable to:</b>	<b>應佔：</b>					
Equity holders of the company	股東權益	1,549,072	510,765	(433,763)	(22,935)	140,753
Minority interests	少數股東權益	908,125	147,576	(161,590)	(166,319)	(81,792)
		<b>2,457,197</b>	<b>658,341</b>	<b>(595,353)</b>	<b>(189,254)</b>	<b>58,961</b>

# FIVE YEAR FINANCIAL SUMMARY (Continued)

## 五年財務概要 (續)

(Expressed in Hong Kong dollars)  
(以港幣列示)

### Results (Continued)

### 業績 (續)

		2007	2006	2005	2004	2003
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Statutory deposits	法定存款	653,239	547,443	487,806	437,947	197,007
Fixed assets	固定資產	1,391,707	1,140,767	659,507	500,599	306,872
Goodwill	商譽	228,185	228,185	228,185	478,185	505,952
Interest in associates	於聯營公司的權益	530,436	350,678	315,298	351,595	127,736
Deferred tax assets	遞延稅項資產	2,648	2,697	3,298	72,624	3,524
Investments in debt and equity securities	債務及股本證券投資	40,245,879	25,553,330	18,122,506	11,249,681	6,638,675
Securities purchased under resale agreements	買入返售證券	-	-	-	-	148,277
Amounts due from group companies	應收集團內公司款項	17,488	7,036	314	555	3,435
Insurance debtors	保險客戶應收賬款	616,540	453,167	342,060	298,811	386,790
Reinsurers' share of insurance contract provisions	分保公司應佔保險合約準備	376,740	391,907	472,176	485,517	469,249
Other debtors	其他應收賬款	1,687,658	562,340	608,778	389,972	169,766
Tax recoverable	可收回稅項	-	3,581	5,585	6,378	-
Pledged deposits at bank	已抵押銀行存款	97,417	93,676	97,980	76,533	70,603
Cash and cash equivalents and deposits at bank with original maturity more than three months	現金及現金等價物及原到期日超過三個月的銀行存款	9,769,612	10,718,860	5,990,288	2,990,980	2,125,606
<b>Total assets</b>	<b>總資產</b>	<b>55,617,549</b>	40,053,667	27,333,781	17,339,377	11,153,492
Less: Total liabilities	減：總負債	(47,521,867)	(34,471,026)	(23,910,536)	(13,916,070)	(8,152,119)
Minority interests	少數股東權益	(2,410,056)	(1,404,322)	(916,087)	(780,847)	(322,773)
		<b>5,685,626</b>	4,178,319	2,507,158	2,642,460	2,678,600
Share capital	股本	70,764	70,313	66,824	66,585	66,407
Reserves	儲備	5,614,862	4,108,006	2,440,334	2,575,875	2,612,193
		<b>5,685,626</b>	4,178,319	2,507,158	2,642,460	2,678,600
		<b>cents</b>	<b>cents</b>	<b>cents</b>	<b>cents</b>	<b>cents</b>
		<b>仙</b>	<b>仙</b>	<b>仙</b>	<b>仙</b>	<b>仙</b>
<b>Earnings/(loss) per share</b>	<b>每股盈利／(虧損)</b>					
Basic	基本	110.2	38.1	(32.5)	(1.7)	10.6
Diluted	攤薄	108.3	37.7	(32.4)	(1.7)	10.5

## DEFINITIONS

*In the annual report, the following expressions shall have the following meanings unless the context requires otherwise:*

