



CHINESE ESTATES HOLDINGS LIMITED  
華人置業集團

Stock Code 股份代號 : 127

2007  
Annual Report  
二 零 零 七 年 年 報

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## Corporate Information

### Directors

Joseph Lau, Luen-hung (*Chairman and Chief Executive Officer*)

Lau, Ming-wai

Amy Lau, Yuk-wai<sup>#</sup>

Chan, Kwok-wai<sup>\*</sup>

Cheng, Kwee<sup>\*</sup>

Phillis Loh, Lai-ping<sup>\*</sup>

<sup>#</sup> *Non-executive Director*

<sup>\*</sup> *Independent Non-executive Directors*

### Audit Committee

Chan, Kwok-wai

Cheng, Kwee

Phillis Loh, Lai-ping

### Remuneration Committee

Chan, Kwok-wai

Cheng, Kwee

Phillis Loh, Lai-ping

### Company Secretary and Qualified Accountant

Lam, Kwong-wai

### Solicitors

Sidley Austin

Sit, Fung, Kwong & Shum

### Auditors

HLB Hodgson Impey Cheng

Chartered Accountants

Certified Public Accountants

31st Floor, Gloucester Tower, The Landmark

11 Pedder Street, Central

Hong Kong

## 公司資料

### 董事

劉鑾雄(主席及行政總裁)

劉鳴煒

劉玉慧<sup>#</sup>

陳國偉<sup>\*</sup>

鍾貴<sup>\*</sup>

羅麗萍<sup>\*</sup>

<sup>#</sup> *非執行董事*

<sup>\*</sup> *獨立非執行董事*

### 審核委員會

陳國偉

鍾貴

羅麗萍

### 薪酬委員會

陳國偉

鍾貴

羅麗萍

### 公司秘書及合資格會計師

林光蔚

### 律師

盛德律師事務所

薛馮鄭岑律師行

### 核數師

國衛會計師事務所

英國特許會計師

香港執業會計師

香港

中環畢打街11號

置地廣場告羅士打大廈31樓

## Corporate Information

### Principal Bankers and Financial Institutions

Agricultural Bank of China  
 Banco Comercial de Macau, S.A.  
 Bank of China (Hong Kong) Limited  
 Bank of Communications Co., Ltd.  
 China Construction Bank (Asia) Limited  
 China Everbright Bank  
 Chong Hing Bank Limited  
 Citibank, N.A.  
 Dah Sing Bank, Limited  
 DBS Bank (Hong Kong) Limited  
 Hang Seng Bank Limited  
 Industrial and Commercial Bank of China (Asia) Limited  
 Malayan Banking Berhad  
 Nanyang Commercial Bank, Limited  
 Oversea-Chinese Banking Corporation Limited  
 Public Bank (Hong Kong) Limited  
 Seng Heng Bank Limited  
 Standard Chartered Bank (Hong Kong) Limited  
 Tai Fung Bank Limited  
 The Bank of East Asia, Limited  
 The Bank of Tokyo-Mitsubishi UFJ, Ltd.  
 Wing Lung Bank, Limited

*(Listed in alphabetical order)*

### Place of Incorporation

Bermuda

### Registered Office

Canon's Court, 22 Victoria Street  
 Hamilton HM 12, Bermuda

### Principal Office in Hong Kong

26th Floor, MassMutual Tower  
 38 Gloucester Road  
 Wanchai, Hong Kong

### Principal Registrar and Transfer Office

Butterfield Fund Services (Bermuda) Limited  
 Rosebank Centre, 11 Bermudiana Road  
 Pembroke HM 08, Bermuda

## 公司資料

### 主要往來銀行及財務機構

中國農業銀行  
 澳門商業銀行  
 中國銀行(香港)有限公司  
 交通銀行股份有限公司  
 中國建設銀行(亞洲)有限公司  
 中國光大銀行  
 創興銀行有限公司  
 花旗銀行  
 大新銀行有限公司  
 星展銀行(香港)有限公司  
 恒生銀行有限公司  
 中國工商銀行(亞洲)有限公司  
 Malayan Banking Berhad  
 南洋商業銀行有限公司  
 華僑銀行有限公司  
 大眾銀行(香港)有限公司  
 誠興銀行有限公司  
 渣打銀行(香港)有限公司  
 大豐銀行有限公司  
 東亞銀行有限公司  
 株式会社三菱東京UFJ銀行  
 永隆銀行有限公司

*(按字母順序排列)*

### 註冊成立地點

百慕達

### 註冊辦事處

Canon's Court, 22 Victoria Street  
 Hamilton HM 12, Bermuda

### 香港主要辦事處

香港灣仔  
 告士打道38號  
 美國萬通大廈26樓

### 主要過戶登記處

Butterfield Fund Services (Bermuda) Limited  
 Rosebank Centre, 11 Bermudiana Road  
 Pembroke HM 08, Bermuda

## Corporate Information

### Branch Registrar and Transfer Office in Hong Kong

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

### Offices in the People's Republic of China

#### *Beijing Office:*

Room 202, Oriental Place  
No. 9 East Dongfang Road  
North Dongsanhuan Road  
Chaoyang District, Beijing, PRC  
Post Code: 100027  
Tel: (8610) 6466 0638  
Fax: (8610) 6466 0238

#### *Chengdu Office:*

Room 2608, 26th Floor, CCB Sichuan Building  
No. 88 Tidu Street, Qingyang District  
Chengdu, Sichuan Province, PRC  
Post Code: 610016  
Tel: (8628) 8676 7747  
Fax: (8628) 6613 5700

#### *Shanghai Office:*

Room B103, Evergo Tower  
1325 Central Huaihai Road  
Xuhui District, Shanghai, PRC  
Post Code: 200031  
Tel: (8621) 6445 8945  
Fax: (8621) 6445 9710

#### *Shenzhen Office:*

1-3 South Wing, 6th Floor  
Lowu Commercial Plaza  
Jianshe Road, Luohu District  
Shenzhen, Guangdong Province, PRC  
Post Code: 518001  
Tel: (86755) 8234 7139  
Fax: (86755) 8234 0012

## 公司資料

### 香港過戶登記分處

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

### 中華人民共和國辦事處

#### *北京辦事處:*

中國北京市朝陽區  
東三環北路  
東方東路 9 號  
東方國際大廈 202 室  
郵編: 100027  
電話: (8610) 6466 0638  
傳真: (8610) 6466 0238

#### *成都辦事處:*

中國四川省成都市  
青羊區提督街 88 號  
四川建行大廈 26 樓 2608 室  
郵編: 610016  
電話: (8628) 8676 7747  
傳真: (8628) 6613 5700

#### *上海辦事處:*

中國上海市徐匯區  
淮海中路 1325 號  
愛美高大廈 B103 室  
郵編: 200031  
電話: (8621) 6445 8945  
傳真: (8621) 6445 9710

#### *深圳辦事處:*

中國廣東省深圳市  
羅湖區建設路  
羅湖商業城  
6 樓南拱 1-3 室  
郵編: 518001  
電話: (86755) 8234 7139  
傳真: (86755) 8234 0012

## Corporate Information

### Website

<http://www.chineseestates.com>

### Stock Code

127

### Board Lot

1,000 Shares

### Investor Relations

For enquiries relating to investor relations, please contact:

Investor Relations Manager

Tel: (852) 2866 6999

Fax: (852) 2866 2822

(852) 2866 2833

E-mail: [investor.relations@chineseestates.com](mailto:investor.relations@chineseestates.com)

## 公司資料

### 網址

<http://www.chineseestates.com>

### 股份代號

127

### 買賣單位

1,000 股

### 投資者關係

有關投資者關係之查詢，請聯絡：

投資者關係經理

電話：(852) 2866 6999

傳真：(852) 2866 2822

(852) 2866 2833

電郵： [investor.relations@chineseestates.com](mailto:investor.relations@chineseestates.com)



## Profiles of Directors and Senior Executives

### EXECUTIVE DIRECTORS

**Mr. Joseph LAU, Luen-hung**, aged 56, joined the Company in 1989. Mr. Lau is the Chairman and Chief Executive Officer of the Company. He is also a non-executive director of Lifestyle International Holdings Limited (“Lifestyle”), a company whose shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). He holds a Bachelor Degree of Science from the University of Windsor, Canada. Mr. Lau has over 32 years of experience in corporate finance, manufacturing and property investment and development. He is the elder brother of Ms. Amy Lau, Yuk-wai and the father of Mr. Lau, Ming-wai.

The companies of which Mr. Lau is a director and having a discloseable interest in the shares and underlying shares of the Company under the provisions of Part XV of the Securities and Futures Ordinance are set out in Directors’ Report under the section of “Substantial Shareholders’ Interests in the Securities of the Company” in this annual report.

**Mr. LAU, Ming-wai**, aged 27, joined the Company in 2006 and has been an Executive Director of the Company since 15th December, 2006. He was also the chairman of the Company’s subsidiary, G-Prop (Holdings) Limited (“G-Prop”), a company whose shares are listed on the Stock Exchange. Mr. Lau holds a Bachelor Degree of Laws from King’s College London, a Master Degree of Laws from The London School of Economics and Political Science, and a Doctor Degree of Philosophy in Laws from King’s College London, University of London. He previously worked at The Goldman Sachs Group, Inc. and Longview Partners LP, both in London. Mr. Lau is a registered attorney in the State of New York and a CFA (Chartered Financial Analyst) charterholder. He is the son of Mr. Joseph Lau, Luen-hung and the nephew of Ms. Amy Lau, Yuk-wai.

The companies of which Mr. Lau is a director and having a discloseable interest in the shares and underlying shares of the Company under the provisions of Part XV of the Securities and Futures Ordinance are set out in Directors’ Report under the section of “Substantial Shareholders’ Interests in the Securities of the Company” in this annual report.

### NON-EXECUTIVE DIRECTOR

**Ms. Amy LAU, Yuk-wai**, aged 55, joined the Company in 2004. Ms. Lau is also a non-executive director of Lifestyle. She holds a Bachelor Degree of Science and a Doctor Degree of Dental Surgery from the University of Toronto in Canada. She is the younger sister of Mr. Joseph Lau, Luen-hung and the aunt of Mr. Lau, Ming-wai.

## 董事及高級行政人員簡介

### 執行董事

劉鑾雄先生，現年56歲，於一九八九年加入本公司。劉先生為本公司之主席兼行政總裁。彼亦為利福國際集團有限公司(「利福」)之非執行董事，該公司之股份在香港聯合交易所有限公司(「聯交所」)上市。彼持有加拿大溫莎大學之理學士學位。劉先生在企業融資、製造業及物業投資與發展方面累積逾三十二年經驗。彼為劉玉慧女士之胞兄及劉鳴煒先生之父親。

由劉先生擔任董事並於本公司股份及相關股份中擁有根據證券及期貨條例第XV部條文須予披露權益之各公司，載於本年報董事會報告書內「主要股東於本公司之證券權益」一節。

劉鳴煒先生，現年27歲，於二零零六年加入本公司，自二零零六年十二月十五日起為本公司之執行董事。彼曾為本公司之附屬公司金匡企業有限公司(「金匡」)之主席，該公司之股份在聯交所上市。劉先生持有倫敦大學之國王學院法律學士學位、倫敦經濟及政治科學學院法律碩士學位及國王學院法律哲學博士學位。彼曾在倫敦任職於The Goldman Sachs Group, Inc. 及Longview Partners LP。劉先生為紐約州註冊律師及特許財務分析師(Chartered Financial Analyst)特許持有人。彼為劉鑾雄先生之兒子及劉玉慧女士之姪兒。

由劉先生擔任董事並於本公司股份及相關股份中擁有根據證券及期貨條例第XV部條文須予披露權益之各公司，載於本年報董事會報告書內「主要股東於本公司之證券權益」一節。

### 非執行董事

劉玉慧女士，現年55歲，於二零零四年加入本公司。劉女士亦為利福之非執行董事。彼持有加拿大多倫多大學之理學士學位及牙科博士學位。彼為劉鑾雄先生之胞妹及劉鳴煒先生之姑母。

## Profiles of Directors and Senior Executives

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. CHAN, Kwok-wai**, aged 49, joined the Company in 2004. He is also the chairman of the audit committee and remuneration committee of the Company. Mr. Chan holds a Bachelor Degree of Business Administration from the Monash University, Australia. He is also a member of the Hong Kong Securities Institute and an associate member of CPA Australia. He has over 28 years of experience in finance and accounting industry. Mr. Chan is currently a director of High Progress Consultants Limited. He is also an independent non-executive director of Junefield Department Store Group Limited, China Investments Holdings Limited, Tern Properties Company Limited, National Electronics Holdings Limited and Far East Consortium International Limited, the shares of all of which are listed on the Stock Exchange.

**Mr. CHENG, Kwee**, aged 49, joined the Company in 2004. He is also a member of the audit committee and remuneration committee of the Company. Mr. Cheng is a major shareholder of Business Securities Limited (broker no. 2860) which is a Stock Exchange Participant. Mr. Cheng has over 23 years of experience in securities and financial services. He also runs property development and investment businesses in Mainland China, Macau, Singapore, Thailand, Malaysia and Cambodia.

**Ms. Phillis LOH, Lai-ping**, aged 43, joined the Company in 2006. She is also a member of the audit committee and remuneration committee of the Company. Ms. Loh was a practising solicitor from 1990 to 1997 and has become a practising barrister-at-law since 1998. Ms. Loh is a graduate of the University of Hong Kong and was admitted as a solicitor in Hong Kong and the United Kingdom, and also a barrister and solicitor in the Supreme Court of the Australian Capital Territory. She was an independent non-executive director of The Kwong Sang Hong International Limited ("KSH"), an associate of the Company and the shares of which were listed on the Stock Exchange. KSH was privatized in February 2005.

## 董事及高級行政人員簡介

### 獨立非執行董事

陳國偉先生，現年49歲，於二零零四年加入本公司。彼亦為本公司審核委員會及薪酬委員會之主席。陳先生持有澳洲蒙納士大學工商管理學士學位。彼並為香港證券專業學會及澳洲會計師公會會員。彼在財務及會計方面累積逾二十八年經驗。陳先生現為勤達顧問有限公司之董事。彼亦為莊勝百貨集團有限公司、中國興業控股有限公司、太興置業有限公司、National Electronics Holdings Limited(樂聲電子有限公司)及Far East Consortium International Limited(遠東發展有限公司)之獨立非執行董事，上述所有公司之股份均在聯交所上市。

鍾貴先生，現年49歲，於二零零四年加入本公司。彼亦為本公司審核委員會及薪酬委員會之成員。鍾先生為一間聯交所參與者東信證券有限公司(經紀代號：2860)之主要股東。鍾先生於證券及財務服務方面累積逾二十三年經驗。彼亦於中國大陸、澳門、新加坡、泰國、馬來西亞及柬埔寨經營物業發展及投資業務。

羅麗萍女士，現年43歲，於二零零六年加入本公司。彼亦為本公司審核委員會及薪酬委員會之成員。羅女士由一九九零年至一九九七年為執業律師及自一九九八年起至今為執業大律師。羅女士畢業於香港大學，並獲得香港及英國之執業律師資格，以及獲得澳洲首府最高法院之大律師及執業律師資格。彼曾任本公司之聯營公司The Kwong Sang Hong International Limited(「廣生行」)之獨立非執行董事，該公司股份曾於聯交所上市。廣生行已於二零零五年二月私有化。



## Profiles of Directors and Senior Executives

### SENIOR EXECUTIVES

**Mr. LAM, Kwong-wai**, aged 52, joined the Company in 1989 and is the Group Financial Controller and Company Secretary of the Company, Chi Cheung Investment Company, Limited ("Chi Cheung") and G-Prop, Chi Cheung is a subsidiary of the Company, whose shares are listed on the Stock Exchange. Mr. Lam is a qualified accountant and holds a Master Degree of Business Administration from the University of Warwick, United Kingdom. He has over 30 years of experience in auditing, finance and accounting.

**Mr. Alec KONG, Chi-ming**, aged 44, joined the Company in 1994 and is the Head of China Business Department. He is also an executive director and deputy chairman of G-Prop. Mr. Kong holds a Bachelor Degree of Business Administration from The Chinese University of Hong Kong, a Master Degree of Arts in Quantitative Analysis for Business and a Master Degree of Business Administration from the City University of Hong Kong. He is responsible for the overall management and development of projects in the Mainland China. He has over 17 years of experience in the property field of the Mainland China.

**Mr. Ivan IP, Ka-fai**, aged 44, joined the Company in 1999 and is the Senior Manager of China Business Department. Mr. Ip holds a Master Degree of Business Administration from The University of Hull, United Kingdom. He is responsible for the management and development of projects in Eastern and Southern China. He has over 14 years of experience in the property field of the Mainland China.

**Ms. Hazel LAI, Ming-yan**, aged 39, joined the Company in 2000 and is the Quantity Surveying Manager of Project Development Department. Ms. Lai is a registered professional surveyor. She holds a Bachelor Degree of Science in Building from the City University of Hong Kong and a Master Degree of Science in Construction and Real Estate from The Hong Kong Polytechnic University. She is also a member of the Hong Kong Institute of Surveyors. Ms. Lai is responsible for the quantity surveying affairs. She has over 17 years of relevant experience.

**Ms. Teresa POON, Mun-chie**, aged 37, joined the Company in 2002 and is the Project Manager of Project Development Department. She is also an executive director and the chief executive officer of Chi Cheung. Ms. Poon is a registered architect in Hong Kong and an authorized person under the List of Architects of the Building Authority. She holds a Bachelor Degree of Arts in Architectural Studies and a Master Degree of Architecture from The University of Hong Kong. She is also a member of The Hong Kong Institute of Architects. Ms. Poon is responsible for the project development affairs. She has over 13 years of experience in the management and development of property projects.

## 董事及高級行政人員簡介

### 高級行政人員

林光蔚先生，現年52歲，於一九八九年加入本公司，現任本公司、至祥置業有限公司(「至祥」)及金匡之集團財務總監及公司秘書，至祥為本公司之附屬公司及其股份在聯交所上市。林先生為合資格會計師，持有英國華威大學工商管理碩士學位。彼在核數、財務及會計方面累積逾三十年經驗。

江志明先生，現年44歲，於一九九四年加入本公司，現為中國業務部主管。彼亦為金匡之執行董事及副主席。江先生持有香港中文大學工商管理學士學位，以及香港城市大學工商數量分析文學碩士學位及工商管理學碩士學位。彼負責在中國大陸項目之整體管理及發展。彼累積逾十七年中國大陸房地產經驗。

葉家輝先生，現年44歲，於一九九九年加入本公司，現任中國業務部高級經理。葉先生持有英國赫爾大學工商管理碩士學位。彼負責華東及華南項目的管理與發展。彼累積逾十四年中國大陸房地產經驗。

黎明欣小姐，現年39歲，於二零零零年加入本公司，現任項目發展部工料測量經理。黎小姐為註冊專業測量師。彼持有香港城市大學建造學理學士學位及香港理工大學建築及房地產學理學碩士學位。彼亦為香港測量師學會會員。黎小姐負責工料測量事宜。彼累積逾十七年相關經驗。

潘敏慈小姐，現年37歲，於二零零二年加入本公司，現任項目發展部項目經理。彼亦為至祥之執行董事及行政總裁。潘小姐為香港註冊建築師及建築事務監督認可之建築師名單內之認可人士。彼持有香港大學建築學文學士及碩士學位，並為香港建築師學會會員。潘小姐負責項目發展事宜。彼在物業項目管理及發展方面累積逾十三年經驗。

## Profiles of Directors and Senior Executives

### SENIOR EXECUTIVES (cont'd)

**Mr. Kenneth NG, Yik-hei**, aged 40, joined the Company in 2004 and is the Project Manager of Project Development Department. Mr. Ng is a chartered building surveyor, a registered professional surveyor and an authorized person under the List of Surveyors of the Building Authority. He holds a Bachelor Degree of Science in Building Surveying from the University of Greenwich, United Kingdom and a Master Degree of Practising Accounting from the Monash University, Australia. He is also a member of The Hong Kong Institute of Surveyors and The Royal Institution of Chartered Surveyors. He has been appointed by The Government of the Hong Kong Special Administrative Region as a Member of the Appeal Tribunal Panel (Buildings) from 1st February, 2007 to 30th November, 2009. Mr. Ng is responsible for the project development affairs. He has 18 years of relevant experience.

**Mr. Albert WONG, Fu-wai**, aged 37, joined the Company in 2004 and is the Senior Leasing Manager and the Head of Leasing Department. Mr. Wong holds a Bachelor Degree of Arts in Geography from The University of Calgary in Canada and a Hong Kong Securities Institute Specialist Certificate (Asset Management). Mr. Wong is responsible for leasing affairs. He has over 11 years of relevant experience.

**Ms. CHEUNG, Mun-yi**, aged 40, joined the Company in 2007 and is the Senior Legal Manager of Legal Department. Ms. Cheung is a practising solicitor. She holds a Bachelor Degree of Laws and a Postgraduate Certificate in Laws from The University of Hong Kong. Ms. Cheung has been working in both private sector as a solicitor and public sector as an in-house legal counsel. Ms. Cheung is responsible for overseeing the legal aspects of the Company's various businesses, including project development, commercial investments, conveyancing and tenancy. She has over 16 years of legal experience.

## 董事及高級行政人員簡介

### 高級行政人員(續)

吳易義先生，現年40歲，於二零零四年加入本公司，現任項目發展部項目經理。吳先生為特許建築測量師及註冊專業測量師，並為建築事務監督認可之測量師名單內之認可人士。彼持有英國格林威治大學建築測量學理學士學位及澳洲蒙納士大學會計學碩士學位。彼亦為香港測量師學會會員及英國特許測量師學會會員。彼獲香港特別行政區政府委任為上訴審裁團(建築物)成員，任期由二零零七年二月一日起至二零零九年十一月三十日止。吳先生負責項目發展事宜。彼累積十八年相關經驗。

王孚威先生，現年37歲，於二零零四年加入本公司，現為租務部主管及高級租務經理。王先生持有卡加利大學地理系文學士學位及香港證券專業學會高級從業員資格證書(資產管理)。王先生負責租務事宜。彼累積逾十一年相關經驗。

張敏儀小姐，現年40歲，於二零零七年加入本公司，現任法律部高級經理。張小姐為執業律師。彼持有香港大學法律學士學位及法律深造證書。張小姐曾於律師行任職律師及公營機構出任法律顧問。張小姐負責處理本公司的各項業務之法律事宜，包括項目發展、商業投資、樓宇買賣及租務方面。彼累積逾十六年的法律工作經驗。

## Chairman's Statement

I am pleased to present the results of the Company and its subsidiaries (the "Group") for the year ended 31st December, 2007 (the "Year") to the shareholders.

## RESULTS

Profit attributable to equity holders of the parent for the Year was HK\$8,195.8 million as compared to HK\$7,477.3 million for the same period last year. The profit for the Year was mainly attributable from the fair value gains on investment properties, profit on sales of trading properties, gains on listed securities investments and treasury products and the share of results of associates generated from the sales of development properties. Earnings per share was HK\$3.599 (year ended 31st December, 2006: HK\$3.392).

## DIVIDENDS

The Board of Directors of the Company ("the Board") has recommended the payment of final dividend of HK22.5 cents per share for the Year (2006: HK18 cents) and propose to give shareholders the option of receiving part or all of the final dividend in form of new shares ("Scrip Dividend") in lieu of cash dividend. The Scrip Dividend proposal (the "Proposal") will be conditional on (i) the approval of the recommended final dividend at the forthcoming annual general meeting of the Company and (ii) The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting a listing of and permission to deal in the shares to be issued pursuant to the Proposal. Subject to shareholders' approval at the forthcoming annual general meeting of the Company, the recommended final dividend will be paid on or around 25th June, 2008 to shareholders whose names appear on the register of members of the Company on 15th May, 2008.

Together with the interim dividend of HK13.5 cents per share (2006: HK12 cents), the total distribution for 2007 will amount to HK36 cents per share (2006: HK30 cents).

## CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from 9th May, 2008 to 15th May, 2008, both days inclusive. In order to qualify for the recommended final dividend and for the purpose of ascertaining the members' entitlement to the attendance of the forthcoming annual general meeting of the Company, all share transfers documents accompanied by the relevant share certificates must be lodged with the Company's Branch Registrar and Transfer Office in Hong Kong, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 8th May, 2008.

## 主席報告書

本人欣然向股東呈報本公司及其附屬公司(「本集團」)截至二零零七年十二月三十一日止年度(「本年度」)之業績。

## 業績

本年度母公司股本權益持有人的應佔溢利為8,195,800,000港元，而去年同期為7,477,300,000港元。本年度的溢利主要來自投資物業的公平值收益、銷售買賣物業之溢利、上市證券投資及財資產品收益及攤佔聯營公司來自銷售發展物業的業績。每股盈利為3.599港元(截至二零零六年十二月三十一日止年度：3.392港元)。

## 股息

本公司董事會(「董事會」)建議派付本年度之末期股息每股22.5港仙(二零零六年：18港仙)，並建議給予股東選擇權以新股之形式收取部分或全部末期股息代替現金股息(「以股代息」)。是項以股代息建議(「建議」)須待以下條件達成方可作實：(i) 建議之末期股息在本公司應屆股東週年大會上獲得批准及(ii) 香港聯合交易所有限公司(「聯交所」)批准根據建議而發行之股份上市及允許買賣。待股東於本公司應屆股東週年大會上批准後，建議之末期股息將於二零零八年六月二十五日或前後派付予於二零零八年五月十五日名列本公司股東名冊之股東。

連同中期股息每股13.5港仙(二零零六年：12港仙)，二零零七年之總分派將為每股36港仙(二零零六年：30港仙)。

## 暫停辦理股東登記手續

本公司將於二零零八年五月九日至二零零八年五月十五日(包括首尾兩日)暫停辦理股東登記手續。為符合獲派建議之末期股息的資格，以及為確定股東出席本公司應屆股東週年大會的資格，所有股份過戶文件連同有關股票必須於二零零八年五月八日下午四時三十分前送達本公司於香港之過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

## Chairman's Statement

### BUSINESS REVIEW

#### Hong Kong Property Investment

Rentals from investment properties continued to be one of the major sources of our income. The overall occupancy rate of the Group's retail portfolio was 88.96% as at 31st December, 2007 due to the renovation of Windsor House and Silvercord. The occupancy rate jumped to 94.51% if Windsor House and Silvercord are excluded. Such sustainable high occupancy rate is attributable to the prime locations of the majority of the Group's retail properties. Retail rents were generally raised due to the increase in tenants' business turnover benefited from the growth of both tourists' and local consumption.

Although the Group recorded a rental loss during the Year due to the renovation works of Windsor House and Silvercord, the Group was able to sustain a gross rental growth by 15.78% with rental income of HK\$773.33 million for the Year as compared with last year. The increase in gross rental income is mainly attributable to the high reversionary rental rate of the office properties and re-opening of renovated Excelsior Plaza – Laforet in 2006. If the renovated properties are excluded, gross rental income would be increased by approximately 24.09% over the last year, and the respective increases in retail and non-retail portion have been 23.42% and 24.47%.

As at 31st December, 2007, all the shops of Excelsior Plaza – Laforet and Causeway Place were fully let out.

The renovation works of Windsor House was commenced in 2006. The scope of work includes re-layout of basement, ground and first floor, sub-dividing the retail space previously occupied by supermarket, department store and an anchor tenant to provide greater varieties of prime retail shops and specialty restaurants. The first phase renovation was completed in the third quarter of 2007 and the second phase renovation is scheduled to be completed by the end of 2009. The revamped Windsor House will have improved and diversified trade mix while the rental income is expected to rise substantially.

As for Silvercord, the first phase of converting the bubble lifts to shops was completed in 2006 with the second phase completed in the second quarter of 2007. The conversion of the cinema to shops was also completed in the third quarter of 2007. Rental income was raised significantly over-seven folds as compared with the previous lease due to the increase in more quality brands and its occupancy rate was 85.95% as at 31st December, 2007.

## 主席報告書

### 業務回顧

#### 香港物業投資

投資物業之租金仍然是集團之主要收入來源之一。由於皇室大廈及新港中心進行翻新工程，本集團於截至二零零七年十二月三十一日止之零售物業組合之整體出租率為88.96%。如撇除皇室大廈及新港中心，出租率則提升至94.51%，出租率維持高企與本集團大部分零售物業位於有利地區有關。租戶之營業額受惠於旅客及本地消費的增長而上升，令本集團的零售租金普遍上揚。

儘管皇室大廈及新港中心的翻新工程令本集團於本年度損失租金，本集團仍有能力維持租金總額較去年增長15.78%（本年度租金收入為773,330,000港元）。租金收入總額的增長主要是由辦公室物業之高回轉租金比率以及怡東商場 - 東角Laforet翻新後於二零零六年重開所致。如撇除上述經翻新物業，本集團的租金收入總額則較去年增加約24.09%，其中零售與非零售出租物業的租金分別上升23.42%與24.47%。

截至二零零七年十二月三十一日，怡東商場 - 東角Laforet及銅鑼灣地帶的所有商舖已全數租出。

皇室大廈之翻新工程於二零零六年展開。工程範圍包括重新規劃地庫、地下及一樓、分拆之前由超級市場、百貨公司及旗艦租戶租用之零售空間，以提供更多不同類型之優質零售店舖及專題食肆。第一期翻新工程已於二零零七年第三季完成，而第二期翻新工程則預計將於二零零九年年底完成。經翻新的皇室大廈將更臻完善及具多元化商戶組合，租金收入則可望大幅上升。

至於新港中心，將觀光升降機改為商舖的第一期工程已於二零零六年完成，而第二期工程則於二零零七年第二季完成。將戲院改為商舖的工程亦已於二零零七年第三季完成。更優質品牌商戶的進駐令租金收入較先前租約大增超過7倍。截至二零零七年十二月三十一日，其出租率為85.95%。



## Chairman's Statement

### BUSINESS REVIEW (cont'd)

#### Hong Kong Property Investment (cont'd)

The occupancy rate for the Group's office properties maintained at a high level throughout the Year. During the Year, the average occupancy rates of Windsor House, MassMutual Tower and Harcourt House were approximately 88.82%, 96.24% and 89.21% respectively, bringing the approximate occupancy rate of the overall office portfolio to 91.44%.

In general, both the occupancy rate in retail and office properties remained at high level during the Year. It is expected that rental rates will have room for increment.

The foundation works of the redevelopment of Tung Ying Building in Tsimshatsui were completed in November 2007. Basement construction works are in progress. It is scheduled that the superstructure works will commence in the fourth quarter of 2008. MTR Corporation Limited ("MTRC") commissioned to construct a pedestrian subway linking the existing Tsim Sha Tsui MTR Station to, amongst other exits, the future Tung Ying Building under redevelopment. MTRC is seeking government's policy support on its planning. Completion of the redevelopment is expected to be in early 2010.

Tung Sang Building, i.e. No. 20 Johnston Road, Wanchai, has commenced its foundation work and its superstructure work is in progress. It will be redeveloped as a brand new residential/retail composite building with completion date re-scheduled to early 2009.

The Group won a tender in 2006 at approximately HK\$234 million for Sun Fair Mansions at 12 Shiu Fai Terrace, a residential site in Mid-Levels East, which is a traditional prestigious location for luxury residential project in Hong Kong. The site area is about 12,000 square feet that can provide a total residential gross floor area of around 39,700 square feet. The site is planned to be redeveloped into a luxury residential project in end 2008.

#### Hong Kong Property Development

In general, the Group's development projects have been progressing satisfactorily and the sales have been achieving pleasing results.

All of the apartments and houses of Mount Beacon, Kowloon Tong (33.33% interest) were sold up to 31st December, 2007. As at 31st December, 2007, the units of Parc Palais, Homantin (10% interest) and Indihome, Tsuen Wan (50% interest) were substantially sold, representing 98.71% and 98.85% of total units respectively; and 88.46% of houses of Miami Crescent, Sheung Shui (50% interest) were already sold.

## 主席報告書

### 業務回顧(續)

#### 香港物業投資(續)

本集團辦公室物業的出租率於全年均維持於高水平。於本年度內，皇室大廈、美國萬通大廈及夏慤大廈的平均出租率分別約為88.82%、96.24%及89.21%，使整體辦公室物業組合出租率達到約91.44%。

整體而言，本集團零售及辦公室物業的出租率於本年度內均維持於高水平。預期租金將有上調空間。

重建尖沙咀東英大廈的地基工程已於二零零七年十一月完成。地庫建築工程則正在進行中。其上蓋工程亦計劃將於二零零八年第四季展開。香港鐵路有限公司(「港鐵」)擬建造一條地下行人通道，接連現今的尖沙咀港鐵站至(包括其他出口)未來經重建後的東英大廈。港鐵目前正就該計劃尋求政府的政策支持。預期重建工程將於二零一零年年初竣工。

東生大廈(灣仔莊士敦道20號)的地基工程已展開，其上蓋工程亦正在進行中。該大廈將重建為一幢全新的住宅零售綜合大樓，而竣工日期重新定為二零零九年年初。

本集團於二零零六年以約234,000,000港元成功投得筆輝臺12號新輝大廈，新輝大廈為位處香港傳統豪宅項目優越位置的東半山區的住宅地盤。地盤面積約12,000平方呎，可提供住宅總樓面面積合共約39,700平方呎。本集團計劃於二零零八年年底將該地盤重建為豪宅項目。

#### 香港物業發展

整體而言，本集團各個發展項目進展理想，銷售成績令人滿意。

於二零零七年十二月三十一日，九龍塘畢架山峰(佔33.33%權益)所有的大廈單位及獨立大屋均已售出。截至二零零七年十二月三十一日，何文田君頤峰(佔10%權益)及荃灣樂悠居(佔50%權益)大部分單位亦經已售出，分別佔各自單位總數的98.71%及98.85%；而上水邁爾豪園(佔50%權益)88.46%的洋房亦已售出。

## Chairman's Statement

### BUSINESS REVIEW (cont'd)

#### Hong Kong Property Development (cont'd)

The Zenith (87.5% interest) is a two-phase redevelopment project at Tai Yuen Street, Wanchai undertaken with the Urban Renewal Authority. 649 units of phase I were sold up to 31st December, 2007, representing 99.54% of total units. The commencement of construction work of phase II is currently re-scheduled to mid 2009 and the construction work is expected to be completed in mid 2012.

The Group has also formed two other joint venture projects with the Urban Renewal Authority. One is located at the junction of Reclamation Street and Arran Street in Mongkok, construction work of which was completed in February 2008. It provides a single residential tower block comprises 85 units with flat size ranging from gross floor area of approximate 480 square feet to 1,100 square feet. The pre-sale consent is expected to be received in the first quarter of 2008 and the launching of this project is currently expected in March 2008.

Another one is located at Larch Street/Bedford Road in Tai Kok Tsui, it will provide a single residential tower block comprises 182 units with flat size ranging from saleable floor area of approximate 400 square feet to 1,080 square feet. The superstructure work is in progress and the whole project is expected to be completed in second half of 2008 and launched in the second quarter of 2008.

Foundation work of the development project located at Hoi Ting Road and junction of Hoi Wang Road and Hoi Ting Road, West Kowloon Reclamation Area (25% interest) has commenced. Residential and retail properties with a total gross floor area of around 1,095,980 square feet will be developed and the whole project is expected to be completed in mid 2010.

In May 2007, the Group acquired a site at the junction of Hoi Wang Road, Yan Cheung Road and Yau Cheung Road, West Kowloon Reclamation Area (15% interest). The acquisition was completed in June 2007. The total site area is approximately 86,758 square feet. Residential and retail properties with a total gross floor area of about 650,684 square feet will be developed. Foundation work has been commenced and the whole project is expected to be completed in end 2010.

## 主席報告書

### 業務回顧(續)

#### 香港物業發展(續)

尚翹峰(佔87.5%權益)為一個與市區重建局合作位於灣仔太原街合共兩期的重建項目。於二零零七年十二月三十一日,第一期項目已售出649個單位,佔單位總數之99.54%。第二期建築工程目前重新計劃於二零零九年年中動工,預期將於二零一二年年中竣工。

本集團亦與市區重建局組成另外兩個合資項目,其中一項位於旺角新填地街及鴉蘭街交界,有關建築工程已於二零零八年二月完成。該項目為一座單幢式住宅大廈,提供合共85個單位,單位樓面面積約介乎480平方呎至1,100平方呎不等。預期將於二零零八年第一季取得預售樓花同意書,目前預計該項目於二零零八年三月推出。

另一項則位於大角咀洋松街 必發道,該項目為一座單幢式住宅大廈,將提供合共182個單位,單位可售樓面面積約介乎400平方呎至1,080平方呎不等。其上蓋工程正在進行中,預計整個項目將於二零零八年下半年竣工及於二零零八年第二季推出。

位於西九龍填海區海庭道及海泓道與海庭道交界之發展項目(佔25%權益)的地基工程經已展開。該項目將發展為總樓面面積約1,095,980平方呎的住宅及零售物業,預期整個項目將於二零一零年年中竣工。

於二零零七年五月,本集團收購一幅位於西九龍填海區海泓道、欣翔道與友翔道交界的土地(佔15%權益)。是項收購已於二零零七年六月完成。該項目的總地盤面積約為86,758平方呎,將發展為總樓面面積約650,684平方呎的住宅及零售物業。其地基工程已經展開,預計整個項目將於二零一零年年底竣工。



## Chairman's Statement

### BUSINESS REVIEW (cont'd)

#### Macau Property Development

The Group had acquired 5 parcels of adjoining land in Taipa, Macau (70.01% interest) around early 2006. In December 2007, conditional approval has been granted from relevant authority of Macau for the master layout plan and the increase of the upper limit of the gross floor area up to approximately 5,786,242 square feet (excluding gross floor area of basement car park) and increase of the upper limit of the gross floor area of car park up to approximately 2,088,197 square feet subject to the terms and conditions stipulated in the relevant approval document. It comprises 26 residential tower blocks and will be developed by four to five phases. The site formation and basement excavation work contract of phase I has been awarded. The launching of phase I of this project is re-scheduled to mid of 2008.

#### Mainland China Property Investment

Evergo Tower, located at Central Huaihai Road in Shanghai, is a 23-storey office/shopping complex including a 2-storey basement and has a total gross floor area of around 263,708 square feet for leasing purpose. The average occupancy rates of the office and retail spaces were 91.13% and 94.88% respectively for the Year.

Hilton Beijing (50% interest) maintained an average occupancy rate of 86.01% and achieved a gross operating profit of HK\$94.63 million for the Year. Hilton Beijing is expanding by converting the adjacent auditorium into an executive tower, under the construction work to be completed in March 2008.

Oriental Place (50% interest), a 10-storey office building next to Hilton Beijing, was 96.05% let out as of December 2007.

The occupancy rate of the 79 retail outlets with a total area of approximately 29,000 square feet in Lowu Commercial Plaza, Shenzhen was 94.36% in December 2007.

The residential projects at Dongda Street of Jinjiang District and Yingbin Road of Jinniu District in Chengdu have respective site area of approximately 194,411 square feet and 795,625 square feet with corresponding gross floor area of approximately 1.65 million square feet and 3.74 million square feet. Dongda Street project is at design stage and is expected to be completed in mid 2011. Yingbin Road project, currently in site formation processes, is expected to be completed in mid 2010.

## 主席報告書

### 業務回顧(續)

#### 澳門物業發展

本集團約於二零零六年年初收購澳門氹仔5幅毗鄰的土地(佔70.01%權益)。於二零零七年十二月，澳門有關當局已有條件地核准總綱發展藍圖及根據有關批准文件之條款及條件，核准增加最大建築面積至約5,786,242平方呎(不包括地庫停車場面積)及增加最大停車場部分建築面積至約2,088,197平方呎。該項目包括26幢住宅大廈，將分四至五期發展。第一期的地盤平整及地庫挖掘工程合約已批出。該項目的第一期已重新預計於二零零八年年中推出。

#### 中國大陸物業投資

愛美高大廈位於上海淮海中路，為一幢樓高23層的辦公室購物商場(包括兩層地庫)，出租總樓面面積約達263,708平方呎。辦公室及商場於本年度的平均出租率分別為91.13%及94.88%。

北京希爾頓酒店(佔50%權益)於本年度的平均入住率維持於86.01%，並錄得經營毛利94,630,000港元。北京希爾頓酒店正在擴建，將接鄰的劇場改作行政附樓，工程預期將於二零零八年三月完工。

東方國際大廈(佔50%權益)，為北京希爾頓酒店側的一幢樓高10層辦公樓，截至二零零七年十二月的出租率為96.05%。

於二零零七年十二月，深圳羅湖商業城79個零售商舖(總面積約29,000平方呎)之出租率為94.36%。

成都市錦江區東大街及金牛區迎賓大道的住宅項目，地盤面積分別約為194,411平方呎及795,625平方呎，相應總樓面面積約為1,650,000平方呎及3,740,000平方呎。東大街項目現處設計階段，預計於二零一一年年中落成。迎賓大道項目正平整地盤，預計於二零一零年年中竣工。

## Chairman's Statement

### BUSINESS REVIEW (cont'd)

#### Mainland China Property Investment (cont'd)

The commercial and residential project at South Taisheng Road of Qingyang District in Chengdu has a site area of about 404,267 square feet with a development scale of around 3.22 million square feet. The project is also at design stage and is expected to be completed in early 2012.

A residential land at Huaxinjie Street of Jiangbei District in Chongqing (25% interest), jointly invested with Sino Land Company Limited and C C Land Holdings Limited, was acquired in July 2007 at a consideration of RMB4.18 billion. The land is located at the north bank of Jialing River, with a site area of 2,207,546 square feet and a gross floor area of 11.08 million square feet approximately. The project is at design stage and the land use rights will be obtained upon full settlement of land cost.

Though the central government's regulatory policies have recently cooled down the overheated PRC property market, the Group believes that the market with moderate adjustments will benefit most in long run.

#### Acquisition of Cosmetics Business

On 29th June, 2007, the Group acquired from Power Jade Limited, an associate of the Company, its interests in "Kwong Sang Hong" cosmetics business at a consideration of HK\$20 million (the "Acquisition"). Upon completion of the Acquisition, the Group obtained 100% control over such cosmetics business. The Acquisition constituted a connected transaction for the Company.

### COMMUNITY RELATIONS

To enhance the community relations, the Group has worked with different charitable and voluntary organisations to organise various community activities. During the Year, the Group has supported a variety of charitable activities of the community such as the "Walk for Millions" by the Community Chest. The Group has also made donations to various charitable organisations such as the "Medecins Sans Frontieres Hong Kong". The Company has registered as Corporate Member at "Agency for Volunteer Service" and a volunteer team formed by the staff was also established in 2007, which regularly provides community services for the needy. In addition, the Company was awarded as "Caring Company" in 2007/08 in recognition of our good corporate citizenship.

## 主席報告書

### 業務回顧(續)

#### 中國大陸物業投資(續)

成都市青羊區太升南路商住項目，地盤面積約404,267平方呎，發展規模約3,220,000平方呎。該項目處於設計階段，預計於二零一二年年初落成。

重慶市江北區華新街街道的住宅用地(佔25%權益)乃由本公司、信和置業有限公司及中渝置地控股有限公司聯合投資，於二零零七年七月購入，代價為人民幣4,180,000,000元。該地塊位於嘉陵江北岸，地盤面積約2,207,546平方呎，總樓面面積約11,080,000平方呎。該項目現於設計階段，其土地使用權將於清付土地成本後取得。

雖然在中央政府的調控政策下，中國物業市場的過熱現象近期有所冷卻，本集團相信經歷適當調整後的市場將有利於長遠發展。

#### 收購化妝品業務

於二零零七年六月二十九日，本集團向Power Jade Limited(本公司之聯營公司)收購其於「廣生行」化妝品業務中的權益，代價為20,000,000港元(「收購事項」)。收購事項完成後，本集團擁有對該等化妝品業務的100%控制權。收購事項構成本公司一項關連交易。

### 社會關係

為加強社會關係，本集團與多個慈善及志願團體合作組織了多項社會活動。年內，本集團贊助了多項社會慈善活動，例如「公益金百萬行」。本集團亦向多個慈善團體捐款，例如「無國界醫生香港辦事處」。本公司在「義務工作發展局」已登記成為團體會員，並且於二零零七年成立由員工組成的義工服務隊，定期為有需要人士提供日常社會服務。此外，本公司獲頒贈二零零七零八年度「商界展關懷」標誌，以肯定其良好的企業公民精神。

## Chairman's Statement

### INVESTOR RELATIONS

The Company is continuously committed to maintaining good communication with shareholders, investors and analysts in order to ensure their thorough understanding of the Group's strategies and business development, thereby enhancing transparency and investor relations.

The Company has used various channels to disseminate timely information. They include formal announcements; press releases; press conferences and analysts presentation meetings after results announcements; regular meetings and conference calls with institutional investors, fund managers and analysts; local and overseas roadshows; company and site visits; and extensive use of the Company website.

During the Year, the management has participated in a total number of 45 company visits, 13 conference calls as well as the following major investor relations activities, in which the management has met with totally around 400 shareholders, investors and analysts.

Date	Events
January	• Property Access Day
February	• Property lunch
March	• Press conference and analysts presentation meeting for 2006 annual results announcement
	• Roadshows in Hong Kong, Singapore and U.S.A.
April	• Roadshow in Europe
	• Property conference
May	• Property tour in Chengdu, Mainland China
	• Property conference
August	• Press conference and analysts presentation meeting for 2007 interim results announcement
November	• Roadshow in Hong Kong

The Company is one of the constituent stocks of Hang Seng Hong Kong MidCap Index and Properties and Construction Industry Index in the Hang Seng Composite Index Series.

## 主席報告書

### 投資者關係

本公司一貫致力與股東、投資者及分析員保持良好溝通，以確保彼等對本集團之策略及業務發展有透徹的理解，從而提高透明度及加強投資者關係。

本公司通過各種渠道發布及時信息，當中包括正式公告、新聞稿、業績公布後的新聞發布會及分析員簡報會、與機構投資者、基金經理及分析員之定期會面及電話會議、本地及海外路演、公司拜訪及實地考察，以及充分利用公司網站。

年內，管理層參與合共45次公司拜訪、13次電話會議，以及下列主要投資者關係活動，於此等活動中，管理層合共與約400名股東、投資者及分析員會面。

日期	事項
一月	• 房地產研討日
二月	• 房地產研討午敘
三月	• 二零零六年度業績公布之新聞發布會及分析員簡報會
	• 於香港、新加坡及美國之路演
四月	• 於歐洲進行路演
	• 房地產會議
五月	• 參觀中國大陸成都房地產項目
	• 房地產會議
八月	• 二零零七年中期業績公布之新聞發布會及分析員簡報會
十一月	• 於香港進行路演

本公司為恒生綜合指數系列之恒生香港中型股指數及地產建築業指數的成份股之一。

## Chairman's Statement

### POST BALANCE SHEET EVENTS

#### **Proposed Transaction with Chi Cheung Investment Company, Limited ("Chi Cheung")**

On 17th January, 2008, the Group entered into a conditional sale and purchase agreement with Chi Cheung, in relation to the acquisition of share interests in and loans to certain subsidiaries of Chi Cheung, subject to the approval of the independent shareholders of Chi Cheung. The relevant joint announcement with Chi Cheung was made on 17th January, 2008.

#### **Loss on Fair Value Changes of Listed Securities Investments Included in Available-for-sale Investments**

As announced on 31st January, 2008, the Group had a loss on fair value changes of listed securities investments included in available-for-sale investments (the "Loss") for one month ended 31st January, 2008. It is estimated that the Loss amounting to approximately HK\$3,336.7 million will be recognised to equity as securities investments reserve of the Group for one month ended 31st January, 2008. The carrying amount of the gain on fair value changes of listed securities investments included in available-for-sale investments accumulated in equity as at 31st January, 2008 will amount to approximately HK\$4,807.2 million.

#### **Shareholding in G-Prop (Holdings) Limited ("G-Prop")**

Further to the placing of shares in G-Prop by the Group in June 2007, the interest of the Group in G-Prop was reduced to 34.99%. G-Prop therefore ceased to be a subsidiary of the Company and became an associate of the Company. In October 2007, the interest of the Group in G-Prop was diluted to 13.69% after issue and allotment of new shares in G-Prop.

In February 2008, Mass Rise Limited, a subsidiary of the Company, had acquired 740,518,325 shares of G-Prop, representing 36.51% shareholding, at a consideration of approximately HK\$120.8 million. Accordingly, the Group holds 50.20% shareholding in G-Prop and G-Prop became a subsidiary of the Company.

