



SHENZHEN INTERNATIONAL HOLDINGS LIMITED

深圳國際控股有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Stock Code 股份代號: 0152

“bridging a new Target”

鎖定目標 跨越未來

ANNUAL REPORT **2007** 年報

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董事會

執行董事：

郭 原 (主席)
李景奇 (總裁)
劉 軍 (副總裁)
楊 海

非執行董事：

杜志強
張化橋
王航軍

獨立非執行董事：

梁銘源
丁 迅
聶潤榮

審核委員會

梁銘源 (主席)
丁 迅
聶潤榮

提名委員會

丁 迅 (主席)
梁銘源
李景奇

薪酬委員會

丁 迅 (主席)
梁銘源
李景奇

公司秘書

譚美美

總辦事處及主要營業地點

香港九龍
尖沙咀東部
科學館道一號
康宏廣場南座
22樓2206-2208室

BOARD OF DIRECTORS

Executive Directors:

Guo Yuan (*Chairman*)
Li Jing Qi (*Chief Executive Officer*)
Liu Jun (*Vice President*)
Yang Hai

Non-Executive Directors:

To Chi Keung, Simon
Zhang Hua Qiao
Wang Hang Jun

Independent Non-Executive Directors:

Leung Ming Yuen, Simon
Ding Xun
Nip Yun Wing

AUDIT COMMITTEE

Leung Ming Yuen, Simon (*Chairman*)
Ding Xun
Nip Yun Wing

NOMINATION COMMITTEE

Ding Xun (*Chairman*)
Leung Ming Yuen, Simon
Li Jing Qi

REMUNERATION COMMITTEE

Ding Xun (*Chairman*)
Leung Ming Yuen, Simon
Li Jing Qi

COMPANY SECRETARY

Tam Mei Mei

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Rooms 2206-2208, 22nd Floor
Greenfield Tower, Concordia Plaza
No. 1 Science Museum Road
Tsimshatsui East
Kowloon, Hong Kong

註冊辦事處

Bank of Bermuda Building
6 Front Street
Hamilton HM11
Bermuda

公司網頁

<http://www.szihl.com>

股份代號

00152

核數師

羅兵咸永道會計師事務所
執業會計師
香港

法律顧問

龍炳坤、楊永安律師行 (香港法律顧問)

主要往來銀行

中國銀行 (中國境內銀行)
東亞銀行
三菱東京UFJ銀行，香港支行
中國建設銀行，香港分行
招商銀行 (中國境內銀行)
星展銀行
恒生銀行
中國工商銀行
(中國境內銀行)
荷蘭合作銀行，香港分行
法國興業亞洲有限公司

主要股份過戶登記處

The Bank of Bermuda Limited
Bank of Bermuda Building
6 Front Street
Hamilton HM11, Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港皇后大道東二十八號
金鐘匯中心二十六樓

REGISTERED OFFICE

Bank of Bermuda Building
6 Front Street
Hamilton HM11
Bermuda

COMPANY WEBSITE

<http://www.szihl.com>

STOCK CODE

00152

AUDITORS

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong

LEGAL ADVISERS

Loong & Yeung, Solicitors (*Hong Kong Legal Adviser*)

PRINCIPAL BANKERS

Bank of China (*PRC Domestic Bank*)
The Bank of East Asia
The Bank of Tokyo-Mitsubishi UFJ, Hong Kong Branch
China Construction Bank, Hong Kong Branch
China Merchants Bank (*PRC Domestic Bank*)
DBS Bank
Hang Seng Bank
Industrial and Commercial Bank of China
(*PRC Domestic Bank*)
Rabobank International, Hong Kong Branch
Société Générale Asia

PRINCIPAL SHARE REGISTRAR

The Bank of Bermuda Limited
Bank of Bermuda Building
6 Front Street
Hamilton HM11, Bermuda

HONG KONG BRANCH SHARE REGISTRAR

Tricor Tengis Limited
26th Floor, Tesbury Centre
28 Queen's Road East, Hong Kong

Shenzhen International Holdings Limited (深圳國際控股有限公司*) 為一家於百慕達註冊成立的有限公司，並在香港聯合交易所主板上市。本集團主要從物流基礎設施的投資、建設與經營，並提供相應的物流服務業務，包括第三方物流服務及物流信息服務。

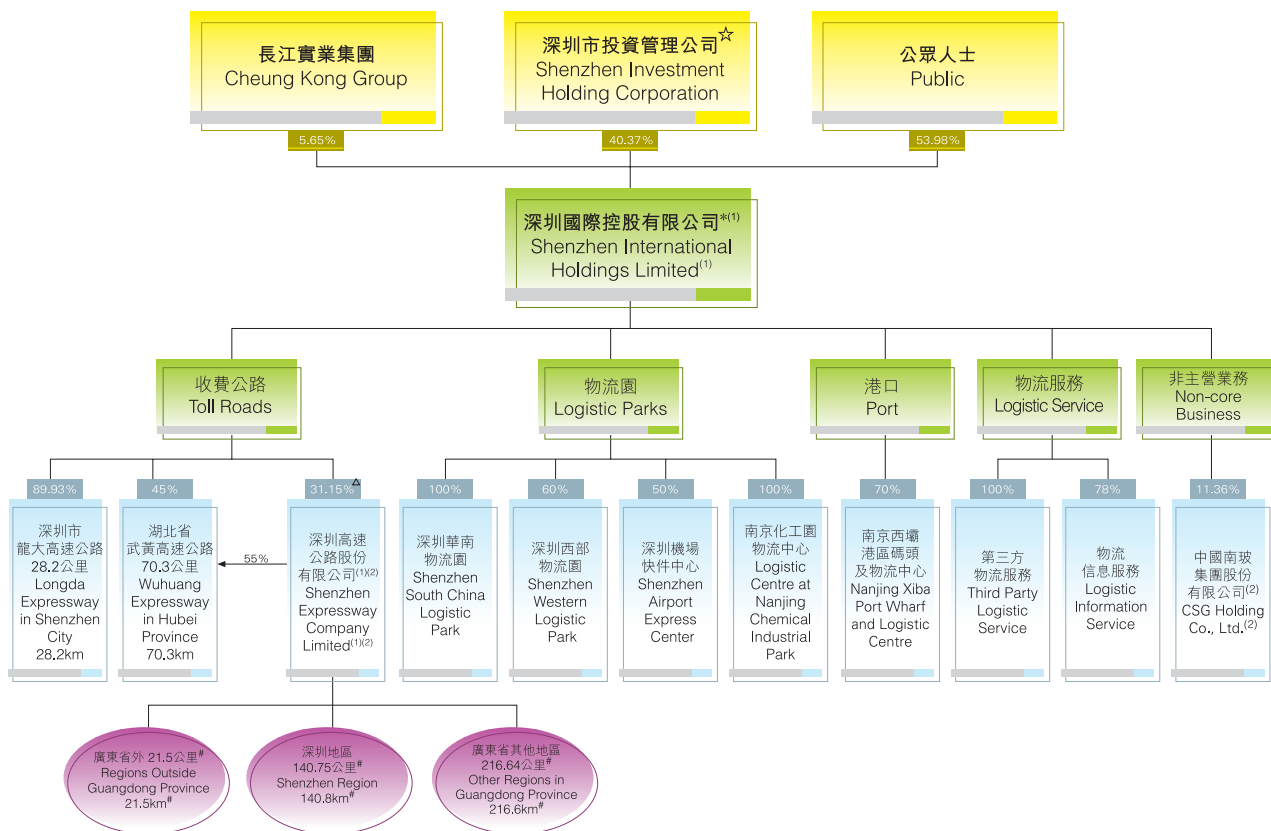
於本報告日期，本公司的控股股東深圳市投資管理公司為隸屬於深圳市人民政府的投資控股機構，並受深圳市人民政府國有資產監督管理委員會監管，持有本公司已發行股本約40.37%。本公司的第二大股東為長江實業集團，持有本公司已發行股本的5.65%。

本集團的發展戰略為以中國珠三角、長三角和環渤海地區為戰略區域，通過收購、重組與整合，重點介入收費公路及物流園區等物流基礎設施的投資、建設與經營，並以基礎設施為依託、以信息技術與供應鏈技術為支持，完善物流網絡的構建和設施的建設，逐步與客戶及其供應鏈夥伴形成長期戰略合作夥伴關係，建立集團的核心競爭力。

Shenzhen International Holdings Limited is a company incorporated in Bermuda with limited liability and is listed on the main board of the Stock Exchange of Hong Kong. The Group is principally engaged in the investment, construction and operation of logistic infrastructure facilities, as well as the provision of relevant logistic services which include third party logistic services and logistic information services.

As at the date of this report, Shenzhen Investment Holding Corporation, an investment holding institution owned by Shenzhen Municipal Government and under the supervision of Shenzhen Municipal State-owned Assets Supervision and Administration Commission, is the controlling shareholder of the Company holding approximately 40.37% of the issued share capital of the Company. The second largest shareholder of the Company is Cheung Kong Group which holds approximately 5.65% of the issued share capital of the Company.

The Group's development strategy defines the Pearl River Delta, Yangtze River Delta and the Pan-Bohai Rim in the PRC as the strategic development regions. Through acquisitions, restructuring and integration, the Group will focus on the investment, construction and operation of logistic infrastructures such as toll roads and logistic parks. With the support of infrastructures, information technology and supply chain technology, the Group will aim at continuously perfecting the organisation of logistic networks and the construction of facilities and gradually form a long-term strategic partnership with its customers and supply chain partners, thereby establishing the Group's core competitiveness.



☆ 受深圳市人民政府國有資產監督管理委員會監管
Under the supervision of Shenzhen Municipal State-owned Assets Supervision and Administration Commission

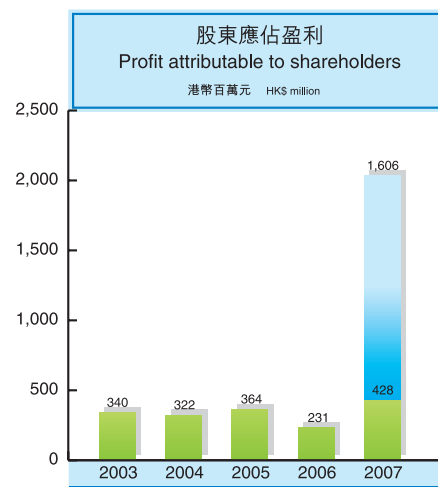
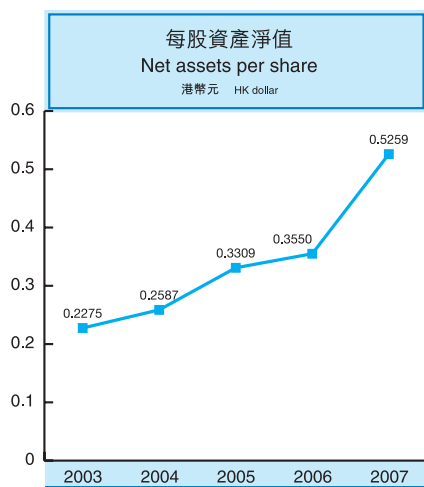
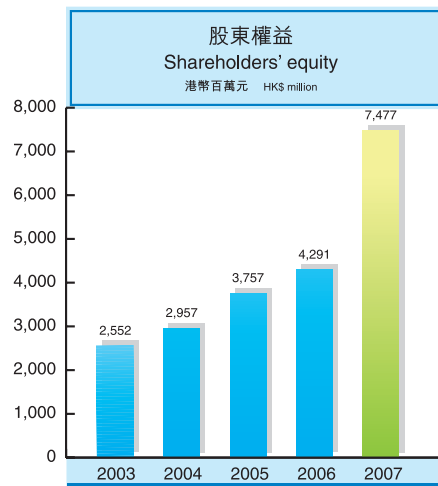
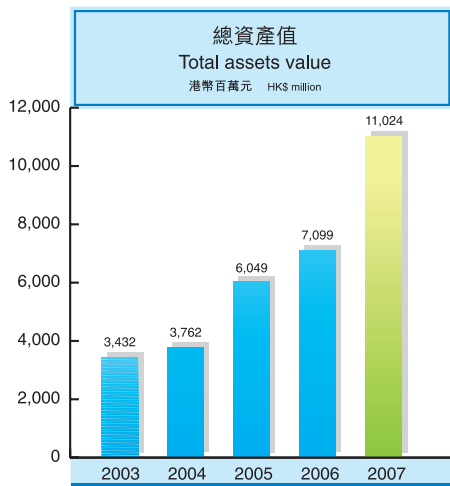
* 僅供識別之用
For identification purpose only

(1) 香港上市公司
Listed company in Hong Kong

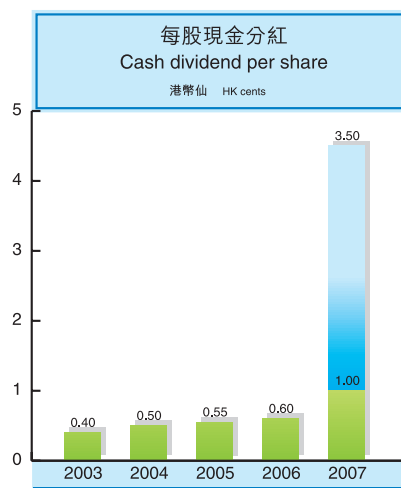
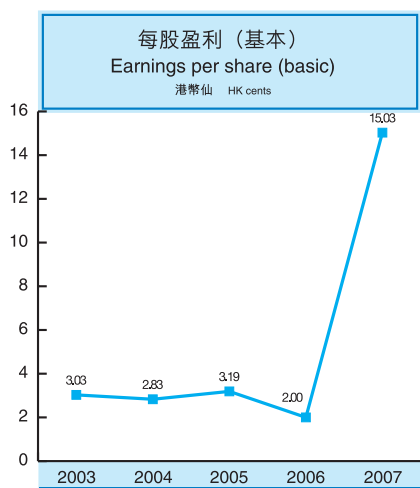
(2) 中國上市公司
Listed company in PRC

按權益比例計算的收費公路里數（包括營運及在建）
Total mileage of toll highways calculated on the basis of equity interests (including in operations and under construction)

△ 待收購深圳市深廣惠公路開發總公司100%股權的交易完成後，本集團持有深圳高速公路股份有限公司之股權將增加至50.021%（交易詳情請參閱日期為二零零七年十月十六日的本公司公告）
Upon completion of the acquisition of 100% of Shenzhen Shen Guang Hui Highway Development Company, the shareholding in Shenzhen Expressway Company Limited by the Group will increase to 50.021% (Please refer to the announcement dated 16 October 2007 for details of the transaction)



■ 經常性盈利 Recurring profit
■ 非經常性盈利 Non-recurring profit



■ 末期股息 Final dividend
■ 特別股息 Special dividend

按主要業務分析之營業額及除稅及財務
成本前盈利

ANALYSIS OF TURNOVER AND PROFIT BEFORE
FINANCE COSTS AND TAX BY PRINCIPAL ACTIVITIES

7

		營業額 Turnover	經營盈利 Operating Profit	應佔聯營公司 盈利／(虧損) Share of profit/(loss) of associates	除稅及財務 成本前盈利 Profit before finance costs and tax
二零零七年 (港幣百萬元) 2007 (HK\$ million)					
物流業務	Logistic business				
收費公路	Toll roads	452	226	215	441
物流園	Logistic parks	125	48	—	48
物流服務	Logistic service	232	1	1	2
投資控股	Investment holding	45	2,167	(1)	2,166
製造業務	Manufacturing business	—	—	32	32
		854	2,442	247	2,689
財務收益	Finance income				42
財務成本	Finance costs				(97)
可換股債券衍生 負債公允價值 變動產生之虧損	Fair value loss on derivative liability of convertible bonds				(196)
財務成本－淨額	Finance costs – net				(251)
除稅前盈利	Profit before income tax				2,438
二零零六年 (港幣百萬元) 2006 (HK\$ million)					
物流業務	Logistic business				
收費公路	Toll roads	212	110	174	284
物流園	Logistic parks	104	38	(2)	36
物流服務	Logistic service	214	2	1	3
投資控股	Investment holding	7	33	(13)	20
製造業務	Manufacturing business	—	—	90	90
		537	183	250	433
財務收益	Finance income				28
財務成本	Finance costs				(129)
可換股債券衍生 負債公允價值 變動產生之虧損	Fair value loss on derivative liability of convertible bonds				(82)
財務成本－淨額	Finance costs – net				(183)
除稅前盈利	Profit before income tax				250

致本公司各股東：

本人欣然對本集團二零零七年的業務進行回顧，並對未來發展作出展望。

截至二零零七年十二月三十一日止年度（「本年度」），本集團之營業額為港幣8.54億元（二零零六年：港幣5.37億元），較去年上升59%；股東應佔盈利為港幣20.34億元（二零零六年：港幣2.31億元），較去年上升7.8倍。每股基本盈利港幣15.03仙（二零零六年：港幣2仙），較去年上升6.5倍。

本集團於本年度之股東應佔盈利港幣20.34億元中，包括非經常性項目收益港幣16.06億元，主要是出售及處理非主營業務產生的盈利、可換股債券衍生負債產生的賬面虧損以及因稅率變動而增加的遞延稅負債。撇除非經常性項目後，本年度股東應佔經常性盈利為港幣4.28億元（二零零六年：港幣3.13億元），較去年上升37%。主營業務業績增長理想，物流園業務及收費公路業務的營業額分別較去年上升20%及1.1倍；除稅及財務成本前盈利分別較去年上升33%及55%。

董事會建議向股東派發截至二零零七年十二月三十一日止年度之現金末期股息每股港幣1仙（二零零六年：港幣0.6仙），較去年上升67%。董事會另建議向股東派發現金特別股息每股港幣3.5仙（二零零六年：無）。本年度現金股息合共每股港幣4.5仙，現金股息總額為約港幣6.4億元（二零零六年：港幣7,253萬元），上升7.8倍，約佔本年度股東應佔盈利的31%，派息率與去年一致。

Dear shareholders,

I am pleased to take this opportunity to present a review of the business activities of the Group in 2007 and the prospects facing our future developments.

For the year ended 31 December 2007 (the "Year"), turnover of the Group amounted to HK\$854 million (2006: HK\$537 million), representing an increase of 59% over the previous year. Profit attributable to shareholders amounted to HK\$2,034 million (2006: HK\$231 million), a 7.8 times' increase over the previous year. Basic earnings per share amounted to HK 15.03 cents (2006: HK 2 cents), a 6.5 times' increase over the previous year.

Among the Group's profit attributable to shareholders of HK\$2,034 million for the Year, HK\$1,606 million came from non-recurring items, which included mainly profit arising from divestment of non-core business assets, book loss arising from the derivative liability of convertible bonds, and an increase in deferred tax liabilities resulting from tax rate changes. Excluding such non-recurring items, recurring profit attributable to shareholders for the Year amounted to HK\$428 million (2006: HK\$313 million), representing an increase of 37% over the previous year. The operating results of core businesses reported satisfactory growth, with turnovers from the logistic park business and the toll road business recording increases of 20% and 1.1 times, respectively, over the previous year, while their respective profits before finance costs and tax increased by 33% and 55% respectively over the previous year.

The board of directors recommenced the payment of a final cash dividend of HK 1.0 cent (2006: HK 0.6 cent) per share to shareholders for the year ended 31 December 2007, representing an increase of 67% over the previous year. The board of directors also recommended the payment of a special cash dividend of HK 3.5 cents (2006: nil) per share to shareholders. Accordingly, the total cash dividend for the Year amounts to HK 4.5 cents per share and the total amount of cash dividend to be distributed amounts to approximately HK\$640 million (2006: HK\$72.53 million), representing an increase of 7.8 times over the previous year and approximately 31% of the Year's profit attributable to shareholders. The dividend payout ratio is the same as that of the previous year.

於本年度，本公司於以前年度發行的兩項可換股債券已悉數獲債券持有人轉換為本公司股份，本公司藉此引入了更多國際大型機構投資者，而控股股東深圳市投資管理公司（「深圳投資」）亦藉此增持了本公司股份，充份體現了各方股東對本集團的信心。本公司的已發行股本為此於年內增加了約21.3億股（17.6%），但隨著本集團的股東應佔盈利於本年度上升7.8倍及股東權益上升74%，本公司的每股盈利及每股資產淨值並沒有因股本增加而下降，更較去年分別上升6.5倍及48%。

二零零七年是本集團基本面發生重大改變的一年，受惠於中國國內經濟持續、穩定的增長及證券市場的繁榮，本集團的主營業務利潤保持了快速增長的勢頭，取得較好的經營業績，本集團多項財務數據較二零零六年度有了較大的提升。

在過往一年，本集團通過股權收購、出售非主業資產及業務架構重整等一系列資源整合工作，明晰並強化以物流基建為主業，積極推動並成功收購及增持了多項優質的物流基建項目的股權，收購總額達港幣49億元，涉及資產總額超過港幣162億元，並使本集團對主要資產的控制力得以加強，改變了過去被動投資模式，逐步向實業控股型企業轉型，營運模式發生較大改觀，為下一步提高經營效益及加強內部管理奠定了堅實基礎。

During the Year, the two convertible bonds issued by the Company in previous years were fully converted into shares of the Company by bondholders. As a result, the Company has introduced more large international institutional investors and the Company's controlling shareholder, Shenzhen Investment Holding Corporation ("SIHC"), has increased its shareholding in the Company, thereby highlighting the confidence of various shareholders in the Group. The issued share capital of the Company increased by approximately 2,130 million shares (17.6%) during the Year accordingly. However, with the Group's profit attributable to shareholders having increased by 7.8 times and equity attributable to shareholders having increased by 74% during the Year, the earnings per share and net asset value of the Company did not decrease despite the share capital increase, but increased instead by 6.5 times and 48% respectively over the previous year.

Year 2007 witnessed substantial changes in the fundamentals of the Group. Benefiting from the continued and stable growth of China's domestic economy and a booming securities market, the Group's core businesses maintained a trend of rapid profit growth and obtained satisfactory operating results. Compared to 2006, various financial data of the Group reported substantial improvements.

During the past year, the Group has clarified and strengthened the role of logistic infrastructures as the core business, through a series of resource integration moves such as equity interest acquisitions, disposals of non-core business assets and business structure realignments. The Group aggressively pushed forward, and successfully achieved, the acquisitions and increases of equity interests in several logistic infrastructure projects of good quality, involving an acquisition amount totalling HK\$4,900 million and total assets amounting to more than HK\$16,200 million. Such activities strengthened the Group's control over its core assets and changed the previous mode of passive investment, gradually transforming into an enterprise with full control of its assets and investments. The operation mode has undergone substantial changes, thereby laying a solid foundation for further enhancement in operating efficiency and reinforcement of internal management.

目前，本集團已形成未來三到五年物流主業的初步發展規劃，將以收購兼併資源稀缺、資本密集型資產為主，配合資源項目的新建投資，通過延伸發展，帶動物流服務。本集團將力爭在中短期內全面完成深圳市和珠三角地區既定物流業務領域的投資建設、收購與整合工作，並把握有利時機向長三角和環渤海灣區域滲透，以此為依託逐步開發物流基建及相關的增值服務，打造物流業務的核心競爭能力。

儘管受次貸危機等因素影響，世界經濟前景尚不明朗，但相信在未來一段時期內，中國經濟穩定向好的趨勢仍將得以持續。本集團所掌控的主要資源均處於中國經濟發達地區，所從事的物流基建業務亦都屬於發展潛力較大的產業，這為本集團的發展提供了積極的支持。

展望二零零八年，本集團一方面將通過進一步優化集團部門職能及完善管理制度，提升集團整體管理水平；另一方面將繼續圍繞發展主業的戰略目標，強化收費公路及物流園區兩大業務的發展，通過內部資源整合、外部資源引進等多種方式提高資產盈利水平。同時，本集團將充分利用國內外資本市場平台，通過多種資本運作方式為下屬企業的發展提供支持，並將適時抓緊有利時機，拓展主業的廣度和深度，以提升本集團資產的質和量，積極尋找新的利潤增長點，為提升股東價值做出積極而有效的努力。

Presently, the Group has formulated the initial development planning for its core logistic business over the next three to five years. The Group will focus on acquiring capital-intensive assets of scarce resources to complement new construction and investments of resource projects, so as to boost the logistic business through expansion and development. The Group will strive to fully complete the investment, construction, acquisition and integration tasks of the existing logistic business in Shenzhen Municipality and the Pearl River Delta in the short-to-medium term, as well as taking advantage of the opportune timing to expand into the Yangtze River Delta and the Pan-Bohai Rim. On this basis, the Group will gradually develop logistic infrastructures and relevant value-added services, thereby building up the core competitiveness of the logistic business.

While the global economic outlook is clouded by factors such as the sub-prime mortgage crisis, it is believed that the stable and positive trend of China's economy will continue over a considerable period in future. As the major resources owned by the Group are located in economically developed regions of China and the logistic infrastructure business that we are engaged in is an industry with abundant development potentials, there should be positive support for the Group's development.

Looking ahead to 2008, the Group will, on the one hand, improve the overall management standard by further improving the functions of the Group's departments and enhancing the management system of the Group. On the other hand, the Group will strengthen the development of the two major businesses of toll roads and logistic parks with a continued focus on the strategic objective of developing the core businesses, enhancing the profitability of assets through various methods such as internal resource integration and external introduction of resources. Meanwhile, the Group will adequately utilise the platforms in both domestic and overseas capital markets to provide support to the development of the Group's enterprises through a variety of capital operations. The Group will also capitalise on the opportune timing to expand the breadth and depth of its core businesses to enhance the quality and quantity of the Group's assets, actively seeking new sources of profit growth and carrying out active and effective efforts to enhance shareholder value.

此外，為進一步集中資源於主營物流業務，本集團將繼續尋找合適的機會，出售非主營業務的資產，所得資金將會投資在能為股東增值的優質物流基建項目。預計二零零八年度本集團的資本性支出約人民幣20億元，主要為投資新的優質物流基建項目如港口、物流中心，以及現有物流園區及收費公路資產的擴建及建設，預期可為股東創造更高的回報。

最後，本人謹代表董事會向各股東及投資者對本集團一直的支持，致以衷心謝意，並特別對全體員工於過去一年為本集團付出的寶貴服務及貢獻致謝。

主席
郭原

香港，二零零八年四月二日

In addition, in order to further concentrate its resources in the core logistic business, the Group will continue to seek the right opportunities to dispose of its non-core business, and the proceeds will be invested in quality logistic infrastructure projects which will add value for shareholders. The capital expenditure for the Group in 2008 is estimated at approximately RMB2,000 million, mainly for investments in new logistic infrastructure projects of good quality, such as ports, logistic centres, as well as the expansion and construction of existing logistic parks and toll road assets. It is expected that such investments will create even greater returns for shareholders.

Finally, I would like to, on behalf of the board, express my heartfelt gratitude to all shareholders and investors for their continuous support to the Group. In particular, I would also like to thank all the staff of the Group for their valuable service and contribution during the past year.

Guo Yuan
Chairman

Hong Kong, 2 April 2008

業績回顧

截至二零零七年十二月三十一日止年度（「本年度」），本集團之營業額為港幣8.54億元（二零零六年：港幣5.37億元），較去年上升59%；股東應佔盈利為港幣20.34億元（二零零六年：港幣2.31億元），較去年同期上升7.8倍。每股基本盈利港幣15.03仙（二零零六年：港幣2仙），較去年同期上升6.5倍。

本年度股東應佔盈利港幣20.34億元，其中非經常性項目收益為港幣16.06億元，去年同期非經常性項目虧損為港幣8,200萬元；本年度股東應佔經常性盈利為港幣4.28億元（二零零六年：港幣3.13億元），較去年上升37%。

本集團物流業務的營業額為港幣8.09億元（二零零六年：港幣5.3億元），上升53%，其除稅及財務成本前盈利為港幣4.91億元（二零零六年：港幣3.23億元），上升52%；主營業務業績增長理想，物流園業務及收費公路業務分別錄得營業額約港幣1.25億元（二零零六年：港幣1.04億元）及港幣4.52億元（二零零六年：港幣2.12億元），分別上升20%及1.1倍，該兩項業務的除稅及財務成本前盈利分別約為港幣4,800萬元（二零零六年：港幣3,600萬元）及港幣4.41億元（二零零六年：港幣2.84億元），上升33%及55%。

本集團的收費公路業務於二零零七年的日均路費收入及日均車流量分別增長1.1倍及88%，主營業務營業額約港幣4.52億元（二零零六年：港幣2.12億元），上升1.1倍，主要由於本集團於二零零七年十二月已完成收購龍大高速公路，連同應佔收費公路聯營公司部份，本集團的收費公路除稅及財務成本前盈利約港幣4.41億元（二零零六年：港幣2.84億元），上升55%。

REVIEW OF RESULTS

For the year ended 31 December 2007 (the "Year"), turnover of the Group amounted to HK\$854 million (2006: HK\$537 million), representing an increase of 59% over the previous year. Profit attributable to shareholders amounted to HK\$2,034 million (2006: HK\$231 million), a 7.8 times' increase over the previous year. Basic earnings per share amounted to HK 15.03 cents (2006: HK 2 cents), a 6.5 times' increase over the previous year.

Among the Group's profit attributable to shareholders of HK\$2,034 million for the Year, HK\$1,606 million came from non-recurring items, as compared to the loss of HK\$82 million from non-recurring items for the corresponding period of the previous year. Recurring profit attributable to shareholders for the Year amounted to HK\$428 million (2006: HK\$313 million), representing an increase of 37% over the previous year.

Turnover of the Group's logistic business amounted to HK\$809 million (2006: HK\$530 million), representing an increase of 53%, with its profit before finance costs and tax amounted to HK\$491 million (2006: HK\$323 million), representing an increase of 52%. The core business reported satisfactory growth, with the turnovers from the logistic park business and the toll road business amounting to approximately HK\$125 million (2006: HK\$104 million) and HK\$452 million (2006: HK\$212 million), representing increases of 20% and 1.1 times respectively, while their profits before finance costs and tax amounted to approximately HK\$48 million (2006: HK\$36 million) and HK\$441 million (2006: HK\$284 million), increased by 33% and 55% respectively.

The daily average toll revenue and daily average traffic volume from the Group's toll road business recorded increases of 1.1 times and 88% respectively, with the turnover of core business reached approximately HK\$452 million (2006: HK\$212 million), increased by 1.1 times. The major reason for such increases was the Group's completion of the acquisition of Longda Expressway in December 2007, together with the portion attributable to toll road associate, profit before finance costs and tax of the Group's toll road business amounted to approximately HK\$441 million (2006: HK\$284 million), representing an increase of 55%.

本集團於本年度按照適用的會計指引對同一控制權下不同實體的企業合併採用合併會計法的會計處理辦法，本集團於二零零七年十二月廿九日完成收購龍大高速公路的89.93%權益，其全年的營業額及除稅及財務成本前盈利分別為港幣2.75億元及港幣1.51億元，已按照相關的會計準則反映於本集團的二零零七年全年業績中。

本集團的物流園業務於二零零七年的營業額及除稅及財務成本前盈利分別約港幣1.25億元（二零零六年：港幣1.04億元）及約港幣4,800萬元（二零零六年：港幣3,600萬元），較去年分別上升20%及33%。深圳市華南國際物流有限公司（「華南物流」）本年度業務增長理想，本年度營業額及除稅及財務成本前盈利分別為港幣7,580萬元（二零零六年：港幣5,378萬元）及港幣2,350萬元（二零零六年：港幣1,100萬元），較去年分別上升41%及1.1倍。

為進一步集中資源於主營物流業務，本集團正逐步減少對非主營業務的投資，並正積極處理中國南玻集團股份有限公司（「南玻集團」）的股權。本集團之股東應佔盈利較去年同期大幅上升7.8倍，當中包括出售所持的南玻集團B股及部份A股約7,516萬股獲得的除稅後利潤分別約港幣8,055萬元及港幣13.04億元，尚餘未出售南玻集團流通A股2,639萬股從聯營公司作出重分類為通過損益記賬之財務資產，按照適用的會計準則，於結算日以南玻集團國內A股股價入賬，體現公允價值變動產生的稅後盈利港幣4.35億元。

During the Year, pursuant to the applicable accounting guidelines, the Group adopted the merger accounting method as the accounting treatment method for consolidating enterprises of different entities under the same control. The Group completed the acquisition of a 89.93% interest in Longda Expressway on 29 December 2007. The full-year turnover and profit before finance costs and tax of Longda Expressway, which amounted to HK\$275 million and HK\$151 million respectively, were consolidated into the Group's 2007 annual results in accordance with the relevant accounting standards.

In 2007, the Group's logistic park business recorded a turnover of approximately HK\$125 million (2006: HK\$104 million) and a profit before finance costs and tax amounting to approximately HK\$48 million (2006: HK\$36 million), representing increases of 20% and 33% respectively over the previous year. During the Year, the business of Shenzhen South-China Logistics Co., Ltd. ("South China Logistics") recorded a satisfactory growth, with its turnover and profit before finance costs and tax amounted to HK\$75.80 million (2006: HK\$53.78 million) and HK\$23.50 million (2006: HK\$11 million) respectively, increased by 41% and 1.1 times respectively over the previous year.

With a view to further concentrating resources on its core logistic business, the Group is gradually reducing its investments in non-core businesses and is actively seeking opportunities for divestment of the equity interests in CSG Holding Co., Ltd. ("CSG"). Profit attributable to shareholders of the Group has significantly increased by 7.8 times over the previous year. This included the approximately HK\$80.55 million profit after tax from the disposal of the CSG B shares held and the approximately HK\$1,304 million of profit after tax from the disposal of approximately 75.16 million CSG A shares. The remaining 26.39 million tradable CSG A shares held were re-classified from an associate to financial assets through profit or loss, and booked at CSG's A share price at the balance sheet date in accordance with applicable accounting standards. Accordingly, a profit after tax amounted to HK\$435 million was resulted from the change in fair value.

於本年度，本公司的股價持續上升，使本公司於二零零六年二月發行的港幣6億元可換股債券的衍生負債公允價值相應增加，因公允價值變動產生的虧損約港幣1.96億元。確認此虧損並不影響本集團之經營情況及現金流。於本年度，可換股債券的全數面值餘額港幣3.705億元已悉數轉換為本公司股份。

本集團於二零零七年十二月就收購龍大高速公路發行了一項港幣17.27億元的零息可換股債券，按照債券的條款及香港財務報告準則的條文規定，分為權益和負債兩部份，金額分別為港幣2.09億元及港幣15.18億元，當中並沒產生衍生負債，因此在債券兌換或到期前不會因衍生負債公允價值變動而產生損益。

中國自二零零八年一月一日起施行新的所得稅稅率，本集團大部份業務的企業所得稅率將於五年內逐步從15%增加至25%。於本年度，就未來稅率的變動調整了遞延稅負債，增加稅務成本約港幣3,600萬元。

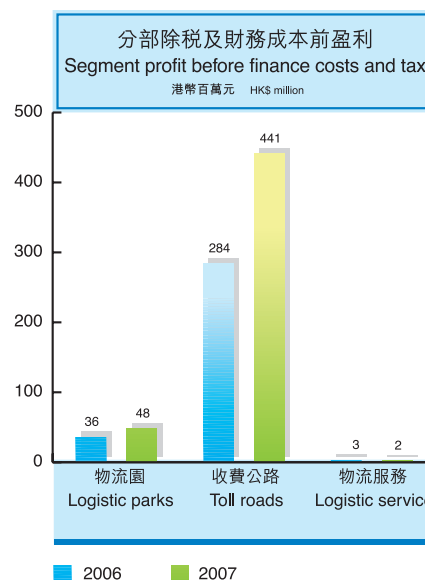
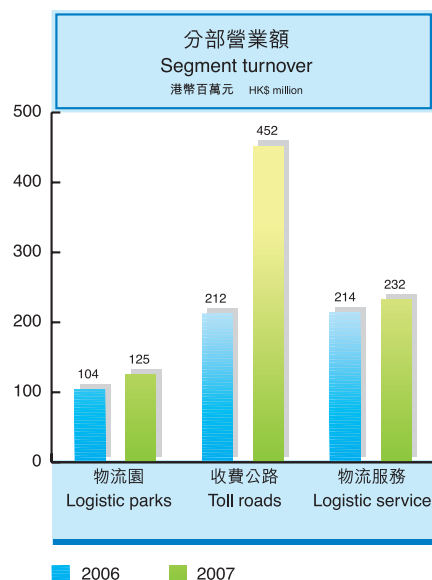
於二零零七年十二月三十一日，本集團的總資產及淨資產分別為港幣110.24億元（二零零六年：港幣70.99億元）及港幣74.77億元（二零零六年：港幣42.91億元），較二零零六年十二月三十一日分別上升55%及74%。

During the Year, due to the continued increase in the share price of the Company, the fair value of the derivative liability of the convertible bonds with an aggregate principal amount of HK\$600 million issued by the Company in February 2006 recorded a corresponding increase. A book loss of approximately HK\$196 million arising from the change in fair value was resulted accordingly. The recognition of such book loss does not affect the Group's operating results or cashflow. During the Year, the outstanding principal amount of HK\$370.5 million of the convertible bonds was fully converted into shares of the Company.

The Group issued a zero coupon convertible bond with a principal amount of HK\$1,727 million in December 2007 in order to acquire Longda Expressway. According to the terms of the bond and the articles under Hong Kong Financial Reporting Standards, the bond is classified into two separate parts, namely equity and liabilities, with respective amounts of HK\$209 million and HK\$1,518 million. No derivative liabilities were formed, and accordingly no profit or loss will be resulted from change in fair value of derivative liabilities before the conversion or maturity of the bond.

Effective from 1 January 2008, the PRC adopts a new income tax rate. The corporate income tax rate for most of the Group's businesses will be gradually increased from 15% to 25% over the next five years. During the Year, an adjustment was made to deferred tax liabilities in light of the future tax rate changes, and tax expenses increased by approximately HK\$36 million accordingly.

As at 31 December 2007, the Group's total asset and net asset amounted to HK\$11,024 million (2006: HK\$7,099 million) and HK\$7,477 million (2006: HK\$4,291 million) respectively, with respective increases of 55% and 74% over those of 31 December 2006.



於本年度的重點事項

1. 積極增持優質物流基建項目股權，繼續併購與整合集團資產

本集團在深圳市政府的支持下，於本年度成功增持及收購多個優質物流基建資產，並持有該等資產的控股權。

本集團於二零零六年十二月以總代價人民幣2.3億元收購深圳市西部物流有限公司（「西部物流」）40%股權，收購事項於二零零七年五月完成，西部物流成為本集團持有60%股權的附屬公司。本集團又積極地抓緊機遇，在深圳市人民政府國有資產監督管理委員會（「深圳市國資委」）及深圳市政府的全力支持下，於二零零七年七月與深圳市國資委簽訂收購協議，以人民幣1.4億元的代價收購華南物流33.33%股權，收購於二零

MAJOR EVENTS DURING THE YEAR

1. **Actively increasing the interests in quality logistic infrastructure projects; continuing mergers, acquisitions and integration of the Group's assets**

With the support of the Shenzhen Municipal Government, the Group successfully increased the shareholdings in and acquired several logistic infrastructure assets of good quality, holding controlling interests in such assets during the Year.

The Group acquired a 40% equity interest in Shenzhen Western Logistics Co., Ltd. ("Shenzhen Western Logistics") at a consideration of RMB230 million in December 2006. The acquisition was completed in May 2007 and Shenzhen Western Logistics has become a 60%-owned subsidiary of the Group. Meanwhile, with the full support of the Shenzhen Municipal State-owned Assets Supervision and Administration Commission ("Shenzhen SASAC") and the Shenzhen Municipal Government, the Group aggressively capitalised on an opportunity, entering into an acquisition agreement with Shenzhen SASAC in July 2007 in relation

零七年十一月完成，華南物流成為本集團的全資附屬公司；另本集團以人民幣1,300萬元的代價，增持深圳市鵬海運電子數據交換有限公司（「鵬海運」）39%股權，收購於二零零七年十月完成，鵬海運成為本集團持有78%股權的附屬公司。

於二零零七年十月十六日，本集團與深圳市國資委訂立兩份協議，分別以人民幣16.71億元（約港幣17.27億元）代價收購深圳市寶通公路建設開發有限公司（「寶通公司」）100%股權及以人民幣26.61億元收購深圳市深廣惠公路開發總公司（「深廣惠公司」）100%股權。

寶通公司的唯一主要資產是持有深圳龍大高速公路有限公司（「龍大公司」）89.93%股權，其主要從事經營及管理位於深圳的龍大高速公路，收購事項已於二零零七年十二月二十九日順利完成，本公司於同日發行面值港幣17.27億元的三年期零息可換股債券予深圳市國資委的全資附屬公司深圳市投資控股有限公司作為支付收購代價。

另外，深廣惠公司的唯一主要資產為其持有深圳高速公路股份有限公司（「深圳高速」）4.11億股股份（18.868%），待收購完成時，本集團持有的深圳高速股權將由31.153%增加至50.021%，深圳高速將由本公司的聯營公司變為附屬公司，本集團將可更有效執行其發展策略，同時，深圳高速穩健的盈利及現金流將可擴大本集團的主營物流業務。收購深廣惠公司的交易已獲得香港監管機構及股東所需的批准及深圳市人民政府

to the acquisition of a 33.33% equity interest in South China Logistics at a consideration of RMB140 million. The acquisition was completed in November 2007 and South China Logistics has become a wholly-owned subsidiary of the Group. In addition, the Group acquired a further 39% equity interest in Shenzhen EDI Co., Ltd. (“Shenzhen EDI”) at a consideration of RMB13 million. The acquisition was completed in October 2007 and Shenzhen EDI became a 78%-owned subsidiary of the Group.

On 16 October 2007, the Group entered into two agreements with Shenzhen SASAC to acquire the 100% equity interest in Shenzhen Baotong Highway Construction and Development Limited (“Baotong Company”) at a consideration of RMB1,671 million (approximately HK\$1,727 million) and the 100% equity interest in Shenzhen Shen Guang Hui Highway Development Company (“SGH Company”) at a consideration of RMB2,661 million.

The sole major asset of Baotong Company is an 89.93% shareholding in Shenzhen Longda Expressway Company Limited (“Longda Company”), which is principally engaged in the operation and management of Longda Expressway located in Shenzhen. The acquisition was completed on 29 December 2007, and the Company issued, on the same date, a three-year zero coupon convertible bond in a principal amount of HK\$1,727 million to Shenzhen Investment Holdings Company Limited, a wholly-owned subsidiary of Shenzhen SASAC, as the consideration for the acquisition.

Meanwhile, the sole major asset of SGH Company is the approximately 411 million shares (18.868%) of Shenzhen Expressway Company Limited (“Shenzhen Expressway”) that it holds. Upon completion of the acquisition, the Group’s shareholding in Shenzhen Expressway will increase from 31.153% to 50.021% and Shenzhen Expressway will change from an associate to a subsidiary of the Group. The acquisition enables the Group to effectively implement its development strategies, and also, the solid profit income and cashflow of Shenzhen Expressway will enable the Group to expand its core logistic business. The acquisition

的批准，本集團現正向相關的中國政府機構（包括國務院國有資產監督管理委員會、中華人民共和國商務部及中國證券監督管理委員會）申請批准上述收購的相關工作，預計交易將於二零零八年內完成，屆時，深圳高速全年業績將會反映於本集團二零零八年度業績中。

增持深圳高速之股權、收購龍大高速公路、及增持華南物流及西部物流股權等收購共涉及資金人民幣47億元（港幣49億元），有關的收購可提高本集團於深圳物流基建業務的市場佔有率，並策略性地將本公司由一家被動投資控股公司轉變為物流基建行業的主動投資者。上述各項收購與本集團投資於優質物流基建項目，並持有控股權的整體戰略目標一致，亦突顯深圳市國資委及深圳市政府對本集團的全力支持。

2. 逐步減少在非主營業務的投資

為進一步集中資源於主營物流業務，本集團正逐步減少對非主營業務的投資。由於南玻集團及其附屬公司的玻璃製造業務為本集團的非主營業務，於本年度，本集團已出售所持的南玻集團B股及部份A股約7,516萬股，獲得除稅後利潤分別約港幣8,055萬元及港幣13.04億元，尚餘未出售南玻集團流通A股2,639萬股按市價入賬，體現公允價值變動產生的稅後盈利港幣4.35億元。本集團尚持有南玻集團A股的未流通部份共1.17億股，其中約1.01億股（約為本集團持股的71%）及約1,604萬

of SGH Company has received the necessary approvals from the Hong Kong regulatory authority, the shareholders and the Shenzhen Municipal Government. Currently, the Group is engaged in the relevant application and approval procedures with the relevant PRC government authorities (including the State-owned Assets Supervision and Administration Commission of the State Council, the PRC Ministry of Commerce and the China Securities Regulatory Commission) regarding the above acquisition, and the transaction is expected to be completed within 2008. By then, the full-year results of Shenzhen Expressway will be reflected in the 2008 results of the Group.

The acquisitions which include increasing the shareholding in Shenzhen Expressway, acquiring Longda Expressway and increasing the interests in South China Logistics and Shenzhen Western Logistics involved a total amount of RMB4,700 million (HK\$4,900 million). Such acquisitions will increase the Group's market share in Shenzhen's logistic infrastructure business and will strategically transform the Company from a passive investment holding company to an active investor in the logistic infrastructure business. The above acquisitions are in line with the Group's strategic objective of investing in quality logistic infrastructure projects with controlling interests, and highlight the dedicated support of Shenzhen SASAC and the Shenzhen Municipal Government to the Group as well.

2. Gradually divesting from non-core businesses

With a view to further concentrating resources on its core logistic business, the Group is gradually reducing its investments in non-core businesses. As the glass production business of CSG and its subsidiaries is a non-core business of the Group, during the Year, the Group has disposed of all CSG B shares and approximately 75.16 million CSG A shares that it held, realising profit after tax of approximately HK\$80.55 million and HK\$1,304 million respectively. The remaining 26.39 million tradable CSG A shares held were booked at market prices and a profit after tax amounted to HK\$435 million was resulted from the change in fair value. The Group still holds a total of 117 million non-tradable CSG A shares, of which approximately 101 million

股(約為本集團持股的11%)分別自二零零八年五月二十四日及二零零九年五月二十四日起流通。於二零零七年十二月三十一日,此等未流通股份按專業評估機構作出的公允價值每股人民幣8元,以可供出售財務資產列賬,其評估價值較賬面值增值港幣7.29億元,作為股東權益變動列賬。該等股份於成為流通股份後,將按南玻集團A股市價入賬,市價的變動將直接反映於年度損益。此外,本集團於二零零七年九月十八日以人民幣9,215萬元的代價將所持天津南玻工程玻璃有限公司25%股權出售予南玻集團的附屬公司,獲稅後利潤港幣1,800萬元。以上出售非主營業務所得的資金將會投資於能為股東增值的物流基建項目。

shares (representing approximately 71% of the Group's shareholding) and approximately 16.04 million shares (representing approximately 11% of the Group's shareholding) will become tradable shares effective from 24 May 2008 and 24 May 2009 respectively. As at 31 December 2007, the fair value of such non-tradable shares as appraised by a professional valuation institution was RMB8 per share and such shares were booked as available-for-sale financial assets; the appraised value represented an appreciation of HK\$729 million over the book value and the amount was booked as a change in shareholders' equity. Upon becoming tradable shares, such shares will be booked at the market price of CSG A shares and the change in market price will be directly reflected in the annual profit and loss account. In addition, on 18 September 2007, the Group has disposed of its 25% equity interest in Tianjin CSG Architectural Glass Company Limited to a subsidiary of CSG for a consideration of RMB92.15 million, realising profit after tax of HK\$18 million as a result. Proceeds from the above disposals of non-core businesses will be invested in logistic infrastructure projects which will add value to the shareholders.

3. 控股股東增持本公司股權,體現深圳市政府的支持

本公司的控股股東深圳市投資管理公司(「深圳投資」)於二零零七年五月二十二日悉數轉換其持有的港幣3.3億元可換股票據,據此,深圳投資增持了本公司9.04億股股份,加上其持有的48.36億股,深圳投資現時持有本公司40.37%股權。深圳投資增持本公司股權,充份體現深圳市政府對本公司未來發展的信心,同時,本集團無需於可換股票據到期日償還港幣3.3億元現金,從而加強了未來進一步落實收購優質物流基建資產的融資能力,有利於提升本集團及股東的整體利益。

3. With the controlling shareholder increasing its shareholding in the Company, the Shenzhen Municipal Government demonstrates its utmost support

On 22 May 2007, the Company's controlling shareholder Shenzhen Investment Holding Corporation ("SIHC") fully converted the HK\$330 million convertible note it held, pursuant to which SIHC held an addition of 904 million shares of the Company. Together with the 4,836 million shares that it already held, SIHC currently holds a 40.37% equity interest in the Company. The increase in SIHC's shareholding in the Company not only reflects the confidence of Shenzhen Municipal Government in the Company, but also strengthens the Group's financing capability for future acquisitions of quality logistic infrastructure assets as the Group was not required to repay HK\$330 million in cash on the maturity date of the convertible note. This will help enhance the interests of the Group and the shareholders as a whole.