“BVI”	British Virgin Islands
“CIGAML”	China Insurance Group Assets Management Limited
“CIHC”	China Insurance (Holdings) Company, Limited
“CIHK”	China Insurance H.K. (Holdings) Company Limited
“CIRC”	China Insurance Regulatory Commission
“CIRe”	China International Reinsurance Company Limited
“Directors”	The directors of the Company, including the independent non-executive directors
“Fortis”	Fortis International N.V.
“Grantee”	A person who has been granted the right to accept the Company’s offer of share options
“HK GAAP”	Accounting principles generally accepted in Hong Kong
“HKAS”	Hong Kong Accounting Standard
“HKFRS”	Hong Kong Financial Reporting Standard
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HK(IFRIC)-Int”	Hong Kong (International Financial Reporting Interpretations Committee) – Interpretation
“ICBC”	The Industrial and Commercial Bank of China
“ICBC (Asia)”	Industrial and Commercial Bank of China (Asia) Limited
“Independent shareholders”	Shareholder(s) other than CIHC, ICBC (Asia) and their respective associates
“Last Year”	The year ended 31 December 2006
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“MPF scheme”	Mandatory Provident Fund Scheme
“PRC GAAP”	Accounting principles generally accepted in the PRC

## 釋義

於本財務報告中，除文義另有所指外，下列詞彙具有以下涵義：

「BVI」	指	英屬維爾京群島
「中保資產管理」	指	中保集團資產管理有限公司
「中保控股」	指	中國保險(控股)有限公司
「香港中保」	指	香港中國保險(集團)有限公司
「中國保監會」	指	中國保險監督管理委員會
「中再國際」	指	中國國際再保險有限公司
「董事」	指	本公司董事，包括獨立非執行董事
「富通」	指	富通國際
「承授人」	指	被授予權利可以接納本公司所賦予之認股權之人仕
「香港公認會計準則」	指	香港普遍採納之會計準則
「中國工銀」	指	中國工商銀行
「工銀(亞洲)」	指	中國工商銀行(亞洲)有限公司
「獨立股東」	指	除中保控股、工銀(亞洲)及其各自的聯繫人以外之股東
「去年」	指	截至二零零六年十二月三十一日止之年度
「上市規則」	指	聯交所證券上市規則
「中國公認會計準則」	指	中國普遍採納之會計準則

## DEFINITIONS

“SFO”	Securities and Futures Ordinance
“Share(s)”	Share(s) of HK\$0.05 each in the capital of the Company
“Share Award Scheme”	CIIH Employees’ Share Award Scheme adopted on 10 September 2007
“SINO-RE”	SINO-RE Reinsurance Brokers Limited
“the Stock Exchange”	The Stock Exchange of Hong Kong Limited
“the Company” or “CIIH”	China Insurance International Holdings Company Limited
“the Group”	CIIH and its subsidiaries
“the PRC”	The People’s Republic of China
“the Year”	The year ended 31 December 2007
“TPAM”	Tai Ping Asset Management Company Limited
“TPI”	The Tai Ping Insurance Company, Limited
“TPL”	Tai Ping Life Insurance Company, Limited
“TPP”	Tai Ping Pension Company Limited
“the Old Scheme”	Share option scheme of the Company adopted on 24 May 2000 and terminated on 7 January 2003
“the New Scheme”	Share option scheme of the Company adopted on 7 January 2003
“RMB”	Renminbi
“HKD”	Hong Kong dollars
“USD”	United States dollars



## 釋義

「股份」	指	本公司股本中每股面值0.05港元之股份
「股份獎勵計劃」	指	於二零零七年九月十日所採納之中保國際僱員股份獎勵計劃
「華夏」	指	華夏再保險顧問有限公司
「聯交所」	指	香港聯合交易所有限公司
「本公司」或「中保國際」	指	中保國際控股有限公司
「本集團」	指	中保國際及其附屬公司
「中國」	指	中華人民共和國
「本年度」	指	截至二零零七年十二月三十一日止之年度
「太平資產管理」	指	太平資產管理有限公司
「太平保險」	指	太平保險有限公司
「太平人壽」	指	太平人壽保險有限公司
「太平養老」	指	太平養老保險股份有限公司
「舊計劃」	指	本公司於二零零零年五月二十四日所採納之認股權計劃，於二零零三年一月七日已終止
「新計劃」	指	本公司於二零零三年一月七日所採納之認股權計劃



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