## 主席報告書

### 結算日後事項

與至祥置業有限公司(「至祥」)進行之建議交易

於二零零八年一月十七日，本集團與至祥訂立有條件買賣協議，有關收購至祥若干附屬公司之股權及貸款，惟須待至祥之獨立股東批准。有關與至祥之聯合公布已於二零零八年一月十七日刊發。

計入待售投資中之上市證券投資公平值變動虧損

誠如本集團於二零零八年一月三十一日公布其於計入截至二零零八年一月三十一日止一個月待售投資中之上市證券投資錄得公平值變動虧損(「虧損」)。預計虧損約為3,336,700,000港元，將會於本集團截至二零零八年一月三十一日止一個月之股本權益中確認為證券投資儲備。待售投資中之上市證券投資錄得公平值變動收益累積計入股本權益之賬面值於二零零八年一月三十一日將約為4,807,200,000港元。

於金匡企業有限公司(「金匡」)之股權

本集團於二零零七年六月配售金匡之股份後，本集團於金匡之權益降低至34.99%。金匡因此不再為本公司之附屬公司，而成為本公司之聯營公司。於二零零七年十月金匡發行及配發新股後，本集團在金匡之權益被攤薄至13.69%。

於二零零八年二月，本公司之附屬公司巨昇有限公司以代價約120,800,000港元買入740,518,325股金匡股份，相當於36.51%股權。因此，本集團持有50.20%金匡股權，金匡遂成為本公司之附屬公司。



## Chairman's Statement

### OTHER INFORMATION

#### Possible Offer

As announced in July 2007, a number of third parties expressed interests in relation to the possible acquisition of the Company. A further announcement was made in August 2007 regarding termination of talks with all third parties and the offer period pursuant to the Hong Kong Code on Takeovers and Mergers ended on 1st August, 2007.

#### Zero Coupon Convertible Bonds Due 2010

The Company issued zero coupon convertible bonds in 2005 in a principal amount of HK\$1,810,000,000, due 2010 with a call and put option in May 2007 ("Convertible Bonds").

In January 2007, Convertible Bonds with a total value of HK\$4,000,000 were converted into 573,888 shares at the conversion price of HK\$6.97.

On 20th April, 2007, the Company gave a notice to bondholders that it would redeem all outstanding Convertible Bonds with a total value of HK\$318,500,000 on 21st May, 2007 pursuant to the terms and conditions of the Convertible Bonds. All the remaining bondholders exercised their conversion rights and accordingly the Company exercised its cash settlement option to the relevant bondholders pursuant to the terms and conditions of the Convertible Bonds. Application for withdrawal of listing of the Convertible Bonds on the Stock Exchange was made to the Stock Exchange by the Company which was then effective on 30th August, 2007.

## 主席報告書

### 其他資料

#### 可能性收購

誠如二零零七年七月所公布，數名第三方對可能提出收購本公司表示興趣。本公司於二零零七年八月刊發進一步公布，有關終止與所有第三方之商討，及根據香港公司收購及合併守則之要約期已於二零零七年八月一日結束。

#### 於二零一零年到期之零票息可換股債券

本公司於二零零五年發行本金額為1,810,000,000港元、於二零一零年到期並可於二零零七年五月行使認購權及認沽權之零票息可換股債券(「可換股債券」)。

於二零零七年一月，總值4,000,000港元的可換股債券已按換股價6.97港元兌換為573,888股股份。

於二零零七年四月二十日，本公司向債券持有人發出通告，表示其將於二零零七年五月二十一日根據可換股債券之條款及條件贖回總值318,500,000港元之所有剩餘之未行使可換股債券。所有餘下的債券持有人已行使其換股權，本公司繼而根據可換股債券之條款及條件向有關債券持有人行使現金結算選擇權。本公司已向聯交所申請撤銷可換股債券於聯交所之上市地位，並其後於二零零七年八月三十日生效。

## Chairman's Statement

### PROSPECTS

Despite the uncertain global economic condition, Hong Kong's economic prospects are expected to be optimistic in the year 2008 under the sustained rapid economic growth in Mainland China. The cut in interest rate and improving employment conditions could provide a favourable environment for our both property development and investment businesses in Hong Kong. In general, the property markets of Macau and Mainland China should continue to be satisfactory in the near future.

The Group sees promising future in its core businesses. The Group will continue to strengthen the value of its investment properties and enhance returns through redevelopment and renovation works such as Tung Ying Building, Silvercord and Windsor House. It is expected that the Group will enjoy substantial rental growth from the future new leases.

In addition to expanding our investment property portfolio in Hong Kong, the Group will continue to focus on property development in Macau and Mainland China so as to benefit from the positive economic prospects in these areas, particularly replenishing its land bank for development projects in the Mainland China.

The directors of the Company review the share price of the Company and its underlying net asset value on a regular basis, when the share price represents a significant discount to its net asset value, the Board will consider repurchase of its shares on the Stock Exchange.

### APPRECIATION

I would like to take this opportunity to thank the shareholders for their continuing support. I also thank my fellow directors and staff members for their dedication and hard work.

On behalf of the Board  
**Joseph Lau, Luen-hung**  
 Chairman

Hong Kong, 7th March, 2008

## 主席報告書

### 展望

儘管全球經濟情況不穩定，本集團預期二零零八年香港在中國大陸經濟持續高速增長情況下經濟前景樂觀。利率下調及就業情況改善可為本集團於香港的物業發展及投資業務提供有利環境。整體而言，澳門及中國大陸的物業市場在可見將來表現持續理想。

本集團對其核心業務前景樂觀。本集團會繼續透過如東英大廈、新港中心及皇室大廈般進行重建及翻新工程，不斷提升其投資物業的價值以及增加回報。本集團預期將於未來新租約中享受可觀的租金增長。

除擴充於香港的投資物業組合外，本集團將繼續專注於澳門及中國大陸的物業發展，務求在該等地區正面的經濟前景下受惠，尤其會增加其於中國大陸發展項目的土地儲備。

本公司董事定期留意本公司股價及其相關資產淨值，當股價相對於資產淨值出現大幅折讓，董事會將考慮在聯交所回購本公司股份。

### 致謝

本人謹藉此機會對股東一直以來的鼎力支持與各位董事及全體員工的竭誠工作表示謝意。

代表董事會  
 主席  
 劉鑾雄

香港，二零零八年三月七日



## Financial Operation Review

### RESULTS

Turnover for the Year amounted to HK\$8,446.9 million (year ended 31st December, 2006: HK\$4,763.8 million), a 77.3% increase over the same period last year. It was mainly due to the sales proceeds recognised from the Phase 1 of The Zenith in Wanchai.

For property leasing, despite the lower portion of Windsor House and cinema portion of Silvercord had been vacant for renovation since late 2006 and were completed at the end of 2007, the Year still recorded an increase of 15.8% in rental income from HK\$667.9 million in 2006 to HK\$773.3 million in 2007 which included full year rental contribution from Laforet in Excelsior Plaza and Evergo Tower in Shanghai, which were re-opened in July 2006 and acquired in March 2006 respectively. Rental income from other properties have also shown a satisfactory increase during the Year.

Gross profit for the Year amounted to HK\$1,936.5 million, a 1.1 times increase as compared with the same period last year.

In relation to property development, presale and sale of The Zenith in Wanchai (87.5% interest) had been successful since last year. The sales was recognised during the Year and had contributed a profit to the Group of approximately HK\$757.0 million. Miami Crescent in Sheung Shui (50% interest), Indihome in Tsuen Wan (50% interest) and Mount Beacon in Kowloon Tong (33.33% interest) continuously had generated profit of HK\$47.4 million (year ended 31st December, 2006: HK\$107.8 million), HK\$26.1 million (year ended 31st December, 2006: HK\$239.6 million) and HK\$308.5 million (year ended 31st December, 2006: HK\$690.0 million) respectively, all of which were included in share of results of associates. For the sale of Parc Palais in Homantin (10% interest), a contribution of HK\$33.0 million (year ended 31st December, 2006: HK\$51.5 million) was recorded in investment income.

## 財務業務回顧

### 業績

本年度的營業額為8,446,900,000港元(截至二零零六年十二月三十一日止年度:4,763,800,000港元),較去年同期增加77.3%,主要由於確認灣仔尚翹峰第一期之銷售所得款項。

在物業租賃方面,儘管皇室大廈低層及新港中心戲院部分自二零零六年底以來空置以進行翻新工程,並剛於二零零七年年底完工,本年度錄得之租金收入仍較二零零六年同期增加15.8%,由二零零六年667,900,000港元增至二零零七年773,300,000港元,當中包括怡東商場 - 東角 Laforet及上海愛美高大廈(分別於二零零六年七月重開及於二零零六年三月購入)帶來的全年租金貢獻。本年度來自其他物業之租金收入亦有可觀升幅。

本年度的毛利為1,936,500,000港元,較去年同期增加1.1倍。

在物業發展方面,灣仔尚翹峰(佔87.5%權益)自去年起之預售及銷售情況理想。有關銷售額已於本年度確認,並帶來約757,000,000港元之溢利。上水邁爾豪園(佔50%權益)、荃灣樂悠居(佔50%權益)及九龍塘畢架山峰(佔33.33%權益)於本年度持續帶來分別47,400,000港元(截至二零零六年十二月三十一日止年度:107,800,000港元)、26,100,000港元(截至二零零六年十二月三十一日止年度:239,600,000港元)及308,500,000港元(截至二零零六年十二月三十一日止年度:690,000,000港元)之溢利,全部溢利均列入攤佔聯營公司業績。此外,何文田君頤峰(佔10%權益)之銷售入賬33,000,000港元(截至二零零六年十二月三十一日止年度:51,500,000港元),已列入投資收入。

## Financial Operation Review

### RESULTS (cont'd)

In respect of the performance of listed securities investments and treasury products, the Group has recorded profit of HK\$1,318.7 million (year ended 31st December, 2006: HK\$868.2 million) and HK\$1,200.0 million (year ended 31st December, 2006: HK\$689.2 million) before and after finance costs respectively. The components in the consolidated income statement for the Year were gross profit of HK\$182.7 million (year ended 31st December, 2006: HK\$270.9 million), unrealised gain of HK\$26.0 million (year ended 31st December, 2006: loss of HK\$9.1 million), realised gain on disposals of available-for-sale investments of HK\$888.7 million (year ended 31st December, 2006: HK\$233.0 million), and gain on other treasury products, dividend and interest income of HK\$221.3 million (year ended 31st December, 2006: HK\$373.4 million). Finance costs of HK\$118.7 million (year ended 31st December, 2006: HK\$179.0 million) included interest expense and exchange loss in the sum of HK\$106.4 million (year ended 31st December, 2006: HK\$156.4 million) and HK\$12.3 million (year ended 31st December, 2006: HK\$22.6 million) respectively. In addition to profit recognised in the consolidated income statement, net gains of HK\$3,615.1 million was recognised in equity during the Year comprised unrealised gains on available-for-sale investments of HK\$4,505.8 million (year ended 31st December, 2006: HK\$4,211.6 million) and realised gains transfer to income statement on disposals of available-for-sale investments of HK\$890.7 million (year ended 31st December, 2006: nil).

Other income recorded an increase of 4.9% to HK\$32.3 million when compared with the same period last year. Administrative expenses increased by 22.8% to HK\$229.1 million as compared with the same period last year. Finance costs recorded an increase of 26.9% to HK\$575.4 million as compared with the same period last year.

Other gains and losses recorded a net loss of HK\$71.7 million (year ended 31st December, 2006: net gains of HK\$57.9 million), including the gain on disposal of 15.11% in G-Prop (Holdings) Limited ("G-Prop") and the loss on cash redemption of the zero coupon convertible bonds.

## 財務業務回顧

### 業績(續)

至於上市證券投資及財資產品的表現，本集團於本年度分別錄得扣除財務費用前後溢利1,318,700,000港元(截至二零零六年十二月三十一日止年度：868,200,000港元)及1,200,000,000港元(截至二零零六年十二月三十一日止年度：689,200,000港元)。計入本年度綜合收益表之各項包括毛利182,700,000港元(截至二零零六年十二月三十一日止年度：270,900,000港元)、未變現收益26,000,000港元(截至二零零六年十二月三十一日止年度：虧損9,100,000港元)、出售待售投資之已變現收益888,700,000港元(截至二零零六年十二月三十一日止年度：233,000,000港元)及其他財資產品收益、股息及利息收入221,300,000港元(截至二零零六年十二月三十一日止年度：373,400,000港元)。財務費用118,700,000港元(截至二零零六年十二月三十一日止年度：179,000,000港元)包括利息開支及匯兌虧損總額分別106,400,000港元(截至二零零六年十二月三十一日止年度：156,400,000港元)及12,300,000港元(截至二零零六年十二月三十一日止年度：22,600,000港元)。除於綜合收益表內確認之溢利外，年內，3,615,100,000港元之淨收益已於股本權益內確認，當中包括待售投資未變現收益4,505,800,000港元(截至二零零六年十二月三十一日止年度：4,211,600,000港元)及於出售待售投資時轉撥至收益表之已變現收益890,700,000港元(截至二零零六年十二月三十一日止年度：無)。

其他收入較去年同期增加4.9%至32,300,000港元，行政開支較去年同期增加22.8%至229,100,000港元。財務費用較去年同期增加26.9%至575,400,000港元。

其他收益及虧損錄得虧損淨額71,700,000港元(截至二零零六年十二月三十一日止年度：收益淨額57,900,000港元)，包括出售金匡企業有限公司(「金匡」)15.11%權益之收益，以及現金贖回零息可換股債券之虧損。

## Financial Operation Review

### RESULTS (cont'd)

The share of results of associates for the Year decreased by 47.0% to HK\$601.4 million as compared with the same period last year (year ended 31st December, 2006: HK\$1,135.2 million), including fair value gains on investment properties and profits on disposals of Miami Crescent, Indihome and Mount Beacon.

Profit attributable to equity holders of the parent for the Year was HK\$8,195.8 million as compared to HK\$7,477.3 million for the same period last year. The profit for the Year was mainly attributable from the fair value gains on investment properties, profit on sales of trading properties, gains on listed securities investments and treasury products and the share of results of associates generated from the sales of development properties. Earnings per share was HK\$3.599 (year ended 31st December, 2006: HK\$3.392).

If the major non-cash item of HK\$5,463.7 million (2006: HK\$5,339.6 million) is excluded, core profit attributable to equity holders of the parent for the Year will become HK\$2,732.1 million (2006: HK\$2,137.7 million) and core earnings per share will become HK\$1.20 (2006: HK\$0.97), an increase of 27.8% and 23.7% over 2006 respectively.

The major non-cash item is fair value gains on investment properties together with their respective deferred tax expenses of HK\$5,463.7 million (2006: HK\$5,539.6 million). No impairment loss recognised (2006: impairment loss recognised of HK\$200.0 million) in respect of stock of properties for the Year.

A final dividend of HK18 cents per share in amount of HK\$406.9 million for the year ended 31st December, 2006 (year ended 31st December, 2005: HK12 cents) and an interim dividend of HK13.5 cents per share in amount of HK\$308.4 million for the half year ended 30th June, 2007 (half year ended 30th June, 2006: HK12 cents) were paid in cash and in form of new shares in lieu of cash (scrip dividend) during the Year. 31.9% and 68.1% were paid in cash and in scrip dividend respectively for the final dividend as well as 39.3% and 60.7% were paid in cash and in scrip dividend respectively for the interim dividend.

## 財務業務回顧

### 業績(續)

本年度的攤佔聯營公司業績較去年同期減少47.0%至601,400,000港元(截至二零零六年十二月三十一日止年度:1,135,200,000港元),當中包括投資物業的公平值變動收益及銷售邁爾豪園、樂悠居及畢架山峰的溢利。

本年度母公司股本權益持有人的應佔溢利為8,195,800,000港元,而去年同期為7,477,300,000港元。本年度的溢利主要來自投資物業的公平值變動收益、銷售買賣物業之溢利、上市證券投資及財資產品收益及攤佔聯營公司來自銷售發展物業的業績。每股盈利為3.599港元(截至二零零六年十二月三十一日止年度:3.392港元)。

如撇除主要非現金項目5,463,700,000港元(二零零六年:5,339,600,000港元),本年度母公司股本權益持有人的應佔核心溢利將為2,732,100,000港元(二零零六年:2,137,700,000港元),而每股核心盈利將為1.20港元(二零零六年:0.97港元),分別較二零零六年增加27.8%及23.7%。

主要非現金項目為有關投資物業公平值變動收益連同其各自遞延稅項支出5,463,700,000港元(二零零六年:5,539,600,000港元),本年度並無就有關物業存貨確認任何減值虧損(二零零六年:確認減值虧損200,000,000港元)。

截至二零零六年十二月三十一日止年度的末期股息每股18港仙(截至二零零五年十二月三十一日止年度:12港仙),合共406,900,000港元,及截至二零零七年六月三十日止半年的中期股息每股13.5港仙(截至二零零六年六月三十日止半年:12港仙),合共308,400,000港元,兩項股息均已於本年度以現金及以新股份代替現金(以股代息)的形式派付,末期股息的31.9%及68.1%分別以現金及以股代息形式派付,而中期股息的39.3%及60.7%分別以現金及以股代息形式派付。

## Financial Operation Review

### RESULTS (cont'd)

A final dividend has been recommended at HK22.5 cents (2006: HK18 cents) per share. Together with interim dividend of HK13.5 cents (2006: HK12 cents) per share, the total dividend for the Year is HK36 cents (2006: HK30 cents) per share, representing a total dividend payout of 10.0% (2006: 8.8%). If the net income on the major non-cash item (per above) for the Year is excluded, the dividend payout ratio on the core profit for the Year will become 30.0% (2006: 30.9%).

### NET ASSET VALUE

As at 31st December, 2007, the Group's total net asset to equity holders of the parent amounted to approximately HK\$47,162 million (31st December, 2006: HK\$35,533 million), an increase of HK\$11,629 million or 32.7% when compared with 31st December, 2006. With the total number of ordinary shares in issue of 2,300,443,378 as at 31st December, 2007 (31st December, 2006: 2,259,809,483 shares), the net asset value per share to equity holders of the parent was HK\$20.50, an increase of 30.4% over 31st December, 2006 (HK\$15.72). The increase in net asset value per share was mainly due to the fair value gains on listed securities investments and the profit retained for the Year, including the fair value gains on investment properties and the profit on sales of trading properties.

Included in the total net asset is deferred tax liabilities of HK\$5,345 million on fair value gains on investment properties. If the deferred tax liabilities are excluded, the total net asset to equity holders of the parent will become HK\$52,507 million or HK\$22.8 per share.

During the Year, the Group had acquired a land in West Kowloon in joint venture with 15% interest and further acquired an additional land in Chengdu for development, acquired the remaining 50% cosmetic business, disposals of certain investment properties, bought and sold listed securities investments and disposal of 15.11% interest in G-Prop. Other than the existing projects and those disclosed in the annual report, the Group did not have any future plans for material investment or capital assets.

## 財務業務回顧

### 業績(續)

本公司董事會建議派付末期股息每股22.5港仙(二零零六年:18港仙),連同中期股息每股13.5港仙(二零零六年:12港仙),本年度的股息總額為每股36港仙(二零零六年:30港仙),相當於總派息率10.0%(二零零六年:8.8%)。如撇除本年度之主要非現金項目的收入淨額,本年度核心盈利的派息率將為30.0%(二零零六年:30.9%)。

### 資產淨值

於二零零七年十二月三十一日,母公司股本權益持有人應佔本集團的總資產淨值約為47,162,000,000港元(二零零六年十二月三十一日:35,533,000,000港元),較二零零六年十二月三十一日增加11,629,000,000港元或32.7%。根據二零零七年十二月三十一日的已發行普通股總數2,300,443,378股(二零零六年十二月三十一日:2,259,809,483股)計算,母公司股本權益持有人的每股資產淨值為20.50港元,較二零零六年十二月三十一日(15.72港元)增加30.4%。每股資產淨值增加主要與本年度上市證券投資的公平值變動收益及保留溢利有關,當中包括投資物業的公平值收益及銷售買賣物業溢利。

總資產淨值包括有關投資物業的公平值變動收益的遞延稅項負債5,345,000,000港元。如撇除該遞延稅項負債,母公司股本權益持有人的總資產淨值將為52,507,000,000港元或每股22.8港元。

於本年度內,本集團合資(佔15%權益)購入西九龍一塊地皮及於成都再購入一塊額外地皮作發展用途、收購化妝品業務餘下之50%權益、出售若干投資物業、買賣上市證券投資及出售金匡之15.11%權益。除該等現有項目以及年報內所披露者外,本集團並無任何有關重大投資或資本資產之未來計劃。



## Financial Operation Review

### SECURITIES INVESTMENTS

As at 31st December, 2006, the listed securities investments and treasury products was HK\$8,376.4 million. During the Year, the portfolio was reduced by a net disposal of HK\$517.8 million (a decrease of 6.2% over 2006) and was increased by the release of the fair value liability on the knocked out derivative financial instruments of HK\$65.9 million. After adding the fair value gains of HK\$3,883.5 million (2006: HK\$4,202.5 million) for the Year, the listed securities investments portfolios of the Group reached HK\$11,808.0 million at 31st December, 2007, representing 17.7% (31st December, 2006: 14.5%) of the total assets, which formed part of the Group's cash management activities.

### RISK MANAGEMENT

The Group has established adequate risk management procedures that enable it to identify, measure, monitor and control various types of risk it faces. This is supplemented by active management involvement, effective internal controls and adequate internal audit in the best interests of the Group.

### EQUITY

The number of issued ordinary shares as at 31st December, 2007 and 31st December, 2006 were 2,300,443,378 and 2,259,809,483 respectively.

### CONVERTIBLE BONDS

During the Year, HK\$4.0 million in principal of the zero coupon convertible bonds (the "Bonds") has been converted into 573,888 ordinary shares. In accordance with Condition 8 of the Terms and Conditions of the Bonds, the Company has an option to redeem the outstanding Bonds on 21st May, 2007 at 100% of the principal amount. On 20th April, 2007, the Company had given the notice to the bondholders of the outstanding Bonds to request the early redemption. All outstanding Bonds in principal of HK\$318.5 million had executed the right to convert the Bonds into shares of the Company (the "Conversion Right"). The Company took the option by cash settlement to satisfy the Conversion Right in HK dollars in full. Accordingly, all outstanding Bonds were settled by cash of approximately HK\$571.7 million in May and June 2007. As at 31st December, 2007, there is no outstanding Bonds.

## 財務業務回顧

### 證券投資

於二零零六年十二月三十一日，上市證券投資及財資產品為8,376,400,000港元。本年度內，該等組合因出售淨額517,800,000港元(較二零零六年減少6.2%)而減少及因解除已取消衍生金融工具之公平值負債65,900,000港元而增加。於加入本年度3,883,500,000港元的公平值變動收益(二零零六年：4,202,500,000港元)後，本集團於二零零七年十二月三十一日的上市證券投資組合達到11,808,000,000港元，佔總資產17.7%(二零零六年十二月三十一日：14.5%)，該等組合為本集團資金管理其中一部分。

### 風險管理

本集團設有一套完善的風險管理程序，以識別、衡量、監察及控制其面對的各種風險，同時輔以積極管理、有效的內部監控及足夠的內部審核，以保障本集團的最佳利益。

### 股本

於二零零七年十二月三十一日及二零零六年十二月三十一日的已發行普通股數目分別為2,300,443,378股及2,259,809,483股。

### 可換股債券

於本年度內，本金額為4,000,000港元之零息可換股債券(「債券」)已轉換為573,888股普通股，根據該債券之條款及條件第8條，本公司有選擇權於二零零七年五月二十一日按本金額之100%贖回未行使之債券。於二零零七年四月二十日，本公司向未行使債券之債券持有人發出通告，要求提早贖回該等債券。本金額達318,500,000港元之所有未行使債券已行使其兌換本公司股份之權利(「換股權」)。本公司已行使現金結算選擇權以港元全數償付換股權。因此，所有未行使債券均於二零零七年五月及六月以約571,700,000港元之現金償付。於二零零七年十二月三十一日，並無未行使債券。

## Financial Operation Review

### DEBT AND GEARING

As at 31st December, 2007, the Group's bank and other borrowings amounted to HK\$12,330 million (31st December, 2006: HK\$14,993 million). Cash and deposit at bank amounted to HK\$6,654 million (31st December, 2006: HK\$8,121 million) and net borrowings amounted to HK\$5,676 million (31st December, 2006: HK\$6,872 million).

Total debt to equity ratio was 25.9% (31st December, 2006: 41.7%) and net debt to equity ratio was 11.9% (31st December, 2006: 19.1%), which are expressed as a percentage of bank and other borrowings, and net borrowings respectively, over the total equity of HK\$47,666 million (31st December, 2006: HK\$35,963 million).

The decrease in total and net debt to equity ratio was due to an increase in total equity and a decrease in total and net borrowings respectively. Increase of total equity was mainly attributable from the profit retained for the Year and fair value gains on available-for-sale investments.

Furthermore, if the listed securities investments and treasury products of HK\$11,808 million (31st December, 2006: HK\$8,376 million) are included, there will be net cash position of HK\$6,132 million (31st December, 2006: HK\$1,504 million).

At the balance sheet date, the Group's bank and other borrowings were denominated in Hong Kong dollars (98.6%) and Swiss Franc (1.4%). Of the Group's bank and other borrowings of HK\$12,330 million, 23.9%, 9.6%, 66.4% and 0.1% were repayable within 1 year, 1 to 2 years, 2 to 5 years and over 5 years respectively. The Group's bank and other borrowings carrying interest rates were calculated mainly with reference to HIBOR and the inter-bank rate. No hedging for interest rate was subsisted at the end of the year.

## 財務業務回顧

### 債務及資本與負債比率

於二零零七年十二月三十一日，本集團的銀行及其他借貸為12,330,000,000港元(二零零六年十二月三十一日：14,993,000,000港元)。現金及銀行結存為6,654,000,000港元(二零零六年十二月三十一日：8,121,000,000港元)，而借貸淨額為5,676,000,000港元(二零零六年十二月三十一日：6,872,000,000港元)。

總債務與股本權益比率為25.9%(二零零六年十二月三十一日：41.7%)，而淨債務與股本權益比率為11.9%(二零零六年十二月三十一日：19.1%)，乃將銀行及其他借貸及借貸淨額分別除以股本權益總額47,666,000,000港元(二零零六年十二月三十一日：35,963,000,000港元)得出的百分比。

由於股本權益總額增加以及借貸總額及淨額下降，令總債務及淨債務與股本權益的比率下降。股本權益總額增加主要由於本年度保留之溢利以及待售投資公平值收益所致。

此外，如計入上市證券投資及財資產品11,808,000,000港元(二零零六年十二月三十一日：8,376,000,000港元)，則狀況將為現金淨額6,132,000,000港元(二零零六年十二月三十一日：1,504,000,000港元)。

於結算日，本集團之銀行及其他借貸以港元(98.6%)及瑞士法郎(1.4%)計值。於本集團之銀行及其他借貸總額12,330,000,000港元中，23.9%、9.6%、66.4%及0.1%須分別於一年內、一至兩年、兩至五年及五年後償還。本集團之銀行及其他借貸主要參照香港銀行同業拆息及銀行同業拆息計算利息。於年底並無就利率作出對沖。



## Financial Operation Review

### PLEDGE OF ASSETS

As at 31st December, 2007, the Group had pledged the following assets:

- (a) The Group's investment properties, property and other fixed assets, prepaid lease payments, stock of properties and time deposits with their respective carrying amount of approximately HK\$37,048.5 million (31st December, 2006: HK\$30,062.6 million), HK\$47.6 million (31st December, 2006: HK\$49.1 million), HK\$239.2 million (31st December, 2006: HK\$239.8 million), HK\$561.9 million (31st December, 2006: HK\$2,829.5 million) and HK\$485.7 million (31st December, 2006: HK\$1,086.0 million) were pledged to the Group's bankers to secure general banking and loan facilities granted to the Group.
- (b) The Group's investments held-for-trading with carrying amount of approximately HK\$194.7 million (31st December, 2006: investments held-for-trading, available-for-sale investments and equity-linked notes HK\$7,258.5 million) was pledged to the Group's financial institutions to secure margin and securities facilities granted to the Group in respect of securities transactions and utilised by the Group as borrowings due within one year of approximately HK\$177.5 million (31st December, 2006: HK\$3,924.7 million).
- (c) Interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.
- (d) The Group has subordinated and assigned its advances to associates and advance to an investee company of approximately HK\$1,152.0 million (31st December, 2006: HK\$802.1 million) to financial institutions to secure banking general credit facilities granted to associates and investee company.

## 財務業務回顧

### 資產抵押

於二零零七年十二月三十一日，本集團已抵押以下資產：

- (a) 本集團賬面值分別約為37,048,500,000港元(二零零六年十二月三十一日：30,062,600,000港元)、47,600,000港元(二零零六年十二月三十一日：49,100,000港元)、239,200,000港元(二零零六年十二月三十一日：239,800,000港元)、561,900,000港元(二零零六年十二月三十一日：2,829,500,000港元)及485,700,000港元(二零零六年十二月三十一日：1,086,000,000港元)之投資物業、物業及其他固定資產、預付租賃款項、物業存貨及定期存款，已就本集團獲授之一般銀行及貸款融資，抵押予本集團之往來銀行。
- (b) 本集團賬面值約為194,700,000港元(二零零六年十二月三十一日：持作買賣之投資，待售投資及股票掛鈎票據7,258,500,000港元)之持作買賣之投資，已就本集團有關證券交易獲授之保證金及證券融資，抵押予本集團之財務機構，而本集團已動用於一年內到期之借貸約177,500,000港元(二零零六年十二月三十一日：3,924,700,000港元)。
- (c) 本公司若干附屬公司之權益已質押為本集團獲授若干銀行借貸之部分抵押。
- (d) 本集團已就聯營公司及接受投資公司獲授之銀行信貸將其墊付聯營公司及接受投資公司款項約1,152,000,000港元(二零零六年十二月三十一日：802,100,000港元)轉歸及授讓財務機構。

## Financial Operation Review

### FINANCIAL AND INTEREST INCOME/EXPENSES

Interest income was included in turnover and investment income. Interest income for the Year was HK\$270.8 million, representing a decrease of 43.5% from that of 31st December, 2006 (HK\$479.1 million). Finance costs included interest expenses on bank and other loans, imputed interest expenses, exchange difference on foreign currency loans and arrangement, facility and commitment fee expenses. Excluding imputed interest, interest expenses for the Year amounted to HK\$553.8 million, representing a 36.6% increase over the interest expenses of HK\$405.4 million recorded for the same period last year. The increase in interest expenses was mainly due to increase in borrowings during the Year. Interest capitalised for the Year was HK\$101.0 million as compared to HK\$148.3 million for last year. The average interest rate over the year under review was 4.81% (2006: 4.74%), which was expressed as a percentage of total interest paid over the average total borrowings.

### REMUNERATION POLICIES AND SHARE OPTION SCHEME

During the Year under review, the Group employed a total of 300 staff (year ended 31st December, 2006: 286 staff) (excluding about a total of 270 staff (year ended 31st December, 2006: 253 staff) for estate management employed under the Group's estate management company, Perfect World Company Limited).

Employees were remunerated on the basis of their performance, experience and prevailing industry practice. Remuneration packages comprised salary and year-end discretionary bonus based on market conditions and individual performance. The Executive Directors continued to review employees' contributions and to provide them with necessary incentives and flexibility for their better commitment and performance. No share option scheme was adopted for the Year.

## 財務業務回顧

### 財務及利息收入 支出

營業額及投資收入包括利息收入。本年度之利息收入為270,800,000港元，較二零零六年十二月三十一日(479,100,000港元)減少43.5%。財務費用包括銀行及其他貸款之利息支出、名義利息支出、外幣貸款匯兌差額、安排、信貸及承擔費用支出。撇除名義利息，本年度之利息支出為553,800,000港元，較去年同期錄得之利息支出405,400,000港元增加36.6%。利息支出增加主要與本年度借貸增加有關。本年度之資本化利息為101,000,000港元，而去年則為148,300,000港元。於回顧年度內之平均利率為4.81%(二零零六年：4.74%)，乃以總利息支付除以平均借貸總額得出。

### 酬金政策及購股權計劃

於回顧年度內，本集團共有僱員300人(截至二零零六年十二月三十一日止年度：286人)(不包括受僱於本集團之物業管理公司忠信物業管理有限公司之物業管理員工合共270人(截至二零零六年十二月三十一日止年度：253人))。

僱員薪金乃根據其表現、經驗及目前業內慣例釐定。酬金包括薪金以及按市況及個人表現釐定之年終花紅。執行董事繼續檢討僱員工作表現，並於需要時給予獎勵及靈活處理，鼓勵員工在工作上更加投入和有更好表現。本年度並無採納購股權計劃。

## Financial Operation Review

### MAINLAND CHINA AND MACAU

Profit contribution from the Group's investment in the Mainland China (including gross profit, fair value changes on investment properties and share of results of associates) for the Year amounted to HK\$222.8 million representing 2.7% of the profits attributable to equity holders of the parent (year ended 31st December, 2006: HK\$90.2 million). The Group's net investment in the Mainland China as at 31st December, 2007 amounted to HK\$4,295.4 million (31st December, 2006: HK\$1,345.0 million) representing approximately 6.4% of the Group's total asset value and 9.0% of the Group's net asset value. Further the Group's net investment in Macau as at 31st December, 2007 amounted to HK\$1,660.7 million (31st December, 2006: HK\$1,299.9 million) representing approximately 2.5% of the Group's total asset value.

### LISTED SUBSIDIARY

At the year end date, the Group owned 61.96% interest in Chi Cheung Investment Company, Limited.

### LISTED ASSOCIATE

On 4th June, 2007, the Company, through its wholly owned subsidiary, made a placing of 120,000,000 shares of G-Prop (the "Shares") at a placing price of HK\$1.50 per Share to independent third parties (the "Placing"). Immediately upon completion of the Placing, the Shares owned by the Group were reduced from 397,858,761 Shares, representing approximately 50.10%, to 277,858,761 Shares, representing approximately 34.99%. G-Prop has become an associate of the Group since 7th June, 2007. The interest has been further diluted to 13.69% effective 25th October, 2007 after the allotment and issue of new shares of G-Prop. In consideration of continued exercise the significant influence by nomination of 2 executive directors in the board of G-Prop, G-Prop is still an associate of the Group.

## 財務業務回顧

### 中國大陸及澳門

本集團於中國大陸之投資為本年度帶來溢利(包括毛利、投資物業的公平值變動及攤佔聯營公司業績)222,800,000港元,佔母公司股本權益持有人應佔溢利2.7%(截至二零零六年十二月三十一日止年度:90,200,000港元)。本集團之中國大陸投資淨額於二零零七年十二月三十一日達4,295,400,000港元(二零零六年十二月三十一日:1,345,000,000港元),分別佔本集團資產總值及本集團資產淨值約6.4%及9.0%。此外,於二零零七年十二月三十一日本集團於澳門之投資淨額為1,660,700,000港元(二零零六年十二月三十一日:1,299,900,000港元),佔本集團資產總值約2.5%。

### 上市附屬公司

於年結日,本集團於至祥置業有限公司擁有61.96%權益。

### 上市聯營公司

於二零零七年六月四日,本公司透過其全資附屬公司向獨立第三方配售120,000,000股金匡股份(「股份」),配售價為每股1.50港元(「配售事項」)。緊隨配售事項完成後,本集團擁有之股份已由397,858,761股(相當於約50.10%)減少至277,858,761股(相當於約34.99%)。由二零零七年六月七日起金匡成為本集團之聯營公司。而由於金匡配發及發行新股份,於二零零七年十月二十五日佔該公司之實際權益已進一步攤薄至13.69%。考慮到本集團仍繼續經委任兩名執行董事加入金匡之董事會以達致可行使其重大影響,故金匡仍然是本集團之聯營公司。

## Financial Operation Review

### PROPERTY VALUATION

A property valuation has been carried out by Messrs. Norton Appraisals Limited, independent qualified professional valuers, in respect of the Group's investment properties as at 31st December, 2007 and that valuation was used in preparing 2007 financial statements. The Group's investment properties were valued at HK\$38,498 million (2006: HK\$31,772 million), a 20% increase over 2006 after adjusted for additions and disposals of investment properties during the Year. The increase in fair value of approximately HK\$6,422 million was credited to the consolidated income statement for the Year. The Group also shared an increase in fair value changes on investment properties of the associates of HK\$59 million (net of deferred tax of HK\$8 million) for the Year. Development properties and non-investment properties of the Group were stated at cost less impairment, if any, in the consolidated financial statements.

## 財務業務回顧

### 物業估值

獨立合資格專業估值師普敦國際評估有限公司已就本集團於二零零七年十二月三十一日持有之投資物業進行物業估值，有關估值乃用於編製二零零七年財務報表。本集團投資物業之估值為38,498,000,000港元(二零零六年：31,772,000,000港元)，經作出年內投資物業之增加及出售之調整後較二零零六年增加20%。公平值增加約6,422,000,000港元已計入本年度之綜合收益表。本集團亦攤佔本年度聯營公司投資物業之公平值變動之增加59,000,000港元(已扣除遞延稅項8,000,000港元)。本集團之發展物業及非投資物業乃於綜合財務報表中按成本扣除減值(如有)列賬。

## Corporate Governance Report

### CORPORATE GOVERNANCE PRACTICES

The Board of Directors (the "Directors" or the "Board") and management of the Company (together with its subsidiaries, the "Group") are committed to principles of good corporate governance in safeguarding the interests of the shareholders and enhancing shareholders' value.

#### Additional Measures

As part of the Company's dedication to good corporate governance, the Company has adopted additional measures exceeded the Code Provisions (as defined below) since 2006, highlights of such measures are:

#### 1. FEES AND EMOLUMENTS

Fees' and emoluments' entitlement of the two executive directors of the Company shall not exceed in aggregate an amount of HK\$8,000,000 per annum.

#### 2. GENERAL MANDATE

The Company is committed to propose to the shareholders at annual general meetings to issue and allot new shares up to 10% of the issued share capital of the Company. The Company is also committed not to issue any shares pursuant to the general mandate at a discount of more than 12% to the benchmarked price (as defined in Rule 13.36(5) of the Listing Rules), unless approved by an independent board committee.

#### 3. CONNECTED TRANSACTIONS

The Company will ensure that the aggregate of all connected transactions over any 12-month period not exceeding HK\$500 million unless approved by the independent shareholders.

#### 4. INDEPENDENT NON-EXECUTIVE DIRECTORS

The number of Independent Non-executive Directors of the Company will not be less than 50% of the total number of Directors of the Company.

Details of the above corporate governance measures were included in this corporate governance report and also set out in the announcement of the Company dated 28th April, 2006.

## 企業管治報告

### 企業管治常規

本公司(連同其附屬公司,「本集團」)董事會(「董事」或「董事會」)及管理層堅守良好的企業管治守則,以保障股東權益及提升股東價值。

#### 額外措施

作為本公司恪守良好企業管治之一部分,本公司自二零零六年起已另行採納超出守則條文(定義見下文)之額外措施。該等措施概要如下:

#### 1. 袍金及酬金

本公司兩名執行董事之袍金及酬金每年總額不會超過8,000,000港元。

#### 2. 一般授權

本公司承諾會於股東週年大會向股東提議發行及配發數目為本公司已發行股本10%之新股。本公司亦承諾不會根據一般授權以較股份基準價格折讓12%以上之折讓價(定義見上市規則第13.36(5)條)發行股份(除非得到獨立董事委員會批准)。

#### 3. 關連交易

除非獲獨立股東批准,本公司將確保關連交易總額於任何十二個月期間不會超過500,000,000港元。

#### 4. 獨立非執行董事

本公司獨立非執行董事數目不會少於本公司董事總人數50%。

上述企業管治措施之詳情已載於本企業管治報告內,且亦載於本公司日期為二零零六年四月二十八日之公布內。



## Corporate Governance Report

### CORPORATE GOVERNANCE PRACTICES (cont'd)

Throughout the year ended 31st December, 2007 (the "Year"), the Company has applied the principles of the Code on Corporate Governance Practices (the "Code") and complied with the code provisions (the "Code Provisions") and certain recommended best practices (the "Best Practices") set out in the Code contained in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), except for the following deviation:-

#### Deviation

##### *Chairman and Chief Executive Officer*

Mr. Joseph Lau, Luen-hung ("Mr. Joseph Lau"), acts as both the chairman (the "Chairman") and chief executive officer (the "CEO") of the Company since December 2006. The Board considers that this structure will not impair the balance of power and authority of the Board. It currently comprises two Executive Directors, one Non-executive Director and three Independent Non-executive Directors (the "INEDs" or "INED"), with INEDs representing 50% of the Board, which is higher than the Best Practices. Such a high percentage of INEDs in the Board could ensure their views carry significant weight and it reflects a strong independence element in the composition of the Board. At present, the Board also believes that under the leadership of Mr. Joseph Lau as the Chairman and CEO, the Board's decision could be made effectively and it is beneficial to the management and development of the Group's businesses. The Board would still consider segregation of the roles of Chairman and CEO if and when appropriate.

#### Enhancement in the year

##### *Retirement by Rotation and Specific Term of Office*

To ensure better compliance with the Code, relevant amendments to the Company's Bye-laws were approved by shareholders at the annual general meeting held on 15th May, 2007 to provide that no Director (save for the executive chairman and any managing director) shall hold office for a continuous period in excess of three years, or past the third annual general meeting, following the Directors' appointment or re-election, whichever is longer, without submitting himself/herself for re-election at the annual general meeting of the shareholders. As a result, Directors (save for the executive chairman and any managing director) shall retire by rotation at least once every three years and a specific term of office has been fixed for appointment of Directors (save for the executive chairman and any managing director).

## 企業管治報告

### 企業管治常規(續)

截至二零零七年十二月三十一日止年度(「本年度」)全年,本公司已應用香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四《企業管治常規守則》(「常規守則」)之原則及遵守常規守則之守則條文(「守則條文」)及若干建議最佳常規(「最佳常規」),惟以下偏離事項除外:-

#### 偏離事項

##### *主席及行政總裁*

劉鑾雄先生(「劉鑾雄先生」)自二零零六年十二月起同時出任本公司主席(「主席」)及行政總裁(「行政總裁」)之職。董事會認為此架構將不會損害董事會的權力及權限之平衡。董事會目前由兩名執行董事、一名非執行董事及三名獨立非執行董事(「獨立非執行董事」)組成,獨立非執行董事人數佔董事會之50%,較最佳常規所規定者為高。由獨立非執行董事佔董事會人數之大多數可確保彼等之意見具重大影響力,並反映董事會成員擁有相當之獨立元素。目前,董事會亦相信劉鑾雄先生作為主席及行政總裁之領導下,董事會將可有效作出決策,對本集團之業務管理及發展均為有利。董事會仍會於適當時考慮將主席及行政總裁之角色分立。

#### 年內改善

##### *輪席告退及特定任期*

為更有效遵守常規守則,股東已於二零零七年五月十五日舉行之股東週年大會上批准修訂本公司之公司細則,規定董事(除執行主席及任何董事總經理外)在未於股東週年大會上獲得股東重選之情況下,出任董事職位之持續期間不得超過三年或獲委任或重選連任後超逾三次股東週年大會,兩者以較長期間為準。此修訂致使董事(除執行主席及任何董事總經理外)須最少每三年輪席告退一次,並從而為董事(除執行主席及任何董事總經理外)制定了特定任期。



## Corporate Governance Report

### CORPORATE GOVERNANCE PRACTICES (cont'd)

#### Enhancement in the year (cont'd)

##### *Retirement by Rotation and Specific Term of Office (cont'd)*

However, according to the Private Act for incorporating the Company as an exempted company under the laws of Bermuda in 1989, it is stipulated that the executive chairman and any managing director should not be required to retire by rotation. As the Company is bound by the provisions of the Private Act, the Bye-laws cannot be amended to fully reflect the requirements of the Code. In order to comply with the Code Provisions, the Chairman and CEO of the Company is willing to voluntarily retire from his directorship at future annual general meetings of the Company at least once every three years, and being eligible, will offer himself for re-election at the relevant annual general meetings. Mr. Joseph Lau is willing to retire voluntarily at the forthcoming annual general meeting and being eligible, offer himself for re-election.

Every Director will therefore retire either by rotation under the Bye-laws or voluntarily at least once every three years and will subject himself/herself to the absolute and free choice of the shareholders for re-election at the annual general meetings.

## THE BOARD

### *Board Composition*

The Board comprises two Executive Directors and four Non-executive Directors. The Directors' biographies are available on the Company's website. The relationship among the Board members are set out in the Profiles of Directors and Senior Executives of this annual report. Save as disclosed in the Profiles of Directors, there is no financial, business, family or other material/relevant relationship among the Directors.

Under Rule 3.10(1) of the Listing Rules, the board of directors of a listed company must include at least three independent non-executive directors. The Best Practices recommend that at least one-third of the directors should be independent non-executive directors.

## 企業管治報告

### 企業管治常規(續)

#### 年內改善(續)

##### *輪席告退及特定任期(續)*

然而，根據百慕達法例於一九八九年註冊成立本公司為獲豁免公司的私人法案規定，執行主席及任何董事總經理均毋須輪席告退。本公司在該私人法案的約束下，未能將公司細則作出修訂以全面反映常規守則之要求。為遵守守則條文，主席及行政總裁願意最少每三年於本公司往後之股東週年大會上自願退任董事職務一次，惟符合資格並願於相關股東週年大會上膺選連任。劉鑾雄先生願意於即將舉行的股東週年大會上退任董事，且合資格並願意膺選連任。

因此，每名董事將會根據公司細則或自願最少每三年輪席告退一次，並將於股東週年大會上由股東全權自由決定其能否連任。

## 董事會

### *董事會之組成*

董事會包括兩名執行董事及四名非執行董事。董事之簡介可在本公司網頁瀏覽。董事會成員之間的關係，載於本年報「董事及高級行政人員簡介」一項內。除董事簡介一項所披露者外，董事會成員之間並無財務、業務、家族或其他重大相關關係。

根據上市規則第3.10(1)條的規定，上市公司之董事會必須包括最少三名獨立非執行董事。最佳常規建議最少三分之一的董事，必須為獨立非執行董事。

## Corporate Governance Report

### THE BOARD (cont'd)

#### Board Composition (cont'd)

The Company considers that it is important for the Board to include a balanced composition of Executive Directors, Non-executive Directors and INEDs, so that there is a strong independent element on the Board which can effectively exercise independent judgment on the actions of the Company. The Board currently comprises two Executive Directors, one Non-executive Director and three INEDs, with INEDs representing 50% of the Board, which is higher than the Best Practices. The Company is committed that the number of INEDs will not be less than 50% of the total number of the directors and the minimum number of independent non-executive directors required by Rule 3.10(1) of the Listing Rules. In the event that the number of INEDs falls below 50% of the total number of Directors, the Company will take remedial action and fulfill the requirements set out above within 14 days.

The Non-executive Directors with diversified expertise, skills and experience play an important role on formulating strategy and ensuring that the Board maintains high standards of corporate governance as well as taking the lead where potential conflict of interests arise. The Board has received from each INED a written annual confirmation of their independence and satisfied that their independence up to the date of this report is in accordance with the Listing Rules.

To enhance the Directors' consciousness on the importance of the directors' duties under common law and to comply with the requirement of the Companies Registry, a "Non-statutory Guidelines on Directors' Duties" in which the general principles a director should follow in the performance of his/her functions and exercise of his/her powers has been distributed to the Directors.

#### Board Meeting

The Board meets regularly throughout the Year to discuss the overall strategy, the operational and financial performance of the Group. Four regular Board meetings were held during the Year with advance notice of not less than 14 days were served upon each Director. Individual attendance of each Director is indicated in the table appeared on next page. All accompanying Board papers were sent to the Directors in a timely manner and at least 3 days before the Board meetings. Adequate explanation and information were given to the Directors by the management to facilitate the Directors in decision-making. Each Director has to declare interest and abstain from voting on any Board resolution in which he/she or any of his/her associates has a material interest in accordance with the Bye-laws of the Company.