4. 增加董事會成員，為集團的發展增添新動力

本公司董事會於二零零七年八月八日分別委任楊海先生為本公司執行董事及王航軍先生為本公司非執行董事。楊先生現為深圳高速董事長，擁有豐富的公路工程建設管理及企業管理經驗；王先生對財務管理及審計事務具有豐富經驗，兩位董事會新成員將可為本集團的業務發展及資產重組帶來良好的效果。

5. 精簡集團內部架構以提升效率

為配合未來業務拓展和資源整合計劃，本集團於本年度內完成了精簡內部架構、減少管理層次、縮減管理成本的工作，並有效提高了管理效率。這項工作是本集團進行內部架構重組的關鍵性一步，將對本集團未來業務發展與整體利益提升產生長遠而積極的影響。在未來本集團將秉承這一管理理念，通過內部機構和制度的改革和完善，進一步優化集團總體營運效率，提升內部資源及業務的整合力度，為未來持續發展提供有力保障。

結算日期後事項

1. 出售南玻集團A股

於二零零八年一月一日至本報告日，本集團於深圳證券交易所出售所持的南玻集團A股共8,990,902股，平均出售價為每股人民幣23.17元，總代價約人民幣2.08億元。於本報告日，本集團持有合共17,399,098股可於深圳證券交易

4. Appointment of new Board members provides additional momentum to the Group's future development

On 8 August 2007, Mr. Yang Hai was appointed as an executive director and Mr. Wang Hang Jun was appointed as a non-executive director of the Company by the Board. Mr. Yang is currently the chairman of Shenzhen Expressway and has extensive experience in highway construction management and corporate management. Mr. Wang has extensive experience in financial management and auditing. The Group believes that their appointments will benefit the Group in business development and asset restructuring.

5. Streamlining the internal structure of the Group to improve efficiency

To support the future business expansion and resource integration plans, the Group completed a streamlining of the internal structure, a reduction of management levels and a trimming of management costs during the Year. As a result, management efficiency was effectively improved. This was a key step for the Group's reorganisation of internal structure, and will bring long-term positive impact on the Group in terms of its future business development and the improvement of its integral interests. Looking forward, this will be part of the Group's management philosophy to reform and improve its internal organisation and systems to further enhance the overall operation efficiency. The Group will reinforce its efforts in integrating internal resources and businesses so as to lay a strong foundation for sustainable development in the future.

EVENTS AFTER THE BALANCE SHEET DATE

1. Disposal of CSG A Shares

From 1 January 2008 to the date of this report, the Group has disposed of a total of 8,990,902 CSG A shares at Shenzhen Stock Exchange. The average selling price was RMB23.17 per share, amounting to a total consideration of approximately RMB208 million. As at the date of this report, the Group holds a total of 17,399,098 CSG A

所自由買賣的南玻集團A股股份(佔本集團所持南玻集團權益的13%)，未流通部份共1.17億股，其中約1.01億股(約為本集團持股的75%)及約1,604萬股(約為本集團持股的12%)分別自二零零八年五月二十四日及二零零九年五月二十四日起於深圳證券交易所流通。

shares tradable at the Shenzhen Stock Exchange (representing 13% of the Group's interests in CSG); 117 million non-tradable shares, of which approximately 101 million shares (representing approximately 75% of the Group's shareholding) and approximately 16.04 million shares (representing approximately 12% of the Group's shareholding) will become tradable at the Shenzhen Stock Exchange effective from 24 May 2008 and 24 May 2009 respectively.

2. 二零零八年一月的中國雪災對本集團業務的影響

二零零八年年初，中國發生了嚴重低溫雨雪冰凍災害，令交通運輸、物流配送等受到了巨大影響，使很多物流企業的配送效率、經濟效益蒙受損失。本集團的大部份資產位於中國珠三角地區，受本次雪災的影響較少；而本集團與深圳高速共同持有的湖北省武黃高速公路處於受災地區，在大雪期間有三天時間的部份時段需封閉，但相對於同省其他高速公路，武黃高速公路的封路時間是較短的，本集團在災情期間積極配合政府做好抗災救災的工作，並主動採取積極的挽救措施，有效地減少了經濟損失，武黃高速於二零零八年一月及二月的路費收入較去年同期只下降約2%。雨雪災害對武黃高速的影響是短暫的，在春節以後，已逐步回復正常，對本集團二零零八年的整體業績預期影響較輕微。

2. Impact of the PRC's snowstorm in January 2008 on the Group's business

In early 2008, the PRC suffered from a disaster of freezing weather and snowstorms which led to massive losses for the social economy. Transportation and logistic delivery were immensely affected as well, with the delivery efficiency and economic gains of many logistic enterprises taking a hit as a result. Most of the Group's assets are located in the Pearl River Delta of the PRC and were, therefore, less affected by the snowstorm. Wuhuang Expressway in Hubei Province, which is jointly held by the Group and Shenzhen Expressway, is located in the snowstorm-hit region and had to be closed for certain periods in three days during the snowstorm. However, compared to other expressways in the same province, the closure period of Wuhuang Expressway was relatively short. As the Group actively cooperated with the government in the disaster aid and rescue efforts and proactively took initiatives to introduce alleviating measures, economic loss was effectively reduced and the January and February 2008 toll revenues for Wuhuang Expressway only decreased by approximately 2% over the same period of 2007. The impact of the snowstorm on Wuhuang Expressway was short-lived, and operation gradually returned to normal after the Lunar New Year. Accordingly, the impact on the Group's overall 2008 results is expected to be moderate.

3. 投資建設及經營南京化學工業園西壩港區碼頭及物流中心

於二零零八年三月十三日，本集團簽訂一份協議，本集團、南京港務管理局及南京化學工業園有限公司（「南京化學工業園公司」）共同成立一家合資公司（本集團、南京港務管理局及南京化學工業園公司分別佔70%、15%及15%權益）以建設及經營位於南京化學工業園西壩港區共五座5萬噸級深水碼頭及物流中心項目，南京西壩港區項目分兩期建設工程，第一期工程的總投資額為人民幣8億元，將建設及經營兩座5萬噸級散貨通用碼頭及佔地40萬平方米的物流中心，預計將於二零零九年年底建成並開始營運；第二期工程將會建設三座5萬噸通用散雜貨碼頭以及物流中心，碼頭用地佔80萬平方米，物流中心用地佔70萬平方米，預計於第一期碼頭及物流中心建成投產後4年內展開。該等碼頭及物流中心將會為南京化學工業園區內及周邊企業提供所需的動力煤炭、原料煤炭、固體化學工業原料的裝卸、倉儲等物流中轉及相關服務。

南京西壩港區項目的地理位置優越，投資南京西壩港區項目將進一步擴大本公司物流基礎設施資源的覆蓋範圍，加強本公司於行業內的持續發展，並同時對環渤海、長三角、珠三角等國內主要經濟發達區域的物流基礎設施資源網絡的形成起著催化作用。

3. Investment in, construction and operation of Wharf and Logistic Centre at Xiba Port of Nanjing Chemical Industrial Park

On 13 March 2008, the Group entered into an agreement pursuant to which the Group, Nanjing Port Authority and Nanjing Chemical Industry Park Co., Ltd. ("Nanjing Chemical Industry Park Co") would establish a joint-venture company (of which the Group, Nanjing Port Authority and Nanjing Chemical Industry Park Co holding interests of 70%, 15% and 15% respectively) to construct and operate the project which comprises five deep-water terminals for 50,000-ton vessels and logistic centres at Xiba Port of Nanjing Chemical Industrial Park. The Nanjing Xiba Port project will be constructed in two phases. The total investment for the first phase of the project is RMB800 million, involving the construction and operation of two dry bulk and general terminals for 50,000-ton vessels and a logistic centre with a site area of 400,000 square metres. The first phase is expected to be completed and commence operation by the end of 2009. The second phase will be developed into three general solid dry bulk terminals for 50,000-ton vessels and a logistic centre, and is expected to commence its construction within four years after the completion and commencement of the first phase's terminals and logistic centre. The terminals will occupy a site area of 800,000 square metres and the logistic centre will have a site area of 700,000 square metres. The terminals and logistic centres will be mainly engaged in logistic transition and related businesses such as loading/unloading and storage of thermal coal, raw material coal and solid chemical raw materials for enterprises within Nanjing Chemical Industrial Park and in nearby areas.

The Nanjing Xiba Port project commands an excellent geographical location, and by investing in the project the Company will further expand the coverage of its logistic infrastructures resources and will strengthen its continuous development in the industry, as well as facilitating the formation of a logistic infrastructure resource network in the country's major economic powerhouses such as the Bohai Rim, the Yangtze River Delta and the Pearl River Delta.

財務狀況

FINANCIAL POSITION

		十二月三十一日 31 December		
		二零零七年 2007	二零零六年 2006	
		港幣百萬元 HK\$million	港幣百萬元 HK\$million	增加/ (減少) Increase/ (Decrease)
			(重列) (Restated)	
總資產	Total Assets	11,024	7,099	55%
總負債	Total Liabilities	3,547	2,808	26%
股東權益	Shareholders' Equity	7,477	4,291	74%
現金及現金等價物	Cash and Cash Equivalents	2,769	957	189%
借貸總額	Total Borrowings			
短期銀行貸款	Short Term Bank Loans	903	268	237%
於一年內到期償還的 長期銀行貸款	Long Term Bank Loans due for repayment within one year	57	40	43%
長期銀行貸款	Long Term Bank Loans	237	1,243	(81%)
借貸總額	Total Borrowings	1,197	1,551	(23%)
淨現金/(借貸淨額)	Net Cash/ (Net Borrowings)	1,572	(594)	不適用 N/A
借貸工具*	Debt Instruments*	1,518	785	93%
資產負債率(總負債/ 總資產)	Debt Asset Ratio (Total Liabilities/ Total Assets)	32%	40%	(8%)**
借貸總額佔總資產比率	Ratio of Total Borrowings to Total Assets	11%	22%	(11%)**
淨現金/(借貸淨額) 與股東權益比率	Ratio of Net Cash/(Net Borrowings) to Shareholders' Equity	21%	(14%)	不適用 N/A

* 借貸工具為港幣17.27億元的零息可換股債券負債部份

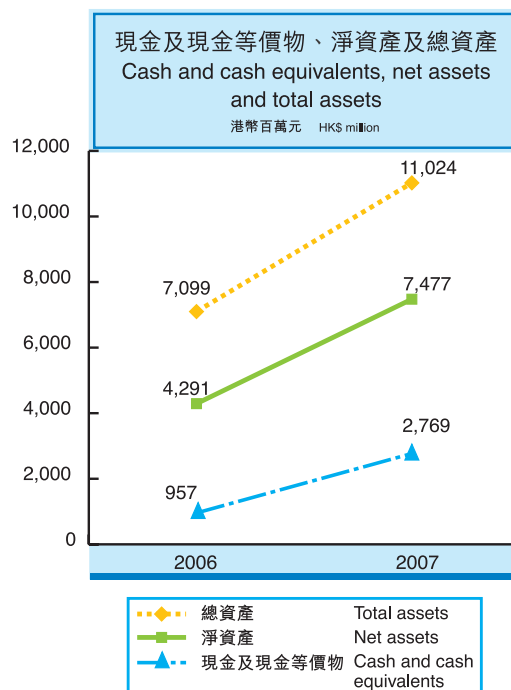
* Debt instruments represents the liabilities component of HK\$1,727 million zero coupon convertible bond

** 百分點之轉變

** Change in percentage point

本集團於二零零七年十二月三十一日之現金及現金等價物為港幣27.69億元(二零零六年十二月三十一日：港幣9.57億元)，較去年上升1.9倍，主要由於本集團於二零零七年出售非主營業務資產南玻集團A股股份以及經常性業務所帶來的淨現金流入，本集團現階段持有充足的現金以及較低的借貸比率，財務狀況非常穩健，有充足的資源投資在能為股東增值的物流基建項目。

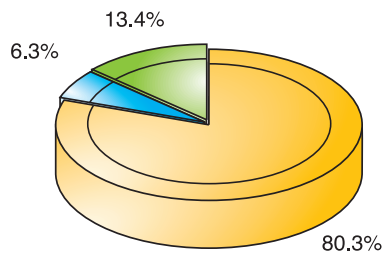
As at 31 December 2007, cash and cash equivalents of the Group amounted to HK\$2,769 million (31 December 2006: HK\$957 million), representing an increase of 1.9 times over 2006. The increase was mainly attributable to the Group's disposal of the non-core business assets CSG A shares during 2007 and the net cash inflow from current businesses. At this stage, the Group possesses sufficient cash and a low gearing ratio, with a very solid financial position and has ample resources to invest in logistic infrastructure projects to further enhance shareholders' value.



於二零零七年十二月三十一日，本集團銀行貸款總額約為港幣12億元(二零零六年：港幣16億元)，分別有80.3%、6.3%及13.4%於一年內、第二年以及第三年或以後到期償還。此等借貸中約有港幣2.5億元以港幣為單位，港幣700萬元以美元為償還貨幣單位，而借貸餘額約港幣9.4億元以人民幣為償還貨幣單位的國內銀行貸款。本年度增加的人民幣貸款約港幣9億元，主要由於收購龍大高速公路所致，於本報告日，該等人民幣貸款已全數清還。

As at 31 December 2007, total bank loans of the Group amounted to approximately HK\$1,200 million (2006: HK\$1,600 million), of which 80.3%, 6.3% and 13.4% were due for repayment within one year, the second year and the third year or after respectively. Of such loans, approximately HK\$250 million are repayable in Hong Kong dollars, HK\$7 million are repayable in US dollars and the remaining balances of approximately HK\$940 million are borrowings from banks in the PRC repayable in Renminbi. During the Year, the amount of loans denominated in Renminbi increased by approximately HK\$900 million, mainly due to the acquisition of Longda Expressway. As at the date of this report, such Renminbi loans were fully repaid.

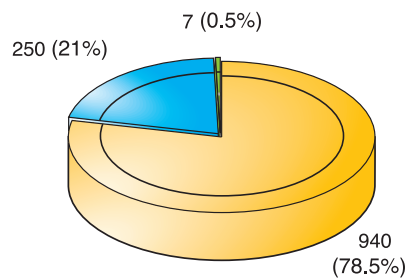
銀行貸款償還年期
Bank borrowings repayment period



於一年內償還	Within 1 year
於第二年償還	Within 2 years
於第三年或以後償還	3 years or above

銀行貸款償還貨幣單位
Bank borrowings repayment monetary units

港幣百萬元 HK\$ million

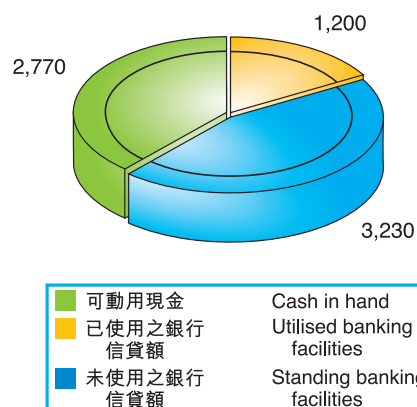


港幣	HK\$
美元	US\$
人民幣	RMB

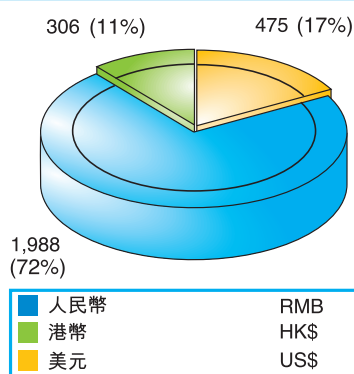
本集團的現金收入主要為人民幣，而以港幣為貨幣單位的現金支出主要為股東的現金分紅及定期償還銀行貸款。由於港幣的借貸成本較人民幣為低，加上預計人民幣存在升值潛力，本集團的融資策略是透過以港幣為單位的借款，投資於國內以人民幣為單位的資產，一方面能減低集團整體的借貸成本，另一方面可享受人民幣升值帶來的益處。本集團持有的現金及資產均以人民幣為主，人民幣於二零零七年升值約6%，本集團的資產淨值也因此而增值約港幣2億元。短期而言，人民幣與港幣的匯兌風險較低，本集團將不時檢討及監察外匯兌換的風險。

The Group's cash inflow is primarily denominated in Renminbi, and cash outflow denominated in Hong Kong dollars mainly comprises cash dividend payment to shareholders and scheduled repayments of bank loans. As the borrowing costs of Hong Kong dollars is lower than that of Renminbi and it is anticipated that Renminbi has appreciation potential, the financing strategy of the Group is to borrow in Hong Kong dollar and invest in Renminbi-denominated assets in the PRC, thereby reducing the Group's overall borrowing costs on the one hand and benefiting from the Renminbi appreciation on the other. Renminbi appreciated by approximately 6% in 2007, and the Group's net asset value increased by approximately HK\$200 million accordingly, given the cash and assets held by the Group were primarily denominated in Renminbi. In the short run, the risk of exchange rate between Renminbi and Hong Kong dollars will be at a low level. The Group will review and monitor from time to time the risks relating to foreign exchanges.

現金及銀行信貸額
Cash and banking facilities
港幣百萬元 HK\$ million



現金及現金等價物貨幣單位
Cash and cash equivalents monetary units
港幣百萬元 HK\$ million



本集團借貸淨額與股東權益比率由二零零六年十二月三十一日的借貸淨額情況，轉變為二零零七年十二月三十一日的淨現金比率21%，主要由於本集團於二零零七年出售非主營業務所得現金及經常性業務所帶來的淨現金流入，並償還了部份銀行借款。有關本集團於二零零七年十二月三十一日的押匯及或有負債詳情，請分別參閱綜合財務報告附註25及40。

本集團現有可動用現金及備用銀行信貸額約港幣60億元，而已使用之銀行信貸額為港幣12億元。本集團已為旗下銀團貸款訂立利率掉期合約，以減低利率上升之風險。本集團目前財務資源及融資能力良好，手頭現金充裕，將盡量利用此優勢繼續尋找優質的投資機會，並不時檢討股本及信貸結構，降低資金及信貸成本，並通過現金回饋股東及回購股份等渠道，使整體的股東回報獲得進一步提升。

The Group's ratio of net borrowings to shareholders' equity changed from a net borrowings position as at 31 December 2006 to net cash of 21% as at 31 December 2007. This was mainly attributable to the cash from disposal of the non-core business by the Group in 2007 and the net cash inflow from current businesses, as well as the partial repayment of bank loans. For details of the Group's charges and contingent liabilities as at 31 December 2007, please refer to notes 25 and 40 of the consolidated financial statements respectively.

Currently, the Group has cash in hand and standing banking facilities of approximately HK\$6,000 million and the utilised banking facilities amount to HK\$1,200 million. The Group has entered into an interest rate swap contract in respect of a syndicated loan granted so as to reduce the risk arising from increasing interest rates. The Group currently has sufficient financial resources and sound financing capability with sufficient cash in hand, and will make full use of this advantage to continue to identify quality investment opportunities. It will also review its existing capital and credit structure from time to time and consider plans to lower its funding costs, as well as further increasing the overall returns for its shareholders through channels such as cash payments to shareholders and share repurchases.

主要業務之經營情況分析

物流園業務

深圳市七大物流園區中，本公司全資持有華南物流園、控股西部物流園，並共同控制機場物流園區的重點項目機場快件海關監管中心，形成三足鼎立的格局，在深港跨境口岸、港口、機場後方建立起物流基建，產生戰略互補的協同效應。另外，本集團於南京化學工業園擁有約95,000萬平方米土地用於建設物流中心，為區內的化工企業提供物流及相關服務。

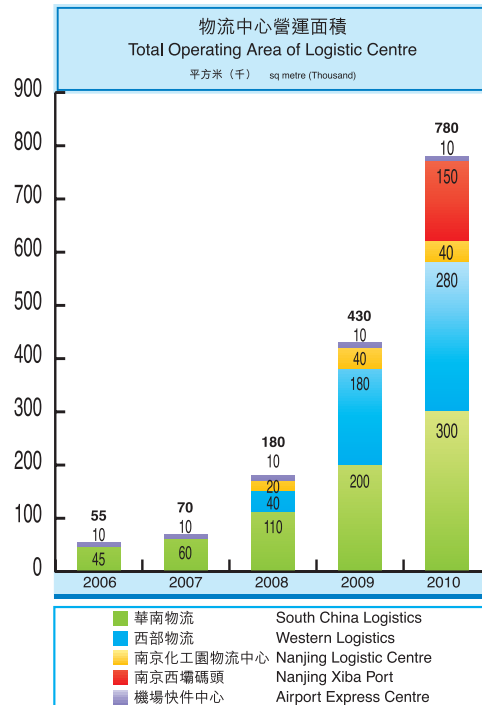
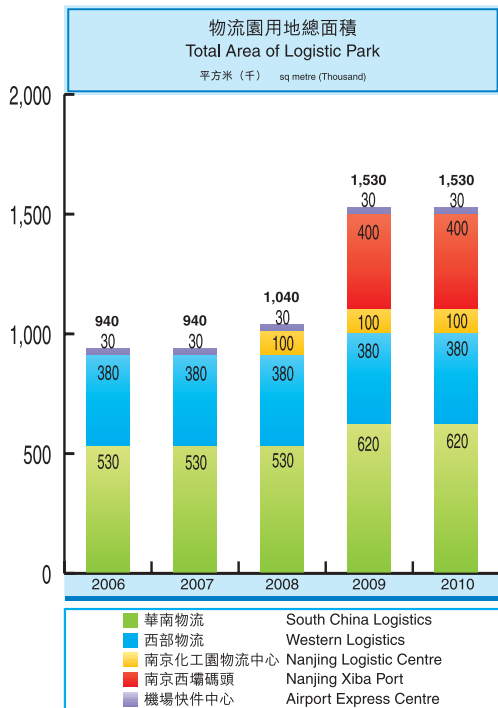
於本年度，本集團的物流園業務分別錄得營業額約港幣1.25億元（二零零六年：港幣1.04億元）及除稅及財務成本前盈利約港幣4,800萬元（二零零六年：港幣3,600萬元），較去年分別上升20%及33%，整體物流園業務發展理想，各項業務呈穩定增長。本集團現時擁有的物流園用地總面積為94萬平方米，物流中心的營運面積為7萬平方米，隨著現有業務的擴張及新增的投資，本集團物流園業務將於未來三年進入快速增長期，於二零零九年度本集團的物流園用地總面積將增加至153萬平方米，較現時增加超過60%。二零零八年至二零一零年新建物流中心面積71萬平方米，於二零一零年物流中心的營運面積較現時將增加超過10倍。

ANALYSIS OF MAJOR BUSINESS OPERATIONS

LOGISTIC PARK BUSINESS

Among the seven logistic parks in Shenzhen, the Company already has wholly-owned South China Logistic Park, controlling interests in Western Logistic Park and has joint control of Shenzhen Airport Express Supervision Center, which is a key project in the Airport Logistic Park. These assets will form a tripod of logistic infrastructures covering Shenzhen-Hong Kong boundary control points, ports and airport, creating strategically complementing synergy. In addition, the Group has approximately 95,000 square metres of land in the Nanjing Chemical Industrial Park which will be used to build a logistic centre providing logistic and related services to chemical enterprises in the park.

During the Year, the Group's logistic park business recorded a turnover of approximately HK\$125 million (2006: HK\$104 million) and a profit before finance costs and tax amounting to approximately HK\$48 million (2006: HK\$36 million), representing respective increases of 20% and 33% respectively over the previous year. The overall logistic park business developed satisfactorily with all businesses reporting stable growth. The total site area of logistic parks currently owned by the Group is 940,000 square metres and the operating area of logistic centres of the Group is 70,000 square metres. With the expansion of the existing businesses and newly acquired investments, the logistic park business of the Group will enter a stage of rapid growth in the next three years; by 2009, the total site area of the Group's logistic parks will increase to 1.53 million square metres, representing an increase of more than 60% as compared to the current area. The area of newly constructed logistic centers between 2008 and 2010 is estimated at 710,000 square metres. By 2010, the operating area of logistic centre will increase by over 10 times as compared to 2007.



華南物流

華南物流於本年度營業額為港幣7,580萬元(二零零六年:港幣5,378萬元),較去年同期上升41%,毛利率47%(二零零六年:46%),除稅及財務成本前盈利為港幣2,350萬元(二零零六年:港幣1,100萬元),較去年同期上升1.1倍。

二零零七年是華南物流實現全面綜合營運的第二年,於本年度,其主營業務收入較二零零六年大幅度增長約41%,物流中心業務及進出口跨境轉關接駁業務的收入分別增長62%及1倍,經營業績增長理想。隨著華南物流的新物流中心面積約1.5萬平方米從二零零七年



South China Logistics

During the Year, turnover of South China Logistics amounted to HK\$75.80 million (2006: HK\$53.78 million), representing an increase of 41% over the previous year. The gross margin was 47% (2006: 46%), and profit before finance costs and tax amounted to HK\$23.50 million (2006: HK\$11 million), an increase of 1.1 times over the previous year.

Year 2007 was the second year since South China Logistics had implemented a full integration of its operations. During the Year, the revenue from its core business increased substantially by approximately 41% over 2006, whereas revenues from the logistic centre business and the customs transferring and transiting business increased by 62% and 100% respectively, highlighting satisfactory growth in operating results. With the commencement of operation of a new logistic centre of

四月起投入使用，現時物流中心面積達到6萬平方米，另外，兩個雙層物流中心總面積合共5.2萬平方米的工程已於二零零七年十二月完成，並可於二零零八年第一季正式投入使用，華南物流未來的物流中心業務可望將進一步迅速發展。

approximately 15,000 square metres in April 2007, the total area of logistic centre amounted to approximately 60,000 square metres as at present. Meanwhile, the construction of two 2-storey logistic centres with an aggregate area of 52,000 square metres was completed in December 2007 and the logistic centres will officially commence operation in the first quarter of 2008.

Accordingly, it is anticipated that the operation of South China Logistics' logistic centre business will develop even more rapidly.

自深圳海關將皇崗口岸的跨境轉關接駁功能全部遷移到華南物流園進行後，華南物流開展了跨境轉關接駁業務，接駁系統經過一



年多的操作亦逐步得以完善，大大提高了運作效率。隨著二零零七年五月，華南物流的新接駁場正式啟用，可處理量為原接駁場的四倍，接駁營運能力大幅度提高，運作效率成倍增長，預期接駁業務可繼續提升華南物流的營運規模及帶來可觀的收益。

After the relocation of all cross-border cargo transferring functions from the Huanggang Checkpoint to South China Logistic Park, South China Logistics has commenced the cross-border cargo transferring business. The transiting system has been gradually improving after one year of operation and operating efficiency has been significantly

enhanced. The new transiting yard at South China Logistics officially commenced operation in May 2007, with a capacity being 4 times that of the old one. Accordingly, the transition operation capability has been significantly enhanced and the operating efficiency has doubled. It is expected that the transiting business will continue to expand the operation scale of South China Logistics and bring considerable revenue.

於本年度，華南物流的「綠色通道」重箱業務順利開展，已開始取得營業收入約港幣100萬元，在加大宣傳力度的同時，對系統的穩定運行做了改良工作，系統已經基本達到零故障，實現了穩定運行的目標，通關環境亦得以改善。華南物流將會繼續加強拓展「綠色通道」業務，協調海關及國檢部門同步配合，以完善客戶的需求。

During the Year, the "Green Lane" heavy container business of South China Logistics was successfully commenced and recorded an operating revenue of approximately HK\$1 million. While escalating the publicity effort, the business made improvements on the system's stable operation and the system basically achieved a zero malfunction rate. Accordingly, the objective of stable operation was realised and the customs clearance environment was improved. South China Logistics will continue to expand the "Green Lane" business, coordinating with the customs authorities and the inspection and quarantine departments so as to better meet customers' needs.

華南物流的空箱堆場業務收入受到匯率及國家出口退稅政策影響，於本年度保持穩定的業績，經營情況尚屬穩定。至於來年，空箱堆場業務在穩定現有客戶的基礎上，將致力提高堆場業務量，積極開拓市場。



Due to the influence of exchange rates and tax rebate policy for exports in China, the empty container depot business of South China Logistics maintained stable results for the Year and its operation remained stable. In the coming year, the empty container depot

business will strive to expand the business volume of its depots and to actively develop the market, on the premise of stabilising the existing customer base.

展望來年，華南物流將積極加快兩個新物流中心的開發進度，爭取在年初與優質客戶簽訂租賃合同，並在二零零八年第一季度完結前全部出租及投入營運；另外，進一步完善轉關接駁信息系統，加強接駁設施的充分利用，通過加強與海關的溝通，繼續保持接駁業務的相對壟斷優勢。

Looking ahead towards the coming year, South China Logistics will accelerate the development progress of the two new logistic centres and will strive to sign leasing contracts with quality customers in the year's beginning, as well as looking forward to a complete lease-out and operation commencement before the end of the first quarter of 2008. Meanwhile, the customs transferring and transiting information system will be further improved to enhance an adequate utilisation of the transiting facilities, as well as strengthening communication with the customs to maintain the advantage of the transiting business for being a relatively monopolistic business.

華南物流現佔地總面積約53萬平方米，已建成物流中心面積約11.2萬平方米，按照原來規劃的容積率比率0.26計算，可建地積指標已完成約81%。華南物流現正申請增加容積率指標一倍至0.52，並預計於二零零八年年中完成審批程序。另外，華南物流現正辦理第二期用地規劃申請，增加土地面積約8.7萬平方米，並預計於二零零九年內完成規劃審批，華南物流佔地面積將達62萬平方米，可建總物流中心面積可增加至30萬平方米。

The current total site area of South China Logistics is approximately 530,000 square metres and the area of completed logistic centres is approximately 112,000 square metres. According to the original designated plot ratio of 0.26, approximately 81% of the gross area available has been completed. South China Logistics is now applying to double the plot ratio to 0.52 and the approval procedures are expected to be completed in mid-2008. Meanwhile, South China Logistics is currently applying for the approval of the second phase's land use planning, with a view to increasing the land area by approximately 87,000 square metres. Approval for the planning is expected to be granted in 2009 and the site area of South China Logistics will increase to 620,000 square metres as a result, and the logistic centre area available will be increased to 300,000 square metres.

西部物流

西部物流於本年度錄得營業額港幣2,738萬元(二零零六年：港幣2,335萬元)，除稅及財務成本前盈利港幣1,500萬元(二零零六年：港幣1,390萬元)，主要來自空箱堆存的租金收入。



自本集團於二零零七年五月完成增持西部物流40%股權後，西部物流成為本集團持有60%權益的附屬公司。西部物流從事深圳西部物流園的開發、建設、經營及管理工作。西部物流園為深圳七大物流園區之一，位於前海灣物流園區及深圳西部港區的後方及靠近剛於本年度十二月完成一期工程並投入營運的大鵬灣集裝箱碼頭。其戰略位置臨近深港西部通道的首個出口，與南坪高速公路及伸展至沿海地區的公路網相連，享有便捷的運輸網絡。西部物流將利用其優越的地理位置及市場環境，為深圳西部港區的運作提供物流倉儲的支援。

西部物流於本年度主要是經營管理現有空箱堆場及倉儲的租賃業務與積極開展新物流中心的招商工作及制訂經營方案，拓展新客戶。

Shenzhen Western Logistics

During the Year, Shenzhen Western Logistics recorded a turnover of HK\$27.38 million (2006: HK\$23.35 million), and profit before finance costs and tax amounted to HK\$15 million (2006: HK\$13.90 million), which was mainly derived from rental income of the empty-container depot business.

The Group has completed the acquisition of 40% equity interest in Shenzhen Western Logistics in May 2007 and Shenzhen Western Logistics has become a 60%-owned subsidiary of the Group. Shenzhen Western Logistics is engaged in the development, construction, operation and management of the Western Logistic Park in Shenzhen. The Western Logistic Park is one of the seven logistic parks in Shenzhen and situated in the Qianhaiwan Logistics Park and is behind the Shenzhen Western Port area and close to Dachan Bay Terminal, of which the first phase was completed and commenced operation in December 2007. The Western Logistic Park is strategically located right next to the first exit of the Hong Kong-Shenzhen Western Corridor with Nanping Expressway and an associated expressway network leading towards the hinterland running through the district, thereby being served by convenient transportation networks. Shenzhen Western Logistics will make use of its geographical advantages and market environment, providing support to the Shenzhen Western Port area in the aspect of warehouse storage.

During the Year, Shenzhen Western Logistics was operating and managing the leasing business of existing empty-container depots, as well as actively conducting business promotion efforts for the new logistic centre and drafting operation proposals to attract new customers.

西部物流於二零零六年十月已完成收購西部物流園38萬平方米土地，並積極籌劃建設物流園區內的主體物流項目。首期物流中心為建設一棟兩層的框架結構物流中心，建築面積約3.7萬平方米，建設工程已於二零零七年年底完成，並於二零零八年三月投入使用。物流中心的功能為海關監管保稅倉，向客戶提供租賃、報關及裝卸等服務，預期該新物流中心的投入使用將為西部物流開創更大的發展機會及帶來可觀的收入。預計西部物流於未來三年內的物流中心總面積將增加至280,000平方米。

深圳是香港與內陸地區聯繫的必經之路，深圳與香港的第四條跨境陸路通道「深港西部通道」正式通車，西部通道作為深港之間的物流主通道的功能將日益顯現。西部港區的發展及西部通道的開通將為西部物流的發展提供充足的業務量及廣闊的市場空間，同時也使西部物流的區位優勢更加明顯，有條件開展多種形態的物流業務。至二零零七年年底，西部港區集裝箱吞吐量繼續保持高速增長，全年吞吐量1,108萬標準箱，佔深圳市的總吞吐量的52%，增長15%。為西部物流新物流中心的營運和規劃建設的集裝箱監管堆場業務提供了市場機會。

展望來年，西部物流在繼續投入各項建設工作的同時，將積極拓展新物流中心的客戶及營運安排工作，調整市場營銷策略，抓緊市場機遇。

Shenzhen Western Logistics completed the acquisition of land with an area of 380,000 square metres in the Western Logistic Park in October 2006. It has been actively engaged in the planning and construction works of the logistic park. The first phase is to build a 2-storey logistic centre with a gross floor area of approximately 37,000 square metres, the construction work of which was completed by the end of 2007 and operation was commenced in March 2008. The function of the logistic centre is to act as a customs bonded logistic centre which provides services such as leasing, customs declaration and loading/unloading. The commencement of the new logistic centre is expected to bring greater business opportunities and considerable revenue for Shenzhen Western Logistics. In the next three years, Shenzhen Western Logistics is expected to increase its logistic centre area of up to 280,000 square metres.

Shenzhen is a key passage linking Hong Kong and the PRC. As the "Shenzhen-Hong Kong Western Corridor", the fourth cross-border corridor between Shenzhen and Hong Kong, is officially opened to traffic, the Western Corridor's function of being the main logistic haul between Shenzhen and Hong Kong will become more and more important. The development of the Shenzhen Western Port area and the opening of the Western Corridor will provide abundant business opportunities and room for market development to Shenzhen Western Logistics. Meanwhile, the advantageous geographical location of Shenzhen Western Logistics will become more apparent, providing favourable conditions for the development of various forms of logistic businesses. By the end of 2007, the container throughput of the Shenzhen Western Port area continued its rapid growth and the yearly throughput amounted to 11.08 million TEUs, representing 52% of Shenzhen's total throughput and an increase of 15%. This has provided market opportunities for the operation of Shenzhen Western Logistics' new logistic centre and the container monitoring depot business currently under planning.

Looking forward to the coming year, Shenzhen Western Logistics will continue various construction works, and will be actively engaged in the expansion of its customer base and pre-operation arrangements for the new logistic centre, as well as adjusting the marketing and sales strategies so as to capitalise on the market opportunities.

深圳市機場國際快件海關監管中心有限公司
(「機場快件中心」)

機場快件中心是本集團與深圳市機場股份有限公司一起參與投資並各自持有50%權益的共同控制實體公司。機場快件中心是深圳市七大物流園區之一航空物流園區的重要項目之一，負責經營管理位於深圳機場的國際快件海關監管中心，為海關、檢驗檢疫和快件企業提供關務協調服務、設備、設施及配套的相關服務、現場查驗輔助服務、倉儲服務及資訊服務。

機場快件中心於本年度的營業額為港幣4,466萬元(二零零六年：港幣5,332萬元)，較去年同期下跌16%，股東應佔盈利為港幣1,590萬元(二零零六年：港幣2,130萬元)。

於本年度，機場快件中心面對深圳海關對快件進出口貨物及貨物驗查方式等實施了新的監管措施，對營業收入與快件處理量造成一定的壓力，機場快件中心通過積極與口岸各級職能部門及機場海關進行協調和溝通，努力改善通關環境，另一方面，致力加強了經營管理以降低經營成本及確保服務質量提升。

機場快件中心於來年將繼續加強與各方機構的協調，加快空運快件處理區的操作流程及服務效率，儘量減低經營成本，以達到更佳的经济效益。

Shenzhen Airport International Express Supervision Center Co., Ltd. (“SZ Airport Express Center”)

SZ Airport Express Center is a jointly-controlled entity invested by the Group and Shenzhen Airport Co., Ltd. with each party holding 50% equity interest. SZ Airport Express Center is a major project of the Airport Logistic Park which is one of the seven logistic parks in Shenzhen. It is engaged in the operation and management of International Express Supervision Centre in Shenzhen Airport, providing customs coordination services, equipment, facilities and related services, on-site inspection supplementary services, warehouse services and information services to customs authorities, entry-exit inspection and quarantine authorities and express cargo enterprises.

During the Year, turnover of SZ Airport Express Center amounted to HK\$44.66 million (2006: HK\$53.32 million), representing a decrease of 16% over the corresponding period of the previous year. Profit attributable to shareholders amounted to HK\$15.90 million (2006: HK\$21.30 million).

During the Year, SZ Airport Express Center faced certain pressure on its operating revenue and express cargo processing volume due to the new monitoring measures for express cargo imports and exports and cargo inspection procedures implemented by Shenzhen Customs. SZ Airport Express Center endeavoured to coordinate and liaise with functional departments of all levels of the ports and airport customs authorities, striving to improve the customs clearance environment. Meanwhile, it also strengthened its operation management to reduce operating costs and to ensure enhancement in service quality.

In the coming year, SZ Airport Express Center will continue to strengthen coordination with various organisations and speed up the operation process and service efficiency of air express cargoes, as well as reducing its operating costs to achieve better economic efficiency.

南京化工園物流中心

本集團年內於南京化學工業園投資人民幣8,800萬元建設的物流中心(「南京化工園物流中心」)，佔地約95,000平方米，將建設化工品倉庫、危險品倉庫，為園區內及周邊大型化工企業提供相關的物流諮詢、方案策劃以及一體化物流營運服務。

南京化工園物流中心的所在地—南京化學工業園區是國家級的石油化工基地，園區沿長江深水岸線而建，距南京市區30公里。園區規劃開發面積為45平方公里，分為長蘆、玉帶兩大片區。長蘆片區現有各類化工企業100多家，涵蓋石油化工、高分子材料、醫藥化工、精細化工、林產化工等領域；玉帶片區擬建設多個大型石化聯合項目，並依托沿江深水岸線建設西壩港區與通江集輔助港區，形成化工物流基地。

經過近一年的努力，南京化工園物流中心在工程建設與業務拓展兩方面均取得良好的進展，其一期建設工程已於二零零七年九月如期完成並逐步投入運作，各類倉庫面積共21,000平方米，並已與多家國內外企業就已建成的倉庫的使用簽定合作合同，目前該倉庫的招商工作已基本完成；並正就危險品倉儲業務的開展合作積極與園區內外的化工企業磋商。



Nanjing Chemical Industrial Park Logistic Centre

During the Year, the Group invested RMB88 million to build a logistic centre at the Nanjing Chemical Industrial Park (“Nanjing Chemical Industrial Park Logistic Centre”). The centre has a site area of approximately 95,000 square metres, upon which chemical product warehouses and dangerous goods warehouses will be built to provide logistic consultation, solution planning and integrated logistic services to large chemical enterprises in the park and the nearby regions.

Nanjing Chemical Industrial Park Logistic Centre is located at the Nanjing Chemical Industrial Park, which is a national-class petrochemical base. The park is built along the deep-water riverbed of Yangtze River and is located 30 kilometres from downtown Nanjing. The planned area for development of the park is 45 square kilometres, and is separated into two major sections of Changlu and Yudai. The Changlu section now hosts more than 100 chemical enterprises of various types, covering aspects such as petrochemicals, polymer materials, pharmaceutical chemicals, fine chemicals and forestry product chemicals. The Yudai section is planned to host several large-scale petrochemical joint-venture projects to form a chemical logistic base, supported by Xiba Port and Tongjiangji Ancillary Port to be built along the river’s deep-water riverbed.

After a year of effort, Nanjing Chemical Industrial Park Logistic Centre reported impressive progress in both construction works and business development. The construction of the first phase was completed as scheduled in September 2007 and has

been gradually entering operation, with various types of warehouses occupying an area of 21,000 square metres in total. Cooperation agreements have been signed successively with several domestic and foreign enterprises on the usage of

the completed warehouses, and business promotion efforts for the warehouse were basically completed. In addition, there are active negotiations underway with chemical enterprises inside and outside the park area regarding cooperation to develop dangerous goods storage business.

於二零零八年，南京化工園物流中心將繼續二期工程項目的建設，包括危險品倉庫以及集裝箱堆場，預計建成總面積約38,000平方米，另一方面以服務具規模的客戶為工作重心，構建南京化工物流市場的平台，以南京化學工業園區作為突破口，形成長三角化工物流發展策略，不斷加大市場開拓力度，搶佔市場份額。

收費公路業務

於本年度，本集團的收費公路業務分別錄得營業額約港幣4.52億元（二零零六年：港幣2.12億元）及除稅及財務成本前盈利約港幣4.41億元（二零零六年：港幣2.84億元），較去年分別上升1.1倍及55%。主要原因是本集團於本年度完成收購龍大高速公路，並按適用會計準則合併其全年營業額及盈利，使整體收費公路業務的車流量及路費收入較去年呈大幅增長。本集團現時持有並正在營運的收費公路里數為132公里，於完成收購深圳高速18.868%股權後及深圳高速完成其新建的收費公路項目的建設後，本集團於二零零八年年底持有在營運的收費公路里數將增加一倍至266公里。

武黃高速

於本年度，武黃高速的主營業務收入及除稅及財務成本前盈利分別為港幣3.93億元（二零零六年：港幣3.16億元）及港幣1.88億元（二零零六年：港幣1.33億元），較去年增長24%及41%，本集團應佔部份分別為港幣1.77億元及港幣8,400萬元。

In 2008, Nanjing Chemical Industrial Park Logistic Centre will continue with the construction of its second phase which includes a dangerous goods warehouse and a container depot. The total gross area upon completion is expected to be approximately 38,000 square metres. Meanwhile, the centre will, whilst focusing on serving sizable customers, aim to develop a platform for Nanjing's chemical logistic market. The Nanjing Chemical Industrial Park as a breakthrough point, the Group will roll out the development strategy of its chemical logistic business in Yangtze River Delta, continuously strengthening its market development efforts so as to capture additional market share.

TOLL ROAD BUSINESS

During the Year, the toll road business of the Group reported a turnover of approximately HK\$452 million (2006: HK\$212 million) and profit before finance costs and tax of amounted to HK\$441 million (2006: HK\$284 million), representing increases of 1.1 times and 55% respectively over the previous year. The major reason for such increases was the Group's completion of the Longda Expressway acquisition during the Year with the latter's full-year turnover and profit consolidated under the applicable accounting standards, thereby leading to substantial increases in traffic volume and toll revenue over the previous year for the overall toll road business. Currently, the mileage of toll roads in operation held by the Group is 132 kilometres. Upon completion of the acquisition of the 18.868% equity interest in Shenzhen Expressway and completion of Shenzhen Expressway's construction of its new toll road projects, the operating mileage of toll highways held by the Group will double to 266 kilometres by the end of 2008.

Wuhuang Expressway

During the Year, the revenue and profit before finance costs and tax of Wuhuang Expressway were HK\$393 million (2006: HK\$316 million) and HK\$188 million (2006: HK\$133 million) respectively, representing increases of 24% and 41% respectively over the previous year. The Group's share of turnover and profit were HK\$177 million and HK\$84 million respectively.

武黃高速路費收入及車流量情況
Toll Revenue and Traffic Volume of Wuhuang Expressway

		二零零七年 2007	二零零六年 2006	增加 Increased by
全年總路費收入(港幣百萬元)	Total Annual Toll Revenue (HK\$ Million)	393	316	24%
全年總車流量(千輛)	Total Annual Traffic Volume (Vehicle / Thousand)	10,164	8,588	18%
日均路費收入(港幣千元)	Average Daily Toll Revenue (HK\$ Thousand)	1,078	866	24%
日均車流量(千輛)	Average Daily Traffic Volume (Vehicle / Thousand)	27.8	23.5	18%

受惠於全國及湖北省經濟的持續增長、湖北省高速公路網的完善以及收費政策的轉變，武黃高速於本年度的路費收入及車流量均錄得理想的增幅。武黃高速全年的總路費收入及總車流量分別較去年增長24%及18%；日均路費收入及車流量分別較去年增長24%及18%，繼續為本集團提供強勁的盈利貢獻及現金流貢獻。

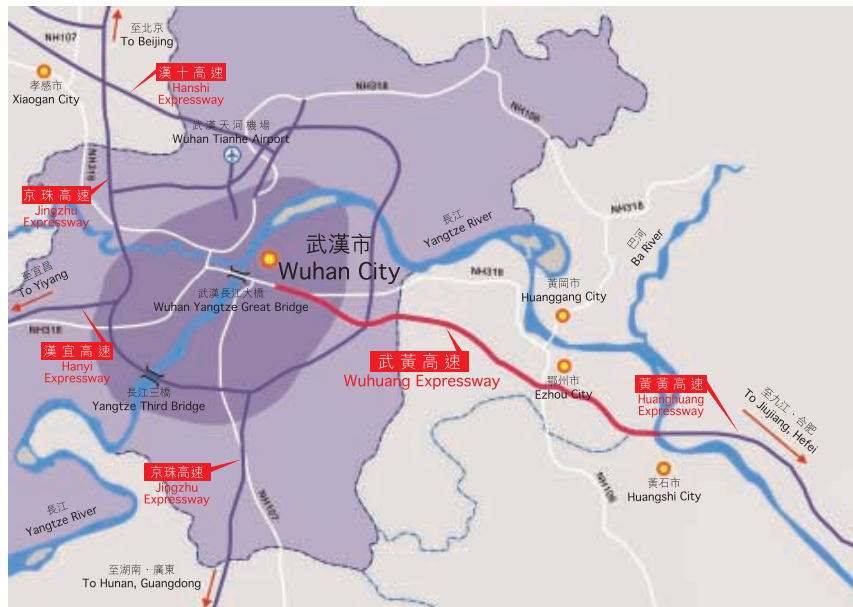
於二零零七年，湖北省及武漢市的本地生產總值分別達到人民幣9,150億元及人民幣3,100億元，湖北省的本地生產總值較去年同期增長14.5%，為十一年來的新高，而武漢市的本地生產總值則佔湖北省約34%，排在全國中部五省各城市之首。截至二零零七年底，武漢市的汽車擁有量達到73萬輛，較去年增長超過12%，連續上漲的汽車擁有量為武黃高速的車流量及路費收入增長帶來了動力。

於二零零七年十二月，武漢市周邊分別有「三路一橋」先後開通，並連入湖北省全省的高速公路網，連同於二零零七年二月開通的武漢市三環線南環段、北環段近20公里路段，不但令湖北省的高速公路網更加完善，而且間接為武黃高速的車流量帶來增長，尤其是陽邏長江大橋的開通，將武漢市外環與武黃高速緊密相連，並更直接地帶來武黃高速的車流量增長。

Benefiting from the continued economic growth of the country and Hubei Province, the enhancement of Hubei Province's expressway network and changes in toll collection policy, Wuhuang Expressway reported satisfactory growth in both toll revenue and traffic volume for the Year. The total toll revenue and total traffic volume of Wuhuang Expressway for the whole year increased by 24% and 18% respectively over the previous year, while the average daily toll revenue and average daily traffic volume increased by 24% and 18% respectively over the previous year, and Wuhuang Expressway continued to provide strong profit and cashflow contributions to the Group.

In 2007, the respective GDP's of Hubei Province and Wuhan Municipality reached RMB915 billion and RMB310 billion, with the GDP of Hubei Province increasing 14.5% over the previous year, setting a 11-year high. The GDP of Wuhan Municipality accounted for approximately 34% of Hubei Province's total, and topped all cities of the five mid-China provinces. As at the end of 2007, car ownership of Wuhan Municipality reached 730,000 vehicles, representing an increase of more than 12% over the previous year. The continued rise in car ownership lent momentum to Wuhuang Expressway's growth in traffic volume and toll revenue.

In December 2007, three roads and a bridge around Wuhan were opened to traffic and were incorporated into the provincial expressway network of Hubei Province. Together with the south ring section and north ring section of Wuhan Municipality's Three Ring Lines aggregating close to 20 kilometres in length which were opened to traffic in February 2007, the expressway network of Hubei Province was further enhanced, indirectly leading to increased traffic volume for Wuhuang Expressway. In particular, the opening of Yangluo Yangtze River Bridge has closely linked Wuhan Municipality Outer Ring with Wuhuang Expressway, thereby directly contributing to traffic volume growth for Wuhuang Expressway.