## 企業管治報告

### 董事會(續)

#### 董事會之組成(續)

本公司認為董事會內之執行董事、非執行董事及獨立非執行董事之組成比例維持均衡實屬重要，以使董事會有充足之獨立元素，可對本公司之行動作出有效獨立判斷。董事會現由兩名執行董事、一名非執行董事及三名獨立非執行董事組成，而獨立非執行董事之人數佔董事會50%，較最佳常規為高。本公司承諾獨立非執行董事之人數，將不少於董事總人數之50%及上市規則第3.10(1)條所規定之獨立非執行董事最低人數。倘獨立非執行董事之人數低於董事總人數之50%，本公司將於十四日內作出糾正，並符合有關規定。

擁有不同專門知識、技巧及經驗之非執行董事在擬定策略方面擔當重要角色，彼等並確保董事會維持高水平企業管治及於出現潛在利益衝突時起牽頭作用。董事會已接獲各獨立非執行董事根據上市規則規定確認彼等獨立性之年度確認書，並滿意截至本報告日期為止彼等之獨立性。

為提高董事對彼等於普通法下有關董事責任之意識，及遵守公司註冊處之規定，本公司已向董事發布「有關董事責任的非法定指引」，當中載有董事於履行其職能及行使其權力時須遵守之一般原則。

#### 董事會會議

董事會於年內定期開會商討本集團整體策略、營運及財務表現。本公司於本年度內共舉行四次定期董事會會議，並於舉行會議前向各董事發出最少十四日之通知。各董事之個別出席記錄載於下頁附表。所有相關會議文件均已於會議前至少三日及時送呈各董事。管理層向董事提交充足解釋及資料，以便董事作出決策。各董事須根據本公司之公司細則，於其或其任何聯繫人士擁有重大權益之任何董事會決議案，申報其權益並放棄投票。

## Corporate Governance Report

## 企業管治報告

## THE BOARD (cont'd)

## 董事會(續)

Board Meeting (cont'd)

董事會會議(續)

Attendance Records of Board Meetings 董事會會議出席記錄		
		Attendance 出席率
<b>Executive Directors</b>	執行董事	
Mr. Joseph Lau, Luen-hung (Chairman and Chief Executive Officer)	劉鑾雄先生 (主席兼行政總裁)	4/4
Mr. Lau, Ming-wai	劉鳴煒先生	4/4
<b>Non-executive Director</b>	非執行董事	
Ms. Amy Lau, Yuk-wai	劉玉慧女士	4/4
<b>Independent Non-executive Directors</b>	獨立非執行董事	
Mr. Chan, Kwok-wai	陳國偉先生	4/4
Mr. Cheng, Kwee	鍾貴先生	3/4
Ms. Phillis Loh, Lai-ping	羅麗萍女士	4/4
<b>Average attendance rate</b>	平均出席率	96%
<b>Dates of meeting</b>	開會日期	14/03/2007 26/06/2007 03/08/2007 26/11/2007

The agenda of each Board meeting is set by the Chairman in consultation with members of the Board such that they are given an opportunity to include agenda items. On an on-going basis, senior executive(s) provides the Directors with operational and financial reports of the Group's performance, position and prospects. All the Directors are kept informed of and duly briefed of major changes and information that may affect the Group's businesses in a timely manner. Draft and executed Board minutes were sent in good time to all the Directors for their comment and records respectively. Minutes of the Board meetings recorded in sufficient details were kept by the Company Secretary. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

為給予董事會成員擬定董事會會議商討事項之機會，董事會會議之議程會於主席諮詢董事會成員後訂定。高級行政人員持續就本集團之表現、狀況及展望向董事呈其營運及財務報告。本公司及時向所有董事匯報並簡報任何會影響本集團業務之重大轉變及資料。董事會會議記錄之初稿及定稿已分別盡快送呈各董事以供彼等提供意見及保存記錄。公司秘書負責保存載有詳盡細節之董事會會議記錄。董事可為履行職責而尋求獨立專業意見，費用由本公司支付，而本公司亦鼓勵董事獨立接觸並諮詢本公司之高級管理層。

## Corporate Governance Report

### THE BOARD (cont'd)

#### *Board and Management Functions*

The functions reserved to the Board are basically provided in the Bye-laws of the Company and the Board from time to time delegates the functions to the senior management whenever required. In short, the Board has reserved for its decision on matters relating to the Group's strategy, major acquisitions and disposals, major capital expenditure, annual and interim results, Directors' appointment and other significant financial and operational issues.

On top of daily business operation, senior management is responsible for the preparation of annual and interim consolidated financial statements for the Board's approval, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal control and sound risk management practices and is required to report to the Board and obtain its prior approval in important matters at all times. Notwithstanding the delegation, the Directors acknowledge that it is the responsibility of the Board for preparing the financial statements, which give a true and fair view of the financial results of the Group.

#### *Directors' Insurance*

The Company has arranged appropriate liability insurance to indemnify its the Group's directors for their liabilities arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

### BOARD COMMITTEES

The Board has established the following committees with clear written terms of reference which are of no less exacting terms than those set out in the Code: Audit Committee and Remuneration Committee.

#### **Audit Committee**

##### *Composition and Role*

The Audit Committee was formed to review the Group's corporate governance, financial reporting, internal control, risk management and make relevant recommendations to the Board. The Audit Committee is made up of three INEDs, namely Mr. Chan, Kwok-wai, Mr. Cheng, Kwee and Ms. Phillis Loh, Lai-ping and chaired by Mr. Chan, Kwok-wai. One of the committee members possesses appropriate professional qualifications, accounting or related financial management expertise as required under the Listing Rules.

## 企業管治報告

### 董事會(續)

#### *董事會及管理層功能*

本公司之公司細則基本上已訂明董事會之職能，董事會不時按需要將職能委以高級管理層。簡而言之，董事會在有關本集團策略、主要收購及出售、重大資本開支、年度及中期業績、委任董事及其他重大財務和營運事宜上保留決策權。

除日常業務營運外，高級管理層亦負責編製年度及中期綜合財務報表供董事會批准、執行董事會採納之業務策略及措施、執行妥善之內部監控系統及穩健之風險管理程序，並在任何情況下均須就重大事項向董事會匯報和取得其事先批准。儘管作出委託，董事確認，編製真實且公平地反映本集團財務業績之財務報表乃董事會之責任。

#### *董事保險*

本公司已就賠償本集團董事因公司事務所產生之責任安排合適之責任保險。保險責任範圍每年予以檢討。

### 董事委員會

董事會成立以下委員會：審核委員會及薪酬委員會，其清晰的書面職權範圍之條款不遜於常規守則所載。

#### **審核委員會**

##### *組成及職能*

本公司成立審核委員會以審閱本集團之企業管治、財務報告、內部監控及風險管理，以及向董事會作出相關建議。審核委員會由三名獨立非執行董事(即陳國偉先生、鍾貴先生及羅麗萍女士，其中陳國偉先生為主席)組成，其中一名成員按上市規則要求擁有適當的專業資格、會計或相關金融管理專業知識。



## Corporate Governance Report

### BOARD COMMITTEES (cont'd)

#### *Audit Committee Meetings*

The Audit Committee met two times during 2007, on 12th March and 2nd August. All members and senior executive(s) of the Company attended both meetings with the Company's external auditors (the "Independent Auditors") presented at the meeting of 12th March, 2007 to review their audit findings, the accounting principles and practices adopted by the Group, the requirements of the Listing Rules and statutory compliance, and to discuss auditing, internal control, risk management and financial reporting matters (including the interim and annual accounts for the six months ended 30th June, 2007 and for the year ended 31st December, 2007 respectively before recommending them to the Board for approval). All accompanying meeting papers were sent to the members in a timely manner and at least 3 days before the meetings. Draft and executed meeting minutes were sent in good time to all the members for their comment and records respectively. Minutes of meetings recorded in sufficient details were kept by the Company Secretary. Sufficient resources had been given to the Audit Committee to allow it to discharge its duties and the senior management were co-opted to join the meetings of the Audit Committee to explain the financial and business conditions of the Company to the committee members from time to time.

#### *Independent Auditors*

In order to enhance independent reporting by Independent Auditors, INEDs hold meeting(s) with the Independent Auditors without the presence of the Executive Directors. In addition, the engagement partner of the Independent Auditors is subject to periodical rotation, and the nature and ratio of annual fees to Independent Auditors for non-audit services and for audit services are subject to scrutiny by the Audit Committee. A policy of non-audit services from Independent Auditors was established. The Audit Committee considers whether there are clear efficiencies and value-added benefits to the Company from that work being undertaken by the Independent Auditors; whether there is adverse effect on the independence of their audit work or the perception of such independence; the nature of the non-audit services envisaged to be provided by the Independent Auditors; and the related fee levels individually and in aggregate relative to the audit fees. In addition, a policy restricting the employment of employees or former employees of Independent Auditors as senior executives or for financial positions with the Group has also been in place.

## 企業管治報告

### 董事委員會(續)

#### *審核委員會會議*

審核委員會於二零零七年三月十二日及八月二日共舉行兩次會議。全體審核委員會成員及本公司之高級行政人員均有出席該兩次會議，而本公司之外聘核數師(「獨立核數師」)出席了於二零零七年三月十二日舉行之會議，共同檢閱其審核結果、本集團所採納之會計原則與常規及遵守上市規則及法規規定之情況，並討論審核、內部監控、風險管理及財務報告之事宜(包括在建議給董事會批准前先分別討論截至二零零七年六月三十日止六個月及截至二零零七年十二月三十一日止年度之中期和年度賬目)。所有相關會議文件均已於會議前至少三日及時送呈各成員。會議記錄之初稿及定稿亦已分別盡快送呈各成員以供彼等提供意見及保存記錄。公司秘書負責保存載有詳盡細節之會議記錄。本公司已給予審核委員會充足資源，以讓其履行職責，而高級管理層亦獲邀出席審核委員會會議，不時向委員會成員解釋本公司之財務及業務狀況。

#### *獨立核數師*

為確保獨立核數師能作出獨立報告，獨立非執行董事在執行董事不在場下與獨立核數師舉行會議。此外，負責本公司核數工作的獨立核數師合夥人將定期輪換，審核委員會亦會監管獨立核數師每年就非核數及核數服務所收之酬金性質和比例。有關獨立核數師為本公司提供非核數服務之政策已訂立。審核委員會會考慮獨立核數師受聘從事之工作會否為本公司帶來明確的效益和增值作用、有否對其審計工作的獨立性或獨立形象構成負面影響、被視為由獨立核數師提供之非核數服務之性質以及個別費用之水平及總計費用相對於核數費用之水平。此外，本公司亦採納一套禁止聘用獨立核數師僱員或前僱員出任本集團高級行政人員或財務職位之措施。



## Corporate Governance Report

### BOARD COMMITTEES (cont'd)

#### *Independent Auditors (cont'd)*

During the Year, the Independent Auditors provided audit services for auditing the consolidated financial statements of the Group for the year ended 31st December, 2007 at a fee of HK\$2,000,000. Engagement agreement with the Independent Auditors had been reviewed by the Audit Committee and approved by the Board. The Independent Auditors did not provide any non-audit services to the Group during the Year.

Prior to the commencement of the audit of accounts of the Group, the Audit Committee had reviewed the Independent Auditors' independence and objectivity as required under the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants, reviewed the terms of their engagement and discussed with them the nature and scope of the audit and reporting obligations.

The Audit Committee is satisfied with the findings of their review of the process and effectiveness, independence and objectivity of the Independent Auditors.

#### **Remuneration Committee**

##### *Composition, Role and Meetings*

The Remuneration Committee comprises all INEDs, namely Mr. Chan, Kwok-wai, Mr. Cheng, Kwee and Ms. Phillis Loh, Lai-ping. Mr. Chan, Kwok-wai acts as the chairman. It is responsible for approval and annual review of the remuneration policy for all Directors and senior executives. It would consult the Chairman and CEO on the remuneration proposals whenever it thinks fit. The Remuneration Committee held two meetings in 2007, on 12th March and 2nd August (with 100% attendance rate), to review and approve the Directors' and senior executives' remuneration as well as to recommend to the Board the annual remuneration of INEDs for the Year. Professional advice and sufficient resources support will be given to the Remuneration Committee whenever it considers necessary in order to discharge its duties. Draft and executed meeting minutes were sent in good time to all the members for their comment and records respectively. Minutes of meetings recorded in sufficient details were kept by the Company Secretary.

## 企業管治報告

### 董事委員會(續)

#### *獨立核數師(續)*

本年度內，獨立核數師為本集團提供核數服務以審核本集團截至二零零七年十二月三十一日止年度之綜合財務報表，收取了2,000,000港元之費用。審核委員會已審閱獨立核數師之聘任協議，並獲董事會批准。獨立核數師於本年度內並未向本集團提供任何非核數服務。

於審核本集團賬目目前，審核委員會已根據由香港會計師公會頒布之會計師專業操守守則檢討獨立核數師之獨立和客觀性。審核委員會亦檢討他們的審核範圍以及與他們討論核數和報告責任的性質和範圍。

審核委員會滿意其就獨立核數師之程序、效率、獨立性及客觀性所作之檢討結果。

#### **薪酬委員會**

##### *組成、職能及會議*

薪酬委員會的成員包括所有獨立非執行董事，即陳國偉先生、鍾貴先生及羅麗萍女士。陳國偉先生出任主席。薪酬委員會負責批准及每年檢討所有董事及高級行政人員之薪酬政策，並將其認為合適之薪酬建議，諮詢主席及行政總裁。薪酬委員會於二零零七年三月十二日及八月二日舉行共兩次會議(出席率為100%)以檢討及批准董事及高級行政人員於本年度之薪酬，及向董事會就獨立非執行董事於本年度之全年薪酬提出建議。本公司將於薪酬委員會有需要時向其提供專業意見及充足資源，以協助其履行職責。會議記錄之初稿及定稿已分別盡快送呈各成員以供彼等提供意見及保存記錄。公司秘書負責保存載有詳盡細節之會議記錄。

## Corporate Governance Report

### BOARD COMMITTEES (cont'd)

#### *Remuneration Policy for Executive Directors*

The primary goal of the remuneration policy on executive packages is to enable the Company to retain and motivate Executive Directors by linking their compensation with performance as measured against corporate objectives. In determining guidelines for each compensation element, the Company refers to remuneration surveys conducted by independent external consultants on companies operating in similar business. Under the policy, a director is not allowed to approve his own remuneration.

The Listing Rules require disclosure of the compensation and emolument payable to each director in the accounts and annual reports of listed companies. Save for such disclosure requirements, there are no stipulations on maximum limit of emolument payable to the directors. As part of the policy to be observed by the Company in respect of the determination of the remuneration of the Executive Directors, the Company will, observe that save with the prior approval of an independent board committee comprising only the INEDs, all fees and emoluments paid to Mr. Joseph Lau and Mr. Lau, Ming-wai, who are currently the Executive Directors, and their associates (as defined in Rule 1.01 of the Listing Rules as extended by Rule 14A.11(4) of the Listing Rules), will not exceed in aggregate an amount of HK\$8,000,000 each year, plus any adjustment by reference to the changes in consumer price index published by the Government of the Hong Kong Special Administrative Region. The total emoluments paid to the Executive Directors for the Year were HK\$4,800,000.

#### *Remuneration Policy for Non-executive Directors*

The Directors' fees of Non-executive Directors are subject to annual assessment. Reimbursement is allowed for out-of-pocket expenses incurred in connection with the performance of their duties including attendance at the Company's meetings.

The total Directors' fees paid to the INEDs for the Year were HK\$540,000.

## 企業管治報告

### 董事委員會(續)

#### *執行董事薪酬政策*

有關執行董事薪酬待遇政策之主要目的乃讓本公司以公司目標為衡量標準，將執行董事之薪酬與表現掛鉤，藉以挽留和激勵執行董事。本公司決定每項薪酬元素之指引時會參考由獨立外部顧問對從事相近業務之公司所進行之薪酬調查。根據政策，董事不可批准其本人之薪酬。

上市規則規定支付予各董事之補償及薪酬須於上市公司賬目及年報中披露。除該等披露規定外，上市規則並無訂明支付予董事之酬金上限。根據本公司在釐定執行董事薪酬時所遵守之政策，除由獨立非執行董事組成之獨立董事委員會預先作出之批准外，本公司將遵守規定支付予劉鑾雄先生及劉鳴煒先生(現時之執行董事)及彼等之聯繫人(定義見上市規則第14A.11(4)條所延伸的上市規則第1.01條)之所有袍金及酬金每年合共將不超過8,000,000港元及連同經參考香港特別行政區政府公布之消費物價指數變動後作出之任何調整。本年度付予執行董事之總酬金為4,800,000港元。

#### *非執行董事之薪酬政策*

非執行董事之袍金按年評估。彼等可獲償付就履行職責(包括出席本公司會議)所產生之實付開支。

本年度付予獨立非執行董事之袍金總額為540,000港元。

## Corporate Governance Report

### BOARD COMMITTEES (cont'd)

#### Nomination Committee

No Nomination Committee is established. At present, the Board is responsible for the appointment of directors, evaluation of the Board's composition and the management of the Board's succession with reference to certain guidelines. These guidelines include appropriate professional knowledge and industry experience, personal ethics, integrity and personal skills as well as time commitments of the Board members. It carries out the process of selecting and recommending candidates for directorship including the consideration of referrals and engagement of recruitment firms, whenever necessary. The Board also reviews and recommends the re-appointment of retiring Directors for shareholders' approval at the annual general meetings. The Board shall exercise its power under Bye-law 94 of the Company to appoint additional director(s) whenever the business of the Company requires.

### SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard set out in Model Code for Securities Transactions by Directors of Listed Issuers under Appendix 10 to the Listing Rules (the "Model Code"). All Directors, after specific enquiries by the Company, confirmed that they have complied with the required standard set out in the Model Code and the said code of conduct during the Year. All the relevant employees who, because of office or employment is likely to be in possession of unpublished price sensitive information in relation to the Group or its respective subsidiaries' securities have been requested to follow the code for securities transactions by relevant employees, being guidelines written on no less exacting terms than the Model Code, when dealing in the securities of the Company.

### GENERAL MANDATES TO ISSUE SHARES

The Listing Rules provide that if a general mandate to issue and allot shares has been obtained from the shareholders, the directors may issue and allot shares up to 20% of the aggregate nominal amount of the issued share capital of the listed company as at the date of the passing of the relevant resolution. The Listing Rules further provide that in the case of a placing of shares for cash consideration, a listed company may not issue any shares pursuant to the general mandate if the relevant price represents a discount of 20% or more to the benchmarked price of the shares as determined in accordance with Rule 13.36(5) of the Listing Rules (the "Benchmarked Price").

## 企業管治報告

### 董事委員會(續)

#### 提名委員會

本公司並無成立提名委員會。現時，董事會參考若干指引，負責董事之委任、對董事會組成進行評估及管理董事會之繼任事宜。該等指引列出董事會成員需具備之適當條件，包括專業知識及行業經驗、個人操守、誠信及個人技能以及所需投入時間。其執行挑選及推薦董事職位候選人之過程包括考慮引薦人選及委託招聘公司(如有需要)。董事會亦就續聘將退任之董事作出檢討及建議，供股東於股東週年大會上批准。董事會將因應本公司業務所需，行使其根據公司細則第94條之權力委任額外董事。

### 證券交易

本公司已採納一套董事證券交易守則，其條款不遜於與上市規則附錄十《上市發行人董事進行證券交易的標準守則》(「標準守則」)所規定之標準。經本公司作出明確查詢後，所有董事均已確認彼等已於本年度遵守標準守則所規定之標準及前述之交易守則。本公司已要求所有因其職位或崗位而極可能掌握有關本集團或其附屬公司各自之證券之未公布價格敏感資料之有關僱員，於買賣本公司證券時遵守有關僱員進行證券交易之守則(其指導方針不遜於標準守則之條款)。

### 發行股份之一般授權

上市規則規定，倘獲股東發行及配發股份之一般授權，董事可發行及配發最多佔上市公司於通過有關決議案當日已發行股本面值總額20%之股份。上市規則進一步規定，倘以現金代價配售股份，而有關價格較根據上市規則第13.36(5)條之規定所釐定之股份基準價格(「基準價格」)折讓20%或以上，則上市公司不可根據一般授權發行任何股份。

## Corporate Governance Report

### GENERAL MANDATES TO ISSUE SHARES (cont'd)

To further safeguard the interests of the shareholders and to ensure that minority shareholders' interests will not be unfairly diluted, the Company will only be seeking a general mandate at the forthcoming annual general meeting of the Company, to issue, allot and deal with further shares representing 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

In addition, notwithstanding that the proposal for the general mandate to be granted is unconditional, the Company is committed not to issue any shares under the general mandate if the issue price of the shares represents a discount of more than 12% to the Benchmarked Price, unless approved by an independent board committee.

### INTERNAL CONTROL

The Board is responsible for maintaining an adequate system of internal control in the Company and reviewing its effectiveness through the Audit Committee. The senior management is responsible to the implementation of such system of internal control. The internal auditors are responsible to review relevant financial, operational and compliance controls and risk management functions and then report their findings and advice to the Audit Committee.

#### Annual Review

Based on the annual assessment made by the Independent Auditors, the Audit Committee and the Board are satisfied with the effectiveness of the system of internal control of the Group and concluded that:

- (1) the Company has complied with the code provisions on internal control during the Year;
- (2) a framework of prudent and effective controls has been established to identify, evaluate and manage the risks;
- (3) internal control and accounting systems of the Group are efficient and adequate;
- (4) significant risks that may influence the Group have been identified, evaluated and managed through ongoing monitoring process; and
- (5) material transactions are executed with the management's authorization.

## 企業管治報告

### 發行股份之一般授權(續)

為進一步維護股東利益及確保少數股東權益不會被不公平地攤薄，本公司只會於本公司應屆股東週年大會上尋求一般授權，以發行、配發及處理佔本公司於通過有關決議案當日已發行股本總面值 10% 之額外股份。

此外，儘管將予授出一般授權之建議為無條件，本公司承諾倘股份之發行價較基準價折讓超過 12%，則不會根據一般授權發行任何股份，除非獲得獨立董事委員會批准。

### 內部監控

董事會負責維持本公司妥善之內部監控系統及透過審核委員會檢討其效能。高級管理層負責實施此內部監控系統。內部核數師負責檢討相關之財務、營運、監控控制及風險管理功能，然後將檢討結果及建議提交審核委員會。

#### 年度檢討

根據獨立核數師之年度評估，審核委員會及董事會對本集團之內部監控系統效率感滿意，並總結：

- (1) 本公司於本年度內已遵守內部監控之守則條文；
- (2) 本集團已設立審慎及有效之監控框架以識別、評估及管理風險；
- (3) 本集團之內部監控及會計系統屬有效及恰當；
- (4) 本公司已透過持續監察過程識別、評估及管理可能影響本集團之重大風險；及
- (5) 本集團之重大交易已取得管理層授權才執行。



## Corporate Governance Report

### INTERNAL CONTROL (cont'd)

#### Internal Audit

Besides, an internal audit function has also been established with the key tasks to:

- (1) review all aspects of the Group's activities and internal control with unrestricted direct access right to any levels of management whenever it considers necessary;
- (2) conduct comprehensive audits of the practices and procedures, income and expenditures, and internal control of all business units of the Group on a regular basis; and
- (3) carry out special reviews and investigations on areas of concern identified by the management for corrective actions.

### CONNECTED TRANSACTIONS

In accordance with Rule 14A.32(1) of the Listing Rules, a connected transaction on normal commercial terms where each of the percentage ratios (other than the profits ratio) is less than 2.5% is only subject to the reporting and announcement requirements set out in Rules 14A.45 to 14A.47 and is exempt from the independent shareholders' approval requirement of Chapter 14A of the Listing Rules. To achieve higher transparency and to limit the transaction amount of connected transactions of the Company, the measures have set out much stricter compliance standards in respect of connected transactions. The Company aggregates the connected transactions entered into with any connected person in any 12-month period and will not enter into any further connected transaction(s) without first obtaining the approval of the independent shareholders of the Company if the aggregate amount of the connected transactions exceeds HK\$500 million, representing approximately 0.75% of the total assets of the Company as at 31st December, 2007, in any such 12-month period.

Connected transactions that have been approved separately by the independent shareholders in compliance with the Listing Rules will not be counted towards the HK\$500 million limit over any 12-month period described above.

## 企業管治報告

### 內部監控(續)

#### 內部審核

此外，內部審核部門已經成立，其主要職務為：

- (1) 於其認為有需要時，以無限制直接權力接觸任何管理層，以全面審閱本集團活動及內部監控；
- (2) 定期就本集團之常規及程序、收入和開支，及所有業務單位之內部監控進行綜合檢討；及
- (3) 對管理層所識別關注之範疇進行特別檢討及調查，以作出糾正。

### 關連交易

根據上市規則第14A.32(1)條，按一般商業條款進行而各百分比比例(盈利比率除外)均低於2.5%之關連交易，只須受上市規則第14A.45至14A.47條所載之申報及公告規定所限，並根據上市規則第14A章獲豁免遵守有關獨立股東批准之規定。為達至更高透明度以及為本公司關連交易之交易金額設限，本公司已實施較遵守關連交易標準更嚴格之措施。本公司會綜合計算於任何十二個月期間與任何關連人士訂立之關連交易，倘關連交易之總額超過500,000,000港元(相當於本公司於二零零七年十二月三十一日之總資產約0.75%)時，則在未預先獲得本公司獨立股東之批准前，不可在任何該十二個月期間再訂立任何其他關連交易。

獲獨立股東另行批准以符合上市規則之關連交易，則不受任何十二個月期間不超過500,000,000港元之上限所限制。

## Corporate Governance Report

### COMMUNICATIONS WITH SHAREHOLDERS

The Company acknowledges that general meetings are good communication channel with shareholders that the Directors and the chairman of Board committees are encouraged to attend and to answer questions at the annual general meetings. The Directors, the chairman of the Audit Committee and the Remuneration Committee and also Independent Auditors had attended and were available to answer questions at the 2007 annual general meeting (the "AGM").

Procedures for demanding a poll were set forth in a circular accompanying the notice of the AGM. At the commencement of the AGM, the chairman had explained the procedures for demanding a poll to the shareholders and the shareholders were allowed to raise any question concerning the poll procedures. At the AGM, separate resolutions were proposed by the chairman of the AGM and put forward to the shareholders to vote by poll.

As a channel to promote effective communication, the Company maintains a corporate website ([www.chineseestates.com](http://www.chineseestates.com)) to disseminate the Group's information. Investor Relations Department is responsible to answer enquiries raised by the investors of the Company and the general public.

For enhancement of proper dissemination of information, all Directors and relevant senior executives of the Company had attended a seminar in relation to price-sensitive information disclosure conducted by a legal firm during the Year. A corporate communications manual which provides guidance for coordinating the disclosure of material information to investors, analysts and media, identifies who may speak on the Company's behalf, and outlines the responsibility for communication with various stakeholder groups has also been in place.

The above corporate governance practices will be reviewed, amended and revoked from time to time as considered necessary by the Board and its committees.

## 企業管治報告

### 與股東之溝通

本公司深信股東大會為與股東之良好溝通渠道，並鼓勵董事及董事委員會主席出席股東週年大會及解答有關的問題。董事、審核委員會及薪酬委員會之主席聯同獨立核數師均有出席二零零七年股東週年大會(「該股東週年大會」)以回應垂詢。

要求以投票方式表決之程序載於隨附該股東週年大會通告之通函。開始該股東週年大會後，大會主席已向股東解釋要求以投票方式表決的程序，並容許股東可就表決程序提出發問。於該股東週年大會上，大會主席提呈獨立決議案，並提交股東以投票方式表決。

為提高溝通成效，本公司設有公司網站([www.chineseestates.com](http://www.chineseestates.com))以發放集團資料。投資者關係部門負責回應本公司之投資者和公眾提出之查詢。

為加強發布資料之恰當性，於本年度，所有董事及相關高級行政人員出席了由一家律師事務所主持有關股價敏感資料披露之研討會。此外，本公司亦已製備了一份企業通訊手冊，訂明協調向投資者、分析員及傳媒披露重大資料之指引，確定可代表本公司發言之人士，以及界定與各利益相關團體溝通之責。

董事會及其轄下之委員會不時按需要檢討、修訂及廢除以上企業管治常規。

## Directors' Report

The directors of the Company (the "Directors" or the "Board") present to the shareholders their report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31st December, 2007 (the "Year").

### PRINCIPAL ACTIVITIES

During the Year, the Company acted as an investment holding company and its subsidiaries were principally engaged in property investment and development, brokerage, securities investment, money lending and cosmetics distribution and trading.

### SEGMENT INFORMATION

The Group's turnover and contribution to profit from operations analysed by principal activities are set out in notes 7 and 8 to the consolidated financial statements.

### SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's principal subsidiaries and associates as at 31st December, 2007 are set out in notes 56 and 57 to the consolidated financial statements respectively.

### RESULTS AND APPROPRIATION

The results of the Group for the Year are set out in the consolidated income statement on page 59.

The Directors had declared an interim dividend of HK13.5 cents (2006: HK12 cents) per share. The Board resolved to recommend the payment of a final dividend of HK22.5 cents for the Year (2006: HK18 cents).

### FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five years is set out on pages 162 and 163.

## 董事會報告書

本公司董事(「董事」或「董事會」)謹此向股東提呈董事會報告書連同本公司及其附屬公司(「本集團」)截至二零零七年十二月三十一日止年度(「本年度」)之經審核綜合財務報表。

### 主要業務

於本年度內，本公司為一間投資控股公司，其附屬公司主要從事物業投資及發展、經紀服務、證券投資、放債及化妝品分銷及貿易業務。

### 分類資料

本集團以主要業務劃分之營業額及經營溢利貢獻分析載於綜合財務報表附註7及8。

### 附屬公司及聯營公司

本公司於二零零七年十二月三十一日之主要附屬公司及聯營公司之詳情，分別載於綜合財務報表附註56及57。

### 業績及分配

本集團於本年度之業績載於第59頁之綜合收益表內。

董事已派付中期股息每股13.5港仙(二零零六年：12港仙)。董事會議決建議派付本年度之末期股息每股22.5港仙(二零零六年：18港仙)。

### 財務概要

本集團過去五年之業績、資產及負債概要載於第162及第163頁。

## Directors' Report

### INVESTMENT PROPERTIES

During the Year, the Group did not acquire any leasehold properties (2006: HK\$869,796,000). Investment properties with an aggregate net book value of approximately HK\$101,011,000 (2006: HK\$73,524,000) were disposed of during the Year.

Details of this and other movements in investment properties during the Year are set out in note 21 to the consolidated financial statements.

### PROPERTY AND OTHER FIXED ASSETS

Movements in property and other fixed assets during the Year are set out in note 22 to the consolidated financial statements.

### PRINCIPAL PROPERTIES

Details of the principal properties of the Group as at 31st December, 2007 are set out on pages 164 to 184.

### SHARE CAPITAL

Movements in the share capital of the Company during the Year are set out in note 46 to the consolidated financial statements.

### RESERVES

Movements in the reserves of the Group during the Year are set out on pages 62 and 63.

### PRE-EMPTIVE RIGHTS

No pre-emptive rights exist at the laws of Bermuda, being the jurisdiction in which the Company is incorporated.

## 董事會報告書

### 投資物業

於本年度內，本集團並未購入任何租賃物業(二零零六年：869,796,000港元)。本年度內出售總賬面淨值約101,011,000港元(二零零六年：73,524,000港元)之投資物業。

於本年度內上述及其他投資物業之變動詳情載於綜合財務報表附註21。

### 物業及其他固定資產

物業及其他固定資產於本年度內之變動情況載於綜合財務報表附註22。

### 主要物業

本集團於二零零七年十二月三十一日之主要物業詳情載於第164至第184頁內。

### 股本

本公司之股本於本年度內之變動情況載於綜合財務報表附註46。

### 儲備

本集團之儲備於本年度內之變動情況載於第62及第63頁內。

### 優先購買權

本公司於百慕達註冊成立，該司法轄區之法律並無優先購買權存在。



## Directors' Report

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Save as disclosed, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Year.

### CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to HK\$17,019,000 (2006: HK\$390,000).

### DIRECTORS

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

Mr. Joseph Lau, Luen-hung (*Chairman and Chief Executive Officer*)

Mr. Lau, Ming-wai

Ms. Amy Lau, Yuk-wai

Mr. Chan, Kwok-wai\*

Mr. Cheng, Kwee\*

Ms. Phillis Loh, Lai-ping\*

\* Independent Non-executive Director

Mr. Joseph Lau, Luen-hung, Mr. Chan, Kwok-wai and Ms. Amy Lau, Yuk-wai will retire from office at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election in accordance with Bye-law 111 of the Bye-laws of the Company. The retirement of Mr. Joseph Lau, Luen-hung is on voluntary basis. The relevant details of Mr. Joseph Lau, Luen-hung's voluntary retirement by rotation are stipulated in "Corporate Governance Practices" section under Corporate Governance Report of this annual report.

## 董事會報告書

### 購買、出售或贖回上市證券

除所披露者外，本公司或其任何附屬公司於本年度內概無購買、出售或贖回本公司任何上市證券。

### 慈善捐款

本集團於本年度內之慈善捐款額為 17,019,000 港元(二零零六年：390,000 港元)。

### 董事

於本年度內及直至本報告日期止，董事為：

劉鑾雄先生(主席及行政總裁)

劉鳴煒先生

劉玉慧女士

陳國偉先生\*

鍾貴先生\*

羅麗萍女士\*

\* 獨立非執行董事

根據本公司之公司細則第 111 條，劉鑾雄先生、陳國偉先生及劉玉慧女士將在即將舉行之股東週年大會上告退，合資格並願意膺選連任。劉鑾雄先生之退任乃出於自願性質。有關劉鑾雄先生自願輪席告退之詳情載於本年報企業管治報告內「企業管治常規」一節。

## Directors' Report

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 31st December, 2007, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Appendix 10 of Model Code for Securities Transactions by Directors of Listed Issuers contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") are as follows:—

#### I The Company

本公司

Name of Directors 董事姓名	Number of Shares (ordinary share) 股份數目(普通股)	Note 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Joseph Lau, Luen-hung ("Mr. Joseph Lau") 劉鑾雄(「劉鑾雄先生」)	230,984,820	(1)	Founder and beneficiary of trust 信託創立人及受益人	
	999,416,030	(2)	Founder and beneficiary of trust 信託創立人及受益人	
	1,230,400,850			53.48%
Lau, Ming-wai ("Mr. MW Lau") 劉鳴煒(「劉鳴煒先生」)	230,984,820	(1)	Beneficiary of trust 信託受益人	
	999,416,030	(2)	Beneficiary of trust 信託受益人	
	4,000	(3)	Other interests 其他權益	
	1,230,404,850			53.48%

## 董事會報告書

### 董事及最高行政人員於本公司及相聯法團之證券權益

於二零零七年十二月三十一日，董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部所指的相聯法團)之股份、相關股份及債券中擁有之權益及淡倉，按本公司根據證券及期貨條例第352條備存之登記冊所載或根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十所載之《上市發行人董事進行證券交易的標準守則》知會本公司及聯交所如下：

## Directors' Report

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS (cont'd)

Notes:

- (1) These shares were indirectly owned by a discretionary trust of which Mr. Joseph Lau was the founder. Mr. Joseph Lau, Mr. MW Lau and certain other family members of Mr. Joseph Lau were eligible beneficiaries of that trust.
- (2) These shares were held by a unit trust of which Mr. Joseph Lau was one of the unit holders. The rest of the units in the unit trust were held by a discretionary trust of which Mr. Joseph Lau was the founder. Mr. MW Lau and certain other family members of Mr. Joseph Lau were eligible beneficiaries of the discretionary trust.
- (3) These shares were held under the estate of Ms. Theresa Po, Wing-kam, the late mother of Mr. MW Lau, of which Mr. MW Lau is the executor.

## II Associated Corporation of the Company

本公司之相聯法團

### Chi Cheung Investment Company, Limited ("Chi Cheung")

至祥置業有限公司(「至祥」)

Name of Director 董事姓名	Number of Shares (ordinary share) 股份數目(普通股)	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Mr. Joseph Lau 劉鑾雄先生	209,931,186	Interest in controlled corporation 於受控制公司之權益	61.96%

Note: Mr. Joseph Lau by virtue of his 53.48% interests in the issued share capital of the Company as disclosed in paragraph I above, was deemed to be interested in 209,931,186 shares of Chi Cheung held by Billion Up Limited, a wholly-owned subsidiary of Lucky Years Ltd. which in turn was the wholly-owned subsidiary of the Company.

All the interests stated above represent long positions. The percentage shown was the number of shares the relevant Directors were interested in expressed as a percentage of the number of issued shares as at 31st December, 2007.

Save as disclosed above, none of the Directors and chief executives of the Company had or were deemed under the SFO to have any interests or short positions 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) as at 31st December, 2007.

During the Year, none of the Directors and chief executives of the Company nor their spouses or children under 18 years of age were granted or had exercised any right to subscribe for any securities of the Company or any of its associated corporations.

## 董事會報告書

### 董事及最高行政人員於本公司及相聯法團之證券權益(續)

附註：

- (1) 該等股份由一項酌情信託間接擁有。劉鑾雄先生為該信託之創立人。劉鑾雄先生、劉鳴煒先生及劉鑾雄先生之若干其他家族成員則為該信託之合資格受益人。
- (2) 該等股份由一項單位信託基金持有。劉鑾雄先生為該基金其中一名單位持有人。該單位信託基金之餘下單位由一項酌情信託擁有，劉鑾雄先生為該信託之創立人。劉鳴煒先生及劉鑾雄先生之若干其他家族成員則為該信託之合資格受益人。
- (3) 該等股份乃屬賈詠琴女士(劉鳴煒先生先慈)之遺產，劉鳴煒先生為該遺產之執行人。

附註：正如上文第I段所披露，劉鑾雄先生因擁有本公司已發行股本中53.48%之權益，故被視為於本公司之全資擁有附屬公司Lucky Years Ltd.之全資擁有附屬公司Billion Up Limited持有之209,931,186股至祥股份中擁有權益。

上述所有權益均為好倉。所顯示的百分比為本公司有關董事於二零零七年十二月三十一日所擁有之股份數目佔已發行股份數目之百分比。

除上文所披露者外，於二零零七年十二月三十一日，董事或最高行政人員概無擁有或根據證券及期貨條例被視為擁有本公司或其任何相聯法團(定義見證券及期貨條例第XV部所指的相聯法團)之股份、相關股份或債券之任何權益或淡倉。

於本年度內，董事或最高行政人員以及彼等之配偶或十八歲以下之子女概無獲授予或行使任何可認購本公司或其任何相聯法團之任何證券之權利。

## Directors' Report

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY

As at 31st December, 2007, so far as are known to any Directors or chief executives of the Company, the following parties (other than Directors or chief executives of the Company) were recorded in the register kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:

## 董事會報告書

### 主要股東於本公司之證券權益

據董事及最高行政人員所知悉，於二零零七年十二月三十一日，本公司根據證券及期貨條例第336條須備存之登記冊所載錄或另行知會本公司，直接或間接擁有或被視為擁有本公司已發行股本5%或以上權益之人士(董事或最高行政人員除外)如下：

Name of Substantial Shareholders 主要股東名稱	Number of Shares (ordinary share) 股份數目(普通股)	Note 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
GZ Trust Corporation	1,230,400,850	(1), (2)	Trustee, beneficiary of a trust and interest in controlled corporation 信託人、一項信託之受益人及於受控制公司之權益	53.48%
Global King Ltd.	999,416,030	(1)	Trustee 信託人	43.44%
Joseph Lau Luen Hung Investments Limited	230,984,820	(2)	Beneficial owner 實益擁有人	10.04%
The Children's Investment Fund Management (UK) LLP	200,377,418	(3)	Investment manager 投資經理	8.71%
The Children's Investment Master Fund	200,377,418	(3)	Beneficial owner 實益擁有人	8.71%
Favor Gain Limited ("Favor Gain")	150,036,697	(4)	Beneficial owner 實益擁有人	6.52%
Thomas Lau, Luen-hung ("Mr. Thomas Lau") 劉鑾鴻(「劉鑾鴻先生」)	150,036,697	(4)	Interest in controlled corporation 於受控制公司之權益	6.52%
UBS AG	212,086,076		Beneficial owner, person having a security interest and interest in controlled corporation 實益擁有人、擁有保證權益之人士及於受控制公司之權益	9.21%



## Directors' Report

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY (cont'd)

Notes:

- (1) GZ Trust Corporation as trustee of a discretionary trust held units in a unit trust of which Global King Ltd. was the trustee and therefore was regarded as interested in the same parcel of shares held by Global King Ltd. These shares were the same parcel of 999,416,030 shares of the Company referred to in both "Founder and beneficiary of trust" and "Beneficiary of trust" of Mr. Joseph Lau and Mr. MW Lau respectively under "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporations" as disclosed in paragraph I above.
- (2) GZ Trust Corporation as trustee of another discretionary trust held the entire issued share capital of Joseph Lau Luen Hung Investments Limited and therefore was regarded as interested in the same parcel of shares held by Joseph Lau Luen Hung Investments Limited. These shares were the same parcel of 230,984,820 shares of the Company referred to in both "Founder and beneficiary of trust" and "Beneficiary of trust" of Mr. Joseph Lau and Mr. MW Lau respectively under "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporations" as disclosed in paragraph I above.
- (3) The Children's Investment Fund Management (UK) LLP as investment manager of The Children's Investment Master Fund ("TCI") held the 200,377,418 shares of the Company for the benefit of TCI.
- (4) Mr. Thomas Lau was deemed to be interested in the 150,036,697 shares of the Company by virtue of the SFO as he owned the entire issued share capital of Favor Gain.

All the interests stated above represent long positions. As at 31st December, 2007, no short positions were recorded in the register kept by the Company under section 336 of the SFO.

## 董事會報告書

### 主要股東於本公司之證券權益 (續)

附註：

- (1) GZ Trust Corporation( 作為一項酌情信託之信託人 )持有一項以 Global King Ltd. 為信託人之單位信託基金之單位，故被視為擁有 Global King Ltd. 所持有之同一批股份之權益。上述股份為上文第 I 段所披露「董事及最高行政人員於本公司及相聯法團之證券權益」項下劉鑾雄先生及劉鳴煒先生各自之「信託創立人及受益人」及「信託受益人」中所指之同一批 999,416,030 股本公司股份。
- (2) GZ Trust Corporation( 作為另一項酌情信託之信託人 ) 持有 Joseph Lau Luen Hung Investments Limited 之全部已發行股本，故被視為擁有 Joseph Lau Luen Hung Investments Limited 所持有之同一批股份之權益。上述股份為上文第 I 段所披露「董事及最高行政人員於本公司及相聯法團之證券權益」項下劉鑾雄先生及劉鳴煒先生各自之「信託創立人及受益人」及「信託受益人」中所指之同一批 230,984,820 股本公司股份。
- (3) The Children's Investment Fund Management (UK) LLP 作為 The Children's Investment Master Fund(「TCI」) 之投資經理就 TCI 之利益持有 200,377,418 股本公司股份。
- (4) 劉鑾鴻先生因擁有 Favor Gain 之全部已發行股本，故根據證券及期貨條例，彼被視為擁有上述 150,036,697 股本公司股份之權益。

上述所有權益均為好倉。於二零零七年十二月三十一日，根據本公司按證券及期貨條例第 336 條備存之登記冊所載概無任何淡倉。

## Directors' Report

### DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the Year, the following Directors declared their interests in the following companies with businesses which competed or were likely to compete, either directly or indirectly, with the businesses of the Group:

## 董事會報告書

### 董事於競爭性業務之權益

於本年度內，以下董事申報於下列與本集團業務直接或間接構成競爭或可能構成競爭之業務之公司中擁有權益：

Name of Directors 董事姓名	Name of Companies 公司名稱	Nature of Business Considered to Compete or Likely to Compete with the Businesses of the Group 被認為與本集團業務 構成競爭或可能構成 競爭之業務性質	Nature of Interest of the Directors in the Companies 董事於該等公司 之權益性質
Mr. Joseph Lau 劉鑾雄先生	* Chi Cheung and its subsidiaries * 至祥及其附屬公司	Property investment and development 物業投資及發展	Having certain deemed interests in Chi Cheung and as director of certain subsidiaries of Chi Cheung 被視為擁有至祥若干權益及 為至祥之若干附屬公司之董事
	# G-Prop (Holdings) Limited ("G-Prop") and its subsidiaries # 金匡企業有限公司(「金匡」) 及其附屬公司	Property investment 物業投資	Having certain deemed interests in G-Prop 被視為擁有金匡若干權益
Mr. MW Lau 劉鳴煒先生	* Chi Cheung and its subsidiaries * 至祥及其附屬公司	Property investment and development 物業投資及發展	Having certain deemed interests in Chi Cheung and as director of certain subsidiaries of Chi Cheung 被視為擁有至祥若干權益及 為至祥之若干附屬公司之董事
	# G-Prop and its subsidiaries # 金匡及其附屬公司	Property investment 物業投資	Having certain deemed interests in G-Prop and was the chairman of G-Prop and director of certain subsidiaries of G-Prop 被視為擁有金匡若干權益及 曾為金匡之主席及金匡之 若干附屬公司之董事

\* non wholly-owned listed subsidiary of the Company  
\* ceased as a non wholly-owned listed subsidiary or a listed associate of the Company as at 31st December, 2007. The Group's interest in G-Prop reduced to 34.99% in June 2007 and further reduced to 13.69% in October 2007.

\* 本公司之非全資擁有上市附屬公司  
\* 截至二零零七年十二月三十一日不再為本公司之非全資擁有上市附屬公司或上市聯營公司。本集團於金匡之權益於二零零七年六月減至 34.99% 並於二零零七年十月減至 13.69%。

## Directors' Report

### DIRECTORS' INTERESTS IN COMPETING BUSINESSES (cont'd)

Mr. Joseph Lau and Mr. MW Lau (collectively "Lau's family") had personal interests in private companies engaged in businesses consisting of property development and investment in Hong Kong as well as securities investment. Mr. Joseph Lau had personal interests in private companies engaged in money lending business. As such, they were regarded as being interested in such businesses, which competed or might compete with the Group. However, when compared with the dominance and size of operations of the Group, such competing businesses were immaterial.

Other than the businesses of the private companies of Lau's family, the above-mentioned businesses were managed by separate publicly listed companies with independent management. The respective board composition of such listed companies are different and separate. In this respect, coupled with the diligence of its Independent Non-executive Directors (whose views carry significant weight in the Board's decisions) and the independent audit committee, the Group was capable of carrying on its businesses independently of, and at arm's length from, the businesses of the above companies. In addition, Mr. MW Lau resigned as the chairman of G-Prop and director of subsidiaries of G-Prop on 1st June 2007.

For better delineation of property investment business, the Company, will give Chi Cheung, the non wholly-owned listed subsidiary, the priority over the future property investment project with the value of less than or equal to 50% of the net asset value of Chi Cheung with reference to the latest published accounts and subject to the financial resources of Chi Cheung from time to time.

The Company, through its subsidiary, has a 50% interest in Power Jade Limited ("Power Jade"). The other shareholder of the 50% interest in Power Jade is Solar Chain Limited ("Solar Chain"). In order to have equal control over the board, both the Group and Solar Chain have nominated equal number of representatives to set up the board.

The Directors are aware of their fiduciary duties and will act honestly and in good faith in the interests of the Company and will avoid any potential conflicts of interest and duty. Three Independent Non-executive Directors are present on the Board and the audit committee of the Company, so that the interest of its shareholders can be adequately represented.

Other than as disclosed above, none of the Directors were interested in any business apart from the Company's business, which competed or was likely to compete, either directly or indirectly, with the Company's business.

## 董事會報告書

### 董事於競爭性業務之權益(續)

劉鑾雄先生及劉鳴煒先生(統稱「劉氏家族」)於經營有關香港物業發展及投資和證券投資之私人公司中擁有個人權益。劉鑾雄先生於經營放債業務之私人公司中擁有個人權益。因此,彼等被視為於與本集團構成競爭或可能構成競爭之業務中擁有權益。然而,上述競爭性業務與本集團之優勢及業務規模相比乃微不足道。

除劉氏家族之私人公司業務外,上述業務乃由獨立上市公司管理,該等獨立上市公司擁有獨立管理層。該等上市公司董事會之組成各有不同及均為獨立。就此而言,結合其對董事會決策有重大影響力之獨立非執行董事及獨立審核委員會之努力,本集團能獨立並按公平磋商原則從事其業務。再者,劉鳴煒先生已於二零零七年六月一日辭任金匡主席及金匡附屬公司董事。

為了更清晰地劃分物業投資業務,本公司將參考最近期公布之賬目及因應本公司之非全資擁有上市附屬公司至祥不時具備之財政資源,將價值少於或相當於至祥資產淨50%之未來物業投資項目優先給予至祥考慮。

本公司透過其附屬公司擁有 Power Jade Limited (「Power Jade」)50% 權益。擁有 Power Jade 其餘 50% 權益之股東為 Solar Chain Limited (「Solar Chain」)。為了在董事會擁有同等比重之控制權,本集團及 Solar Chain 委派相同數目之代表組成董事會。

董事知悉其誠信責任,將會秉誠行事以符合本公司之利益,並避免任何潛在利益及責任衝突。本公司之董事會及審核委員會均有三名獨立非執行董事為成員,足以代表其股東之利益。

除上文所披露者外,概無董事在本公司業務以外於與本公司業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

## Directors' Report

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

There were no arrangements to which the Company or any of the Company's subsidiaries was a party to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate during the Year.

### DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed below and apart from the agreement disclosed under the heading "Connected Transaction" below, there were no other contracts of significance in relation to the Company's business, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the Year or at any time during the Year, and in which a Director had, whether directly or indirectly, a material interest, nor there were any other contracts of significance in relation to the Company's business between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

On 11th September, 2007, the Company together with its wholly-owned subsidiary, Victory Gain Holdings Limited ("Victory Gain") had entered into a conditional sale and purchase agreement with Chi Cheung and Shing Ping Development Ltd. (a wholly-owned subsidiary of Chi Cheung) ("Shing Ping"), in relation to, inter alia, disposal of certain property interests in the People's Republic of China in exchange for certain property interests held by Chi Cheung in Hong Kong at a net consideration of approximately HK\$9,760.7 million (subject to adjustment at completion) to be settled by Chi Cheung by means of cash and issuance of convertible bonds to the Company (the "Proposed Asset Transaction"). Mr. Joseph Lau and Mr. MW Lau are directors of Victory Gain and Shing Ping. Mr. Joseph Lau was deemed to be indirectly interested in Chi Cheung as disclosed in paragraph II of "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporations". The Proposed Asset Transaction constituted a major transaction of the Company. However, the resolution proposed to approve the said agreement was not passed by the independent shareholders of Chi Cheung at the extraordinary general meeting of Chi Cheung held on 28th November, 2007 and accordingly the Proposed Asset Transaction terminated.

## 董事會報告書

### 購買股份或債券之安排

本公司或本公司任何附屬公司概無於本年度內作出安排，以使董事可藉購入本公司或任何其他法人團體之股份或債券而獲得利益。

### 董事及控權股東於合約之權益

除下文所披露者及下文「關連交易」一節所述之協議外，於年結時或本年度內任何時間本公司或本公司之任何附屬公司所訂立與本公司業務有關之重大合約中，董事概無直接或間接擁有重大權益；此外，本公司或本公司之任何附屬公司亦無與控權股東或其任何附屬公司訂立與本公司業務有關之其他重大合約。

於二零零七年九月十一日，本公司連同其全資擁有附屬公司勝得控股有限公司(「勝得」)與至祥及昇平發展有限公司(至祥之全資擁有附屬公司)(「昇平」)訂立有條件買賣協議，協議有關出售本公司於中華人民共和國之若干物業權益以換取至祥於香港擁有之若干物業權益，代價淨額約為9,760,700,000港元(於完成時可予以調整)，將由至祥通過現金及向本公司發行可換股債券之方式支付(「建議資產交易」)。劉鑾雄先生及劉鳴煒先生為勝得及昇平之董事。正如「董事及最高行政人員於本公司及相聯法團之證券權益」第II段中所披露，劉鑾雄先生被視為間接於至祥擁有權益。建議資產交易構成本公司之主要交易。然而，至祥之獨立股東在至祥於二零零七年十一月二十八日舉行之股東特別大會上並未通過批准所述協議之決議案，因此建議資產交易告終。



## Directors' Report

### CONNECTED TRANSACTION

On 29th June, 2007, Daily Best Limited, being an indirect wholly-owned subsidiary of the Company, acquired from Power Jade one share in the capital of The House of Kwong Sang Hong International Limited ("KSH"), representing the entire issued share capital of KSH, and the respective shareholder's loan owing by KSH to Power Jade at a total consideration of HK\$20 million (the "Acquisition"). KSH and its subsidiaries (the "KSH Group") are principally engaged in manufacturing and retailing of cosmetic products. Some of the members of the KSH Group are the registered owners of trademarks or trademark applications in various countries in relation to the brand known as "Two Girls Brand". As a result of the Acquisition, the Company obtains 100% control over the KSH Group's cosmetics business. Power Jade is owned as to 50% by Gold Castle Ltd., a wholly-owned subsidiary of the Company and as to 50% by Solar Chain. Power Jade through its wholly-owned subsidiary is indirectly interested in 25% of Dollar Union Limited, a non wholly-owned subsidiary of the Company. Accordingly, Power Jade is a substantial shareholder of a non wholly-owned subsidiary of the Company and hence is a connected person of the Company. In this connection, the Acquisition constituted a connected transaction for the Company.

Save as aforesaid, there were no discloseable non-exempted connected transactions or non-exempted continuing connected transactions under the Listing Rules during the Year.

In note 55 concerning "Related Party Transactions" to the consolidated financial statements for the year ended 31st December, 2007, the consideration paid to an associate for acquisition of a subsidiary in the sum of HK\$20,000,000 was referred to the aforesaid connected transaction.

Save as aforesaid, none of the "Related Party Transactions" as disclosed in note 55 to the consolidated financial statements for the year ended 31st December, 2007 constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

To the extent of the above "Related Party Transactions" constituted connected transaction as defined in the Listing Rules, the Company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the Year.

## 董事會報告書

### 關連交易

於二零零七年六月二十九日，本公司的間接全資擁有附屬公司日旺有限公司向Power Jade收購 The House of Kwong Sang Hong International Limited(「廣生行」)股本中一股股份(即廣生行的全部已發行股本)及廣生行欠付Power Jade的相關股東貸款，總代價為20,000,000港元(「收購」)。廣生行及其附屬公司(「廣生行集團」)主要從事化妝品產品的製造及零售。廣生行集團部分成員公司為「雙妹嘜」品牌於多個國家的商標或商標申請的註冊擁有人。本公司因收購而取得廣生行集團化妝品業務的全部控制權。Power Jade分別由Gold Castle Ltd(本公司全資擁有附屬公司)及Solar Chain各自擁有50%權益。Power Jade透過其全資擁有附屬公司間接擁有本公司之非全資擁有附屬公司金怡彩有限公司之25%權益。因此，Power Jade為本公司一間非全資擁有附屬公司之主要股東之聯繫人士，故此為本公司之關連人士，而收購構成本公司一項關連交易。

除上文所述外，根據上市規則，本公司於本年度內概無須予披露之非豁免關連交易或非豁免持續關連交易。

於截至二零零七年十二月三十一日止年度綜合財務報表內之附註55有關「關連人士交易」，就收購一間附屬公司而支付聯營公司之代價20,000,000港元乃指上述關連交易。

除上文所述外，根據上市規則，截至二零零七年十二月三十一日止年度綜合財務報表內附註55所披露之「關連人士交易」並無構成須予披露的非豁免關連交易或非豁免持續關連交易。

就上述「關連人士交易」構成根據上市規則所界定之關連交易，本公司已於本年度內遵守上市規則第14A章的有關規定。

## Directors' Report

### SERVICE CONTRACTS OF DIRECTORS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

### GROUP BORROWINGS AND INTEREST CAPITALISED

Details of bank loans and other loans repayable within one year or on demand are shown in the consolidated balance sheet. Details of long-term secured bank loans and other loans are shown in note 41 to the consolidated financial statements.

Interest capitalised during the Year by the Group amounted to HK\$101,012,000 (2006: HK\$148,342,000).

### RETIREMENT BENEFIT SCHEMES

The Group operates two retirement benefit schemes:

- (1) the provident fund scheme as defined in the Occupational Retirement Schemes Ordinance, Chapter 426 of the laws of Hong Kong, (the "ORSO Scheme"); and
- (2) the provident fund scheme as defined in the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the laws of Hong Kong (the "MPF Scheme").

Both the ORSO Scheme and the MPF Scheme were defined contribution schemes and the assets of both schemes were managed by their respective trustees accordingly.

## 董事會報告書

### 董事服務合約

本公司或其任何附屬公司並無與董事簽訂任何一年內若由僱主終止合約時須作出賠償(法定賠償除外)之服務合約。

### 集團借貸及撥充資本之利息

須於一年內或按通知償還之銀行貸款及其他貸款之詳情載於綜合資產負債表。有抵押的長期銀行貸款及其他貸款之詳情載於綜合財務報表附註41。

本集團於本年度撥充資本之利息為 101,012,000 港元(二零零六年：148,342,000 港元)。

### 退休金計劃

本集團推行兩項退休金計劃：

- (1) 香港法例第426章職業退休計劃條例所界定之公積金計劃(「職業退休計劃」); 及
- (2) 香港法例第485章強制性公積金計劃條例所界定之公積金計劃(「強積金計劃」)。

職業退休計劃及強積金計劃均為界定供款計劃，該等計劃之資產乃由各自之受託人管理。

## Directors' Report

### RETIREMENT BENEFIT SCHEMES (cont'd)

The ORSO Scheme was available to the Group's full-time permanent staff employed in Hong Kong before 1st December, 2000. Contributions to the ORSO Scheme were made by the Group at 5%, 7.5% or 10% based on the staff's basic salary depending on the length of service. Staff members were entitled to 100% of the Group's contributions together with accrued returns after completing 10 years of service or more, or attaining the retirement age, or were entitled at a reduced scale between 30% to 90% of the Group's contributions after completing a period of service of at least 3 years but less than 10 years. The ORSO Scheme allowed any forfeited contributions (made by the Group for any staff member who subsequently left the ORSO Scheme prior to vesting fully in such contributions) to be used by the Group to offset the current level of contributions of the Group.

The MPF Scheme was available to all employees aged 18 to 64 and with at least 60 days of service under the employment of the Group in Hong Kong. Contributions were made by the Group at 5% based on the staff's relevant income. The maximum relevant income for contribution purpose is HK\$20,000 per month. Staff members were entitled to 100% of the Group's contributions together with accrued returns irrespective of their length of service with the Group, but the benefits were required by law to be preserved until the retirement age of 65.

In order to provide similar benefits to those who joined the MPF Scheme and the ORSO Scheme, the Group provided an additional portion (the "Top-up Portion") for those who joined the MPF Scheme. The purpose of the Top-up Portion is to match up the benefits of the MPF Scheme with that of the ORSO Scheme by providing those staff under the MPF Scheme with basic salary over HK\$20,000 and/or years of service over 5. Contributions to the Top-up Portion were made by the Group at 5%, 7.5% or 10% of the staff's basic salary less the Group's mandatory contribution under the MPF as mentioned above.

The Group's total cost for the schemes charged to consolidated income statement for the year ended 31st December, 2007 amounted to approximately HK\$4,465,000 (2006: HK\$3,990,000). In addition, an amount of forfeited employer's contributions for the ORSO Scheme amounted to approximately HK\$197,000 (2006: HK\$473,000) was utilised towards reducing the Group's contributions during the Year.

## 董事會報告書

### 退休金計劃(續)

職業退休計劃可供於二零零零年十二月一日前在香港受僱之本集團全職長期僱員參加。本集團乃根據僱員之基本薪金按其服務年期，作出5%、7.5%或10%之供款。僱員於服務滿10年或以上或到退休年齡時方可取得100%本集團供款連同應計回報，而服務年期滿3年但不足10年之僱員則可按遞減比例取得30%至90%本集團供款。職業退休計劃容許本集團將任何已沒收供款(即本集團就任何可獲得全部供款前退出職業退休計劃之僱員而作出之供款)用以抵銷本集團現有之供款水平。

強積金計劃可供所有18至64歲受僱於香港最少60日之本集團僱員參加。本集團根據僱員之有關入息作出5%之供款。就供款而言，有關入息上限為每月20,000港元。不論其於本集團之服務年期，僱員均可取得100%本集團供款連同應計回報，惟根據法例，有關利益將保留至退休年齡65歲方可領取。

為了向參加強積金計劃及職業退休計劃之僱員提供相近之福利，本集團為參加強積金計劃之僱員提供額外部分(「補足部分」)。補足部分之目的向基本月薪逾20,000港元及或服務年期逾5年之僱員提供與職業退休計劃相近之福利。本集團將根據僱員基本薪金之5%、7.5%或10%減本集團根據上述強積金計劃作出之強制性供款而作出補足部分之供款。

本集團於截至二零零七年十二月三十一日止年度就該等計劃於綜合收益表扣除之總費用約為4,465,000港元(二零零六年: 3,990,000港元)。此外，就職業退休計劃之已沒收僱主供款約197,000港元(二零零六年: 473,000港元)已於本年度內用作削減本集團之供款。

## Directors' Report

### MAJOR SUPPLIERS AND CUSTOMERS

The five largest customers and suppliers of the Group amounted to less than 30% of the total turnover and purchases to the Group during the Year.

At no time during the Year did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors own more than 5% of the Company's share capital) have an interest in any of the Group's five largest customers and suppliers.

### PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company had maintained the prescribed amount of public float during the Year and up to the date of this report as required under the Listing Rules.

### AUDITORS

The consolidated financial statements for the Year were audited by Messrs. HLB Hodgson Impey Cheng ("HLB") who would retire at the conclusion of the forthcoming annual general meeting, and being eligible, offer themselves for re-appointment. A resolution will be proposed to the shareholders at the forthcoming annual general meeting to re-appoint HLB as the auditors of the Company.

There have been no other changes of auditors in the past three years except for Messrs. Deloitte Touche Tohmatsu resigned and HLB was appointed as the auditors of the Company in November 2006.

On behalf of the Board

**Joseph Lau, Luen-hung**

Chairman

Hong Kong, 7th March, 2008

## 董事會報告書

### 主要供應商及客戶

本集團五大客戶及供應商於本年度內佔本集團之營業及購貨總額分別少於30%。

董事、董事之聯繫人士或本公司股東(據董事所知擁有本公司股本超過5%)概無於本年度內任何時候於本集團五大客戶及供應商之中擁有權益。

### 公眾持股量

根據本公司得悉的公開資料及董事所知悉,本公司於本年度內及截至本報告日期已按上市規則規定維持規定之公眾持股量。

### 核數師

本年度之綜合財務報表由國衛會計師事務所(「國衛」)審核。該會計師行將於即將舉行之股東週年大會結束時任滿告退,惟合資格並願意膺聘連任。於即將舉行之股東週年大會上,將就續聘國衛為本公司核數師向股東提呈一項決議案。

除於二零零六年十一月德勤·關黃陳方會計師行辭任本公司之核數師及國衛獲委任為本公司之核數師外,本公司在過去三年間並無出現其他核數師更換。

代表董事會

主席

劉鑾雄

香港, 二零零八年三月七日



## Independent Auditors' Report



國衛會計師事務所  
Hodgson Impey Cheng

Chartered Accountants  
Certified Public Accountants

### TO THE SHAREHOLDERS OF CHINESE ESTATES HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Chinese Estates Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 59 to 161 which comprise the consolidated balance sheet as at 31st December, 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITORS' RESPONSIBILITY

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

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

## 獨立核數師報告書

31/F, Gloucester Tower	香港
The Landmark	中環
11 Pedder Street	畢打街11號
Central	置地廣場
Hong Kong	告羅士打大廈31樓

### 致 CHINESE ESTATES HOLDINGS LIMITED 股東

(於百慕達註冊成立之有限公司)

吾等已審核第59頁至第161頁所載CHINESE ESTATES HOLDINGS LIMITED(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括於二零零七年十二月三十一日之綜合資產負債表、截至該日止年度之綜合收益表、綜合股本權益變動表及綜合現金流量表,以及主要會計政策概要及其他說明附註。

### 董事編製綜合財務報表之責任

貴公司董事須遵照香港會計師公會頒布之香港財務報告準則以及香港公司條例之披露規定,負責編製並真實公平地呈列此等綜合財務報表。此責任包括設計、實行及維持與編製並真實公平地呈列綜合財務報表有關之內部監控,以確保其並無重大錯誤陳述(不論其由欺詐或錯誤引起);選擇及應用適當會計政策;並在不同情況下作出合理之會計估算。

### 核數師之責任

吾等負責根據吾等之審核結果對綜合財務報表發表意見。本報告謹按照百慕達公司法第90條而僅向閣下編製,並不作其他用途。吾等不會就報告內容而向任何其他人士負責或承擔法律責任。

吾等按照香港會計師公會頒布之香港核數準則進行審核工作。該等準則要求吾等在策劃和進行審核工作時須符合道德規範,使吾等能就綜合財務報表是否存有重要錯誤陳述作合理之確定。

## Independent Auditors' Report

### AUDITORS' RESPONSIBILITY (cont'd)

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

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

### OPINION

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

#### HLB Hodgson Impey Cheng

Chartered Accountants  
Certified Public Accountants

Hong Kong, 7th March, 2008

## 獨立核數師報告書

### 核數師之責任(續)

審核範圍包括進行程序以取得與綜合財務報表所載數額及披露事項有關之審核憑證。選用之程序須視乎核數師之判斷，包括評估綜合財務報表之重大錯誤陳述(不論其由欺詐或錯誤引起)之風險。在作出該等風險評估時，核數師將考慮與公司編製並真實公平地呈列綜合財務報表有關之內部監控，以為不同情況設計適當審核程序，但並非旨在就公司內部監控是否有效表達意見。審核範圍亦包括評估所用會計政策之恰當性，董事所作會計估算之合理性，並就綜合財務報表之整體呈列方式作出評估。

吾等相信，就提出審核意見而言，吾等所獲審核憑證屬充分恰當。

### 意見

吾等認為，根據香港財務報告準則，綜合財務報表真實公平地反映 貴集團於二零零七年十二月三十一日之財務狀況以及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露要求妥為編製。

國衛會計師事務所  
英國特許會計師  
香港執業會計師

香港，二零零八年三月七日

## Consolidated Income Statement

For the year ended 31st December, 2007

## 綜合收益表

截至二零零七年十二月三十一日止年度

			2007	2006
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
Turnover	營業額	7	<b>8,446,865</b>	4,763,789
Cost of sales	銷售成本		<b>(6,510,325)</b>	(3,840,040)
Gross profit	毛利		<b>1,936,540</b>	923,749
Other income	其他收入	9	<b>32,256</b>	30,742
Investment income, net	投資收入淨額	10	<b>1,399,071</b>	833,235
Administrative expenses	行政開支		<b>(229,125)</b>	(186,599)
Other expenses	其他開支	11	<b>(9,804)</b>	(252)
Gain on disposals of property and other fixed assets	出售物業及其他 固定資產之收益		<b>3,109</b>	1,352
Gain (loss) on disposals of investment properties	出售投資物業 之收益(虧損)		<b>1,776</b>	(722)
Fair value changes on investment properties	投資物業之公平值變動	21	<b>6,421,788</b>	6,921,971
Impairment loss recognised in respect of stock of properties	有關物業存貨之 減值虧損確認	36	-	(200,000)
Finance costs	財務費用	14	<b>(575,424)</b>	(453,519)
Other gains and losses, net	其他收益及虧損淨額	15	<b>(71,653)</b>	57,887
Share of results of associates	攤佔聯營公司業績		<b>601,431</b>	1,135,167
Profit before tax	除稅前溢利		<b>9,509,965</b>	9,063,011
Income tax expense	所得稅開支	18	<b>(1,177,097)</b>	(1,505,924)
Profit for the year	本年度溢利	13	<b>8,332,868</b>	7,557,087
Attributable to:	應佔本年度溢利：			
Equity holders of the parent	母公司之股本權益持有人		<b>8,195,857</b>	7,477,345
Minority interests	少數股東權益		<b>137,011</b>	79,742
			<b>8,332,868</b>	7,557,087
Dividends	股息	19	<b>715,238</b>	535,637
Earnings per share (HK\$)	每股盈利(港幣)	20		
Basic	基本		<b>3.599</b>	3.392
Diluted	攤薄		<b>3.599</b>	3.332

All of the Company's operations are classed as continuing.

本公司之所有業務乃持續經營之業務。

The accompanying notes form an integral part of these consolidated financial statements.

財務報表附註乃綜合財務報表的一部分。

## Consolidated Balance Sheet

At 31st December, 2007

## 綜合資產負債表

於二零零七年十二月三十一日

			2007	2006
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment properties	投資物業	21	<b>38,498,440</b>	31,771,870
Property and other fixed assets	物業及其他固定資產	22	<b>101,846</b>	81,357
Properties under development	發展中物業	23	<b>33,548</b>	-
Prepaid lease payments	預付租賃款項	24	<b>1,417,631</b>	249,497
Property interests held for future development	持作日後發展之物業權益	25	-	-
Intangible assets	無形資產	26	<b>12,870</b>	-
Goodwill	商譽	27	-	-
Interests in associates	聯營公司權益	28	<b>1,210,936</b>	1,396,351
Advances to associates	墊付聯營公司款項	29	<b>1,352,741</b>	931,661
Available-for-sale investments	待售投資	30	<b>11,916,268</b>	8,532,632
Equity-linked note	股票掛鈎票據	33	-	147,827
Advances to investee companies	墊付接受投資公司款項	32(a)	<b>310,055</b>	1,518
Loans receivable, due after one year	應收貸款 - 一年後到期	34	<b>61,300</b>	63,079
Deferred tax assets	遞延稅項資產	45	<b>66,574</b>	73,647
Advance to a minority shareholder	墊付一名少數股東款項	32(b)	<b>9,527</b>	9,436
Pledged deposits	抵押存款	35(a)	<b>79,217</b>	71,606
			<b>55,070,953</b>	43,330,481
<b>Current assets</b>	<b>流動資產</b>			
Stock of properties	物業存貨	36	<b>3,781,462</b>	4,851,504
Investments held-for-trading	持作買賣之投資	31	<b>367,753</b>	142,218
Equity-linked note	股票掛鈎票據	33	<b>101,516</b>	75,725
Loans receivable, due within one year	應收貸款 - 一年內到期	34	<b>586</b>	224
Inventories for cosmetic products	化妝品存貨	37	<b>1,425</b>	-
Debtors, deposits and prepayments	應收賬項、按金 及預付款項	39	<b>299,433</b>	364,749
Securities trading receivables and deposits	應收證券交易賬項及存款	35(b)	<b>309,766</b>	276,829
Tax recoverable	可收回稅項		<b>536</b>	4,083
Pledged deposits	抵押存款	35(a)	<b>406,492</b>	1,014,351
Time deposits, bank balances and cash	定期存款、銀行結餘 及現金	35(c)	<b>6,167,845</b>	7,034,820
Presale proceeds held by stakeholders	保管人所持預售所得款項		<b>206,540</b>	530,005
			<b>11,643,354</b>	14,294,508
Asset classified as held for sale	列為持作出售之資產	12	-	9,338
			<b>11,643,354</b>	14,303,846



## Consolidated Balance Sheet

At 31st December, 2007

## 綜合資產負債表

於二零零七年十二月三十一日

			2007	2006
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
<b>Current liabilities</b>	<b>流動負債</b>			
Derivative financial instruments	衍生金融工具	38	<b>50,851</b>	168,644
Creditors and accruals	應付賬項及應計款項	40	<b>295,766</b>	452,544
Securities trading and margin payable	應付證券交易賬項 及保證金		<b>284,165</b>	191,206
Deposits and receipts in advance	按金及預先收取款項		<b>297,085</b>	761,900
Tax liabilities	稅項負債		<b>230,827</b>	88,662
Borrowings – due within one year	借貸 - 一年內到期	41	<b>2,949,269</b>	11,004,204
Provisions	撥備	42	<b>16,017</b>	16,017
			<b>4,123,980</b>	12,683,177
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>7,519,374</b>	1,620,669
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>62,590,327</b>	44,951,150
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Financial guarantee liabilities	財務擔保負債		<b>618</b>	328
Borrowings – due after one year	借貸 - 一年後到期	41	<b>9,380,589</b>	3,709,340
Convertible bonds	可換股債券	43	–	279,689
Amounts due to associates	欠負聯營公司款項	44	<b>8,941</b>	13,732
Amounts due to minority shareholders	欠負少數股東款項	44	<b>90,059</b>	523,489
Deferred tax liabilities	遞延稅項負債	45	<b>5,444,587</b>	4,461,938
			<b>14,924,794</b>	8,988,516
<b>Total assets and liabilities</b>	<b>資產與負債總額</b>		<b>47,665,533</b>	35,962,634
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	46	<b>230,044</b>	225,981
Reserves	儲備		<b>46,931,594</b>	35,306,717
<b>Equity attributable to equity holders of the parent</b>	<b>母公司股本權益持有人的應佔股本權益</b>		<b>47,161,638</b>	35,532,698
<b>Minority interests</b>	<b>少數股東權益</b>		<b>503,895</b>	429,936
<b>Total equity</b>	<b>股本權益總額</b>		<b>47,665,533</b>	35,962,634

Approved and authorised for issue by the Board of Directors on 7th March, 2008 and signed on its behalf by:

已獲董事會於二零零八年三月七日批准及授權發布，並由下列董事代表董事會簽署。

**Joseph Lau, Luen-hung**  
Director

劉鑾雄  
董事

**Lau, Ming-wai**  
Director

劉鳴煒  
董事

The accompanying notes form an integral part of these consolidated financial statements.

財務報表附註乃綜合財務報表的一部分。

## Consolidated Statement of Changes in Equity

For the year ended 31st December, 2007

## 綜合股本權益變動表

截至二零零七年十二月三十一日止年度

## Attributable to equity holders of the parent

母公司股本權益持有人應佔股本權益

		Convertible		Securities investments	Statutory reserve	Other reserve	Capital redemption			Minority interests	Total equity		
		Share capital	Share premium				bonds-equity reserve	Special reserve	reserve			Retained profits	Total
		股本	股份溢價	可換股債券權益儲備	證券投資儲備	法定儲備	其他儲備	特別儲備	資本贖回儲備	保留溢利	總額	少數股東權益	股本權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st January, 2006	於二零零六年一月一日	209,151	2,007,667	234,941	580,658	-	(78,375)	2,499,685	96,597	17,751,196	23,301,520	401,177	23,702,697
Share of associates' reserve movements during the year	攤佔聯營公司年度儲備變動	-	-	-	10,110	-	38,500	-	-	-	48,610	-	48,610
Realisation of associates' reserve	聯營公司儲備變現	-	-	-	-	-	4,673	-	-	(4,673)	-	-	-
Gains on fair value changes of available-for-sale investments	待售投資公平值變動收益	-	-	-	4,170,862	-	-	-	-	-	4,170,862	-	4,170,862
PRC statutory reserve	中國法定儲備	-	-	-	-	728	-	-	-	-	728	-	728
Exchange adjustments	匯兌調整	-	-	-	-	-	-	-	-	1,510	1,510	-	1,510
Net income (expense) recognised directly in equity	直接於股本權益中確認之淨收入(支出)	-	-	-	4,180,972	728	43,173	-	-	(3,163)	4,221,710	-	4,221,710
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	7,477,345	7,477,345	79,742	7,557,087
Total recognised income for the year	年內確認總收入	-	-	-	4,180,972	728	43,173	-	-	7,474,182	11,699,055	79,742	11,778,797
Acquisition of additional interests in subsidiaries	增購附屬公司權益	-	-	-	-	-	-	-	-	-	-	(265)	(265)
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	23	23
Deemed contribution from minority interests	視作少數股東權益注資	-	-	-	-	-	-	-	-	-	-	(46,779)	(46,779)
Issue of ordinary shares from conversion of convertible bonds	按可換股債券轉換發行普通股	14,595	1,041,710	(179,506)	-	-	-	-	-	-	876,799	-	876,799
Cancellation on repurchase of own shares	贖回及注銷本身股份	(1,765)	(163,627)	-	-	-	-	-	1,765	-	(163,627)	-	(163,627)
Issue of shares in lieu of 2005 final cash dividend	發行股份代替二零零五年末期現金股息	1,753	-	-	-	-	-	-	-	-	1,753	-	1,753
Premium on issue of shares upon 2005 final scrip dividend	就二零零五年末期以股代息所發行股份之溢價	-	156,886	-	-	-	-	-	-	-	156,886	-	156,886
Issue of shares in lieu of 2006 interim cash dividend	發行股份代替二零零六年中期現金股息	2,247	-	-	-	-	-	-	-	-	2,247	-	2,247
Premium on issue of shares upon 2006 interim scrip dividend	就二零零六年中期以股代息所發行股份之溢價	-	193,702	-	-	-	-	-	-	-	193,702	-	193,702
Dividend paid to minority shareholders	派付少數股東之股息	-	-	-	-	-	-	-	-	-	-	(3,962)	(3,962)
Final dividend paid	已付末期股息	-	-	-	-	-	-	-	-	(266,767)	(266,767)	-	(266,767)
Interim dividend paid	已付中期股息	-	-	-	-	-	-	-	-	(268,870)	(268,870)	-	(268,870)
At 31st December, 2006	於二零零六年十二月三十一日	225,981	3,236,338	55,435	4,761,630	728	(35,202)	2,499,685	98,362	24,689,741	35,532,698	429,936	35,962,634
Share of associates' reserve movements during the year	攤佔聯營公司年度儲備變動	-	-	-	(17,445)	-	26,071	-	-	-	8,626	-	8,626
Gains on fair value changes of available-for-sale investments (Note 2)	待售投資公平值變動收益(附註2)	-	-	-	4,483,414	-	-	-	-	-	4,483,414	-	4,483,414
PRC statutory reserve	中國法定儲備	-	-	-	-	1,447	-	-	-	-	1,447	-	1,447
Exchange adjustments	匯兌調整	-	-	-	-	-	-	-	-	132,509	132,509	-	132,509
Net income recognised directly in equity	直接於股本權益中確認之淨收入	-	-	-	4,465,969	1,447	26,071	-	-	132,509	4,625,996	-	4,625,996
Transfer to income statement on disposals of available-for-sale investments	出售待售投資時轉撥至收益表	-	-	-	(890,662)	-	-	-	-	-	(890,662)	-	(890,662)
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	8,195,857	8,195,857	137,011	8,332,868
Total recognised income for the year	年內確認總收入	-	-	-	3,575,307	1,447	26,071	-	-	8,328,366	11,951,191	137,011	12,068,202

## Consolidated Statement of Changes in Equity

For the year ended 31st December, 2007

## 綜合股本權益變動表

截至二零零七年十二月三十一日止年度

Attributable to equity holders of the parent

母公司股本權益持有人應佔股本權益

	Convertible		Securities investments	Statutory reserve	Other reserve	Special reserve	Capital redemption		Minority interests	Total equity		
	Share capital	Share premium					bonds- equity reserve	reserve			reserve	reserve
	股本	股份溢價	可換股債券 權益儲備	證券 投資儲備	法定儲備	其他儲備	特別儲備	資本 贖回儲備	保留溢利	總額	少數股東 權益	股本權益 總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Deemed contribution from minority interests											1,717	1,717
Disposal of a subsidiary											(64,769)	(64,769)
Issue of ordinary shares from conversion of convertible bonds	57	4,106	(687)							3,476		3,476
Conversion of convertible bonds by cash settlement			(54,748)							(54,748)		(54,748)
Issue of shares in lieu of 2006 final cash dividend	2,383									2,383		2,383
Premium on issue of shares upon 2006 final scrip dividend		274,711								274,711		274,711
Issue of shares in lieu of 2007 interim cash dividend	1,623									1,623		1,623
Premium on issue of shares upon 2007 interim scrip dividend		185,542								185,542		185,542
Final dividend paid									(406,869)	(406,869)		(406,869)
Interim dividend paid									(308,369)	(308,369)		(308,369)
<b>At 31st December, 2007</b>	<b>230,044</b>	<b>3,700,697</b>	<b>-</b>	<b>8,336,937</b>	<b>2,175</b>	<b>(9,131)</b>	<b>2,499,685</b>	<b>98,362</b>	<b>32,302,869</b>	<b>47,161,638</b>	<b>503,895</b>	<b>47,665,533</b>

Notes:

- The other reserve represented the share of an associate's reserve of the Group, which included the release of the negative reserve upon the disposals of the relevant properties and negative reserve of imputed interest on amount due to the Group of approximately HK\$26,069,000 and HK\$2,000 respectively during the year.
- The gains on fair value changes of available-for-sale investments included the gains on fair value changes of listed securities investments of approximately HK\$4,505,768,000.

附註：

- 其他儲備指攤佔本集團一間聯營公司之儲備，包括年內出售有關物業時撥回負債儲備及就欠負本集團款項之名義利息負債儲備分別約26,069,000港元及2,000港元。
- 待售投資公平值變動收益包括約4,505,768,000港元之上市證券投資公平值變動收益。

The accompany notes form an integral part of these consolidated financial statements.

財務報表附註乃綜合財務報表的一部分。

## Consolidated Cash Flow Statement

For the year ended 31st December, 2007

## 綜合現金流量表

截至二零零七年十二月三十一日止年度

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
<b>Operating activities</b>	<b>經營業務</b>		
Profit before tax	除稅前溢利	<b>9,509,965</b>	9,063,011
Adjustments for:	因下列事項之調整：		
Depreciation of property and other fixed assets	物業及其他固定資產折舊	<b>16,090</b>	14,235
Amortisation of intangible assets	無形資產攤銷	<b>1,430</b>	-
Amortisation of prepaid lease payments	預付租賃款項攤銷	<b>609</b>	609
Interest expenses	利息支出	<b>553,820</b>	388,695
Imputed interest expenses	名義利息支出	<b>5,056</b>	38,898
Interest income	利息收入	<b>(227,292)</b>	(461,315)
Imputed interest income	名義利息收入	<b>(33,073)</b>	(60,284)
Realised (gain) loss on derivative financial instruments	衍生金融工具之已變現 (收益)虧損	<b>(65,868)</b>	59,940
Gain on disposals of United States currency treasury bills	出售美國貨幣國庫 債券收益	-	(11,968)
Impairment loss recognised in respect of accounts receivable	就應收賬款確認 之減值虧損	-	38
Dividend income from listed and unlisted investments	上市及非上市投資 股息收入	<b>(155,741)</b>	(153,343)
Impairment loss recognised in respect of stock of properties	就物業存貨確認之減值 虧損	-	200,000
Impairment loss recognised in respect of available-for-sale investments	就待售投資確認之減值虧損	<b>120</b>	-
Unrealised loss (gain) on equity-linked notes	股票掛鈎票據之未變現 虧損(收益)	<b>46,311</b>	(2,366)
Unrealised gain on investments held-for-trading	持作買賣之投資之未變現收益	<b>(20,372)</b>	(5,066)
Unrealised (gain) loss on derivative financial instruments	衍生金融工具之未變現(收益) 虧損	<b>(51,925)</b>	16,555
Income from providing financial guarantee	提供財務擔保之收入	-	(455)
Impairment loss reversed in respect of advances to associates	就墊付聯營公司款項 撥回之減值虧損	<b>(1,719)</b>	(897)
Impairment loss recognised in respect of advance to an associate	就墊付一間聯營公司款項 確認之減值虧損	<b>1,884</b>	13,474
Impairment loss reversed in respect of interest in an associate	就一間聯營公司權益撥回之 減值虧損	<b>(1,378)</b>	-
Transfer from equity on disposals of available-for-sale investments	出售待售投資時由股本權益 轉撥	<b>(888,684)</b>	(233,012)
Gain on deemed disposal of interest in an associate	視作出售一間聯營公司 權益收益	<b>(5,103)</b>	-
(Gain) loss on disposals of investment properties	出售投資物業(收益)虧損	<b>(1,776)</b>	722
Gain on disposals of property and other fixed assets	出售物業及其他固定 資產之收益	<b>(3,109)</b>	(1,352)
Gain on disposal of an associate	出售一間聯營公司收益	-	(70,366)
Share of results of associates	攤佔聯營公司業績	<b>(601,431)</b>	(1,135,167)
Fair value changes on investment properties	投資物業之公平值變動	<b>(6,421,788)</b>	(6,921,971)
Discount on acquisition of a subsidiary	收購一間附屬公司折讓	<b>(624)</b>	-
Loss on conversion of convertible bonds by cash settlement	以現金結算方式兌換 可換股債券之虧損	<b>236,705</b>	-
Gain on disposal of a subsidiary	出售一間附屬公司收益	<b>(158,212)</b>	-



## Consolidated Cash Flow Statement

For the year ended 31st December, 2007

## 綜合現金流量表

截至二零零七年十二月三十一日止年度

	Notes 附註	2007 HK\$'000 千港元	2006 HK\$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	<b>1,733,895</b>	738,615
Decrease in stock of properties	物業存貨減少	<b>2,240,217</b>	5,345
Decrease in loans receivable	應收貸款減少	<b>1,417</b>	27,739
Decrease in inventories for cosmetic products	化妝品存貨減少	<b>130</b>	-
Decrease (increase) in debtors, deposits and prepayments	應收賬項、按金及預付款項減少(增加)	<b>59,645</b>	(181,215)
(Increase) decrease in investments held-for-trading	持作買賣之投資(增加)減少	<b>(205,163)</b>	1,102,274
Decrease in equity-linked notes	股票掛鈎票據減少	<b>75,725</b>	3,207,304
(Increase) decrease in securities trading receivables and deposits	應收證券交易賬項及存款(增加)減少	<b>(32,937)</b>	77,458
Decrease (increase) in presale proceeds held by stakeholders	保管人所持預售所得款項減少(增加)	<b>323,465</b>	(530,005)
Decrease in creditors and accruals	應付賬項及應計款項減少	<b>(154,802)</b>	(1,061,131)
Increase in securities trading and margin payable	應付證券交易賬項及保證金增加	<b>92,959</b>	179,886
(Decrease) increase in deposits and receipts in advance	按金及預先收取款項(減少)增加	<b>(456,397)</b>	526,717
Decrease in provisions	撥備減少	<b>-</b>	(8,427)
Cash generated from operating activities	來自經營業務之現金	<b>3,678,154</b>	4,084,560
Net Hong Kong profits tax paid	已付香港利得稅淨額	<b>(39,414)</b>	(31,063)
<b>Net cash generated from operating activities</b>	來自經營業務之現金淨額	<b>3,638,740</b>	4,053,497
<b>Investing activities</b>	投資業務		
Dividend received from listed and unlisted investments	上市及非上市投資之已收股息	<b>155,741</b>	153,343
Dividend received from associates	聯營公司之已收股息	<b>872,085</b>	566,329
Interest received	已收利息	<b>227,292</b>	461,315
Purchases of investment properties	購買投資物業	<b>(405,793)</b>	(417,206)
Purchases of property and other fixed assets	購買物業及其他固定資產	<b>(38,614)</b>	(26,795)
Payments for properties under development	支付發展中物業款項	<b>(8,370)</b>	(26,384)
Payments for prepaid lease payments	支付預付租賃款項	<b>(1,137,834)</b>	-
Payments for stock of properties	支付物業存貨款項	<b>(1,118,222)</b>	(1,124,173)
Proceeds on disposals of investment properties	出售投資物業所得款項	<b>76,525</b>	72,802
Proceeds on disposals of property and other fixed assets	出售物業及其他固定資產所得款項	<b>5,304</b>	1,963
Realised gain on United States currency treasury bills	美國貨幣國庫債券之變現收益	<b>-</b>	11,968
Proceeds from disposals of available-for-sale investments	出售待售投資所得款項	<b>1,660,313</b>	1,522,571
Purchases of available-for-sale investments	購買待售投資	<b>(562,443)</b>	(2,230,197)
Proceeds on disposal of an associate	出售一間聯營公司所得款項	<b>-</b>	636,475
Acquisition of a subsidiary (net cash and cash equivalents acquired)	收購一間附屬公司(扣除購入之現金及現金等值項目)	<b>(17,088)</b>	(383,243)
Proceeds on disposal of a subsidiary	出售一間附屬公司所得款項	<b>82,152</b>	-
Acquisition of additional interest in a subsidiary	收購一間附屬公司之額外權益	<b>-</b>	(4,227)
Advances to associates	墊付聯營公司款項	<b>(434,299)</b>	-
Repayment from an investee company	一間接受投資公司還款	<b>1,188</b>	432
Advance to an investee company	墊付一間接受投資公司款項	<b>(309,725)</b>	-
Decrease in United States currency treasury bills	美國貨幣國庫債券減少	<b>-</b>	493,870
Decrease (increase) in pledged deposits	抵押存款減少(增加)	<b>600,248</b>	(961,425)
<b>Net cash used in investing activities</b>	用於投資業務之現金淨額	<b>(351,540)</b>	(1,252,582)

## Consolidated Cash Flow Statement

For the year ended 31st December, 2007

## 綜合現金流量表

截至二零零七年十二月三十一日止年度

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
<b>Financing activities</b>	融資業務		
Dividends paid	已付股息	<b>(250,979)</b>	(181,093)
Interest paid	已付利息	<b>(553,820)</b>	(388,695)
Advances from associates	聯營公司之墊款	<b>25,458</b>	730,838
New bank loans and other loans raised	新借銀行貸款及其他貸款	<b>2,496,812</b>	7,470,308
Repayments of bank loans and other loans	償還銀行貸款及其他貸款	<b>(4,880,497)</b>	(4,510,817)
Repurchase of own shares	購回本身股份	-	(163,627)
Advances from minority shareholders	少數股東之墊款	<b>7,509</b>	139,734
Repayments to minority shareholders	償還少數股東款項	<b>(442,064)</b>	-
Proceeds from share placing	配售股份所得款項	-	44
Conversion of convertible bonds by cash settlement	以現金方式兌換可換股債券	<b>(571,717)</b>	-
<b>Net cash (used in) generated from financing activities</b>	(用於)來自融資業務之現金淨額	<b>(4,169,298)</b>	3,096,692
<b>Net (decrease) increase in cash and cash equivalents</b>	現金及現金等值項目 (減少)增加淨額	<b>(882,098)</b>	5,897,607
<b>Cash and cash equivalents at 1st January</b>	於一月一日之現金及現金等值項目	<b>7,034,820</b>	1,136,267
<b>Effect of foreign exchange rate changes</b>	匯率變動之影響	<b>15,123</b>	946
<b>Cash and cash equivalents at 31st December</b>	於十二月三十一日之現金及現金等值項目	<b>6,167,845</b>	7,034,820
<b>Analysis of the balances of cash and cash equivalents</b>	現金及現金等值項目 結餘分析		
Time deposits, bank balances and cash	定期存款、銀行結餘及現金	<b>6,167,845</b>	7,034,820

The accompany notes form an integral part of these consolidated financial statements.

財務報表附註乃綜合財務報表的一部分。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 1. GENERAL INFORMATION

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

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Group and all values are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The Company's principal activity is investment holding and the principal activities of its principal subsidiaries and associates are set out in Notes 56 and 57 respectively.

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (the "HKFRSs")

In the current year, the Group has applied, for the first time, the following new standard, amendment and interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), which are effective for the Group's financial year beginning on 1st January, 2007.

HKAS 1 (Amendment)	Capital Disclosures <sup>1</sup>
HKFRS 7	Financial Instruments: Disclosures <sup>1</sup>
HK(IFRIC) – Int 7	Applying the Restatement Approach under HKAS 29 <i>Financial Reporting in Hyperinflationary Economies</i> <sup>2</sup>
HK(IFRIC) – Int 8	Scope of HKFRS 2 <sup>3</sup>
HK(IFRIC) – Int 9	Reassessment of Embedded Derivatives <sup>4</sup>
HK(IFRIC) – Int 10	Interim Financial Reporting and Impairment <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st January, 2007

<sup>2</sup> Effective for annual periods beginning on or after 1st March, 2006

<sup>3</sup> Effective for annual periods beginning on or after 1st May, 2006

<sup>4</sup> Effective for annual periods beginning on or after 1st June, 2006

<sup>5</sup> Effective for annual periods beginning on or after 1st November, 2006

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 1. 一般資料

本公司為一間於百慕達註冊成立為受豁免有限公司之公眾上市公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處及主要業務地點之地址載於本年報之公司資料中。

此綜合財務報表以港元呈列，港元亦為本集團之功能貨幣，且除另有說明外，所有價值均四捨五入至最接近之千位數(千港元)。

本公司之主要業務為投資控股，而其主要附屬公司及聯營公司之主要業務分別載於附註56及57。

### 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度，本集團首次應用下列由香港會計師公會(「香港會計師公會」)頒布之新準則、修訂及詮釋(「新香港財務報告準則」)，該等準則均於本集團於二零零七年一月一日開始之財政年度生效。

香港會計準則 第1號(修訂本)	股本披露 <sup>1</sup>
香港財務報告 準則第7號	金融工具：披露 <sup>1</sup>
香港(國際財務報告 詮釋委員會) - 詮釋第7號	根據香港會計準則第 29號惡性通貨膨脹 經濟體中之財務 報告採用重列法 <sup>2</sup>
香港(國際財務報告 詮釋委員會) - 詮釋第8號	香港財務報告準則 第2號之範圍 <sup>3</sup>
香港(國際財務報告 詮釋委員會) - 詮釋第9號	重新評估內含 衍生工具 <sup>4</sup>
香港(國際財務報告 詮釋委員會) - 詮釋第10號	中期財務報告 及減值 <sup>5</sup>

<sup>1</sup> 於二零零七年一月一日或之後開始之年度期間生效

<sup>2</sup> 於二零零六年三月一日或之後開始之年度期間生效

<sup>3</sup> 於二零零六年五月一日或之後開始之年度期間生效

<sup>4</sup> 於二零零六年六月一日或之後開始之年度期間生效

<sup>5</sup> 於二零零六年十一月一日或之後開始之年度期間生效

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (the "HKFRSs") (cont'd)

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

The Group has applied the disclosure requirements under HKAS 1 (Amendment) and HKFRS 7 retrospectively. Certain information presented in prior year under the requirements of HKAS 32 has been removed and the relevant comparative information based on the requirements of HKAS 1 (Amendment) and HKFRS 7 has been presented for the first time in the current year.

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

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

<sup>1</sup> Effective for annual periods beginning on or after 1st January, 2009

<sup>2</sup> Effective for annual periods beginning on or after 1st March, 2007

<sup>3</sup> Effective for annual periods beginning on or after 1st January, 2008

<sup>4</sup> Effective for annual periods beginning on or after 1st July, 2008

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 2. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

應用該等新香港財務報告準則並無對本集團之本會計期間或過往會計期間業績及財務狀況之編製及呈報方式構成任何重大影響。故此無需作出過往期間之調整。

本集團已追溯採納香港會計準則第1號(修訂本)及香港財務報告準則第7號之披露規定。過往年度根據香港會計準則第32號規定呈列之若干資料已被移除，而基於香港會計準則第1號(修訂本)及香港財務報告準則第7號之相關可比較資料已首次於本年度呈列。

本集團並無提早應用下列已頒布但尚未生效之新訂、修訂及詮釋之財務報告準則。董事會預計應用該等新訂、修訂及詮釋之財務報告準則並未對本集團日後業績及財務狀況構成重大影響。

香港會計準則第1號 (經修訂)	財務報表呈列 <sup>1</sup>
香港會計準則第23號 (經修訂)	借貸成本 <sup>1</sup>
香港財務報告準則 第8號	經營分部 <sup>1</sup>
香港(國際財務報告詮釋 委員會)-詮釋第11號	香港財務報告準則 第2號-集團及 庫存股票交易 <sup>2</sup>
香港(國際財務報告詮釋 委員會)-詮釋第12號	服務特許權安排 <sup>3</sup>
香港(國際財務報告詮釋 委員會)-詮釋第13號	客戶忠誠計劃 <sup>4</sup>
香港(國際財務報告詮釋 委員會)-詮釋第14號	香港會計準則第19 號-界定福利資產 之限制, 最低資金 要求及兩者之互動 關係 <sup>3</sup>

<sup>1</sup> 於二零零九年一月一日或之後開始之年度期間生效

<sup>2</sup> 於二零零七年三月一日或之後開始之年度期間生效

<sup>3</sup> 於二零零八年一月一日或之後開始之年度期間生效

<sup>4</sup> 於二零零八年七月一日或之後開始之年度期間生效

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared under the historical cost basis except for certain properties and financial instruments, which are measured at fair values, as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with HKFRSs, which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the HKICPA, and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and by the Hong Kong Companies Ordinance.

#### (a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries.

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

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

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

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 3. 主要會計政策概要

綜合財務報表乃根據歷史成本法編製，惟按公平值計算之若干物業及金融工具除外，有關之會計政策闡述如下：

綜合財務報表已根據香港會計師公會頒布之香港財務報告準則，包括所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋，及香港公認會計原則而編製。此外，綜合財務報表亦包括聯交所證券上市規則（「上市規則」）及香港公司條例規定之適用披露事項。

#### (a) 綜合賬目基準

綜合財務報表包括本公司及其附屬公司之財務報告。

年內收購或出售之附屬公司之業績乃由實際收購日期起或至實際出售日期止計入綜合收益表中。

所有集團內公司間之交易、結餘、收入及費用在綜合賬目中均予以對銷。

綜合附屬公司淨資產內之少數股東權益與本集團之股本權益分開識別。淨資產內之少數股東權益包括在原業務合併日期之有關權益數額，以及自合併日期起計少數股東應佔之股權變動。適用於少數股東之虧損超出於在附屬公司股權之少數股東權益之數額，將分配與本集團之權益中，惟少數股東具約束力責任及有能力增加投資補足虧損者除外。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(b) Goodwill**

Goodwill arising on an acquisition of a subsidiary or an associate represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary or associate at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the balance sheet. Capitalised goodwill arising on an acquisition of an associate is included in the cost of the investment of the relevant associate.