湖北省自二零零七年八月起開始對55噸以上的大型貨車實行限制上橋行駛的政策，解決了以往大型貨車超載問題的同時，也直接增加了貨運車次，為武黃高速的車流量及路費收入帶來可觀的增長。但另一方面，湖北省由二零零七年十一月起對高速公路車輛通行費實施新收費標準，對車輛收費金額的尾數進行調整，預計此調整將對武黃高速的路費收入帶來輕微的影響。

展望二零零八年，本集團將繼續積極研究及分析武黃高速相關的路橋營運情況及帶來的影響；而鄂東長江二橋進入了施工階段，該路建成後將會減輕黃石站的擠塞及提高武黃高速的通行能力。另外，在湖北省經濟加速發展的大好前提下，預期武黃高速的車流量及路費收入增長將會更上一個新階段。與此同時，武漢市將有其他高速公路逐步建成通

Since August 2007, Hubei Province has adopted a bridge traffic restriction on large trucks of 55 tonnes or above. The measure solved the past problem of overloading for large trucks, as well as directly increasing the number of trips for trucks, thereby bringing substantial growth for Wuhuang Expressway's traffic volume and toll revenue. However, since November 2007, Hubei Province has also adopted new tolling standards regarding expressway toll fares for vehicles with the odd amounts in toll fares been adjusted. Such adjustments are expected to have a slight impact on Wuhuang Expressway's toll revenue.

Looking forward towards 2008, the Group will continue to study and analyse the operations and resulting impacts of roads and bridges related to Wuhuang Expressway. In the meantime, Eastern Hubei Yangtze River Bridge No.2 (鄂東長江二橋) is now under construction. Upon completion it will alleviate the congestion at Huangshi Tolling Station and will enhance the traffic capacity of Wuhuang Expressway. In addition, on the promising premise of accelerated economic development

車，大部份即將建成通車的路橋都在一定程度上拉動武黃高速的車流量的增長，為本集團帶來更大的收益。



in Hubei Province, Wuhuang Expressway is expected to enjoy an elevated stage of growth in traffic volume and toll revenue. Meanwhile, other expressways in Wuhan Municipality will be gradually completed and opened to traffic. Most roads and bridges that will soon be completed will drive up the traffic volume of Wuhuang Expressway to a certain extent, thereby bringing more revenue to the Group.

龍大高速公路

龍大高速公路於本年度的營業額為港幣2.75億元(二零零六年：港幣6,929萬元)，較去年增長2.9倍，本集團應佔除稅及財務成本前盈利為港幣1.42億元(二零零六年：港幣5,014萬元)。

本集團與深圳市國資委於二零零七年十月十六日簽訂收購協議，以代價約人民幣16.7億元(約港幣17.27億元)收購寶通公司100%股權，其唯一主要資產是持有龍大公司89.93%股權，龍大公司主要從事經營及管理位於深圳的龍大高速公路，由於是項收購已於二零零七年年底完成，按照適用的會計準則，龍大高速公路的全年損益及其資產與負債，合併至本集團的財務報表。

Longda Expressway

During the Year, Longda Expressway recorded a turnover of HK\$275 million (2006: HK\$69.29 million), representing an increase of 2.9 times over the previous year. The Group's share of profit before finance costs and tax amounted to HK\$142 million (2006: HK\$50.14 million).

On 16 October 2007, the Group entered into an acquisition agreement with Shenzhen SASAC to acquire the 100% equity interest in Baotong Company at a consideration of approximately RMB1,670 million (approximately HK\$1,727 million). The sole major asset of Baotong Company is an 89.93% shareholding in Longda Company, which is principally engaged in the operation and management of Longda Expressway located in Shenzhen. As the acquisition was completed by the end of 2007, Longda Expressway's full-year profit and loss and its assets and liabilities were consolidated into the Group's financial statements according to the applicable accounting standards.



龍大高速公路(深圳龍華至東莞大嶺山)是一條瀝青鋪設的雙向六車道的高速公路，全長28.2公里，分深圳段及東莞段，於二零零五年十月通車。龍大高速公路起於深圳龍華，與布龍一級公路及福龍快速路相接，與機荷高速公路相交，經石岩、光明、公明、松崗，終於東莞大嶺山，與東莞市常虎高速(常平至虎門)相接，龍大高速公路是深圳通往東莞乃至珠江三角洲的重要出口通道之一，是繼廣深高速、莞深高速之後深莞之間又一南北走向幹道，被譽為「第二廣深線」。

Longda Expressway (Longhua, Shenzhen - Dalingshan, Dongguan) is an asphalt-paved, dual six-lane expressway measuring 28.2 kilometres. Longda Expressway is divided into Shenzhen and Dongguan sections, and opened to traffic in October 2005. It originates from Longhua, Shenzhen and links up with Bulong Class I Highway and the Fulong Freeway. It also intersects with Jihe Expressway, passing through Shiyan (石岩), Guangming (光明), Gongming (公明), Songgang (松崗) and ending at Dalingshan, Dongguan. It connects with Chenghu Expressway (常虎高速) (Chengping – Humen) in Dongguan. Longda Expressway is one of the major exit routes from Shenzhen to Dongguan and the Pearl River Delta. It is another distributor road running from south to north between Shenzhen and Dongguan after the Guangzhou-Shenzhen Expressway and the Dongguan-Shenzhen Expressway, and is being labelled as the “Second Guang-Shen Highway”.

龍大高速公路路費收入及車流量情況
Toll Revenue and Traffic Volume of Longda Expressway

		二零零七年 2007	二零零六年 2006	增加 Increased by (倍/times)
全年總路費收入(港幣百萬元)	Total Annual Toll Revenue (HK\$ Million)	275	69.3	2.9
全年總車流量(千輛)	Total Annual Traffic Volume (Vehicle / Thousand)	13,992	3,760	2.7
日均路費收入(港幣千元)	Average Daily Toll Revenue (HK\$ Thousand)	753.1	189.8	2.9
日均車流量(千輛)	Average Daily Traffic Volume (Vehicle / Thousand)	38.33	10.30	2.7

隨著周邊地區經濟的迅猛發展，人流和物流往來更為頻繁，促進了交通需求的不斷增長，汽車數量的大幅增加。自龍大高速公路東莞段於二零零七年一月通車後，大量的車流通過龍大高速公路通往東莞、廣州等地，使龍大高速公路在路網中的分流作用十分明顯，路段車流量大幅增加。於本年度，龍大高速公路的路費收入及車流量均錄得大幅增長，全年的總日均路費收入及日均車流量分別較去年增長近3倍及2.7倍。



In light of the booming economic development of the neighbouring areas, passenger traffic and goods traffic have become busier. This has facilitated the continued growth in traffic demand and a substantial increase in the number of cars. Since the Dongguan Section of Longda Expressway opened to traffic in January 2007, there has been a substantial traffic volume travelling to Dongguan, Guangzhou and other locations through Longda Expressway. This highlighted the significant diversion effect of Longda Expressway in the road network, and the section's traffic volume has increased substantially. During the Year, Longda Expressway recorded substantial growth in both toll revenue and traffic volume, with the full-year average daily toll revenue and average daily traffic volume having increased by almost 3 times and 2.7 times respectively over the previous year.

於二零零七年十二月，深圳福龍快速路建成通車，使龍大高速公路實現了終點與常虎高速相連，起點連接深圳市福田市區，使龍大高速公路的線路優勢更為突出，對吸引車流量和提高路費收入起到了明顯的促進作用。二零零八年一月份，龍大高速公路的日均路費收入已突破港幣100萬元，日均車流量達5.11萬輛，兩者均較去年的日均路費收入及日均車流量增長33%。

展望二零零八年，自從深圳市的交通規劃逐步實施後，深圳市公路路網不斷完善，以及周邊地區經濟的迅速發展，促進了交通需求的不斷增長，汽車數量大幅增加，另外，隨著深圳福龍快速路的建成通車及龍大高速公路東莞段羅田站收費廣場擴建工程於二零零八年三月底完成後，其通行能力將進一步擴大，交通擠塞現象將得到極大緩解，使龍大高速公路通行更加順暢，預計可對車流量和收入帶來可觀的增長。

In December 2007, Fulong Freeway in Shenzhen was completed and opened to traffic. Its opening resulted in the connection of Longda Expressway to Changhu Expressway at its end and to Futian downtown in Shenzhen Municipality at its start. Accordingly, the route advantage of Longda Expressway is further highlighted and this will have a significant facilitating impact on attracting traffic volume and increasing toll revenue. In January 2008, the average daily toll revenue of Longda Expressway has already surpassed HK\$1 million while the average daily traffic volume was 51,100 vehicles, both representing increases of 33% over the averages in previous year.

Looking forward to 2008, with the gradual implementation of traffic planning and the continued enhancement of road network in Shenzhen Municipality, and the booming economic development in nearby regions will facilitate the continued growth in traffic demand and a substantial increase in the number of cars. Besides, following the completion and opening of Fulong Freeway in Shenzhen and the completion of the expansion project of Luotian Tolling Station at the Dongguan Section of Longda Expressway at the end of March 2008, the expressway's traffic capacity will be further expanded and traffic congestion will be greatly alleviated, thereby allowing even smoother traffic on Longda Expressway. This is expected to bring considerable growth to its traffic volume and toll revenue.

深圳高速

深圳高速於本年度的營業額為人民幣11.03億元(二零零六年：人民幣7.69億元)，較去年增長43%，股東應佔盈利為人民幣6.74億元(二零零六年：人民幣5.79億元)，較去年增長16%，本集團所佔部份為港幣2.15億元(二零零六年：港幣1.74億元)。於本年度，受惠於中國經濟的持續繁榮以及公路網的形成和完善，深圳高速各主要收費公路的車流量和收入繼續保持穩健的增長，但由於營運成本及財務成本較去年有所上升，加上按新稅率計提遞延稅，造成深圳高速的盈利增長較營業額增長稍遜。

於本年度，深圳高速於深圳地區經營和投資的收費公路日均混合車流量和日均路費收入與去年相比分別增長了22%及21.8%。除了區域經濟的強勁增長為整體營運表現提供有利支持外，近兩年深圳路網格局的變化、周邊道路的修整及實施深圳市交通組織方案後限制了大型貨運車輛行走深圳市內部分主要道路等，均影響了深圳地區各道路經營狀況。

Shenzhen Expressway



During the Year, Shenzhen Expressway recorded a turnover of RMB1,103 million (2006: RMB769 million), representing an increase of 43% over the previous year. Profit attributable to shareholders amounted to RMB674 million (2006: RMB579 million), an increase of 16% over the previous year, and the profit attributable to the Group amounted to HK\$215 million (2006: HK\$174 million). During the Year, benefiting from the continued boom of China's economy and the formation and enhancement of the highway network, traffic volumes and revenues of all major toll highways of Shenzhen Expressway continued to maintain steady growth. However, with

both operating costs and finance costs having increased as compared to the previous year and that provisions had to be made for deferred tax under the new tax rate, the profit growth of Shenzhen Expressway was slightly lower than the growth in turnover.

During the Year, the average daily mixed traffic volume and average daily toll revenue of the toll highways operated and invested in by Shenzhen Expressway in Shenzhen increased by 22% and 21.8% respectively over the previous year. Besides the strong regional economic growth which lends support to the overall operating performance, other factors such as Shenzhen's road network changes in the past two years, maintenance and repairs of neighbouring roads and the implementation of the urban traffic arrangement scheme, which restricted large trucks from travelling on certain main roads in the urban areas of Shenzhen, have affected the operations of the roads in the Shenzhen region.

隨著近年的龍大高速公路、常虎高速、水官延長段、鹽排高速、南坪(一期)、深港西部通道(深圳-香港)等先後建成通車，深圳及周邊地區已逐漸形成快速幹線網絡，更為深圳高速的相關公路增加了車流量，有效促進了其路費收入增長。於二零零七年第四季度，由於廣深高速(廣州-深圳)和莞深高速(東莞-深圳)進行道路維修，分別對機荷高速和梅觀高速的營運表現帶來了一些負面影響。

As Longda Expressway, Changhu Expressway, Shuiguan Extension, Yanpai Expressway, Nanping (Phase I) and the Shenzhen-Hong Kong Western Corridor have been successively completed and opened to traffic in recent years, an express trunk network is gradually taking shape in Shenzhen and its peripheral areas and it has helped increase traffic volumes on the relevant highways of Shenzhen Expressway, effectively boosting its toll revenue growth. During the fourth quarter of 2007, Guangshen Expressway (Guangzhou-Shenzhen) and Guanshen Expressway (Dongguan-Shenzhen) underwent road repairs and negatively affected the operating performances of Jihe Expressway and Meiguan Expressway to a certain extent.

預計於二零零八年內，深圳高速建設或改建的收費公路項目，包括位於深圳市南光高速南端與市政道路的連接段、鹽壩(C段)以及位於廣東省北部的清連一級公路改造為高速公路，將陸續建成並投入營運，對深圳高速收入的增長將起到促進作用。



It is expected that in 2008, Shenzhen Expressway's toll highway construction or reconstruction projects, which include Nanguang Expressway's connecting section between its southern end and the municipal roads in Shenzhen, Yanba C and the reconstruction of Qinglian Class 1 Highway into an expressway, will be successively completed and commencing operation, thereby facilitating revenue growth for Shenzhen Expressway.

另外，深圳高速已獲得深圳市外環高速的項目開發權，目前正在推進勘察設計工作以及其他前期研究工作，並將定立項目的投資模式和開發計劃。該項目將有助於進一步鞏固和提高深圳高速在深圳市收費公路市場的份額，為深圳高速的長期穩定發展儲備項目資源。

Meanwhile, Shenzhen Expressway has been awarded the development rights for Shenzhen Outer Ring Expressway. Currently, the surveying and design work and other preliminary work are underway, and the project's investment mode and development plan will be determined. The project will help to reinforce and expand the Shenzhen Expressway's share of the toll highway sector in Shenzhen whilst building up project resources for the Company's long-term steady development.

本集團於二零零七年十月十六日，以人民幣26.61億元收購深廣惠公司100%股權，深廣惠公司的唯一主要資產為持有深圳高速4.11億股股份(18.868%)，待收購完成時，本集團持有的深圳高速股權將由31.153%增加至50.021%，深圳高速將由本公司的聯營

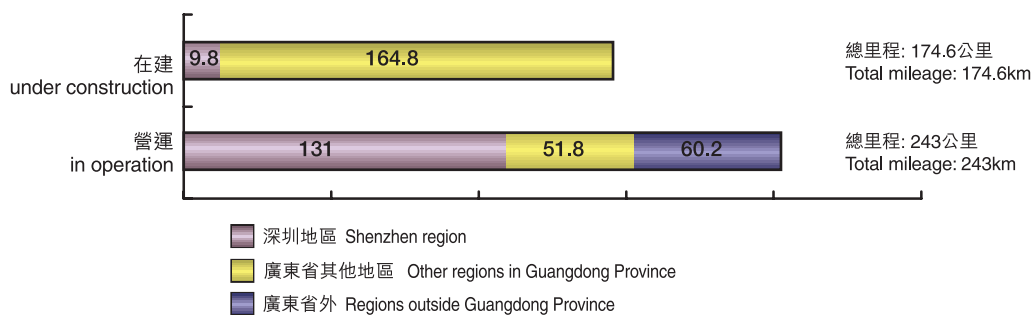
On 16 October 2007, the Group acquired 100% of the registered capital of SGH Company at a consideration of RMB2,661 million. The only major asset of SGH Company is its holding of 411 million shares (18.868%) in Shenzhen Expressway. Upon completion of the acquisition, the Group's shareholding in Shenzhen Expressway will increase from 31.153% to 50.021%

公司變為附屬公司，本集團將可更有效執行其發展策略，同時，深圳高速穩健的盈利及現金流將使本集團擴大主營物流業務。

which will change from an associated company to a subsidiary of the Group. The acquisition will enable the Group to execute its development strategy more efficiently, meanwhile, the solid profit income and cashflow will enable the Group to expand its core business.

於二零零七年十二月三十一日，深圳高速按權益比例計算所擁有的優質收費公路里程數如下：

As at 31 December 2007, the total mileage of high quality toll expressways based on the shareholding percentage of Shenzhen Expressway is as follows:



物流服務業務

本集團的物流服務業務主要為客戶提供第三方物流及物流信息服務。

LOGISTIC SERVICE BUSINESS

The Group's logistic service business mainly includes the provision of third party logistic and logistic information services to customers.

於本年度，本集團的物流服務業務分別錄得營業額約港幣2.32億元（二零零六年：港幣2.14億元）及除稅及財務成本前盈利約港幣200萬元（二零零六年：港幣300萬元），較去年分別上升8%及下降33%。主要原因是第三方物流及運輸配套等業務面對市場競爭劇烈以及營運成本上升的壓力，使整體利潤率下降。

During the Year, the Group's logistic service business recorded a turnover of approximately HK\$232 million (2006: HK\$214 million) and profit before finance costs and tax of approximately HK\$2 million (2006: HK\$3 million), representing an increase of 8% and a decrease of 33% respectively over the previous year. The major reason for such results was that intense market competition in the businesses of third party logistic and transportation ancillary services, together with the pressure from rising operating costs, led to a decline in the overall profit margin.

於本年度，在穩定及發展原有第三方物流業務的基礎上，本集團積極與客戶就價格按市場實際情況進行重新調整，另一方面，努力尋求優質的物流資源及良好的業務合作夥伴，以拓展有潛質的業務及更大的發展空間。

During the Year, on the premise of stabilising and developing the existing logistic business, the Group actively re-adjusted the prices for customers according to the actual market conditions. Meanwhile, it made efforts to seek quality logistic resources and good business operation partners, with a view to expanding into businesses with potential and greater room for development.

本集團持有78%權益的鵬海運是深圳市政府、深圳海關、深圳出入境檢驗檢疫局、深圳海事局授權的提供電子資料交換、傳輸和增值資訊共用服務的機構，為政府部門、物流企業、製造業、商貿企業提供實用、共用的資訊網路綜合應用服務。鵬海運在擁有穩定的技術和客戶資源下，逐步向市場化轉營，重點開發具有發展潛力和競爭力的項目。於本年度，鵬海運積極開展海運商務網項目，基本完成項目的整體框架及系統功能開發，並全面進入市場推廣工作之中，截至二零零七年年底，海運商務網已完成超過80家用戶的平台註冊工作；而海運商務網系統的功能已逐步改進及完善，實現了應用服務系統的便捷性及實用性，佔據了更多市場份額。於二零零八年，海運商務網項目將繼續拓展業務及加強市場推廣工作，吸納更多不同層面的客戶。

投資控股

本集團參股的深圳航空有限責任公司（「深圳航空」）於本年度之營業額及淨利潤分別為人民幣87.61億元（二零零六年：人民幣62.91億元）及人民幣5.52億元（二零零六年：人民幣4.05億元），較去年同期分別上升39%及36%。

本集團於本年度收取深圳航空二零零六年度現金股息港幣3,500萬元（二零零六年：無）。深圳航空於二零零七年十二月三十一日的總資產達人民幣145.49億元（二零零六年：人民幣120.67億元）較去年同期上升21%。

Shenzhen EDI, of which 78% is held by the Group, is an entity authorised by the Shenzhen Municipal Government, Shenzhen Customs, the Shenzhen Entry-Exit Inspection and Quarantine Bureau and the Shenzhen Maritime Safety Administration to provide electronic information exchange, transmission and value-added information sharing services. It provides useful integrated application services of information sharing network to various government departments, logistic companies, manufacturers and trading companies. With stable resources of technology and customers, Shenzhen EDI will gradually become market-oriented in respect of its operations and will focus on the development of projects with potential and competitiveness. During the Year, Shenzhen EDI actively developed the project of shipping business network, of which the overall framework and development of the functions of the system had been basically completed, its comprehensive marketing work was proceeding in full-scale. As at the end of 2007, the shipping business network has completed the platform registration for over 80 users. Meanwhile, the functions of the shipping business network system has been gradually improved and enhanced, achieving the convenience and practicality of an applied service system, thereby capturing additional market share. In 2008, the shipping business network project will continue with its business development and will strengthen the marketing and promotion work, in order to attract a more diversified pool of customers.

INVESTMENT HOLDING

During the Year, Shenzhen Airlines Co., Ltd. ("Shenzhen Airlines"), in which the Group invested in, recorded a turnover and net profit of RMB8,761 million (2006: RMB6,291 million) and RMB552 million (2006: RMB405 million) respectively, representing increases of 39% and 36% respectively over the previous year.

During the Year, the Group received HK\$35 million of 2006 cash dividend (2006: nil) from Shenzhen Airlines. As at 31 December 2007, total assets of Shenzhen Airlines amounted to approximately RMB14,549 million (2006: RMB12,067 million) representing an increase of 21% over the previous year.

深圳市及中國物流業發展前景

二零零七年，深圳市生產總值達人民幣6,738億元，同比增長14.5%；深圳市社會物流總費用為人民幣1,017億元，約佔深圳GDP比重的15%，較全中國平均水平低約3%，接近發達國家水平。隨著重點物流項目建設速度加快，傳統物流向現代物流轉變的步伐大大加快，對改善深圳市經濟發展的質量發揮了積極的促進作用。

二零零七年深圳港集裝箱吞吐量再創新高，全年集裝箱吞吐量約為2,110萬標箱，較去年增長14%，繼續穩居全球第四。至二零零七年年底，掛靠深圳港的國際集裝箱周班航線達197條，較去年增加29條，進一步完善及優化了以深圳港為樞紐、覆蓋世界12大航區主要港口的國際集裝箱班輪航線結構，基本形成了中國國內綜合運輸體系中的主樞紐港和華南地區集裝箱樞紐港的地位。

二零零七年中國現代物流保持快速發展，社會物流總額預計將達到人民幣73.9萬億元，同比增長23.8%。中國物流經濟運行呈快速發展的態勢，幅度明顯高於同期GDP增幅。此外，物流業專業化發展的特徵更加明顯，專業性較強的物流系統正逐步獲得更大的發展空間和機遇。

OUTLOOK OF THE LOGISTIC INDUSTRY OF THE SHENZHEN MUNICIPALITY AND CHINA

In 2007, the Shenzhen Municipality recorded a GDP of RMB673,800 million, representing a year-on-year increase of 14.5%. The total cost of logistic in the Shenzhen Municipality amounted to RMB101,700 million, representing approximately 15% of Shenzhen's GDP. The percentage was approximately 3% below the PRC average, and was comparable to the level of developed countries. With the accelerated development of key logistic projects, the transformation from traditional logistic to modern logistic has been accelerated substantially. This helps to facilitate the improvement of the quality of Shenzhen Municipality's economic development.

The container throughput at the Shenzhen Port climbed to another historic high in 2007, with a yearly container throughput of approximately 21.10 million TEUs, representing a 14% growth over the previous year and remained as the fourth in the world. As at the end of 2007, 197 scheduled routes of international container liners are operated in the Shenzhen Port, representing an increase of 29 routes over the previous year. The routes for container liners cover major ports in the world's 12 largest navigation zones with the Shenzhen Port as the hub, thereby further optimising the route pattern. As a result, the Shenzhen Port has been able to establish its position of being both the principal hub in the domestic integrated transportation sector and the container hub in southern China.

In 2007, modern logistic in the PRC maintained its rapid development and the total logistic cost is expected to be RMB73.9 trillion, representing a 23.8% increase year-on-year. The logistic economy of the PRC demonstrates a trend of rapid development, with a growth rate significantly higher than the GDP growth rate for the same period. Meanwhile, the characteristics of professionalisation of the logistic industry are becoming more apparent, which will enable the more professional logistic enterprises to gradually capture more room and opportunities for development.

集團發展焦點及展望

根據物流行業發展的需求導向及中國政府的政策導向，結合本集團的資金優勢、基建行業經驗優勢、人力資源優勢等多項有利條件，本集團計劃在未來進一步增強主要業務的投資，以珠三角、長三角和環渤海灣地區為重點發展區域，加快併購物流基建項目及資源，依托專業型物流園區，通過信息化、網絡化的多種措施手段獲得業務提升和延伸發展，帶動現代物流增值服務的發展。

本集團在二零零八年及今後的一段時間內，將致力於進一步調整和優化本集團資產結構和盈利結構，逐步減持非主營業務的資產，集中資源於物流基礎及其衍生業務，保證本集團戰略發展目標的實現。

二零零八年，本集團在繼續落實過往收購項目的審批及業務整合等工作的同時，將以強化內部管理、提高營運效益為重點，明晰本集團及附屬企業的戰略定位及職責體系，提升管理效率。

本集團亦將根據自身發展戰略，尋找時機，積極主動推進優質物流資源和收費公路項目的購併工作，拓展本集團發展空間，追求投資回報最大化，培育新的利潤增長點。

DEVELOPMENT FOCUS AND OUTLOOK OF THE GROUP

Judging to the demand trend on the development of the logistic industry and judging the directions of the PRC government's policies, and based on the Group's favourable conditions in terms of its competitive advantages in capital, infrastructure industry experience and human resources, the Group plans to further increase its investments in the core businesses. The Pearl River Delta, the Yangtze River Delta and the Pan-Bohai Rim will be the key development regions of the Group, and the Group will accelerate mergers and acquisitions of logistic infrastructure projects and resources. Supported by professionally run logistic parks, the Group will achieve business enhancement and extend development through various measures and methods such as the development of information systems and networks, thereby facilitating the development of value-added modern logistic services.

In 2008 and thereafter, the Group will endeavour to further adjust and optimise its asset structure and profit structure. It will gradually dispose of its assets in non-core businesses to further concentrate its resources in the logistic infrastructure and related businesses, so as to ensure the realisation of the Group's strategic development objective.

In 2008, apart from continuing to implement the review and approval procedures for confirmed acquisition projects and the relevant business integration, the Group will focus on strengthening internal management and enhancing operation efficiency to clarify the strategic positioning and division of labour of the Group and its subsidiaries, in order to enhance management efficiency.

Meanwhile, the Group will also seek opportunities to actively push for mergers and acquisitions of quality logistic infrastructure resources and toll road projects, with reference to the Group's development strategy. Accordingly, the Group will expand its room for development, striving to maximise investment returns and cultivating new sources of profit growth.

人力資源

本公司管理層一直視人力資源為本集團重要資產及獲取盈利的重要一環，因此重視吸納人才、獎勵優秀員工及培訓專才。本集團員工的薪酬按個別員工之資歷、能力及工作表現，並參考市場趨勢釐定，以達致公允及能夠吸納人才和留住優秀員工的目的。員工之薪酬包括薪金、醫療津貼、住院計劃及強制性公積金退休福利計劃。為鼓勵及獎勵員工，本集團設有年度考核制度，以檢討員工的薪酬及評估員工年內的工作表現，作為發放年終獎金的基準；對本集團業績及業務發展有貢獻的合資格員工更可根據本公司購股權計劃，獲授購股權以認購本公司股份。本集團亦為旗下員工提供專業培訓，鼓勵員工持續進修及自我增值。

於二零零七年十二月三十一日，本集團共聘有641名員工，當中25人在香港服務，主要為管理及財務人員；另有616名在國內服務，主要為物流業務的經營管理人員。

HUMAN RESOURCE

The management of the Company considers human resource as an invaluable asset and a key factor to the profitability of the Group, and recruiting talents, rewarding staff with outstanding performance and providing professional training are all essential to the success of the Company. In order to attract talents and retain competent staff and to be impartial, employees' remuneration packages are determined according to their qualification, competency and performance, and also by reference to market terms. The remuneration packages of staff include salary payments, medical subsidies, hospitalisation scheme and mandatory provident fund retirement benefit scheme. In order to encourage and reward staff, the Group operates an annual appraisal system to review the salary of employees and assess their performance during the Year, upon which the basis of payment of year-end bonus will be determined. In addition, eligible employees contributed to the results and business development of the Group may be granted options to acquire shares in the Company pursuant to the share option scheme of the Company. The Group also provides professional trainings to employees to encourage them to continue studies and equip themselves.

As at 31 December 2007, the Group had 641 employees in total, comprising 25 employees in Hong Kong, with the majority of them being management and finance personnel. There were 616 employees in the PRC, with the majority of them engaged in the management and operation of the logistic business.

執行董事

郭原先生，54歲，於二零零六年八月獲委任為本公司主席。郭先生負責擬定本集團的整體發展策略、重要制度，監督股東會、董事會決議的實施。郭先生持有鄭州大學法律系學士學位，曾受聘於鄭州大學法律系，任職副教授、系副主任。郭先生先後任深圳市投資管理公司法律顧問及副部長、深圳市國有資產管理辦公室處長、主任助理及副主任、深圳一致藥業股份有限公司董事長、深圳市國有資產監督管理委員會副主任及深圳市能源集團有限公司董事。郭先生現同時任 Ultrarich International Limited 董事及深圳市鹽田港集團有限公司董事。郭先生對企業管理、資本運作及法律專業方面擁有逾二十年的豐富經驗。

李景奇先生，51歲，於二零零零年三月獲委任為本公司執行董事兼副總裁，並於二零零六年八月獲委任為本公司總裁，彼亦為本公司薪酬委員會及提名委員會委員。李先生負責本集團整體日常運作，實施本集團的發展策略、執行股東會、董事會的各项決議。李先生畢業於上海外國語大學，獲文學學士學位，先後任職於中國銀行安徽省分行，中國銀行港澳管理處、中國銀行深圳分行和深圳科技控股有限公司執行董事，李先生現任中國南玻集團股份有限公司、深圳高速公路股份有限公司及 Ultrarich International Limited 董事，擁有二十多年國際銀行經驗及企業管理經驗。

EXECUTIVE DIRECTORS

Mr. Guo Yuan, aged 54, was appointed in August 2006 as the Chairman of the Company. Mr. Guo is responsible for devising the Group's overall development strategy and important systems, as well as supervising the implementation of resolutions of the general meetings and the board. Mr. Guo holds a bachelor's degree in law from Zhengzhou University and served as an associate professor and a deputy head of the Law Faculty of Zhengzhou University. Mr. Guo had successively worked as legal consultant and deputy division head of Shenzhen Investment Holding Corporation, the department head, assistant to the director and deputy director of Shenzhen State-owned Assets Administration Office, chairman of Shenzhen Accord Pharmaceutical Co., Ltd., deputy director of Shenzhen Municipal State-owned Assets Supervision and Administration Commission and a director of Shenzhen Energy Corporation Limited. Mr. Guo is currently a director of Ultrarich International Limited and Shenzhen Yantian Port Group Co., Ltd. Mr. Guo has over 20 years of extensive experience in corporate management, capital operations and the legal profession.

Mr. Li Jing Qi, aged 51, was appointed in March 2000 as the Executive Director and Vice President of the Company, and was appointed in August 2006 as Chief Executive Officer of the Company. He is also a member of the Remuneration Committee and the Nomination Committee of the Company. Mr. Li is responsible for the overall daily operations of the Group and the implementation of the Group's development strategies and the resolutions of the general meetings and the board. Mr. Li is a graduate of Shanghai International Studies University with a Bachelor of Arts degree. He had successively worked at the Anhui Branch of Bank of China, Bank of China Hongkong-Macau Regional Office, Shenzhen Branch of Bank of China and as an executive director of Shenzhen High-Tech Holdings Limited. Mr. Li is currently a director of CSG Holding Co., Ltd., Shenzhen Expressway Company Limited and Ultrarich International Limited. He has over 20 years of experience in international banking and corporate management.

劉軍先生，44歲，於二零零零年四月加入本集團任職副總裁，並於二零零四年五月獲委任為本公司執行董事。劉先生協助總裁負責本集團營運及管理。劉先生畢業於南京理工大學，獲計算機軟件專業學士學位及管理系統工程專業碩士學位。劉先生曾任中國南玻集團股份有限公司董事，現任深圳高速公路股份有限公司、深圳航空有限責任公司及 Ultrarich International Limited 的董事，擁有逾二十年的企業發展、財務管理及外商投資管理經驗。

楊海先生，47歲，於二零零七年八月獲委任為本公司執行董事。楊先生持有重慶建築大學道橋系學士學位並為高級工程師。於二零零五年四月經由本公司提名，楊先生現時為深圳高速公路股份有限公司的董事長。彼曾任中國交通部第二公路工程局隊長、處長及局長助理。楊先生於二零零四年六月至二零零六年七月期間曾任本公司副總裁，自一九九七年八月至二零零零年三月期間任深圳高速公路股份有限公司副總經理。楊先生現時為中國南玻集團股份有限公司之監事會主席。楊先生擁有豐富的公路工程建設管理及企業管理經驗。

非執行董事

杜志強先生，56歲，於二零零零年六月獲委任為本公司非執行董事。杜先生於倫敦大學帝國理工科學院取得機械工程學一級榮譽學士學位，及於史丹福大學研究院取得工商管理碩士學位。杜先生現任和記黃埔(中國)有限公司董事總經理及和黃中國醫藥科技有限公司(其股份於由倫敦證券交易所管理之另類投資市場上市)主席。彼於一九八零年加入和記黃埔(中國)有限公司出任投資項目部經理，翌年獲委任為董事總經理。杜先生擁有超過三十三年管理經驗。

Mr. Liu Jun, aged 44, joined the Group as a Vice President in April 2000 and was appointed in May 2004 as an Executive Director of the Company. Mr. Liu is responsible for assisting the Chief Executive Officer on the operation and management of the Group. Mr. Liu graduated from Nanjing University of Science and Technology with a bachelor's degree in computer software and a master's degree in management system engineering. Mr. Liu was a director of CSG Holding Co., Ltd. and is currently a director of Shenzhen Expressway Company Limited, Shenzhen Airlines Co., Ltd. and Ultrarich International Limited. He has over 20 years of experience in corporate development, financial management and foreign enterprise investment and management.

Mr. Yang Hai, aged 47, was appointed in August 2007 as an Executive Director of the Company. Mr. Yang obtained a bachelor's degree from the Department of Roads and Bridges of Chongqing Architecture University and is a senior engineer. As nominated by the Company in April 2005, Mr. Yang is currently the chairman of Shenzhen Expressway Company Limited. He had been the section head, department head and assistant to the head of the Second Road Engineering Bureau of Ministry of Communications in China. Mr. Yang had been a Vice President of the Company from June 2004 to July 2006 and the deputy general manager of Shenzhen Expressway Company Limited from August 1997 to March 2000. Mr. Yang is currently the chairman of the supervisory committee of CSG Holding Co., Ltd. Mr. Yang has extensive experience in the construction management of road engineering and corporate management.

NON-EXECUTIVE DIRECTORS

Mr. To Chi Keung, Simon, aged 56, was appointed in June 2000 as a Non-Executive Director of the Company. Mr. To holds a First Class honours degree in Mechanical Engineering from the Imperial College of Science and Technology (London University) and a Master's degree in Business Administration from Stanford University's Graduate School of Business. Mr. To is currently the managing director of Hutchison Whampoa (China) Limited and the chairman of Hutchison China MediTech Limited (whose shares are listed on the Alternative Investment Market operated by London Stock Exchange plc). He joined Hutchison Whampoa (China) Limited in 1980 as the divisional manager of industrial project division and was appointed as managing director in the following year. Mr. To has over 33 years of management experience.

張化橋先生，44歲，於二零零六年四月獲委任為本公司非執行董事。張先生現任深圳控股有限公司執行董事及首席營運官。張先生持有澳大利亞國立大學經濟學碩士及中國人民銀行總行研究生部經濟學碩士。彼於二零零六年加入深圳控股有限公司前，於瑞銀證券亞洲有限公司擔任董事總經理兼中國研究部聯席主管，於該投資銀行服務達七年，彼亦曾出任多家國際性投資銀行企業融資及證券分析工作的重要職位，對香港及國內的資本市場擁有豐富的經驗。

Mr. Zhang Hua Qiao, aged 44, was appointed in April 2006 as a Non-Executive Director of the Company. Mr. Zhang is currently an executive director and the chief operation officer of Shenzhen Investment Limited. Mr. Zhang holds a master degree in economics from each of Australian National University and Graduate School of The People's Bank of China. Prior to joining Shenzhen Investment Limited in 2006, Mr. Zhang was a managing director and co-head of the China research team of UBS Securities Asia Limited in which Mr. Zhang had served for seven years. He had also served as senior positions of corporate finance and securities research divisions in a number of international investment banks. Mr. Zhang has extensive experience in the capital market of Hong Kong and the PRC.

王航軍先生，41歲，於二零零七年八月獲委任為本公司非執行董事。王先生持有中南財經大學會計系經濟學碩士學位。王先生自二零零七年十月起任深圳市物業發展(集團)股份有限公司副總經理。彼曾於一九九三年十月至一九九五年六月任深圳市南山區信恆審計師事務所所長助理，於一九九五年十二月至一九九七年十二月任深圳市南山區審計局副科長，於一九九七年十二月至二零零四年十月在本公司的控股股東深圳市投資管理公司先後任審計部副部長、部長、監督部副部長、部長等職務，並於二零零四年十月至二零零七年十月任由深圳市人民政府國有資產監督管理委員會全資擁有的深圳市投資控股有限公司審計監察部部長。王先生多年來從事專業審計工作，對財務管理、審計事務具有豐富經驗。

Mr. Wang Hang Jun, aged 41, was appointed in August 2007 as a Non-Executive Director of the Company. Mr. Wang obtained a master degree from the Department of Accounting of Zhongnan University of Finance and Economics. Mr. Wang has been the vice general manager of Shenzhen Properties & Resources Development (Group) Ltd. since October 2007. Mr. Wang had been an assistant to the head of Shenzhen Nanshan Xinheng CICPA from October 1993 to June 1995, and the deputy section chief of Audit Bureau of Nanshan District, Shenzhen from December 1995 to December 1997. He had also been the deputy head and head of audit department, the deputy head and head of supervision department of Shenzhen Investment Holding Corporation, the controlling shareholder of the Company, from December 1997 to October 2004. In addition, Mr. Wang had been the head of auditing and supervision department of Shenzhen Investment Holdings Company Limited which is wholly-owned by Shenzhen Municipal State-owned Assets Supervision and Administration Commission from October 2004 to October 2007. Mr. Wang has all along been working in the audit profession for many years and has extensive experience in financial management and auditing.

獨立非執行董事

梁銘源先生，59歲，於二零零零年三月獲委任為本公司獨立非執行董事，彼亦為本公司審核委員會主席、薪酬委員會委員及提名委員會委員。梁先生為英國特許銀行公會會士，並擁有超過三十年以上的銀行業經驗，包括曾出任德意志銀行大中華地區信貸風險管理部主管。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Leung Ming Yuen, Simon, aged 59, was appointed in March 2000 as an Independent Non-Executive Director of the Company. He is also the Chairman of the Audit Committee and a member of the Remuneration Committee as well as the Nomination Committee of the Company. Mr. Leung is an associate member of The Chartered Institute of Bankers and has over 30 years of experience in the banking sector including working as the head of Credit Risk Management of Greater China at Deutsche Bank AG.

丁迅先生，48歲，於二零零一年十月獲委任為本公司獨立非執行董事，彼亦為本公司薪酬委員會及提名委員會主席，以及審核委員會委員。丁先生現為協力投資控股有限公司執行董事。丁先生畢業於上海海運學院，曾於中國交通部及粵海集團工作，並曾出任粵海投資有限公司董事及粵海啤酒集團有限公司副主席。丁先生擁有廣泛的企業發展及管理經驗。

聶潤榮先生，54歲，於二零零四年八月獲委任為本公司獨立非執行董事，彼亦為本公司審核委員會委員。聶先生現任中國海外集團有限公司財務資金部總經理。彼為香港會計師公會的資深會計師及英國特許會計師公會的資深會員。聶先生持有香港中文大學工商管理碩士學位。彼於企業財務、投資及管理方面擁有豐富經驗，亦曾出任香港多家上市公司的執行董事。

高級管理人員

鍾珊群先生，43歲，於二零零七年六月獲委任為本公司副總裁。鍾先生畢業於長沙交通學院，獲公路工程系學士學位及交通運輸管理系學士學位，並於湖南大學管理科學與工程系獲碩士學位。鍾先生於一九九四年一月加入新通產實業開發(深圳)有限公司(前稱深圳市高速公路開發有限公司，其於二零零一年十月成為本集團的附屬公司)，於二零零五年獲委任為該公司之董事長兼總經理。鍾先生曾於二零零四年六月至二零零六年七月期間，獲委任為本公司之副總裁。彼亦曾於一九九七年一月至二零零七年九月期間先後擔任深圳高速公路股份有限公司的董事及監事會主席職務。鍾先生現任深圳市華南國際物流有限公司董事長。鍾先生擁有豐富的工程建設管理、物流管理及企業管理經驗。

Mr. Ding Xun, aged 48, was appointed in October 2001 as an Independent Non-Executive Director of the Company. He is also the Chairman of the Remuneration Committee and Nomination Committee, and a member of the Audit Committee of the Company. He is currently the managing director of Concord Investment Holdings Limited. Mr. Ding graduated from Maritime Transportation University of Shanghai. He worked in the Ministry of Communications of the PRC and Guangdong Enterprises (Holdings) Limited. He was also a director of Guangdong Investment Limited and the vice-chairman of Guangdong Brewery Holdings Limited. Mr. Ding has extensive experience in corporate development and management.

Mr. Nip Yun Wing, aged 54, was appointed in August 2004 as an Independent Non-Executive Director of the Company. He is also a member of the Audit Committee of the Company. Mr. Nip is currently the general manager of finance and treasury department of China Overseas Holdings Limited. He is a fellow of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Nip is a MBA graduate of The Chinese University of Hong Kong. He has extensive experience in corporate finance, investment and management and had served as an executive director for several listed companies in Hong Kong.

SENIOR MANAGEMENT

Mr. Zhong Shan Qun, aged 43, was appointed as a Vice President of the Company in June 2007. Mr. Zhong graduated from Changsha Communications University with a bachelor's degree in highway engineering and a bachelor's degree in communications and transportation management. He also obtained a master's degree in management science and engineering from Hunan University. Mr. Zhong joined Xin Tong Chan Development (Shenzhen) Company Limited (formerly Shenzhen Freeway Development Company Limited and became a subsidiary of the Group in October 2001) in January 1994 and was appointed as chairman and general manager in 2005. Mr. Zhong was a Vice President of the Company from June 2004 to July 2006, and was successively a director and chairman of the supervisory committee of Shenzhen Expressway Company Limited from January 1997 to September 2007. Mr. Zhong is currently the chairman of Shenzhen South-China International Logistics Co., Ltd. Mr. Zhong has extensive experience in construction project management, logistic management and corporate management.

趙俊榮先生，43歲，於二零零一年十月加入本集團，任職法律顧問、總裁助理兼戰略發展部經理，並於二零零七年六月獲委任為本公司副總裁，彼亦為本公司之首席法律顧問兼戰略規劃與資本經營部經理。趙先生畢業於廈門大學國際經濟法專業，獲得碩士學位，為執業律師。彼先後在中國平安保險公司及深圳市投資管理公司任職。趙先生擁有豐富的企業管理及法律專業經驗。

Mr. Zhao Jun Rong, aged 43, joined the Group as Legal Consultant, Assistant to the Chief Executive Officer and Manager of the Strategic Development Department in October 2001 and was appointed as a Vice President of the Company in June 2007. He is also the Company's Chief Legal Consultant and Manager of the Strategic Planning and Capital Operation Department. Mr. Zhao graduated from Xiamen University with a master's degree in international economic law and is a practicing lawyer. Mr. Zhao worked successively at China Ping An Insurance Co. and Shenzhen Investment Holding Corporation. Mr. Zhao has extensive experience in corporate management and the legal profession.

謝日康先生，38歲，於二零零零年六月加入本集團任職財務總監。謝先生負責本集團財務管理及策劃、投資者關係，並統籌本集團各主要交易及企業管治方面事宜。謝先生於澳大利亞MONASH大學獲得學士學位，主修會計及電腦科學，現時為香港會計師公會資深會計師及澳洲會計師公會澳洲註冊會計師。謝先生曾於二零零零年八月至二零零八年三月兼任本公司之公司秘書職務，並於二零零四年九月至二零零七年九月期間擔任深圳高速公路股份有限公司的聯席公司秘書。謝先生加入本公司前，曾在一家國際會計師事務所任職多年，從事審計專業工作。謝先生在會計、財務及上市公司管治方面擁有多年經驗，對香港及中國的會計及財務法規有深入的認識。

Mr. Tse Yat Hong, aged 38, joined the Group as Chief Financial Officer in June 2000. Mr. Tse is responsible for the Group's financial management and planning, investors' relations, as well as coordinating the Group's major transactions and corporate governance matters. Mr. Tse graduated from Monash University in Australia with a bachelor's degree in accounting and computer science. He is currently Fellow of the Hong Kong Institute of Certified Public Accountants and a certified public accountant of CPA Australia. Mr. Tse was the Company Secretary of the Company from August 2000 to March 2008 and was the joint company secretary of Shenzhen Expressway Company Limited from September 2004 to September 2007. Prior to joining the Company, Mr. Tse worked in the audit profession in one of the international accounting firms for years. Mr. Tse has extensive experience in accounting, finance and corporate governance matters of listed companies and has broad knowledge in accounting and financial rules and regulations in Hong Kong and China.

董事會謹此提呈本公司及本集團截至二零零七年十二月三十一日止年度之董事會報告及經審核財務報表。

主要業務

本集團主要從事物流基礎設施的投資、建設與經營，並提供相應的物流服務業務，包括第三方物流服務及物流信息服務。本公司屬下各主要附屬公司、聯營公司及共同控制實體公司之主要業務之詳情載於財務報表附註47。

分部資料

本集團截至二零零七年十二月三十一日止年度按主要業務及經營地區分類之營業額及業績貢獻分析載於財務報表附註6。

集團業績

本集團截至二零零七年十二月三十一日止年度之業績及本公司與本集團於該日之財務狀況載列於第89至223頁之財務報表內。

股息

董事會建議派發截至二零零七年十二月三十一日止年度之現金末期股息，每股港幣1仙（二零零六年：每股港幣0.6仙）。董事會另建議派發現金特別股息每股港幣3.5仙（二零零六年：無）。本年度現金股息合共每股港幣4.5仙，現金股息總額約為港幣6.4億元（二零零六年：港幣7,253萬元）。

The directors herein present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2007.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the investment, construction and operation of logistic infrastructure facilities as well as the provision of relevant logistic services which include third party logistic services and logistic information services. Particulars of the principal activities of the Company's principal subsidiaries, associates and jointly controlled entities are set out in note 47 to the financial statements.

SEGMENT INFORMATION

An analysis of the Group's turnover and contribution to the results by principal activities and geographical area of operations for the year ended 31 December 2007 is set out in note 6 to the financial statements.

RESULTS OF THE GROUP

The Group's results for the year ended 31 December 2007 and the state of affairs of the Company and the Group as at that date are set out in the financial statements on pages 89 to 223.

DIVIDENDS

The board of directors recommended the payment of a final cash dividend of HK1.0 cent per share (2006: HK0.6 cent per share) and a special cash dividend of HK 3.5 cents (2006: Nil) for the year ended 31 December 2007. Total payment of dividend was HK 4.5 cents per share, totalling approximately HK\$640 million (2006: HK\$72.53 million) in cash.

財務資料概要

本集團過往五個財政年度已刊發之業績及資產與負債之概要(摘錄自經審核財務報表並已適當地重新分類)載於本年報第6至8頁。

物業、廠房及設備

本集團於本年度內物業、廠房及設備之變動詳情載於財務報表附註7。

投資物業

本集團於本年度內投資物業之變動詳情載於財務報表附註8。

股本及購股權

本公司於本年度內股本及購股權變動之詳情(連同相關原因)載於財務報表附註23。

優先購股權

本公司之公司細則或百慕達公司法均無優先購股權(即本公司須就此按持股比例之基準向其現有股東優先發售新股)之規定。

購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司於本年度內概無購買、贖回或出售本公司之任何上市證券。

儲備

本公司及本集團於本年度內儲備變動之詳情載於財務報表附註24。

SUMMARY FINANCIAL INFORMATION

A summary of the published results and of the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out on pages 6 to 8 of this Annual Report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the Year are set out in note 7 to the financial statements.

INVESTMENT PROPERTIES

Details of the movements in the investment properties of the Group during the Year are set out in note 8 to the financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the share capital and share options of the Company during the Year, together with the reasons therefor, are set out in note 23 to the financial statements.

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

RESERVES

Details of the movements in the reserves of the Company and the Group during the Year are set out in note 24 to the financial statements.