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

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

**(c) Excess of the Group's interest in the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over cost ("discount on acquisitions")**

A discount on acquisition arising on an acquisition of a subsidiary or an associate represents the excess of the net fair value of an acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the business combination. Discount on acquisition is recognised immediately in income statement. A discount on acquisition arising on an acquisition of an associate is included as income in the determination of the Group's share of results of the associate in which the investment is acquired.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(b) 商譽**

收購附屬公司或聯營公司所產生之商譽指收購成本高於本集團於有關附屬公司或聯營公司在收購日期之可識別資產、負債及或然負債公平值所佔權益之款額。有關商譽會按成本減任何累計減值虧損列賬。

收購附屬公司所產生之已撥充資本商譽乃於資產負債表分開呈列。收購聯營公司所產生之已撥充資本商譽包括在投資有關該聯營公司成本中。

就減值測試而言，收購產生之商譽會分配至各預期可受惠於收購之協同效益之有關現金產生單位或多組現金產生單位。商譽所屬之現金產生單位會每年及於有跡象顯示與商譽有關之現金產生單位可能出現減值時進行減值測試。就財政年度內收購所產生之商譽而言，商譽所屬之現金產生單位會於該財政年度結束前進行減值測試。倘現金產生單位之可收回金額低於其賬面值，則折損會先分配以調減該單位任何商譽之賬面值，其後則按該單位內各項資產之賬面值之比例分配至該單位之其他資產。任何商譽之虧損會即時於綜合收益表中確認。商譽之虧損不會於其後期間撥回。

日後出售附屬公司而釐定出售盈虧時會計入已撥充資本之商譽所佔之金額。

**(c) 於被收購公司可識別資產、負債及或然負債公平淨值之權益超逾成本之差額(「收購折讓」)**

收購附屬公司或聯營公司所產生之收購折讓指被收購公司可識別資產、負債及或然負債公平淨價值高於業務合併成本之款額。收購折讓會即時於收益表中確認。收購聯營公司時產生的收購折讓於當年計算本集團應佔聯營公司業績時一併計入收益。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(d) Investments in associates**

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

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

**(e) Non-current assets held for sale**

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

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

## 3. 主要會計政策概要(續)

**(d) 於聯營公司之投資**

聯營公司之業績及資產與負債利用會計權益法計入此等綜合財務報表。根據權益法，於聯營公司之投資以成本在綜合資產負債表內列賬，並經本集團應佔聯營公司損益及權益變動之收購後變動而調整，減任何已識別折損列賬。倘本集團應佔聯營公司之虧損相等於或高於其於該聯營公司之權益(包括任何實質上構成本集團於該聯營公司之淨投資一部分之任何長期權益)，則本集團會終止確認其應佔之其他虧損。本集團會就額外應佔之虧損撥備，並會確認負債，惟僅以本集團已產生法定或推定責任或代表該聯營公司付款為限。

倘集團實體與本集團之聯營公司進行交易，則會以本集團於有關聯營公司之權益為限而撇銷損益。

**(e) 持作出售之非流動資產**

非流動資產及出售組別之賬面值倘若乃透過出售交易而非透過持續使用而收回，則會分類為持作銷售類別。此條件只會於很可能達成出售及資產可於現況下供即時出售時方告符合。

分類為持作出售之非流動資產乃按資產以往賬面值及公平值(以較低者為準)減出售成本計量。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(f) Impairment losses (other than goodwill, intangible assets with indefinite lives)**

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

**(g) Investment properties**

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

*Leasehold land held for undetermined future use*

Leasehold land held for undetermined future use is regarded as held for capital appreciation purpose and classified as an investment property, and carried at fair value. Changes in fair value of the leasehold land are recognised directly in income statement for the period in which changes take place.

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

## 3. 主要會計政策概要(續)

**(f) 減值虧損(商譽及無限使用年期之無形資產除外)**

於每個結算日，本集團會檢討其有形及無形資產之賬面值，以確定有關資產有否出現任何減值虧損之情況。如資產之可收回款額估計會低於其賬面值，資產之賬面值會削減至其可收回款額。減值虧損會即時確認為開支。

如折損於其後逆轉，資產之賬面值會提高至經修訂之估計可收回款額，惟已提高之賬面值不得高於在過往年度未有就資產確認減值虧損之情況下之賬面值。減值虧損之逆轉會即時確認為收入。

**(g) 投資物業**

於初步確認時，投資物業乃按成本(包括任何直接應佔之開支)計量。於初步確認後，投資物業利用公平值模型計量。投資物業公平值變動產生之損益會於產生期間計入收益表。

*持有未決定日後用途之租賃土地*

持有未決定日後用途之租賃土地被視為持作資本增值用途而確認為投資物業，並以公平值入賬。租賃土地公平值之變動於變動發生期內直接於收益表確認。

投資物業於出售或於其被永久終止使用或預期於出售時再無日後經濟利益之時終止確認。終止確認資產所產生的任何損益(按淨出售代價及資產之賬面值之差異計算)載列於終止確認期間內之收益表中。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(h) Property and other fixed assets**

Property and other fixed assets (other than properties under development) are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is provided to write off the cost of property and other fixed assets (other than properties under development) over their estimated useful lives and after taking into account their estimated residual value, using the straight line method, at the following rates per annum:

Type	Basis
Buildings	Over the shorter of the unexpired period of the lease and 40 years
Furniture, fixtures and equipments	3 to 10 years
Yacht and motor vehicles	3 to 10 years

**(i) Properties held for development**

When the leasehold land and buildings are in the course of development for production, rental, for administrative purposes or for sale, the leasehold land component is classified as a prepaid lease payment and amortised over a straight-line basis over the lease term. During the construction period, the amortisation charge provided for the leasehold land is included as part of costs of building under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use.

**(j) Property interests held for future development**

Property interests held for future development represents a right to develop properties on a piece of land upon payment of a final amount, and are carried at cost less any identified impairment loss.

**(k) Stock of properties**

Stock of properties, which are held for trading, is stated at the lower of cost and net realisable value. Net realisable value is determined by reference to sale proceeds received after the balance sheet date less selling expenses, or by management estimates based on the prevailing market conditions.

## 3. 主要會計政策概要(續)

**(h) 物業及其他固定資產**

物業及其他固定資產(發展中物業除外)按成本減其後之累積折舊及累積減值虧損列賬。

物業及其他固定資產(發展中物業除外)之折舊,乃按其估計可使用年期及估計剩餘價值以直線法攤銷成本,其年折舊率如下:

種類	基準
樓宇	按租約尚餘年期與四十年兩者中較短者
傢俬、裝置及設備	三至十年
遊艇及車輛	三至十年

**(i) 持作發展物業**

在發展中作生產、租賃、行政或出售用途之租賃土地及樓宇,租賃土地部分須列作預付租賃款項類別,並於租期內按直線法攤銷。在建築期內,為租賃土地所作之攤銷費用可包括在在興建中樓宇之成本內。興建中樓宇按成本減任何已辨識減值虧損列賬。樓宇於可供使用時開始折舊。

**(j) 持作日後發展之物業權益**

持作日後發展之物業權益指於支付最後款項或在土地上發展物業之權利,乃按成本扣除任何可辨認減值虧損列賬。

**(k) 物業存貨**

持作交易用途之物業存貨按其成本值及可變現淨值兩者中較低者列賬。可變現淨值參考於結算日後收取之出售所得款項減出售之開支計算,或根據管理層按當時市況作出之估計釐定。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(l) Inventories for cosmetic products**

Inventories comprise finished goods and raw materials which are stated at the lower of cost and net realisable value.

Cost represents the invoiced cost of inventories. Costs are assigned to individual items on the weighted-average basis. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

**(m) Intangible assets**

*Trading rights, exchange rights and trademark*

Trading rights, gold and silver exchange rights and trademark are stated at cost less accumulated amortisation and less any identified impairment loss. The amortisation period adopted for intangible assets is 5 years.

**(n) Financial instruments**

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

*Financial assets*

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(l) 化妝品存貨**

存貨包括製成品及原材料，按成本與可變現淨值兩者中之較低者列賬。

成本以存貨之發票成本計算。成本乃按個別項目以加權平均法計算。可變現淨值乃指在正常營業環境下之估計銷售價再減去適應可變銷售開支。

**(m) 無形資產**

*買賣權、貿易權及商標*

買賣權、金銀貿易權及商標，乃按成本減累積攤銷及任何可辨認減值虧損列賬。無形資產之攤銷期為五年。

**(n) 金融工具**

當一家集團實體成為金融工具合約條文之一方，則於資產負債表內確認金融資產及金融負債。金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債直接應佔之交易成本(按公平值計入收益表之金融資產及金融負債除外)乃於初步確認時加入金融資產或金融負債(如適用)之公平值，或從金融資產或金融負債之公平值扣除。收購按公平值計入收益表之金融資產或金融負債直接應佔之交易成本，即時於收益表內確認。

*金融資產*

本集團之金融資產分類為以下三個類別其中之一，包括按公平值計入收益表之金融資產、貸款及應收款項及待售金融資產。所有正常購買或銷售之金融資產，按交易日之基準確認及不予確認。正常購買或銷售金融資產是指按照市場規定或慣例須在一段期限內進行資產交付之金融資產買賣。各類別金融資產而所採納之會計政策載列如下。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial assets (cont'd)*

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss has two subcategories, including financial assets held for trading and those designated at fair value through profit or loss on initial recognition. At each balance sheet date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in income statement in the period in which they arise.

A financial asset is classified as held-for-trading if:

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

Financial assets at fair value through profit or loss are not those financial assets acquired principally for the purpose of selling in the short term but designated by management as such at inception. A financial asset other than a financial asset held for trading may be designated as at fair value through profit or loss upon initial recognition if:

- (i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- (ii) the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(n) 金融工具(續)***金融資產(續)*

按公平值計入收益表之金融資產

按公平值計入收益表之金融資產有兩類，包括持有作買賣用途之金融資產及於首次確認時被指定按公平值計入收益表之金融資產。於首次確認後各結算日，按公平值計入收益表之金融資產乃按公平值計量，而公平值變動乃於彼等產生期間直接於收益表內確認。

倘出現下列情況，金融資產乃歸類為持作買賣用途：

- (i) 所購入之金融資產主要用作於近期內銷售用途；或
- (ii) 金融資產為本集團共同管理之財務工具確定組合之一部分及其具短期盈利實際模式；或
- (iii) 金融資產為非指定及用作對沖工具。

按公平值計入收益表之金融資產乃該等不擬於短期內出售而購入之金融資產，但可由管理層於初始時指定為該類別。倘出現下列情況，持作買賣金融資產以外之金融資產可於初步確認時指定按公平值計入收益表：

- (i) 有關指定撇銷或大幅減低計量或確認可能出現不一致之情況；或
- (ii) 金融資產組成金融資產或金融負債各部分或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial assets (cont'd)*

Financial assets at fair value through profit or loss (cont'd)

- (iii) it forms part of a contract containing one or more embedded derivatives and HKAS 39 *Financial Instruments: Recognition and Measurement* permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

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

**Loans and receivables**

Loans and receivables (including advances to associates, advances to investee companies, loans receivable, pledged deposits, securities trading receivables and deposits, time deposits, bank balances and cash) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in income statement when there is objective evidence that the asset is impaired, and is measured as the difference between the assets' carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(n) 金融工具(續)***金融資產(續)*

按公平值計入收益表之金融資產(續)

- (iii) 金融資產組成包含一種或以上內含衍生工具之合約其中部分，而香港會計準則第39號*財務工具：確認及計量*允許整份合併合約(資產或負債)將指定按公平值計入收益表。

於首次確認後之各結算日，按公平值計入收益表之金融資產乃按公平值計量，而公平值之變動在彼等產生之期間內即時直接在收益表中確認，於收益表中確認之淨收入或虧損包括財務資產之任何股息或賺取之利息。

**貸款及應收款項**

貸款及應收款項(包括墊付聯營公司款項、墊付接受投資公司款項、應收貸款、抵押存款、應收證券交易賬項及存款、定期存款、銀行結餘及現金)為並未於交投活躍之市場內報價而附帶固定或可議定付款之非衍生金融資產。於初步確認後之每個結算日，貸款及應收款項使用實際利率法按經攤銷成本減任何可識別減值虧損列賬。當有客觀證據顯示資產已減值，則於收益表確認減值虧損，並以資產之賬面值與按原實際利率貼現其估計未來現金流而計算出之現值兩者之差額計量。當於確認減值後發生一項事件可以客觀地與資產可收回款項增加有關，減值虧損於其後期間撥回，但以所撥回於減值日期資產之賬面值為限，不得超過該項資產原未確認減值之經攤銷成本。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial assets (cont'd)*

## Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories (set out above). At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in income statement. Any impairment losses on available-for-sale financial assets are recognised in income statement. Impairment losses on available-for-sale equity investments will not reverse in subsequent periods. For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured. They are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition. An impairment loss is recognised in income statement when there is objective evidence that the asset is impaired. The amount of the impairment loss is measured as the difference between the carrying amount of the asset and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses will not reverse in subsequent periods.

## 3. 主要會計政策概要(續)

**(n) 金融工具(續)***金融資產(續)*

## 待售金融資產

待售金融資產為非衍生項目，無論是否劃分為任何其他類別(闡述如上)。於初步確認後之每個結算日，待售金融資產按公平值計量。公平值之變動於股本中確認，直至該金融資產被出售或釐定為已減值，屆時過往於股本中確認之累計收益或虧損會自股本中剔除，並於收益表確認。待售金融資產之任何減值於收益表確認。待售股本投資之減值虧損將不會於往後期間撥回。就待售債務投資而言，倘該投資之公平值增加可客觀地與確認減值後之事件有關，則減值將獲撥回。

該等並無活躍市場之市價報價，而其公平值未能可靠計量的待售股權投資，於首次確認後之各個結算日按成本減任何已識別減值虧損計算。倘具備客觀證明資產減值，則減值虧損於收益表確認。減值虧損數額按資產賬面值與按類似金融資產之現行市場回報率貼現其估計未來現金流量而計算出之現值之差額。有關減值虧損將不會於以後期間撥回。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial liabilities and equity*

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

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The Group's financial liabilities are generally classified into financial liabilities at fair value through profit or loss and other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

*Financial liabilities at fair value through profit or loss*

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

A financial liability is classified as held-for-trading if:

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

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(n) 金融工具(續)***金融負債及股本權益*

集團實體發行之金融負債及股本工具乃根據所訂立合約安排之內容及金融負債與股本工具之定義予以分類。

股本工具為可證明於集團資產經扣除其所有負債後之餘額權益之任何合約。本集團之金融負債一般分類為按公平值計入收益表之金融負債及其他金融負債。就金融負債及股本工具而採納之會計政策載列如下。

*按公平值計入收益表之金融負債*

按公平值計入收益表之金融負債可細分為兩個類別，分別為持作買賣之金融負債及於首次確認時已指定為按公平值計入收益表之金融負債。

倘出現下列情況，金融負債乃歸類為持作買賣用途：

- (i) 金融負債主要用作於近期內購回用途而產生；或
- (ii) 金融負債為本集團共同管理之財務工具確定組合之一部分及其具短期盈利實際模式；或
- (iii) 金融負債為一個衍生產品及非指定及用作對沖工具。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial liabilities and equity (cont'd)*

Financial liabilities at fair value through profit or loss (cont'd)

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

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

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

**Other financial liabilities**

Other financial liabilities including creditors and accruals, securities trading and margin payable, deposits and receipts in advance, bank and other borrowings, amounts due to associates and amounts due to minority shareholders are subsequently measured at amortised cost, using the effective interest method.

## 3. 主要會計政策概要(續)

**(n) 金融工具(續)***金融負債及股本權益(續)*

按公平值計入收益表之金融負債(續)

倘出現下列情況，持作買賣金融負債以外之金融負債可於初步確認時指定按公平值計入收益表：

- (i) 有關指定撇銷或大幅減低計量或確認可能出現不一致之情況；或
- (ii) 金融負債組成金融資產或金融負債各部分或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或
- (iii) 金融負債組成包含一種或以上內含衍生工具之合約其中部分，而香港會計準則第39號*財務工具：確認及計量*允許整份合併合約(資產或負債)將指定按公平值計入收益表。

於首次確認後之各結算日，按公平值處理的金融負債乃按公平值計入收益表，而公平值之變動乃於產生期間直接確認於收益表。於收益表確認之淨收入或虧損包括就財務負債支付之任何利息。

**其他金融負債**

其他金融負債包括應付賬款及應計款項、應付證券交易賬項及保證金、按金及預先收取款項、銀行及其他借貸、欠負聯營公司款項及欠負少數股東款項，乃採用實際利率法按攤銷成本計算。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial liabilities and equity (cont'd)*

## Convertible bonds

Convertible bonds issued by the Company that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible bonds and the fair value assigned to the liability component, representing the embedded call option for the holder to convert the bonds into equity, is included in equity (convertible bonds – equity reserve).

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

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

## Equity instruments

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

## 3. 主要會計政策概要(續)

**(n) 金融工具(續)***金融負債及股本權益(續)*

## 可換股債券

本公司發行之可換股債券包括金融負債及股本權益部分，乃於首次確認時獨立分類為負債及股本權益部分。於首次確認時，負債部分之公平值乃按類似不可轉換債務之當時市場利率釐定。發行可換股債券之所得款項與轉往負債部分之公平值之差額，即代表可讓持有人將債券兌換為股本權益之認購期權應列入股本權益(可換股債券權益儲備)。

於往後期間，可換股債券之負債部分乃採用實際利率法攤銷成本列賬。股本權益部分，即可將負債部分兌換為本公司普通股之期權將保留於可換股債券權益儲備，直至附設之期權獲行使為止，在此情況下，可換股債券權益儲備之結餘將轉移至股本及股份溢價。倘期權於到期日尚未獲行使，可換股債券權益儲備之結餘將撥至保留盈利。期權兌換或到期時將不會於收益表中確認任何盈虧。

與發行可換股債券相關之交易成本乃按所得款項之劃分比例分配至負債及股本權益部分。與股本權益部分相關之交易成本乃直接計入可換股債券權益儲備內。與負債部分相關之交易成本乃計入負債部分之賬面值，並按可換股債券之期限採用實際利率法攤銷。

## 股本工具

本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(n) Financial instruments (cont'd)***Financial guarantee contracts*

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

*Derivative financial instruments that do not qualify for hedge accounting*

Derivatives that do not qualify for hedge accounting are deemed as financial assets held for trading or financial liabilities held for trading. Changes in fair values of such derivatives are recognised directly in income statement.

*Derecognition*

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in equity is recognised in income statement.

For financial liabilities, they are removed from the Group's balance sheet (i.e. when the obligation specified in the relevant contract is discharged, cancelled or expires). The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in income statement.

## 3. 主要會計政策概要(續)

**(n) 金融工具(續)***財務擔保合約*

財務擔保合約為因指定債務人未能按債務工具之原有或經修改條款如期付款時，發行人需支付指定金額予持有人以補償其所遭受損失之合約。本集團已發行及並非按公平值計入收益表之財務擔保合約首次以其公平值減發行財務擔保合約之直接應佔交易成本確認。於首次確認後，本集團以 (i) 根據香港會計準則第 37 號撥備、或然負債及或然資產釐定的金額；及 (ii) 首次確認的金額減(如適用)根據香港會計準則第 18 號收益確認的累計攤銷，兩者中以較高者計算財務擔保合約。

*不符合作對沖會計處理之金融衍生工具*

衍生工具並不符合作對沖會計處理被視為持作買賣金融資產或持作買賣金融負債。該衍生工具的公平值變動即時於收益表內確認。

*取消確認*

若從資產收取現金流之權利已到期，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則金融資產將被取消確認。於取消確認金融資產時，資產賬面值與已收及應收代價及已直接於股本權益確認之累計損益之總和之差額，將於收益表中確認。

就金融負債而言，則於本集團之資產負債表中移除(即倘於有關合約之特定責任獲解除、取消或到期)。取消確認之金融負債賬面值與已付或應付代價之差額乃於收益表中確認。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(o) Revenue recognition**

Revenue from properties developed for sale is recognised on the execution of a binding sales agreement or when the relevant occupation permit or certificate of compliance is issued by the building authority, whichever is the later.

Revenue from properties held for sale is recognised on the execution of a binding sales agreement. Payments received from the purchasers prior to this stage are recorded as deposits received on sales of properties and are grouped under current liabilities.

Rental income, including rental invoiced in advance from properties under operating leases, is recognised in income statement on a straight-line basis over the term of the relevant lease.

Sale of securities investments are recognised on a trade date basis.

Brokerage income on dealings in securities and futures contracts and the profit and loss on trade in securities and futures contracts are recognised on the transaction dates when the relevant contract notes are executed.

Management fee income is recognised in accordance with terms of respective agreements over the relevant period in which the services are rendered.

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

Revenue from sales of cosmetic products is recognised when goods are delivered and titles have been passed.

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

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(o) 收入確認**

已發展物業之銷售收入在執行具約束力之銷售協議或獲有關建築當局批出有關入伙准許證或滿意紙後(以較後者為準), 方予確認入賬。

持作出售物業之收入在執行具約束力之銷售協議時方予確認入賬。於上述階段前從買家收取之款項乃列作銷售物業之已收按金, 並計入流動負債內。

租金收入包括就營業租約物業預先開出發票之租金, 乃就有關租約年期按直線法於收益表中確認。

出售證券投資按買賣日期基準確認。

買賣證券及期貨合約之經紀收入以及買賣證券及期貨合約之溢利及虧損於執行買賣單據之交易日確認。

管理費收入乃就提供服務期間按有關協議之條款確認。

投資之股息收入乃於本集團收取款項之權利確立後確認。

化妝品銷售所得收入於交付貨品及轉移所有權時確認入賬。

金融資產之利息收入乃就本金結餘按適用利率及時間比例計算。有關利率指將金融資產的估計未來所收現金在估計可使用期內折現至資產賬面淨值的利率。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(p) Taxation**

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

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

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

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

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

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the entity intends to settle its current tax assets and liabilities on a net basis.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(p) 稅項**

所得稅開支指本年度應付稅項及遞延稅項。

當期應付稅項按年度應課稅溢利計算。應課稅溢利與綜合收益表所報溢利不同，此乃由於其不包括在其他年度應課稅或可扣減之收入或支出項目，亦不包括收益表內永不課稅或扣減之項目。本集團的本期稅項負債以結算日已一直採用或實際採用的稅率計算。

遞延稅項確認於就綜合財務報告內資產及負債賬面值與用於計算應課稅溢利之相關稅基兩者之差異，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅暫時差異確認，而遞延稅項資產則限於較可能於日後取得應課稅溢利，並可用以抵銷可扣減暫時差異時確認。若暫時差異因商譽或因於一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)中開始確認其他資產及負債而引致，則不會確認該等資產及負債。

遞延稅項資產之賬面值於每個結算日均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

遞延稅項乃按預期於負債償還或資產變現期間之適用稅率計算。遞延稅項會扣自或計入綜合收益表，惟有關直接扣自或計入股本權益之項目，其遞延稅項亦會於股本權益中處理。

如所得稅是由同一稅務當局徵收及本集團打算支付其稅項資產及稅項負債之淨額，遞延稅項資產及負債可以互相抵銷。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(q) Leasing**

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

*The Group as lessor*

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

*The Group as lessee*

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

**(r) Foreign currencies**

The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(q) 租約**

凡租約條款規定將租賃資產擁有權之絕大部分風險及回報轉移至承租人之租約均列為財務租約。所有其他租約分類為經營租約。

*本集團為出租人*

經營租約之租金收入會以直線法按有關租約年期在綜合收益表確認。磋商及安排經營租約時產生之初步直接成本會加入租賃資產之賬面值，並以直接法按租約年期確認為開支。

*本集團為承租人*

根據經營租約應付之租金會以直線法按有關租約年期在綜合收益表中扣除。作為訂立經營租約獎勵之已收及應收利益以直線法按有關租約年期確認為租金開支扣減。

**(r) 外幣**

綜合財務報表乃以本公司之功能及呈列貨幣港元呈列。在編製個別集團實體的財務報表時，以實體功能貨幣以外之貨幣(外幣)進行之交易按交易日通用之匯率以其功能貨幣(即該實體經營之主要經濟環境之貨幣)記錄。於各結算日，以外幣列值之貨幣項目以結算日通用之匯率重新換算。以外幣列值並按公平值列賬之非貨幣項目以釐定公平值當時通用之匯率重新換算。以外幣列值並以歷史成本計量之非貨幣項目不會重新換算。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(r) Foreign currencies (cont'd)**

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in income statement in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in income statement for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the translation reserve). Such exchange differences are recognised in income statement in the period in which the foreign operation is disposed of.

**(s) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in income statement in the period in which they are incurred.

**(t) Retirement benefits costs**

Payments to defined contribution retirement benefit schemes are charged as an expense when employees have rendered service entitling them to the contributions.

## 3. 主要會計政策概要(續)

**(r) 外幣(續)**

結算貨幣項目及換算貨幣項目時產生之匯兌差額於產生之期間在收益表中確認。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入期內之收益表中，惟重新換算非貨幣項目產生之差額有關之損益直接於股本權益確認，在此情況下，匯兌差額亦會直接於股本權益中確認。

為呈列綜合財務報表的目的，本集團境外業務的資產及負債均以結算日通用匯率換算為本集團的呈列貨幣(即港元)，而其收入及開支則以本年度平均匯率予以換算。除非匯率於期內波動很大。在此情況下，以交易日通用之匯率換算。產生的匯兌差異確認為一個股本權益的獨立部分(換算儲備)。該匯兌差額於該境外業務被出售期間於收益表內確認。

**(s) 借貸成本**

於購買、興建或製造合資格資產之直接應佔借貸成本，將撥作為該等資產之部分成本，當該等資產實質上達至擬定用途或銷售時借貸成本便不再作資本化。

所有其他借貸成本已於發生時於收益表確認為支出。

**(t) 退休福利成本**

界定供款退休福利計劃之供款於僱員提供服務以有權取得供款時確認為開支。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

**(u) Provisions**

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

**(v) Prepaid lease payments**

Payment for obtaining land use rights accounted for as prepaid lease payments and are charged to consolidated income statement on a straight-line basis over the lease terms.

**(w) Related party transactions**

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

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

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 3. 主要會計政策概要(續)

**(u) 撥備**

倘本集團因過往事件而產生目前的責任，而本集團須償還該責任時，則確認撥備。撥備乃根據董事會於結算日對償還有關責任所需支出的最佳估算釐定，並在出現重大影響時貼現至現值。

**(v) 預付租賃款項**

為取得土地使用權而支付之款項列作預付租賃款項，按直線法在租約期內自綜合收益表扣除。

**(w) 關連人士交易**

在下列情況下，有關人士將視為與本集團有關連：

- (i) 有關人士直接或透過一名或多名中介人間接：(a) 控制本集團，或被本集團控制或受到與本集團共同控制；(b) 擁有本集團權益，並可對本集團發揮重大影響力；或(c) 與他人共同擁有本集團控制權；
- (ii) 有關人士為聯營公司；
- (iii) 有關人士為共同控制機構；
- (iv) 有關人士為本集團或其母公司之主要管理人員；
- (v) 有關人士為(i)或(iv)項所述人士的直系親屬；
- (vi) 有關人士受直接或間接歸屬於(iv)或(v)項所述人士的實體所控制、與他人共同控制或發揮重大影響力，或擁有重大投票權；或
- (vii) 有關人士為本集團或屬其有關連人士任何實體的僱員之終止受僱後福利計劃。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### (x) Segment reporting

A segment is a distinguishable component of the Group that is engaged 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, the Group has determined that business segment be presented as the primary reporting format and geographical segment as the secondary reporting format.

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 which are eliminated as part of the consolidation process, except to the extent such intra-group balances and transactions are between group companies 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 on additions of segment assets (both tangible and intangible) that are expected to be used for more than one period.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 3. 主要會計政策概要(續)

#### (x) 分類報告

分類是從事提供產品或服務(按業務劃分)或提供產品或服務在某一經濟環境(按地域劃分)以清晰本集團一個可辨別的組成部分,而該組成部分在風險和報酬方面與其他分類不同。

根據本集團的內部財務申報,本集團已選取按業務劃分資料成為主要申報形式,而按地域劃分則作為第二申報形式。

分類收益、開支、業績、資產及負債包括了直接來自一個劃分的項目,以及可合理分配至該劃分的項目。分類收益、開支、業績、資產及負債乃在集團內公司間結餘及交易對銷(作為綜合帳目的一部分)前釐定,惟限於該集團內,公司間結餘及交易乃在同一劃分內的集團佐業之間的為限。劃分之間的定價乃根據給予外間公司的類似項目而定。

分類資本支出是期內收購預期會享用多於一個期間的分類資產(有形及無形)所付的總成本。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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.

**Critical judgments in applying accounting policies**

The followings are the critical judgments, apart from those involving estimations, that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

*Fair value and impairment of available-for-sale financial assets*

As described in note 5, the management use their judgment in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. The Group's unlisted equity instruments with carrying amount of approximately HK\$229,954,000 (2006: HK\$258,549,000) are valued using a discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates. The estimation of fair value of these equity instruments also includes some assumptions not supported by observable market prices or rates.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 4. 重大會計判斷及估計不明確因素之主要來

於採納本集團之會計政策(如附註3所述)時,管理層須對未能從其他方面確定之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃根據過往之經驗及其他相關因素而作出。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,會計估計的修訂會於該修訂期內確認;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。

*應用會計政策之關鍵判斷*

除與估計有關外,以下為管理層於應用本集團之會計政策之過程中,已作出對綜合財務報表已確認之數額有重大影響之關鍵判斷。

*待售金融資產之公平值及減值*

誠如附註5所述,對於在活躍市場並無報價的金融工具,管理層利用判斷以選擇合適估值技術。應用的估值技術為市場人士所慣常使用者。本集團之非上市股本工具之賬面值約為229,954,000港元(二零零六年:258,549,000港元),乃依據(倘可能)可觀察之市場價格或利率所支持的假設,使用折算現金流量分析進行估值。該等股本工具之公平價值估計,亦包括一些並非由可觀察之市場價格或利率所支持的假設。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

**Critical judgments in applying accounting policies (cont'd)***Impairment loss in respect of accounts receivable*

The policy for impairment loss in respect of accounts receivable of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor. If the financial conditions of debtors of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

*Investment properties*

As described in note 21, investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on method of valuation which involves certain estimates. In relying on the valuation report, the management has exercised their judgment and is satisfied that the method of valuation is reflective of the current market conditions. Should there be changes in assumptions due to change of market conditions, the fair value of the investment properties will change in future.

*Income taxes*

As at 31st December, 2007, a deferred tax asset of approximately HK\$89,682,000 (2006: HK\$86,049,000) in relation to unused tax losses has been recognised in the Group's consolidated balance sheet. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the income statement for the period in which such a reversal takes place.

## 4. 重大會計判斷及估計不明確因素之主要來(續)

*應用會計政策之關鍵判斷(續)**有關應收賬款之減值虧損*

本集團有關應收賬款之減值虧損之政策基於付款能力評估及年期分析賬目及管理層之判斷衡量。於評估此等應收款項之最終收回情況時需要作出大量判斷，包括各客戶目前之信譽及過往付款紀錄。倘若本集團客戶之財政狀況轉差而削弱彼等之付款能力時，則需要作出額外撥備。

*投資物業*

誠如附註21所述，投資物業是以獨立專業評估師評定之公平值入賬。評估師於決定公平值時乃根據包含若干估計之估值方法進行，管理層於信賴估值報告時已作出了判斷及認同該估值方法乃反映市場現況。如市場現況導致假設有任何變動，投資物業之公平值可能於未來變動。

*所得稅*

於二零零七年十二月三十一日，有關未使用稅務虧損之遞延稅項資產約89,682,000港元(二零零六年：86,049,000港元)已經於本集團之綜合資產負債表內確認。遞延稅項資產能否變現主要視乎日後是否具有足夠之未來溢利或應課稅暫時差異。倘若未來之實際溢利低於預期，則可能產生重大之遞延稅項資產撥回，該項確認將於出現撥回發生之期間內在收益表內確認。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 5. FINANCIAL RISK MANAGEMENT

The Group's major financial instruments include equity investments, borrowings, loan receivables, trade receivables, trade payables, derivative financial instruments, financial guarantee liabilities, equity-linked notes, time deposits and bank balances. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**Market risk***(i) Currency risk*

The majority of the Group's monetary assets and monetary liabilities by value and the rental income are denominated in Hong Kong dollars ("HK\$"), except certain equity investments and equity-linked notes are denominated in foreign currencies. The currency exposure arising from the equity investments and equity-linked notes is mitigated primarily through borrowings denominated in the relevant foreign currencies. Certain cash and bank balances are denominated in United States dollars and Renminbi ("RMB"). The conversion of RMB into other currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group is exposed to foreign exchange risk in respect of exchange fluctuation of HK\$ against RMB. The Group currently does not have a foreign currency hedging policy in respect of foreign current assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

*(ii) Cash flow interest rate risk*

The Group has interest bearing assets and variable-rate borrowings including advances to associates and bank and other borrowings, and is therefore exposed to cash flow interest rate risk (see note 29 and note 41 for details). The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR, prime rate or the inter-bank borrowing rate.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 5. 財務風險管理

本集團之主要金融工具包括股本投資、借貸、應收貸款、應收貿易賬項、應付貿易賬項、衍生金融工具、財務擔保負債、股票掛鈎票據、定期存款及銀行結餘。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

**市場風險***(i) 貨幣風險*

本集團大部分貨幣資產及貨幣負債價值及所有租金均以港元(「港元」)為貨幣單位，惟若干股權投資及股票掛鈎票據則以外幣為貨幣單位。本集團主要透過相應外國貨幣單位之借貸降低由股權投資及股票掛鈎票據而產生之貨幣風險。若干現金及銀行結餘乃以美元及人民幣(「人民幣」)計值。換算人民幣為其他貨幣須遵守中國政府頒布之外匯管制之規則及規例進行。本集團因人民幣對港元之匯率波動而承受外匯風險。本集團現時並無任何外匯流動資產及負債之外匯貨幣對沖工具。本集團將密切監管其外幣風險，並於必要時考慮對沖重大外幣風險。

*(ii) 現金流量利率風險*

本集團有計息資產及浮息借貸(包括墊付聯營公司款項及銀行及其他借款)，故本集團須承擔現金流量利率風險(詳情見附註29及附註41)。本集團現時並無採用任何利率對沖政策。然而，管理層會監控利率風險，並於需要時考慮對沖重大利率風險。

本集團之現金流量利率風險主要集中於香港銀行同業折息、優惠利率或銀行同業折息之波動風險。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 5. FINANCIAL RISK MANAGEMENT (cont'd)

**Market risk (cont'd)***(ii) Cash flow interest rate risk (cont'd)*

The following demonstrates the sensitivity to a reasonable possible change in interest rates for interest bearing advances to associates and variable-rate borrowings, with all other variable held constant, of the Group's profit before tax (through the impact of floating rates in advances to associates and borrowings).

If the floating rates had been 50 basis points higher/lower, the Group's:

- profit before tax for the year ended 31st December, 2007 would decrease/increase by approximately HK\$64,700,000 (2006: HK\$52,300,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate borrowings.

The Group's sensitivity to interest rates has increased during the current year mainly due to the increase in variable-rate debt instruments.

*(iii) Price risk*

The Group's equity investments classified as available-for-sale investments and investments held-for-trading which are measured at fair value at each balance sheet date and expose the Group to equity price risk. The Group's equity price risk is mainly concentrated on equity securities operating in banking, insurance, construction industry and supply chain industry sectors quoted in the Stock Exchange. The management manages this exposure by maintaining a portfolio of investments with different risk profiles. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need rise.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 5. 財務風險管理(續)

## 市場風險(續)

*(ii) 現金流量利率風險(續)*

以下列示在全部其他變數維持不變之情況下，本集團除稅前溢利對墊付聯營公司計算款項及浮息借貸之利率出現合理可能變動時之敏感性(透過浮動墊付聯營公司款項及借貸利率之影響)。

倘浮動利率上升 降低50個基點，則：

- 本集團截至二零零七年十二月三十一日止年度之除稅前溢利將降低 增加約64,700,000港元(二零零六年：52,300,000港元)。此乃主要由於本集團所承受之浮息借貸之利率風險。

本集團於年內對利率之敏感度上升，主要是因為浮息借貸工具之利率上升所致。

*(iii) 價格風險*

本集團之股權投資包括待售投資及持作買賣之投資，逢結算日均會按公平值計量令本公司面臨股價風險。本集團之股價風險主要集中於在聯交所報價之銀行、保險、建築業及供應鏈工業部門經營之股本證券。管理層以設立不同風險水平的投資組合控制有關風險。此外，本集團已委任特別小組監管價格風險，並於必要時考慮對沖風險。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 5. FINANCIAL RISK MANAGEMENT (cont'd)

**Market risk (cont'd)**

## (iii) Price risk (cont'd)

*Sensitivity analysis*

The sensitivity analyses below have been determined based on the exposure to equity price risk at the reporting date.

If equity prices had been 5% higher/lower, the Group's:

- profit before tax for the year ended 31st December, 2007 would increase/decrease by approximately HK\$18,400,000 (2006: HK\$7,100,000). This is mainly due to the changes in fair value of investments held-for-trading; and
- securities investments reserve would increase/decrease by approximately HK\$569,500,000 (2006: HK\$409,000,000) as a result of the changes in fair value of listed available-for-sale investments.

The Group's sensitivity to equity prices has increased during the current year mainly due to the increase in equity investments by value.

**Credit risk**

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 31st December, 2007 in relation to each class of recognised financial assets are: (a) the carrying amount of those asset as stated in the consolidated balance sheet; and (b) financial guarantee provided by the Group which is the amount of contingent liabilities in relation to financial guarantee issued by the Group. In order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 5. 財務風險管理(續)

*市場風險(續)*

## (iii) 價格風險(續)

*敏感度分析*

以下敏感度分析乃根據本報告日期所承受之股價風險而釐定。

倘股價上升 下降5%，則：

- 本集團截至二零零七年十二月三十一日止年度之除稅前溢利將增加 減少約 18,400,000 港元(二零零六年：7,100,000 港元)。此乃主要由於持作買賣之投資之公平值變動；及
- 本集團之證券投資投資儲備將增加 減少約 569,500,000 港元(二零零六年：409,000,000 港元)，此乃由於上市待售投資之公平值變動。

本集團於年內對股價之敏感度上升，主要是因為股本投資價值增加所致。

*信貸風險*

倘若結算對手無法履行彼等截至二零零七年十二月三十一日之債項，本集團承受之最大信貸風險為：(a)綜合資產負債表內確認之金融資產之賬面值；及(b)本集團提供之財務擔保，其為與本集團發行財務擔保有關之或然負債之金額。為盡量降低信貸風險，管理層已指派一組人員負責釐定信貸額度、信貸批核及其他監管程序，確保能採取跟進行動追收逾期貸款。此外，於每個結算日，本集團檢討每宗個別貿易債項之可收回款項，確保就無法收回款項作出足夠之減值虧損。就此而言，董事會認為本集團之信貸風險已大幅降低。

本集團按地域集中承擔信貸風險之地區為香港。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 5. FINANCIAL RISK MANAGEMENT (cont'd)

**Liquidity risk**

The Group manages liquidity risk by maintaining adequate bank deposits and cash, monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The liquidity risk is under continuous monitoring by management. Reports with maturity dates of bank borrowings and thus the liquidity requirement are provided to management for review periodically. Management will raise or refinance bank borrowings whenever necessary.

The table below analyses the Group's financial liabilities that will be settled into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual face value without applying discounted cash flow model based on the earliest date on which the Group can be required to pay, was as follows:

**Derivative financial liabilities**

Derivative financial instruments

衍生金融負債

衍生金融工具

- - - - 50,851 50,851

**Non-derivative financial liabilities**

Borrowings

非衍生金融負債

借貸

- Current

- 流動

181,206 256,033 2,512,030 - - 2,949,269

- Non-current

- 非流動

- - - 9,373,145 7,444 9,380,589

Creditors and accruals

應付賬項及應計款項

83,967 40,883 152,350 15,107 3,459 295,766

Securities trading and margin payable

應付證券交易賬項及保證金

284,165 - - - - 284,165

Amounts due to associates

欠負聯營公司款項

- - - 9,754 - 9,754

Amounts due to minority shareholders

欠負少數股東款項

- - - 101,063 - 101,063

549,338 296,916 2,664,380 9,499,069 10,903 13,020,606

Total

總計

549,338 296,916 2,664,380 9,499,069 61,754 13,071,457

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 5. 財務風險管理(續)

**流動資金風險**

本集團通過維持充足銀行存款及現金、監管預測及實際現金流量以及配合金融資產及負債之到期時間表，藉此管理流動資金。

管理層持續監管流動資金風險。載有銀行借貸到期日及與之有關之流動資金需求之報告定期向管理層發出供審閱。必要時，管理層將增加銀行借貸或對其進行融資。

下表顯示本集團將結算的財務負債，此乃按照相關的到期組別，根據由結算日至合約到期日的剩餘期間進行分析。表內披露之金額為合約性面值，並無應用本集團按可能被要求支付之最早日期而貼現現金流量模式，如下：

At 31st December, 2007

於二零零七年十二月三十一日

	Less than 1 month	Between 1 to 3 months	Between 3 months to 1 year	Between 1 year to 5 years	More than 5 years	Total
	一個月內	一個至 三個月	三個月 至一年	一年 至五年	五年 以上	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
<b>Derivative financial liabilities</b>						
Derivative financial instruments	-	-	-	-	50,851	50,851
<b>Non-derivative financial liabilities</b>						
Borrowings						
- Current	181,206	256,033	2,512,030	-	-	2,949,269
- Non-current	-	-	-	9,373,145	7,444	9,380,589
Creditors and accruals	83,967	40,883	152,350	15,107	3,459	295,766
Securities trading and margin payable	284,165	-	-	-	-	284,165
Amounts due to associates	-	-	-	9,754	-	9,754
Amounts due to minority shareholders	-	-	-	101,063	-	101,063
	549,338	296,916	2,664,380	9,499,069	10,903	13,020,606
Total	549,338	296,916	2,664,380	9,499,069	61,754	13,071,457

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 5. FINANCIAL RISK MANAGEMENT (cont'd)

## Liquidity risk (cont'd)

## 5. 財務風險管理(續)

## 流動資金風險(續)

		At 31st December, 2006 於二零零六年十二月三十一日					
		Between 1 to 3 months	Between 3 months to 1 year	Between 1 year to 5 years	More than 5 years	Total	
		Less than 1 month 一個月內	Between 1 to 3 months 三個月 至一年	Between 1 year to 5 years 一年 至五年	More than 5 years 五年 以上	Total 總計	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<b>Derivative financial liabilities</b>	衍生金融負債						
Derivative financial instruments	衍生金融工具	-	-	-	-	168,644	
						168,644	
<b>Non-derivative financial liabilities</b>	非衍生金融負債						
Borrowings	借貸						
- Current	- 流動	3,926,681	212,000	6,865,523	-	11,004,204	
- Non-current	- 非流動	-	-	3,696,652	12,688	3,709,340	
Convertible bonds	可換股債券	-	-	322,500	-	322,500	
Creditors and accruals	應付賬項及應計款項	43,636	41,954	346,377	2,913	452,544	
Securities trading and margin payable	應付證券交易賬項及保證金	191,206	-	-	-	191,206	
Amounts due to associates	欠負聯營公司款項	-	-	14,738	-	14,738	
Amounts due to minority shareholders	欠負少數股東款項	-	-	535,618	-	535,618	
		4,161,523	253,954	7,211,900	15,601	16,230,150	
Total	總計	4,161,523	253,954	7,211,900	184,245	16,398,794	

At 31st December, 2007 and 2006, it was not probable that the counterparties to the financial guarantee contracts will claim under the contracts. Consequently, the carrying amount of financial guarantee contracts of HK\$618,000 (2006: HK\$328,000) has not been presented above.

於二零零七年及二零零六年十二月三十一日，財務擔保合約之對方不可能根據合約提出索賠。故此，財務擔保合約之賬面值618,000港元(二零零六年：328,000港元)並無於上表呈列。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 5. FINANCIAL RISK MANAGEMENT (cont'd)

#### **Fair value of financial instruments**

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

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices and ask prices respectively;
- the fair value of derivative instruments are determined based on the quoted prices provided by the securities' broker; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using the estimated future cash flows and the current market rate of return.

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

### 6. CAPITAL MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Directors actively and regularly review and manage the Group's capital structure to maximise the returns to shareholders through the optimization of the debt afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions. The Group's overall strategy remains unchanged from 2006.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 5. 財務風險管理(續)

#### 金融工具之公平值

財務資產及財務負債之公平值按以下方式釐定：

- 具備標準條款及條件並於活躍流通量市場買賣之財務資產及財務負債之公平值乃分別參考市場買入及賣出價計算；
- 衍生工具之公平值乃根據證券經紀人提供之報價計算；及
- 其他財務資產及財務負債之公平值乃根據公認定價模式，並按折現現金流量分析，採用估計未來現金流量及現時市場回報率計算。

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

### 6. 資本管理

本集團通過根據風險水平給予產品及服務相應定價，及確保按合理成本提供融資之方式管理資本，主要目標為管理本集團之實體持續經營之能力，以確保本集團能為股東持續提供回報，並為其他股票持有人提供利益。

董事會積極並定時審閱及管理本集團之資本構架，透過優化債務及於經濟條件發生變動時對資本構架作出調整，為股東爭取最大之回報。本集團整體策略與二零零六年保持不變。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 6. CAPITAL MANAGEMENT (cont'd)

During the year ended 31st December, 2007, the capital structure of the Group mainly consists of debts, which include borrowings from banks and financial institutions, time deposits, bank balances and cash, and equity attributable to equity holders, comprising issued capital, reserves and retained profits respectively. The Directors consider the cost of capital and the risks associated with each class of capital to monitor its capital structure on the basis of a gearing ratio. The Group has a target gearing ratio of 30% - 50%, determined as the proportion of net debt to equity. This ratio is expressed by as a percentage of net borrowings over the total equity. Net borrowings is calculated as total borrowings (as shown in the balance sheet) less cash and cash equivalents.

The gearing ratios at 31st December, 2007 and 2006 were as follows:

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Borrowings – due within one year (i)	借貸 - 一年內到期 (i)	<b>2,949,269</b>	11,004,204
Borrowings – due after one year (i)	借貸 - 一年後到期 (i)	<b>9,380,589</b>	3,709,340
Convertible bonds (ii)	可換股債券 (ii)	-	279,689
		<hr/>	<hr/>
Total debts	總債務	<b>12,329,858</b>	14,993,233
Cash and cash equivalents (iii)	現金及現金等值項目 (iii)	<b>(6,653,554)</b>	(8,120,777)
		<hr/>	<hr/>
Net debt	淨債務	<b>5,676,304</b>	6,872,456
		<hr/>	<hr/>
Net debt	淨債務	<b>5,676,304</b>	6,872,456
Listed securities investments and treasury products (iv)	上市證券投資及財資產品 (iv)	<b>11,808,001</b>	8,376,377
		<hr/>	<hr/>
Net cash position (listed securities investments and treasury products excess of net debt)	現金狀況淨額 (上市證券投資及 財資產品高於淨債務)	<b>6,131,697</b>	1,503,921
		<hr/>	<hr/>
Total equity (v)	股本權益總額 (v)	<b>47,665,533</b>	35,962,634
		<hr/>	<hr/>
Net debt to equity ratio (excluding listed securities investments and treasury products)	淨債務與股本權益比率(不包括 上市證券投資及財資產品)	<b>11.9%</b>	19.1%
Net debt to equity ratio (including listed securities investments and treasury products)	淨債務與股本權益比率(包括上 市證券投資及財資產品)	<b>Net cash position</b>	Net cash position
		現金狀況淨額	現金狀況淨額

## 6. 資本管理(續)

截至二零零七年十二月三十一日止年度，本集團之資本構架主要由債務(包括銀行及金融機構之借貸)、定期存款、銀行結餘及現金以及股本權益持有人應佔權益組成，分別包括已發行股本、儲備及保留溢利。董事會考慮股本之成本及各類股本相關之風險，以按槓杆比率監管其資本構架。本集團之資產負債比率之目標為30%至50%，按債務淨值與股權之比例釐定。該比率表述為借貸淨額比總權益之百分比。借貸淨額乃按總借貸(如資產負債表所示)減現金及現金等值項目計算。

於二零零七年及二零零六年十二月三十一日止年度之資產負債率如下：

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 6. CAPITAL MANAGEMENT (cont'd)

- (i) Borrowings are as detailed in note 41;
- (ii) Convertible bonds are as detailed in note 43;
- (iii) Cash and cash equivalents comprise pledged deposits, time deposits, bank balances and cash at the balance sheet date;
- (iv) Listed securities investments and treasury products are as detailed in note 30, 31, 33 & 38;
- (v) Total equity includes all share capital, reserves and minority interests at the balance sheet date.

The decrease in net debt to equity ratio was due to an increase in total equity and a decrease in net borrowings. Increase in total equity was mainly attributable from the profit retained for the current year and fair value gains on available-for-sale investments recognised in equity.

In relation to brokerage business, Fair Eagle Finance Credit Limited, Fair Eagle Futures Company Limited and Fair Eagle Securities Company Limited, three wholly owned subsidiaries of the Company, are required to maintain financial resources in accordance with the specified amount requirements that apply to them under the Securities and Futures Ordinance imposed by Securities and Futures Commission. The requirements are internally reviewed on a daily basis and reports are required to submit to Securities and Futures Commission monthly. Full compliance is observed during the year.