可供分派之儲備

於二零零七年十二月三十一日，本公司可用作股東分派之儲備包括繳入盈餘、保留盈餘及其他可分派之儲備約為港幣3,064,854,000 (二零零六年：港幣375,262,000元)，而本公司之股份溢價賬可以繳足股款紅利股份之方式進行分配。

主要客戶及供應商

本集團五大客戶合計之銷售額及五大主要供應商合計之採購額分別佔本集團本年度之總銷售額及總採購額均不足30%。

董事

於本年度內及截至本報告日期止，本公司董事會成員如下：

執行董事

郭 原先生 (主席)
李景奇先生
劉 軍先生
楊 海先生 (於二零零七年八月八日獲委任)

非執行董事

杜志強先生
張化橋先生
王航軍先生 (於二零零七年八月八日獲委任)

獨立非執行董事

梁銘源先生
丁 迅先生
聶潤榮先生

DISTRIBUTABLE RESERVES

As at 31 December 2007, the Company's distributable reserves available for distribution to shareholders, comprising contributed surplus, retained earnings and other distributable reserves, amounted to approximately HK\$3,064,854,000 (2006: HK\$375,262,000). The share premium of the Company may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

Both the turnover attributable to the largest five customers combined and the purchases attributable to the largest five suppliers combined of the Group accounted for less than 30% of the Group's total turnover and purchases respectively for the year.

DIRECTORS

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

Executive directors

Mr. Guo Yuan (*Chairman*)
Mr. Li Jing Qi
Mr. Liu Jun
Mr. Yang Hai (*appointed on 8 August 2007*)

Non-executive directors

Mr. To Chi Keung, Simon
Mr. Zhang Hua Qiao
Mr. Wang Hang Jun (*appointed on 8 August 2007*)

Independent non-executive directors

Mr. Leung Ming Yuen, Simon
Mr. Ding Xun
Mr. Nip Yun Wing

根據本公司之公司細則第100條之規定(經公司細則第189(v)條補充)的規定，楊海先生及王航軍先生須於即將舉行之股東週年大會上告退，惟楊海先生符合獲重選連任的資格，並表示願意膺選連任為本公司董事，王航軍先生已向本公司表示彼將不會在股東週年大會上膺選連任。

根據本公司之公司細則第109(A)條之規定，李景奇先生、杜志強先生及梁銘源先生須於即將舉行之股東週年大會上輪值告退，惟彼等符合獲重選連任之資格，並表示願意膺選連任為本公司董事。

董事於合約之權益

於本年度內，各董事於本公司或其任何附屬公司所參與訂立而與本集團業務有重大關係之任何合約中概無直接或間接擁有重大權益。

董事於證券之權益

董事所持本公司購股權之權益於下文「購股權計劃」一節中另行披露。

於二零零七年十二月三十一日，根據證券及期貨條例第XV部第352條規定本公司需備存的登記冊所記錄或依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」)所載的上市發行人董事進行證券交易的標準守則(「標準守則」)，本公司各董事及主要行政人員須知會本公司及聯交所彼等於本公司或任何本公司相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證的權益及淡倉載列如下：

In accordance with the Company's Bye-Law 100 (supplemented by Bye-Law 189(v)), Messrs. Yang Hai and Wang Hang Jun will retire at the forthcoming annual general meeting. Mr. Yang Hai, being eligible, will offer himself for re-election as a Director at the annual general meeting. Mr. Wang Hang Jun has indicated to the Company that he will not offer himself for re-election as a Director at the annual general meeting.

In accordance with the Company's Bye-Law 109(A), Messrs. Li Jing Qi, To Chi Keung, Simon and Leung Ming Yuen, Simon will retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election as directors of the Company.

DIRECTORS' INTERESTS IN CONTRACTS

None of the directors had a material interest, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Year.

DIRECTORS' INTERESTS IN SECURITIES

The interests of the directors in the share options of the Company are separately disclosed in the section headed "SHARE OPTION SCHEME" below.

As at 31 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 corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under 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 Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

於本公司普通股之好倉

Long positions in ordinary shares of the Company

董事姓名 Name of directors	所持普通股數目 Number of ordinary shares held	身份 Capacity	權益性質 Nature of interest	約佔本公司已發行股本之百分比 Approximate % of issued share capital of the Company
李景奇 Li Jing Qi	20,000,000	實益擁有人 beneficial owner	個人 personal	0.14%
劉軍 Liu Jun	19,000,000	實益擁有人 beneficial owner	個人 personal	0.13%

除上文及下一節之「購股權計劃」所披露者外，於二零零七年十二月三十一日，本公司之董事或主要行政人員概無其他須根據證券及期貨條例第XV部第352條規定本公司需備存的登記冊所記錄或依據標準守則彼等須知會本公司及聯交所於本公司或任何本公司相聯法團（定義見證券及期貨條例）的股份、相關股份及債權證中的權益或淡倉。

Save as disclosed above and in the section headed “SHARE OPTION SCHEME” below, as at 31 December 2007, none of the directors or chief executives of the Company had any interests or short positions in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事購入股份或債券之權利

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

除上文「董事於證券之權益」一節及下文「購股權計劃」一節所披露者外，於年內任何時間，任何董事、主要行政人員或彼等各自之配偶或十八歲以下之子女概無獲授予任何可藉購入本公司或任何其他公司之股份或債券而獲益之權利，以上各人亦無行使任何該等權利，本公司或其任何附屬公司亦無參與訂立任何安排，以使董事、主要行政人員、彼等之配偶或十八歲以下之子女取得有關任何其他公司之該等權利。

Apart from as disclosed under the sections headed “DIRECTORS' INTERESTS IN SECURITIES” above and “SHARE OPTION SCHEME” below, at no time during the Year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate granted to any directors, chief executives or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the directors, chief executives, their spouse or children under 18 years of age to acquire such rights in any other body corporate.

購股權計劃

本公司已於二零零四年四月三十日舉行的股東特別大會上採納了一項購股權計劃（「本計劃」）。本計劃的有效期限由二零零四年四月三十日起計十年，是一項股份獎勵計劃，旨在嘉許及推動對本集團的長遠發展及盈利能力作出重要貢獻的合資格參與人士。

由董事會釐定的合資格參與本計劃者包括(a)本集團的任何全職僱員；(b)本集團、聯營公司及共同控制實體公司的任何董事（包括執行、非執行或獨立非執行董事）；或(c)本公司的任何主要股東。

根據本計劃可予發行之本公司股份總數為1,143,281,162股，相當於本年報日期之本公司已發行股本約8%。根據本計劃，每名合資格參與者於任何十二個月內行使獲授之購股權（包括已行使及尚未行使之購股權）而發行及將予發行之本公司股份總數，不得超過本公司已發行股份之1%。倘向一名合資格參與者進一步授出購股權，將導致該名合資格參與者於任何十二個月內行使獲授之購股權（包括已行使、已註銷及尚未行使之購股權）而發行及將予發行之本公司股份總數超過本公司已發行股份之1%，該項進一步授出須經本公司股東在股東大會上另行批准。

根據本計劃提呈授出之購股權可於提呈日期後七日內接納，惟承授人須以現金支付港幣1元之代價。授出之購股權之行使期由董事會決定，惟於任何情況下，該期間不得超過提呈日期起計五年。

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Scheme") at a special general meeting held on 30 April 2004. The Scheme is valid and effective for a period of 10 years commencing on 30 April 2004 and is a share incentive scheme to reward and motivate the eligible participants whose contributions are important to the long-term growth and profitability of the Group.

Eligible participants of the Scheme include person being (a) any full-time employee of the Group, (b) any director (including executive, non-executive or independent non-executive directors) of the Group, associates and jointly controlled entities of the Group or (c) any substantial shareholder of the Company, to be determined by the board of directors.

The total number of shares of the Company available for issue under the Scheme is 1,143,281,162 shares which represent approximately 8% of the issued share capital of the Company as at the date of this Annual Report. The total number of shares of the Company issued and to be issued upon exercise of the share options granted to each eligible participant (including both exercised and outstanding share options) under the Scheme in any 12-month period must not exceed 1% of the shares of the Company in issue. Where any further grant of share options to an eligible participant would result in the shares of the Company issued and to be issued upon exercise of all share options granted and to be granted to such eligible participant (including exercised, cancelled and outstanding share options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the shares of the Company in issue, such further grant must be separately approved by the shareholders of the Company in general meeting.

An offer of a grant of share options under the Scheme may be accepted within 7 days from the date of the offer with a cash consideration of HK\$1 payable by the grantee to the Company. The period for the exercise of a share option is determined by the board of directors, but in any event such period shall not go beyond 5 years from the date of offer.

根據本計劃，認購價由董事會全權釐定，且將不低於以下較高者：(i)本公司股份於提呈日期在聯交所日報表所報之收市價；(ii)本公司股份於緊接提呈日期前五個營業日在聯交所日報表所報之平均收市價；及(iii)本公司股份於提呈日期之面值。

Under the Scheme, the subscription price is solely determined by the board of directors and shall be at least the higher of: (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of offer; (ii) the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of offer; and (iii) the nominal value of a share of the Company on the date of offer.

下表載列根據本計劃授出但尚未行使之購股權於本年度內變動之詳情：

The following table lists the details of the outstanding share options which were granted under the Scheme and their movements during the financial year:

參與人士的姓名及類別 Name and category of participants	非上市購股權數目 (實物結算股本衍生工具) Number of unlisted share options (physically settled equity derivatives)					購股權授出日期* Date of grant of share options*	購股權行使期 Exercise period of share options	購股權行使價** Exercise price of share options** 港幣元 HK\$	本公司的股份價格*** Share price of the Company***	
	於二零零七年一月一日 As at 1 January 2007	本年度內授出 Granted during the year	本年度內行使 Exercised during the year	本年度內註銷/失效 Cancelled/lapsed during the year	於二零零七年十二月三十一日 As at 31 December 2007				於購股權授出日期 As at the date of grant of share options 港幣元 HK\$	於購股權行使日期 As at the date of exercise of share options 港幣元 HK\$
董事 Directors										
郭原先生 Mr. Guo Yuan	—	35,000,000	—	—	35,000,000	二零零七年二月六日 6 February 2007	二零零七年二月六日至二零零二年二月五日 6 February 2007 to 5 February 2012	0.532	0.530	不適用 N/A
李景奇先生 Mr. Li Jing Qi	35,000,000	—	7,790,000	—	27,210,000	二零零五年一月十九日 19 January 2005	二零零五年一月十九日至二零零一年一月十一日 19 January 2005 to 11 January 2010	0.282	0.285	1.295
劉軍先生 Mr. Liu Jun	30,000,000	—	—	—	30,000,000	二零零五年一月十九日 19 January 2005	二零零五年一月十九日至二零零一年一月十一日 19 January 2005 to 11 January 2010	0.282	0.285	不適用 N/A
楊海先生# Mr. Yang Hai#	15,000,000	—	5,000,000	—	10,000,000	二零零五年一月十九日 19 January 2005	二零零五年一月十九日至二零零一年一月十一日 19 January 2005 to 11 January 2010	0.282	0.285	0.870
杜志強先生 Mr. To Chi Keung, Simon	15,000,000	—	15,000,000	—	—	二零零五年一月十九日 19 January 2005	二零零五年一月十九日至二零零一年一月十一日 19 January 2005 to 11 January 2010	0.282	0.285	0.495
張化橋先生 Mr. Zhang Hua Qiao	40,000,000	—	40,000,000	—	—	二零零六年五月二日 2 May 2006	二零零六年五月二日至二零零一年四月二十五日 2 May 2006 to 25 April 2011	0.376	0.365	1.080
	<u>135,000,000</u>	<u>35,000,000</u>	<u>67,790,000</u>	<u>—</u>	<u>102,210,000</u>					
其他僱員 Other employees										
合計 In aggregate	141,000,000	—	72,200,000	—	68,800,000	二零零五年一月十九日 19 January 2005	二零零五年一月十九日至二零零一年一月十一日 19 January 2005 to 11 January 2010	0.282	0.285	0.791
	<u>276,000,000</u>	<u>35,000,000</u>	<u>139,990,000</u>	<u>—</u>	<u>171,010,000</u>					

- # 楊海先生於二零零七年八月八日獲委任為本公司執行董事。授予楊先生之購股權於本年度內由「其他僱員」中重新分類。
- * 根據本計劃，購股權並沒有授權期。
- ** 如進行供股、發行紅股或本公司股本有任何類似的變動，購股權的行使價可予調整。
- *** 所披露的購股權授出日期的本公司股份價格，為其於緊接購股權授出日期前的交易日於聯交所所報的收市價。而所披露的購股權行使日期的本公司股份價格，則為於緊接所披露類別的購股權獲行使當日前一日之加權平均收市價。

本集團已按照香港財務報告準則第2號「以股份為基礎的支付」的規定，於本年度內，就本公司授出的購股權計提購股權成本約港幣245萬元，並已於綜合損益表中確認。於購股權獲行使時，本公司將因而發行的股份按股份面值記錄為新增股本，而每股行使價超過股份面值的款額，本公司將其記錄於股份溢價賬中。於行使期屆滿前失效或作廢的購股權，將從尚未行使購股權登記冊中刪除。

就估算本公司於本年度內向合資格參與人士授出的購股權的公允價值所採用的模式及重要假設的詳情，請見綜合財務報表附註23。該購股權定價模式須視乎若干主觀的假設數據。任何主觀假設數據倘出現任何變動均會對購股權之公允價值的估算造成重大影響。

- # Mr. Yang Hai was appointed as an executive director of the Company on 8 August 2007. The share options granted to Mr. Yang were reclassified from "Other employees" during the Year.
- * Under the Scheme, there is no vesting period of the share options.
- ** The exercise price of the share options was subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- *** The share price of the Company disclosed as at the date of the grant of the share options was the closing price as quoted on the Stock Exchange of the trading day immediately prior to the date of the grant of the share options. The share price of the Company disclosed as at the date of exercise of the share options was the weighted average closing price of the shares immediately before the date on which the share options with the disclosure category were exercised.

In accordance with the requirements under Hong Kong Financial Reporting Standard 2 "Share-based Payments", the cost of approximately HK\$2.45 million in respect of the share options granted by the Company during the Year was recognised in the consolidated income statement of the Group. Upon exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Share options which lapse or are cancelled prior to the expiration of their exercise date are deleted from the register of outstanding share options.

Details of the model and significant assumptions used to estimate the fair value of the share options granted by the Company to eligible participants during the Year are set out in note 23 to the consolidated financial statements. Such option pricing model requires input of subjective assumptions. Any changes in the subjective input assumptions may materially affect the estimation of the fair value of the share options.

主要股東於證券之權益

於二零零七年十二月三十一日，根據證券及期貨條例第XV部第336條規定本公司須備存的登記冊所記錄，本公司各主要股東（不包括董事或主要行政人員）於本公司的股份及相關股份的權益及淡倉載列如下：

於本公司普通股及相關股份之好倉

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 31 December 2007, the interests and short positions of the substantial shareholders, other than directors or chief executives of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of Part XV of the SFO are set out below:

Long positions in ordinary shares and underlying shares of the Company

股東名稱 Name of shareholders	所持普通股數目 Number of ordinary shares held	所持相關股份 Number of underlying shares held	身份 Capacity	約佔本公司 已發行股本的百分比 Approximate % of issued share capital of the Company
深圳市投資管理公司 (「深圳投資」) – 附註(1) Shenzhen Investment Holding Corporation (“SIHC”) – Note(1)	4,836,363,636	—	受控制公司的權益 interest of controlled corporations	34.01%
深圳投資 SIHC	904,109,589	—	實益擁有人 beneficial owner	6.36%
Ultrarich International Limited (“Ultrarich”) – 附註(3) Note (3)	4,836,363,636	—	實益擁有人 beneficial owner	34.01%
深圳市投資控股有限公司 – 附註(2) Shenzhen Investment Holdings Company Limited – Note (2)	—	1,439,583,333	實益擁有人 beneficial owner	10.12%

附註：

- (1) Ultrarich 為深圳投資的全資附屬公司，故深圳投資被視作持有上文所披露Ultrarich 持有的4,836,363,636股本公司之普通股。
- (2) 深圳市投資控股有限公司持有本公司發行面額為港幣1,727,500,000元零票面利率的可換股債券，該可換股債券可按換股價每股港幣1.20元(可予調整)轉換為1,439,583,333股本公司之普通股。上述可換股債券為非上市及實物結算股本衍生工具。
- (3) 郭原先生、李景奇先生及劉軍先生為Ultrarich的董事，而Ultrarich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部第2及第3分部須向本公司披露的權益或淡倉。

除上文所披露者外，於二零零七年十二月三十一日，本公司並無獲悉尚有任何本公司主要股東(不包括董事或主要行政人員)持有本公司的股份及相關股份的權益或淡倉，而須登記於根據證券及期貨條例第XV部第336條規定備存的登記冊內。

Notes:

- (1) Ultrarich is a wholly-owned subsidiary of SIHC and accordingly SIHC was deemed to be interested in the 4,836,363,636 ordinary shares in the Company owned by Ultrarich as disclosed above.
- (2) Shenzhen Investment Holdings Company Limited owns a zero coupon convertible bond issued by the Company with a principal amount of HK\$1,727,500,000 carrying rights to convert into 1,439,583,333 ordinary shares in the Company at an initial conversion price of HK\$1.20 per share, subject to adjustment. The aforesaid convertible bond was unlisted and physically settled equity derivative.
- (3) Messrs. Guo Yuan, Li Jing Qi and Liu Jun are directors of Ultrarich which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, as at 31 December 2007, the Company had not been notified by any substantial shareholders, other than directors and chief executives of the Company, who had interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept under section 336 of Part XV of the SFO.

其他人士於證券之權益

於二零零七年十二月三十一日，根據證券及期貨條例第XV部第336條規定本公司須備存的登記冊所記錄，其他人士於本公司的股份及相關股份的權益及淡倉載列如下：

於本公司普通股之好倉

OTHER PERSONS' INTERESTS IN SECURITIES

As at 31 December 2007, the interests and short positions of other persons who had interests and short positions in the shares and underlying shares of the Company, which are required to be recorded in the register kept by the Company under section 336 of Part XV of the SFO are set out below:

Long positions in ordinary shares of the Company

股東名稱 Name of shareholders	所持 普通股數目 Number of ordinary shares held	身份 Capacity	約佔本公司 已發行股本之百分比 Approximate % of issued share capital of the Company
李嘉誠 – 附註(1)及(2) Li Ka Shing – Notes (1)&(2)	803,485,000	全權信託之成立人及 受控制公司之權益 founder of discretionary trusts and interest of controlled corporations	5.65%
Li Ka-Shing Unity Trustee Corporation Limited (「TDT1」) – 附註(1)及(2) – Notes (1)&(2)	803,485,000	信託人及信託受益人 trustee and beneficiary of a trust	5.65%
Li Ka-Shing Unity Trustcorp Limited (「TDT2」) – 附註(1)及(2) – Notes (1)&(2)	803,485,000	信託人及信託受益人 trustee and beneficiary of a trust	5.65%
Li Ka-Shing Unity Trustee Company Limited (「TUT1」) – 附註(1)及(2) – Notes (1)&(2)	803,485,000	信託人 trustee	5.65%
長江實業(集團)有限公司 (「長實」) – 附註(1)及(2) Cheung Kong (Holdings) Limited (「CKH」) – Notes (1)&(2)	803,485,000	受控制公司之權益 interest of controlled corporations	5.65%

附註：

- (1) 該等本公司之股份包括：
- (a) 由Starcom Venture Limited (「Starcom」) 持有之266,835,000股股份，而Starcom為長實全資擁有之附屬公司Cheung Kong Investment Company Limited之全資附屬公司；及
- (b) 由 Campsie Developments Limited (「Campsie」) 持有之536,650,000股股份，而Campsie為和記黃埔有限公司 (「和黃」) 全資擁有之附屬公司Hutchison International Limited之全資附屬公司。
- (2) 李嘉誠先生、李澤鉅先生及李澤楷先生各自擁有Li Ka-Shing Unity Holdings Limited (「Unity Holdings」) 三分之一全部已發行股本，而該公司則擁有TUT1之全部已發行股本。TUT1以The Li Ka-Shing Unity Trust (「UT1」) 信託人之身份，連同若干公司合共持有長實三分之一以上之已發行股本，而TUT1以UT1信託人之身份有權在該等公司之股東大會上行使或控制行使三分之一以上之投票權。長實之若干附屬公司有權在和黃之股東大會上行使或控制行使三分之一以上之投票權。

此外，Unity Holdings亦擁有TDT1 (The Li Ka-Shing Unity Discretionary Trust (「DT1」) 之信託人) 以及TDT2 (另一項全權信託 (「DT2」) 之信託人) 之全部已發行股本。TDT1及TDT2均持有UT1之信託單位。

根據證券及期貨條例，李嘉誠先生 (身為財產授予人以及就證券及期貨條例而言可能被視為DT1及DT2之成立人)、TDT1、TDT2、TUT1及長實均被視為擁有由Starcom及Campsie所持有之合共803,485,000股本公司股份之權益。

除上文披露者外，於二零零七年十二月三十一日，本公司並無獲悉尚有任何其他人士持有公司的股份及相關股份的權益或淡倉，而須登記於根據證券及期貨條例第XV部第336條規定備存的登記冊內。

關聯方交易及關連交易

於本年度內，本集團之重大關聯方交易及上市規則項下之關連交易之詳情載於財務報表。

本公司確認，就關連交易而言，本公司已遵守上市規則第十四A章的披露要求。

Notes:

- (1) Such shares in the Company comprise:
- (a) the 266,835,000 shares held by Starcom Venture Limited ("Starcom"), a wholly-owned subsidiary of Cheung Kong Investment Company Limited, which in turn is a wholly-owned subsidiary of CKH; and
- (b) the 536,650,000 shares held by Campsie Developments Limited ("Campsie"), a wholly-owned subsidiary of Hutchison International Limited, which in turn is a wholly-owned subsidiary of Hutchison Whampoa Limited ("HWL").
- (2) Li Ka-Shing Unity Holdings Limited ("Unity Holdings"), of which each of Mr. Li Ka Shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital, owns the entire issued share capital of TUT1. TUT1 as trustee of The Li Ka-Shing Unity Trust ("UT1"), together with certain companies which TUT1 as trustee of UT1 is entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, hold more than one-third of the issued share capital of CKH. Certain subsidiaries of CKH are entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of HWL.

In addition, Unity Holdings also owns the entire issued share capital of TDT1 as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1") and TDT2 as trustee of another discretionary trust ("DT2"). Each of TDT1 and TDT2 holds units in UT1.

By virtue of the SFO, each of Mr. Li Ka Shing (being the settlor and may be regarded as a founder of DT1 and DT2 for the purpose of the SFO), TDT1, TDT2, TUT1 and CKH is deemed to be interested in the aggregate 803,485,000 shares of the Company held by Starcom and Campsie.

Save as disclosed above, as at 31 December 2007, the Company had not been notified by any other persons who had interests or short positions in the shares and underlying shares of the Company, which are required to be recorded in the register required to be kept under section 336 of Part XV of the SFO.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of significant related party transactions and the connected transactions under the Listing Rules of the Group during the Year are set out in the financial statements.

The Company confirms that, in respect of the connected transaction, it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

結算日後事項

本集團結算日後事項之詳情載於財務報表附註45。

足夠公眾持股量

於本報告日期，以董事知悉及公開予本公司的資料作基準，本公司維持上市規則要求多於本公司已發行股本25%的足夠公眾持股量。

企業管治

本公司已採納的主要企業管治常規載於本年報第68至86頁之企業管治報告內。

核數師

本公司於過去三年內並無更換核數師。在即將舉行之股東週年大會上，羅兵咸永道會計師事務所將會依章告退，而本公司將提呈決議案，續聘羅兵咸永道會計師事務所為本公司之核數師。

承董事會命

主席
郭原

香港，二零零八年四月二日

EVENTS AFTER THE BALANCE SHEET DATE

Details of significant events after the balance sheet date of the Group are set out in note 45 to the financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, as at the date of this report, the Company has maintained a sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

CORPORATE GOVERNANCE

Principal corporate governance practices as adopted by the Company are set out in the Corporate Governance Report on pages 68 to 86 of this Annual Report.

AUDITORS

There have been no changes of the auditors of the Company during the past three years. Messrs. PricewaterhouseCoopers will retire and a resolution for their re-appointment as the auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Guo Yuan
Chairman

Hong Kong, 2 April 2008

為符合股東利益，董事會致力實行高水平的企業管治。本公司採納的企業管治原則著重一個高效率的董事會、健全的內部監控，以及對股東的透明度和問責性。

香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四「企業管治常規守則」（「企業管治守則」）訂明良好企業管治的原則及分兩層次的有關建議：(a) 守則條文；及(b) 建議最佳常規。於本年度，本公司一直遵守載於企業管治守則的所有守則條文及應用若干建議最佳常規。

以下為本集團採納的企業管治常規：-

A. 董事

A.1 董事會

董事會定期召開會議，每年召開最少四次董事會會議，大約每季度一次。於二零零七年，本公司董事會共召開六次會議。召開董事會定期會議均發出至少十四天通知，而非定期會議的通知期則不少於七天。為確保全體董事皆有機會提出商討意見，董事會會議的議程初稿皆提供予全體董事提出修改意見。

所有董事均可獲得公司秘書的意見和服務，確保董事會程序及所有適用規則及規例均獲得遵守。董事會及董事會轄下各專業委員會的會議記錄由公司秘書備存，並隨時供董事查閱。

The board of directors is committed to maintain a high standard of corporate governance in the best interests of shareholders. The corporate governance principles adopted by the Company emphasise a highly efficient board of directors, sound internal control and the transparency and accountability to all shareholders.

Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the "Code on Corporate Governance Practices" (the "CG Code"), sets out the principles of good corporate governance and two levels of recommendations: (a) Code Provisions; and (b) Recommended Best Practices. During the Year, the Company has been in full compliance with all the Code Provisions and certain Recommended Best Practices as set out in the CG Code.

Below are the corporate governance practices adopted by the Group:-

A. DIRECTORS

A.1 Board of directors

The board convenes at least four regular meetings annually and approximately one in each quarter. The board totally convened six meetings in 2007. Notices of not less than fourteen days are given for all regular board meetings, and notices of not less than seven days are given for meetings other than regular meetings. To ensure all directors are given opportunities to make suggestions on agenda items to be discussed in board meetings, all draft agendas for board meetings are provided to all directors for their comment prior to the meetings.

All directors have access to the advice and services of the company secretary with a view to ensuring that board procedures and all applicable rules and regulations are followed. Minutes of board meetings and meetings of all specialised committees under the board are kept by the company secretary and are available for inspection by the directors at all times.

董事會及董事會轄下各專業委員會的會議記錄，對會議上各董事所考慮的事項及達致的決定均作出詳細記錄，包括董事提出的任何疑慮或表達的反對意見。而董事會及董事會轄下各專業委員會會議記錄的初稿均分別發送予相關董事以提出修改意見，最後定稿亦會適時提供予相關董事作其記錄之用。

董事會轄下各專業委員會(包括審核委員會、提名委員會及薪酬委員會)之職權範圍書內，已訂明在董事合理的要求下，可尋求獨立專業顧問意見以便董事履行其對本公司的責任，費用由本公司支付，惟費用如超過港幣50萬元，應先與執行董事委員會討論。

本公司已為董事及若干高級管理人員購買責任保險。

本公司擬於進行重大交易、關連交易或須根據上市規則的規定而予以公佈的交易前，必先召開董事會會議討論及審議，讓所有董事有機會親身出席並發表意見。如主要股東或董事在重要事宜上牽涉利益衝突，亦將會先召開董事會會議，有關董事將放棄投票。

Minutes of board meetings and meetings of all specialised committees under the board are recorded in sufficient details on the matters considered by all directors and decisions reached, including any concerns raised by directors or dissenting views expressed. Draft minutes of board meetings and meetings of all specialised committees under the board are provided to relevant directors for their comments and the final version of the same are given to relevant directors for their records within a reasonable time.

The written terms of reference of all specialised committees under the board (including the Audit Committee, Nomination Committee and Remuneration Committee) specify that upon reasonable requests, the directors may seek independent professional advice so that directors can properly discharge their responsibilities to the Company. The costs for engaging professional advice shall be borne by the Company. In the case of professional fees exceeding HK\$500,000, prior discussion with the Executive Board Committee is required.

The Company has arranged for liability insurance cover to indemnify directors and certain senior management.

The Company will convene board meetings to discuss and consider all contemplated significant transactions, connected transactions or notifiable transactions as required under the Listing Rules so as to give all directors an opportunity to attend in person and provide their comments before the Group proceeds with the same. If a substantial shareholder or a director has a conflict of interest in a material matter, a board meeting shall be held and the related director shall abstain from voting on any board resolution.

於二零零七年，董事會曾舉行六次會議，下表列示各董事會成員出席會議的詳情：

The board of directors held six meetings in 2007, the attendance details of each member of the board during the Year are set out below:

		出席次數／ 會議次數 Meetings attended/held	出席率 Attendance Rate
執行董事	Executive Directors		
郭 原先生 (主席)	Mr. Guo Yuan (Chairman)	6/6	100%
李景奇先生	Mr. Li Jing Qi	6/6	100%
劉 軍先生	Mr. Liu Jun	5/6	83%
楊 海先生 (於二零零七年八月八日獲委任)	Mr. Yang Hai (appointed on 8 August 2007)	2/3	67%
非執行董事	Non-executive Directors		
杜志強先生	Mr. To Chi Keung, Simon	6/6	100%
張化橋先生	Mr. Zhang Hua Qiao	5/6	83%
王航軍先生 (於二零零七年八月八日獲委任)	Mr. Wang Hang Jun (appointed on 8 August 2007)	3/3	100%
獨立非執行董事	Independent Non-executive Directors		
梁銘源先生	Mr. Leung Ming Yuen, Simon	6/6	100%
丁 迅先生	Mr. Ding Xun	5/6	83%
聶潤榮先生	Mr. Nip Yun Wing	4/6	67%

董事會於二零零七年的會議議題包括下列事項：

The following matters were discussed in the board meetings in 2007:

- | | |
|---|--|
| (1) 審批二零零六年度全年業績； | (1) to consider and approve 2006 annual results; |
| (2) 審批深圳市投資管理公司就轉換其持有的港幣3.3億元可換股票據而提出的清洗豁免申請事宜； | (2) to consider and approve the whitewash waiver application made by Shenzhen Investment Holding Corporation for the conversion of HK\$330 million convertible note; |
| (3) 審閱二零零七年第一季度業績及業務發展情況； | (3) to review the results and business development of the first quarter of 2007; |

- | | |
|---|---|
| <p>(4) 審批出售全資附屬公司冠階有限公司(其資產為持有天津南玻工程玻璃有限公司25%股權)的100%股權的建議；</p> | <p>(4) to consider and approve the proposed disposal of 100% equity interest in Well Guide Limited, the principal asset held by Well Guide Limited is the 25% equity interest in Tianjin CSG Architectural Glass Company Limited;</p> |
| <p>(5) 審批收購深圳市華南國際物流有限公司33.33%股權的建議；</p> | <p>(5) to consider and approve the proposed acquisition of 33.33% equity interest in Shenzhen South-China International Logistics Co., Ltd.;</p> |
| <p>(6) 審批收購深圳市鵬海運電子數據交換有限公司39%股權的建議；</p> | <p>(6) to consider and approve the proposed acquisition of 39% equity interest in Shenzhen EDI Co., Ltd.;</p> |
| <p>(7) 審批二零零七年度中期業績；</p> | <p>(7) to consider and approve 2007 interim results;</p> |
| <p>(8) 審批出售中國南玻集團股份有限公司A股股份的事宜；</p> | <p>(8) to consider and approve the proposed disposal of A shares in CSG Holding Co., Ltd.;</p> |
| <p>(9) 審批收購深圳市深廣惠公路開發總公司100%股權的建議；及</p> | <p>(9) to consider and approve the proposed acquisition of 100% equity interest in Shenzhen Shen Guang Hui Highway Development Company; and</p> |
| <p>(10) 審批收購深圳市寶通公路建設開發有限公司100%股權及據此發行可換股債券的建議。</p> | <p>(10) to consider and approve the proposed acquisition of 100% equity interest in Shenzhen Bao Tong Highway Construction and Development Limited and the issue of convertible bonds pursuant thereto.</p> |

本公司所有載有董事姓名的通訊中，均明確說明獨立非執行董事的身份。同時，本公司的網站www.szihl.com已設存及提供最新的董事會成員名單，並列明其角色和職能，以及註明其是否獨立非執行董事。

The independent non-executive directors have been expressly identified as such in all corporate communications that disclose the names of directors of the Company. The Company has also maintained on its website www.szihl.com an updated list of its directors identifying their role and function and whether they are independent non-executive directors.

A.2 主席及總裁

本公司的主席及總裁為兩個明確劃分的不同職位。本公司的主席和總裁同時為執行董事，分別由郭原先生及李景奇先生擔任。主席負責管理董事會的運作，而總裁則負責本集團的日常營運，彼等的職責已清楚界定並以書面列載於本公司的《主席與行政總裁的職責》。

A.2 Chairman and Chief Executive Officer

The Chairman and the Chief Executive Officer of the Company are two distinct and separate positions, which are held by Mr. Guo Yuan and Mr. Li Jing Qi respectively, and they are both executive directors. The Chairman is responsible for running the board whereas the Chief Executive Officer is responsible for day-to-day operations of the Group. The division of responsibilities between them has been clearly established and set out in written form as “The Roles of the Chairman and Chief Executive Officer” of the Company.

主席負責領導董事會，並確保董事會有效地運作，且履行應有職責，及時就所有重要的事項進行討論。主席負責審批每次董事會會議的議程，當中適當考慮其他董事會成員建議列入議程的事項。主席已確保所有董事適時獲得充分和完備可靠的資訊，並已於每次召開的董事會會議上確保所有董事均適當知悉當前的事項，以保證董事會作出正確的決定。

總裁負責領導管理層及本集團的日常運作。總裁負責執行公司策略並適時向董事會匯報，按照董事會的授權履行職責及行使權力，並適當運用本集團的資源以提升本集團整體的盈利。

A.3 董事會的組成

於二零零七年十二月三十一日，董事會由十名董事組成，當中包括四名執行董事及六名非執行董事（其中三名為獨立非執行董事）。董事的個人簡歷已詳載於第49頁至第53頁之董事及高級管理人員簡介內。

於二零零七年八月八日，楊海先生獲委任為本公司執行董事，而王航軍先生獲委任為本公司非執行董事。

A.4 委任、重選及罷免董事

提名委員會

本公司的提名委員會於二零零三年十二月成立，由三位成員組成，其中兩位為獨立非執行董事。提名委員會的成員為丁迅先生（主席）、梁銘源先生及李景奇先生。

The Chairman is responsible for providing leadership to the board and to ensure that the board works effectively and discharges its responsibilities, and that all key issues are discussed in a timely manner. The Chairman is responsible for approving the agenda of each board meeting taking into account, where appropriate, any matters proposed by other directors for inclusion in the agenda. The Chairman has ensured that all directors have been provided with adequate, complete and reliable information in a timely manner, and that all directors are properly briefed on issues arising at each board meeting to enable the board to make sound decisions.

The Chief Executive Officer takes the lead of the management and is responsible for the day-to-day operations of the Group. He is also responsible for the implementation of the Company's strategy and reports to the board in a timely manner. In addition, the Chief Executive Officer utilises the Group's resources in an appropriate way to enhance the profitability for the Group as a whole so as to discharge and exercise his responsibilities and power as delegated by the board.

A.3 Board Composition

The board of directors comprises ten directors, including four executive directors and six non-executive directors, three of whom are independent non-executive directors as at 31 December 2007. Biographical details of the directors are set out in the "Biographies of Directors and Senior Management" section on pages 49 to 53.

On 8 August 2007, Mr. Yang Hai was appointed as an executive director of the Company and Mr. Wang Hang Jun was appointed a non-executive director of the Company.

A.4 Appointment, re-election and removal of director

Nomination Committee

The Nomination Committee of the Company was established in December 2003. The Nomination Committee consists of three members, two of whom are independent non-executive directors. Members of the Nomination Committee include Mr. Ding Xun (Chairman), Mr. Leung Ming Yuen, Simon and Mr. Li Jing Qi.

本公司已書面制定提名委員會的職權範圍書，清楚說明委員會的職權和責任，其中包括：

- (1) 物色具備合適資格可擔任董事的人士；
- (2) 考核董事候選人的資歷、經驗及獨立非執行董事候選人的獨立性；
- (3) 考核每年於股東週年大會上需輪值告退及重選的董事的資歷及經驗；及
- (4) 定期向董事會匯報委員會的工作，並向董事會提交適當的建議。

提名委員會就(1)提名及考核董事候選人及(2)考核將於股東週年大會上輪值告退並願意膺選連任的董事已制定特定的程序。

在提名及考核新執行董事候選人的過程中，董事會主席及總裁可協助並對有關委任提出參考建議；但在提名及考核新非執行董事及獨立非執行董事候選人時，則由提名委員會全權負責。提名委員會根據董事候選人的學歷、專業資格、工作經驗及誠信等方面進行考核。如提名及考核新獨立非執行董事候選人時，提名委員會將參考其他因素，包括根據上市規則有關獨立非執行董事獨立性的要求、候選人於其他上市公司、機構及組織擔任的職位的數目、性質、重大承諾及所需時間等。最後，提名委員會向董事會匯報考核結果及作出推薦建議，並由董事會就正式委任作最後審批。

The Nomination Committee has been established with specific written terms of reference which deal clearly with the Committee's authority and duties, among which including:

- (1) identify individuals suitably qualified to be a director;
- (2) assess the qualification and experience of candidates for directors and the independence for independent non-executive directors;
- (3) assess and review qualification and experience of directors who are subject to retirement by rotation and re-election at each annual general meeting; and
- (4) report on the work of the Committee and make proper recommendations to the board on a regular basis.

Nomination Committee has established specific procedures in respect of (1) nomination and assessment of director candidates and (2) assessment of the directors who are subject to retirement by rotation and offer themselves for re-election at annual general meetings.

In the process of nominating and assessing new candidates for executive directors, the Chairman of the board and the Chief Executive Officer may assist in and make recommendations in respect of such appointment. While in nominating and assessing new candidates for non-executive directors and independent non-executive directors, Nomination Committee will assume full responsibility. Nomination Committee assesses director candidates based on their educational backgrounds, professional qualifications, work experience and integrity. In the case of candidates for independent non-executive directors, other factors will be considered by the Nomination Committee, such as requirements of independence of independent non-executive directors under the Listing Rules. Nomination Committee will also have regards on the number of directorship, nature, significant commitment and required time that such candidates played in other listed companies, associations and organisations. Finally, Nomination Committee reports the results of such assessment and makes recommendations to the board and subject to its final approval with respect to a formal appointment.

提名委員會於考核將於股東週年大會上輪值告退並願意膺選連任的董事的工作表現時，根據被考核的董事於以往出席本公司的董事會、董事會轄下的專業委員會及股東大會的出席率及於會上的參與程度、擔任的所有職務、承諾及時間分配等因素後，作出對有關董事連任的建議，並由董事會作最後審批，被考核的董事須於投票是項決議時放棄其投票權。

本公司每位董事均與本公司訂立為期三年的服務合約，惟各董事須根據本公司公司細則於股東週年大會上輪值告退並膺選連任。任何擬於即將舉行的股東週年大會上重選連任的董事概無與本公司訂立任何不能由本公司於一年內終止而免付補償(法定補償除外)的服務合約。

本公司公司細則已訂明所有為填補臨時空缺或於年中被委任的董事，需在接受委任後的首次股東週年大會上接受股東選舉；而每位董事須依公司細則最少每隔三年輪值退任。

董事會已接獲每位獨立非執行董事就其獨立性而呈交的年度確認書。本公司認為，根據載列於上市規則的規定，所有獨立非執行董事均獨立於本公司。

When evaluating the performance of directors who are subject to retirement by rotation and offer themselves for re-election at annual general meetings, Nomination Committee will take into account such factors as the attendance rate, level of involvement, positions held, commitments and time deployed of such directors under evaluation in previous board meetings, meetings of specialised committees under the board and general meetings of the Company. Thereafter, Nomination Committee will make recommendations regarding the re-election of such directors, and subject to the final approval of the board. The directors being evaluated shall abstain from voting in respect of such resolution.

Each director of the Company entered into a service contract with the Company for a term of three years and is subject to retirement by rotation but is eligible for re-election at the annual general meeting in accordance with the Bye-Laws of the Company. None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

The Company's Bye-Laws have specified that each director appointed to fill a casual vacancy or appointed during the Year shall be subject to election by shareholders at the first annual general meeting after their appointments. Each director shall be subject to retirement by rotation at least once every three years pursuant to the Company's Bye-Laws.

The board has received from each independent non-executive director a written annual confirmation of their independence and the Company considers that all independent non-executive directors are independent pursuant to the requirements as set out in the Listing Rules.

於二零零七年，提名委員會曾舉行二次會議，各委員會成員的會議出席率均為100%。會議的議題包括下列事項：

- (1) 就需於二零零七年股東週年大會上任滿告退及輪值告退並重選連任的董事的工作作出評估及建議；及
- (2) 審議委任楊海先生為本公司執行董事及委任王航軍先生為本公司非執行董事的建議，並向董事會作出推薦建議。

A.5 董事責任

本公司已為新委任的董事制定《新委任董事就任須知》，向新委任董事提供相關資料及文件，以助其了解董事的職責及本公司的運作。

董事會已就本集團有關董事及有關僱員進行本公司的證券交易，採納一套行為守則（「行為守則」），該守則的條款較上市規則所載的上市發行人董事進行證券交易的標準守則（「標準守則」）所要求的標準嚴謹。有關僱員包括本公司任何因其職務或僱員關係而可能會擁有關於本集團的未公開股價敏感資料的僱員，又或本公司附屬公司的此等董事或僱員。

根據本公司向所有董事作出的特定查詢，所有董事於本年度內均一直遵守標準守則及行為守則所規定的標準。

A.6 資料提供及使用

董事會會議議程及相關會議文件全部及時送交全體董事，並安排於舉行會議日期七天前送交每位董事。

The Nomination Committee held two meetings in 2007, the attendance rate of each member of the Committee in 2007 was 100%. The following matters were discussed in the meetings:

- (1) for evaluation and recommendation as to the performance of the directors who were subject to retirement by rotation and re-election at the 2007 annual general meeting; and
- (2) to consider the appointment of Mr. Yang Hai as an executive director of the Company, and the appointment of Mr. Wang Hang Jun as a non-executive director of the Company and make recommendation to the board.

A.5 Responsibilities of directors

The Company has established “An Induction for Newly Appointed Directors” to provide newly appointed directors with related materials and documents to ensure proper understanding of director’s duties and operations of the Company.

The board adopted a code of conduct the (“Code of Conduct”) in respect of securities transactions of the Company by relevant directors and employees of the Group on terms more stringent than those set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) under the Listing Rules. Relevant employees include any employees of the Company or directors or employees of subsidiaries of the Company who, as a result of their office or employment, is likely to be in possession of unpublished price sensitive information in relation to the Group.

The Company, having made specific enquiry to all directors, confirms that all directors have complied with the standards set out in the Model Code and the Code of Conduct at all times throughout the year.

A.6 Supply of and access to information

An agenda of the board meeting and the accompanying board papers are sent in full to all directors in a timely manner and at least seven days before the intended date of the meeting.

本公司的管理層已向董事會及其轄下各專業委員會提供充足、完整及可靠的適時資料，以使董事能夠在掌握有關資料的情況下作出決定。董事會及每名董事均可自行接觸本公司的高級管理人員。

為加強溝通，本公司特設內聯網以供本公司董事及董事會轄下各專業委員會成員隨時查閱董事會及相關委員會的會議資料及文件。

B. 董事及高管人員的薪酬

B.1 薪酬委員會

薪酬委員會於二零零三年十二月成立，由三位成員組成，其中兩位為獨立非執行董事。薪酬委員會的成員為丁迅先生（主席）、梁銘源先生及李景奇先生。

薪酬委員會的職能為設立正規而透明的程序及政策，以制定董事及高級管理人員的薪酬機制。本公司已書面制定薪酬委員會的職權範圍書，清楚說明委員會的職權和責任，其中包括：

- (1) 釐定董事及高級管理人員的薪酬水平、政策及架構，及設立正規而具透明度的程序制訂此等薪酬政策；
- (2) 透過參照董事會不時通過的公司目標，檢討及批准按表現而釐定的薪酬；

The management of the Company supplies the board and its specialised committees with adequate, complete and reliable information in a timely manner to enable directors to make informed decisions. The board and each director have separate and independent access to the Company's senior management.

To enhance communications, the Company has particularly established an on-line intranet for the directors of the Company and the members of all specialised committees under the board to have access to meeting materials and documents of the board and related committees.

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

B.1 Remuneration Committee

The Remuneration Committee was established in December 2003 and consists of three members, two of whom are independent non-executive directors. Members of the Remuneration Committee include Mr. Ding Xun (Chairman), Mr. Leung Ming Yuen, Simon and Mr. Li Jing Qi.

The function of the Remuneration Committee is to establish a formal and transparent procedure and policy for setting a remuneration mechanism of directors and senior management. The Remuneration Committee has been established with specified written terms of reference which clearly stated the Committee's authority and duties, among which including:

- (1) to determine the level, policy and structure of remuneration of directors and senior management, and to establish a formal and transparent procedure for developing policy on such remuneration;
- (2) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the board from time to time;

- (3) 檢討及建議董事及高級管理人員的薪酬水平，確保任何董事或管理人員或彼等的任何聯繫人不得參與釐訂其薪酬；及
- (4) 釐訂全體執行董事及高級管理人員的特定薪酬待遇，包括非金錢利益、退休金及賠償金額(包括喪失或終止職務或委任的賠償)。

本公司執行董事之酬金乃根據彼等之經驗及於本公司之職責釐定，而非執行董事之袍金乃根據估計彼等需要為本公司事務投入之時間而釐定。薪酬委員會就執行董事的薪酬建議已諮詢總裁。本公司各董事的袍金及其他酬金的詳情載於財務報表附註33。

於二零零七年，薪酬委員會曾舉行二次會議，各委員會成員的會議出席率均為100%。會議的議題包括下列事項：

- (1) 審議二零零六年度高級管理人員年度獎金及長期激勵機制的計提及調整；
- (2) 討論及檢討高級管理人員的薪酬方案及薪酬機制；
- (3) 審批本公司擬與新委任的執行董事候選人楊海先生及非執行董事候選人王航軍先生訂立的服務合約及其薪酬待遇；及
- (4) 釐定本公司新委任的高級管理人員的酬金。

- (3) to review and make recommendations in respect of the remuneration level of directors and senior management, and to ensure that no director or management or any of their associates is involved in deciding his/her own remuneration; and
- (4) to determine the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension fund and compensation payments (including any compensation payable for loss or termination of their office or appointment).

The emoluments payable to executive directors of the Company are determined by reference to their experiences and duties with the Company and the fees payable to non-executive directors are determined by reference to the estimated time spent by them on the Company's matters. The Remuneration Committee has consulted the Chief Executive Officer on the remuneration proposals of executive directors. Details of the directors' fee and other emoluments of the directors of the Company are set out in note 33 to the financial statements.

Remuneration Committee held two meetings in 2007, the attendance rate of each member of the Committee was 100%. The following matters were discussed in the meetings:

- (1) to consider the appropriation and adjustments on the bonus and long-term incentive mechanism of senior management in 2006;
- (2) to review and discuss the remuneration scheme and remuneration mechanism of senior management;
- (3) to approve the entering into a service contract with the executive director candidate, Mr. Yang Hai, and the non-executive director candidate, Mr. Wang Hang Jun, and their remunerations; and
- (4) to determine the remuneration of the newly appointed senior management.

C. 問責及核數

C.1 財務匯報

管理層已按審核委員會的要求，提供本集團二零零七年度業績及財務報表。經審核委員會審議，審核委員會同意二零零七年度財務報表及其所披露的有關資料已屬完備、準確及公正後，方提呈予董事會審批，讓董事會作出有根據的評審。

董事承認彼等有編製財務報表的責任，編製真實及公平地反映本集團財務狀況、業績及現金流量的財務報表。於編製截至二零零七年十二月三十一日止年度的財務報表時，董事會揀選了適當的會計政策，並貫徹地應用；作出審慎合理的判斷及估計；並按持續營運的基準編製財務報表。

核數師對股東所負的責任載於本年報第87及88頁。

C.2 內部監控

C.2.1 內部監控系統

董事會全權負責本集團的內部監控系統，並通過審核委員會檢討其效能。董事會規定管理層設立及維持穩健妥善而有效的內部監控系統。

為提升企業管治水平，保障股東的投資及本集團的資產，本集團由二零零五年初起，根據企業管治守則的指引，在充分考慮了監控環境、風險評估、監控活動、資訊及溝通、監察等內部監控元素的基礎上，有系統地開展對內部監控系統的審閱及檢討，目標為制定一個有效及完善的本集團內部監控系統。

C. ACCOUNTABILITY AND AUDIT

C.1 Financial reporting

The management had provided the results and financial statements for 2007 to the Audit Committee for review in accordance with the stated requirements of the Audit Committee. The Audit Committee confirmed that the financial statements for 2007 and the related information disclosed therein were complete, accurate and fair and thereafter the 2007 financial statements had been submitted to the board for approval to ensure the board is able to make an informed assessment.

The directors acknowledge their responsibility for preparing financial statements that give a true and fair view of the financial position, results and cash flow of the Group. In preparing the financial statements for the year ended 31 December 2007, the board has selected suitable accounting policies and applied them consistently, made judgements and estimates that are prudent and reasonable and have prepared the financial statements on a going concern basis.

The responsibilities of the auditors to the shareholders are set out on pages 87 and 88 in this annual report.

C.2 Internal controls

C.2.1 Internal control system

The board is fully responsible for the Group's internal control system and the effectiveness of which is reviewed by the Audit Committee. The board requires the management to establish and maintain a sound and effective internal control system.

To improve the level of corporate governance and safeguard shareholders' investment and the Group's assets, since the beginning of year 2005 and under the guidance of the CG Code, the Group has performed a comprehensive review for the internal control system systematically based on sufficient consideration of internal controls factors including monitoring environment, risk assessment, monitoring activities, information and communication, and supervision, with an aim to establish an effective and comprehensive internal control system within the Group.

本集團及各主要附屬公司從二零零五年起，根據各自經營管理特點，從控制環境和控制程式上建立了企業內部監控系統，並在此後年度得到不斷的完善。本集團的內部審計部門定期對各主要附屬公司進行內部監控系統的測試與評估，對其試運行情況和效果進行分析，判斷該等內部控制系統的完善程度，是否能達到預期的內部監控目標，對系統控制的不足，提出改善意見並積極協助各主要附屬公司進行完善。

本集團內部監控系統涵蓋所有重要的監控要求，包括財務監控、運作監控、合規監控以及風險管理功能；財務監控重點是對資金管理、應付款項、固定資產管理、費用管理，對預算、貸款、會計核算、成本、收入、稅務等財務管理作了規定；合規監控重點是經營管理中需符合當地的相關法律規範，對本集團遵守有關的法規、董事會的工作程式及簽訂合約前的法律諮詢及審批程式等作出規定；運作監控重點對業務運作、投資管理、合同簽訂、採購、銷售等業務加強監控，制定規範的操作流程；風險監控主要規範本集團於投資、日常經營活動等對來自內部、外部風險的識別與規避，包括對規避經營風險、財務風險、匯率風險及利率風險作出規定。

本公司董事會已對二零零七年度本集團的內部監控系統和風險管理進行了全面檢討，沒有發現存在任何重大監控失誤或重大監控弱項，執行情況良好，董事會認為該等制度是有效和足夠的，並為達致本集團的經營管治目標提供了保障。

In year 2005, the Group and its principal subsidiaries completed the preparation of corporate internal control system in respect of control environment and control procedure with reference to their respective operational and managerial characteristics, and had continuously improvement thereafter. The Group's internal audit department carried out test and assessment on the internal control systems of all principal subsidiaries regularly, analysed the status and results of their trial operations, determined whether these internal control systems meet the expected internal control objectives, and made advice on improving the weakness of the control system and proactively provided corresponding assistance.

The internal control system of the Group covers all material control requirements, including financial controls, operational controls, compliance controls and risk management functions. Financial controls mainly make rules in respect of funding management, payables, fixed assets management, expenses management and budgeting, loan, accounting and auditing, cost, income and taxation, etc; compliance controls mainly focus on the compliance with the local laws and regulations during operation and management and make rules in respect of the Group's compliance with relevant laws, the board's functioning procedures, legal consultation and approval procedure before entering into contracts; operational controls mainly enhance controls and make rules in respect of business operation flow, including business operation, investment management, contract making, purchasing and selling; risk controls mainly provide rules for the Group to identify and avoid internal and external risks in investment and ordinary business activities, including making rules in respect of avoiding operational risk, financial risk, exchange rate risk and interest rate risk.

The board of the Company has comprehensively reviewed the Group's internal control systems and risk management in year 2007 with execution in good condition and no significant control failures or weaknesses were noted. The board considered that these systems of internal controls were effective and sufficient to guarantee the Group in achieving its operation and governance objectives.

通過二零零七年度的檢討，本公司董事會認識到，本集團已掌握其經營管理特點，建立起內部監控系統和風險管理框架，並在本年度得到進一步完善。此後，本集團根據經營環境的變化，不斷地完善，以加強企業的監控，提升企業的管治，保障股東的利益。

董事會將繼續定期對內部監控系統進行評審，在具體執行上，董事會要求管理層每年年底對內部監控系統及風險管理的執行情況進行總結，並通過內部審計部門按持續基準每年進行一次的詳盡評估，評估涵蓋所有重要的監控方面，包括財務監控、運作監控、合規監控以及風險管理功能，並定期向審核委員會提交專項報告及適時向董事會作匯報。

C.2.2 內部審計部

本集團於二零零二年成立了內部審計部門，以完善本集團整體的匯報及內部監控的機制。內部審計部的主要工作包括策劃、組織建立本集團內部控制體系、對本集團擬進行投資的項目進行財務審慎調查、對各附屬公司過去一年的財務及內部控制進行審計等工作，並定期向審核委員會就工作進度及內部審計過程中發現的重大事項、風險等作出匯報並提出改善建議，目的為進一步確保本集團資產能有效運用及增值，降低企業管理風險，使股東的利益得到更佳保障。

With the review for the year 2007, the board of directors of the Company understands that the Group has been able to master the characteristics of its business management and has established an internal control system and a risk management framework, which have been further perfected in the year. Since then, the Group has constantly improved and strengthened its corporate control with reference to changes in the operating environment in order to enhance its corporate governance and safeguard the interests of its shareholders.

The board will continue to carry out regular review on the internal control system. The board specifically requires the management to summarise the execution state of internal control system and risk management at the end of each year and carry out a comprehensive assessment annually through the internal audit department on an on-going basis. The assessment shall cover all material controls, including financial, operational, compliance controls and risk management functions. The management will regularly present particular report to the Audit Committee and report to the Board in a timely manner.

C.2.2 Internal audit department

The internal audit department of the Group was established in 2002 to improve the overall reporting and internal control system of the Group. The main functions of the internal audit department include planning, organising and building up the internal control system of the Group, performing financial due diligence on proposed investment projects of the Group, conducting auditing works on the financial and internal controls of each subsidiary in 2007, and reporting on a regular basis to the Audit Committee on, among others, its working progress and any material matters and risks found in the internal audit process and making recommendations for improvement thereof. All these aim at ensuring the efficient utilisation of and adding value to the Group's assets, reducing corporate management risk and providing a better protection to shareholders' interests.

C.3 審核委員會

審核委員會於一九九五年成立。由三位獨立非執行董事組成，分別為梁銘源先生(主席)、丁迅先生及聶潤榮先生。於制定及採納審核委員會的職權範圍書時，董事會已參照香港會計師公會頒佈的「成立審核委員會指引」。

根據審核委員會職權範圍書，審核委員會就本集團審計範圍內的事項擔任董事會與本公司核數師之間的重要橋樑。審核委員會主要負責履行以下職務：

- (1) 就本公司核數師之委聘、更替及罷免，作出討論及向董事會提出建議、批准核數師的薪酬及聘用條款，及處理任何有關核數師辭職或辭退核數師的事宜；
- (2) 監察本公司的財務報表、中期報告及年度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見；
- (3) 檢討本集團的財務監控、內部監控及風險管理制度，以及審閱本集團載於年度報告中有關內部監控系統之聲明；及
- (4) 與管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統。

C.3 Audit Committee

The Audit Committee was established in 1995. The Audit Committee consists of three independent non-executive directors, namely Mr. Leung Ming Yuen, Simon (Chairman), Mr. Ding Xun and Mr. Nip Yun Wing. In establishing and adopting the terms of reference of the Audit Committee, the board had regard to the “Guide for the Formation of an Audit Committee” issued by the Hong Kong Institute of Certified Public Accountants.

Under the terms of reference of the Audit Committee, the committee performs the key link between the board and the auditors of the Company in respect of the audit works of the Group. The main functions of the Audit Committee are as follows:

- (1) to discuss and make recommendation to the board on the appointment, replacement and removal of the auditors of the Company, and to approve the remuneration and terms of engagement of the auditors, and any matters of resignation or dismissal of the auditors;
- (2) to monitor the integrity of financial statements, interim report and annual report of the Company, and to review significant opinions in respect of the financial reporting contained in them;
- (3) to review the Group’s financial controls, internal control and risk management systems, and to review the Group’s statement on internal control systems contained in the annual report; and
- (4) to discuss with the management on the internal control system and to ensure that the management has discharged its duty to establish an effective internal control system.

審核委員會於二零零七年曾舉行四次會議，下表列示各委員會成員出席會議的詳情：

The Audit Committee held four meetings in 2007, the attendance records of each member of the committee in 2007 are set out below:

		出席次數／ 會議次數 Meetings attended/held	出席率 Attendance Rate
梁銘源(主席)	Leung Ming Yuen, Simon (Chairman)	4/4	100%
丁 迅	Ding Xun	3/4	75%
聶潤榮	Nip Yun Wing	4/4	100%

審核委員會於二零零七年與管理層及核數師一起討論下列事宜：

The Audit Committee held meetings together with the management and the auditor in 2007 to discuss and review the following matters:

- | | |
|---|--|
| <p>(1) 審議二零零六年度財務報告及二零零七年度中期財務報告，並同意財務報告所披露的相關資料已屬完備、準確及公正後，提呈予董事會審批；</p> <p>(2) 審批核數師審計二零零六年度財務報告的酬金及審閱二零零七年中期財務報告費用；</p> <p>(3) 審議續聘核數師；及</p> <p>(4) 檢討內部審計部門對集團內部監控系統的整體評估工作及結果。</p> | <p>(1) to review the annual results for 2006 and the interim results for 2007, and to consider the related disclosure in the financial statements was complete, accurate and fair and to submit the same to the board for approval;</p> <p>(2) to approve the auditors' fees for audit of 2006 financial statements and fees for review of 2007 interim financial statements;</p> <p>(3) to re-appoint auditors of the Company; and</p> <p>(4) to review the overall assessment and results of the Group's internal control system presented by the internal audit department.</p> |
|---|--|

審核委員會每年均與本公司核數師在管理層避席的情況下進行至少一次會議。

The Audit Committee meets the auditors of the Company at least once annually in the absence of the management.

核數師酬金

本集團的核數師為羅兵咸永道會計師事務所。於年內，本集團的核數師為本集團提供審計及非審計服務的相關費用詳情如下：

Auditors' fees

The Auditors of the Company is PricewaterhouseCoopers. Details of the fees in relation to the audit and non-audit services provided by the Company's auditors during the Year were as follows:

項目 Items	截至二零零七年 十二月三十一日止 年度已收取費用 Fees charged for the year ended 31 December 2007 港幣千元 HK\$'000
二零零七年度財務報告審計費用 Fees for audit of 2007 financial statements	2,561
審閱二零零七年年中期財務報告費用 Fees for review of 2007 interim financial statements	330
有關收購深圳市寶通公路建設開發有限公司及深圳市深廣惠公路開發總公司的非審計服務費用 Non-audit fees for the acquisitions of Shenzhen Bao Tong Highway Construction and Development Limited and Shenzhen Shen Guang Hui Highway Development Company	5,170
總數 Total	8,061

審核委員會已對羅兵咸永道會計師事務所的審計費用、程序與效用、獨立性及客觀性作出檢討，並建議董事會在應屆股東週年大會上，續聘其為本公司二零零八年度的核數師。

The Audit Committee has reviewed the audit fees, procedures and effectiveness, independence and objectiveness of PricewaterhouseCoopers and recommended to the board their reappointment as the Company's auditors in 2008 at the forthcoming annual general meeting.

D. 董事會與管理層權限的劃分

D.1 管理層功能

董事會負責制訂本集團的整體策略，監察及控制本集團的表現，而董事會將其管理及行政功能的權力轉授予管理層，並成立執行董事委員會以代表董事會負責管理及監察本集團日常業務的運作及落實董事會的所有決策。本集團的重要事項需要董事會審批，包括(但不限於)以下事項：

- (1) 委任董事；
- (2) 審批財務報表；
- (3) 審批本集團按照上市規則規定而須予公佈的交易；
- (4) 訂立由監管機構規定或要求的政策及守則；
- (5) 成立董事會轄下專業委員會；及
- (6) 委聘核數師等。

為給予清晰的指引，執行董事委員會的職責及權限已載列於職權範圍書，主要包括：

- (1) 監察本集團所有業務的運作；
- (2) 制定及通過本集團的業務方案及年度預算；
- (3) 處理本集團日常業務，並授權公司總裁領導管理層負責本集團日常營運，及授權個別執行董事處理本集團不同業務的日常工作；

D. DIVISION OF AUTHORITIES BETWEEN THE BOARD AND THE MANAGEMENT

D.1 Functions of the management

The board is responsible for formulating overall strategy, monitoring and controlling the performance of the Group and the board delegates its management and administration functions to the management, and establishes the Executive Board Committee to manage and monitor, on behalf of the board, the day-to-day operations of the Group and to implement all decisions made by the board. Significant matters of the Group are required to be approved by the board, including, but not limited to, the following:

- (1) appointment of directors;
- (2) approval of financial statements;
- (3) approval of notifiable transactions of the Group as required under the Listing Rules;
- (4) formation of policies and codes as required by regulators;
- (5) formation of specialised committees under the board; and
- (6) appointment of auditors, etc.

In order to give a clear guidance, the duties and authorities of the Executive Board Committee are set out in its written terms of reference, mainly including:

- (1) to monitor all business operations of the Group;
- (2) to prepare and approve the Group's business plans and annual budget;
- (3) to deal with the ordinary business of the Group and to authorise the Chief Executive Officer taking the lead of the management for the day-to-day operations of the Group, and to authorise individual executive directors to deal with the daily operation of various business of the Group;

- (4) 審議本集團按照上市規則規定而須予公佈的交易，並向董事會提出建議；
- (5) 按審核委員會的要求，提供本集團的資料及報告、出席以及安排本集團管理人員及專業顧問出席審核委員會會議並於會上解答審核委員會提出的疑問；
- (6) 為董事會轄下的委員會安排委聘專業顧問或機構，以提供協助及意見；及
- (7) 處理董事會指派的其他工作及行使所授予的權力。

執行董事委員會須適時向董事會匯報其決定或建議，而有關重大事項及決定的委員會會議記錄均於合理時間內向董事會成員傳閱。

執行董事委員會的成員由董事會委任並由四位執行董事組成，分別為郭原先生、李景奇先生、劉軍先生及楊海先生。該委員會獲董事會正式授權。

E. 與股東的溝通

E.1 有效溝通

在本公司的股東大會上，會議主席會就每項實際獨立的事宜(包括重選董事)個別提出決議案。

- (4) to consider and review notifiable transactions of the Group as required under the Listing Rules and advise the board thereon;
- (5) to provide information and reports of the Group upon requests by the Audit Committee, to attend and to arrange the management staff of the Group and professional advisors attending the Audit Committee meeting, and answering questions raised by the Audit Committee at such meetings;
- (6) to arrange appointment of professional advisors and institutions to provide assistance and advices for specialised committees under the board; and
- (7) to handle all other duties assigned by the board and to exercise the authorities delegated to it by the board.

The Executive Board Committee reports its decisions and recommendations to the board in a timely manner, and the minutes of meetings of the Committee in relation to material matters and decisions are circulated to members of the board for information within a reasonable time.

Members of the Executive Board Committee were appointed by the board. The Committee consists of four executive directors, namely Mr. Guo Yuan, Mr. Li Jing Qi, Mr. Liu Jun and Mr. Yang Hai. The Committee was duly authorised by the board.

E. COMMUNICATION WITH SHAREHOLDERS

E.1 Effective Communication

In respect of each substantially separate matters (including re-election of directors) at general meetings of the Company, separate resolutions are proposed by the Chairman of that meeting.

董事會及審核委員會的主席，與薪酬委員會及提名委員會的成員均有出席二零零七年舉行的股東週年大會，以回答股東的提問。

本公司不時利用其網址發放有關本集團的業務、財務及其他資料，藉以促進與股東的溝通。

E.2 以按股數投票方式表決股東議案

本公司於所有致股東的通函內，已載列以投票方式表決議案的程序。

於本年度內，本公司已於所舉行的股東大會上點算所有委任代表投票的票數，如以舉手方式表決，大會主席均在會上表明每項決議案的委任代表投票比例，以及贊成和反對票數，並已將所有票數適當點算及記錄在案。於審批關連交易而召開的股東特別大會上，提呈大會表決的決議案已按股數投票方式進行表決，並已委任本公司的股份過戶處擔任監票員。

股東大會主席於會議開始時，已向出席的股東清楚解釋(1)股東要求以按股數投票方式表決的權利及(2)正式以按股數投票方式進行表決的詳細程序。

本公司於舉行股東大會當天於聯交所及本公司網站公佈以按股數投票方式表決的投票結果。

The Chairmen of the board and the Audit Committee, and the members of Remuneration Committee and Nomination Committee attended the annual general meeting held in 2007 to answer questions raised by shareholders.

The Company publishes on its website information in respect of the business, financial and other affairs of the Group from time to time in order to promote the communications with its shareholders.

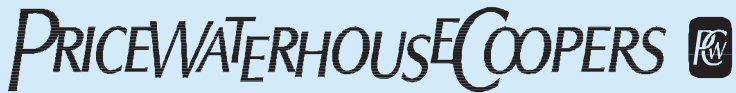
E.2 Voting by poll on shareholders' resolutions

Procedures to demand a poll are set out in all circulars issued to the shareholders of the Company.

During the Year, the Company had counted all proxy votes at its general meetings. The Chairman of the meeting indicated to the meeting the level of proxies lodged on each resolution and the balance for and against the resolution, after it has been dealt with on a show of hands, all votes cast were properly counted and recorded. At special general meeting held for considering and approving a connected transaction, the resolutions proposed at the meeting were put to vote by way of a poll, and had appointed the share registrar of the Company to act as the scrutineer.

Before commencement of the general meeting, the Chairman of general meetings explains clearly to the shareholders present (1) the rights of shareholders to demand a poll; and (2) the detailed procedures for conducting a poll.

The Company posted the poll results on the websites of the Stock Exchange and the Company on the dates of the general meetings.



羅兵咸永道會計師事務所

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獨立核數師報告
致SHENZHEN INTERNATIONAL
HOLDINGS LIMITED全體股東
(於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審核列載於第89至223頁Shenzhen International Holdings Limited(「貴公司」)及其附屬公司(以下合稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零零七年十二月三十一日的綜合及公司資產負債表與截至該日止年度的綜合損益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及按照香港《公司條例》的披露規定編製及真實而公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關的內部控制，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及按情況下作出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見，並按照百慕達一九八一年《公司法》第90條僅向整體股東報告，除此之

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SHENZHEN INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Shenzhen International Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 89 to 223, which comprise the consolidated and company balance sheets as at 31 December 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these 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 financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section

外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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

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

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

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

羅兵咸永道會計師事務所
執業會計師

香港，二零零八年四月二日

90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

OPINION

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

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 2 April 2008

綜合資產負債表 Consolidated Balance Sheet

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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於十二月三十一日
As at 31 December

	附註 Note	2007	2006 (經重列) (Restated)
資產			
非流動資產			
物業、廠房及設備	7	1,695,488	1,484,109
投資物業	8	32,580	19,710
租賃土地及土地 使用權	9	433,502	415,033
在建工程	10	224,358	113,412
無形資產	11	601,360	648,829
於聯營公司之權益	13	2,545,463	2,857,068
可供出售之 財務資產	15	222,652	115,683
其他非流動資產	16	839,548	491
		6,594,951	5,654,335
流動資產			
持有至到期之 財務資產	18	—	118,217
可供出售之 財務資產	15	854,228	—
按公允值透過 損益記賬之財務資產	19	591,069	—
持作待售之 非流動資產	20	13,632	183,606
業務及其他應收款	21	200,644	182,749
已抵押銀行存款	22	591	3,221
現金及現金等價物	22	2,768,979	956,637
		4,429,143	1,444,430
總資產		11,024,094	7,098,765
權益			
本公司股權			
持有人應佔 資本及儲備			
股本	23	3,043,104	1,952,662
其他儲備	24	365,833	35,626
保留盈餘			
— 建議股息	38	639,818	72,525
— 其他		3,154,665	1,978,883
		7,203,420	4,039,696
少數股東權益		273,986	251,592
總權益		7,477,406	4,291,288

綜合資產負債表

Consolidated Balance Sheet

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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於十二月三十一日
As at 31 December

		附註 Note	2007	2006 (經重列) (Restated)
負債	LIABILITIES			
非流動負債	Non-current liabilities			
貸款	Borrowings	25	236,063	1,242,226
衍生財務工具	Derivative financial instruments	17	1,869	1,758
可換股債券	Convertible bonds	26	1,517,977	322,007
遞延所得稅負債	Deferred income tax liabilities	27	342,510	73,755
遞延收入	Deferred income	28	65,805	95,628
少數股東借款	Amount due to a minority shareholder	29	—	19,231
			2,164,224	1,754,605
流動負債	Current liabilities			
業務及其他應付款	Trade and other payables	30	328,926	267,873
可換股票據	Convertible note	26	—	322,917
可換股債券衍生負債	Derivative liability of convertible bonds	26	—	140,160
應付所得稅	Income tax payable		93,053	13,902
貸款	Borrowings	25	960,485	308,020
			1,382,464	1,052,872
總負債	Total liabilities		3,546,688	2,807,477
總權益及負債	Total equity and liabilities		11,024,094	7,098,765
流動資產淨值	Net current assets		3,046,679	391,558
總資產減流動負債	Total assets less current liabilities		9,641,630	6,045,893

李景奇
Li Jing Qi
董事
Director

劉軍
Liu Jun
董事
Director

資產負債表 Balance Sheet

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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		於十二月三十一日 As at 31 December	
		2007	2006
	附註 Note		
資產	ASSETS		
非流動資產	Non-current assets		
於附屬公司之權益	Investments in subsidiaries	12 2,328,012	2,559,889
流動資產	Current assets		
其他應收款	Other receivables	21 2,888	2,799
應收附屬公司款項	Amounts due from subsidiaries	12 4,604,315	327,710
現金及現金等價物	Cash and cash equivalents	22 695,618	406,976
		5,302,821	737,485
總資產	Total assets	7,630,833	3,297,374
權益	EQUITY		
本公司股權	Capital and reserves		
持有人應佔資本及儲備	attributable to the Company's equity holders		
股本	Share capital	23 3,043,104	1,952,662
其他儲備	Other reserves	24 268,038	114,920
保留盈餘	Retained earnings		
— 建議股息	— Proposed dividends	38 639,818	72,525
— 其他	— Others	2,156,998	187,817
總權益	Total equity	6,107,958	2,327,924
負債	LIABILITIES		
非流動負債	Non-current liabilities		
可換股債券	Convertible bonds	26 1,517,977	322,007
流動負債	Current liabilities		
可換股票據	Convertible note	26 —	322,917
可換股債券衍生負債	Derivative liability of convertible bonds	26 —	140,160
其他應付款	Other payables	30 2,405	2,507
貸款	Borrowings	25 —	180,000
應付附屬公司款項	Amount due to a subsidiary	2,493	1,859
		4,898	647,443
總負債	Total liabilities	1,522,875	969,450
總權益及負債	Total equity and liabilities	7,630,833	3,297,374

李景奇
Li Jing Qi
董事
Director

劉軍
Liu Jun
董事
Director

綜合損益表

Consolidated Income Statement

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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截至十二月三十一日止年度
Year ended 31 December

		附註 Note	2007	2006 (經重列) (Restated)
營業額	Turnover	6	853,985	536,549
銷售成本	Cost of sales	32	(478,565)	(342,358)
毛利	Gross profit		375,420	194,191
其他收益 — 淨額	Other gains – net	31	2,252,016	133,923
分銷成本	Distribution costs	32	(19,824)	(23,801)
管理費用	Administrative expenses	32	(144,401)	(118,473)
其他經營費用	Other operating expenses		(21,122)	(3,050)
經營盈利	Operating profit		2,442,089	182,790
應佔聯營公司盈利	Share of profit of associates	13	246,737	250,412
除稅及財務成本前盈利	Profit before finance costs and tax		2,688,826	433,202
財務收益	Finance income		42,422	28,607
財務成本	Finance costs		(97,245)	(129,004)
可換股債券衍生負債公允價值變動產生的虧損	Fair value loss on derivative liability of convertible bonds		(196,173)	(82,449)
財務成本 — 淨額	Finance costs – net	34	(250,996)	(182,846)
除稅前盈利	Profit before income tax		2,437,830	250,356
所得稅	Income tax expense	35	(387,608)	(11,667)
年度純利	Profit for the Year		2,050,222	238,689
應佔年度純利：	Attributable to:			
本公司股權持有人	Equity holders of the Company		2,033,555	230,794
少數股東權益	Minority interest		16,667	7,895
			2,050,222	238,689
年度本公司股權持有人應佔每股盈利	Earnings per share for profit attributable to the equity holders of the Company during the Year			
(以每股港仙計)	(expressed in HK cents per share)			
— 基本	– Basic	37	15.03	2.00
— 攤薄	– Diluted	37	14.26	1.94
股息	Dividends	38	639,818	72,525

綜合權益變動表 Consolidated Statement of Changes in Equity

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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		可供本公司股權持有人分配的權益 Attributable to equity holders of the Company					
		附註 Note	股本 Share capital	其他儲備 Other reserves	保留盈餘 Retained earnings	少數 股東權益 Minority interest	總權益 Total equity
二零零六年一月一日結餘，經重列	Balance at 1 January 2006, as restated		1,700,428	(86,470)	1,901,859	241,301	3,757,118
可供出售之財務資產公允價值變動	Change in fair value of available-for-sale financial assets		—	4,961	—	—	4,961
衍生財務工具公允價值變動	Change in fair value of derivative financial instruments		—	(3,101)	—	—	(3,101)
貨幣匯兌差額	Currency translation differences		—	102,426	—	2,396	104,822
直接於權益確認的收入	Net income recognised directly in equity		—	104,286	—	2,396	106,682
年度純利	Profit for the year		—	—	230,794	7,895	238,689
二零零六年確認的總收入和支出，經重列	Total recognised income and expense for 2006, as restated		—	104,286	230,794	10,291	345,371
僱員購股權	Employee share options						
— 提供服務之價值	— value of services provided	23	1,676	—	—	—	1,676
— 發行股份所得款項	— proceeds from shares issued	23	16,779	—	—	—	16,779
可換股債券換股	Conversion of convertible bonds	23	233,779	—	—	—	233,779
轉入儲備	Transfer to reserves		—	17,810	(17,810)	—	—
二零零五年股息	Dividend relating to 2005	38	—	—	(63,435)	—	(63,435)
			252,234	17,810	(81,245)	—	188,799
二零零六年十二月三十一日結餘，經重列	Balance at 31 December 2006, as restated		1,952,662	35,626	2,051,408	251,592	4,291,288

綜合權益變動表

Consolidated Statement of Changes in Equity

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

		可供本公司股權持有人分配的權益 Attributable to equity holders of the Company				
	附註 Note	股本 Share capital	其他儲備 Other reserves	保留盈餘 Retained earnings	少數 股東權益 Minority interest	總權益 Total equity
二零零七年一月一日結餘		1,952,662	35,626	2,051,408	251,592	4,291,288
可供出售之財務資產公允價值變動		—	592,626	—	—	592,626
衍生財務工具公允價值變動		—	(111)	—	—	(111)
出售可供出售之財務資產		—	13,430	—	—	13,430
貨幣匯兌差額		—	187,061	—	3,430	190,491
直接於權益確認的收入		—	793,006	—	3,430	796,436
年度純利		—	—	2,033,555	16,667	2,050,222
二零零七年確認的總收入和支出		—	793,006	2,033,555	20,097	2,846,658
僱員購股權						
— 提供服務之價值	23	2,450	—	—	—	2,450
— 發行股份所得款項	23	43,237	—	—	—	43,237
可換股債券換股	23	660,722	—	—	—	660,722
可換股票據換股	23,24	384,033	(56,405)	—	—	327,628
少數股東投入		—	—	—	85,796	85,796
與少數股東交易	42	—	(62,650)	—	(80,192)	(142,842)
出售附屬公司產生的少數股東權益減少		—	—	—	(3,307)	(3,307)
可換股債券權益部份	26	—	209,523	—	—	209,523
因併購產生的合併儲備	5	—	(635,775)	—	—	(635,775)
轉入儲備		—	82,508	(82,508)	—	—
二零零六年股息	38	—	—	(76,981)	—	(76,981)
二零零七年併購的附屬公司 派發予其原股東的股息		—	—	(130,991)	—	(130,991)
		1,090,442	(462,799)	(290,480)	2,297	339,460
二零零七年十二月三十一日結餘		3,043,104	365,833	3,794,483	273,986	7,477,406

綜合現金流量表

Consolidated Cash Flow Statement

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

		截至十二月三十一日止年度 Year ended 31 December	
		2007	2006 (經重列) (Restated)
	附註 Note		
營運活動的現金流量			
Cash flows from operating activities			
營運產生／(所用)的現金	39	196,101	(657,376)
出售按公允值透過損益記賬之財務資產所得款項		1,697,039	—
已付利息		(90,479)	(83,720)
已付所得稅		(181,686)	(23,579)
營運活動產生／(所用)的淨現金		1,620,975	(764,675)
Cash flows from operating activities			
投資活動的現金流量			
Cash flows from investing activities			
收購共同控制實體公司，扣除購入的現金		—	329
記入其他非流動資產的投資首期款		(839,548)	—
收購少數股東權益	16	(142,842)	—
購置物業、廠房及設備	42	(24,396)	(23,336)
增加在建工程		(288,800)	(116,949)
購置租賃土地及土地使用權		—	(139,384)
投資於聯營公司		(104,855)	(73,251)
購置持有至到期之財務資產		—	(116,880)
出售物業、廠房及設備所得款項		5,936	1,130
出售聯營公司所得款項		113,743	96,788
出售附屬公司所得款項		87,892	—

綜合現金流量表

Consolidated Cash Flow Statement

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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截至十二月三十一日止年度
Year ended 31 December

			2007	2006 (經重列) (Restated)
	附註 Note			
聯營公司股權分置改革 所得款項		Proceeds from the share reform of an associate	—	84,288
出售可供出售之財務資產 所得款項		Proceeds from disposals of available-for-sale financial assets	28,594	94,521
出售持作待售之 非流動資產		Proceeds from disposals of non-current assets held for sale	77,120	—
出售持有至到期之 財務資產		Proceeds from disposals of held-to-maturity financial assets	117,188	—
已收利息		Interest received	42,422	26,929
已收股息	13	Dividends received	185,932	127,957
投資活動所用的淨現金		Net cash used in investing activities	(741,614)	(37,858)
融資活動的現金流量		Cash flows from financing activities		
附屬公司的前股東增資款		Capital injection from a former shareholder of a subsidiary	1,314,406	—
發行可換股債券所得款		Proceeds from issuance of convertible bonds	—	576,063
發行普通股所得款	23	Proceeds from issuance of ordinary shares	43,237	16,779
貸款		Proceeds from borrowings	31,546	1,085,656
償還貸款		Repayments of borrowings	(385,244)	(299,470)
向本公司股東支付股息	38	Dividends paid to the Company's shareholders	(76,981)	(63,435)
融資活動產生的淨現金		Net cash generated from financing activities	926,964	1,315,593
現金及現金等價物之淨增加		Net increase in cash and cash equivalents	1,806,325	513,060
年初現金及現金等價物		Cash and cash equivalents at beginning of the year	956,637	443,577
匯兌收益		Exchange gain	6,017	—
年終現金及現金等價物	22	Cash and cash equivalents at end of the year	2,768,979	956,637

1 公司資料

Shenzhen International Holdings Limited (深圳國際控股有限公司) (「本公司」) 為投資控股公司，於本年度內，本公司、其附屬公司及共同控制實體公司 (統稱「本集團」) 及聯營公司經營之主要業務如下：

- 物流業務；
- 投資控股；及
- 製造業務。

本公司為一間於百慕達註冊成立之有限公司。本公司之註冊地址為Bank of Bermuda Building, 6 Front Street, Hamilton HM11, Bermuda。本公司的第一大股東為深圳市投資管理公司 (「深圳投資」)。深圳投資為一家受深圳市政府國有資產監督管理委員會 (「深圳國資委」，為國有機構) 監督管理的公司，於二零零七年十二月三十一日擁有本公司約40.37%的股份，一直以來為本公司的第一大股東。根據香港會計準則27「合併財務報表及單獨財務報表」，控制乃指統馭一個主體的財務和經營政策，並藉此從主體的活動中獲取利益的權力。本公司董事會的執行董事均由有深圳投資或深圳國資委委派，其佔董事會成員過半數。本公司的其他個別股東並無持有超過本公司10%的股份，亦無證據顯示其他股東存在關聯關係而使現在分散持有的股份將會因其合併行使而導致持股量超過深圳投資所持有的股份。因此，本公司董事認為，深圳投資對本公司擁有統馭財務及經營政策能力，乃本公司的實際控制方。而深圳國資委作為深圳投資的監督管理方，控制深圳投資的財務及經營政策。因此，本公司合共40.37%之權益由中華人民共和國 (「中國」) 政府部門間接持有。

1 GENERAL INFORMATION

Shenzhen International Holdings Limited (the “Company”) is an investment holding company. During the Year, the Company, its subsidiaries and jointly controlled entities (together the “Group”) and associates were engaged in the following principal activities:

- Logistic business;
- Investment holding; and
- Manufacturing business.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Bank of Bermuda Building, 6 Front Street, Hamilton HM11, Bermuda. Shenzhen Investment Holding Corporation (“SIHC”) is the largest shareholder of the Company. SIHC is supervised and managed by Shenzhen Municipal State-owned Assets Supervision and Administration Commission (“Shenzhen SASAC”), which is a state-owned authority. It owned 40.37% interest of the Company as at 31 December 2007 and has been the largest shareholder of the Company. According to Hong Kong Accounting Standard 27 “Consolidated and Separate Financial Statements”, control is the power to govern the entity’s financial and operating policies so as to obtain benefits from its activities. The executive directors of the board of the Company have been nominated by SIHC or Shenzhen SASAC, which constituted over 50% of the members of the board. Moreover, no other shareholders own more than 10% interest of the Company individually. There is no evidence demonstrating that other shareholders are related to each other so that their aggregate shareholding in the Company would exceed the one owned by SIHC. Accordingly, the directors of the Company regard SIHC as the de facto controller of the Company. Since Shenzhen SASAC supervises and manages SIHC, it controls the financial and operating policies of SIHC. As a result, 40.37% equity interest is indirectly held by the People’s Republic of China (the “PRC”) government authority in aggregate.

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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1 公司資料 (續)

於二零零六年十二月十二日，本公司之全資附屬公司—新通產實業開發(深圳)有限公司(「新通產」)及怡萬實業發展(深圳)有限公司(「怡萬」)分別與深圳市投資控股有限公司(「深圳投資控股」)，一家由深圳國資委全資擁有的公司，簽訂股權轉讓協定，分別向深圳投資控股購買其持有深圳市西部物流有限公司(「西部物流」)17.78%及22.22%的股權，共計40%。就本次收購，新通產與怡萬分別以現金支付代價人民幣102,235,000元(約為港幣104,311,000元)及人民幣127,765,000元(約為港幣130,359,000元)，共計人民幣230,000,000元(約為港幣234,670,000元)。有關該收購的詳情，請參閱本公司日期為二零零七年一月二日之通函。該收購於二零零七年五月三十一日完成，西部物流從本集團的聯營公司成為附屬公司。

於二零零七年七月二日，本公司之全資附屬公司—全程物流(深圳)有限公司(「全程物流」)與深圳國資委及深圳投資控股簽訂股權轉讓協定，購買深圳投資控股持有深圳市鵬海運電子數據交換有限公司(「鵬海運」)39%的股權。本次收購的代價為人民幣13,000,000(約為港幣13,670,000元)，以現金支付。有關該收購的詳情，請參閱本公司日期為二零零七年七月二十日之通函。該收購於二零零七年十月二十六日完成，鵬海運從本集團的聯營公司成為附屬公司。

1 GENERAL INFORMATION (continued)

On 12 December 2006, Xin Tong Chan Development (Shenzhen) Co., Ltd. ("XTC Development") and Yiwang Industry Development (Shenzhen) Co., Ltd. ("Yiwang Industry"), wholly owned subsidiaries of the Company, entered into a share transfer agreement with Shenzhen Investment Holdings Company Limited ("SIHCL"), a wholly-owned subsidiary of Shenzhen SASAC. According to the agreement, XTC Development and Yiwang Industry acquired 17.78% and 22.22%, being 40% in aggregate, interest in Shenzhen Western Logistics Co., Ltd. ("Western Logistics"), from SIHCL at a cash consideration of RMB102,235,000 (approximately HKD104,311,000) and RMB127,765,000 (approximately HKD130,359,000) respectively, totalling RMB230,000,000 (approximately HKD234,670,000). For details of the acquisition, please refer to the circular of the Company dated 2 January 2007. The acquisition was completed on 31 May 2007 and Western Logistics became a subsidiary from an associate of the Group.

On 2 July 2007, Total Logistics (Shenzhen) Co., Ltd. ("Total Logistics"), a wholly owned subsidiary of the Company, entered into a share transfer agreement with Shenzhen SASAC and SIHCL. According to the agreement, Total Logistics acquired 39% interest in Shenzhen EDI Co., Ltd. ("Shenzhen EDI") from SIHCL at a cash consideration of RMB13,000,000 (approximately HKD13,670,000). For details of the acquisition, please refer to the circular of the Company dated 20 July 2007. The acquisition was completed on 26 October 2007 and Shenzhen EDI became a subsidiary from an associate of the Group.

1 公司資料 (續)

於二零零七年十月十六日，本公司之全資附屬公司－怡賓實業(深圳)有限公司(「怡賓」)與深圳國資委及深圳投資控股簽訂了股權轉讓協定，購買深圳投資控股持有深圳市寶通公路建設開發有限公司(「寶通」)100%的股權，代價為人民幣1,670,578,000元(約為港幣1,727,500,000元)。本公司發行換股價為每股港幣1.2元之可換股債券(附註26(b)(ii))予深圳投資控股以悉數支付對價。有關該收購的詳情，請參閱本公司日期為二零零七年十一月十四日之通函。該收購於二零零七年十二月二十九日完成，寶通成為本集團的全資附屬公司。

上述交易乃採用附註2.1(a)列示之同一控制下合併的合併會計法核算。

本綜合財務報表以港幣千元列報(除另有註明外)。本綜合財務報表已由董事會在二零零八年四月二日批准刊發。

2 主要會計政策

編製本綜合財務報表採用的主要會計政策載於下文。除特別註明外，該等政策在所呈報的所有年度內貫徹應用。

1 GENERAL INFORMATION (continued)

On 16 October 2007, Yi Bin Industry (Shenzhen) Co., Ltd. ("Yi Bin"), a wholly owned subsidiary of the Company, entered into a share transfer agreement with Shenzhen SASAC and SIHCL. According to the agreement, Yi Bin acquired 100% interest in Shenzhen Bao Tong Highway Construction and Development Limited ("Bao Tong") from SIHCL at a consideration of RMB1,670,578,000 (approximately HKD1,727,500,000). The Company issued convertible bond (Note 26(b)(ii)) with a conversion price of HKD1.2 per share to SIHCL to satisfy the consideration. For details of the acquisition, please refer to the circular of the Company dated 14 November 2007. The acquisition was completed on 29 December 2007 and Bao Tong became a wholly-owned subsidiary of the Group.

The transactions above were accounted for using merger accounting under common control combination as depicted in Note 2.1(a) below.

These consolidated financial statements are presented in thousands of units of HK dollars ("HKD'000"), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 2 April 2008.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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2 主要會計政策 (續)

2.1 編製基準

本綜合財務報表是根據香港財務報告準則(「香港財務準則」)的原則編製。本綜合財務報表按照歷史成本法編製，並就樓宇、可供出售之財務資產(如適用)、衍生財務工具、按公允值透過損益記賬之財務資產及投資物業按公允值重估而作出修訂。

編製符合香港財務準則的財務報表需要使用若干關鍵會計估算。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。涉及高度的判斷或高度複雜性的範疇，或涉及對綜合財務報表作出重大假設和估算的範疇，在附註4中披露。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation

These consolidated financial statements of the Company have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of buildings, available-for-sale financial assets, where appropriate, derivative financial instruments, financial assets at fair value through profit or loss and investment properties, which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2 主要會計政策 (續)

2.1 編製基準 (續)

(a) 同一控制下合併的合併會計法

如附註1所述，本公司、西部物流、鵬海運、寶通及深圳投資控股均受深圳國資委之控制，被視為同一控制權下之不同實體。在對同一控制權下不同實體的企業合併，本公司採用香港會計師公會會計指引第五號「同一控制下合併的合併會計法」，假設現有本集團架構自深圳國資委及其控制方控制本公司及被收購公司之原控股股東後一直存在而編製本綜合財務報表。

綜合財務報表包括組成本集團所有公司的財務狀況、經營成果及現金流量，就如同當前本集團架構於各實體或業務在開始處於控制所有者的共同控制下的時候就已存在。對於並非共同控制下的公司之收購，將從收購日開始包括在本集團的綜合財務報表(附註2.2(a))。

當共同控制企業合併發生時，綜合財務報表包括被合併實體或業務的財務報表，就如同被合併的實體或業務在開始處於控制所有者的共同控制下就已經被合併。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(a) Merger accounting under common control combination

As depicted in Note 1, the Company, Western Logistics, Shenzhen EDI, Bao Tong and SIHCL are both under the control of Shenzhen SASAC, and thus regarded as different entities under common control. These consolidated financial statements have been prepared using the principles of merger accounting, as prescribed in Hong Kong Accounting Guideline 5 “Merger Accounting for Common Control Combinations” issued by HKICPA, assuming that the current structure of the Group has been in existence since Shenzhen SASAC and its controller controlled the Company and the original controlling shareholders of the subsidiaries acquired.

The consolidated financial statements include the financial position, results and cash flows of the companies comprising the Group as if the current group structure had been in existence since their respective dates of under common control. For companies acquired other than the common control combinations, they would be included in the consolidated financial statements of the Group from the date of that acquisition (Note 2.2(a)).

The consolidated financial statements incorporate the financial statements of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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2 主要會計政策 (續)

2.1 編製基準 (續)

(a) 合併會計法 (續)

從控制方的角度，被合併的實體或業務的淨資產以賬面值合併。在共同控制企業合併中產生的商譽以及收購方應佔被收購方可辨認資產，負債及或有負債的公允值超過收購成本的金額不予確認。

綜合損益表包括每一個合併實體或業務的經營成果，而其期間為財務報表最早的披露日期與合併實體或業務開始處於共同控制之日兩者較短期間，而不考慮共同控制企業合併日。

綜合財務報表中的比較數字，已假設實體或業務於上一個結算日或首次受到共同控制時（以較短者為準）呈列。

這些實體採用統一的會計政策。集團內合併實體或業務的所有交易、餘額及在交易中獲得的未實現收益在合併中抵銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(a) Merger accounting (continued)

The net assets of the combining entities or businesses are combined using the existing book values from the controlling parties' perspective. No amount is recognised in consideration for goodwill or excess of acquirers' interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

The consolidated income statement includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where there is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are presented as if the entities or businesses had been combined at the previous balance sheet date or when they first came under common control, whichever is shorter.

A uniform set of accounting policies is adopted by those entities. All intra-group transactions, balances and unrealised gains on transactions between combining entities or businesses are eliminated on consolidation.

2 主要會計政策 (續)

2.1 編製基準 (續)

(a) 合併會計法 (續)

將個別業務合併起來發生的成本或損失，包括交易成本、專家服務費、註冊費、提供股東資訊引起的費用；於採用合併會計法核算共同控制實體合併時計入損益表。

將合併實體之股本與投資成本對銷而作出的調整已於綜合財務報表中的合併儲備中列示(附註5及24)。

以上描述之合併會計法已經被本集團採納為一項重要會計政策。

(b) 下列新訂準則、對準則之修訂及詮釋對編製截至二零零七年十二月三十一日止年度的財務報表生效：

- 香港財務準則7「金融工具：披露」及香港會計準則1「財務報表的呈報－資本披露」的補充修訂，引入了有關金融工具的新披露規定及對實體之資本水平以及其管理資本方法的披露。本集團於本年度的綜合財務報表中已就有關要求進行披露。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(a) Merger accounting (continued)

Transaction costs, including professional fees, registration fees, costs of furnishing information to shareholders, costs or losses incurred in combining operations of the previously separate businesses, etc., incurred in relation to the common control combination that is to be accounted for by using merger accounting is recognised as an expense in the period in which it is incurred.

The adjustment to eliminate the share capital of entities combined and investment cost has been recorded as merger reserve in consolidated financial statements (Notes 5 and 24).

Merger accounting as depicted above has been adopted by the Group as one of its principal accounting policies.

(b) The following new standard, amendment to standard and interpretations are mandatory for the preparation of financial statements for year ended 31 December 2007:

- HKFRS 7, 'Financial instruments: Disclosures', and the complementary amendment to HKAS 1, 'Presentation of Financial Statements' - Capital Disclosures, introduces new disclosures relating to financial instruments and the additional disclosures regarding an entity's capital and how it manages capital. The Group has made relevant disclosures in these consolidated financial statements.

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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2 主要會計政策 (續)

2.1 編製基準 (續)

- 香港(國際財務報告詮釋委員會)－詮釋7「應用香港會計準則29的重列方法」，該詮釋與本集團經營不相關。
 - 香港(國際財務報告詮釋委員會)－詮釋8「香港財務準則2的範圍」，該詮釋與本集團經營不相關。
 - 香港(國際財務報告詮釋委員會)－詮釋9「重新評估嵌入式衍生工具」，該詮釋對本集團的財務報表不產生重大影響。
 - 香港(國際財務報告詮釋委員會)－詮釋10「中期財務報告和減值」，該詮釋禁止在中期期間確認按成本值列賬的商譽、權益工具的投資和金融資產投資的減值虧損，在之後的結算日撥回。管理層已採納該詮釋，但並無對本集團的財務報表有任何影響。
- (c) 下列新訂／修訂準則及對準則之詮釋已頒佈但仍未對編製截至二零零七年十二月三十一日止年度的財務報表生效，本集團並無提早採納或與本集團經營不相關：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

- HK(IFRIC)-Int 7, 'Applying the Restatement Approach under HKAS 29'. This interpretation is not relevant to the Group's operations.
 - HK(IFRIC)-Int 8, 'Scope of HKFRS 2'. This interpretation is not relevant to the Group's operations.
 - HK(IFRIC)-Int 9, 'Reassessment of Embedded Derivatives'. This interpretation does not have significant impact on the Group's financial statements.
 - HK(IFRIC)-Int 10, 'Interim Financial Reporting and Impairment', prohibits the impairment losses recognised in an interim period on goodwill, and investments in equity instruments and financial assets carried at cost to be reversed at a subsequent balance sheet date. Management has adopted the interpretation but it does not have any impact on the Group's financial statements.
- (c) The following new/revised standards and interpretations have been issued but are not effective for the preparation of financial statements for the year ended 31 December 2007 and have not been early adopted or are not relevant to the Group's operations:

2 主要會計政策 (續)

2.1 編製基準 (續)

- 香港會計準則1(經修訂)「財務報表的呈報」(由二零零九年一月一日起生效)。香港會計準則1(經修訂)規定所有權益擁有人的變動必須在權益變動表中呈列。所有全面收入必須在全面收入報表中，或分開在收益表和全面收入報表中呈列。此項修訂規定如有追溯調整或重新分類的調整，應將最早的可比較期間開始時的財務狀況報表在整份財務報表中呈列。但此項修訂沒有改變其他香港財務報告準則對特定交易和其他事項的確認、計量或披露規定。本集團將會由二零零九年一月一日起應用香港會計準則1(經修訂)。
- 香港財務準則8「營運分部」(由二零零九年一月一日起生效)。香港財務準則8取代了香港會計準則14，並將分部報告與美國準則SFAS 131「有關企業分部和相關資料的披露」的規定統一起來。此項新準則要求採用「管理方法」，即分部資料須按照與內部報告所採用的相同基準呈報。本集團將會由二零零九年一月一日起應用香港財務準則8。管理層現正詳細評估該準則的預期影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

- HKAS 1 (Revised), 'Presentation of Financial Statements' (effective from 1 January 2009). HKAS 1 (Revised) requires all owner changes in equity to be presented in a statement of changes in equity. All comprehensive income is presented in one statement of comprehensive income or in two statements (a separate income statement and a statement of comprehensive income). It requires presenting a statement of financial position as at the beginning of the earliest comparative period in a complete set of financial statements when there are retrospective adjustments or reclassification adjustments. However, it does not change the recognition, measurement or disclosure of specific transactions and other events required by other HKFRSs. The Group will apply HKAS 1 (Revised) from 1 January 2009.
- HKFRS 8, 'Operating Segments', effective for annual periods beginning on or after 1 January 2009. HKFRS 8 replaces HKAS 14 and aligns segment reporting with the requirements of the US standard SFAS 131, 'Disclosure about segments of an enterprise and related information'. The new standard requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes. The Group will apply HKFRS 8 from 1 January 2009. The expected impact is still being assessed in detail by management.