In relation to the formation of the wholly foreign-owned enterprise for carrying out property development business in the PRC, the Group is required to pay up the specified amount of registered capital for two wholly owned subsidiaries, namely Evergo Real Estate (chengdu) Company Limited and 愛美高實業(成都)有限公司 (Evergo Enterprises (Chengdu) Company Limited) in 2006 and 2007 respectively. At the balance sheet date, all the required registered capital was paid up within the specified time in accordance with the relevant laws, rules and regulations of the PRC.

Save as disclosed, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 6. 資本管理(續)

- (i) 借貸於附註41詳述；
- (ii) 可換股債券於附註43詳述；
- (iii) 於結算日之現金及現金等值項目包括抵押存款、定期存款、銀行結餘及現金；
- (iv) 上市證券投資及財資產品於附註30、31、33及38詳述；
- (v) 於結算日之股本權益總額包括所有股本、儲備及少數股東權益。

淨債務與股本權益比率之下降乃由於股本權益總額增加及借貸淨值減少。股本權益總額增加主要由於本年度保留溢利及於股本權益確認之待售投資公平值收益。

就經紀業務而言，本公司三家全資附屬公司天發金融有限公司、天發期貨有限公司及天發證券有限公司須按證券及期貨事務監察委員會頒布之適用於彼等之證券及期貨條例特定金額要求而保持財務資源。該要求每日經內部檢討並須每月向證券及期貨事務監察委員會遞交報告。於年內已悉數遵守。

就成立外商獨資企業於中國進行物業發展業務而言，本集團須按要求分別於二零零六年及二零零七年為兩家全資附屬公司(即愛美高房地產(成都)有限公司及愛美高實業(成都)有限公司)支付多達其註冊股本之特定金額。於結算日，已按中國相關法律、規則及法規於特定時間內繳足所有要求之註冊股本。

除上文披露者外，本公司或其任何附屬公司並不受外來股本之限制。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 7. TURNOVER

Turnover represents the aggregate of amounts received and receivable from the sales of investments held-for-trading, sales of properties held for sale, property rental income, commission from brokerage, settlement charges from brokerage, interest income from loan financing and cosmetic goods sold less returns.

## 8. BUSINESS AND GEOGRAPHICAL SEGMENTS

**Business segments**

For management purposes, the Group is currently organised into five operating divisions – property development and trading, property leasing, money lending, listed securities investments and treasury products and unlisted securities investments, investment holding and brokerage. These divisions are the basis on which the Group reports its primary segments information.

Principal activities are as follows:

Property development and trading	–	Property development and sales of properties
Property leasing	–	Property rental
Money lending	–	Loan financing
Listed securities investments and treasury products	–	Listed securities investments and trading, over-the-counter trading and structured products
Unlisted securities investments, investment holding and brokerage	–	Unlisted securities investments, trading and brokerage

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 7. 營業額

營業額指已收及應收之出售持作買賣之投資收入、出售持作出售物業收入、物業租金收入、經紀佣金、經紀服務之交易費用、貸款融資利息收入以及扣除退貨後之化妝品銷售之總額。

## 8. 按業務及地域劃分之資料

**按業務劃分**

就業務管理而言，本集團之業務目前可分為五個經營部分 - 物業發展及買賣、物業租賃、放債、上市證券投資及財資產品以及非上市證券投資、投資控股及經紀服務。該等部分為本集團申報其主要分類資料之基準。

主要業務活動如下：

物業發展及買賣	–	物業發展及物業銷售
物業租賃	–	物業租賃
放債	–	貸款融資
上市證券投資及財資產品	–	上市證券投資及買賣、場外交易及結構性產品
非上市證券投資、投資控股及經紀服務	–	非上市證券投資、買賣及經紀服務

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

8. BUSINESS AND GEOGRAPHICAL SEGMENTS  
(cont'd)

Segment information about these businesses is presented below:

**INCOME STATEMENT**

For the year ended 31st December, 2007

		Property development and trading 物業發展 及買賣 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Listed securities investments and treasury products 上市證券 投資及 財資產品 HK\$'000 千港元	Unlisted securities investments, investment holding and brokerage 非上市 證券投資、 投資控股及 經紀服務 HK\$'000 千港元	Other operations/ unallocated 其他業務 未分攤 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>Turnover</b>	營業額							
Turnover from external customers	來自外間客戶之營業額	<b>3,403,535</b>	<b>773,331</b>	<b>15,156</b>	<b>4,151,559</b>	<b>99,083</b>	<b>4,201</b>	<b>8,446,865</b>
<b>Result</b>	業績							
Segment result	分類業績	<b>947,959</b>	<b>7,124,591</b>	<b>15,156</b>	<b>1,318,761</b>	<b>351,365</b>	<b>1,343</b>	<b>9,759,175</b>
Unallocated corporate expenses, net	未分攤之公司支出淨額							<b>(203,564)</b>
Finance costs on listed securities investments and treasury products	上市證券投資及 財資產品之 財務費用	-	-	-	<b>(118,733)</b>	-	-	<b>(118,733)</b>
Other finance costs	其他財務費用							<b>(456,691)</b>
Other gains and losses, net	其他收益及虧損淨額	-	<b>(1,884)</b>	-	-	-	<b>(69,769)</b>	<b>(71,653)</b>
Share of results of associates	攤佔聯營公司業績	<b>434,601</b>	<b>91,724</b>	<b>(299)</b>	-	<b>8,481</b>	<b>66,924</b>	<b>601,431</b>
Profit before tax	除稅前溢利							<b>9,509,965</b>
Income tax expense	所得稅開支							<b>(1,177,097)</b>
Profit for the year	本年度溢利							<b>8,332,868</b>

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

8. 按業務及地域劃分之資料  
(續)

以下呈報該等業務之分類資料：

## 收益表

截至二零零七年十二月三十一日止年度





## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

8. BUSINESS AND GEOGRAPHICAL SEGMENTS  
(cont'd)**OTHER INFORMATION**

For the year ended 31st December, 2007

		<b>Property development and trading</b>	<b>Property leasing</b>	<b>Unlisted securities investments, investment holding and brokerage</b>	<b>Other operations</b>	<b>Consolidated</b>
		物業發展 及買賣	物業租賃	非上市 證券投資、 投資控股及 經紀服務	其他業務	綜合
		<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元	千港元	千港元	千港元
Capital additions	資本增加	<b>1,227,355</b>	<b>444,407</b>	<b>195,588</b>	<b>14,300</b>	<b>1,881,650</b>
Depreciation	折舊	-	<b>16,090</b>	-	-	<b>16,090</b>
Amortisation	攤銷	<b>24,867</b>	<b>609</b>	-	<b>1,430</b>	<b>26,906</b>
Other non-cash expenses	其他非現金開支	-	<b>1,884</b>	-	-	<b>1,884</b>

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

8. 按業務及地域劃分之資料  
(續)

## 其他資料

截至二零零七年十二月三十一日止年度

		<b>Property development and trading</b>	<b>Property leasing</b>	<b>Unlisted securities investments, investment holding and brokerage</b>	<b>Other operations</b>	<b>Consolidated</b>
		物業發展 及買賣	物業租賃	非上市 證券投資、 投資控股及 經紀服務	其他業務	綜合
		<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元	千港元	千港元	千港元
Capital additions	資本增加	<b>1,227,355</b>	<b>444,407</b>	<b>195,588</b>	<b>14,300</b>	<b>1,881,650</b>
Depreciation	折舊	-	<b>16,090</b>	-	-	<b>16,090</b>
Amortisation	攤銷	<b>24,867</b>	<b>609</b>	-	<b>1,430</b>	<b>26,906</b>
Other non-cash expenses	其他非現金開支	-	<b>1,884</b>	-	-	<b>1,884</b>





## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

8. BUSINESS AND GEOGRAPHICAL SEGMENTS  
(cont'd)**OTHER INFORMATION**

For the year ended 31st December, 2006

		Property development and trading 物業發展 及買賣 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital additions	資本增加	2,547,170	897,110	3,444,280
Depreciation	折舊	—	14,235	14,235
Amortisation	攤銷	—	609	609
Impairment losses recognised in the income statement	於收益表確認 之減值虧損	200,000	—	200,000
Other non-cash expenses	其他非現金開支	—	13,474	13,474

**Geographical segments**

No further geographical segment information is presented as the activities of the Group carried out in Hong Kong and the assets of the Group located in Hong Kong is the only major geographical segment of the Group.

## 9. OTHER INCOME

Included in other income are:

Building management fee income  
Building management fee expenses

Exchange gain, net  
Management fee income

其他收入包括：

樓宇管理費收入  
樓宇管理費開支

匯兌收益淨額  
管理費收入

	2007 HK\$'000 千港元	2006 HK\$'000 千港元
	<b>56,879</b>	59,281
	<b>(38,940)</b>	(37,882)
	<b>17,939</b>	21,399
	<b>3,451</b>	—
	<b>—</b>	1,159

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

8. 按業務及地域劃分之資料  
(續)

其他資料

截至二零零六年十二月三十一日止年度

	Property development and trading 物業發展 及買賣 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
資本增加	2,547,170	897,110	3,444,280
折舊	—	14,235	14,235
攤銷	—	609	609
於收益表確認 之減值虧損	200,000	—	200,000
其他非現金開支	—	13,474	13,474

**按地域劃分**

由於本集團於香港從事之業務及本集團位於香港之資產乃本集團之唯一主要地區分類資料，因此並無進一步呈列按地域劃分之資料。

## 9. 其他收入



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 10. INVESTMENT INCOME, NET

## 10. 投資收入淨額

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Gain on financial assets at fair value through profit or loss classified as held-for-trading:	按公平值計入收益表被分類為		
Unrealised gain on investments held-for-trading	持作買賣之財務資產收益： 持作買賣之投資之未變現收益	<b>20,372</b>	5,066
Financial assets at fair value through profit or loss classified as designated:	按公平值計入收益表		
Unrealised (loss) gain on equity-linked notes	被分類為指派之財務資產： 股票掛鈎票據之未變現 (虧損)收益	<b>(46,311)</b>	2,366
Realised gain (loss) on equity-linked notes	股票掛鈎票據之已變現 收益(虧損)	<b>2,427</b>	(17,632)
Net loss on financial assets at fair value through profit or loss classified as designated	按公平值計入收益表 被分類為指派之財務資產 虧損淨額	<b>(43,884)</b>	(15,266)
Financial liabilities at fair value through profit or loss classified as held-for-trading:	按公平值計入收益表被分類為		
Unrealised gain (loss) on derivative financial instruments	持作買賣之財務負債： 衍生金融工具之未變現 收益(虧損)	<b>51,925</b>	(16,555)
Realised gain (loss) on derivative financial instruments	衍生金融工具之已變現 收益(虧損)	<b>65,868</b>	(59,940)
Net gain (loss) on financial liabilities at fair value through profit or loss classified as held-for-trading	按公平值計入收益表被分類為持作 買賣之財務負債收益(虧損)淨額	<b>117,793</b>	(76,495)
Realised gain on bonds	債券之已變現收益	-	8
Transfer from equity on disposals of available-for-sale investments	出售待售投資時由股本權益轉撥	<b>888,684</b>	233,012
Other investment income	其他投資收入	-	11,968
Dividend income on:	股息收入：		
Listed investments	上市投資	<b>89,986</b>	69,597
Unlisted investments	非上市投資	<b>65,755</b>	83,746
Interest income	利息收入	<b>227,292</b>	461,315
Imputed interest on:	名義利息：		
Advances to associates	墊付聯營公司款項	<b>33,073</b>	60,284
		<b>1,399,071</b>	833,235

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 10. INVESTMENT INCOME, NET (cont'd)

Included in interest income are interest from equity-linked notes & bonds and derivative financial instruments amounted to approximately HK\$12,000,000 (2006: HK\$245,000,000) and approximately HK\$51,000,000 (2006: HK\$137,000,000) respectively.

## 11. OTHER EXPENSES

Included in other expenses are:

Amortisation of intangible assets	無形資產攤銷
Expenses for specific transactions	特定交易開支
Impairment loss recognised in respect of accounts receivable	就應收賬款確認之減值虧損

其他開支包括：

2007	2006
HK\$'000	HK\$'000
千港元	千港元

1,430	—
8,374	—
—	38

## 12. ASSET CLASSIFIED AS HELD FOR SALE

On 27th December, 2006 and 8th December, 2006, Superkey Development Limited and Boria Enterprises Limited, indirect wholly owned subsidiaries of G-Prop (Holdings) Limited ("G-Prop"), which was a 50.1% interest subsidiary of the Group as at 31st December, 2006, entered into sale and purchase agreements with two independent third parties ("the Purchaser") in relation to the disposals of a car park located at No. 4106, 4/F., Bank of America Tower, 12 Harcourt Road, Hong Kong (the "Car Park") and property located at 3rd Floor, Chung Kiu Godown Building, 63-71 Lei Muk Road, Kwai Chung, New Territories, Hong Kong (the "Property") at considerations of HK\$538,000 and HK\$8,800,000 respectively. The Car Park was satisfied by the Purchaser in cash and completed on 19th January, 2007 and the Property was satisfied in cash and completed on 31st May, 2007. In accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*, the above investment properties have been presented as assets classified as held for sale in the consolidated balance sheet as at 31st December, 2006.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 10. 投資收入淨額(續)

利息收入之中包括股票掛鈎票據及債券以及衍生金融工具之利息分別約 12,000,000 港元(二零零六年: 245,000,000 港元)及約 51,000,000 港元(二零零六年: 137,000,000 港元)。

## 11. 其他開支

2007	2006
HK\$'000	HK\$'000
千港元	千港元

1,430	—
8,374	—
—	38

## 12. 列為持作出售之資產

於二零零六年十二月二十七日及二零零六年十二月八日, 本集團於二零零六年十二月三十一日佔 50.1% 權益之附屬公司金匡企業有限公司(「金匡」)之間接全資附屬公司偉祺發展有限公司及博永企業有限公司與兩名獨立第三方(「買方」)訂立買賣協議, 分別以代價 538,000 港元及 8,800,000 港元出售香港夏慤道 12 號美國銀行中心 4 樓 4106 號停車位(「停車位」)及位於香港新界葵涌梨木道 63-71 號中僑貨倉大廈 3 樓之物業(「物業」), 出售停車位已由買方於二零零七年一月十九日以現金支付及完成, 出售物業由買方於二零零七年五月三十一日以現金支付及完成。根據香港財務報告準則第 5 號持作出售之非流動資產及已停業經營業務, 上述投資物業已於二零零六年十二月三十一日之綜合資產負債表內列為持作出售之資產。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 13. PROFIT FOR THE YEAR

## 13. 本年度溢利

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Profit for the year has been arrived at after (charging) crediting:	本年度溢利已 (扣除)計入:		
Total staff costs:	總僱員成本:		
Staff costs, including Directors' emoluments	僱員成本(包括董事酬金)	<b>(94,997)</b>	(86,432)
Retirement benefits scheme contributions, net of forfeited contributions of HK\$197,000 (2006: HK\$473,000)	退休福利計劃供款, 扣除已沒收供款 197,000 港元 (二零零六年: 473,000 港元)	<b>(4,268)</b>	(3,517)
		<b>(99,265)</b>	(89,949)
Auditors' remuneration	核數師酬金	<b>(1,925)</b>	(3,505)
Depreciation	折舊	<b>(16,090)</b>	(14,235)
Amortisation	攤銷	<b>(609)</b>	(609)
Cost of investments held-for-trading recognised	持作買賣之投資成本確認	<b>(3,963,100)</b>	(3,761,509)
Cost of trading properties recognised	買賣物業成本確認	<b>(2,240,217)</b>	(5,345)
Cost of cosmetic products recognised	化妝品成本確認	<b>(1,300)</b>	-
Share of tax of associates (included in share of results of associates)	攤佔聯營公司稅項 (已計入攤佔聯營公司業績)	<b>(89,152)</b>	(227,267)
Gain on disposals of investments held-for-trading included in gross profit:	計入毛利之出售持作買賣投資之收益:		
Increase in market value of investments held-for-trading	持作買賣投資之市值增加	<b>186,960</b>	256,613
Realised exchange (loss) gain on translation of investments held-for-trading	換算持作買賣投資之已變現匯兌(虧損)收益	<b>(4,191)</b>	14,255
		<b>182,769</b>	270,868
Gross rental income from investment properties	投資物業租金收入總額	<b>773,331</b>	667,913
Less: Direct operating expenses from investment properties that generated rental income during the year	減: 年內產生租金收入之投資物業直接經營開支	<b>(59,160)</b>	(48,864)
Direct operating expenses from investment properties that did not generate rental income during the year	年內並無產生租金收入之投資物業直接經營開支	<b>(13,144)</b>	(11,652)
		<b>701,027</b>	607,397

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 14. FINANCE COSTS

## 14. 財務費用

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Interest on:	利息：		
Bank loans wholly repayable within five years	須於五年內全數償還之銀行貸款	<b>522,265</b>	345,606
Bank loans wholly repayable over five years	須於五年後全數償還之銀行貸款	<b>1,633</b>	1,760
Other loans wholly repayable within five years	須於五年內全數償還之其他貸款	<b>106,427</b>	156,393
Amounts due to minority shareholders	欠負少數股東款項	<b>21,756</b>	33,278
		<b>652,081</b>	537,037
Imputed interest on:	名義利息：		
Amounts due to associates	欠負聯營公司款項	<b>1,006</b>	985
Amounts due to minority shareholders	欠負少數股東款項	<b>2,751</b>	16,726
Convertible bonds	可換股債券	<b>4,050</b>	21,187
		<b>7,807</b>	38,898
Total interest	利息總額	<b>659,888</b>	575,935
Exchange loss on translation of foreign currency loans	外幣貸款匯兌虧損	<b>12,306</b>	22,602
Other finance costs	其他財務費用	<b>4,242</b>	3,324
		<b>676,436</b>	601,861
Less: Interest capitalised to stock of properties under development	減：撥充發展中物業 存貨資本化之利息	<b>(40,602)</b>	(92,979)
Less: Interest capitalised to investment properties under development	減：撥充發展中投資 物業資本化之利息	<b>(60,410)</b>	(55,363)
		<b>575,424</b>	453,519

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 15. OTHER GAINS AND LOSSES, NET

## 15. 其他收益及虧損淨額

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Included in other gains and losses, net are:	其他收益及虧損淨額包括：		
Impairment loss reversed in respect of advances to associates	就墊付聯營公司款項撥回之減值虧損	1,719	897
Impairment loss recognised in respect of advance to an associate	就墊付一間聯營公司款項確認之減值虧損	(1,884)	(13,474)
Gain on disposal of a subsidiary (Note)	出售一間附屬公司收益(附註)	158,212	-
Gain on deemed disposal of interest in an associate	視作出售一間聯營公司權益收益	5,103	-
Gain on disposal of an associate	出售一間聯營公司收益	-	70,366
Loss on conversion of convertible bonds by cash settlement	以現金結算方式兌換可換股債券之虧損	(236,705)	-
Discount on acquisition of a subsidiary	收購一間附屬公司折讓	624	-

Note: Gain on disposal of a subsidiary arose from disposal of 15.11% interest in G-Prop by placing on 7th June, 2007.

附註：出售一間附屬公司收益乃因於二零零七年六月七日以配售方式出售金匡之 15.11% 權益。

## 16. DIRECTORS' EMOLUMENTS

## 16. 董事酬金

Fees and other emoluments paid or payable to each of the 5 (2006: 7) directors for the years ended 31st December, 2007 and 2006 were as follows:

於截至二零零七年及二零零六年十二月三十一日止年度已付或應付予五名董事(二零零六年：七名)各自之袍金及其他酬金如下：

		2007			2006		
		Fee 袍金 HK\$'000 千港元	Salaries and other emolument 薪金及其他酬金 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Fee 袍金 HK\$'000 千港元	Salaries and other emolument 薪金及其他酬金 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Mr. Joseph Lau, Luen-hung	劉鑾雄先生	-	3,600	3,600	-	3,600	3,600
Mr. Thomas Lau, Luen-hung (resigned on 15th December, 2006)	劉鑾鴻先生 (於二零零六年十二月十五日辭任)	-	-	-	-	2,290	2,290
Mr. Lau, Ming-wai (appointed on 15th December, 2006)	劉鳴煒先生 (於二零零六年十二月十五日獲委任)	-	1,200	1,200	-	55	55
Mr. Koon, Wing-yee	官永義先生	-	-	-	6	-	6
Mr. Chan, Kwok-wai	陳國偉先生	180	-	180	150	-	150
Mr. Cheng, Kwee	鍾貴先生	180	-	180	150	-	150
Ms. Phillis Loh, Lai-ping	羅麗萍女士	180	-	180	140	-	140
		540	4,800	5,340	446	5,945	6,391



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 16. DIRECTORS' EMOLUMENTS (cont'd)

No Directors waived any emoluments for the years ended 31st December, 2007 and 2006.

## 17. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2006: two) were executive directors of the Company whose emoluments are included in the disclosures in Note 16 above. The emoluments of the remaining three (2006: three) individuals disclosed pursuant to the Listing Rules were as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefit scheme contributions	退休福利計劃供款

Their emoluments were within the following bands:

Nil – HK\$1,000,000	無 - 1,000,000 港元
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元 - 1,500,000 港元
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元 - 2,000,000 港元

During the years ended 31st December, 2007 and 2006, no emoluments were paid by the Group to the five highest paid individuals or Directors, as an inducement to join or upon joining the Group as compensation for loss of office.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 16. 董事酬金(續)

董事概無於截至二零零七年及二零零六年十二月三十一日止年度內放棄收取任何酬金。

## 17. 僱員酬金

本集團五名最高薪酬人士中，兩名(二零零六年：兩名)為本公司執行董事，彼等之薪酬已於上文附註16披露。遵照上市規則披露之餘下三名(二零零六年：三名)人士之酬金如下：

2007	2006
HK\$'000	HK\$'000
千港元	千港元
<b>3,588</b>	3,296
<b>238</b>	166
<b>3,826</b>	3,462

彼等之酬金分下列等級：

Number of employees  
僱員人數

2007	2006
<b>1</b>	2
<b>1</b>	0
<b>1</b>	1

於截至二零零七年及二零零六年十二月三十一日止年度內，本集團概無為吸引加入本集團或於加入本集團時作為離職補償而向該五名最高薪酬人士或董事支付任何酬金。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 18. INCOME TAX EXPENSE

## 18. 所得稅開支

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
The charge (credit) comprises:	稅項支出(撥回)包括:		
Current tax:	當期稅項:		
Hong Kong Profits Tax	香港利得稅	<b>174,389</b>	42,038
Other than Hong Kong	香港以外地區	<b>9,556</b>	5,852
		<b>183,945</b>	47,890
Underprovision in prior years:	過往年度撥備不足:		
Hong Kong Profits Tax	香港利得稅	<b>1,181</b>	2,960
Other than Hong Kong	香港以外地區	-	-
		<b>1,181</b>	2,960
Deferred tax:	遞延稅項:		
Current year	本年度	<b>992,588</b>	1,455,288
Overprovision in prior years	過往年度超額撥備	<b>(617)</b>	(214)
		<b>991,971</b>	1,455,074
		<b>1,177,097</b>	1,505,924

Hong Kong Profits Tax is calculated at 17.5% on the estimated assessable profits for the both years. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

香港利得稅乃根據上述兩個年度之估計應課稅溢利按稅率17.5%計算。其他司法權區產生之稅項乃按有關司法權區之當時稅率計算。

On 16th March, 2007, the People's Republic of China promulgated the Law of the People's Republic of China on Enterprise Income Tax by Order No. 63 of the President of the People's Republic of China, which will change the tax rate from 33% to 25% for certain subsidiaries from 1st January, 2008. The deferred tax balance has been adjusted to reflect the tax rates that are expected to apply to the respective years when the asset is realised or the liability is settled.

於二零零七年三月十六日，中華人民共和國根據中華人民共和國國家主席令63號頒布中華人民共和國企業所得稅法，該法令若干附屬公司之稅率由二零零八年一月一日起由33%改為25%。遞延稅項結餘已予以調整，以反映預期於資產變現或清償負債期間適用之各個稅率。

The major deferred tax liabilities recognised by the Group is deferred tax on fair value changes on investment properties of HK\$994,206,000 (2006: HK\$1,431,805,000) for the year.

本集團於年內確認之遞延稅項負債主要為投資物業之公平值變動之遞延稅項994,206,000港元(二零零六年: 1,431,805,000港元)。

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For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 18. INCOME TAX EXPENSE (cont'd)

The tax charge for the year can be reconciled to the profit before tax as follows:

## 18. 所得稅開支(續)

年內之稅項支出與除稅前溢利對賬如下：

		<b>2007</b>		2006	
		<b>HK\$'000</b>	<b>%</b>	HK\$'000	%
		千港元		千港元	
Profit before tax	除稅前溢利	<b>9,509,965</b>		9,063,011	
Tax at Hong Kong Profits	按香港利得稅稅率 17.5%				
Tax rate of 17.5%	計算之稅項	<b>1,664,244</b>	<b>17.5</b>	1,586,026	17.5
Tax effect of share of results of associates	攤佔聯營公司業績之稅務影響	<b>(105,251)</b>	<b>(1.1)</b>	(89,638)	(1.0)
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣減支出之稅務影響	<b>297,095</b>	<b>3.1</b>	513,203	5.7
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	<b>(720,878)</b>	<b>(7.6)</b>	(471,619)	(5.2)
Underprovision in respect of prior years	過往年度撥備不足	<b>564</b>	-	2,746	-
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	<b>60,656</b>	<b>0.6</b>	178	-
Tax effect of utilisation of tax losses previously not recognised	運用先前未確認之稅務虧損之稅務影響	<b>(52,853)</b>	<b>(0.5)</b>	(33,154)	(0.4)
Tax effect on accelerated accounting depreciation over tax depreciation not provided in prior years	過往年度未撥備之加速會計折舊超過稅務折舊之稅務影響	<b>(1,307)</b>	-	(6,404)	(0.1)
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之附屬公司適用之不同稅率之影響	<b>34,827</b>	<b>0.4</b>	4,628	0.1
Others	其他	-	-	(42)	-
Tax charge for the year	年度稅項	<b>1,177,097</b>	<b>12.4</b>	1,505,924	16.6

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For the year ended 31st December, 2007

## 綜合財務報表附註

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## 19. DIVIDENDS

## 19. 股息

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>(a)</b> Final dividend for 2006 paid on 15th June, 2007 of HK 18 cents (2005: HK 12 cents) per share	<b>(a)</b> 於二零零七年六月十五日派付之二零零六年末期股息每股18港仙(二零零五年: 12港仙)		
Cash	現金	<b>129,774</b>	108,128
Share alternative under scrip dividend scheme	根據以股代息計劃收取股份	<b>277,095</b>	158,639
		<b>406,869</b>	266,767
<b>(b)</b> Interim dividend for 2007 paid on 3rd October, 2007 of HK 13.5 cents (2006: HK 12 cents) per share	<b>(b)</b> 於二零零七年十月三日派付之二零零七年中期股息每股13.5港仙(二零零六年: 12港仙)		
Cash	現金	<b>121,204</b>	72,965
Share alternative under scrip dividend scheme	根據以股代息計劃收取股份	<b>187,165</b>	195,905
		<b>308,369</b>	268,870
Total dividends paid	已派付股息總額	<b>715,238</b>	535,637

The final dividend of HK 22.5 cents (2006: HK 18 cents) per share has been proposed by the Directors and is subject to approval by the shareholders in general meeting.

董事會建議派付末期股息每股22.5港仙(二零零六年: 18港仙), 有待股東於股東大會批准。

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For the year ended 31st December, 2007

## 綜合財務報表附註

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## 20. EARNINGS PER SHARE

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

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Earnings:	盈利：		
Earnings for the purposes of basic earnings per share (profit for the year attributable to equity holders of the parent)	計算每股基本盈利之盈利 ( 母公司股本權益持有人應佔 之本年度溢利 )	<b>8,195,857</b>	7,477,345
Effect of dilutive potential ordinary shares: Imputed interest on convertible bonds	潛在攤薄普通股之影響： 可換股債券之名義利息		21,187
Earnings for the purposes of diluted earnings per share	計算每股攤薄盈利 之盈利		7,498,532
		<b>Number of shares</b>	
		股份數目	
		<b>2007</b>	2006
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purposes of basic earnings per share	計算每股基本盈利 之普通股加權平均數	<b>2,277,396,424</b>	2,204,297,086
Effect of dilutive potential ordinary shares: Convertible bonds	潛在攤薄普通股之影響： 可換股債券		46,269,727
Weighted average number of ordinary shares for the purposes of diluted earnings per share	計算每股攤薄盈利 之普通股加權平均數		2,250,566,813

Diluted earnings per share for the year ended 31st December, 2007 is the same as the basic earnings per share as there were no dilutive potential ordinary shares outstanding.

母公司之股本權益持有人應佔之每股基本及攤薄盈利乃根據以下數據計算：

因概無任何尚未行使之可攤薄潛在普通股，故截至二零零七年十二月三十一日止年度之每股攤薄盈利與每股基本盈利相同。



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For the year ended 31st December, 2007

## 綜合財務報表附註

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## 21. INVESTMENT PROPERTIES

## 21. 投資物業

		HK\$'000 千港元
<b>Fair value</b>	<b>公平值</b>	
At 1st January, 2006	於二零零六年一月一日	24,062,965
Acquisition of subsidiaries	收購附屬公司	393,000
Additions	添置	476,796
Increase in fair value recognised in the income statement	於收益表中確認之 公平值增加	6,921,971
Reclassification to asset held for sale	重新分類為持作出售資產	(9,338)
Disposals	出售	(73,524)
		<hr/>
At 31st December, 2006	於二零零六年十二月三十一日	31,771,870
Additions	添置	405,793
Increase in fair value recognised in the income statement	於收益表中確認之 公平值增加	6,421,788
Disposal of a subsidiary	出售一間附屬公司	(35,600)
Disposals	出售	(65,411)
		<hr/>
<b>At 31st December, 2007</b>	<b>於二零零七年十二月三十一日</b>	<b>38,498,440</b>

The market value of the Group's investment properties at 31st December, 2007 has been arrived at on the basis of valuation carried out on that date by Messrs. Norton Appraisals Limited ("Norton Appraisals"), independent qualified professional valuers not connected with the Group who has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation report on the investment properties is signed by a director of Norton Appraisals, who is a member of the Hong Kong Institute of Surveyors. The valuation, which conforms to the Hong Kong Institute of Surveyors Valuation Standards on Properties (1st Edition 2005) published by the Hong Kong Institute of Surveyors, was based on market value basis.

與本集團並無關連之獨立合資格專業估值師普敦國際評估有限公司(「普敦國際」)已按其於二零零七年十二月三十一日所進行估值為基準，計算本集團投資物業於該日之市值。普敦國際擁有合適資格及最近亦有評估相關地點之同類物業之經驗。投資物業之估值報告由普敦國際董事(香港測量師學會會員)簽署。該估值乃遵守香港測量師學會所頒布之物業估值準則(二零零五年第一版)，並按市值基準進行重估。

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## 綜合財務報表附註

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## 21. INVESTMENT PROPERTIES (cont'd)

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

The carrying value of investment properties shown above comprises:

## 21. 投資物業(續)

根據營運租賃持有以賺取租金或資本增值之本集團所有物業權益乃採用公平值模式計量，並分類及入賬列作投資物業。

上述投資物業之賬面值包括：

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Properties in Hong Kong held under:	於香港按以下租約持有之物業：		
Long lease	長期租約	<b>30,710,400</b>	26,684,270
Medium-term lease	中期租約	<b>6,336,400</b>	3,967,400
		<b>37,046,800</b>	30,651,670
Properties outside Hong Kong held under:	於香港以外按以下租約持有之物業：		
Long lease	長期租約	<b>457,900</b>	304,000
Medium-term lease	中期租約	<b>993,740</b>	816,200
		<b>1,451,640</b>	1,120,200
		<b>38,498,440</b>	31,771,870

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## 綜合財務報表附註

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## 22. PROPERTY AND OTHER FIXED ASSETS

## 22. 物業及其他固定資產

		Furniture, fixtures and equipments			Yachts and motor vehicles	Total
		Buildings	傢俬、裝置及設備			
		樓宇		遊艇及汽車	合計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
<b>Cost</b>	成本					
At 1st January, 2006	於二零零六年一月一日	59,679	85,178	40,124	184,981	
Acquisition of subsidiaries	收購附屬公司	–	24	495	519	
Additions	添置	–	5,248	21,547	26,795	
Disposals	出售	–	(4,614)	(5,713)	(10,327)	
At 31st December, 2006	於二零零六年十二月三十一日	59,679	85,836	56,453	201,968	
Acquisition of a subsidiary	收購一間附屬公司	–	34	42	76	
Additions	添置	–	3,242	35,372	38,614	
Disposals	出售	–	(2,465)	(9,633)	(12,098)	
Exchange adjustments	滙兌調整	–	57	117	174	
At 31st December, 2007	於二零零七年十二月三十一日	59,679	86,704	82,351	228,734	
<b>Depreciation</b>	折舊					
At 1st January, 2006	於二零零六年一月一日	8,832	77,207	30,053	116,092	
Charge for the year	年內折舊	1,501	3,616	9,118	14,235	
Elimination upon disposals	出售時對銷	–	(4,614)	(5,102)	(9,716)	
At 31st December, 2006	於二零零六年十二月三十一日	10,333	76,209	34,069	120,611	
Charge for the year	年內折舊	1,502	3,928	10,660	16,090	
Elimination upon disposals	出售時對銷	–	(2,446)	(7,457)	(9,903)	
Exchange adjustments	滙兌調整	–	30	60	90	
At 31st December, 2007	於二零零七年十二月三十一日	11,835	77,721	37,332	126,888	
<b>Carrying amounts</b>	賬面值					
<b>At 31st December, 2007</b>	於二零零七年十二月三十一日	<b>47,844</b>	<b>8,983</b>	<b>45,019</b>	<b>101,846</b>	
At 31st December, 2006	於二零零六年十二月三十一日	49,346	9,627	22,384	81,357	

The Group's buildings are situated in Hong Kong and held under medium-term leases.

本集團之樓宇均位於香港並按中期租約持有。

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## 綜合財務報表附註

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## 23. PROPERTIES UNDER DEVELOPMENT

## 23. 發展中物業

		HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
At 1st January, 2006	於二零零六年一月一日	23,902
Additions	添置	26,384
Transfer to stock of properties	轉撥至物業存貨	(50,286)
		<hr/>
At 31st December, 2006	於二零零六年十二月三十一日	—
Additions	添置	33,548
		<hr/>
At 31st December, 2007	於二零零七年十二月三十一日	33,548
		<hr/>
<b>Carrying amounts</b>	<b>賬面值</b>	
<b>At 31st December, 2007</b>	於二零零七年十二月三十一日	<b>33,548</b>
		<hr/> <hr/>
At 31st December, 2006	於二零零六年十二月三十一日	—
		<hr/> <hr/>

The carrying value of properties under development comprises:

發展中物業之賬面值包括：

		<b>2007</b> <b>HK\$'000</b> 千港元	2006 HK\$'000 千港元
Leasehold properties in Mainland China held under:	於中國大陸按以下租約持有之物業：		
Medium-term lease	中期租約	<b>33,548</b>	—
		<hr/> <hr/>	<hr/> <hr/>

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For the year ended 31st December, 2007

## 綜合財務報表附註

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## 24. PREPAID LEASE PAYMENTS

## 24. 預付租賃款項

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
The Group's prepaid lease payments comprise:	本集團之預付租賃款項包括：		
Leasehold land in Hong Kong held under:	於香港按以下租約持有之土地：		
Long lease	長期租約	<b>248,661</b>	249,250
Medium-term lease	中期租約	<b>227</b>	247
		<b>248,888</b>	249,497
Leasehold land in Mainland China held under:	於中國大陸按以下租約持有之土地：		
Medium-term lease	中期租約	<b>1,168,743</b>	-
		<b>1,417,631</b>	249,497

Amortisation expense on prepaid lease payments of HK\$24,867,000 (2006: Nil) has been capitalised to properties under development for the year. Amortisation expense on prepaid lease payments of HK\$609,000 (2006: HK\$609,000) has been charged to consolidated income statement for the year.

年內金額為24,867,000港元(二零零六年：無)之預付租賃款項攤銷開支已撥充為發展中物業資本。年內金額為609,000港元(二零零六年：609,000港元)之預付租賃款項攤銷開支已計入綜合收益表。

## 25. PROPERTY INTERESTS HELD FOR FUTURE DEVELOPMENT

## 25. 持作日後發展之物業權益

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>Cost</b>	成本		
At 1st January and 31st December	於一月一日及十二月三十一日	<b>71,118</b>	71,118
<b>Impairment loss</b>	減值虧損		
At 1st January and 31st December	於一月一日及十二月三十一日	<b>(71,118)</b>	(71,118)
<b>Carrying amounts</b>	賬面值		
At 1st January and 31st December	於一月一日及十二月三十一日	-	-



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## 25. PROPERTY INTERESTS HELD FOR FUTURE DEVELOPMENT (cont'd)

The property interests held for development project in Chenghai Royal Garden, Shantou, the PRC is held by a wholly owned subsidiary of Chi Cheung Investment Company, Limited ("Chi Cheung"), which is a 61.96% interest subsidiary of the Group. Under a Contract for Pre-registration of Grant of State-owned Land Use Right (the "Contract") with the district bureau of Chenghai dated 5th August, 1992, the Group had made certain down payment. However, the Group subsequently determined not to proceed with the land requisition and requested for refund.

In April 2005, the Group commenced legal proceedings at the Shantou City Intermediate People's Court (the "Intermediate Court") to terminate the Contract with the Shantou City Planning and State-owned Land Resources Bureau ("Chenghai Bureau"). In view of the uncertainty in the recoverability of the amount claimed and any other entitlements under the Contract, the Group had made a full provision for an impairment loss of HK\$71,118,000 during 2004.

On 28th December, 2006, the Intermediate Court made a judgment in favour of the Group. However, Chenghai Bureau submitted an application of appeal to the High People's Court of Guangdong Province (the "High Court") on 23rd January, 2007 and the Group also sent out a reply to the High Court on 13th February 2007.

On 27th June, 2007, High Court accepted the application of appeal by the Chenghai Bureau and made the judgment as follows: (1) the judgment made by the Intermediate Court on 28th December, 2006 was revoked; and (2) the case was remitted to the Intermediate Court for rehearing. On 22nd August 2007, the Intermediate Court accepted for rehearing the case within six months.

On 18th February, 2008, the Intermediate Court notified the Group that the trial period had been extended for six months to August 2008.

## 綜合財務報表附註

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## 25. 持作日後發展之物業權益 (續)

中國汕頭市澄海海麗花園之持作發展項目物業權益，乃由本集團擁有61.96%權益之附屬公司至祥置業有限公司(「至祥」)之一間全資附屬公司持有。根據於一九九二年八月五日與澄海地區當局訂立之國有土地使用權預約合同(「合同」)，本集團已支付若干定金。本集團其後決定不進行徵地，並終止該合同及要求退還定金。

於二零零五年四月，本集團於汕頭市中級人民法院(「中級法院」)向汕頭市規劃與國土資源局(「澄海當局」)展開法律程序，終止合同。由於未能確定可否收回索償款額及根據合同之其他權益，本集團已於二零零四年就減值虧損作出71,118,000港元之全數撥備。

於二零零六年十二月二十八日，中級法院判決裁定本集團勝訴，然而，澄海當局於二零零七年一月二十三日向廣東省高級人民法院(「高級法院」)提交上訴申請，而本集團亦已於二零零七年二月十三日向高級法院提交回應。

於二零零七年六月二十七日，高級法院接受澄海當局之上訴申請並作出如下判決：(1) 撤銷中級法院於二零零六年十二月二十八日作出之判決；及(2) 案件被退回至中級法院重新聆訊。於二零零七年八月二十二日，中級法院接受於六個月重新聆訊案件。

於二零零八年二月十八日，中級法院知會本集團審訊期被延長六個月至二零零八年八月。

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## 綜合財務報表附註

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## 26. INTANGIBLE ASSETS

## 26. 無形資產

		<b>Club debentures</b>	<b>Trading and exchange rights</b>	<b>Trademark</b>	<b>Total</b>
		會社債券	買賣及貿易權	商標	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Cost</b>	<b>成本</b>				
At 1st January, 2006	於二零零六年一月一日	24,307	2,705	–	27,012
Reclassification to available-for-sale investments	重新分類至待售投資	(24,307)	–	–	(24,307)
At 31st December, 2006	於二零零六年十二月三十一日	–	2,705	–	2,705
Acquisition of a subsidiary	收購一間附屬公司	–	–	14,300	14,300
At 31st December, 2007	於二零零七年十二月三十一日	–	2,705	14,300	17,005
<b>Amortisation and impairment</b>	<b>攤銷及減值</b>				
At 1st January, 2006	於二零零六年一月一日	8,356	2,705	–	11,061
Reclassification to available-for-sale investments	重新分類至待售投資	(8,356)	–	–	(8,356)
At 31st December, 2006	於二零零六年十二月三十一日	–	2,705	–	2,705
Amortisation for the year	年內攤銷	–	–	1,430	1,430
At 31st December, 2007	於二零零七年十二月三十一日	–	2,705	1,430	4,135
<b>Carrying amounts</b>	<b>賬面值</b>				
<b>At 31st December, 2007</b>	於二零零七年十二月三十一日	<b>–</b>	<b>–</b>	<b>12,870</b>	<b>12,870</b>
At 31st December, 2006	於二零零六年十二月三十一日	–	–	–	–

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For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 27. GOODWILL

		HK\$'000 千港元
<b>Cost</b>	成本	
At 1st January, 2006, 31st December, 2006 and 31st December, 2007	於二零零六年一月一日、二零零六年十二月三十一日 及二零零七年十二月三十一日	47,748
<b>Impairment</b>	減值	
At 1st January, 2006, 31st December, 2006 and 31st December, 2007	於二零零六年一月一日、二零零六年十二月三十一日 及二零零七年十二月三十一日	47,748
<b>Carrying amount At 31st December, 2007</b>	賬面值 於二零零七年十二月三十一日	<u><u>-</u></u>
At 31st December, 2006	於二零零六年十二月三十一日	<u><u>-</u></u>

## 28. INTERESTS IN ASSOCIATES

		<b>2007</b> <b>HK\$'000</b> 千港元	2006 HK\$'000 千港元
Cost of investment in associates	投資聯營公司成本		
Listed in Hong Kong	於香港上市	<b>47,772</b>	-
Unlisted	非上市	<b>308,254</b>	307,926
Share of post-acquisition profits, net of dividend received	攤佔收購後溢利 扣除已收股息	<b>854,910</b>	1,088,425
		<u><b>1,210,936</b></u>	<u>1,396,351</u>
Market value of investment in associates	投資聯營公司市值		
Listed in Hong Kong	於香港上市	<u><b>269,523</b></u>	-

The Company provided corporate guarantee to secure bank loans granted to its associates. The fair value of the financial guarantee contract was determined by Norton Appraisals, independent qualified professional valuers, and it was recognised as interests in associates and financial guarantee liabilities in the Group's consolidated balance sheet.

Particulars of the Group's principal associates at 31st December, 2007 are set out in Note 57.

## 28. 聯營公司權益

本公司提供公司擔保作為其聯營公司獲授銀行貸款之抵押。財務擔保合約之公平值由獨立合資格專業估值師普敦國際釐定，並已於本集團之綜合資產負債表內確認為聯營公司權益及財務擔保負債。

本集團於二零零七年十二月三十一日之主要聯營公司詳情載於附註57。

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## 綜合財務報表附註

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## 28. INTERESTS IN ASSOCIATES (cont'd)

The investment properties of the Group's principal associates were revalued at 31st December, 2007 by Norton Appraisals. The valuation, which conforms to The Hong Kong Institute of Surveyors Valuation Standards on Properties (1st Edition 2005) published by the Hong Kong Institute of Surveyors, was based on market value basis.

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

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Total assets	總資產	<b>11,883,342</b>	11,568,969
Total liabilities	總負債	<b>(8,718,169)</b>	(8,197,694)
Net assets	淨資產	<b>3,165,173</b>	3,371,275
Minority interest	少數股東權益	<b>12,828</b>	22,031
		<b>3,178,001</b>	3,393,306
Group's share of net assets of associates	本集團攤佔聯營公司淨資產	<b>1,210,936</b>	1,396,351
Turnover	營業額	<b>2,311,861</b>	6,131,011
Profit for the year	本年度溢利	<b>1,575,943</b>	2,924,850
Group's share of results of associates for the year	本集團攤佔聯營公司本年度業績	<b>601,431</b>	1,135,167

A legal action against an 50% associate of the Group, The Kwong Sang Hong International Limited ("Kwong Sang Hong"), was taken by a Chinese joint venture partner of Kwong Sang Hong in respect of a development project in the PRC. Pending the interpretation of the judgment of retrial, provision of HK\$19,700,000 (2006: HK\$19,700,000) against damages, legal costs and interest was made by Kwong Sang Hong.

In October 2007, G-Prop allotted and issued 493,678,883 and 740,518,325 new shares at an issue price of HK\$0.162 each to Asian Kingdom Limited and an indirect wholly-owned subsidiary of Kingboard Chemical Holdings Limited. Accordingly, the Group's shareholding in G-Prop has decreased from 34.99% to 13.69%, resulting in a gain on deemed disposal of interest in an associate of approximately HK\$5,103,000.

## 28. 聯營公司權益(續)

本集團主要聯營公司之投資物業已由普敦國際於二零零七年十二月三十一日進行重估。該估值乃遵守香港測量師學會所頒布的物業估值準則(二零零五年第一版), 並按市值為基準進行重估。

本集團之聯營公司之財務資料概述如下:

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Total assets	總資產	<b>11,883,342</b>	11,568,969
Total liabilities	總負債	<b>(8,718,169)</b>	(8,197,694)
Net assets	淨資產	<b>3,165,173</b>	3,371,275
Minority interest	少數股東權益	<b>12,828</b>	22,031
		<b>3,178,001</b>	3,393,306
Group's share of net assets of associates	本集團攤佔聯營公司淨資產	<b>1,210,936</b>	1,396,351
Turnover	營業額	<b>2,311,861</b>	6,131,011
Profit for the year	本年度溢利	<b>1,575,943</b>	2,924,850
Group's share of results of associates for the year	本集團攤佔聯營公司本年度業績	<b>601,431</b>	1,135,167

本集團之50%聯營公司The Kwong Sang Hong International Limited(「廣生行」)之一個中國合營夥伴就中國一項發展項目採取法律行動控告廣生行。在等待覆核裁決期間, 廣生行已就賠償、法律費用及利息作出19,700,000港元之撥備(二零零六年: 19,700,000港元)。

於二零零七年十月, 金匡按發行價每股0.162港元向Asian Kingdom Limited及建滔化工集團之一間間接全資附屬公司配發及發行493,678,883及740,518,325股新股。因此, 本集團於金匡之股權由34.99%下降至13.69%, 帶來視作出售一間聯營公司權益之收益約5,103,000港元。

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## 29. ADVANCES TO ASSOCIATES

Interest bearing advances to associates	墊付聯營公司之計息款項
Interest-free advances to associates	墊付聯營公司之免息款項

The advances to associates are unsecured. An approximately HK\$1,183,635,000 was expected to be repayable in 2010 and 2011 and the amount is therefore shown as non-current. For the remaining HK\$169,106,000, the Group will not demand repayment within one year from the balance sheet date and the amounts are therefore shown as non-current. The interest bearing advances to associates bear interest at the prevailing market rates. The Directors consider that the fair value of the interest-free advances as at the balance sheet date, determined based on the present values of the estimated future cash flows discounted using the prevailing market rates at the balance sheet date, approximates their carrying amounts.

## 30. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments comprise:

Listed investments:	
– Equity securities listed in Hong Kong	
Unlisted fund:	
– Fund established elsewhere	
Unlisted securities:	
– Equity securities incorporated in Hong Kong	
– Equity securities incorporated elsewhere	

Club debentures

Total

## 29. 墊付聯營公司款項

2007	2006
HK\$'000	HK\$'000
千港元	千港元
168,064	166,056
1,184,677	765,605
<b>1,352,741</b>	931,661

向聯營公司提供之墊支為無抵押。約1,183,635,000港元之款項預期於二零一零年及二零一一年償還，因此該等款項列作非流動性質。就剩餘之169,106,000港元，本集團不會要求於結算日起計一年內償還，因此該等款項列作非流動性質。墊付聯營公司之計息款項以當時之市場借貸利率計息。而免息墊款於結算日之公平值，則按於結算日之當時市場借貸利率貼現預計未來現金流量之現時價值約數估計，董事會認為該公平值與其賬面值相若。

## 30. 待售投資

待售投資包括：

2007	2006
HK\$'000	HK\$'000
千港元	千港元
11,389,583	8,179,251
202,119	–
229,954	258,549
78,881	78,881
<b>11,900,537</b>	8,516,681
15,731	15,951
<b>11,916,268</b>	8,532,632

上市投資：

– 於香港上市之股本證券

非上市基金：

– 於其他地區成立之基金

非上市證券：

– 於香港註冊之股本證券

– 於其他地區註冊之股本證券

會社債券

合計



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## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 30. AVAILABLE-FOR-SALE INVESTMENTS (cont'd)

As at the balance sheet date, all available-for-sale investments are stated at fair values, except for those unlisted equity investments of which their fair values cannot be measured reliably. Fair values of those listed investments have been determined based on the quoted market bid prices available on the relevant stock exchanges.