2 主要會計政策 (續)

2.1 編製基準 (續)

- 香港會計準則 23 (修訂)「借貸成本」(由二零零九年一月一日起生效)。此項修訂要求實體將收購、興建或生產一項合資格資產(即需要頗長時間籌備作使用或出售的資產)直接應佔的借貸成本資本化，作為該資產的部份成本。將該等借貸成本即時作費用支銷的選擇將被刪去。本集團將會由二零零九年一月一日起應用香港會計準則 23 (修訂)，由於本集團並無合資格資產，故目前不適用於本集團。
- 香港(國際財務報告詮釋委員會)－詮釋11「集團及庫存股份交易」(由二零零七年三月一日起生效)。香港(國際財務報告詮釋委員會)－詮釋11對涉及庫存股份或牽涉集團實體之以股份為基礎交易的支付應否在母公司及集團公司的獨立賬目中入賬為權益結算或現金結算的以股份為基礎的支付提供指引。管理層預期該詮釋與本集團不相關。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

- HKAS 23 (Revised), 'Borrowing Costs', effective for annual periods beginning on or after 1 January 2009. The amendment requires an entity to capitalise borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (one that takes a substantial period of time to get ready for use or sale) as part of the cost of that asset. The option of immediately expensing those borrowing costs will be removed. The Group will apply this revised standard from 1 January 2009 but is currently not applicable to the Group as there are no qualifying assets.
- HK(IFRIC)-Int 11, 'HKFRS 2 - Group and Treasury Share Transactions', effective for annual periods beginning on or after 1 March 2007. This interpretation provides guidance on whether share-based transactions involving treasury shares or involving group entities should be accounted for as equity-settled or cash-settled share-based payment transactions in the separate accounts of the parent and group companies. Management does not expect the interpretation to be relevant for the Group.

2 主要會計政策 (續)

2.1 編製基準 (續)

- 香港(國際財務報告詮釋委員會)－詮釋12「服務特許權的安排」(由二零零八年一月一日起生效)。香港(國際財務報告詮釋委員會)－詮釋12適用於由私人營運商參與公營服務基建的發展、融資、營運和維修的合約性安排。本集團將於二零零八年一月一日起採用該詮釋。管理層現正詳細評估該詮釋的預期影響。
- 香港(國際財務報告詮釋委員會)－詮釋13「客戶忠誠度計劃」(由二零零八年七月一日起生效)。香港(國際財務報告詮釋委員會)－詮釋13澄清了假若貨品或服務是跟隨一項客戶忠誠度獎勵計劃(例如忠誠度分數或贈品)而售出，則有關安排屬於多重銷售組合安排，應收客戶的代價須利用公允值在多重銷售組合安排部份中分攤。香港(國際財務報告詮釋委員會)－詮釋13與本集團的營運無關，因為本集團屬下並無公司營運任何客戶忠誠度計劃。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

- HK(IFRIC) - Int 12, 'Service Concession Arrangements' (effective from 1 January 2008). HK(IFRIC) - Int 12 applies to contractual arrangements whereby a private sector operator participates in the development, financing, operation and maintenance of infrastructure for public sector services. The Group will apply HK(IFRIC) - Int 12 from 1 January 2008. The expected impact is still being assessed in detail by management.
- HK(IFRIC) - Int 13, 'Customer Loyalty Programmes' (effective from 1 July 2008). HK(IFRIC) - Int 13 clarifies that where goods or services are sold together with a customer loyalty incentive (for example, loyalty points or free products), the arrangement is a multiple-element arrangement and the consideration receivable from the customer is allocated between the components of the arrangement using fair values. HK(IFRIC) - Int 13 is not relevant to the Group's operations because none of the Group's companies operate any loyalty programmes.

綜合財務報表附註

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(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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2 主要會計政策 (續)

2.1 編製基準 (續)

- 香港(國際財務報告詮釋委員會)－詮釋14「香港會計準則19-界定福利資產限額、最低資金要求及兩者相互關係」(由二零零八年一月一日起生效)。香港(國際財務報告詮釋委員會)－詮釋14對香港會計準則19有關評估可確認為資產的盈餘金額的限額提供指引。此項準則亦解釋了公積金資產或負債如何可能受法定或合約性的最低資金要求所影響。本集團會由二零零八年一月一日起應用香港(國際財務報告詮釋委員會)－詮釋14，但預期該詮釋不會對本集團的賬目有任何影響。
- 香港會計準則32和香港會計準則1(修訂)「可認沽金融工具及清盤時產生的責任」(由二零零九年一月一日起生效)。此修訂本規定，若干可認沽金融工具以及只會於清盤時導致某實體產生責任而必須向另一方按比例提供其淨資產的若干金融工具，必須分類為權益。本集團將會由二零零九年一月一日起應用香港會計準則32及香港會計準則1修訂本，但預期不會對本公司的財務報表有任何影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

- HK(IFRIC) - Int 14, 'HKAS 19 – The limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction' (effective from 1 January 2008). HK(IFRIC) - Int 14 provides guidance on assessing the limit in HKAS 19 on the amount of the surplus that can be recognised as an asset. It also explains how the pension asset or liability may be affected by a statutory or contractual minimum funding requirement. The Group will apply HK(IFRIC) - Int 14 from 1 January 2008, but it is not expected to have any impact on the Group's financial statements.
- HKAS 32 and HKAS 1 Amendments 'Puttable Financial Instruments and Obligations Arising on Liquidation' (effective from 1 January 2009). The amendment requires some puttable financial instruments and some financial instruments that impose on the entity an obligation to deliver to another party a pro rata share of the net assets of the entity only on liquidation to be classified as equity. The Group will apply HKAS 32 and HKAS 1 Amendments from 1 January 2009, but it is not expected to have any impact on the Group's accounts.

2 主要會計政策 (續)

2.1 編製基準 (續)

- 香港會計準則27(經修訂)「綜合及獨立財務報表」(由二零零九年七月一日或之後開始的年度期間起生效)。此項修訂規定非控制性權益(即少數股東權益)必須在綜合財務狀況報表內的權益中呈列，並與母公司的擁有人權益分開列報。全面收入總額必須歸屬於母公司擁有人和非控制性權益，即使這導致非控制性權益出現虧損結餘。母公司在附屬公司不導致失去控制權的權益變動，在權益中記賬。當失去對附屬公司的控制權時，將該前附屬公司的資產、負債和相關權益部份剔除確認。任何虧損在收益表中確認。在該前附屬公司所保留的任何投資按控制權失去當日的公平值記賬。本集團將會由二零一零年一月一日起應用香港會計準則27(經修訂)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

- HKAS 27 (Revised) 'Consolidated and Separate Financial Statements' (effective from annual period beginning on or after 1 July 2009). The amendment requires non-controlling interests (i.e. minority interest) to be presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent. Total comprehensive income must be attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Changes in a parent's ownership interest in a subsidiary that do not result in the loss of control are accounted for within equity. When control of a subsidiary is lost, the assets and liabilities and related equity components of the former subsidiary are derecognised. Any gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at its fair value at the date when control is lost. The Group will apply HKAS 27 (Revised) from 1 January 2010.

2 主要會計政策 (續)

2.1 編製基準 (續)

- 香港財務報告準則3(經修訂)「企業合併」(適用於企業合併的收購日期是在二零零九年七月一日或以後開始的首個年度報告期間或以後)。此項修訂或會令更多交易採用收購會計法記賬，因為單純以合約方式合併和互助實體的合併已被納入此項準則的範圍內，而企業的定義已作出輕微修改。該準則現說明有關成份乃「能夠進行」而非「進行和管理」。該修訂規定了代價(包括或然代價)、每項可辨識的資產和負債必須按其收購日的公平值計量，惟租賃和保險合約、重新購入的權利、賠償保證資產以及須根據其他香港財務報告準則計量的若干資產和負債則除外。這些項目包括所得稅、僱員福利、以股份為基礎的付款以及持作出售的非流動資產和已終止經營業務。在某一被收購方的任何非控制性權益可按公平值，或按非控制性權益以比例應佔被收購方的可辨識淨資產計量。本集團將會由二零一零年一月一日起應用香港財務報告準則3(經修訂)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

- HKFRS 3 (Revised) 'Business Combination' (effective for business combinations with acquisition date on or after the beginning of the first annual reporting period beginning on or after 1 July 2009). The amendment may bring more transactions into acquisition accounting as combinations by contract alone and combinations of mutual entities are brought into the scope of the standard and the definition of a business has been amended slightly. It now states that the elements are 'capable of being conducted' rather than 'are conducted and managed'. It requires considerations (including contingent consideration), each identifiable asset and liability to be measured at its acquisition-date fair value, except leases and insurance contracts, reacquired right, indemnification assets as well as some assets and liabilities required to be measured in accordance with other HKFRSs. They are income taxes, employee benefits, share-based payment and non-current assets held for sale and discontinued operations. Any non-controlling interest in an acquiree is measured either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets. The Group will apply HKFRS 3 (Revised) from 1 January 2010.

2 主要會計政策 (續)

2.2 綜合財務報表

綜合財務報表包括本公司、其所有附屬公司及共同控制實體公司截至十二月三十一日止的財務報表。

(a) 附屬公司

附屬公司指本集團有權控制其財務及經營政策的所有實體(包括特殊目的實體)，一般附帶超過半數投票權的股權。在評定本集團是否控制另一實體公司時，目前可行使或可兌換的潛在投票權的存在及影響均予考慮。

除附註2.1(a)所述對共同控制下的實體合併採用合併會計法的情況外，會計收購法乃用作本集團收購附屬公司的入賬方法。附屬公司在控制權轉移至本集團之日全面綜合入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation

The consolidated financial statements include the financial statements of the Company, all of its subsidiaries and jointly controlled entities made up to 31 December.

(a) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Apart from the application of merger accounting on those common control business combinations as depicted in Note 2.1(a), the purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. Subsidiaries are fully consolidated from the date on which control is transferred to the Group.

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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2 主要會計政策 (續)

2.2 綜合財務報表 (續)

(a) 附屬公司 (續)

收購的成本根據於交易日期所給予資產、所發行的股本工具及所產生或承擔的負債的公允值計算，另加該收購直接應佔的成本。在企業合併中所收購可識別的資產以及所承擔的負債及或有負債，首先以彼等於收購日期的公允值計量，而不論任何少數股東權益的數額。收購成本超過本集團應佔所收購可識別資產淨值公允值的數額記錄為商譽(附註2.9(a))。若收購成本低於所購入附屬公司資產淨值的公允值，該差額直接在損益表確認。

附屬公司在控制權終止之日起停止綜合入賬。

集團內公司之間的交易、交易的結餘及未實現收益予以對銷。除非交易提供所轉讓資產減值之憑證，否則未實現虧損亦予以對銷。附屬公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

在本公司之資產負債表內，於附屬公司之權益按成本值扣除減值虧損準備列賬(附註2.10)。附屬公司之業績由本公司按已收及應收股息入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(a) Subsidiaries (continued)

The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill (Note 2.9(a)). If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement.

Subsidiaries are de-consolidated from the date that control ceases.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet, the investments in subsidiaries are stated at cost less provision for impairment losses (Note 2.10). The results of subsidiaries are accounted by the Company on the basis of dividend received and receivable.

2 主要會計政策 (續)

2.2 綜合財務報表 (續)

(b) 與少數股東的交易

本集團採納了一項政策，將其與少數股東進行之交易視為與本集團權益擁有着進行之交易。向少數股東進行購置，所支付的任何代價與相關應佔所收購附屬公司淨資產之賬面值的差額，自權益中扣除。向少數股東進行的出售，所得盈虧亦於權益中記賬。對於向少數股東進行的出售，所得款與相關應佔的少數股東權益的差額亦於權益中記賬。

(c) 聯營公司

聯營公司指本集團對其有重大影響力而無控制權的實體公司，通常附帶有20%至50%投票權的股權。於聯營公司之權益以權益法入賬，初始以成本確認。本集團於聯營公司之權益包括收購時已辨識的商譽(扣除任何累計減值虧損)(附註2.10)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(b) Transactions with minority interest

The Group applies a policy of treating transactions with minority interest as transactions with equity owners of the Group. For purchases from minority interest, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is deducted from equity. Gains or losses on disposals to minority interest are also recorded in equity. For disposals to minority interest, differences between any proceeds received and the relevant share of minority interest are also recorded in equity.

(c) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment losses) identified on acquisition (Note 2.10).

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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2 主要會計政策 (續)

2.2 綜合財務報表 (續)

(c) 聯營公司 (續)

於收購後，本集團應佔聯營公司的溢利或虧損於損益表內確認，而應佔收購後儲備的變動則於儲備賬內確認。投資賬面值會根據累計之收購後儲備變動而作出調整。如本集團應佔一家聯營公司之虧損等於或超過其在該聯營公司之權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團已代聯營公司承擔有關責任或作出付款。

本集團與其聯營公司之間交易的未實現收益按集團在聯營公司權益的數額對銷。除非交易提供所轉讓資產減值之憑證，否則未實現虧損亦予以對銷。聯營公司的會計政策已按需要作出改變，以確保與本集團採用的政策一致。

在聯營公司的攤薄盈虧於綜合損益表確認。

(d) 共同控制實體公司

共同控制實體是一種涉及設立公司、合夥企業或其他主體的合營，其中每一個合營者都擁有一份權益。除在合營者之間以合約約定確立對該主體經濟活動的共同控制以外，共同控制實體的經營方式與其他主體相同。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(c) Associates (continued)

The Group's share of its associates' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interests in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses in associates are recognised in the consolidated income statement.

(d) Jointly controlled entities

A jointly controlled entity is a joint venture that involves the establishment of a corporation, partnership or other entity in which each venturer has an interest. The entity operates in the same way as other entities, except that a contractual arrangement between the venturers establishes joint control over the economic activity of the entity.

2 主要會計政策 (續)

2.2 綜合財務報表 (續)

(d) 共同控制實體公司 (續)

本集團於共同控制實體公司的權益按比例合併法入賬。本集團將其應佔各共同控制實體公司的收入和費用、資產和負債以及現金流量，分別按本集團財務報表中相類似的項目以線對線基準合併。本集團對向共同控制實體公司出售資產中其他共同控制方應佔的盈虧部份確認入賬。本集團不確認本集團向共同控制實體公司購入資產而產生之應佔共同控制實體公司盈虧，除非其已將資產轉售予第三方。然而，若有關虧損證明流動資產的可變現淨值減少或出現減值虧損，交易虧損即時確認。

2.3 分部報告

業務分部指從事提供產品或服務的一組資產和業務，而產品或服務的風險和回報與其他業務分部的不同。地區分部指在某個特定經濟環境中從事提供產品或服務，其產品或服務的風險和回報與在其他經濟環境中營運的分部的不同。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Consolidation (continued)

(d) Jointly controlled entities (continued)

The Group's investments in jointly controlled entities are accounted for by proportionate consolidation. The Group combines its share of the jointly controlled entities' individual income and expenses, assets and liabilities and cash flows on a line-by-line basis with similar items in the Group's financial statements. The Group recognises the portion of gains or losses on the sale of assets by the Group to the jointly controlled entity that it is attributable to the other venturers. The Group does not recognise its share of profits or losses from the jointly controlled entity that results from the Group's purchase of assets from the jointly controlled entity until it resells the assets to an independent party. However, a loss on the transaction is recognised immediately if the loss provides evidence of a reduction in the net realisable value of current assets, or an impairment loss.

2.3 Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

2 主要會計政策 (續)

2.4 外幣換算

(a) 功能和列賬貨幣

本集團每個實體的財務報表所列項目均以該實體經營所在的主要經濟環境的貨幣計量(「功能貨幣」)(附註4.2(b))。因為本公司股份於香港聯合交易所有限公司上市，本綜合財務報表以港幣列報。

(b) 交易及結餘

外幣交易採用交易日的匯率換算為功能貨幣，除了在權益中遞延入賬的現金流對沖外，結算此等交易產生的匯兌盈虧及將外幣計值的貨幣性資產和負債以年終匯率換算產生的匯兌盈虧在損益表中確認。

(c) 集團公司

功能貨幣與列賬貨幣不同的所有集團實體(當中沒有惡性通脹貨幣)的業績和財務狀況如下方法換算為列賬貨幣：

- (i) 每份呈報的資產負債表的資產及負債項目按該資產負債表日的收市匯率換算；

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency") (Note 4.2(b)). The consolidated financial statements are presented in HK dollars as the Company has its primary listing on the Stock Exchange of Hong Kong Limited.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

2 主要會計政策 (續)

2.4 外幣換算 (續)

(c) 集團公司 (續)

- (ii) 每份損益表中收入和費用項目按照報告期的平均匯率折算(除非此匯率並不代表交易日期匯率的累計影響的合理約數，在此情況下，收支項目按照交易日期的匯率換算)；及
- (iii) 所有由此產生的匯兌差額，確認為權益的獨立組成項目列示。

2.5 物業、廠房及設備

樓宇主要包括辦公室及倉庫。樓宇根據外部獨立估值師定期進行的估值按公允值減其後的折舊列賬。在估值日的任何累計折舊與資產的賬面值總額對銷，而淨額則重列至資產的重估金額。所有其他物業、廠房及設備按歷史成本減折舊和減值虧損列賬。歷史成本包括收購該項目直接應佔的開支。

其後成本只有在與該項目有關的未來經濟利益有可能流入本集團，而該項目的成本能可靠計量時，才包括在資產的賬面值或確認為獨立資產(按適用)，已更換之部份之賬面值被終止確認。所有其他維修及保養在產生的財政期間內於損益表支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation (continued)

(c) Group companies (continued)

- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised as a separate component of equity.

2.5 Property, plant and equipment

Buildings comprise mainly offices and warehouses. Buildings are stated at fair value, based on periodic valuations by external independent valuers, less subsequent depreciation. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. All other property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

2 主要會計政策 (續)

2.5 物業、廠房及設備 (續)

重估樓宇產生的賬面值增加撥入股東權益的其他儲備內。對銷同一資產以往賬面值增加的減少直接在權益的公允值儲備中對銷，所有其他減少在損益表支銷。每年根據資產重估賬面值計算的折舊與根據資產原始成本計算的折舊兩者的差額，自公允值儲備中轉撥入保留盈餘。

收費公路之折舊乃參照香港會計師公會頒布的香港會計詮釋1，「基建設施的適當政策」，按單位使用量基準計算撇銷其成本值。因此，折舊乃按照在特定期間內之實際交通流量佔本集團獲授權經營該等道路之期限內之預計總交通流量比例計算。本集團將定期委託專業機構進行獨立之專業交通研究，並就有關交通流量之重大轉變作出適當的調整。

其他物業、廠房及設備的折舊採用以下的估計可使用年期將成本或重估值按直線法分攤至剩餘價值計算：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Property, plant and equipment (continued)

Increases in the carrying amount arising on revaluation of buildings are credited to other reserves in shareholders' equity. Decreases that offset previous increases of the same asset are charged against fair value reserves directly in equity; all other decreases are charged to the income statement. Each year the difference between depreciation based on the revalued carrying amount of the asset charged to the income statement and depreciation based on the asset's original cost is transferred from fair value reserves to retained earnings.

Depreciation of toll roads is calculated to write off their costs on an units-of-usage basis according to the HK Int-1, 'The Appropriate Policies for Infrastructure Facilities', issued by the HKICPA. Depreciation is provided based on the proportion of actual traffic volume for a particular period over the total projected traffic volume throughout the periods within which the Group is granted the rights to operate those roads. It is the Group's policy to review regularly the total projected traffic volume throughout the operating periods of the respective toll roads. Where appropriate, independent professional traffic studies will be performed. Appropriate adjustments will be made should there be a material change of traffic volume.

Depreciation of other property, plant and equipment is calculated using the straight-line method to allocate cost or revalued amounts to their residual values over their estimated useful lives, as follows:

2 主要會計政策 (續)

2.5 物業、廠房及設備 (續)

- 樓宇 15至50年或按剩餘租約年期 (以較短者為準)
- 租賃物業裝修 4年或按剩餘租約年期 (以較短者為準)
- 車輛 5至8年
- 傢具、裝置及設備 3至8年

資產的剩餘價值及可使用年期在每個結算日進行檢討，及在適當時調整。

若資產的賬面值高於其估計可收回價值，其賬面值即時撇減至可收回金額(附註2.10)。

處置收益或虧損按處置所得款與有關賬面值的差額計入損益表中其他收益—淨額。當出售重估資產時，有關金額從公允值儲備轉至保留盈餘。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Property, plant and equipment (continued)

- Buildings 15-50 years or over the term of the unexpired leases, whichever is shorter
- Leasehold improvements 4 years or over the term of the unexpired leases, whichever is shorter
- Motor vehicles 5-8 years
- Furniture, fixtures and equipment 3-8 years

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.10).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within other gains - net, in the income statement. When revalued assets are sold, the amounts included in fair value reserves are transferred to retained earnings.

2 主要會計政策 (續)

2.6 在建工程

在建工程乃指興建物業、廠房及設備所引致之直接成本並加上完工日前之資本化利息減去任何減值虧損。在建工程不予折舊，直至有關資產完成及可供使用為止。在建工程於完成並準備投入使用時重新分類為適當類別的物業、廠房及設備。

2.7 投資物業

投資物業，主要為辦公室物業，持有為獲得長期租金收益且並非由本集團佔用。投資物業按公允值列賬，公允值指由外部估值師每年釐定的公開市值。公允值根據活躍市場價格計算，如有需要就個別資產的性質、地點或狀況的任何差異作出調整。如沒有此項資料，本集團利用其他估值方法，例如較不活躍市場的近期交易價格或貼現現金流量預測法。此等估值每年由估值師檢討。公允值變動在收益表內記錄為其他收益。

投資物業初步按其成本計量，包括相關的交易成本。

2.8 租賃土地及土地使用權

對租賃土地及土地使用權的預付租賃款在租賃期限內按照直線法在損益表中支銷。若有減值，減值在損益表中支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Construction in progress

Construction in progress represents the direct costs of construction incurred plus interest capitalised up to the date of completion of the construction of property, plant and equipment less any impairment losses. No provision for depreciation is made on construction in progress until the relevant assets are completed and put into use. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.7 Investment properties

Investment property, principally comprising office buildings, is held for long-term rental yields and is not occupied by the Group. Investment property is carried at fair value, representing open market value determined annually by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. These valuations are reviewed annually by valuers. Changes in fair values are recorded in the income statement as part of other income.

Investment property is measured initially at its cost, including related transaction costs.

2.8 Leasehold land and land use rights

Leasehold land and land use rights are up-front payments to acquire long-term interests in the usage of land. They are stated at cost and charged to the income statement over the remaining period of the lease on a straight-line basis, net of any impairment losses.

2 主要會計政策 (續)

2.9 無形資產

(a) 商譽

商譽指收購成本超過於收購日期本集團應佔所收購附屬公司／聯營公司／共同控制實體公司的可識別淨資產公允值的數額。收購附屬公司／共同控制實體公司的商譽包括在無形資產內。收購聯營公司的商譽包括在聯營公司投資內，並就減值進行測試，作為整體結餘的一部份。分開確認的商譽就減值進行測試，並按成本減累計減值虧損列賬。商譽的減值虧損不會撥回。出售某個實體的盈虧包括與被出售實體有關的商譽的賬面值。

就減值測試而言，商譽會分配至現金產生單位。該分配就將會受益於產生商譽之企業合併的現金產生單位或現金產生組合而作出。

(b) 收費公路經營權

收費公路經營權以取得時實際發生之成本列賬，並以直線法於剩餘經營權期內進行攤銷。

(c) 服務合約

服務合約以取得時實際發生之成本列賬，並以直線法按剩餘經濟有效期進行攤銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Intangible assets

(a) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate/jointly controlled entity at the date of acquisition. Goodwill on acquisitions of subsidiaries/jointly controlled entities is included in intangible assets. Goodwill on acquisitions of associates is included in investments in associates and is tested for impairment as part of the overall balance. Separately recognised goodwill is tested for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

(b) Toll road operating right

Toll road operating right is capitalised based on the costs incurred to acquire the right and is amortised using the straight-line method over the remaining operating period.

(c) Service contracts

Service contracts are capitalised based on the costs incurred to acquire the contracts and are amortised using the straight-line method over the remaining economic useful lives of the contracts.

2 主要會計政策 (續)

2.10 附屬公司、聯營公司及非財務資產減值

沒有確定使用年期及尚未可使用之資產無需攤銷，但需每年進行減值測試。資產在當有事件出現或情況改變顯示賬面值可能無法收回時就減值進行檢討。減值虧損按資產之賬面值超出其可收回金額之差額於損益表內確認。可收回金額以資產之公允值扣除銷售成本及使用價值兩者之較高者為準。於評估減值時，資產將按可辨識現金流量(現金產生單位)的最低層次組合。除商譽外，已蒙受減值的非財務資產在每個報告日期均就減值是否可以撥回進行檢討。

2.11 財務資產

本集團將其財務資產分類如下：按公允值透過損益記賬之財務資產、貸款及應收款、持有到期之財務資產及可供出售之財務資產。分類方式視乎購入財務資產目的而定。管理層在初始確認時確定其財務資產的分類。

(a) 按公允值透過損益記賬之財務資產

按公允值透過損益記賬之財務資產指持有作買賣用途的財務資產。財務資產若在購入時主要用作在短期內出售，則分類為此類別。衍生工具除非被指定為對沖，否則亦分類為持作買賣用途。在此類別的資產分類為流動資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Impairment of investments in subsidiaries, associates and non-financial assets

Assets that have an indefinite useful life or have not yet available for use are not subject to amortisation and are tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.11 Financial assets

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity and available-for-sale. The classification depends on the purposes for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedge. Assets in this category are classified as current assets.

2 主要會計政策 (續)

2.11 財務資產 (續)

(b) 貸款及應收款

貸款及應收款為有固定或可釐定付款且沒有在公開市場上報價的非衍生財務資產。此等款項包括在流動資產內，但到期日由結算日起計超過十二個月者，則分類為非流動資產。貸款及應收款列示於資產負債表中「業務及其他應收款」內(附註2.13)。

(c) 持有到期的財務資產

持有到期的財務資產為有固定或可釐定付款以及固定到期日的非衍生財務資產，而本集團管理層有明確意向及能力持有至到期日。如本集團出售持有到期的財務資產非微不足道的數額，整個類別將被重新分類為可供出售。除了到期日由結算日起計不足12個月的持有到期的財務資產分類為流動資產外，此等資產列入非流動資產內。

(d) 可供出售之財務資產

可供出售之財務資產為非衍生工具，被指定為此類別或並無分類為任何其他類別。除非管理層有意在結算日後十二個月內出售該項投資，否則此等資產列在非流動資產內。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Financial assets (continued)

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Loans and receivables are classified as 'trade and other receivables' in the balance sheet (Note 2.13).

(c) Held-to-maturity financial assets

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. If the Group were to sell other than an insignificant amount of held-to-maturity financial assets, the whole category would be tainted and reclassified as available for sale. Held-to-maturity financial assets are included in non-current assets, except for those with maturities less than 12 months from the balance sheet date which are classified as current assets.

(d) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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2 主要會計政策 (續)

2.11 財務資產 (續)

(d) 可供出售之財務資產 (續)

定期購入及出售的財務資產在交易日確認－交易日指本集團承諾購入或出售該資產之日。對於並非按公允值透過損益表記賬的所有財務資產，其投資初始按公允值加交易成本確認。按公允值透過損益記賬之財務資產，初步按公允值確認，而交易成本則在損益表支銷。當從投資收取現金流量的權利經已到期或經已轉讓，而本集團已將擁有權的所有風險和回報實際轉讓時，投資即終止確認。可供出售之財務資產（除市場並不活躍及公允值不能可靠計量的非上市權益投資外）及按公允值透過損益記賬之財務資產其後按公允值列賬。貸款及應收款以及持有到期之財務資產利用實際利息法按攤銷成本列賬。

來自「按公允值透過損益記賬之財務資產」類別的公允值變動所產生的盈虧，列入產生期間收益表內的「其他收益－淨額」中。來自按公允值透過損益記賬之財務資產的股息，當本集團收取有關款項的權利確定時，在損益表內確認為部份其他收益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Financial assets (continued)

(d) Available-for-sale financial assets (continued)

Regular purchases and sales of financial assets are recognised on the trade-date - the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets (apart from those unlisted equity investments without active market and for which the fair value cannot be reliably measured) and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the income statement within 'other gains - net', in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Group's right to receive payments is established.

2 主要會計政策 (續)

2.11 財務資產 (續)

(d) 可供出售之財務資產 (續)

分類為可供出售之財務資產的公允值變動在權益中確認，當被分類為可供出售之證券售出或減值時，在權益中確認的累計公允值調整列入損益表內作為投資證券的盈虧。

可供出售權益工具的股息，當本集團收取有關款項的權利確定時，在損益表內確認為部份「其他收益－淨額」。

有報價投資的公允值根據當時的買盤價計算。就非上市權益投資而言，若市場並不活躍及其公允值於考慮重估技術後不能可靠地計量，本集團以成本扣除減值準備列賬。

本集團在每個結算日評估是否有客觀證據證明某項財務資產或某組財務資產經已減值。對於分類為可供出售的證券，證券公允值若大幅或長期跌至低於其成本值，會被視為證券已經顯示減值。若可供出售財務資產存在此等證據，累計虧損－按收購成本與當時公允值的差額，減該財務資產之前在損益表確認的任何減值虧損計算－自權益中剔除並在損益表記賬。在損益表確認的權益工具減值虧損不會透過損益表撥回。業務應收款的減值測試在附註2.13中說明。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Financial assets (continued)

(d) Available-for-sale financial assets (continued)

Changes in the fair value of financial assets classified as available-for-sale are recognised in equity. When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as 'gains and losses from investment securities'.

Dividends on available-for-sale equity instruments are recognised in the income statement as part of "other gains-net" when the Group's right to receive payments is established.

The fair values of quoted investments are based on current bid prices. For unlisted equity investments, if there is no active market, the Group states these investments at cost less impairment provision when their fair value cannot be reliably measured after adopting valuation techniques.

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered as an indicator that the security is impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss - is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement. Impairment testing of trade receivables is described in Note 2.13.

2 主要會計政策 (續)

2.12 衍生財務工具及對沖活動

衍生工具初始按於衍生工具合約訂立日之公允值確認，其後按公允值重新計量。確認所產生之收益或虧損的方法取決於該衍生工具是否指定作對沖工具，如指定為對沖工具，則取決於其所對沖項目之性質。本集團衍生工具作為對沖一項已確認負債有關的特定風險或一項非常可能的預測交易，即現金流量對沖。

本集團於訂立交易時就對沖工具與被對沖項目之關係，以至其風險管理目標及執行多項對沖交易之策略作檔案記錄。本集團亦於訂立對沖交易時和按持續基準，記錄其對於該等用於對沖交易之衍生工具，是否高度有效地抵銷被對沖項目的公允值或現金流量變動的評估。

作對沖用途的衍生工具的公允值在附註17中披露。對沖儲備變動載於股東權益(附註24)。當被對沖項目的剩餘期限超過十二個月時，對沖衍生工具的全數公允值會被分類為非流動資產或負債。買賣性質的衍生工具則分類為流動資產或負債。

被指定並符合資格作為現金流量對沖之衍生工具之公允值變動的有效部份於權益中確認。與無效部份有關的盈虧即時在損益表中的「其他收益-淨額」內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.12 Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as hedges of a particular risk associated with a recognised liability or a highly probable forecast transactions (cash flow hedges).

The Group documents, at the inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of derivative instruments used for hedging purposes are disclosed in Note 17. Movements on the hedging reserve in shareholders' equity are depicted in Note 24. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedge item is more than 12 months. Trading derivatives are classified as a current asset or liability.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within 'other gains – net'.

2 主要會計政策 (續)

2.12 衍生財務工具及對沖活動 (續)

在權益累計的金額當被對沖項目影響盈利或虧損時(例如：當被對沖的預測銷售發生時)於損益表中確認。與利率掉期對沖浮息貸款的有效部份有關的盈虧在損益表中的「財務成本」內確認。然而，當被對沖的預測交易導致一項非財務資產(例如：物業、廠房及設備)的確認，之前在權益中遞延入賬的收益和虧損自權益中撥出，並列入該資產成本的初步計量中。遞延金額最終在已售貨品折舊(如屬物業、廠房及設備)中確認。

當一項對沖工具到期或售出後，或當對沖不再符合對沖會計法的條件時，其時在權益中存有的任何累計盈虧仍保留在權益內，並於預測交易最終在損益表內確認時確認入賬。當一項預測交易預期不會再出現時，在權益中申報的累計盈虧即時轉撥入損益表中的「其他收益－淨額」內。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.12 Derivative financial instruments and hedging activities (continued)

Amounts accumulated in equity are recycled in the income statement in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the income statement within 'finance costs'. The gain or loss relating to the effective portion of forward foreign exchange contracts hedging export sales is recognised in the income statement within sales. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example: property, plant and equipment), the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in depreciation in case of property, plant and equipment.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement within 'other gains – net'.

2 主要會計政策 (續)

2.13 業務及其他應收款

業務及其他應收款初始以公允值確認，其後利用實際利息法按攤銷成本扣除減值撥備計量。當有客觀證據證明本集團將無法按應收款的原有條款收回所有款項時，即就業務及其他應收款設定減值撥備。債務人之重大財務困難、債務人可能破產或進行財務重組，以及拖欠或逾期付款，均被視為是業務應收款已減值的跡象。撥備金額為資產之賬面值與按原實際利率折現之估計未來現金流量之現值之差額。資產的賬面值透過使用備付賬戶削減，而有關的虧損數額則在損益表內的「管理費用」中確認。如一項業務應收款無法收回，其會與業務應收款內的備付賬戶撇銷。之前已撇銷的款項如其後收回，將撥回損益表中的「其他收益－淨額」內。

2.14 持作待售的非流動資產

若非流動資產(或被出售組合)的賬面值主要透過出售交易而非持續使用而收回，則分類為持作待售資產，並按賬面值與公允值減銷售成本兩者的較低者列賬，惟持作待售的財務資產的計量按附註2.11之會計政策核算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within 'administrative expenses'. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are recognised in 'other gains – net' in the income statement.

2.14 Non-current assets held for sale

Non-current assets (or disposal groups) are classified as assets held for sale and stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through a continuing use. However, the measurement of financial assets held for sale follows their accounting policies depicted in Note 2.11.

2 主要會計政策 (續)

2.15 現金及現金等價物

現金及現金等價物包括手頭現金、銀行通知存款、原到期日為三個月或以下的其他短期高流動性投資。

2.16 股本

普通股被列為權益。

直接歸屬於發行新股或認股權的新增成本在權益中列為所得款的減少(扣除稅項)。

2.17 業務應付款

業務應付款初步以公允值確認，其後利用實際利息法按攤銷成本計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.15 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

2.16 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.17 Trade payables

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

2 主要會計政策 (續)

2.18 貸款及可轉換票據／債券

貸款初始按公允值並扣除產生的交易成本確認。貸款其後按攤銷成本列賬；所得款(扣除交易成本)與贖回價值的任何差額利用實際利息法於貸款期間內在損益表確認。

於初始確認時，可換股票據／債券(附有結算選擇權的除外)負債部份的公允值利用等價的非可換股票據／債券的市場利率釐定。此金額按攤銷成本基準記錄為負債，直至票據／債券因被兌換或到期而消除為止。所得款的餘額分攤至換股權。這在股東權益中確認列賬，並扣除所得稅影響。

附有結算選擇權的可換股債券分類為財務負債而非權益，可換股債券嵌入式衍生工具作為可換股債券衍生負債以公允值計量，其公允值之變動在損益表中確認。可換股債券的負債部份為所得款扣除該衍生負債初始公允值後的餘額，其後按攤銷成本計量。

除非本集團有無條件權利將負債的結算遞延至結算日後最少十二個月，否則貸款分類為流動負債。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.18 Borrowings and convertible note/bonds

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

At the initial recognition, the fair value of the liability portion of a convertible note/bonds (apart from those with settlement options) is determined using a market interest rate for an equivalent non-convertible note/bonds. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the note/bonds. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholders' equity, net of income tax.

Convertible bonds with settlement options are classified as financial liabilities instead of equity. Embedded derivatives of the convertible bonds are carried at fair value as derivative liabilities and the changes in the fair value are recognised in the income statement. The liability portion of convertible bonds is the balance after deducting the initial fair value of the derivative liabilities of convertible bonds from the proceeds, which is subsequently carried at amortised cost.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2 主要會計政策 (續)

2.19 借貸成本

因為興建任何合資格資產而產生的借貸成本，在完成和籌備資產作其預定用途所需的期間內資本化。其他借貸成本作費用支銷。

2.20 當期及遞延所得稅

當期所得稅支出根據本公司、其附屬公司、共同控制實體及聯營公司營運及產生應課稅收入的國家於結算日已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

遞延所得稅利用負債法就資產和負債的稅基與資產和負債在綜合財務報表的賬面值之差產生的暫時差異全數撥備。然而，若遞延所得稅來自在交易(不包括企業合併)中對資產或負債的初步確認，而在交易時不影響會計損益或應課稅盈虧，則不作記賬。遞延所得稅採用在結算日前已頒佈或實質頒佈，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率(及法例)而釐定。

遞延所得稅資產是就可能有未來應課稅盈利而就此可使用暫時差異而確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period that is required to complete and prepare the asset for its intended use. Other borrowing costs are expensed when incurred.

2.20 Current and deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the balance sheet date in the countries where the Company, and its subsidiaries, jointly controlled entities and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

2 主要會計政策 (續)

2.20 當期及遞延所得稅 (續)

遞延所得稅就附屬公司、聯營公司及共同控制實體公司投資產生之暫時差異而撥備，但假若本集團可以控制暫時差異之撥回時間，而暫時差異在可預見將來有可能不會撥回則除外。

2.21 僱員福利

(a) 退休金責任

本集團根據香港強制性公積金計劃條例為有資格參加之全體香港僱員設立定額供款強制性公積金退休福利計劃。此外，本集團向中國當地政府設立的界定供款退休計劃供款。除此之外，本集團亦無法定或推定責任支付進一步供款。

定額及界定供款計劃是一項本集團向一個獨立實體支付固定供款的退休計劃。本集團與員工之供款按員工基本薪金之某個百分比計算。於損益表中列支之退休金指本集團於年度內應向該計劃應／已支付之供款額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Current and deferred income tax (continued)

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the timing of the reversal of the temporary difference is within the control of the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2.21 Employee benefits

(a) Pension obligations

The Group operates a defined contribution retirement benefits scheme, Mandatory Provident Fund (the "MPF Scheme"), under the Mandatory Provident Fund Ordinance in Hong Kong for all Hong Kong employees who are eligible to participate in the MPF Scheme. Besides, the Group participates in defined contribution retirement schemes organised by the local government authorities in PRC. Apart from these, the Group has no legal or constructive obligations for further payments.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate scheme. Contributions payable or paid by the Group and employees are calculated as a percentage of employees' basic salaries. The amounts of employee benefit expenses charged to the income statement represent the contribution payable or paid by the Group to the scheme during the Year.

2 主要會計政策 (續)

2.21 僱員福利 (續)

(b) 以股份為基礎的補償

本集團設有一項以權益償付、以股份為基礎的補償計劃。僱員為獲取授予認股權而提供的服務的公允值確認為費用。在歸屬期間內將予支銷的總金額參考授予的認股權的公允值釐定，不包括任何非市場既定條件(例如盈利能力和銷售增長目標)的影響。非市場既定條件包括在有關預期可予以行使的認股權數目的假設中。在每個結算日，本集團修訂其對預期可予以行使認股權數目的估計。本集團在損益表確認對原估算修訂(如有)的影響，並按餘下歸屬期對權益作出相應調整。

在認股權行使時，收取的所得款扣除任何直接應佔的交易成本後，撥入股本(面值)和股本溢價。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Employee benefits (continued)

(b) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the Group revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the income statement with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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2 主要會計政策 (續)

2.21 僱員福利 (續)

(c) 盈利分享及獎金計劃

當本集團因為僱員已提供之服務而產生現有法律或推定性責任，而責任金額能可靠估計時，則將利潤分享和獎金計劃之預計成本確認為負債入賬。

利潤分享和獎金計劃之負債預期須在十二個月內償付，並根據在償付時預期會支付之金額計算。本年度已付及應付金額於僱員福利費中確認。

2.22 收益確認

收益包括本集團在正常經營活動下應收或已收到服務的對價的公允值，並扣除回扣和折扣，以及對銷集團內部銷售。

當收益的數額能夠可靠計量、未來經濟利益有可能流入有關實體，而本集團每項活動均符合具體條件時(如下文所述)，本集團便會將收益確認。除非與銷售有關的所有或有事項均已解決，否則收益的數額不被視為能夠可靠計量。本集團會根據其往績並考慮客戶類別、交易種類和每項安排的特點作出估計。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Employee benefits (continued)

(c) Profit sharing and bonus plans

The expected cost of profit sharing and bonus payments are recognised as liabilities when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for profit sharing and bonus plans are expected to be settled within the next 12 months and are measured at the amounts expected to be paid when they are settled. The amounts paid and payable during the Year are recognised as employee benefit expense.

2.22 Revenue recognition

Revenue comprises the fair value of consideration received or receivable for the sales of services in the ordinary course of the Group's activities. Revenue is shown, net of rebates and discounts and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

2 主要會計政策 (續)

2.22 收益確認 (續)

(a) 服務銷售

服務銷售在有關服務提供時確認。

(b) 路費收入

經營收費公路之路費收入於收取時予以確認。

(c) 利息收入

利息收入採用實際利息法按時間比例基準確認。倘應收賬款出現減值，本集團會將賬面值減至可收回款額，即估計的未來現金流量按該工具之原實際利率貼現值，並繼續將貼現計算並確認為利息收入。已減值貸款之利息收入採用原實際利率確認。

(d) 股息收入

股息收入在收取款項的權利確定時確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Revenue recognition (continued)

(a) Sales of services

Sales of services are recognised in the accounting period when services are rendered.

(b) Toll revenue

Toll revenue from operation of toll roads is recognised on a receipt basis.

(c) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flows discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective rate.

(d) Dividend income

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

2 主要會計政策 (續)

2.23 營運租賃

(a) 當本集團公司為承租人

如租賃擁有權的重大部份風險和回報由出租人保留，分類為營運租賃。根據營運租賃支付的款項(扣除自出租人收取之任何獎勵金後)於租賃期內以直線法在損益表支銷。

(b) 當本集團公司為出租人

當資產根據營運租賃出租，資產根據其性質包括在資產負債表內。

租賃收入利用直線法，在租賃期內確認。

2.24 遞延收入—政府補貼

當能夠合理地保證政府補貼將可收取，而本集團將會符合所有附帶條件時，將政府提供的補助按其公允值確認入賬。

與成本有關之政府補貼遞延入賬，並按擬補償之成本配合所需期間在損益表中確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Operating lease

(a) When a group company is the lessee

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

(b) When a group company is the lessor

When assets are leased out under an operating lease, the asset is included in the balance sheet based on the nature of the asset.

Lease income from operating lease is recognised over the term of the lease on a straight-line basis.

2.24 Deferred income – government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs that they are intended to compensate.

2 主要會計政策 (續)

2.24 遞延收入—政府補貼 (續)

與購買物業、廠房及設備有關之政府補貼列入非流動負債作為遞延政府補貼，並按有關資產之預計年期以直線法在損益表確認。

2.25 股息分派

向本公司股東分派的股息在獲得本公司股東批准後，於本集團的財務報表內列為負債。

3 財務風險管理

3.1 財務風險因素

本集團的經營活動面對各種財務風險：市場風險（包括貨幣風險、現金流量利率風險、公允值利率風險及價格風險）、信貸風險和流動性風險。本集團的整體風險管理計劃專注於財務市場的難預測性，並尋求儘量減低對本集團財務表現的潛在不利影響。本集團利用衍生財務工具對沖若干承受的風險。

風險管理按照董事會批准的政策執行。透過與本集團營運單位的緊密合作，確定、評估和對沖財務風險。董事會為整體風險管理訂定指引，亦為若干特定範疇提供政策，例如貨幣風險、利率風險、信貸風險、使用衍生和非衍生金融工具，以及投資剩餘的流動資金。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Deferred income – government grants (continued)

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the income statement on a straight-line basis over the expected lives of the related assets.

2.25 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, cash flow interest rate risk, fair value interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposure.

Risk management is carried out under the policies approved by the Board of Directors. The Group identifies, evaluates and hedges financial risks in close co-operation with its operating units. The Board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 貨幣風險

本集團主要於中國地區經營業務，其絕大部份交易以人民幣結算。於二零零七年十二月三十一日，本集團之部份現金及銀行存款計港幣305,808,000元(二零零六年：港幣16,679,000元)及銀行貸款計港幣253,293,000元(二零零六年：港幣519,380,000元)以港幣計價；以及部分現金及銀行存款計港幣86,301,000元(二零零六年：港幣6,354,000元)、銀行貸款計港幣7,332,000元(二零零六年：港幣9,524,000元)及貨幣市場基金計港幣389,648,000元(二零零六年：港幣398,363,000元)以美元計價。除此以外，本集團不會面臨重大的外匯風險。然而，對人民幣轉換為外幣受中國政府頒佈的外匯管制條例監管。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Currency risk

The Group mainly operates in the PRC with most of the transactions settled in Renminbi ("RMB"). As at 31 December 2007, cash and bank balances of HKD305,808,000 (2006: HKD16,679,000) and bank borrowings of HKD253,293,000 (2006: HKD519,380,000) were denominated in Hong Kong dollars ("HKD"); and cash and bank balances of HKD86,301,000 (2006: HKD6,354,000), bank borrowings of HKD7,332,000 (2006: HKD9,524,000) and money market fund of HKD389,648,000 (2006: HKD398,363,000) which were denominated in United States dollars ("USD"), respectively. Apart from these, the Group did not have significant exposure to foreign exchange risk. Nevertheless, the conversion of RMB into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 貨幣風險 (續)

於二零零七年十二月三十一日，假若人民幣兌港幣或美元貶值／升值5%，而所有其他因素維持不變，則對除稅後利潤的影響如下：

		對除稅後利潤的影響—增加／(減少) Change of profit after income tax – increase/(decrease)			
		本集團 Group		本公司 Company	
		2007	2006	2007	2006
人民幣兌港幣	RMB: HKD				
— 貶值5%	- Weakened by 5%	2,060	(21,523)	11,869	(7,516)
— 升值5%	- Strengthened by 5%	(2,060)	21,523	(11,869)	7,516
人民幣兌美元	RMB: USD				
— 貶值5%	- Weakened by 5%	18,383	16,920	15,419	17,207
— 升值5%	- Strengthened by 5%	(18,383)	(16,920)	(15,419)	(17,207)

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Currency risk (continued)

As at 31 December 2007, should RMB be weakened/strengthened by 5% against HKD or USD, with all other factors remain unchanged, the profit after taxation would be affected as follows:

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 現金流量及公允值之利率風險

除現金及現金等價物以外，本集團並無重大計息資產，故本集團的收入基本上不受市場利率的波動所影響，而市場利率的波動對營運現金流量的影響亦並不重大。

本集團及本公司的利率風險主要來自長期貸款及與附屬公司往來款。按浮動利率發行的貸款令本集團承受現金流量利率風險。按固定利率發行帶息的與附屬公司往來款令本公司承受公允值利率風險。於二零零七年及二零零六年，本集團按浮動利率計算的貸款主要以港元、人民幣及美元為單位。根據銀行貸款的條款，於中國內地的銀行貸款，當中國人民銀行頒佈的借貸利率有所變動，利率將會按條款有所調整。

本集團利用浮息轉換為定息利率掉期來應對一筆長期貸款的現金流量利率風險(附註17)。此利率掉期具有將貸款從浮動利率轉為固定利率的經濟效力。根據利率掉期，本集團與其他公司協議，在特定的期間交換固定的合約利率和浮動利率利息之間的差額，此差額參考協議的設定金額計算。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Cash flow and fair value interest rate risk

Apart from cash and cash equivalents, the Group has no significant interest-bearing assets. The Group's income and operating cash flows are substantially independent of changes in market interest rates. Fluctuation of market rates does not have significant impact to the operating cash flows.

The Group's and Company's interest-rate risk arises from long-term borrowings and balances with subsidiaries. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The balances with subsidiaries issued at fixed rates expose the Company to fair value interest rate risk. During 2007 and 2006, the Group's borrowings at variable rates were mainly denominated in HKD, RMB and USD. For bank borrowings in the PRC, the interest rate would be adjusted accordingly should the lending rate promulgated by the People's Bank of China be changed.

The Group manages its cash flow interest rate risk of a long term loan by using floating-to-fixed interest rate swaps (Note 17). Such interest rate swaps have the economic effect of converting borrowings from floating rates to fixed rates. Under the interest rate swaps, the Group agrees with other parties to exchange, at specified intervals, the difference between fixed contract rates and floating-rate interest amounts calculated by reference to the agreed notional amounts.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 現金流量及公允值之利率風險 (續)

於二零零七年十二月三十一日，本集團之平均貸款(附有利率掉期者除外)約為港幣13.5億元(二零零六年：港幣14.5億元)按浮動利率發行。於二零零七年十二月三十一日，若貸款利率增加或減少50基點，而所有其他因素維持不變，財務成本會相應增加或減少約港幣6,750,000元(二零零六年：港幣7,250,000元)。

本集團於年初持有的可換股票據及可換股債券(附註26(a)及26(b)(i))已於本年度悉數轉換為本公司之普通股。於二零零七年十二月三十一日持有之可換股債券(附註26(b)(ii))乃於二零零七年十二月二十九日發行。因此，於二零零七年十二月三十一日，本集團並無因可換股票據及可換股債券而導致的重大公允值利率風險。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Cash flow and fair value interest rate risk (continued)

As at 31 December 2007, the average balance of bank borrowings of the Group, which were issued at floating rates and not covered by the interest rate swaps, amounted to approximately HKD1.35 billion (2006: HKD1.45 billion). As at 31 December 2007, should the interest rate be increased/decreased by 50 basis points, the financial cost of the Group would be increased/decreased by approximately HKD6,750,000 (2006: HKD7,250,000).

The convertible note and bonds (Note 26(a) and 26(b)(i) held by the Group at the beginning of the year had been fully converted into the Company's ordinary shares during the Year. The convertible bond as at 31 December 2007 were issued on 29 December 2007 (Note 26(b)(ii)). Accordingly, as at 31 December 2007, there was no significant fair value interest rate risk arising from convertible note and convertible bonds to the Group.

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 價格風險

本集團不承受商品價格風險。本集團持有的按公允值透過損益記賬之財務資產承受股權的價格風險。本集團持有之按公允值透過損益記賬之財務資產為於深圳證券交易所(「深交所」)上市之中國南玻集團股份有限公司(「南玻集團」)的可流通股股票(附註19)，並以年末市價作為其公允值核算。假若南玻集團於二零零七年底的股票價格上升/下跌5%，而所有其他因素維持不變，此等股權工具對本集團將有以下財務影響：

股價	Share price
— 上升5%	- Increased by 5%
— 下降5%	- Decreased by 5%

另請見附註4.1(a)有關以公允值計量的重大可供出售之財務資產的價格風險及敏感性分析。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Price risk

The Group is not exposed as included assets commodity price risk. The Group is exposed to equity securities price risk for the financial assets at fair value through profit or loss. The Group holds shares of CSG Holding Co., Ltd., ("CSG"), a company listed in the Shenzhen Stock Exchange, which are classified as financial assets at fair value through profit or loss (Note 19). The Group determined their fair value with reference to the share price of CSG as at year-end. Should the share price of CSG be increased/decreased by 5% as at year-end, with all other factors remain unchanged, the following financial impact would be resulted from these equity investments:

對除稅後利潤的影響 — 增加/(減少)	
Change of profit after income tax – increase/(decrease)	
2007	2006
	不適用
25,118	N/A
(25,118)	N/A

Please refer to Note 4.1(a) for analysis of price risk and sensitivity for significant available-for-sale financial assets carried at fair value.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(d) 信貸風險

信貸風險是按照組合方式管理。信貸風險主要來自現金及現金等價物及未償付的應收及其他應收款項。本集團僅接納獲獨立評級機構給予優良評級的銀行和財務機構。個別風險限額會根據董事會所設定的限額依據內部或外部的評級制訂。信貸限額的使用會定期作出檢討。

下表顯示於二零零七年及二零零六年十二月三十一日的銀行存款及現金等價物按交易對手的分類：

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(d) Credit risk

Credit risk is managed on a group basis. Credit risk arises from cash and cash equivalents, and exposures to the customers and other receivables. Transactions are limited to high credit quality banks and financial institutions. Individual credit limits granted to customers would be set with reference to internal or external ratings as determined by the directors. The credit limits are reviewed periodically.

The table below shows the balance of bank balances and cash equivalents by counterparties as at 31 December 2007 and 2006:

		本集團 Group		本公司 Company	
		2007	2006 (經重列) (Restated)	2007	2006
中國國有銀行	State-owned banks in PRC	90,057	110,467	—	—
其他金融機構	Other financial institutions	2,289,334	846,170	695,618	406,976
		2,379,391	956,637	695,618	406,976

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(d) 信貸風險 (續)

由於中國國有銀行其他金融機構均為上市或大中型的商業及投資銀行，管理層預期銀行存款不存在重大的信貸風險。

在報告期內，並無信貸超出所定限額，管理層亦不預期因此等對方任何不履約的行為而產生虧損。

本集團並無重大集中的信貸風險。現金及現金等價物以及應收及其他應收款的賬面值主要代表了本集團與金融資產相關的信貸風險。

(e) 流動性風險

審慎的流動資金風險管理指維持充足的現金及有價證券，透過已承諾信貸融資的足夠額度備有資金。由於基本業務的多變性質，本集團致力透過已承諾的可用信貸額度維持資金的靈活性。

管理層根據預期現金流量，監控本集團的流動資金儲備的滾存預測，包括未提取的借貸融資(附註25)和現金及現金等價物(附註22)。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(d) Credit risk (continued)

No significant credit risk is expected as the state-owned banks in PRC and other financial institutions are the listed banks or large/medium sized commercial and investment banks.

No credit limits were exceeded during the Year. Management does not expect any losses from non-performance by these counterparties.

The Group does not have significant credit concentration risk. The carrying amounts of cash and cash equivalents and trade and other receivables substantially represent the Group's maximum exposure to credit risk.

(e) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and marketable securities, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the Group maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors the liquidity of the Group through performing rolling forecasts of the Group's liquidity reserve, which comprises undrawn borrowing facilities (Note 25) and cash and cash equivalents (Note 22), on the basis of expected cash flows.

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(e) 流動性風險 (續)

下表顯示本集團及本公司的財務負債及以淨額基準結算的衍生財務負債，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。在表內披露的金額為合約性未貼現的現金流量。由於貼現的影響不大，故此在12個月內到期的結餘相等於其賬面值。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(e) Liquidity risk (continued)

The table below shows the Group's and the Company's financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

		1年以下 Less than 1 year	1至2年內 Between 1 and 2 years	2至5年內 Between 2 and 5 years	5年以上 Over 5 years
本集團	Group				
於二零零七年	At 31 December 2007				
十二月三十一日					
銀行貸款	Bank borrowings	1,018,114	80,143	136,645	33,439
衍生財務工具	Derivative financial instruments	—	—	1,869	—
可換股債券	Convertible bond	—	—	1,727,500	—
業務及其他應付款	Trade and other payables	328,926	—	—	—
於二零零六年	At 31 December 2006				
十二月三十一日					
銀行貸款	Bank borrowings	324,961	148,462	402,281	759,806
衍生財務工具	Derivative financial instruments	—	—	1,758	—
可換股債券	Convertible bonds	—	—	448,305	—
可換股票據	Convertible note	330,000	—	—	—
少數股東借款	Amount due to a minority shareholder	—	19,231	—	—
業務及其他應付款	Trade and other payables	267,873	—	—	—

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(e) 流動性風險 (續)

		1 年以下 Less than 1 year	1 至 2 年內 Between 1 and 2 years	2 至 5 年內 Between 2 and 5 years	5 年以上 Over 5 years
本公司	Company				
於二零零七年	At 31 December 2007				
十二月三十一日					
可換股債券	Convertible bond	—	—	1,727,500	—
其他應付款	Other payables	2,405	—	—	—
應付附屬公司款項	Amounts due to subsidiaries	2,493	—	—	—
於二零零六年	At 31 December 2006				
十二月三十一日					
銀行貸款	Bank borrowings	189,900	—	—	—
可換股債券	Convertible bonds	—	—	448,305	—
可換股票據	Convertible note	330,000	—	—	—
其他應付款	Other payables	2,507	—	—	—
應付附屬公司款項	Amounts due to subsidiaries	1,859	—	—	—

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(e) Liquidity risk (continued)

3 財務風險管理 (續)

3.2 資金風險管理

本集團的資金管理政策，是保障集團能繼續營運，以為股東提供回報和為其他權益持有人提供利益，同時維持最佳的資本結構以減低資金成本。

為了維持或調整資本結構，本集團可能會調整支付予股東的股息數額、向股東分派的資本返還、發行新股或出售資產以減低債務。

與業內其他公司一樣，本集團利用負債比率監察其資本。此比率按照債務除以總權益計算。債務為總借貸(包括綜合資產負債表所列的流動及非流動貸款)。

本集團在二零零七年的策略與二零零六年比較維持不變，為致力將負債比率維持在20%以下。在二零零七年及二零零六年十二月三十一日，負債比率如下：

		2007	2006
總借貸(附註25)	Total borrowings (Note 25)	1,196,548	1,550,246
總權益	Total equity	7,477,406	4,291,288
負債比率	Gearing ratio	16%	36%

二零零七年負債比率的變動主要因為出售持有之南玻集團股份取得大量的現金及現金等價物(附註31)。

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as debt divided by total equity. Debt is the total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet).

During 2007, the Group's strategy, which was unchanged from 2006, was to maintain a gearing ratio within 20%. The gearing ratios at 31 December 2007 and 2006 were as follows:

The movement in the gearing ratio in 2007 was primarily resulted from the disposal of shares of CSG, leading to a substantial increase in cash and cash equivalents (Note 31).

3 財務風險管理 (續)

3.3 公允值的估計

在公開市場買賣的財務工具(例如買賣證券和可供出售證券)之公允值根據結算日的市場報價列賬。本集團持有的財務資產的市場報價為當時買盤價。

沒有在公開市場買賣的財務工具(例如場外衍生工具)的公允值利用估值技術釐定。本集團利用多種方法，並根據每個結算日當時的市場情況作出假設。長期債務利用類似工具的市場報價或交易商報價釐定。其他技術，例如估計貼現現金流量，用以確定其餘財務工具的公允值。利率掉期的公允值按估計未來現金流量的現值計算。可換股債券衍生負債公允值是根據獨立專業合資格估值師估值得出。

業務及其他應收款面值扣除減值撥備和業務及其他應付款的賬面值接近其公允值。作為披露目的，財務負債公允值的估計按未來合約現金流量以本集團類似財務工具可得的現有市場利率貼現計算。

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation

The fair value of financial instruments traded in active markets (such as trading and available-for-sale securities) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance sheet date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows. The fair value of the derivative liability of the convertible bonds is determined with reference to the results of valuations performed by independent and professionally qualified valuers.

The nominal value less impairment provisions of trade and other receivables and the nominal value of trade and other payables approximate to their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

4 關鍵會計估算及判斷

估算及判斷會被持續評估，並根據過往經驗及其他因素進行評價，包括對於有關情況下相信對未來事件的合理預測。

4.1 關鍵會計估算及假設

本集團對未來作出估算及假設。所得的會計估算如其定義，很少會與其實際結果相同。很大機會導致下一個財政年度的資產和負債的賬面價值作重大調整的估算和假設討論如下。

(a) 可供出售之財務資產的公允價值

就沒有活躍市場的非上市權益投資，需以估值技術估計其公允價值。本集團持有之可供出售之財務資產為有限售期間的南玻集團股份(附註15)。在估計其公允價值時，本集團聘請了外部獨立評估師，參考了南玻集團其他有限售期間的股票的近期交易價格及使用市場比較法，以同類型公司的企業價值倍數、市盈率、市賬率作比較，以評估技術來衡量其合理性。評估價值相當於二零零七年十二月三十一日南玻集團無限售期股票價格的62%折扣。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

4.1 Critical accounting estimates and assumptions

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

(a) Fair value of available-for-sale financial assets

The fair value of unlisted available-for-sale equity investments without active market requires valuation techniques to determine. The available-for-sale financial assets held by the Group include the shares of CSG with lock-up periods (Note 15). The Group engaged an external independent valuer to determine their fair values. Reference to recent market transaction price was made and the market comparison method based on the peer group's financial ratios such as companies' enterprise value to earnings before income tax, depreciation and amortisation, price-to-earnings and price-to-book was applied. Valuation techniques were adopted to assess the reasonableness of the fair value. The valuation result represents a discount of 62% on the unrestricted listed share price of CSG as at 31 December 2007.

綜合財務報表附註

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(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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4 關鍵會計估算及判斷 (續)

4.1 關鍵會計估算及假設 (續)

如折扣率與管理層的估計出現5%的差異，而所有其他因素維持不變，則可供出售之財務資產及其他儲備(除稅後)的賬面值將有以下變動：

折扣率	Discount rate
— 下降5%	- Decreased by 5%
— 上升5%	- Increased by 5%

4.2 應用本集團會計政策的關鍵判斷

- (a) 按公允值透過損益記賬之財務資產及可供出售之財務資產的分類

於二零零六年度，本集團的原聯營公司南玻集團完成股權分置改革，本集團持有南玻集團的股票在一段限售期後，可以分批自由流動買賣。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

4.1 Critical accounting estimates and assumptions (continued)

Should the discount rate be deviated by 5% from that estimated by management, with all other factors remain unchanged, the available-for-sale financial assets and other reserves (net of tax) would be adjusted as follows:

可供出售之財務資產及對其他儲備(除稅後)的影響—增加/(減少)
Change of available-for-sale financial assets and other reserves (net of tax) – increase/(decrease)

	2007	2006
		不適用 N/A
	111,350	不適用 N/A
	(111,350)	N/A

4.2 Critical judgments in applying the Group's accounting policies

- (a) Classification of financial assets classified as fair value through profit or loss and available-for-sale

During 2006, CSG, the former associate of the Group, completed its share reform scheme. The shares of CSG held by the Group will be tradable in phases in the stock market after the stipulated lock-up periods.

4 關鍵會計估算及判斷 (續)

4.2 應用本集團會計政策的關鍵判斷 (續)

本年度本集團逐步出售所持南玻集團股份，並終止確認南玻集團為本集團的聯營公司。本集團持有的南玻集團股份，包括可自由交易的股份以及有限售期的股份。本集團按香港會計準則39「金融工具：確認和計量」的指引，對所持南玻集團的股份分類為按公允值透過損益記賬之財務資產(附註19)及可供出售之財務資產(附註15)。此項分類需要作出重大判斷。在作出此項判斷時，本集團已評估了持有的南玻集團股份的持有意圖。

有關財務資產的會計政策請見附註2.11。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

4.2 Critical judgments in applying the Group's accounting policies (continued)

During the Year, the Group gradually disposed of the CSG shares and accordingly derecognised its interests in CSG as an associate. The shares of CSG held by the Group include freely tradable shares and restricted shares with lock-up periods. They were classified as financial assets at fair value through profit or loss (Note 19) and available-for-sale financial assets (Note 15) according to the guidance in HKAS 39 'Financial Instruments: Recognition and Measurement'. This classification requires significant judgment. In making this judgment, the Group evaluated the intention of holding the shares of CSG at inception.

Please refer to Note 2.11 for the accounting policies for financial assets.

綜合財務報表附註

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4 關鍵會計估算及判斷 (續)

4.2 應用本集團會計政策的關鍵判斷 (續)

(b) 功能貨幣的確定

於以前年度，本公司產生和支出的現金主要來自對附屬公司的投資控股業務，重大投資決策於香港完成，於附屬公司的投資及源於附屬公司的股息皆以港元作貨幣單位。另外，本公司重大融資活動也以港元作貨幣單位。因此，本公司將功能貨幣釐定為港元。

本集團於二零零七年十二月完成收購寶通(附註1)，經營物流、收費公路及相關業務成為影響本公司產生和支出現金的主要經濟活動。鑒於此等業務的經濟環境處於中國，故本公司在完成此等交易(即二零零七年十二月二十九日)後以人民幣作為本公司的功能貨幣，該釐定涉及管理層高度的判斷。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

4.2 Critical judgments in applying the Group's accounting policies (continued)

(b) Determination of functional currency

In prior years, the Company generated and expended cash mainly attributable to its investments in subsidiaries. Significant investment decisions were concluded in Hong Kong. Investments in and dividends from subsidiaries are mainly denominated in Hong Kong dollar. Moreover, the Company also enters into significant financing activities and the currency of which is Hong Kong dollar. As such, the Company determined Hong Kong dollar as the functional currency.

Following the completion of the acquisition of Bao Tong in December 2007 (Note 1), Logistics, toll road and related business became the main business of the Group, affecting the generation and expenditure of cash of the Company. Since these activities are located in the PRC, the Company has determined its functional currency as RMB on the completion of the acquisition (i.e. 29 December 2007). This determination involves significant judgment by management.

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

5 同一控制下的實體合併的會計調整

如附註1所述，本年度本集團進行了同一控制下的實體合併，以下為採用合併會計法對綜合資產負債表之影響：

於二零零七年十二月三十一日綜合資產負債表：

5 ADJUSTMENTS FOR COMMON CONTROL COMBINATIONS

As depicted in Note 1, the Group undertook certain common control combinations during the Year. The following demonstrates the effect of adopting merger accounting for common control combinations on the consolidated balance sheets:

Consolidated balance sheet at 31 December 2007:

		於2007年併購的合併實體 Combining entities acquired in 2007						
		本集團 (採用合併 會計法前) Group (before adopting merger accounting)	西部物流 Western Logistics	鵬海運 Shenzhen EDI	寶通 Bao Tong	調整 Adjustments	本集團 (採用合併 會計法後) Group (after adopting merger accounting)	
						附註(a) Note (a)	附註(b) Note (b)	
對合併實體的 原投資	Original investments in combining entities	95,613	-	-	-	(95,613)	-	-
其他資產－淨額	Other assets – net	7,366,591	526,551	27,757	1,578,980	(2,018,693)	(3,780)	7,477,406
資產淨額	Net assets	7,462,204	526,551	27,757	1,578,980			7,477,406
股本	Share capital	3,043,104	459,137	21,030	1,612,829	(2,092,996)	-	3,043,104
其他儲備	Other reserves	1,198,799	7,517	2,893	4,821	(3,643)	221,826	1,432,213
合併儲備	Merger reserve	-	-	-	-	(193,454)	(872,926)	(1,066,380)
保留盈餘/ (累計虧損)	Retained earnings / (accumulated losses)	3,220,301	59,541	3,834	(97,550)	(38,963)	647,320	3,794,483
少數股東權益	Minority interest	-	356	-	58,880	214,750	-	273,986
		7,462,204	526,551	27,757	1,578,980			7,477,406

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

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5 同一控制下的實體合併的會計調整 (續)

於二零零六年十二月三十一日綜合資產負債表：

5 ADJUSTMENTS FOR COMMON CONTROL COMBINATIONS (continued)

Consolidated balance sheet at 31 December 2006:

		於 2007 年併購的合併實體				調整		本集團 (經重列) Group (as restated)
		本集團 (如前列報) Group (as previously reported)	西部物流 Western Logistics	鵬海運 Shenzhen EDI	寶通 Bao Tong	附註(a) Note (a)	附註(b) Note (b)	
對合併實體的 原投資	Original investments in combining entities	95,613	—	—	—	(95,613)	—	—
其他資產—淨額	Other assets – net	3,594,421	424,550	26,020	250,077	—	(3,780)	4,291,288
資產淨額	Net assets	3,690,034	424,550	26,020	250,077			4,291,288
股本	Share capital	1,952,662	377,209	19,853	281,715	(678,777)	—	1,952,662
其他儲備	Other reserves	239,162	6,180	778	928	(2,643)	221,826	466,231
合併儲備	Merger reserve	—	—	—	—	442,321	(872,926)	(430,605)
保留盈餘/ (累計虧損)	Retained earnings / (accumulated losses)	1,420,774	40,838	5,389	(31,089)	(31,824)	647,320	2,051,408
少數股東權益	Minority interest	77,436	323	—	(1,477)	175,310	—	251,592
		3,690,034	424,550	26,020	250,077			4,291,288

5 同一控制下的實體合併的會計調整
(續)

附註(a)：上述調整乃因二零零七年度發生之同一控制下的實體合併(附註1)而對合併實體之股本與投資成本進行抵銷，差異已包括在綜合財務報表中的合併儲備中。調整亦包括因合併而產生的少數股東權益。

附註(b)：上述調整乃對於二零零六年一月一日以前發生之同一控制下的實體合併而對合併實體之股本及股本溢價與投資成本進行抵銷而產生之合併儲備。該等合併儲備已包括在綜合財務報表中。

二零零六年度抵銷之投資成本為本集團對二零零七年併購的合併實體於二零零六年十二月三十一日之投資賬面餘額。

二零零七年度抵銷之投資成本除包括本集團於二零零六年十二月三十一日對併購的合併實體的投資賬面餘額外，還包括二零零七年度對二零零七年併購的合併實體的新增投資額，其中包括於二零零七年併購西部物流後本集團對西部物流進行的增資計人民幣42,000,000元(約為港幣42,853,000元)。

5 ADJUSTMENTS FOR COMMON CONTROL
COMBINATIONS (continued)

Note (a): The above adjustments represent elimination of the share capital of the combining entities under common control (Note 1) against the investment cost. The difference has been recorded as merger reserve in the consolidated financial statements. Adjustments are also made to minority interest as a result of the combinations.

Note (b): The above adjustment represents elimination the share capital and share premium for the combining entities under common control against the investment cost for combinations happened before 1 January 2006. The difference has been recorded as merger reserve in the consolidated financial statements.

The investment cost eliminated in 2006 included the balance of the investment in combining entities acquired in 2007 as at 31 December 2006.

The investment cost eliminated in 2007 included the balance of the investment in combining entities acquired in 2007 as at 31 December 2006, and the additional investment in 2007 in combining entities acquired in 2007. This included the additional capital injected into Western Logistics amounting to RMB42,000,000 (approximately HKD42,853,000) by the Group after the completion of acquisition of Western Logistics in 2007.

綜合財務報表附註

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6 分部資料

主要報告形式－業務分部

於二零零七年十二月三十一日，本集團及聯營公司的組織主要分為三個業務分部：

- (1) 物流業務；
- (2) 投資控股；及
- (3) 製造業務。

截至二零零七年十二月三十一日止年度

6 SEGMENT INFORMATION

Primary reporting format - business segments

As at 31 December 2007, the Group and its associates are organised into three main business segments:

- (1) Logistic business;
- (2) Investment holding; and
- (3) Manufacturing business.

Year ended 31 December 2007

		營業額 Turnover	應佔聯營公司 盈利／(虧損) Share of Operating profit/(loss) of associates		總額 Total
			經營盈利 Operating profit		
物流業務	Logistic business				
收費公路	Toll roads	451,888	226,089	215,081	441,170
物流園	Logistic parks	125,517	47,534	(623)	46,911
物流服務	Logistic service	231,928	1,021	1,228	2,249
投資控股	Investment holding	44,652	2,167,445	(620)	2,166,825
製造業務	Manufacturing business	—	—	31,671	31,671
		853,985	2,442,089	246,737	2,688,826
除稅及財務 成本前盈利	Profit before finance costs and tax				2,688,826
財務收益	Finance income				42,422
財務成本	Finance costs				(97,245)
可換股債券衍生 負債公允值變動 產生之虧損	Fair value loss on derivative liability of convertible bonds				(196,173)
財務成本—淨額	Finance costs – net				(250,996)
除稅前盈利	Profit before income tax				2,437,830

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

6 分部資料 (續)

主要報告形式－業務分部 (續)

截至二零零七年十二月三十一日止年度

6 SEGMENT INFORMATION (continued)

Primary reporting format - business segments
(continued)

Year ended 31 December 2007

		物流業務 Logistic business	投資控股 Investment holding	製造業務 Manufacturing business	總額 Total
資產	Assets	4,517,487	3,961,144	—	8,478,631
聯營公司	Associates	2,545,463	—	—	2,545,463
總資產	Total assets	7,062,950	3,961,144	—	11,024,094
總負債	Total liabilities	2,221,987	1,324,701	—	3,546,688
其他分部項目	Other segment items				
資本開支	Capital expenditure	312,375	821	—	313,196
折舊	Depreciation	82,354	687	—	83,041
攤銷	Amortisation	55,253	—	—	55,253
租賃土地及土地使用 權減值撥備 之轉回 (附註9)	Reversal of impairment provisions of leasehold land and land use rights (Note 9)	(7,000)	—	—	(7,000)
無形資產 減值(附註11)	Impairment of intangible assets (Note 11)	12,885	—	—	12,885

綜合財務報表附註

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(除特別註明外，所有金額均以港幣千元為單位)

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6 分部資料 (續)

主要報告形式－業務分部 (續)

截至二零零六年十二月三十一日止年度
(經重列)

6 SEGMENT INFORMATION (continued)

Primary reporting format - business segments (continued)

Year ended 31 December 2006 (as restated)

		營業額 Turnover	應佔聯營公司 盈利／(虧損)		總額 Total
			經營盈利 Operating profit	Share of profit/(loss) of associates	
物流業務	Logistic business				
收費公路	Toll road	211,548	110,206	174,364	284,570
物流園	Logistic parks	103,789	37,350	(2,225)	35,125
物流服務	Logistic service	214,543	1,782	910	2,692
投資控股	Investment holding	6,669	33,452	(12,669)	20,783
製造業務	Manufacturing business	—	—	90,032	90,032
		<u>536,549</u>	<u>182,790</u>	<u>250,412</u>	<u>433,202</u>
除稅及財務 成本前盈利	Profit before finance costs and tax				433,202
財務收益	Finance income				28,607
財務成本	Finance costs				(129,004)
可換股債券衍生負債 公允值變動產生之虧損	Fair value loss on derivative liability of convertible bonds				(82,449)
財務成本—淨額	Finance costs – net				<u>(182,846)</u>
除稅前盈利	Profit before income tax				<u>250,356</u>

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

6 分部資料 (續)

主要報告形式－業務分部 (續)

截至二零零六年十二月三十一日止年度
(經重列)

		物流業務 Logistic business	投資控股 Investment holding	製造業務 Manufacturing business	總額 Total
資產	Assets	3,282,932	958,765	—	4,241,697
聯營公司	Associates	2,198,968	—	658,100	2,857,068
總資產	Total assets	5,481,900	958,765	658,100	7,098,765
總負債	Total liabilities	1,767,128	1,040,349	—	2,807,477
其他分部項目	Other segment items				
資本開支	Capital expenditure	324,264	154	—	324,418
折舊	Depreciation	32,358	3,169	—	35,527
攤銷	Amortisation	49,170	253	—	49,423
租賃土地及土地 使用權減值撥備 之轉回(附註9)	Reversal of impairment provisions of leasehold land and land use rights (Note 9)	(7,549)	—	—	(7,549)

分部資產主要包括物業、廠房及設備、投資物業、租賃土地及土地使用權、在建工程、無形資產、於聯營公司之權益、可供出售之財務資產、其他非流動資產、持有到期之財務資產、按公允值透過損益記賬之財務資產、持作待售之非流動資產、業務及其他應收款及營運現金。

分部負債包括貸款、可換股票據及債券、遞延所得稅負債、遞延收入、少數股東借款、應付所得稅、衍生負債及營運負債。

資本開支包括對物業、廠房及設備、投資物業、租賃土地及土地使用權、在建工程及無形資產的添置，包括透過收購共同控制實體公司產生的添置(附註7、8、9、10及11)。

6 SEGMENT INFORMATION (continued)

Primary reporting format - business segments (continued)

Year ended 31 December 2006 (as restated)

		Logistic business	Investment holding	Manufacturing business	Total
Assets		3,282,932	958,765	—	4,241,697
Associates		2,198,968	—	658,100	2,857,068
Total assets		5,481,900	958,765	658,100	7,098,765
Total liabilities		1,767,128	1,040,349	—	2,807,477
Other segment items					
Capital expenditure		324,264	154	—	324,418
Depreciation		32,358	3,169	—	35,527
Amortisation		49,170	253	—	49,423
Reversal of impairment provisions of leasehold land and land use rights (Note 9)		(7,549)	—	—	(7,549)

Segment assets consist primarily of property, plant and equipment, investment properties, leasehold land and land use rights, construction in progress, intangible assets, investments in associates, available-for-sale financial assets, other non-current assets, held-to-maturity financial assets, financial assets at fair value through profit or loss, non-current assets held for sale, trade and other receivables and operating cash.

Segment liabilities comprise borrowings, convertible note and bonds, deferred tax liabilities, deferred income, amount due to a minority shareholder, income tax payable, derivative liability and operating liabilities.

Capital expenditure comprises additions to property, plant and equipment, investment properties, leasehold land and land use rights, construction in progress and intangible assets, including additions resulting from acquisition of a jointly controlled entity (Notes 7, 8, 9, 10 and 11).

6 分部資料 (續)

主要報告形式 – 業務分部 (續)

於二零零七年的上半年，本集團分別出售了原聯營公司的天津南玻工程玻璃有限公司(「天津南玻」)股權及部份南玻集團的股份，本集團不再對其於營運、財務及決策等方面擁有重大影響，天津南玻及南玻集團不再作為本集團的聯營公司。惟製造業務作為聯營公司投資的其中一項業務，其不構成終止經營。

6 SEGMENT INFORMATION (continued)

Primary reporting format - business segments (continued)

During the first half year of 2007, the Group disposed of the equity interest of Tianjin CSG Architectural Glass Co., Ltd. ("Tianjin CSG") and certain shares of CSG. The Group no longer has significant influence on the operating, financial and policy decisions of Tianjin CSG, and CSG, and derecognised investments therein as associates of the Group. Nevertheless, the disposal of manufacturing business, one of the businesses engaged by the associates, did not constitute discontinued operations.

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

6 分部資料 (續)

次要報告形式 – 地區分部

本集團的三個業務分部在香港及中國經營。

		2007	2006 (經重列) (Restated)
營業額	Turnover		
香港	Hong Kong	—	—
中國	The PRC	<u>853,985</u>	<u>536,549</u>
		<u>853,985</u>	<u>536,549</u>

營業額根據客戶所在的區域進行分配。

Secondary reporting format – geographical segments

The Group's three business segments operate in Hong Kong and the PRC.

		2007	2006 (經重列) (Restated)
營業額	Turnover		
香港	Hong Kong	—	—
中國	The PRC	<u>853,985</u>	<u>536,549</u>
		<u>853,985</u>	<u>536,549</u>

Turnover is allocated based on the territory in which the customers are located.

總資產	Total assets
香港	Hong Kong
中國	The PRC

1,047,068	846,702
9,977,026	6,252,063
<u>11,024,094</u>	<u>7,098,765</u>

總資產根據資產所在地點分配。

Total assets are allocated based on where the assets are located.

資本開支	Capital expenditure
香港	Hong Kong
中國	The PRC

214	154
312,982	324,264
<u>313,196</u>	<u>324,418</u>

資本開支根據資產所在地點分配。

Capital expenditure is allocated based on where the assets are located.

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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6 分部資料 (續)

營業額按類別分析

		2007	2006 (經重列) (Restated)
物流業務	Logistic business		
- 物流園	- Logistic parks	125,517	103,789
- 物流服務業務	- Logistic service business	231,928	214,543
收費公路	Toll roads	451,888	211,548
投資控股	Investment holding	44,652	6,669
		853,985	536,549

6 SEGMENT INFORMATION (continued)

Analysis of turnover by category

7 物業、廠房及設備－集團

		租賃 物業裝修 樓宇 Buildings improvements	租賃 物業裝修 Leasehold improvements	車輛 Motor vehicles	傢具、 裝置及設備 Furniture, fixtures and equipment	收費公路 Toll roads	合計 Total
於二零零六年一月一日，經重列	At 1 January 2006, as restated						
成本或估值	Cost or valuation	331,067	6,839	18,036	137,556	964,458	1,457,956
累計折舊	Accumulated depreciation	(22,700)	(5,196)	(8,956)	(38,414)	(1,345)	(76,611)
賬面淨值	Net book amount	308,367	1,643	9,080	99,142	963,113	1,381,345
截至二零零六年十二月三十一日止年度，經重列	Year ended 31 December 2006, as restated						
年初賬面淨值	Opening net book amount	308,367	1,643	9,080	99,142	963,113	1,381,345
收購共同控制實體公司權益	Acquisition of a jointly controlled entity	-	467	16,803	257	-	17,527
增添	Additions	1,211	151	3,876	18,098	-	23,336
在建工程轉入 (附註10)	Transfer from construction in progress (Note 10)	57,602	-	-	2,086	-	59,688
出售	Disposals	(3,591)	-	(432)	(2,865)	-	(6,888)
匯兌差額	Exchange difference	9,837	43	295	3,286	31,167	44,628
折舊	Depreciation	(10,519)	(384)	(4,688)	(10,116)	(9,820)	(35,527)
年終賬面淨值	Closing net book amount	362,907	1,920	24,934	109,888	984,460	1,484,109

7 PROPERTY, PLANT AND EQUIPMENT - GROUP

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

7 物業、廠房及設備－集團（續）

7 PROPERTY, PLANT AND EQUIPMENT - GROUP (continued)

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		樓宇 Buildings	租賃 物業裝修 Leasehold improvements	車輛 Motor vehicles	傢具、 裝置及設備 Furniture, fixtures and equipment	收費公路 Toll roads	合計 Total
於二零零六年十二月三十一日，經重列		At 31 December 2006, as restated					
成本或估值	Cost or valuation	395,135	7,748	35,561	158,987	995,669	1,593,100
累計折舊	Accumulated depreciation	(32,228)	(5,828)	(10,627)	(49,099)	(11,209)	(108,991)
賬面淨值	Net book amount	<u>362,907</u>	<u>1,920</u>	<u>24,934</u>	<u>109,888</u>	<u>984,460</u>	<u>1,484,109</u>
截至二零零七年十二月三十一日止年度		Year ended 31 December 2007					
年初賬面淨值	Opening net book amount	362,907	1,920	24,934	109,888	984,460	1,484,109
增添	Additions	3,001	—	7,506	13,889	—	24,396
在建工程轉入（附註10）	Transfer from construction in progress (Note 10)	16,487	23	—	3,143	168,877	188,530
出售	Disposals	(214)	—	(2,284)	(3,637)	—	(6,135)
匯兌差額	Exchange difference	21,262	110	1,529	6,344	58,384	87,629
折舊	Depreciation	(11,856)	(106)	(3,636)	(18,407)	(49,036)	(83,041)
年終賬面淨值	Closing net book amount	<u>391,587</u>	<u>1,947</u>	<u>28,049</u>	<u>111,220</u>	<u>1,162,685</u>	<u>1,695,488</u>
於二零零七年十二月三十一日		At 31 December 2007					
成本或估值	Cost or valuation	437,558	8,064	40,758	177,988	1,223,595	1,887,963
累計折舊	Accumulated depreciation	(45,971)	(6,117)	(12,709)	(66,768)	(60,910)	(192,475)
賬面淨值	Net book amount	<u>391,587</u>	<u>1,947</u>	<u>28,049</u>	<u>111,220</u>	<u>1,162,685</u>	<u>1,695,488</u>

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

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7 物業、廠房及設備－集團(續)

折舊其中港幣76,063,000元(二零零六年：港幣25,176,000元)及港幣6,978,000元(二零零六年：港幣10,351,000元)分別在銷售成本及管理費用中支銷。

若樓宇按歷史成本基準列賬，有關金額將如下：

7 PROPERTY, PLANT AND EQUIPMENT - GROUP (continued)

Depreciation of HKD76,063,000 (2006: HKD25,176,000) and HKD6,978,000 (2006: HKD10,351,000) has been expensed in cost of sales and administrative expenses respectively.

If buildings were stated on the historical cost basis, the amounts would be as follows:

		2007	2006 (經重列) (Restated)
成本	Cost	451,455	409,032
累計折舊	Accumulated depreciation	(57,768)	(37,876)
賬面淨值	Net book amount	<u>393,687</u>	<u>371,156</u>

於二零零七年十二月三十一日，上述資產的成本或估值分析如下：

The analysis of the cost or valuation at 31 December 2007 of the above assets is as follows:

		樓宇	租賃 物業裝修	車輛	傢具、 裝置及設備 Furniture, fixtures and equipment	收費公路 Toll roads	合計 Total
按成本	At cost	-	8,064	40,758	177,988	1,223,595	1,450,405
按估值	At valuation	437,558	-	-	-	-	437,558
		<u>437,558</u>	<u>8,064</u>	<u>40,758</u>	<u>177,988</u>	<u>1,223,595</u>	<u>1,887,963</u>

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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7 物業、廠房及設備－集團 (續)

於二零零六年十二月三十一日 (經重列)，上述資產的成本或估值分析如下：

7 PROPERTY, PLANT AND EQUIPMENT - GROUP (continued)

The analysis of the cost or valuation at 31 December 2006 (as restated) of the above assets is as follows:

		樓宇 Buildings	租賃 物業裝修 Leasehold improvements	車輛 Motor vehicles	傢具、 裝置及設備 Furniture, fixtures and equipment	收費公路 Toll roads	合計 Total
按成本 At cost		—	7,748	35,561	158,987	995,669	1,197,965
按估值 At valuation		395,135	—	—	—	—	395,135
		<u>395,135</u>	<u>7,748</u>	<u>35,561</u>	<u>158,987</u>	<u>995,669</u>	<u>1,593,100</u>

8 投資物業－集團

8 INVESTMENT PROPERTIES - GROUP

		2007	2006 (經重列) (Restated)
年初 Beginning of the year		19,710	19,230
公允值收益 (包括在「其他 收益－淨額」) (附註31) Fair value gains (included in 'other gains – net') (Note 31)		12,870	480
年終 End of the year		32,580	19,710

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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8 投資物業－集團（續）

以下數額已在收益表內確認：

		2007	2006 (經重列) (Restated)
租金收入	Rental income	1,329	1,143
產生租金收入的投資物業的直接營運費用	Direct operating expenses arising from investment properties that generate rental income	(287)	(236)
		<u>1,042</u>	<u>907</u>

投資物業在二零零七年十二月三十一日由獨立專業合資格估值師資產評估顧問有限公司重估。所有物業的估值是根據公開市場的當時價格釐定。

本集團根據營運租賃出租其投資物業的租賃年期為1年至15年。

本集團在投資物業的權益按其賬面淨值分析如下：

		2007	2006 (經重列) (Restated)
位於香港以外地區： 50年期以上的租賃	Outside Hong Kong, held on: Leases of over 50 years	<u>32,580</u>	<u>19,710</u>

8 INVESTMENT PROPERTIES - GROUP (continued)

The following amounts have been recognised in the income statement:

The investment properties were revalued at 31 December 2007 by independent, professionally qualified valuers, Asset Appraisal Limited. Valuations were based on current prices in an active market for all properties.

The period of leases whereby the Group leases out its investment property under operating leases ranges from one to fifteenth years.

The Group's interests in investment properties at their net book values are analysed as follows:

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

9 租賃土地及土地使用權－集團

9 LEASEHOLD LAND AND LAND USE RIGHTS - GROUP

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		2007	2006 (經重列) (Restated)
年初	Beginning of the year	415,033	243,959
增添	Additions	—	139,384
減值撥備之轉回 (附註31)	Reversal of impairment (Note 31)	7,000	7,549
攤銷	Amortisation	(10,412)	(9,446)
在建工程轉入 (附註10)	Transfer from construction in progress (Note 10)	—	22,544
匯兌差額	Exchange difference	21,881	11,043
年終	End of the year	433,502	415,033

本集團在租賃土地及土地使用權的權益指預付營運租賃款，按其賬面淨值分析如下：

The Group's interests in leasehold land and land use rights represent prepaid operating lease payments and their net book values are analysed as follows:

		2007	2006 (經重列) (Restated)
位於香港：	In Hong Kong, held on:		
10年至50年期的租賃	Leases of between 10 to 50 years	49,987	42,987
50年期以上的租賃	Leases of over 50 years	3,068	3,092
		53,055	46,079
位於香港以外地區：	Outside Hong Kong, held on:		
10年至50年期的租賃	Leases of between 10 to 50 years	339,733	329,554
50年期以上的租賃	Leases of over 50 years	35,308	34,088
未列明租期的租賃*	Leases with unspecified periods*	5,406	5,312
		380,447	368,954
		433,502	415,033

* 於二零零七年十二月三十一日，完成該等租賃土地的土地使用權證書的法律手續尚在辦理中。

* As at 31 December 2007, legal procedures for procuring certificates of these leasehold land and land use rights are not yet completed.

10 在建工程－集團

10 CONSTRUCTION IN PROGRESS – GROUP

		2007	2006 (經重列) (Restated)
年初	Beginning of the year	113,412	76,294
增添	Additions	288,800	116,949
轉入物業、廠房及 設備 (附註7)	Transfer to property, plant and equipment (Note 7)	(188,530)	(59,688)
轉入租賃土地及 土地使用權 (附註9)	Transfer to leasehold land and land use rights (Note 9)	—	(22,544)
匯兌差額	Exchange difference	10,676	2,401
年終	End of the year	<u>224,358</u>	<u>113,412</u>

11 無形資產－集團

11 INTANGIBLE ASSETS – GROUP

		商譽 Goodwill	收費公路 經營權 Toll road operating right	服務合約 Service contracts	合計 Total
於二零零六年一月一日， 經重列	At 1 January 2006, as restated				
成本	Cost	4,471	667,229	—	671,700
累計攤銷	Accumulated amortisation	—	(15,696)	—	(15,696)
賬面淨值	Net book amount	<u>4,471</u>	<u>651,533</u>	<u>—</u>	<u>656,004</u>
截至二零零六年十二月 三十一日止年度，經重列	Year ended 31 December 2006, as restated				
年初賬面淨值	Opening net book amount	4,471	651,533	—	656,004
收購共同控制實體 公司權益	Acquisition of a jointly controlled entity	—	—	27,222	27,222
攤銷	Amortisation	—	(39,210)	(767)	(39,977)
匯兌差額	Exchange difference	18	5,562	—	5,580
年終賬面淨值	Closing net book amount	<u>4,489</u>	<u>617,885</u>	<u>26,455</u>	<u>648,829</u>

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

11 無形資產－集團 (續)

11 INTANGIBLE ASSETS – GROUP (continued)

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		商譽 Goodwill	收費公路 經營權 Toll road operating right	服務合約 Service contracts	合計 Total
於二零零六年十二月 三十一日，經重列	At 31 December 2006, as restated				
成本	Cost	4,489	672,791	27,222	704,502
累計攤銷	Accumulated amortisation	—	(54,906)	(767)	(55,673)
賬面淨值	Net book amount	4,489	617,885	26,455	648,829
截至二零零七年十二月 三十一日止年度	Year ended 31 December 2007				
年初賬面淨值	Opening net book amount	4,489	617,885	26,455	648,829
攤銷	Amortisation	—	(40,045)	(4,796)	(44,841)
減值*	Impairment*	(4,521)	—	(8,364)	(12,885)
匯兌差額	Exchange difference	32	10,225	—	10,257
年終賬面淨值	Closing net book amount	—	588,065	13,295	601,360
於二零零七年十二月三十一日	At 31 December 2007				
成本	Cost	—	684,839	27,222	712,061
累計減值	Accumulated impairment	—	—	(8,364)	(8,364)
累計攤銷	Accumulated amortisation	—	(96,774)	(5,563)	(102,337)
賬面淨值	Net book amount	—	588,065	13,295	601,360

商譽及服務合約的減值虧損已列入損益表內的其他經營費用中；收費公路經營權及服務合約之攤銷已經分別列入損益表的銷售成本及管理費用中。

Impairment loss of goodwill and services contracts is included in other operating expenses in the income statement; amortisation of toll road operating right and service contracts is included in cost of sales and administrative expenses in the income statement respectively.

* 其中商譽減值計港幣4,521,000元已於二零零七年度註銷。

* The impairment of goodwill of HKD4,521,000 has been written off in 2007.

綜合財務報表附註

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(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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12 於附屬公司之權益 – 公司

12 INVESTMENTS IN SUBSIDIARIES – COMPANY

		附註 Note	2007	2006
非流動資產	Non-current assets			
非上市投資，按成本值	Unlisted investments, at cost		98,515	98,515
應收附屬公司之款項	Amounts due from subsidiaries	(b)	2,229,497	2,712,557
			2,328,012	2,811,072
減值撥備	Provision for impairment		—	(251,183)
			2,328,012	2,559,889
流動資產	Current assets			
應收附屬公司之款項	Amounts due from subsidiaries	(b)	4,604,315	327,710

(a) 於二零零七年十二月三十一日，主要附屬公司之詳情載於附註47。

(b) 於本公司之非流動資產中列示之附屬公司結餘乃屬無抵押及要求時即償還，而除港幣113,534,000元（二零零六年：港幣143,186,000元）按香港現時之市場貸款息率計息外，餘額乃屬免息。

於本公司流動資產中列示之應收附屬公司款項乃屬無抵押、免息及要求時即償還。

(a) As at 31 December 2007, particulars of the principal subsidiaries are set out in Note 47.

(b) The amounts due from subsidiaries as included in the Company's non-current assets are unsecured and repayable on demand. Except for an amount of HKD113,534,000 (2006: HKD143,186,000) which bears interest at prevailing borrowing rates in Hong Kong, the remaining balances are interest-free.

The amounts due from subsidiaries as included in the Company's current assets are unsecured, interest-free and repayable on demand.

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

13 於聯營公司之權益－集團

13 INVESTMENTS IN ASSOCIATES – GROUP

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		2007	2006 (經重列) (Restated)
年初	Beginning of the year	2,857,068	2,692,293
轉出 *	Transfer-out*	(571,768)	—
增加	Additions	104,855	73,251
出售	Disposals	(33,160)	(99,430)
應佔聯營公司盈利	Share of profit of associates	246,737	250,412
已收股息	Dividend received	(185,932)	(127,957)
匯兌差額	Exchange difference	127,663	68,499
年終	End of the year	<u>2,545,463</u>	<u>2,857,068</u>

於二零零七年十二月三十一日的聯營公司權益沒有包含商譽（二零零六年：含商譽計港幣14,335,000元）。

Investments in associates at 31 December 2007 do not include any goodwill (2006: including goodwill of HKD14,335,000).

主要聯營公司（全部為於中國內地註冊成立之公司）的業績、資產和負債如下：

The results, assets and liabilities of the Group's principal associates, all of which are incorporated in the PRC, are as follows:

名稱 Name	2007	2007	資產 Assets	負債 Liabilities	收入 Revenue	盈利/ (虧損) Profit/ (loss)	年度 持有權益 % % Interest held
2007 深圳高速公路 股份有限公司 (「深圳高速」)	2007 Shenzhen Expressway Company Limited ("Shenzhen Expressway")	15,982,753	7,609,784	1,130,311	684,178	31.153%	
深圳市平方汽車園 區有限公司 (「平方公司」)	Grand Autopark Company Limited ("Grand Autopark")	627,192	6,090	13,648	(496)	21%	
2006 (經重列)	2006 (Restated)						
深圳高速	Shenzhen Expressway	10,241,454	3,685,332	1,159,974	565,164	30.85%	
南玻集團	CSG	6,726,547	3,803,367	2,886,466	318,082	22.86%	
天津南玻	Tianjin CSG	544,177	275,969	383,586	69,345	25%	
平方公司 **	Grand Autopark **	396,735	6,059	12,018	(2,829)	21%	

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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13 於聯營公司之權益－集團 (續)

13 INVESTMENTS IN ASSOCIATES – GROUP (continued)

* 本年度聯營公司權益之轉出包括以下事項：

* During the Year, the investments in associates transferred out represent:

		2007
持有之南玻集團股份轉作	CSG shares transferred to	
- 可供出售之財務資產 (附註15)	- Available-for-sale financial assets (Note 15)	259,357
- 按公允價值透過損益記賬之財務資產	- Financial assets at fair value through profit or loss	224,192
持有之天津南玻股份轉作	Tianjin CSG shares transferred to	
- 持作待售之非流動資產	- Non-current assets held for sale	74,954
其他股權投資轉出	Other equity interests transferred to	
- 持作待售之非流動資產	- Non-current assets held for sale	13,265
		571,768

** 於本年度，西部物流成為本集團的附屬公司(附註1)，其聯營公司平方公司亦按權益法在本集團的綜合財務報表中核算。

** During the Year, Western Logistics became the subsidiary of the Group (Note 1). Grand Autopark, an associate of Western Logistics, is also accounted for an associate in the consolidated financial statements.

具公開市場報價的聯營公司權益之公允價值如下：

The fair value of investments in associates for which there are published price quotations is as follows:

		2007	2006 (經重列) (Restated)
深圳高速	Shenzhen Expressway	8,852,669	3,325,258
南玻集團	CSG	—	2,501,987

本集團持有的深圳高速及南玻集團的股份有不同期限的限售期。於限售期結束前，該等股份不能自由流通買賣。以上公允價值是以深圳高速及南玻集團之無限售期間股票於年底之股價計算。本集團持有的深圳高速股份限售期將於二零零九年三月二日結束。

The Group's shares of Shenzhen Expressway and CSG are restricted from trading within different lock-up periods. Such shares cannot be freely traded before the expiry of the lock-up periods. The fair values of the shares disclosed above are calculated based on the prices of the freely tradable shares of Shenzhen Expressway and CSG as at year-end. The lock-up period of shares of Shenzhen Expressway will end on 2 March 2009.