Included in the carrying amount of unlisted securities are approximately HK\$229,954,000 (2006: HK\$258,549,000) unlisted investments which are stated at fair values determined by using discounted cash flow valuation techniques, which includes some assumptions that are not supportable by observable market prices or rates. The remaining approximately HK\$78,881,000 (2006: HK\$78,881,000) represents an investment in unlisted equity securities issued by private entities incorporated in United States of America. These equity securities are measured at cost less impairment at each balance sheet date because the range of reasonable fair value estimates is so significant that the Directors are of the opinion that their fair values cannot be measured reliably.

## 31. INVESTMENTS HELD-FOR-TRADING

Investments held-for-trading comprise:

Listed investments:

- Equity securities listed in Hong Kong
- Equity securities listed elsewhere

上市投資：

- 於香港上市之股本證券
- 於其他地區上市之股本證券

The fair values of the investments held-for-trading are determined based on the quoted market bid prices available on the relevant stock exchanges.

## 30. 待售投資(續)

於結算日，除其公平值未能可靠地衡量之非上市股本投資外，所有待售投資均以其公平值呈列。上市投資之公平值乃根據相關證券交易所之市場買入報價釐定。

非上市證券之賬面值已包括約229,954,000港元(二零零六年：258,549,000港元)以公平值呈列之非上市投資，其公平值乃採用貼現現金流量估值法釐定，此估值法包括若干不被可觀察市價或市率支持之假設。餘下約78,881,000港元(二零零六年：78,881,000港元)為於美國註冊之私人機構發行之非上市股本證券之一項投資，由於估計該等股本證券合理公平值時所需考慮之假設因素範圍甚廣，董事會認為未能可靠地衡量其公平值，故此該等股本證券按結算日之成本扣除減值入賬。

## 31. 持作買賣之投資

持作買賣之投資包括：

<b>2007</b>	2006
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>173,063</b>	24,692
<b>194,690</b>	117,526
<b>367,753</b>	142,218

持作買賣之投資之公平值乃根據相關證券交易所之市場買入報價釐定。

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## 綜合財務報表附註

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## 32. ADVANCES TO INVESTEE COMPANIES AND A MINORITY SHAREHOLDER

- (a) The advance made to an investee company, of approximately HK\$330,000 (2006: HK\$1,518,000), of which the principal purpose is for providing second mortgage for a property development project, is unsecured and interest-bearing at prevailing market rate. The advance is not repayable within one year and is therefore shown as non-current. The advance made to another investee company, of approximately HK\$309,725,000, of which the principle purpose is for a property development project at West Kowloon Reclamation Area, is unsecured and interest-free. The advance is not repayable within one year and is therefore shown as non-current.

The Directors consider that the fair value of the advances to investee companies at the balance sheet date approximates to its carrying amount.

- (b) The advance made to a minority shareholder is unsecured and interest-free. The advance is not repayable within one year and is therefore shown as non-current.

The Directors consider that the fair value of the advance to a minority shareholder at the balance sheet date, determined based on the present value of the estimated future cash flow discounted using the prevailing market rate at the balance sheet date, approximates to its carrying amount.

## 32. 墊付接受投資公司及一名少數股東款項

- (a) 墊付一間接受投資公司款項約330,000港元(二零零六年:1,518,000港元),主要為一項物業發展項目提供二按,該款項乃無抵押及按當時之市場利率計息。由於墊款不會於一年內償還,故列作非流動性質。墊付另一間接受投資公司款項約309,725,000港元,主要為西九龍填海區之物業發展項目提供資金,該款項乃無抵押及免息。由於墊款不會於一年內償還,故列作非流動性質。

董事會認為墊付接受投資公司款項於結算日之公平值與其賬面值相若。

- (b) 墊付一名少數股東款項乃無抵押及免息。由於墊款不會於一年內償還,故列作非流動性質。

墊付一名少數股東款項於結算日之公平值乃按結算日之當時市場利率貼現其估計未來現金流量而計算出之現值釐定,董事會認為於結算日該公平值與其賬面值相若。

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## 33. EQUITY-LINKED NOTE

Equity-linked note is designated as financial assets at fair value through profit or loss.

Carrying amount analysed for reporting purposes as:

Current	流動性質
Non-current	非流動性質

Major term of the equity-linked note is as follows:

**Notional amount**

名義數額

US\$20,000,000	20,000,000 美元
----------------	---------------

The equity-linked note has a contract period of 24 months and is callable, bearing interest at 20.2% per annum with guaranteed coupon in the 1st quarter. The equity-linked note is linked with an overseas listed equity at a predetermined strike price.

The equity-linked note is exposed to stock price risk, time risk and implied volatility risk of the underlying stock but is not exposed to the fluctuation in foreign currency exchange rate of the underlying stock. At 31st December, 2007 the fair value adjustment to the note is mainly related to the fair value of stock price and the strike price of the underlying stock. The time risk and implied volatility risk are minimal to the fair value of the note. Accordingly, the stock price risk will then be considered as the main and the direct risk factor which affect the fair value of the note.

The equity-linked note is measured at fair value at balance sheet date. Its fair value is determined based on the quoted bid price provided by the securities' broker for equivalent instruments at the balance sheet date.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 33. 股票掛鈎票據

股票掛鈎票據被分類為按公平值計入收益表之金融資產。

作報告用途之賬面值分析：

	2007	2006
	HK\$'000	HK\$'000
	千港元	千港元
Current	101,516	75,725
Non-current	-	147,827
	<b>101,516</b>	<b>223,552</b>

股票掛鈎票據之主要內容如下：

**Maturity**

到期日

2008

股票掛鈎票據具有二十四個月之合約期，且可贖回，其年息為20.2厘，並隨附首季度之保證息票。股票掛鈎票據以預定行使價與一隻海外上市股本證券掛鈎。

股票掛鈎票據須承擔股票價格風險、時間風險及掛鈎股票引伸波幅風險，但並無掛鈎股票外幣兌換率波動風險。於二零零七年十二月三十一日，該票據之公平值調整主要與股票價格公平值及掛鈎股票行使價有關。時間風險及引伸波幅風險對該票據之公平值之影響極微。因此，股票價格風險將被認為影響該票據公平值之主要及直接因素。

股票掛鈎票據於結算日以公平值計量，其公平值乃根據證券經紀於結算日提供之相等工具買入報價釐定。

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## 34. LOANS RECEIVABLE

## 34. 應收貸款

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Long term loans receivable, secured	有抵押之應收長期貸款		
Non-current	非流動性質	<b>61,300</b>	63,058
Current	流動性質	<b>583</b>	223
		<b>61,883</b>	63,281
Other loans and advances, unsecured	無抵押之其他貸款及墊款	<b>3</b>	22
		<b>61,886</b>	63,303
Less: Amount due within one year shown under current assets	減：一年內到期並列作流動資產 之款項	<b>(586)</b>	(224)
Amount due after one year	一年後到期之款項	<b>61,300</b>	63,079

Loans receivable comprise:

應收貸款包括：

	<b>Maturity date</b>	<b>Collateral</b>	<b>Effective interest rate</b>	<b>Carrying amounts</b>	
	到期日	抵押	實際利率	賬面值	
				<b>2007</b>	2006
				<b>HK\$'000</b>	HK\$'000
				千港元	千港元
Loans receivable	3 years – 16 years	Properties	Prime rate	<b>2,092</b>	3,490
應收貸款	三年至十六年	物業	優惠利率		
Loans receivable	1 year	Nil	Fixed rate	<b>3</b>	22
應收貸款	一年	無	固定利率		
Loans receivable	19th January, 2010	Unlisted equity share	Prime – 1%	<b>59,791</b>	59,791
應收貸款	二零一零年 一月十九日	非上市股本證券	優惠利率 減一厘		
				<b>61,886</b>	63,303

The Directors consider that the fair value of the Group's loans receivable approximates to their carrying amounts.

董事會認為本集團應收貸款之公平值與其賬面值相若。

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## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 35. OTHER FINANCIAL ASSETS

**(a) Pledged deposits**

The amount represents deposits pledged to banks and other financial institutions to secure credit facilities granted to the Group. Deposits amounting to HK\$406,492,000 (2006: HK\$1,014,351,000) have been pledged to secure short-term borrowing and are therefore classified as current assets. The remaining deposits amounted to HK\$79,217,000 (2006: HK\$71,606,000) have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

The deposits carry interest rate at prevailing market rate. The pledged deposits will be released upon the settlement of relevant borrowings. The fair value of the deposits at the balance sheet date approximates to the corresponding carrying amount.

**(b) Securities trading receivables and deposits**

Securities trading receivables and deposits are mainly amounts due from clearing house, brokers and clients. The fair value of the securities trading receivable and deposits at the balance sheet date approximates to the corresponding carrying amount.

**(c) Time deposits, bank balances and cash**

The deposits carry interest rate at prevailing bank savings deposits rate and mature within 1 month. The Directors consider that the fair value of the time deposits, bank balances and cash at the balance sheet date approximates to the corresponding carrying amount.

## 35. 其他金融資產

**(a) 抵押存款**

此款額指抵押予銀行及其他金融機構，作為給予本集團信貸之存款。406,492,000 港元 (二零零六年：1,014,351,000 港元) 之存款已作為短期借貸之抵押，並因此被分類為流動資產。餘下 79,217,000 港元存款 (二零零六年：71,606,000 港元) 已作為長期貸款之抵押，並因此被分類為非流動資產。

以上存款計息，利率為當時市場之利率。此抵押存款將於有關貸款獲償還時解除。此存款於結算日之公平值與其相應賬面值相若。

**(b) 應收證券交易賬項及存款**

應收證券交易賬項及存款主要為應收結算所、證券經紀及客戶款項。本集團之應收證券交易賬項及存款於結算日之公平值與其相關賬面值相若。

**(c) 定期存款、銀行結餘及現金**

存款之利率為當時銀行之存款利率，並於一個月內到期。董事會認為定期存款、銀行結餘及現金於結算日之公平值與其相關賬面值相若。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 36. STOCK OF PROPERTIES

Completed properties	完成物業
Properties under development held for sales	持作買賣之發展中物業
Less: Impairment loss recognised	減：已確認減值虧損

Included in the cost of properties under development held for sales is net interest capitalised of approximately HK\$38,442,000 (2006: HK\$140,799,000).

At 31st December, 2007, the Directors reviewed the carrying value of the properties under development held for sales with reference to current market situation and the estimated selling price of the properties under development held for sales provided by Norton Appraisals. No impairment loss recognised was made during the year (2006: impairment loss recognised of HK\$200,000,000).

## 37. INVENTORIES FOR COSMETIC PRODUCTS

Finished goods	製成品
Raw materials	原材料
Total	合計

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 36. 物業存貨

2007	2006
HK\$'000	HK\$'000
千港元	千港元
228,616	79,198
4,032,313	5,251,773
4,260,929	5,330,971
(479,467)	(479,467)
3,781,462	4,851,504

持作買賣之發展中物業成本中包括撥充資本之利息淨額約38,442,000港元(二零零六年：140,799,000港元)。

於二零零七年十二月三十一日，董事會參考持作買賣之發展中物業之現時市場環境及由普敦國際提供之估計賣價，審閱持作買賣之發展中物業之賬面值。年內概無確認任何減值虧損(二零零六年：確認減值虧損200,000,000港元)。

## 37. 化妝品存貨

2007	2006
HK\$'000	HK\$'000
千港元	千港元
1,257	—
168	—
1,425	—

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 38. DERIVATIVE FINANCIAL INSTRUMENTS

**Liabilities**

Financial liabilities, held-for-trading

Interest rate swap

Equity-linked swaps

Total

**負債**

持作買賣之金融負債

利率掉期合約

股票掛鈎掉期合約

合計

## 38. 衍生金融工具

	2007	2006
	HK\$'000	HK\$'000
	千港元	千港元
	<b>50,851</b>	102,776
	-	65,868
	<b>50,851</b>	168,644

Major term of the interest rate swap is as follows:

**Notional Amount**

名義數額

US\$100,000,000

100,000,000 美元

**Maturity**

到期日

13th January, 2017

二零一七年一月十三日

利率掉期合約之主要內容如下：

Under the terms of the 12-year interest rate swap agreement, the Group receives interest from the counterparty at a fixed rate of 12% in the first year and will receive interest at floating rate, which is calculated by reference to the United States Dollars ("USD") yield curves spread, for the remaining life of the interest rate swap period. The Group will pay interest at floating rate calculated by reference to 3-month USD LIBOR throughout the interest rate swap period to the counterparty.

The swap is most sensitive to the following market parameters: USD interest rate risk, USD yield curves spread risk and USD interest rate volatility risk. The fair value of the swap will drop when (a) the USD interest rate increases; (b) the USD yield curves flattens or gets inverted; or (c) the USD interest rate volatility decreases, and vice versa. The magnitudes of sensitivity to these market parameters have been estimated at the balance sheet date as follows:

- If the USD interest rate shifts up in parallel by 1 basis point, the fair value of the swap will decrease by 3.5 basis points.
- If the USD yield curves (30 years against 10 years) flattens by 1 basis point, the fair value of the swap will decrease by 22 basis points.
- If the USD interest rate volatility decreases by 100 basis points, the fair value of the swap will decrease by 35 basis points.

The swap is measured at fair value at each balance sheet date. Its fair value is determined based on the quoted price provided by the securities' broker for equivalent instruments at the balance sheet date.

在為期十二年之利率掉期合約條款之安排下，本集團首年自結算對手所收款項以固定利率12厘計息，合約餘下期間則以浮動利率(經參考美元(「美元」)收益率曲線差價而釐定)計息。本集團將於利率掉期合約生效期間向結算對手支付參照三個月美元倫敦銀行同業拆息率之浮動利率計算之利息。

掉期合約最受下列市場參素影響：美元利率風險、美元收益率曲線差價風險以及美元利率波幅風險。當(a)美元利率上升時；(b)美元收益率曲線趨平或反向時；或(c)美元利率波幅減弱時，掉期合約之公平值將下降，反之亦然。該等市場參素之影響程度於結算日估計如下：

- 倘美元利率水平方向向上升1個基點，掉期合約之公平值將下降3.5個基點。
- 倘美元收益率曲線(三十年比十年)平移1個基點，掉期合約之公平值將下降22個基點。
- 倘美元利率波幅減少100個基點，掉期合約之公平值將下降35個基點。

掉期合約於結算日以公平值計量。其公平值乃根據證券經紀於結算日提供之相等工具報價釐定。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 39. DEBTORS, DEPOSITS AND PREPAYMENTS

Included in debtors, deposits and prepayments are trade receivables of approximately HK\$119,439,000 (2006: HK\$22,138,000) comprising mainly rental receivables which are billed in advance and settlements are expected upon receipts of billings and properties sales proceeds receivable.

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

0 – 30 days	零至三十日
31 – 60 days	三十一日至六十日
61 – 90 days	六十一日至九十日
Over 90 days	九十日以上

The Directors consider that the fair value of the Group's debtors at the balance sheet date was approximately their carrying amounts.

Ageing of trade receivables which are past due but not impaired:

61 – 90 days	六十一日至九十日
Over 90 days	九十日以上
Total	合計

In determining the recoverability of trade receivables, the Company considers any change in the credit quality of the trade receivables from the date credit were initially granted up to the reporting date. Accordingly, the Directors consider provision for impairment in values be made in respect of trade receivables to their recoverable values and believe that there is no further credit provision required in excess of the allowance for doubtful debts.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 39. 應收賬項、按金及預付款項

應收賬項、按金及預付款項包括應收貿易賬項約 119,439,000 港元( 二零零六年 : 22,138,000 港元 ), 主要包括預先開單而預期於收到租單後會支付之應收租金及物業銷售應收款項。

應收貿易賬項於結算日之賬齡分析如下 :

2007	2006
HK\$'000	HK\$'000
千港元	千港元
103,443	7,923
1,216	1,464
1,391	660
13,389	12,091
<b>119,439</b>	<b>22,138</b>

董事會認為本集團於結算日之應收賬項之公平值與其賬面值相若。

已逾期但未被減值之應收貿易賬項之賬齡分析如下 :

1,368	631
7,158	4,577
<b>8,526</b>	<b>5,208</b>

於釐定應收貿易賬項之可收回性時, 本公司考慮自開始授予信貸日期至本申報日期之應收貿易賬項之任何變動。因此, 董事會於考慮就應收貿易賬項將予作出減值撥備時等同於彼等之可收回值, 並相信無需作出就呆賬準備之外的更多信貸撥備。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 40. CREDITORS AND ACCRUALS

Included in creditors and accruals are trade payables of approximately HK\$43,765,000 (2006: HK\$13,599,000).

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

0 – 90 days	零至九十日
Over 90 days	九十日以上

The Directors consider that the fair value of the Group's creditors at the balance sheet date was approximately their carrying amounts.

## 41. BORROWINGS

Secured bank loans repayable within a period of:

Less than 1 year	一年以下	<b>2,771,741</b>	7,079,513
More than 1 year but within 2 years	一年以上但不超逾兩年	<b>1,180,588</b>	491,283
More than 2 years but within 5 years	兩年以上但不超逾五年	<b>8,192,557</b>	3,205,369
Over 5 years	五年以上	<b>7,444</b>	12,688

Other secured loans repayable within 1 year

Less: Amount due within one year

Amount due after one year

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 40. 應付賬項及應計款項

應付賬項及應計款項包括應付貿易賬項約 43,765,000 港元 (二零零六年: 13,599,000 港元)。

應付貿易賬項於結算日之賬齡分析如下:

2007	2006
HK\$'000	HK\$'000
千港元	千港元
<b>38,243</b>	11,605
<b>5,522</b>	1,994
<b>43,765</b>	13,599

董事會認為本集團於結算日之應付賬項之公平值與其賬面值相若。

## 41. 借貸

2007	2006
HK\$'000	HK\$'000
千港元	千港元
<b>2,771,741</b>	7,079,513
<b>1,180,588</b>	491,283
<b>8,192,557</b>	3,205,369
<b>7,444</b>	12,688
<b>12,152,330</b>	10,788,853
<b>177,528</b>	3,924,691
<b>12,329,858</b>	14,713,544
<b>(2,949,269)</b>	(11,004,204)
<b>9,380,589</b>	3,709,340

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 41. BORROWINGS (cont'd)

The bank loans are variable-rate borrowings which carry interest ranging from HIBOR+0.37% to HIBOR+0.8% (2006: HIBOR+0.4% to HIBOR+0.8%) per annum.

The other loan is variable-rate borrowings which carry interest of inter-bank borrowing rate +0.2% (2006: ranging from inter-bank borrowing rate +0.25% to inter-bank borrowing rate +0.5%) per annum.

The Directors consider that the fair value of the Group's borrowings approximates to their carrying amounts.

The Group's borrowings that are denominated in currency other than Hong Kong dollars are set out below:

**As at 31st December, 2007**

As at 31st December, 2006

於二零零七年十二月三十一日

於二零零六年十二月三十一日

**25,605**

Nil

## 42. PROVISIONS

At 1st January, 2006,  
31st December, 2006  
and 31st December, 2007

於二零零六年一月一日、  
二零零六年十二月三十一日  
及二零零七年十二月三十一日

**16,017****16,017**

Note: The provision represents construction cost determined by the management's best estimate of the Group's liability on contingency claims by a third party to whom a property under development project was previously disposed of.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 41. 借貸(續)

該等銀行貸款均為浮息借貸，年息按香港銀行同業拆息加0.37厘至加0.8厘不等(二零零六年：香港銀行同業拆息加0.4厘至加0.8厘不等)。

其他貸款為浮息借貸，年息按銀行同業拆息加0.2厘(二零零六年：銀行同業拆息加0.25厘至加0.5厘不等)計息。

董事會認為本集團借貸之公平值與其賬面值相若。

本集團以港元以外貨幣計算之借貸如下：

**Swiss****Franc**

瑞士法郎

CHF'000

千瑞士法郎

## 42. 撥備

**Contingency****provision**

或然事項撥備

HK\$'000

(Note)

千港元

(附註)

**Total**

合計

HK\$'000

千港元

附註：撥備指按管理層就一名第三者對早前售出之發展中物業項目作出或然索償而產生之本集團負債所作出之最佳估計而釐定之建築成本。



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 43. CONVERTIBLE BONDS

In April and May 2005, the Company has issued zero coupon Convertible Bonds (the "Bonds") with a maturity date on 2010 in an principal amount of HK\$1,750,000,000 and a further principal amount of HK\$60,000,000.

The Bonds are convertible on or after 20th May, 2005 up to and including 20th March, 2010 into fully paid ordinary shares with a par value of HK\$0.10 each of the Company at an initial price of HK\$7.37 per share, subject to adjustment. Unless previously redeemed, converted or purchased and cancelled, the Bonds will be redeemed at 100% of their principal amount on 20th April, 2010.

The Bonds contain two components, liability and equity elements. Upon the application of HKAS 32, the Bonds were split between liability and equity elements. The equity element is presented in equity heading "Convertible bonds – equity reserve". The effective interest rate of the liability component is 4.38%.

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

		HK\$'000 千港元
Liability component at 1st January, 2006	於二零零六年一月一日之負債部分	1,135,302
Converted to ordinary share	已兌換為普通股	(876,800)
Imputed interest expense for the year	年內之名義利息開支	21,187
		<hr/>
Liability component at 31st December, 2006	於二零零六年十二月三十一日之負債部分	279,689
Converted to ordinary share	已兌換為普通股	(3,475)
Imputed interest expense for the year	年內之名義利息開支	4,050
Conversion of convertible bonds by cash settlement	以現金結算方式兌換 可換股債券	(280,264)
		<hr/>
<b>Liability component at 31st December, 2007</b>	於二零零七年十二月三十一日之負債部分	<b>-</b>

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 43. 可換股債券

本公司於二零零五年四月及五月發行本金額為1,750,000,000港元及再發行本金額為60,000,000港元之於二零一零年到期之零息可換股債券(「債券」)。

債券可於二零零五年五月二十日或之後直至二零一零年三月二十日(包括該日)以初步價格每股7.37港元(可予調整)兌換為本公司每股面值0.10港元之繳足股款普通股。除非先前已經贖回、兌換或購買及註銷,否則債券可於二零一零年四月二十日按其本金額之100%贖回。

債券包含兩個部分 - 負債及權益部分。於應用香港會計準則第32號時,債券已劃分為負債及權益部分。權益部分於「可換股債券權益儲備」中以權益呈列。負債部分之實際利率為4.38厘。

債券之負債部分於年內之變動載列如下:

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 43. CONVERTIBLE BONDS (cont'd)

During the year, HK\$4,000,000 in principal of the Bonds has been converted into 573,888 ordinary shares. In accordance with Condition 8 of the Terms and Conditions of the Bonds, the Company has an option to redeem the outstanding Bonds on 21st May, 2007 at 100% of the principal amount. On 20th April, 2007, the Company gave the notice to the bondholders of the outstanding Bonds to request the early redemption. All outstanding Bonds in principal of HK\$318,500,000 had executed the right to convert the Bonds into shares of the Company (the "Conversion Right"). The Company took the option by cash settlement to satisfy the Conversion Right in HK dollars in full. Accordingly, all outstanding Bonds were settled by cash of approximately HK\$571,700,000 in May and June 2007. There is no outstanding convertible bonds as at 31st December, 2007.

## 44. AMOUNTS DUE TO ASSOCIATES AND MINORITY SHAREHOLDERS

Both the amounts due to associates and minority shareholders are unsecured. Except for the amount due to one minority shareholder which is interest bearing at prevailing market rate, the amounts due to associates and other minority shareholders are interest-free. The associates and minority shareholders will not demand for repayment within one year from the balance sheet date and the amounts are therefore shown as non-current. The Directors consider that the fair value of the amounts as at the balance sheet date, determined based on the present values of the estimated future cash flows discounted using the prevailing market rates at the balance sheet date, approximate their carrying amounts.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 43. 可換股債券(續)

年內，本金額4,000,000港元之債券已兌換為573,888股普通股。根據該債券之條款及條件第8條，本公司有選擇權於二零零七年五月二十一日按本金額之100%贖回未行使之債券。於二零零七年四月二十日，本公司向未行使債券之債券持有人發出通告，要求提早贖回該等債券。本金額達318,500,000港元之所有未行使債券已行使其兌換本公司股份之權利(「換股權」)。本公司已行使現金結算選擇權以港元全數償付換股權。因此，所有未行使債券均於二零零七年五月及六月以約571,700,000港元之現金償付，於二零零七年十二月三十一日，並無未行使可換股債券。

## 44. 欠負聯營公司及少數股東款項

欠負聯營公司及少數股東款項均為無抵押。除欠負一名少數股東之款項乃按當時市場利率計息外，欠負聯營公司及其他少數股東款項均為免息。該聯營公司及少數股東不會於結算日起一年內要求償還，故該等款項列作非流動性質。該等款項於結算日之公平值乃按結算日之當時市場利率貼現其估計未來現金流量而計算出之現值，董事會認為於結算日該公平值與其賬面值相若。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 45. DEFERRED TAXATION

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

## 45. 遞延稅項

以下為本集團於本年度及過往年度確認之主要遞延稅項負債(資產)及其變動:

		<b>Accelerated tax depreciation</b>	<b>Revaluation of investment properties</b>	<b>Tax losses</b>	<b>Total</b>
		加速稅項折舊	投資物業重估	稅務虧損	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January, 2006	於二零零六年一月一日	3,172	2,947,070	(96,250)	2,853,992
Charge to the income statement for the year	年內於收益表扣除	8,363	1,436,510	10,201	1,455,074
Fair value adjustments arising from acquisition	因收購而產生之 公平值調整	-	79,225	-	79,225
At 31st December, 2006	於二零零六年十二月三十一日	11,535	4,462,805	(86,049)	4,388,291
Charge (credit) to the income statement for the year	年內於收益表扣除(撥回)	11,394	985,836	(5,259)	991,971
Released on disposal of a subsidiary	出售一間附屬公司時撥回	(1,779)	(2,021)	1,626	(2,174)
Addition through acquisition of a subsidiary	透過收購一間附屬公司添置	(75)	-	-	(75)
<b>At 31st December, 2007</b>	於二零零七年十二月三十一日	<b>21,075</b>	<b>5,446,620</b>	<b>(89,682)</b>	<b>5,378,013</b>

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 45. DEFERRED TAXATION (cont'd)

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

Deferred tax liabilities	遞延稅項負債
Deferred tax assets	遞延稅項資產

At the balance sheet date, the Group has the following major unrecognised deferred tax assets due to the unpredictability of the future profit streams.

Accelerated tax depreciation	加速稅項折舊
Tax losses	稅務虧損

The unrecognised tax losses may be carried forward indefinitely.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 45. 遞延稅項(續)

為資產負債表之呈列，若干遞延稅項負債(資產)已經對銷。就財務報告用途之遞延稅項結餘分析如下：

<b>2007</b>	2006
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>5,444,587</b>	4,461,938
<b>(66,574)</b>	(73,647)
<b>5,378,013</b>	4,388,291

於結算日，本集團有以下因難以預料未來溢利而未確認之主要遞延稅項資產。

<b>2007</b>	2006
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>(1,639)</b>	(332)
<b>(332,573)</b>	(324,770)
<b>(334,212)</b>	(325,102)

未確認之稅務虧損可能無限期結轉。

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## 綜合財務報表附註

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## 46. SHARE CAPITAL

Movements in the share capital of the Company during the year were as follows:

## 46. 股本

於本年度內本公司股本變動如下：

		Number of shares		Share capital	
		2007	2006	2007	2006
				HK\$'000	HK\$'000
				千港元	千港元
Ordinary shares of HK\$0.10 each	每股面值0.10港元 之普通股				
Authorised:	法定股本：				
At 1st January and 31st December	於一月一日及 十二月三十一日	<b>5,000,000,000</b>	5,000,000,000	<b>500,000</b>	500,000
Issued and fully paid:	已發行及繳足股本：				
At 1st January	於一月一日	<b>2,259,809,483</b>	2,091,506,780	<b>225,981</b>	209,151
Repurchased and cancelled	購回及註銷	-	(17,648,000)	-	(1,765)
Issue of ordinary shares in lieu of cash dividend	代替現金股息而發行 之普通股	<b>40,060,007</b>	39,995,429	<b>4,006</b>	4,000
Issue of ordinary shares from conversion of convertible bonds	轉換可換股債券而發行 之普通股	<b>573,888</b>	145,955,274	<b>57</b>	14,595
At 31st December	於十二月三十一日	<b>2,300,443,378</b>	2,259,809,483	<b>230,044</b>	225,981

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## 綜合財務報表附註

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## 47. ACQUISITION OF A SUBSIDIARY

On 29th June, 2007, the Group acquired 100% equity interest of The House of Kwong Sang Hong International Limited (which is engaged in manufacturing and retailing of cosmetic products) from an 50% associate for consideration of HK\$20,000,000.

The net assets acquired in the transaction are as follows:

		Carrying amount before the acquisition	Fair value adjustment	Fair value
		收購前之 賬面值	公平值 調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired:	收購資產淨值：			
Properties and other fixed assets	物業及其他固定資產	76	–	76
Trademark	商標	–	14,300	14,300
Deferred tax assets	遞延稅項資產	75	–	75
Inventories for cosmetic products	化妝品存貨	1,555	–	1,555
Debtors, deposits and prepayments	應收賬項、按金及預付款項	1,865	–	1,865
Bank balances and cash	銀行結餘及現金	2,912	–	2,912
Creditors and accruals	應付賬項及應計款項	(159)	–	(159)
		6,324	14,300	20,624
Discount on acquisition of a subsidiary	收購一間附屬公司折讓			(624)
Total consideration	總代價			20,000
Satisfied by:	以下列方式支付：			
Cash	現金			20,000
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額：			
Cash consideration paid	已付現金代價			(20,000)
Bank balances and cash acquired	所收購之銀行結餘及現金			2,912
				(17,088)

Details of the acquisition were disclosed in the Company's announcement dated 3rd July, 2007.

The House of Kwong Sang Hong International Limited contributed approximately HK\$204,000 to the Group's loss for the period from the date of acquisition to the balance sheet date.

## 47. 收購一間附屬公司

於二零零七年六月二十九日，本集團以代價20,000,000港元向一間擁有50%權益的聯營公司收購The House of Kwong Sang Hong International Limited(主要從事化妝品的製造及零售)之100%股本權益。

交易中所收購之資產淨值如下：

		Carrying amount before the acquisition	Fair value adjustment	Fair value
		收購前之 賬面值	公平值 調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired:	收購資產淨值：			
Properties and other fixed assets	物業及其他固定資產	76	–	76
Trademark	商標	–	14,300	14,300
Deferred tax assets	遞延稅項資產	75	–	75
Inventories for cosmetic products	化妝品存貨	1,555	–	1,555
Debtors, deposits and prepayments	應收賬項、按金及預付款項	1,865	–	1,865
Bank balances and cash	銀行結餘及現金	2,912	–	2,912
Creditors and accruals	應付賬項及應計款項	(159)	–	(159)
		6,324	14,300	20,624
Discount on acquisition of a subsidiary	收購一間附屬公司折讓			(624)
Total consideration	總代價			20,000
Satisfied by:	以下列方式支付：			
Cash	現金			20,000
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額：			
Cash consideration paid	已付現金代價			(20,000)
Bank balances and cash acquired	所收購之銀行結餘及現金			2,912
				(17,088)

收購之詳情披露於本公司於二零零七年七月三日發出之公布內。

The House of Kwong Sang Hong International Limited 由收購日至結算日期間為本集團帶來虧損約204,000港元。



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## 48. DISPOSAL OF INTEREST IN A SUBSIDIARY

On 7th June, 2007, the Group had disposed 15.11% interest in a subsidiary, G-Prop, by placing at a consideration of approximately HK\$180,000,000, resulting in a gain on disposal of approximately HK\$158,212,000. Accordingly, the Group's shareholding in G-Prop has decreased from 50.1% to 34.99%. G-Prop therefore ceased to be a subsidiary and became an associate of the Group. The net assets of G-Prop at the date of disposal were as follows:

## 48. 出售一間附屬公司之權益

於二零零七年六月七日，本集團以約180,000,000港元之代價以配售方式出售於一間附屬公司(金匡)之15.11%權益，出售帶來之收益約158,212,000港元。因此，本集團於金匡之股權由50.1%降至34.99%。因此金匡不再為本集團之附屬公司，而成為本集團之聯營公司。於出售日期金匡之資產淨值如下：

		HK\$'000 千港元
Net assets disposed of:	出售資產淨值包括：	
Investment properties	投資物業	35,600
Available-for-sale investments	待售投資	100
Debtors, deposits and prepayments	應收賬項、按金及預付款項	7,536
Time deposits, bank balances and cash	定期存款，銀行結餘及現金	98,460
Creditors and accruals	應付賬項及應計款項	(1,236)
Deposits and receipts in advance	預收按金及收據	(8,418)
Deferred tax liabilities	遞延稅項負債	(2,174)
		<hr/>
Net assets	資產淨值	129,868
49.9% minority interest	49.9% 少數股東權益	(64,769)
		<hr/>
The Group's share of net assets	本集團分佔資產淨值	65,099
Share of net assets disposed	分佔已出售資產淨值	(18,424)
		<hr/>
Dividend approved before and paid after disposal	於出售前批准及後派付之股息	(3,976)
		<hr/>
		42,699
Advance to associate	墊付聯營公司款項	(30)
		<hr/>
Share of net assets owned by the Group after disposal (included in interests in associates)	分佔本集團於出售後持有之資產淨值 (已計入聯營公司權益)	42,669
		<hr/>
Share of net assets disposed	分佔已出售資產淨值	18,424
Expenses incurred for the disposal	出售產生之開支	3,364
Gain on disposal of a subsidiary	出售一間附屬公司之收益	158,212
		<hr/>
Total consideration	總代價	180,000
		<hr/>
Net cash inflow arising on disposal:	出售所產生之現金流入淨額：	
Cash consideration	現金代價	180,000
Dividend received from the disposed subsidiary	自己出售附屬公司收取之股息	3,976
Expenses incurred for disposal	出售產生之開支	(3,364)
Bank balances and cash disposed of	已出售之銀行結餘及現金	(98,460)
		<hr/>
		82,152
		<hr/>

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## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 49. FINANCIAL INSTRUMENTS

## 49. 金融工具

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Financial assets at fair value through profit or loss	按公平值計入收益表之金融資產		
Held-for-trading	持作買賣用途	<b>367,753</b>	142,218
Designated as at fair value through profit or loss	被分類為按公平值計入收益表	<b>101,516</b>	223,552
Loans and receivables	貸款及應收賬項	<b>9,154,392</b>	10,263,670
Available-for-sale financial assets	待售金融資產	<b>11,916,268</b>	8,532,632
<b>Financial liabilities</b>	<b>金融負債</b>		
Financial liabilities at fair value through profit or loss classified as held-for-trading	按公平值計入收益表之金融負債被分類為持作買賣用途		
Derivative financial instruments	衍生金融工具	<b>50,851</b>	168,644
Amortised cost	攤銷成本	<b>13,305,874</b>	16,936,104
Financial guarantee contracts	財務擔保合約	<b>618</b>	328

## 50. MAJOR NON-CASH TRANSACTIONS

For the year ended 31st December, 2007, the Group had the following major non-cash transactions:

- (a) During the current year, the Company issued and allotted a total of 23,829,941 ordinary shares and 16,230,066 ordinary shares of HK\$0.10 each at HK\$11.628 and HK\$11.532 each respectively in lieu of cash for the 2006 final and 2007 interim dividends totalling HK\$464,260,000 (as referred to note 46).
- (b) During the current year, the Bonds with an aggregate principal amount of HK\$4,000,000 were converted into 573,888 ordinary shares of HK\$0.10 each of the Company.

For the year ended 31st December, 2006, the Group had the following major non-cash transactions:

- (a) For the year ended 31st December, 2006, the Company issued and allotted a total of 17,529,207 ordinary shares and 22,466,222 ordinary shares of HK\$0.10 each at HK\$9.05 and HK\$8.72 each respectively in lieu of cash for the 2005 final and 2006 interim dividends totalling HK\$354,544,000 (as referred to note 46).
- (b) For the year ended 31st December, 2006, the Bonds with an aggregate principal amount of HK\$1,044,290,000 were converted into 145,955,274 ordinary shares of HK\$0.10 each of the Company.

## 50. 主要非現金交易

截至二零零七年十二月三十一日止年度，本集團之主要非現金交易如下：

- (a) 於本年度，本公司分別以11.628港元及11.532港元發行及配發每股面值0.10港元之普通股23,829,941股及16,230,066股，以代替二零零六年末期及二零零七年中期之現金股息總額464,260,000港元(參見附註46)。
- (b) 於本年度，本金總額為4,000,000港元之債券兌換為本公司每股面值0.10港元之普通股573,888股。

截至二零零六年十二月三十一日止年度，本集團之主要非現金交易如下：

- (a) 截至二零零六年十二月三十一日止年度，本公司分別以9.05港元及8.72港元發行及配發每股面值0.10港元之普通股17,529,207股及22,466,222股，以代替二零零五年末期及二零零六年中期之現金股息總額354,544,000港元(參見附註46)。
- (b) 截至二零零六年十二月三十一日止年度，本金總額為1,044,290,000港元之債券兌換為本公司每股面值0.10港元之普通股145,955,274股。

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## 51. PLEDGE OF ASSETS

At the balance sheet date, the carrying amounts of the assets pledged by the Group to secure general banking and other loan facilities granted to the Group are analysed as follows:

Investment properties	投資物業
Property and other fixed assets	物業及其他固定資產
Prepaid lease payments	預付租賃款項
Available-for-sale investments	待售投資
Stock of properties	物業存貨
Equity-linked notes	股票掛鈎票據
Investments held-for-trading	持作買賣之投資
Non-current pledged deposits	非流動抵押存款
Current pledged deposits	流動抵押存款

In addition, the Group has subordinated and assigned its advances to associates and advance to an investee company of approximately HK\$1,152,000,000 (2006: HK\$802,100,000) to financial institutions to secure banking general credit facilities granted to associates and investee company and interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 51. 資產抵押

於結算日，本集團為取得可供本集團動用之一般銀行信貸及其他貸款而抵押之資產賬面值分析如下：

<b>2007</b>	2006
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>37,048,548</b>	30,062,603
<b>47,635</b>	49,119
<b>239,229</b>	239,804
-	7,034,970
<b>561,938</b>	2,829,483
-	223,552
<b>194,690</b>	-
<b>79,217</b>	71,606
<b>406,492</b>	1,014,351
<b>38,577,749</b>	41,525,488

此外，本集團已就聯營公司及接受投資公司獲授之銀行信貸將其墊付聯營公司及接受投資公司款項約1,152,000,000港元(二零零六年：802,100,000港元)轉歸及授讓財務機構，而於本公司若干附屬公司之權益則已質押作為本集團獲授若干銀行借貸之部分抵押。

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## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 52. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

## 52. 資本承擔及或然負債

**(a) Capital commitments:****(a) 資本承擔**

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Authorised and contracted for:	已批准及已簽約：		
Development expenditure of properties in Hong Kong	香港物業發展開支	<b>460,080</b>	513,922
Development expenditure of properties in Mainland China	中國大陸物業發展開支	<b>126,637</b>	—
Development expenditure of properties in Macau	澳門物業發展開支	<b>51,780</b>	36,802
Acquisition of land (Note)	收購土地(附註)	—	510,270
Renovation of properties	翻新物業	<b>276,546</b>	282,467
		<b>915,043</b>	1,343,461
Authorised but not contracted for:	已批准但未簽約：		
Development expenditure of properties in Hong Kong	香港物業發展開支	<b>163,113</b>	164,814
Renovation of properties	翻新物業	<b>224</b>	1,200
		<b>163,337</b>	166,014

Note: As at 31st December, 2006, the Group committed to pay approximately HK\$510,270,000 for balance of land costs in respect of an acquisition of two pieces of land in Chengdu of Mainland China.

附註：於二零零六年十二月三十一日，本集團承諾就購入兩幅於中國大陸成都之土地支付土地成本餘額約510,270,000港元。

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## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 52. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES (cont'd)

## 52. 資本承擔及或然負債(續)

**(b) Contingent liabilities:****(b) 或然負債：**

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Guarantees given to bank, in respect of banking facilities utilised by associates/investee company	為聯營公司 接受投資公司獲授之銀行信貸額向銀行提供之擔保	<b>1,069,650</b>	740,500
Guarantee given to third parties in respect of those rent of disposed properties previously held by a subsidiary	為一間附屬公司過往持有之已出售物業向第三者提供之租金擔保	-	7,204
Guarantee given to a bank in respect of banking facilities in lieu of the cash public utility deposit jointly utilised by subsidiaries	為多間附屬公司獲授銀行共用之信貸額以取替現金公用事務存款而向銀行提供之擔保	<b>10,000</b>	10,000
		<b>1,079,650</b>	757,704

**(c) Risk management**

The Group has established adequate risk management procedures that enable it to identify, measure, monitor and control the various types of risk it faces. This is supplemented by active management involvement, effective internal controls and adequate internal audits in the best interests of the Group.

**(c) 風險管理**

本集團已制訂一套完善的風險管理程序，以識別、衡量、監察及控制其面對的各類風險，並輔以積極的管理層參與、有效的內部監控及足夠的內部審核，以保障本集團的最佳利益。

## 53. OPERATING LEASES

## 53. 營業租約

**The Group as lessee****本集團為承租人**

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Minimum lease payments paid under operating leases in respect of premises during the year	本年度就營業租約有關物業支付之最低租金款額	<b>603</b>	222

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 53. OPERATING LEASES (cont'd)

**The Group as lessee (cont'd)**

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

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Within one year	於一年內	<b>810</b>	241
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	<b>1,028</b>	—
		<b>1,838</b>	241

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of 1 to 2 years.

**The Group as lessor**

Property rental income earned during the year was approximately HK\$773,331,000 (2006: HK\$667,913,000) less outgoings of approximately HK\$72,304,000 (2006: HK\$60,516,000).

The investment properties of the Group are expected to generate annual rental yields of 2.18% to 9.09% (2006: 3.3% to 10.7%) on an ongoing basis. All of the properties held have committed tenants not exceeding five years.

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

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Within one year	於一年內	<b>746,961</b>	591,204
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	<b>690,961</b>	344,896
		<b>1,437,922</b>	936,100

## 綜合財務報表附註

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## 53. 營業租約(續)

## 本集團為承租人(續)

於結算日,本集團就不可撤銷營業租約之日後最低租金款額之承擔於下列期間到期:

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Within one year	於一年內	<b>810</b>	241
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	<b>1,028</b>	—
		<b>1,838</b>	241

營業租約租金指本集團就其若干寫字樓物業應付之租金。租約平均每一至兩年商議一次。

## 本集團為出租人

於年內賺取之物業租金收入約為773,331,000港元(二零零六年:667,913,000港元),扣除開支約72,304,000港元(二零零六年:60,516,000港元)。

本集團之投資物業預期可持續取得每年2.18%至9.09%(二零零六年:3.3%至10.7%)之租金收益率。所持物業之所有租戶承擔租用年期均不超過五年。

於結算日,本集團已與租戶訂約就下列期間之日後最低租金款額:

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Within one year	於一年內	<b>746,961</b>	591,204
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	<b>690,961</b>	344,896
		<b>1,437,922</b>	936,100



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 54. RETIREMENT BENEFIT SCHEMES

The Group participates in both a defined contribution scheme which is registered under the Occupational Retirement Scheme Ordinance (the "ORSO Scheme") and a Mandatory Provident Fund Scheme established under the Mandatory Provident Fund Ordinance (the "MPF Scheme") in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying with in the ORSO Scheme or switching to MPF Scheme, whereas all new employees joining the Group on or after 1st December, 2000 are required to join the MPF Scheme. For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the MPF Scheme, which contribution is matched by the employees and the Group. The Group contributes 5% to 10% of relevant payroll costs to the ORSO Scheme and the contribution by employees is at 5%.

The total costs charged to the consolidated income statement of approximately HK\$4,465,000 (2006: HK\$3,990,000) represent contributions payable to these schemes by the Group for the year.

## 55. RELATED PARTY TRANSACTIONS

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

Income received from associates:	已收聯營公司之收入：		
Secretarial fee	秘書費用	7	7
Office and retail rental	寫字樓及零售物業租金	668	1,150
Building management fee	大廈管理費	36	113
Management fee	管理費	48	1,207
Interest income	利息收入	8,969	8,389
Administration fee	行政費	162	—
Accountancy fee	會計費	120	120
Rent and rates paid to associates	已付聯營公司之租金及差餉	614	425
Consideration paid to an associate for acquisition of a subsidiary	就收購一間附屬公司支付一間聯營公司之代價	20,000	—
Consideration received from an associate for disposals of investment properties	就出售投資物業收取一間聯營公司之代價	29,280	—
Consideration paid to an associate for acquisition of a subsidiary	就收購一間附屬公司支付一間聯營公司之代價	—	388,591

Details of the balances with related parties as at the balance sheet date are set out in Notes 29 and 44 above.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 54. 退休福利計劃

本集團參與一項根據職業退休計劃條例註冊界定之供款計劃(「職業退休計劃」)及於二零零零年十二月推行一項根據強制性公積金計劃條例成立之強制性公積金計劃(「強積金計劃」)。該等計劃之資產與本集團之資產分開持有,並由受託人管理。於強積金計劃成立前,屬職業退休計劃成員之僱員可選擇繼續參加職業退休計劃或轉為參加強積金計劃,而於二零零零年十二月一日或之後加入本集團之新僱員均須參加強積金計劃。本集團就強積金計劃之成員向強積金計劃作出有關薪酬之5%供款,與僱員之供款相同。本集團向職業退休計劃作出有關薪酬之5%至10%供款,而僱員則作出5%供款。

於綜合收益表扣除之總費用約為4,465,000港元(二零零六年:3,990,000港元),即本集團於本年度向該等計劃應付之供款。

## 55. 關連人士交易

於年內,本集團與關連人士進行下列交易:

	2007	2006
	HK\$'000	HK\$'000
	千港元	千港元
Income received from associates:		
Secretarial fee	7	7
Office and retail rental	668	1,150
Building management fee	36	113
Management fee	48	1,207
Interest income	8,969	8,389
Administration fee	162	—
Accountancy fee	120	120
Rent and rates paid to associates	614	425
Consideration paid to an associate for acquisition of a subsidiary	20,000	—
Consideration received from an associate for disposals of investment properties	29,280	—
Consideration paid to an associate for acquisition of a subsidiary	—	388,591

於結算日,與關連人士之交易結餘詳情載於上文附註29及44。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 56. PARTICULARS OF PRINCIPAL SUBSIDIARIES

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the following list contains only the subsidiaries as at 31st December, 2007 which principally affected the results or assets of the Group.

## 56. 主要附屬公司詳情

董事會認為列出全部附屬公司資料會令篇幅過於冗長。故此，下表只披露於二零零七年十二月三十一日對本集團之業績或資產有重要影響之附屬公司之詳情。

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立 經營地點	Class of share/ registered capital held 所持股份 註冊資本類別	Fully paid share capital/ registered capital 繳足股本 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				本公司所持繳足股本 註冊資本面值之百分比		
				Directly 直接	Indirectly 間接	
Able Castle Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Alpha Team Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Investment holding 投資控股
Baharica Limited	Hong Kong 香港	Ordinary 普通股	HK\$20 20 港元	–	100%	Property investment 物業投資
Billion Up Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Investment holding 投資控股
Bingo Power Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Cardin Factory Limited 嘉丹廠有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Property development and trading 物業發展及買賣
Century Basic Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Chi Cheung Investment Company, Limited * 至祥置業有限公司 *	Hong Kong 香港	Ordinary 普通股	HK\$3,387,659.87 3,387,659.87 港元	–	61.96%	Investment holding 投資控股

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立 經營地點	Class of share/ registered capital held 所持股份 註冊資本類別	Fully paid share capital/ registered capital 繳足股本 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				本公司所持繳足股本 註冊資本面值之百分比		
				Directly 直接	Indirectly 間接	
Chinese Estates, Limited 華人置業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000 港元	100%	–	Investment holding and provision of management services 投資控股及提供管理服務
Chinese Estates (Harcourt House) Limited	Hong Kong 香港	Ordinary 普通股	HK\$200 200 港元	–	100%	Property investment 物業投資
Chinese Estates (Tung Ying Building) Limited	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Property investment 物業投資
Chinese Estates (Windsor House) Limited	Hong Kong 香港	Ordinary 普通股 Non-voting deferred 無投票權遞延股	HK\$100 100 港元 HK\$2 2 港元	–	100%	Property investment 物業投資
Chinese Field Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Conduit Road Development Limited 干德道發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000 港元	–	70%	Property development 物業發展
Dollar Union Limited 金怡彩有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100 100 港元	–	87.5%*	Property development and trading 物業發展及買賣
Eastern Long Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Everbright Pacific Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資

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## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立 經營地點	Class of share/ registered capital held 所持股份 註冊資本類別	Fully paid share capital/ registered capital 繳足股本 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company 本公司所持繳足股本 註冊資本面值之百分比		Principal activity 主要業務
				Directly 直接	Indirectly 間接	
Evergo China Holdings Limited	Bermuda/ Hong Kong 百慕達 香港	Ordinary 普通股	HK\$100,775,869.10 100,775,869.10 港元	–	100%	Investment holding 投資控股
Evergo Holdings Company Limited 愛美高集團有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000 港元	–	100%	Investment holding 投資控股
Fair City Limited 振城有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Property investment 物業投資
Fair Eagle Finance Credit Limited 天發金融有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000,000 10,000,000 港元	–	100%	Securities margin financing 證券保證金融資
Fair Eagle Futures Company Limited 天發期貨有限公司	Hong Kong 香港	Ordinary 普通股	HK\$5,000,000 5,000,000 港元	–	100%	Brokering and dealing in futures contracts 期貨合約 經紀及買賣
Fair Eagle Securities Company Limited 天發證券有限公司	Hong Kong 香港	Ordinary 普通股	HK\$228,000,000 228,000,000 港元	–	100%	Provision of brokerage 提供經紀服務
Fancy Mark Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Geneva Developments Limited 捷中發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Property investment 物業投資

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For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立 經營地點	Class of share/ registered capital held 所持股份 註冊資本類別	Fully paid share capital/ registered capital 繳足股本 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				本公司所持繳足股本 註冊資本面值之百分比		
				Directly 直接	Indirectly 間接	
Global Stage Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Global Young Holdings Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Grand Silver Limited (Business name: Grand Silver Capital Limited) (業務名稱: Grand Silver Capital Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島 香港	Ordinary 普通股	US\$1 1美元	–	70.01%	Property development 物業發展
Grandhall Secretarial Services Limited 均豪秘書服務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100%	Secretarial services 秘書服務
Great Empire International Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding and securities investment 投資控股及證券投資
Great Will Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Groupluck Company Limited	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Money lending 放債
Hero Basic Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Hillsborough Holdings Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資

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## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立 經營地點	Class of share/ registered capital held 所持股份 註冊資本類別	Fully paid share capital/ registered capital 繳足股本 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company 本公司所持繳足股本 註冊資本面值之百分比		Principal activity 主要業務
				Directly 直接	Indirectly 間接	
Honest Good Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Longman Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Luckpoint Investment Limited 樂邦投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Investment holding 投資控股
Lucky Well Investments Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Million Point Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Investment holding 投資控股
Modern City Investment Limited 新城鎮投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$4 4 港元	–	75%	Property investment 物業投資
Moon Ocean Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股 Non-voting deferred 無投票權遞延股	US\$7,001 7,001 美元 US\$2,999 2,999 美元	–	70.01%	Property development 物業發展
Oriental Ford Finance Limited 律豐財務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Money lending 放債
Oriental Kingdom Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資



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## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立 經營地點	Class of share/ registered capital held 所持股份 註冊資本類別	Fully paid share capital/ registered capital 繳足股本 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				本公司所持繳足股本 註冊資本面值之百分比		
				Directly 直接	Indirectly 間接	
Paul Y. Holdings Company Limited	Cayman Islands/ Hong Kong 開曼群島 香港	Ordinary 普通股	HK\$70,715,005.70 70,715,005.70 港元	100%	—	Investment holding 投資控股
Paul Y. (New Tunnel) Limited 保華(新隧道)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	—	100%	Investment holding 投資控股
Perfect World Company Limited 忠信物業管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000 港元	—	100%	Estate management 物業管理
Pinecrest International Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	—	100%	Investment holding 投資控股
Pioneer Time Investment Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島 香港	Ordinary 普通股	US\$1 1 美元	—	100%	Property investment 物業投資
Rich Honour Limited 豐鴻有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	—	100%	Investment holding 投資控股
Rich Zone Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	—	100%	Securities investment 證券投資
Silver Step Limited 銀途有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	—	100%	Property development and trading 物業發展及買賣

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For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立 經營地點	Class of share/ registered capital held 所持股份 註冊資本類別	Fully paid share capital/ registered capital 繳足股本 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company 本公司所持繳足股本 註冊資本面值之百分比		Principal activity 主要業務
				Directly 直接	Indirectly 間接	
Silvercord Limited 銀高有限公司	Hong Kong 香港	Ordinary 普通股	HK\$14,600 14,600 港元	–	100%	Property investment 物業投資
Sincere Express Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Sky Rainbow Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Sky Silver Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Smart Ocean Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Investment holding 投資控股
Speed Win Limited 迅運有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	100%	Property development and trading 物業發展及買賣
Speedy Energy Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島 香港	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Stable Castle Limited 安太有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1 港元	–	100%	Property investment 物業投資
Sun Power Investments Ltd.	British Virgin Islands/ Hong Kong 英屬維爾京群島 香港	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立 經營地點	Class of share/ registered capital held 所持股份 註冊資本類別	Fully paid share capital/ registered capital 繳足股本 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company		Principal activity 主要業務
				Directly 直接	Indirectly 間接	
Sunny Ocean Limited (Business name: Sunny Ocean Investments Limited) (業務名稱: Sunny Ocean Investments Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島 香港	Ordinary 普通股	US\$1 1 美元	–	100%	Property investment 物業投資
Sunny Smart Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Super Full Investments Limited 超滿投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1 港元	–	100%	Securities investment 證券投資
Time Sense Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
The House of Kwong Sang Hong Limited 廣生堂有限公司	Hong Kong 香港	Ordinary 普通股	HK\$500,000 500,000 港元	–	100%	Cosmetics distribution and trading 化妝品分銷及貿易
Topwood Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
View Success Investments Limited 景亨投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	–	61.96%	Property investment and trading 物業投資及買賣
Viewide Properties Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島 香港	Ordinary 普通股	US\$1 1 美元	–	100%	Property investment 物業投資

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

56. PARTICULARS OF PRINCIPAL SUBSIDIARIES  
(cont'd)

## 56. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立 經營地點	Class of share/ registered capital held 所持股份 註冊資本類別	Fully paid share capital/ registered capital 繳足股本 註冊資本	Proportion of nominal value of paid-up capital/ registered capital held by the Company 本公司所持繳足股本 註冊資本面值之百分比		Principal activity 主要業務
				Directly 直接	Indirectly 間接	
Well Stand Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
Worldwide Kingdom Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1 美元	–	100%	Securities investment 證券投資
愛美高房地產(成都) 有限公司 Evergo Real Estate (chengdu) Company Limited	PRC 中國 (wholly foreign-owned enterprise) (外商獨資企業)	Registered 註冊資本	US\$100,000,000 100,000,000 美元	–	100%	Property development 物業發展
愛美高房地產(上海) 有限公司(前稱上海金 海大廈有限公司) (Evergo Real Estate (Shanghai) Company Limited) (Formerly known as Shanghai Golden Sea Building Ltd.)	PRC 中國 (wholly foreign-owned enterprise) (外商獨資企業)	Registered 註冊資本	US\$10,500,000 10,500,000 美元	–	100%	Property investment 物業投資
愛美高實業(成都) 有限公司 (Evergo Enterprises (Chengdu) Company Limited)	PRC 中國 (wholly foreign-owned enterprise) (外商獨資企業)	Registered 註冊資本	US\$150,000,000 150,000,000 美元	–	100%	Property development 物業發展

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

於年結時及於年內任何時間，並無附屬公司擁有任何債務證券。

# Listed company in Hong Kong

\* 75% owned by the Group and 25% owned by Power Jade Limited

# 香港上市公司

\* 本集團持有 75% 及 Power Jade Limited 持有 25%

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 57. PARTICULARS OF PRINCIPAL ASSOCIATES

The Directors are of the opinion that a complete list of the particulars of all associates would be of excessive length and therefore the following list contains only the associates as at 31st December, 2007 which principally affected the results or assets of the Group.

## 57. 主要聯營公司詳情

董事會認為列出全部聯營公司資料會令篇幅過於冗長。故此，下表只披露於二零零七年十二月三十一日對本集團之業績或資產有重要影響之聯營公司之詳情。

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊成立 經營地點	Class of share/ registered capital held 所持股份 註冊資本類別	Fully paid share capital/ registered capital 繳足股本 註冊資本	Percentage of equity attributable indirectly to the Group 本集團間接應佔 股本百分比	Principal activity 主要業務
Best Profit Limited 丰佳有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1 港元	25%	Property development 物業發展
Direct Win Development Limited 勝榮發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$900 900 港元	33.33%	Property development and trading 物業發展及買賣
Earn Elite Development Limited 盈才發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	30.98%	Property investment 物業投資
Ever Sure Investments Limited 永瑞投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2 港元	50%	Property development and trading 物業發展及買賣
Finedale Industries Limited 廣坤實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$9,999 9,999 港元	20.65%	Property investment 物業投資
G-Prop (Holdings) Limited * 金匡企業有限公司 *	Bermuda/ Hong Kong 百慕達 香港	Ordinary 普通股	HK\$20,282,550 20,282,550 港元	13.69%	Investment holding 投資控股
Healthy Point Limited 強邦有限公司	Hong Kong 香港	Ordinary 普通股 Non-voting preferred 無投票權優先股	HK\$2 2 港元 HK\$1 1 港元	30.98%	Property investment 物業投資
Power Jade Limited (Business name: Power Jade Capital Limited) (業務名稱: Power Jade Capital Limited)	British Virgin Islands / Hong Kong 英屬維爾京群島 香港	Ordinary 普通股	US\$20 20 美元	50%	Investment holding 投資控股

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For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

57. PARTICULARS OF PRINCIPAL ASSOCIATES  
(cont'd)

## 57. 主要聯營公司詳情(續)

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊成立 經營地點	Class of share/ registered capital held 所持股份 註冊資本類別	Fully paid share capital/ registered capital 繳足股本 註冊資本	Percentage of equity attributable indirectly to the Group 本集團間接應佔 股本百分比	Principal activity 主要業務
Strongplus Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$2 2美元	50%	Investment holding 投資控股
The Kwong Sang Hong International Limited	Bermuda 百慕達	Ordinary 普通股	HK\$100,000 100,000港元	50%	Investment holding 投資控股
Union Empire Limited 協國有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	25%	Property development 物業發展
重慶特靈地產有限公司 Chongqing Champion Globe Company Limited	PRC 中國 (wholly foreign-owned enterprise) (外商獨資企業)	Registered 註冊資本	HK\$650,000,000 650,000,000港元	25%	Property development 物業發展
重慶彩僑地產有限公司 Chongqing Champion King Company Limited	PRC 中國 (wholly foreign-owned enterprise) (外商獨資企業)	Registered 註冊資本	HK\$650,000,000 650,000,000港元	25%	Property development 物業發展
重慶尖置房地產有限公司 Chongqing Sino Land Company Limited	PRC 中國 (wholly foreign-owned enterprise) (外商獨資企業)	Registered 註冊資本	HK\$760,000,000 760,000,000港元	25%	Property development 物業發展
東方藝術大廈有限公司 Oriental Arts Building Co. Ltd.	PRC 中國 (Sino-foreign equity joint venture enterprise) (中外合資經營企業)	Registered 註冊資本	US\$24,920,000 24,920,000美元	50%	Property investment and hotel operation 物業投資及酒店經營

# Listed company in Hong Kong

# 香港上市公司



## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 58. BALANCE SHEET INFORMATION OF THE COMPANY

## 58. 本公司於結算日之資料

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Investments in subsidiaries	附屬公司投資	<b>5,140,342</b>	5,140,304
Amounts due from subsidiaries	應收附屬公司款項	<b>3,424,825</b>	1,717,950
Other current assets	其他流動資產	<b>2,440,685</b>	4,695,758
Amounts due to subsidiaries	欠負附屬公司款項	<b>(4,168,183)</b>	(3,437,090)
Convertible bonds	可換股債券	-	(279,689)
Other current liabilities	其他流動負債	<b>(603)</b>	(547)
Financial guarantee liabilities	財務擔保負債	<b>(5,635)</b>	(6,145)
		<hr/> <b>6,831,431</b> <hr/>	<hr/> 7,830,541 <hr/>
Net assets	資產淨值		
		<hr/> <b>6,831,431</b> <hr/>	<hr/> 7,830,541 <hr/>
Share capital (Note 46)	股本(附註46)	<b>230,044</b>	225,981
Reserves	儲備	<b>6,601,387</b>	7,604,560
		<hr/> <b>6,831,431</b> <hr/>	<hr/> 7,830,541 <hr/>
Total equity	股本權益總額		

(a) The HKICPA has issued a number of new and revised HKFRSs and Interpretations which are effective for the Company's financial year beginning on 1st January, 2007. The adoption of the new HKFRSs has no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented.

The Company has undertaken to provide necessary financial resources to support the future operations of the subsidiaries. The Directors are of the opinion that the subsidiaries are financially resourceful in settling obligations.

(b) The carrying amount of the investments in subsidiaries is reduced to their recoverable amounts which are determined by reference to the estimation of future cash flows expected to be generated from the respective subsidiaries.

(a) 香港會計師公會已頒布多項於二零零七年一月一日開始之本公司財政年度生效之新訂及經修訂香港財務報告準則及詮釋。應用該等新香港財務報告準則並無對本會計期間或過往會計期間業績及財務狀況之編製及呈報方式構成任何重大影響。

本公司已承諾提供所需財務資源，以支持該等附屬公司之未來經營。董事會認為，該等附屬公司具有足夠財務資源履行責任。

(b) 於附屬公司投資賬面值減少至其可收回金額，有關可收回金額乃參考預期來自各附屬公司之估計未來現金流量釐定。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

## 58. BALANCE SHEET INFORMATION OF THE COMPANY (cont'd)

- (c) The amounts due from (to) subsidiaries are unsecured, interest-free and have no fixed repayment terms. In the opinion of the Directors, the fair values of the amounts due from (to) subsidiaries at 31st December, 2007 approximate their corresponding carrying amounts.
- (d) Loss of the Company for 2007 amounted to approximately HK\$697,000,000 (2006: profit of HK\$2,570,000,000).

## 59. POST BALANCE SHEET EVENTS

- (a) On 17th January 2008, the Group entered into a conditional sale and purchase agreement with Chi Cheung, which is a 61.96% interest subsidiary of the Group in relation to the acquisition of share interests in and loans to certain subsidiaries of Chi Cheung.

For further details, please refer to the Company's joint announcement with Chi Cheung dated 17th January 2008.

- (b) On 1st February, 2008, Chi Cheung announced that the major transaction made on 23rd March, 2007 concerning acquisition of 50% shareholding in and shareholder's loan due from Canaria Holding Limited and the loan due from Earn Elite Development Limited was terminated as the vendor and debt vendor could not fulfil the conditions precedent by 31st January, 2008. The termination of the agreement would not have any material adverse effect on the business operation and financial position of the Group.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

## 58. 本公司於結算日之資料(續)

- (c) 應收(欠負)附屬公司款項為無抵押、免息及並無固定還款期。董事會認為，應收(欠負)附屬公司款項於二零零七年十二月三十一日之公平值與其相關賬面值相若。
- (d) 本公司於二零零七年之虧損約為697,000,000港元(二零零六年：溢利為2,570,000,000港元)。

## 59. 結算日後事項

- (a) 於二零零八年一月十七日，本集團與至祥(本集團擁有61.96%權益之附屬公司)訂立有條件買賣協議，有關收購至祥若干附屬公司之股權及貸款。

欲了解進一步詳情，請參考本公司與至祥日期為二零零八年一月十七日之聯合公布。

- (b) 於二零零八年二月一日，至祥宣布於二零零七年三月二十三日就收購Canaria Holding Limited之50%股權及其應付之股東貸款以及盈才發展有限公司應付之貸款而訂立之主要交易，由於賣方及債務賣方未能於二零零八年一月三十一日之前履行先決條件而被終止。終止交易對本集團之業務運作及財務狀況均不會構成任何重大不利影響。

## Notes to the Consolidated Financial Statements

For the year ended 31st December, 2007

### 59. POST BALANCE SHEET EVENTS (cont'd)

- (c) On 13th January, 2008 and 29th January, 2008, the Group entered into two sale and purchase agreements with two separately independent third parties in relation to the disposals of 1 unit in Malibu Garden and Dang Fat Mansion at considerations of approximately HK\$5,050,000 and HK\$168,000,000 respectively, which shall be satisfied by the respective purchasers in cash and completed on 7th March, 2008 and to be completed on or before 25th April, 2008 respectively.
- (d) As announced on 31st January, 2008, the Group had a loss on fair value changes of listed securities investments included in available-for-sale investments (the "Loss") for one month ended 31st January, 2008. It is estimated that the Loss amounting to approximately HK\$3,336,700,000 will be recognised to equity as securities investments reserve of the Group for one month ended 31st January, 2008. The carrying amount of the gain on fair value changes of listed securities investments included in available-for-sale investments accumulated in equity as at 31st January, 2008 will amount to approximately HK\$4,807,200,000.
- (e) On 5th February, 2008, the Group acquired of 740,518,325 shares of G-Prop, representing 36.51% shareholding, at a consideration of approximately HK\$120,800,000. Accordingly, the Group holds 50.20% shareholding in G-Prop and G-Prop became a subsidiary of the Group.

### 60. AUTHORISATION FOR ISSUE OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 7th March, 2008.

## 綜合財務報表附註

截至二零零七年十二月三十一日止年度

### 59. 結算日後事項(續)

- (c) 於二零零八年一月十三日及二零零八年一月二十九日，本集團就出售名仕花園 - 單位及登發大廈與兩名獨立第三方訂立兩份買賣協議，代價分別約5,050,000港元及168,000,000港元，該代價將由相關買方以現金支付並分別於二零零八年三月七日及將於二零零八年四月二十五日或之前完成。
- (d) 誠如於二零零八年一月三十一日所宣布，本集團錄得截至二零零八年一月三十一日止一個月之計入待售投資中之上市證券投資公平值變動虧損(「虧損」)，預計約3,336,700,000港元之虧損將於本集團截至二零零八年一月三十一日止一個月之股本權益中確認為證券投資儲備。待售投資中之上市證券投資錄得公平值變動收益累積計入股本權益之賬面值於二零零八年一月三十一日將約為4,807,200,000港元。
- (e) 於二零零八年二月五日，本集團買入金匡740,518,325股股份(相當於36.51%股權)，代價約為120,800,000港元。因此，本集團持有金匡50.20%股權及金匡成為本集團之附屬公司。

### 60. 授權刊發綜合財務報表

董事會已於二零零八年三月七日批准及授權刊發綜合財務報表。

## Five-Year Financial Summary

## 五年財務概要

Summary of the results, assets and liabilities of the Group for the last five years is as follows:

本集團過去五年之業績、資產與負債概要如下：

		For the year ended 31st December				
		截至十二月三十一日止年度				
		2007	2006	2005	2004	2003
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
					(Restated)	
					(重列)	
<b>Results</b>	業績					
Turnover	營業額	<b>8,446,865</b>	4,763,789	2,274,988	5,257,357	2,531,532
Profit for the year	本年度溢利	<b>8,332,868</b>	7,557,087	6,454,667	1,658,412	1,153,070
Attributable to:	應佔：					
Equity holders of the parent	母公司股本權益持有人	<b>8,195,857</b>	7,477,345	6,154,572	1,619,085	1,153,845
Minority interests	少數股東權益	<b>137,011</b>	79,742	300,095	39,327	(775)
		<b>8,332,868</b>	7,557,087	6,454,667	1,658,412	1,153,070
Basic earnings per share (HK\$) (Note)	每股基本盈利 (港元)(附註)	<b>3.599</b>	3.392	3.000	0.781	0.521
Dividends per share (HK cents)	每股股息(港仙)	<b>36</b>	30	21	19.5	17

## Five-Year Financial Summary

## 五年財務概要

		<b>At 31st December</b>				
		於十二月三十一日				
		<b>2007</b>	2006	2005	2004	2003
		<b>HK\$'000</b>	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
				(Restated)	(Restated)	
				(重列)	(重列)	
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	資產總值	<b>66,714,307</b>	57,634,327	40,441,292	26,004,971	22,398,975
Total liabilities	負債總額	<b>(19,048,774)</b>	(21,671,693)	(16,738,595)	(9,882,692)	(8,184,428)
		<b>47,665,533</b>	35,962,634	23,702,697	16,122,279	14,214,547
Equity attributable to equity holders of the parent	母公司股本權益持有人應佔股本權益	<b>47,161,638</b>	35,532,698	23,301,520	16,211,794	14,367,616
Minority interests	少數股東權益	<b>503,895</b>	429,936	401,177	(89,515)	(153,069)
		<b>47,665,533</b>	35,962,634	23,702,697	16,122,279	14,214,547
Net asset value per share to equity holders of the parent (HK\$)	母公司股本權益持有人每股資產淨值(港元)	<b>20.50</b>	15.72	11.14	7.99	6.64
Number of shares issued	已發行股份數目	<b>2,300,443,378</b>	2,259,809,483	2,091,506,780	2,030,214,000	2,163,900,000

Note:

The calculation of basic earnings per share is based on the profit attributable to equity holders of the parent and on the weighted average number of shares in issue during the relevant years.

附註：

每股基本盈利按母公司股本權益持有人應佔溢利及於相關年度發行股份之加權平均數計算。

## Schedule of Principal Properties

## 主要物業附表

The following table sets forth the Group's major properties as at 31st December, 2007:

下表載列本集團於二零零七年十二月三十一日之主要物業：

## PROPERTIES IN HONG KONG

## 香港物業

*Properties held for investment*

持作投資物業

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
1. <b>Windsor House</b> 311 Gloucester Road Causeway Bay Hong Kong (including 158 car parking spaces) 皇室大廈 香港銅鑼灣告士打道311號 (包括158個車位)	The Remaining Portions of Inland Lot Nos. 7717 and 7718 Section A of Inland Lot No. 781 and Sections A and C of Inland Lot No. 782 內地段7717及7718號 餘下部份 內地段781號A段及 內地段782號A及C段	817,962	Commercial 商業	Long 長期	100%
2. <b>Harcourt House</b> (excluding 7th, 8th, 9th, 22nd, 23rd, 25th, 26th and 27th floors, rooms 1004 and 1805) 39 Gloucester Road Wanchai, Hong Kong 夏慤大廈 香港灣仔告士打道39號 (7、8、9、22、23、25、 26及27樓、1004及1805室除外)	Certain parts or shares of and in Inland Lot No. 8573 內地段8573號之 若干部份或份額	272,478*	Commercial 商業	Long 長期	100%

\* Excluding all car parking spaces area  
不包括所有車位之面積



## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)

Properties held for investment (cont'd)

持作投資物業(續)

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
3. <b>MassMutual Tower</b> 38 Gloucester Road Wanchai, Hong Kong (including 55 car parking spaces on lower basement) 美國萬通大廈 香港灣仔告士打道38號 (包括地庫下層之 55個車位)	Certain parts or shares of and in Inland Lot Nos. 3287 and 6936 內地段3287及6936號之 若干部份或份額	345,415*	Commercial 商業	Long 長期	100%
* Excluding all car parking spaces area 不包括所有車位之面積					
4. <b>Tung Ying Building</b> * No. 100 Nathan Road and nos. 1-19A Granville Road Tsimshatsui, Kowloon Hong Kong 東英大廈 * 香港九龍尖沙咀 彌敦道100號及 加連威老道1-19A號	The Remaining Portion of Kowloon Inland Lot No. 6022 九龍內地段6022號 餘下部份	403,715 (upon completion of redevelopment 當完成重建)	Commercial 商業	Medium 中期	100%
* Under redevelopment 重建中					

## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)*Properties held for investment (cont'd)*

持作投資物業(續)

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
5. <b>Silvercord</b> Shops, restaurants and food court on basement shops on lower ground floor ground floor (excluding shop no. 38) 1st floor (excluding shop no. 39) 2nd floor (excluding shop no. 41) the whole 3rd floor and car parking spaces nos. 1, 2, 6, 7, 8, 9, 21, 24, 25, 26, 29, 30, 34 and 35 on basement No. 30 Canton Road, Tsimshatsui Kowloon, Hong Kong 新港中心 香港九龍尖沙咀廣東道30號 地庫之商舖、餐廳及美食廣場 地下低層 地下(38號商舖除外) 1樓(39號商舖除外) 2樓(41號商舖除外) 3樓全層之商舖及地庫1、2、6、 7、8、9、21、24、25、26、29、 30、34及35號車位	Certain parts or shares of and in Kowloon Inland Lot No. 10656 九龍內地段10656號之 若干部份或份額	256,133	Commercial 商業	Long 長期	100%

## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)*Properties held for investment (cont'd)*

持作投資物業(續)

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
6. <b>Causeway Place</b> Shops nos. M1, M2, M3, N1, N2, O and P on ground floor shops nos. N2, O and P on mezzanine floor the whole of 1st and 2nd floors and their respective portions of exterior walls, together with flats C, I, J, K, L, N, O, P, Q (each including a flat roof) and H on 3rd floor Hong Kong Mansion nos. 1-7 Paterson Street and nos. 2-10 Great George Street Causeway Bay, Hong Kong 銅鑼灣地帶 香港銅鑼灣 百德新街1-7號及記利佐治街2-10號 香港大廈地下M1、M2、M3、 N1、N2、O及P號商舖 閣樓N2、O及P號商舖 1樓及2樓全層 及其各部份之外牆連同 3樓C、I、J、K、L、N、O、P、Q (包括各單位之平台)及H單位	Certain parts or shares of and in Inland Lot No.7742 內地段7742號之 若干部份或份額	48,897	Commercial/ Residential 商業 住宅	Long 長期	100%

## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)

Properties held for investment (cont'd)

持作投資物業(續)

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
7. <b>Excelsior Plaza</b> Shop nos. 1 to 3 and 6 to 12 on ground floor and Unit nos. 6 to 11 on 1st floor of Yee On Building and Shop nos. 21, 23 and 24 on ground floor of Chee On Building together with the external walls on ground floor, 1st floor and 2nd floor and the Main Roof of Yee On Building Unit G on 2nd floor Shop no. 32 (part) on 2nd floor and naming right on ground floor, 1st floor and 2nd floor of Yee On Building Shop no. 31 on 1st floor Shop no. 32 (part) on ground floor 1st floor and 2nd floor external walls and naming right on ground floor, 1st floor and 2nd floor and Main Roof of Chee On Building Shop no. 32 (part) on 2nd floor external walls and naming right on ground floor, 1st floor and 2nd floor of Annex Land Building 24-26 East Point Road Causeway Bay Hong Kong 怡東商場 香港銅鑼灣東角道24-26號 怡安大廈地下1至3號舖及6至12號舖 及1樓6至11號單位及 置安大廈地下21、23及24號舖 連同怡安大廈地下、1樓及2樓外牆 及主要天台 怡安大廈2樓G單位 及2樓32號舖(部份) 以及地下、1樓及2樓之命名權 置安大廈1樓31號舖 地下32號舖(部份) 1樓及2樓之外牆及 地下、1樓及2樓之命名權以及主要天台 及Annex Land Building 2樓32號舖(部份) 地下、1樓及2樓之外牆及命名權	Certain parts or shares of and in Sub-section 1 of Section G of Marine Lot No. 52 and the Extension thereto and Section A of Sub-section 1 of Section A of Marine Lot No. 52 and the Extension thereto 海旁地段52號G段1分段及 其延展部份以及 海旁地段52號A段1分段A段及 其延展部份之若干部份或份額  Certain parts or shares of and in Section B of Sub-section 1 of Section A of Marine Lot No. 52 and the Extension thereto and Sub-section 3 of Section G of Marine Lot No. 52 and the Extension thereto the Remaining Portion of Inland Lot No. 469 and the Remaining Portion of Section A of Inland Lot No. 470 海旁地段52號A段1分段B段 及其延展部份 海旁地段52號G段3分段 及其延展部份 內地段469號餘下部份及 內地段470號A段餘下部份之 若干部份或份額  Certain parts or shares of and in Sub-section 2 of Section G of Marine Lot No. 52 and the Extension thereto 海旁地段52號G段2分段 及其延展部份之若干部份或份額	52,413	Commercial 商業	Long 長期	100%

## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)

Properties held for investment (cont'd)

持作投資物業(續)

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
8. <b>Wanchai Computer Centre</b> Shops nos. 2 and 3 on ground floor Southorn Centre 150 Hennessy Road and the commercial accommodation on 1st and 2nd floors Southorn Centre 130 Hennessy Road Wanchai, Hong Kong 灣仔電腦城 香港灣仔軒尼詩道150號 修頓中心 地下2及3號商舖 及軒尼詩道130號 修頓中心 1樓及2樓全層商舖	Certain parts or shares of and in Inland Lot No. 8562 內地段8562號之 若干部份或份額	36,716	Commercial 商業	Long 長期	100%
9. <b>Tung Sang Building</b> * No. 20 Johnston Road Wanchai, Hong Kong 東生大廈 * 香港灣仔 莊士敦道20號	Marine Lot No. 296 海旁地段296號	75,124 (upon completion of redevelopment 當完成重建)	Commercial/ Residential 商業 住宅	Long 長期	100%
* Under redevelopment 重建中					

## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)

Properties held for investment (cont'd)

持作投資物業(續)

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>10. <b>Chic Castle</b> Various shops on 1st, 2nd and 3rd floors President Commercial Centre 602-608 Nathan Road Kowloon, Hong Kong <b>Chic</b> 的 堡 香港九龍彌敦道 602-608 號 總統商業大廈 1 樓、2 樓及 3 樓若干舖位</p>	<p>Certain parts or shares of and in the Remaining Portions of Kowloon Inland Lot Nos. 7061, 7062 and 7063 九龍內地段 7061、7062 及 7063 號餘下部份之 若干部份或份額</p>	4,998	Commercial 商業	Medium 中期	75%
<p>11. <b>Dang Fat Mansion *</b> Shop no. 4A on ground floor the whole of 1st to 3rd floors portions on roof portion on the upper roof and the exterior walls of 1st to 3rd floors Dang Fat Mansion Nos. 10-20 Tai Ho Road Nos. 8-12 Dang Fat Street Nos. 7-11 On Wing Street Tsuen Wan New Territories, Hong Kong <b>登發大廈 *</b> 香港新界荃灣 大河道 10-20 號 登發街 8-12 號 安榮街 7-11 號 地下 4A 號商舖 1 至 3 樓全層、部份天台 部份上層天台及 1 至 3 樓外牆</p>	<p>Certain parts or shares of and in Tsuen Wan Town Lot No. 206 荃灣市地段 206 號之 若干部份或份額</p>	18,996	Commercial 商業	Medium 中期	100%

\* The property was disposed of after 31st December, 2007  
該物業已於二零零七年十二月三十一日後售出



## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)

Properties held for investment (cont'd)

持作投資物業(續)

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>12. <b>Various Portions of No. 1 Hung To Road</b> Kwun Tong Kowloon, Hong Kong (Comprising 399 workshop units and 77 car parking spaces) 香港九龍觀塘 鴻圖道1號若干單位 (包括399個工場單位及77個車位)</p>	<p>Certain parts or shares of and in Kwun Tong Inland Lot No. 415 觀塘內地段415號之 若干部份或份額</p>	541,048*	Industrial 工業	Medium 中期	20.65%
<p>* Excluding all car parking spaces area 不包括所有車位之面積</p>					
<p>13. <b>Tuen Mun Centre</b> Cinema portion on ground floor, 1st to 3rd floors flat roof on 4th floor portion of external walls of cinema shops nos. 14 and 16 on ground floor Nos. 2-8 Wo Ping Path Nos. 7-35 Yan Ching Street Tuen Mun, New Territories Hong Kong 屯門中心 香港新界屯門 和平徑2-8號 仁政街7-35號 地下、1樓至3樓戲院部份、 4樓平台、部份戲院外牆及 地下14及16號商舖</p>	<p>Certain parts or shares of and in Castle Peak Town Lot No. 57 青山市地段57號之 若干部份或份額</p>	20,048*	Commercial 商業	Medium 中期	30.98%
<p>* Excluding flat roof area on 4th Floor 不包括4樓平台之面積</p>					

## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)

Properties held for investment (cont'd)

持作投資物業(續)

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>14. <b>Gemstar Tower</b></p> <p>Unit C (including the storeroom thereof) on 13th floor and the Roof together with 50 car parking spaces on 1st to 3rd floors No. 23 Man Lok Street Hung Hom, Kowloon Hong Kong 駿昇中心 香港九龍紅磡民樂街23號 13樓C單位(包括其儲物室)及天台與及 1樓至3樓50個車位</p>	<p>Certain parts or shares of and in Hung Hom Inland Lot No. 545 紅磡內地段545號之 若干部份或份額</p>	4,850*	Godown 貨倉	Medium 中期	61.96%
<p>* Excluding area of the Roof and all car parking spaces 不包括天台及所有車位之面積</p>					
<p>15. <b>Sun Fair Mansions</b></p> <p>12 Shiu Fai Terrace Mid-Levels East Hong Kong 新輝大廈 香港東半山 肇輝臺12號</p>	<p>Section M of Inland Lot No. 2302 and the Extension thereto and Section X of Inland Lot No. 2302 and the Extension thereto 內地段2302號M段及其延展部分及 內地段2302號X段及其延展部分</p>	40,000	Residential 住宅	Long 長期	100%

## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)*Properties held for sale*

持作出售物業

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Group's interest 集團 所佔權益
<p>1. <b>Gemstar Tower</b> Units C to G on 16th floor (including the storeroom of Unit G) Units A to F on 17th floor * (including the roof terrace of Units D and E) and Units A to D on 18th floor No. 23 Man Lok Street Hung Hom, Kowloon Hong Kong 駿昇中心 香港九龍紅磡民樂街23號 16樓C至G單位 (包括G單位之儲物室) 17樓A至F單位 * (包括17樓D及E單位之天台)及 18樓A至D單位</p>	<p>Certain parts or shares of and in Hung Hom Inland Lot No. 545 紅磡內地段545號之 若干部份或份額</p>	79,361 <sup>#</sup>	Godown 貨倉	61.96%
<p>* The disposal of Unit E and its roof terrace on 17th Floor was completed after 31st December, 2007 17樓E單位及其天台已於二零零七年十二月三十一日後完成出售交易</p>				
<p>* Excluding of the roof terrace area of Units D and E on 17th Floor 不包括17樓D及E單位之天台之面積</p>				
<p>2. <b>Parc Palais, King's Park</b> Junction of Princess Margaret Road and Wylie Road Kowloon Hong Kong 京士柏君頤峰 香港九龍 公主道及衛理道交界</p>	<p>Kowloon Inland Lot No. 11118 九龍內地段11118號</p>	23,388*	Residential 住宅	10%
<p>* Certain units have been sold after 31st December, 2007 若干單位已於二零零七年十二月三十一日後售出</p>				

## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)

Properties held for sale (cont'd)

持作出售物業(續)

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Group's interest 集團 所佔權益
3. <b>Miami Crescent</b> No. 328 Fan Kam Road Ying Pun, Sheung Shui New Territories Hong Kong 邁爾豪園 香港新界上水營盤 粉錦公路 328 號	Certain parts or shares of and in Lot No. 1861 in D.D.100 丈量約份 100 號 地段 1861 號之 若干部份或份額	30,591*	Residential 住宅	50%
* Certain houses have been sold after 31st December, 2007 若干洋房已於二零零七年十二月三十一日後售出				
4. <b>Indihome</b> No. 138 Yeung Uk Road Tsuen Wan New Territories Hong Kong 樂悠居 香港新界荃灣 楊屋道 138 號	Certain parts or shares of and in the Remaining Portion of Tsuen Wan Town Lot No. 406 荃灣市地段 406 號 餘下部份之若干部份或份額	55,518*#	Serviced apartments/ Commercial 服務式 住宅 商業	50%
* Certain units have been sold after 31st December, 2007 若干單位已於二零零七年十二月三十一日後售出				
# Excluding all car parking spaces area 不包括所有車位之面積				

## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)*Properties under development held for sale*

持作出售之發展中物業

Location 地點	Lot number 地段編號	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx.	Estimated	Usage 用途	Group's interest 集團所佔權益
				site area (square feet) 地盤面積 約數 (平方呎)	gross floor area (square feet) 估計 總樓面面積 (平方呎)		
1. <b>55 Conduit Road</b> Hong Kong 香港 干德道55號	Remaining Portion of Section A of Inland Lot No. 2138 Sub-section 1 of Section A of Inland Lot No. 2138 and Inland Lot No. 2612 內地段2138號A段餘下部份 內地段2138號A段1分段及 內地段2612號	Site formation works in progress 地盤平整工程 進行中	2011 二零一一年	36,000	87,770	Residential 住宅	70%
2. <b>Junction of Hoi Wang Road and Hoi Ting Road</b> West Kowloon Reclamation Area Kowloon, Hong Kong 香港九龍 西九龍填海區 海泓道及 海庭道交界	Kowloon Inland Lot Nos. 11167 and 11168 九龍內地段 11167及11168號	Foundation works in progress 地基工程進行中	Mid of 2010 二零一零年 年中	146,132	1,095,980	Residential/ Commercial 住宅 商業	25%
3. <b>Junction of Hoi Wang Road, Yan Cheung Road and Yau Cheung Road*</b> West Kowloon Reclamation Area Kowloon, Hong Kong 香港九龍 西九龍填海區 海泓道、 欣翔道及 友翔道交界*	Kowloon Inland Lot No. 11073 九龍內地段 11073號	Foundation works in progress 地基工程進行中	End of 2010 二零一零年 年底	86,758	650,684	Residential/ Commercial 住宅 商業	15%

\* Acquisition of the site was completed in June 2007  
該地盤於二零零七年六月完成收購

## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN MAINLAND CHINA  
中國大陸物業*Properties held for investment*

持作投資物業

Location 地點	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>1. <b>Main Tower and Executive Tower of Hilton Beijing</b> 1 Dongfang Road North Dongsanhuan Road Chaoyang District, Beijing 北京希爾頓酒店主樓及行政附樓 北京市朝陽區 東三環北路東方路1號</p>	647,747*	Hotel/ Commercial 酒店 商業	Medium 中期	50%
<p>* The gross floor area of Main Tower is approximately 417,589 square feet. The gross floor area of Executive Tower with redevelopment work commencing in April 2006 and being completed in March of 2008 will be 230,158 square feet. 主樓的總樓面面積約417,589平方呎。行政附樓的重建於二零零六年四月展開，並於二零零八年三月完成，總樓面面積將為230,158平方呎。</p>				
<p>2. <b>Oriental Place</b> 9 East Dongfang Road North Dongsanhuan Road Chaoyang District, Beijing 東方國際大廈 北京市朝陽區 東三環北路東方東路9號</p>	103,685	Commercial 商業	Medium 中期	50%
<p>3. <b>Lowu Commercial Plaza</b> 79 retail shops on 1st Floor Jianshe Road, Luohu District Shenzhen, Guangdong Province 羅湖商業城 廣東省深圳市羅湖區建設路 1樓79間零售舖</p>	29,416	Commercial 商業	Medium 中期	100%



## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN MAINLAND CHINA (cont'd)  
中國大陸物業(續)

Properties held for investment (cont'd)

持作投資物業(續)

Location 地點	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>4. <b>Evergo Tower</b> (excluding unit no. 3 on 9th floor and unit no. 7 on 10th floor) 1325 Central Huaihai Road and 1 Baoqing Road Xuhui District, Shanghai 愛美高大廈 上海市徐匯區淮海中路1325號及 寶慶路1號 (不包括9樓3室及10樓7室)</p>	263,708	Commercial 商業	Medium 中期	100%

## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN MAINLAND CHINA (cont'd)  
中國大陸物業(續)

*Properties under development*

發展中物業

Name of project 項目名稱	Location 地點	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx.	Estimated	Usage 用途	Group's interest 集團所佔權益
				site area (square feet) 地盤面積 約數 (平方呎)	gross floor area (square feet) 估計 總樓面面積 (平方呎)		
1. <b>Dongda Street * Development</b> Chengdu 成都市東大街 * 發展項目	East of Yixue Lane south of Hongbu Main Street and north of Tangba Street Jinjiang District Chengdu Sichuan Province 四川省成都市錦江區 義學巷以東 紅布正街以南及 鐘鈹街以北	In design stage 在設計階段	Mid of 2011 二零一一年 年中	194,411	1,652,000	Residential and commercial 住宅及商業	100%
2. <b>Yingbin Road * Development</b> Chengdu 成都市迎賓大道 * 發展項目	Group 1, 2, 6 Langjia Village Group 1, 2, 3, 4, 7 Yuejin Village Jinniu District Chengdu Sichuan Province 四川省成都市金牛區 躍進村1、2、3、4、7組 郎家村1、2、6組	Site formation works in progress 地盤平整工程 進行中	Mid of 2010 二零一零年 年中	795,625	3,743,000	Residential and commercial 住宅及商業	100%

## Schedule of Principal Properties

## 主要物業附表

PROPERTIES IN MAINLAND CHINA (cont'd)  
中國大陸物業(續)

Properties under development (cont'd)

發展中物業(續)

Name of project 項目名稱	Location 地點	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx.	Estimated	Usage 用途	Group's interest 集團 所佔權益
				site area (square feet) 地盤面積 約數 (平方呎)	gross floor area (square feet) 估計 總樓面面積 (平方呎)		
3. <b>South Taisheng Road * Development</b> Chengdu 成都市太升南路 * 發展項目	East of Sanguiqian Street south of East Daqiang Street west of South Taisheng Road and north of Tidu Street Qingyang District Chengdu Sichuan Province 四川省成都市青羊區 三桂前街以東 大牆東街以南 太升南路以西及 提督街以北	In design stage 在設計階段	Early of 2012 二零一二年 年初	404,267	3,229,000	Residential and commercial 住宅及商業	100%

\* State-owned land use rights certificate of the Land was issued by The Bureau of Land Resources Chengdu in May 2007  
成都市國土資源局已於二零零七年五月發出該用地的國有土地使用證

## Schedule of Principal Properties

## 主要物業附表

PROPERTY IN THE UNITED KINGDOM  
英國物業*Property held for investment*

持作投資物業

Location 地點	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
1. <b>82 Eaton Square</b> Belgravia, London SW1W, 9AP United Kingdom	17,750	Residential 住宅	Long 長期	100%

PROPERTY IN MACAU  
澳門物業*Property under development held for sale*

持作出售之發展中物業

Location 地點	Lot number 地段編號	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx. site area (square feet) 地盤面積 約數 (平方呎)	Estimated gross floor area (square feet) 估計 總樓面面積 (平方呎)	Usage 用途	Group's interest 集團 所佔權益
1. <b>Avenida Wai Long</b> Taipa, Macau 澳門氹仔 偉龍馬路	Lot 1c, Lot 2, Lot 3 Lot 4 and Lot 5 (Parcels 5a, 5b & c) 1c、2、3、4及 5(編號5a、5b及c)地段	Site formation works of Phase 1 commenced 第一期之地盤 平整工程已展開	Phase 1: End of 2010 第一期 二零一零年年底	848,000	5,786,242 (excluding car park area 不包括 停車場面積) 2,088,197 (car park area 停車場面積)	Residential 住宅	70.01%

## Schedule of Property Development Rights

## 物業發展權益附表

PROPERTIES IN HONG KONG  
香港物業

*Property held for sale*

持作出售物業

Location 地點	Lot number 地段編號	Approx. gross floor area (square feet) 總樓面面積約數 (平方呎)	Usage 用途	Group's interest 集團 所佔權益
1. <b>The Zenith</b> (Phase I) 3 Wanchai Road & 258 Queen's Road East Wanchai, Hong Kong 尚翹峰 (第一期) 香港灣仔 灣仔道3號及 皇后大道東258號	Certain parts or shares of and in Sections A and B of Inland Lot No. 8953 內地段8953號 A及B段之 若干部份或份額	28,066*	Residential/ Commercial 住宅 商業	87.5% (notes 1 & 2) (附註1及2)

\* Certain units have been sold after 31st December, 2007  
若干單位已於二零零七年十二月三十一日後售出

## Schedule of Property Development Rights

## 物業發展權益附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)

Properties under development held for sale

持作出售之發展中物業

Location	Lot number	Stage of completion	Estimated completion date	Approx.	Estimated	Usage	Group's interest
				site area	gross floor area		
地點	地段編號	完成階段	估計完成日期	(square feet) 地盤面積 約數 (平方呎)	(square feet) 估計 總樓面面積 (平方呎)	用途	集團 所佔權益
2. <b>The Zenith</b> (Phase II) 3 Wanchai Road & 258 Queen's Road East, Wanchai Hong Kong 尚翹峰 (第二期) 香港灣仔 灣仔道3號及 皇后大道東 258號	The Remaining Portion of Inland Lot No. 8953 內地段 8953 號 餘下部份	In design stage 在設計階段	Mid of 2012 二零一二年年中	15,775	159,727	Residential/ Commercial 住宅 商業	87.5% (notes 1 & 2) (附註1及2)

Notes:

附註：

- It refers to the percentage of interest of property development rights in a consortium which engaged Urban Renewal Authority ("URA") (the successor to Land Development Corporation) in the project.  
指佔與市區重建局(「市建局」)為土地發展公司之繼任人)共同參與該項目之財團物業發展權利之權益百分比。
- The 87.5% attributable interest of property development rights includes the indirect interest of 12.5% held through the Group's interest in Power Jade Limited which has a 25% direct interest in the consortium.  
應佔物業發展權利之87.5%權益包括透過本集團於Power Jade Limited(其持有該財團25%直接權益)所持12.5%之間接權益。
- In this joint venture with URA, the consortium finances both the land costs and construction costs, and is entitled to claim for reimbursements for land costs and construction costs so incurred together with the share of any development profits with URA in accordance with the terms and conditions of the joint development agreement.  
在與市建局合作之合營項目中，該財團為土地成本及建築成本提供資金，並有權依據共同發展協議之條款及條件要求付還所涉及之土地成本及建築成本，以及與市建局攤分任何發展溢利。



## Schedule of Property Development Rights

## 物業發展權益附表

PROPERTIES IN HONG KONG (cont'd)  
香港物業(續)

Properties under development held for sale (cont'd)

持作出售之發展中物業(續)

Location	Lot number	Stage of completion	Estimated completion date	Approx. site area (square feet) 地盤面積 約數 (平方呎)	Estimated gross floor area (square feet) 估計 總樓面面積 (平方呎)	Usage	Group's interest 集團 所佔權益
地點	地段編號	完成階段	估計完成日期			用途	
3. <b>Reclamation Street</b> Mongkok Kowloon Hong Kong 香港九龍旺角 新填地街	Kowloon Inland Lot No. 11173 九龍內地段 11173號	Superstructure works completed 上蓋工程已完成	Early of 2008 二零零八年年初	5,760	52,948	Residential/ Commercial 住宅 商業	100%

Note: The property development rights were granted pursuant to development agreement with Urban Renewal Authority.  
附註：物業發展權乃根據與市區重建局訂立之發展協議授出。

4. <b>Larch Street and Bedford Road</b> Tai Kok Tsui Kowloon Hong Kong (including 4 motorcycle spaces 25 parking spaces for residential, commercial visitors) 香港九龍大角咀 洋松街及必發道 (包括4個電單車位, 25個車位予 住宅、商業訪客用)	Kowloon Inland Lot No. 11182 九龍內地段 11182號	Superstructure works in progress 上蓋工程進行中	End of 2008 二零零八年年底	13,228	111,563	Residential/ Commercial 住宅 商業	100%
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Note: The property development rights were granted pursuant to development agreement with Urban Renewal Authority.  
附註：物業發展權乃根據與市區重建局訂立之發展協議授出。

## Schedule of Property Contracted to be Acquired 已訂約將予收購物業附表

PROPERTY IN MAINLAND CHINA  
中國大陸物業

Name of project 項目名稱	Location 地點	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx.	Estimated	Usage 用途	Group's interest 集團所佔權益
				site area (square feet) 地盤面積 約數 (平方呎)	gross floor area (square feet) 估計 總樓面面積 (平方呎)		
1. <b>Huaxinjie Street * Development</b> Chongqing 重慶市華新街街道 * 發展項目	No. 1 Zhongxin Section and Qiaobei Village Huaxinjie Street Jiangbei District Chongqing 重慶市江北區 華新街街道 橋北村及中興段1號	In design stage 在設計階段	2016 二零一六年	2,207,546	11,080,000	Residential and school 住宅及學校	25%

\* The land was acquired in public auction dated 30th July, 2007. The contract for grant of state-owned land use right was signed with Chongqing Land and Resource and Housing Administration Bureau on 2nd February, 2008.  
該地塊於二零零七年七月三十日於公開拍賣競得。於二零零八年二月二日與重慶市國土資源和房屋管理局簽署有關國有土地使用權出讓合同。



CHINESE ESTATES HOLDINGS LIMITED  
華人置業集團