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

14 共同控制實體公司－集團

本集團在共同控制實體公司深圳市機場國際快件海關監管中心有限公司(「機場快件」)、Jade Emperor Limited(「JEL」)及中信物流飛馳有限公司(「中信飛馳」)中分別持有50%、45%及43%權益，機場快件在中國內地註冊成立，經營範圍主要為提供海關監管的設備服務；JEL於開曼群島註冊成立，經營範圍為投資控股；中信飛馳在內地註冊成立，經營範圍為物流及相關業務。

以下金額為本集團在共同控制實體公司的資產和負債，以及銷售和業績中應佔的份額，並列入綜合資產負債表和損益表內：

14 INVESTMENTS IN JOINTLY CONTROLLED ENTITIES – GROUP

The Group has 50%, 45% and 43% interests in three jointly controlled entities, namely Shenzhen Airport International Express Supervision Center Co., Ltd. (“Airport Express”), Jade Emperor Limited (“JEL”) and Citic Logistics Fritz Co., Ltd. (“Citic Fritz”), respectively. Airport Express was incorporated in the PRC with principal activities of providing customs supervision equipment services. JEL was incorporated in the Cayman Islands with principal activities of investment holding. Citic Fritz was incorporated in the PRC with principal activities of logistic and related business.

The following amounts represent the Group’s share of the assets and liabilities, and sales and results of the jointly controlled entities which are included in the consolidated balance sheet and income statement:

		2007	2006 (經重列) (Restated)
資產	Assets		
非流動資產	Non-current assets	648,456	694,451
流動資產	Current assets	77,813	60,261
		<u>726,269</u>	<u>754,712</u>
負債	Liabilities		
流動負債	Current liabilities	29,656	54,130
淨資產	Net assets	<u>696,613</u>	<u>700,582</u>
收入	Income	236,900	183,958
費用	Expenses	(129,518)	(129,006)
年度純利	Profit for the Year	<u>107,382</u>	<u>54,952</u>

於二零零七年十二月三十一日，本集團在該共同控制實體公司權益並無涉及任何或有負債及承擔(二零零六年：無)。

As at 31 December 2007, there are no contingent liabilities and commitments (2006: Nil) relating to the Group’s interests in the jointly controlled entities.

15 可供出售之財務資產－集團

15 AVAILABLE-FOR-SALE FINANCIAL ASSETS – GROUP

		2007	2006 (經重列) (Restated)
年初	Beginning of the year	115,683	160,811
轉入(附註13)	Transfer-in (Note 13)	259,357	—
公允值重估盈利轉撥入 權益	Fair value gains transferred to equity	734,610	4,961
處置	Disposals	(37,733)	(50,782)
匯兌差額	Exchange difference	4,963	693
年終	End of the year	1,076,880	115,683
減：非流動部份	Less: non-current portion	(222,652)	(115,683)
流動部份	Current portion	854,228	—
可供出售之財務資產 包括以下：	Available-for-sale financial assets include the following:		
上市證券，按公允值：	Listed securities, at fair value:		
- 權益投資	- Equity investments		
- 香港	- Hong Kong	—	31,978
有限售期的中國上市權益 投資，按公允值 (附註4.1(a))	Listed equity in the PRC investments with lock-up periods, at fair value (Note 4.1(a))	988,210	—
非上市證券， 按成本扣除 減值撥備：	Unlisted equity investments, at cost less provision for impairment:		
- 成本	- Cost	112,765	107,800
- 減值撥備	- Provision for impairment	(24,095)	(24,095)
		88,670	83,705
		1,076,880	115,683
上市證券 (不含有限售期 投資) 市值	Market value of listed securities (excluding equity investments with lock-up periods)	—	31,978

15 可供出售之財務資產－集團 (續)

於二零零七年十二月三十一日，按公允價值計量的有限售期的上市權益投資為11.57%南玻集團股份。根據南玻集團於二零零六年完成的股改方案，其中10%股份將於二零零八年五月二十四日可自由買賣，另外1.57%股份將於二零零九年五月二十四日可自由買賣。

可供出售之財務資產均以人民幣計值。

16 其他非流動資產－集團

於二零零七年十二月三十一日，其他非流動資產為本集團收購深圳市深廣惠公路開發總公司(「深廣惠」)股權的首期款項(附註44)。該等款項將於完成收購時轉作投資成本。

17 衍生財務工具－集團

利率掉期合約－現金
流量對沖

Interest rate swaps – cash
flow hedges

若被對沖項目的剩餘期間超過12個月，則對沖衍生工具的全數公允價值分類為非流動資產或負債，而若被對沖項目的剩餘期間少於12個月，則分類為流動資產或負債。

於二零零七年十二月三十一日，未結算利率掉期合約的名義本金為港幣255,500,000元(二零零六年：港幣293,000,000元)。對沖項目到期日為二零一零年三月三十一日。

15 AVAILABLE-FOR-SALE FINANCIAL ASSETS – GROUP (continued)

As at 31 December 2007, listed equity investments with lock-up periods stated at fair value represent 11.57% interest in CSG. Pursuant to the CSG share reform scheme completed in 2006, 10% of CSG shares will become tradable on 24 May 2008 and 1.57% of CSG shares will become tradable on 24 May 2009.

Available-for-sale financial assets are denominated in RMB.

16 OTHER NON-CURRENT ASSETS - GROUP

As at 31 December 2007, other non-current assets represent the down payment for the acquisition of Shenzhen Shen Guang Hui Highway Development Company (“SGH Company”) (Note 44). The payment will be reclassified as the investment cost upon the completion of the acquisition.

17 DERIVATIVE FINANCIAL INSTRUMENTS – GROUP

		2007	2006 (經重列) (Restated)
		<u>(1,869)</u>	<u>(1,758)</u>

The full fair value of a hedging derivative is classified as a non-current asset or liability if the remaining maturity of the hedged item is more than 12 months, and as a current asset or liability if the maturity of the hedge item is less than 12 months.

The notional principal amount of the outstanding interest rate swap contract at 31 December 2007 is HKD255,500,000 (2006: HKD293,000,000). The maturity date of the hedged item is 31 March 2010.

18 持有至到期之財務資產－集團

18 HELD-TO-MATURITY FINANCIAL ASSETS – GROUP

		2007	2006 (經重列) (Restated)
年初	Beginning of the year	118,217	—
增加	Additions	—	118,217
處置	Disposals	(118,217)	—
年終	End of the year	—	118,217

持有至到期之財務資產為可兌付應計票據，以美元為單位。該票據的利息收入按實際利息法以5.25%實際利率計算，並於本年度贖回。

Held-to-maturity financial assets represent the callable range accrual note denominated in USD. Interest income on the note is calculated using the effective interest method by applying the effective interest rate of 5.25%. The note was redeemed during the Year.

19 按公允值透過損益記賬之財務資產－集團

19 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – GROUP

		2007	2006 (經重列) (Restated)
上市證券：	Listed securities:		
權益投資證券－中國大陸	- Equity securities – the PRC	591,069	—
上市證券市值	Market value of listed securities	591,069	—

按公允值透過損益記賬之財務資產乃持有之無限售期間的南玻集團股份，可在市場上自由買賣，其以人民幣計價。

Financial assets at fair value through profit or loss, which are denominated in RMB, represent the shares of CSG without lock-up period and can be freely traded in the market.

按公允值透過損益記賬之財務資產的公允值變動，在收益表內「其他收益－淨額」中列賬（附註31）。

Changes in fair values of financial assets at fair value through profit or loss are recorded in ‘other gains - net’, in the income statement (Note 31).

所有權益投資的公允值是根據此等證券在活躍市場的當時買盤價釐定。

The fair value of all equity securities is based on their current bid prices in an active market.

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

20 持作待售之非流動資產－集團

於二零零七年十二月三十一日，持作待售之非流動資產主要為原聯營公司之權益，在本集團管理層批准出售其股權後，已呈報為持作待售之非流動資產。

本集團已積極尋求買家，此項交易的完成日期預計為資產負債表日後一年內。

20 NON-CURRENT ASSETS HELD FOR SALE – GROUP

Non-current assets held for sale as at 31 December 2007 mainly represented equity investments reclassified from associates. Such equity investments have been classified as non-current assets held for sale after management approved the disposal plan of such equity investments.

The Group is proactively seeking buyers and the disposal is expected to be completed within one year after balance sheet date.

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21 業務及其他應收款

21 TRADE AND OTHER RECEIVABLES

		本集團 Group		本公司 Company	
		2007	2006 (經重列) (Restated)	2007	2006
業務應收款	Trade receivables	90,266	76,688	—	—
減：應收款 減值 撥備	Less: Provision for impairment of receivables	(31)	(26)	—	—
業務應 收款－淨額	Trade receivables – net	90,235	76,662	—	—
其他應收款 及預付款	Other receivables and prepayments	110,409	106,087	2,888	2,799
		200,644	182,749	2,888	2,799

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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21 業務及其他應收款 (續)

業務應收款之信貸期通常由30日至120日。本集團於二零零七年及二零零六年十二月三十一日，業務應收款的賬齡如下：

		2007	2006 (經重列) (Restated)
0-90日	0-90 days	71,488	51,860
91-180日	91-180 days	15,343	8,876
181-365日	181-365 days	2,045	4,644
365日以上	Over 365 days	1,390	11,308
		90,266	76,688

於二零零七年十二月三十一日，業務應收款計港幣90,235,000元(二零零六年：港幣76,662,000元)已全數獲得履行。

於二零零七年十二月三十一日，業務應收款港幣31,000元(二零零六年：港幣26,000元)已被全數減值。此等個別減值的業務應收款項主要為遇到了非預期財務困難的客戶。此等業務應收款的賬齡均在一年以上。其他逾期業務應收款經衡量有關客戶以往的還款記錄後不被視為減值資產。

於本年度，本集團之業務就應收款之減值撥備並無重大變動。其他應收款內的其他類別沒有包含有減值資產。

對已減值應收款撥備的設立及撥回已計入損益表的管理費用內，計入撥備帳戶的款項在不到期取得額外現金的情況下一般會撇銷。

21 TRADE AND OTHER RECEIVABLES (continued)

Trade receivables generally have credit terms of 30 to 120 days. As at 31 December 2007 and 2006, the ageing analysis of the trade receivables is as follows:

As at 31 December 2007, trade receivables of HKD90,235,000 (2006: HKD76,662,000) were fully performing.

As at 31 December 2007, trade receivables of HKD31,000 (2006: HKD26,000) were fully impaired. The individually impaired receivables mainly relate to customers which are in unexpected difficult economic situations. These receivables are all aged over one year. Other overdue trade receivables are not considered impaired after assessing those customers' repayment history.

There is no significant change in impairment provision for the Group's trade receivables during the Year. The other classes within other receivables do not contain impaired assets.

The creation and release of provision for impaired receivables has been included in administrative expenses in the income statement. Amounts charged to the allowance account are generally written off when there is no expectation of recoveries of additional cash.

21 業務及其他應收款 (續)

無逾期的款項概無重大拖欠記錄。

本集團的業務及其他應收款的賬面值以人民幣為單位。

在報告日期，信貸風險的最高風險承擔為上述每類應收款的公允值。本集團不持有任何作為質押的抵押品。

於二零零七年十二月三十一日，業務及其他應收款之公允值與其賬面價值相近。

22 現金及現金等價物

21 TRADE AND OTHER RECEIVABLES (continued)

There is no material default history for amounts not past due.

The carrying amounts of the Group's trade and other receivables are denominated in RMB.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above. The Group does not hold any collateral as security.

As at 31 December 2007, the fair value of the trade and other receivables approximates their carrying values.

22 CASH AND CASH EQUIVALENTS

		本集團 Group		本公司 Company	
		2007	2006 (經重列) (Restated)	2007	2006
貨幣市場 基金 (a)	Money market funds (a)	389,648	398,363	389,648	398,363
銀行及庫 存現金 (c)	Cash at bank and in hand (c)	2,379,922	561,495	305,970	8,613
減：已抵押銀行 存款 (b)	Less: Pledged bank deposits (b)	(591)	(3,221)	—	—
		2,768,979	956,637	695,618	406,976

(a) 指由一家國際知名投資銀行管理的貨幣市場基金，該基金可於要求贖回的當天內被贖回。

(b) 為開具銀行保函之抵押存款。

(a) Represent the money market funds arranged by a renowned international investment manager. Realisation of the funds can be effected on the same date when the redemption is called for.

(b) Represent pledges for letters of guarantee.

22 現金及現金等價物 (續)

- (c) 於二零零七年及二零零六年十二月三十一日，銀行存款的實際利率分別為1.97厘及0.73厘，以下列貨幣為單位：

22 CASH AND CASH EQUIVALENTS (continued)

- (c) As at 31 December 2007 and 2006, the effective interest rates on bank balances are 1.97% and 0.73% respectively. The cash is denominated in the following currencies:

		本集團 Group		本公司 Company	
		2007	2006 (經重列) (Restated)	2007	2006
人民幣	RMB	1,987,813	538,462	—	—
港幣	HKD	305,808	16,679	302,556	5,088
美元	USD	86,301	6,354	3,414	3,525
		2,379,922	561,495	305,970	8,613

於二零零七年十二月三十一日，本集團及本公司面對的最大信貸風險為賬面價值。

As at 31 December 2007, the Group's and the Company's maximum exposure to credit risk is the carrying value.

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

23 股本－集團及公司

23 SHARE CAPITAL – GROUP AND COMPANY

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		已發行股數 (千計)	普通股	股本溢價	總額
		Number of issued shares (thousands)	Ordinary shares	Share premium	Total
於二零零六年 一月一日	At 1 January 2006	11,355,052	1,135,505	564,923	1,700,428
僱員購股權 計劃	Employee share option scheme				
－提供服務之 價值	－ value of services provided	—	—	1,676	1,676
－發行 股票	－ proceeds from share issued	59,500	5,950	10,829	16,779
可換股債券 換股	Conversion of convertible bonds	673,021	67,302	166,477	233,779
於二零零六年 十二月三十一日	At 31 December 2006	12,087,573	1,208,757	743,905	1,952,662
僱員購股權 計劃	Employee share option scheme				
－提供服務之 價值	－ value of services provided	—	—	2,450	2,450
－發行 股票	－ proceeds from share issued	139,990	13,999	29,238	43,237
可換股債券 換股	Conversion of convertible bonds	1,086,510	108,651	552,071	660,722
可換股票據 換股	Conversion of convertible note	904,110	90,411	293,622	384,033
於二零零七年 十二月三十一日	At 31 December 2007	14,218,183	1,421,818	1,621,286	3,043,104

普通股的法定數目總額為200億股(二零零六年：200億股)，每股面值為港幣0.1元(二零零六年：每股面值港幣0.1元)。所有已發行股份均已全數繳足。

The total authorised number of ordinary shares is 20,000 million shares (2006: 20,000 million shares) with a par value of HKD0.1 per share (2006: HKD0.1 per share). All issued shares are fully paid.

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23 股本－集團及公司 (續)

購股權授予部份董事及僱員，並且沒有附帶任何條件及可立即行使。

有關購股權數量變更及有關之加權平均行使價如下：

		2007		2006	
		平均行使價 (每股港元) Average exercise price (HKD per share)	購股權 (千計) Number of share options (thousands)	平均行使價 (每股港元) Average exercise price (HKD per share)	購股權 (千計) Number of share options (thousands)
於一月一日	At 1 January	0.296	276,000	0.282	295,500
已授出	Granted	0.532	35,000	0.376	40,000
已行使	Exercised	0.309	(139,990)	0.282	(59,500)
於十二月三十一日	At 31 December	0.333	171,010	0.296	276,000

於二零零七年二月六日，本公司將35,000,000股購股權以每股行使價港幣0.532元授予一位董事。

所有於二零零七年十二月三十一日尚未行使之購股權可予以行使，其中136,010,000股購股權將於二零一零年一月十一日失效，35,000,000股購股權將於二零一二年二月五日失效。

本年度授予的購股權公允值於採用Black-Scholes期權定價模型計算後為港幣0.07元。有關之計算根據下列假設確定，授予日港幣0.53元之股票價格，行使價港幣0.532元，預期波幅的標準偏差3.073%，預期年限五年，預期股息率為1.1321%及無風險年利率4.211%。

23 SHARE CAPITAL – GROUP AND COMPANY (continued)

The share options granted to certain directors and employees are unconditional and vested immediately.

Movements in the number of outstanding share options and their related weighted average exercise prices are as follows:

On 6 February 2007, 35,000,000 share options with an exercise price of HKD0.532 were granted to a director of the Company.

All share options outstanding as at 31 December 2007 are exercisable. 136,010,000 share options will be expired on 11 January 2010 and 35,000,000 share options will be expired on 5 February 2012.

The fair value of each share option granted during the Year, as determined using the Black-Scholes valuation model, was HKD0.07. The significant inputs to the model include share price of HKD0.53 at the grant date, exercise price at HKD0.532, standard deviation of expected volatility of share price of 3.073%, expected life of options of 5 years, expected dividend paid-out rate of 1.1321% and annual risk-free interest rate of 4.211%.

23 股本－集團及公司 (續)

本年度，港幣370,500,000元零息可換股債券按換股價每股港幣0.341元，轉換為1,086,510,000股普通股。因此，連同零息可換股債券的衍生負債於換股時轉入股本溢價的影響，本公司的股本及股本溢價分別增加港幣108,651,000元及港幣552,071,000元。

本年度，港幣330,000,000元之可換股票據按換股價每股港幣0.365元，轉換為904,110,000股普通股。因此，本公司的股本及股本溢價分別增加港幣90,411,000元及港幣293,622,000元。

23 SHARE CAPITAL – GROUP AND COMPANY (continued)

During the Year, zero coupon convertible bonds with an aggregate principal amount of HKD370,500,000 were converted into 1,086,510,000 ordinary shares at the conversion price of HKD0.341. Accordingly, the Company's share capital and share premium were increased by HKD108,651,000 and HKD552,071,000 respectively after taking into account the impact of transfer to share premium from derivative liability of convertible bonds upon conversion.

During the Year, convertible note with a principal amount of HKD330,000,000 were converted into 904,110,000 ordinary shares at the conversion price of HKD0.365. Accordingly, the Company's share capital and share premium were increased by HKD90,411,000 and HKD293,622,000.

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24 其他儲備

24 OTHER RESERVES

本集團

Group

		可換股票據/ 債券權益部份 Equity component of convertible note/bonds	公允價值 儲備 Fair value reserve	儲備基金 (附註(b)) Reserve funds (Note (b))	資本儲備 Capital reserve	商譽儲備 Goodwill reserve	對沖儲備 Hedging reserve	合併儲備 (附註5) Merger reserve (Note 5)	其他儲備 Other reserves	折算調整 Translation difference	撥入盈餘 (附註(a)) Contributed surplus (Note (a))	合計 Total
二零零六年一月一日結餘， 經重列	Balance at 1 January 2006, as restated	56,405	(24,147)	350,855	59,723	(159,583)	1,343	(430,605)	—	46,534	13,005	(86,470)
可供出售之財務資產 公允價值變動	Change in fair value of available - for-sale financial assets	—	4,961	—	—	—	—	—	—	—	—	4,961
衍生財務工具 公允價值變動	Change in fair value of derivative financial instruments	—	—	—	—	—	(3,101)	—	—	—	—	(3,101)
從保留盈餘轉撥至 儲備基金	Transfer from retained earnings to reserve funds	—	—	17,810	—	—	—	—	—	—	—	17,810
滙兌差額	Currency translation difference	—	—	—	—	—	—	—	102,426	—	—	102,426
二零零六年十二月三十一日結餘， 經重列	Balance at 31 December 2006, as restated	56,405	(19,186)	368,665	59,723	(159,583)	(1,758)	(430,605)	—	148,960	13,005	35,626
二零零七年一月一日結餘	Balance at 1 January 2007	56,405	(19,186)	368,665	59,723	(159,583)	(1,758)	(430,605)	—	148,960	13,005	35,626
可供出售之財務資產 公允價值變動	Change in fair value of available- for-sale financial assets	—	592,626	—	—	—	—	—	—	—	—	592,626
衍生財務工具 公允價值變動	Change in fair value of derivative financial instruments	—	—	—	—	—	(111)	—	—	—	—	(111)
與少數股東交易 (附註42)	Transaction with minority shareholder (Note 42)	—	—	—	—	—	—	—	(62,650)	—	—	(62,650)
可換股票據權益部份 (附註26)	Equity component of convertible bond (Note 26)	209,523	—	—	—	—	—	—	—	—	—	209,523
因併購產生的 合併儲備	Merger reserve arising from common control combinations	—	—	—	—	—	—	(635,775)	—	—	—	(635,775)
出售可供出售之 財務資產	Disposals of available-for- sale financial assets	—	13,430	—	—	—	—	—	—	—	—	13,430
可換股票據換股	Conversion of convertible note	(56,405)	—	—	—	—	—	—	—	—	—	(56,405)
從保留盈餘轉撥至 儲備基金	Transfer from retained earnings to reserve funds	—	—	82,508	—	—	—	—	—	—	—	82,508
滙兌差額	Currency translation difference	—	—	—	—	—	—	—	187,061	—	—	187,061
二零零七年十二月三十一日結餘	Balance at 31 December 2007	209,523	586,870	451,173	59,723	(159,583)	(1,869)	(1,066,380)	(62,650)	336,021	13,005	365,833

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(All amounts in HK dollar thousands unless otherwise stated)

24 其他儲備 (續)

24 OTHER RESERVES (continued)

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本公司

Company

		可換股票據／ 債券權益部份 Equity component of convertible note/bonds	繳入盈餘 (附註(a)) Contributed surplus (Note (a))	合計 Total
二零零六年一月一日及 十二月三十一日 結餘	Balance at 1 January 2006 and 31 December 2006	56,405	58,515	114,920
二零零七年一月一日結餘	Balance at 1 January 2007	56,405	58,515	114,920
可換股票據 換股	Conversion of convertible note	(56,405)	—	(56,405)
可換股債券的 權益部份 (附註26)	Equity component of convertible bond (Note 26)	209,523	—	209,523
二零零七年十二月 三十一日結餘	Balance at 31 December 2007	209,523	58,515	268,038

(a) 本集團之繳入盈餘即根據本集團於一九九零年一月九日進行重組而購入前集團控股公司股份之面值與本公司就此為交換股份而發行之本公司股份面值兩者間之差額。

本公司之繳入盈餘即根據上文所述之集團重組而購入附屬公司股份之面值與本公司就此為交換股份而發行之本公司股份面值兩者間之差額。

(a) The contributed surplus of the Group represents the difference between the nominal value of the shares of the former group holding company, acquired pursuant to the group reorganisation on 9 January 1990, over the nominal value of the Company's shares issued in exchange thereof.

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the same group reorganisation, over the nominal value of the Company's shares issued in exchange therefor.

24 其他儲備 (續)

本公司 (續)

- (b) 根據中國法規之規定，在中國之若干公司在分派盈利之前，須將其除稅後盈利其中一部份轉撥至各種儲備基金 (不得分派)。轉撥之款額須待該等公司之董事會根據本身之合營協議及／或公司組織章程批准後，方可作實。

24 OTHER RESERVES (continued)

Company (continued)

- (b) In accordance with the PRC regulations, certain companies in the PRC are required to transfer part of their profits after taxation to various reserve funds, which are non-distributable, before profit distributions are made. The amounts of the transfers are subject to the approval of the Boards of Directors of these companies, in accordance with their joint venture agreements and/or articles of association.

25 貸款

25 BORROWINGS

		本集團 Group		本公司 Company	
		2007	2006 (經重列) (Restated)	2007	2006
非流動	Non-current				
長期銀行貸款	Long-term bank borrowings				
— 有抵押*	— Secured*	253,293	1,242,327	—	—
— 無抵押	— Unsecured	38,877	39,525	—	—
減：短期部份	Less: Current portion	(56,107)	(39,626)	—	—
		<u>236,063</u>	<u>1,242,226</u>	<u>—</u>	<u>—</u>
流動	Current				
短期銀行貸款	Short-term bank borrowings				
— 有抵押*	— Secured*	904,141	24,816	—	—
— 無抵押	— Unsecured	237	243,578	—	180,000
長期貸款的短期部份	Current portion of long-term bank borrowings				
— 有抵押*	— Secured*	54,000	37,500	—	—
— 無抵押	— Unsecured	2,107	2,126	—	—
		<u>960,485</u>	<u>308,020</u>	<u>—</u>	<u>180,000</u>
總貸款	Total borrowings	<u>1,196,548</u>	<u>1,550,246</u>	<u>—</u>	<u>180,000</u>

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(All amounts in HK dollar thousands unless otherwise stated)

25 貸款 (續)

* 港幣253,293,000元(二零零六年：港幣289,379,000元)的銀行貸款以本集團在JEL的股權作抵押。而港幣904,141,000元(二零零六年：港幣977,764,000元)的銀行貸款以本集團附屬公司深圳龍大高速公路有限公司(「龍大」)持有的收費公路為質押，並已於本財務報表批准日全數清還。

於二零零七年十二月三十一日，貸款的到期日如下：

25 BORROWINGS (continued)

* Bank borrowings of HKD253,293,000 (2006: HKD289,379,000) and HKD904,141,000 (2006: HKD977,764,000) are secured by the Group's equity interest in JEL, and the toll road owned by Shenzhen Longda Expressway Company Limited ("Longda") respectively. The borrowings of HKD904,141,000 have been repaid up to the approval date of these financial statements.

As at 31 December 2007, borrowings are repayable as follows:

		本集團 Group		本公司 Company	
		2007	2006 (經重列) (Restated)	2007	2006
1年內	Within 1 year	960,485	308,020	—	180,000
1至2年內	Between 1 and 2 years	75,607	140,722	—	—
2至5年內	Between 2 and 5 years	128,910	381,309	—	—
5年內全數償還	Wholly repayable within 5 years	1,165,002	830,051	—	180,000
5年以上	Over 5 years	31,546	720,195	—	—
		1,196,548	1,550,246	—	180,000

貸款的賬面金額以下列貨幣為單位：

The carrying amounts of the borrowings are denominated in the following currencies:

		本集團 Group		本公司 Company	
		2007	2006 (經重列) (Restated)	2007	2006
港元	HKD	253,293	519,380	—	180,000
美元	USD	7,332	9,524	—	—
人民幣	RMB	935,923	1,021,342	—	—
		1,196,548	1,550,246	—	180,000

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25 貸款 (續)

於結算日的實際利率如下：

		2007			2006		
		港元 HKD	美元 USD	人民幣 RMB	港元 HKD	美元 USD	人民幣 RMB
銀行貸款	Bank borrowings	5.0%-5.9%	1.5%	5.4%-7.1%	4.6%-5.0%	1.5%	4.9%-5.2%

本集團的貸款在利率變動及合約重新定價日期所承擔的風險如下：

25 BORROWINGS (continued)

The effective interest rates at the balance sheet date are as follows:

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates are as follows:

		本集團 Group		本公司 Company	
		2007	2006 (經重列) (Restated)	2007	2006
6個月或以下	6 months or less	333,530	562,957	—	180,000
6 - 12個月	6 - 12 months	863,018	987,289	—	—
		1,196,548	1,550,246	—	180,000

由於貼現的影響不大，貸款的公允值與其賬面值相近。

The carrying amounts of borrowings approximately their fair value as there is no significant impact from their cash flow discount.

25 貸款 (續)

本集團有下列未提取貸款融資：

25 BORROWINGS (continued)

The Group has the following undrawn banking facilities:

		2007	2006 (經重列) (Restated)
浮息	Floating rate		
— 一年內到期	— Expiring within one year	390,924	281,831
— 一年以上到期	— Expiring beyond one year	2,838,128	477,062
		<u>3,229,052</u>	<u>758,893</u>

26 可換股票據及可換股債券－集團及公司

(a) 可換股票據

於二零零二年八月一日，本公司發行共計面值港幣330,000,000元之可贖回及不帶息之可換股票據予主要股東深圳投資，有關之換股價為每股普通股港幣0.365元，有關之可換股票據有效期為由發行日起計五年及於二零零七年七月三十一日到期。

可換股票據初始列示於負債部份之賬面值利用等同之非可換股債券之市場利率來計算。其後的負債部份按攤銷成本列賬。剩餘金額屬於權益兌換部份之價值，包括在股東權益之其他儲備內(附註24)。

26 CONVERTIBLE NOTE AND BONDS – GROUP AND COMPANY

(a) Convertible note

On 1 August 2002, the Company issued to its major shareholder, SIHC, redeemable non-interest bearing convertible note at a par value of HKD330,000,000, carrying rights to convert into ordinary shares of the Company at HKD0.365 each. The convertible note has a term of five years from the date of issue with 31 July 2007 as the maturity date.

The initial carrying amount of the convertible note, the liability component, represents the discounted future cash flows calculated using market interest rate for an equivalent non-convertible bond upon issuance. The liability component is subsequently carried at amortised cost. The residual amount of the convertible note, representing the value of the equity conversion component, is included in shareholders' equity as other reserves (Note 24).

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26 可換股票據及可換股債券－集團及公司 (續)

(a) 可換股票據 (續)

於本年度，可換股票據的負債部份變動如下：

		2007	2006 (經重列) (Restated)
年初	Beginning of the year	322,917	311,035
利息費用 (附註34)	Interest expense (Note 34)	4,711	11,882
		327,628	322,917
轉換為普通股	Converted into ordinary shares	(327,628)	—
年終	End of the year	—	322,917

(b) 可換股債券

(i) 於二零零六年二月二十四日，本公司發行面值為港幣600,000,000元的零票面利率的可換股債券。每股債券持有人可於二零零六年四月六日至二零一一年二月十日以初始換股價每股港幣0.341元兌換面值每股港幣0.1元的已全數繳足普通股(之前已贖回、兌換、購入及取消除外)。

當換股權被行使時，除向其交付全部或部份普通股外，本公司可選擇就持有人之部份或全部債券以現金結算。

26 CONVERTIBLE NOTE AND BONDS – GROUP AND COMPANY (continued)

(a) Convertible note (continued)

The movement of convertible note during the Year is as follows:

		2007	2006 (經重列) (Restated)
年初	Beginning of the year	322,917	311,035
利息費用 (附註34)	Interest expense (Note 34)	4,711	11,882
		327,628	322,917
轉換為普通股	Converted into ordinary shares	(327,628)	—
年終	End of the year	—	322,917

(b) Convertible bonds

(i) On 24 February 2006, the Company issued zero coupon convertible bonds of HKD600,000,000 at par. Each bond will, at the option of the holder, be convertible (unless previously redeemed, converted or purchased and cancelled) from 6 April 2006 to 10 February 2011 into fully paid ordinary shares with a par value of HKD0.10 each of the Company at an initial conversion price of HKD0.341 per share.

In lieu of delivery of some or all of the ordinary shares required to be delivered upon the exercise of a conversion right, the Company may elect to make a cash settlement payment in respect of all or any portion of a holder's bonds deposited for conversion.

26 可換股票據及可換股債券－集團及公司 (續)

26 CONVERTIBLE NOTE AND BONDS – GROUP AND COMPANY (continued)

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(b) 可換股債券 (續)

以現金結算之款額指以下兩項乘積：(i)有轉換通知及本公司選擇以現金結算時應予交付之股份數目；及(ii)以現金結算通知日通知後十個交易日內，股份在香港聯合交易所之每日收市價之算術平均數。

可換股債券負債部份之初始賬面值，需以扣減嵌入式衍生工具的公允值後列示，負債部份其後以攤銷成本列示。

嵌入式衍生工具以估值核算，因為估值模式需輸入具有高度主觀性的假設，故所輸入具主觀性的假設值變動可對公允值估計產生重大影響。

於本年度，本公司股價顯著上升，可換股債券衍生負債公允值亦相應增長，導致港幣196,173,000元公允值虧損於損益表確認。此外，於本年度，面值為港幣370,500,000元之可換股債券之持有人以每股0.341港元之換股價轉換為本公司1,086,510,000股之普通股。於二零零七年十二月三十一日，可換股債券已悉數轉換為普通股。

(b) Convertible bonds (continued)

The cash settlement amount is determined as the product of (i) the number of shares otherwise deliverable upon exercise of the conversion right in respect of the bonds to which the conversion notice applies, and in respect of which the Company has elected the cash settlement option and (ii) the arithmetic average of the closing price of shares on the Stock Exchange of Hong Kong Limited for each day during the ten trading days immediately after the cash settlement notice date.

The initial carrying amount of the liability component of convertible bonds is the amount after deducting the fair value of embedded derivatives. The liability component is subsequently carried at amortised costs.

Fair value of embedded derivatives are determined by valuation. As the valuation requires the input of highly subjective assumptions, including the volatility of share price, change in subjective input assumptions can materially affect the fair value estimate.

During the Year, the share price of the Company rose significantly, the fair value of derivative liability of the convertible bonds increased accordingly, resulting in a fair value loss of HKD196,173,000 in the income statement. Moreover, convertible bonds with face value of HKD370,500,000 were converted into 1,086,510,000 ordinary shares of the Company at a conversion price of HKD0.341 per share during the Year. At 31 December 2007, all of the above convertible bonds had been converted into ordinary shares.

綜合財務報表附註

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(除特別註明外，所有金額均以港幣千元為單位)

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26 可換股票據及可換股債券－集團及公司 (續)

(b) 可換股債券 (續)

- (ii) 於二零零七年十二月二十九日，本公司向深圳投資控股發行面值為港幣1,727,500,000元的零票面利率的可換股債券，作為收購寶通100%權益的代價。深圳投資控股可於發行日起計三年內以換股價每股港幣1.2元兌換面值每股港幣0.1元的普通股。倘可換股債券於二零一零年十二月二十九日(「到期日」)以前仍未轉換，本公司須於到期日償還固定人民幣金額。

可換股債券據初始列示於負債部份之賬面值利用等同之非可換股債券之市場利率來計算。其後的負債部份按攤銷成本列賬。剩餘金額屬於權益兌換部份之價值，包括在股東權益之其他儲備內(附註24)。

26 CONVERTIBLE NOTE AND BONDS – GROUP AND COMPANY (continued)

(b) Convertible bonds (continued)

- (ii) On 29 December 2007, the Company issued zero coupon convertible bond of HKD1,727,500,000 to SIHCL as the consideration of acquired 100% equity interest in Bao Tong. SIHCL can convert the bonds from 29 December 2007 for a period of three years up to 29 December 2010 (the “maturity date”) into ordinary shares with a par value of HKD0.1 each of the Company at an initial conversion price of HKD1.2 per share. If the convertible bond have not been converted at the maturity date, the Company shall repay the remaining principals at a predetermined fixed amount of RMB.

The initial carrying amount of the convertible bond, the liability component, represents the calculation by using market interest rate for an equivalent non-convertible bond upon issuance. The liability component is subsequently carried at amortised cost. The residual amount of the convertible bond, representing the value of the equity conversion component, is included in shareholders' equity as other reserves (Note 24).

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

26 可換股票據及可換股債券－集團及公司 (續)

26 CONVERTIBLE NOTE AND BONDS – GROUP AND COMPANY (continued)

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(b) 可換股債券 (續)

(iii) 於本年度，可換股債券的變動如下：

(b) Convertible bonds (continued)

(iii) The movement of convertible bonds during the Year is as follows:

		2007				
		衍生負債				
		負債部份	部份	權益部份		
		面值	Liability	Derivative	Equity	合計
		Face value	component	component	component	Total
年初	Beginning of the year	370,500	322,007	140,160	–	462,167
增添	Additions	1,727,500	1,517,977	–	209,523	1,727,500
轉換為普通股 (附註 23)	Converted into ordinary shares (Note 23)	(370,500)	(324,389)	(336,333)	–	(660,722)
利息費用 (附註34)	Interest expense (Note 34)	–	2,382	–	–	2,382
可換股債券衍生 負債公允值虧 損(附註 34)	Fair value loss on derivative liability of convertible bonds (Note 34)	–	–	196,173	–	196,173
年終	End of the year	1,727,500	1,517,977	–	209,523	1,727,500

26 可換股票據及可換股債券－集團及公司 (續)

26 CONVERTIBLE NOTE AND BONDS – GROUP AND COMPANY (continued)

(b) 可換股債券 (續)

(b) Convertible bonds (continued)

		2006 (Restated) (經重列)			
		面值	負債部份	衍生 負債部份	合計
		Face value	Liability component	Derivative component	Total
年初	Beginning of the year	—	—	—	—
增添	Additions	600,000	506,541	93,459	600,000
交易成本	Transaction cost	—	(23,937)	—	(23,937)
轉換為普通股 (附註 23)	Converted into ordinary shares (Note 23)	(229,500)	(198,031)	(35,748)	(233,779)
利息費用 (附註34)	Interest expense (Note 34)	—	37,434	—	37,434
可換股債券衍生 負債公允值虧損 (附註 34)	Fair value loss on derivative liability of convertible bonds (Note 34)	—	—	82,449	82,449
年終	End of the year	370,500	322,007	140,160	462,167

可換股票據及債券之利息費用以實際利息法，將負債部份分別按以下實際利率計算：

Interest expense on the convertible note and bonds is calculated using the effective interest method by applying the effective interest rate as below to the liability components:

		實際利率 Effective interest rate
可換股票據	Convertible note	3.82%
於二零零六年發行的 可換股債券	Convertible bonds issued in 2006	7.53%
於二零零七年發行的 可換股債券	Convertible bond issued in 2007	4.40%

可換股票據及債券負債部份的公允值與其賬面值相近。

The fair values of liability components of convertible note and bonds approximately their carrying values.

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

27 遞延所得稅負債－集團

年內遞延所得稅負債的變動如下：

27 DEFERRED INCOME TAX LIABILITIES - GROUP

The movement in deferred tax liabilities during the Year is as follows:

		服務合約 Service contracts	收費公路 經營權 Toll road operating right	按公允價值透過 損益記賬 財務資產 Financial assets at fair value through profit or loss	可供出售之 財務資產 Available- for-sale financial assets	合計 Total
於2006年1月1日，經重列	At 1 January 2006, as restated	—	71,090	—	—	71,090
收購共同控制實體	Acquisition of jointly controlled entities	7,796	—	—	—	7,796
記入損益表(附註35)	Credited in the income statement (Note 35)	(866)	(4,265)	—	—	(5,131)
於2006年12月31日，經重列	At 31 December 2006, as restated	6,930	66,825	—	—	73,755
於2007年1月1日	At 1 January 2007	6,930	66,825	—	—	73,755
在權益中扣除	Charged to equity					
— 可供出售之財務資產 公允價值變動	— Change of fair value of available-for-sale financial assets	—	—	—	141,984	141,984
在損益表中扣除／ (記入損益表)(附註35)	Charged to/(credited in) income statement (Note 35)					
— 無形資產減值	— Impairment of intangible assets	(2,242)	—	—	—	(2,242)
— 記入損益表	— Credited in the income statement	(1,733)	(4,265)	—	—	(5,998)
— 按新頒佈稅率調整	— Change of income tax rates	—	37,155	—	—	37,155
— 按公允價值透過損益記賬之 財務資產	— Change of fair value of financial assets at fair value through profit or loss	—	—	97,856	—	97,856
於2007年12月31日	At 31 December 2007	2,955	99,715	97,856	141,984	342,510

遞延所得稅負債港幣6,104,000元(二零零六年：港幣5,909,000元)將於十二個月內清還。

Deferred income tax liabilities of HKD6,104,000 (2006: HKD5,909,000) are to be recovered within 12 months.

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(除特別註明外，所有金額均以港幣千元為單位)

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27 遞延所得稅負債－集團 (續)

於二零零八年二月二十二日，中國財政部及國家稅務局聯合發佈了財稅[2008]1號函件（「1號函件」）。根據1號函件，二零零八年一月一日之前外商投資企業形成的未分配的保留盈餘，在二零零八年以後分配給外國投資者的，免徵企業所得稅。因此，本集團並無就本集團於中國設立之外商投資企業，包括附屬公司、聯營公司及共同控制實體於二零零八年一月一日之前形成的未分配的保留盈餘計提遞延所得稅負債。

28 遞延收入－集團

遞延收入是中國當地政府機構授予之款項，已用於落實之物流有關項目上，並配合擬補貼之成本所需之期間在損益表以系統方式確認。

27 DEFERRED INCOME TAX LIABILITIES - GROUP (continued)

On 22 February 2008, the Ministry of Finance and the State Administration of Taxation jointly issued Caishui [2008] Circular 1 ("Circular 1"). According to Circular 1, where foreign investment enterprises declare dividends in 2008 and thereafter out of the cumulative retained earnings before 1 January 2008, such dividends earned by the foreign investors shall be exempt from corporate withholding income tax. Accordingly, the Group has not provided for the deferred tax liabilities for retained earnings accumulated before 1 January 2008 of its the subsidiaries, jointly controlled entities and associates in the PRC.

28 DEFERRED INCOME - GROUP

		2007	2006 (經重列) (Restated)
年初賬面淨值	Opening net book amount	95,628	123,782
在損益表確認 (附註31)	Recognised in the income statement (Note 31)	(29,052)	(27,680)
匯兌差額	Exchange difference	(771)	(474)
年終賬面淨值	Closing net book amount	65,805	95,628

Deferred income represents the amounts granted by the PRC local government authorities, which are applied to designated logistic projects and recognised in the income statement on a systematic basis over the period to match with the cost being subsidised.

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

29 少數股東借款－集團

於二零零六年十二月三十一日的少數股東借款乃指由本集團之附屬公司深圳市華南國際物流有限公司（「華南物流」）之原少數股東提供之借款。該等借款乃屬無抵押及免利息。於本年度，本集團購買了少數股東於華南物流的全部股權（附註42）後，該等借款重分類為其他應付款，並已於本財務報表批准日全數清還。

30 業務及其他應付款

29 AMOUNT DUE TO A MINORITY SHAREHOLDER – GROUP

The amount due to a minority shareholder as at 31 December 2006 represented advances made by a former minority shareholder of Shenzhen South China International Logistics Co., Ltd. (“SCIL”), a subsidiary of the Group. The amount was unsecured and interest-free. During the Year, the Group acquired the entire interest of SCIL held by the minority shareholder (Note 42). The balance was then reclassified as other payables, and has been repaid up to the approval date of these financial statements.

30 TRADE AND OTHER PAYABLES

		本集團 Group		本公司 Company	
		2007	2006 (經重列) (Restated)	2007	2006
業務應付款	Trade payables	33,818	26,360	—	—
在建工程應付款	Payable for construction in progress	46,868	118,790	—	—
收購共同控制實體公司之應付代價款	Payable for the acquisition of a jointly controlled entity	—	24,939	—	—
預提費用	Accrued expenses	28,924	18,688	—	—
其他應付款	Other payables	219,316	79,096	2,405	2,507
		328,926	267,873	2,405	2,507

30 業務及其他應付款 (續)

於二零零七年十二月三十一日，業務應付款(包括業務性質的應付關聯方款項)的賬齡如下：

30 TRADE AND OTHER PAYABLES (continued)

As at 31 December 2007, the ageing analysis of the trade payables (including amounts due to related parties of trading in nature) is as follows:

		本集團 Group	
		2007	2006 (經重列) (Restated)
0-90日	0-90 days	31,248	23,008
91-180日	91-180 days	1,438	1,756
181-365日	181-365 days	652	794
365日以上	Over 365 days	480	802
		33,818	26,360

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(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

31 其他收益 – 淨額

31 OTHER GAINS – NET

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		2007	2006 (經重列) (Restated)
出售按公允值透過損益記賬之財務資產之收益	Gain on disposals of financial assets at fair value through profit or loss	1,531,111	—
按公允值透過損益記賬之財務資產公允值變動產生的盈利	Fair value gains on financial assets at fair value through profit or loss	532,806	—
出售聯營公司權益之收益／(虧損)	Gain/(loss) on disposals of investments in associates	80,583	(2,642)
出售持作待售之非流動資產之收益	Gain on disposals of non-current assets held for sale	18,343	—
遞延政府補貼撥入損益表(附註28)	Deferred income recognised in the income statement (Note 28)	29,052	27,680
租賃收入	Rental income	25,441	26,003
投資物業公允值收益(附註8)	Fair value gains on investment properties (Note 8)	12,870	480
租賃土地及土地使用權減值之轉回(附註9)	Reversal of impairment of leasehold land and land use rights (Note 9)	7,000	7,549
出售可供出售之財務資產之(虧損)／收益	(Loss)/gain on disposals of available-for-sale financial assets	(22,569)	43,739
其他	Others	37,379	31,114
		2,252,016	133,923

綜合財務報表附註

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32 按性質分類的費用

列在銷售成本、分銷成本、管理費用及其他經營費用內的費用分析如下：

		2007	2006 (經重列) (Restated)
折舊、攤銷及減值費用	Depreciation, amortisation and impairment losses	151,184	84,950
僱員福利開支 (附註33)	Employee benefit expenses (Note 33)	70,461	70,113
運輸成本	Transportation expenses	215,822	179,875
租賃開支	Operating lease expenses	8,726	6,527
其他稅費支出	Other tax expenses	21,221	13,890
委託費及道路管理費	Commission and management fee for toll roads	53,832	44,301
核數師酬金	Auditors' remuneration	4,581	3,873
法律及專業諮詢費	Legal and professional fees	22,057	3,429

32 EXPENSES BY NATURE

Expenses included in cost of sales, distribution costs, administrative expenses and other operating expenses are analysed as follows:

33 僱員福利開支

		2007	2006 (經重列) (Restated)
工資及薪酬	Wages and salaries	54,510	55,149
授予董事和僱員的購股權 (附註23)	Share options granted to directors and employees (Note 23)	2,450	1,676
退休金成本－界定供款計劃	Pension costs – defined contribution plans	7,016	7,515
其他	Others	6,485	5,773
		70,461	70,113

33 EMPLOYEE BENEFIT EXPENSES

由二零零零年十二月一日起，本集團設立強制性公積金計劃予所有合資格員工參與。本集團及員工向強積金計劃之供款乃根據強積金計劃之規則所訂之比例計算。強積金計劃之資產與本集團之資產分開，由獨立管理之基金持有。

From 1 December 2000, a mandatory provident fund scheme is set up for eligible employees of the Group. Contributions to the MPF Scheme by the Group and employees are calculated at rates specified in the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group by an independently administered fund.

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(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

33 僱員福利開支 (續)

本集團亦就中國若干附屬公司向中國當地政府設立之僱員退休計劃供款。中國當地政府承諾承擔本集團所有現有及未來退休員工之退休福利責任。此等計劃之供款於產生時在綜合損益表中扣除。

沒有被沒收供款(二零零六年：無)在年內被動用，年終亦沒有可用作減少未來供款的剩餘金額。

(a) 董事及高級管理層薪酬

截至二零零七年十二月三十一日止年度，每名董事的薪酬如下：

董事姓名	袍金	薪金	酌情獎金	招募酬金	其他福利 ^(a)	退休計劃的 僱主供款	失去董事 職位的補償	合計
Name of director	Fees	Salary	Discretionary bonuses	Inducement fees	Other benefits ^(a)	Employer's contribution to pension scheme	Compensation for loss of office as director	Total
郭原	—	1,100	—	—	—	85	—	1,185
李景奇	—	1,156	—	—	—	85	—	1,241
劉軍	—	1,400	—	—	—	72	—	1,472
楊海 ^(b)	—	—	—	—	—	—	—	—
Yang Hai ^(b)	—	—	—	—	—	—	—	—
杜志強	—	—	—	—	—	—	—	—
To Chi Keung, Simon	—	—	—	—	—	—	—	—
張化橋	—	—	—	—	—	—	—	—
Zhang Hua Qiao	—	—	—	—	—	—	—	—
王航軍 ^(c)	—	—	—	—	—	—	—	—
Wang Hang Jun ^(c)	—	—	—	—	—	—	—	—
梁銘源	300	—	—	—	—	—	—	300
Leung Ming Yuen, Simon	300	—	—	—	—	—	—	300
丁迅	300	—	—	—	—	—	—	300
Ding Xun	300	—	—	—	—	—	—	300
聶潤榮	300	—	—	—	—	—	—	300
Nip Yun Wing	300	—	—	—	—	—	—	300
								4,798

33 EMPLOYEE BENEFIT EXPENSES (continued)

The Group also contributes to employee retirement schemes established by the PRC local governments in respect of certain subsidiaries in the PRC. The PRC local governments undertake to assume the retirement benefit obligations of all existing and future retired employees of the Group. Contributions to these schemes are charged to the consolidated income statement as incurred.

No forfeited contributions (2006: Nil) were utilised during the Year and none is available at the year-end to reduce future contribution.

(a) Directors' and senior management's emoluments

The remuneration of each director for the year ended 31 December 2007 is set out below:

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33 僱員福利開支 (續)

(a) 董事及高級管理層薪酬 (續)

截至二零零六年十二月三十一日止年度，每名董事的薪酬如下：

董事姓名	袍金	薪金	酌情獎金	招募酬金	其他福利 ^(a)	退休計劃的 僱主供款	失去董事 職位的補償	合計
Name of director	Fees	Salary	Discretionary bonuses	Inducement fees	Other benefits ^(a)	Employer's contribution to pension scheme	Compensation for loss of office as director	Total
郭原	—	600	—	—	1	—	—	601
李景奇	—	1,300	—	—	3	65	—	1,368
劉軍	—	1,200	—	—	3	60	—	1,263
李黑虎 ^(c)	—	960	—	—	2	—	—	962
陳潮 ^(c)	—	960	—	—	2	48	—	1,010
喬剛 ^(c)	—	203	247	—	40	11	—	501
杜志強	—	—	—	—	—	—	—	—
To Chi Keung, Simon	—	—	—	—	—	—	—	—
張化橋	—	—	—	—	—	—	—	—
Zhang Hua Qiao	—	—	—	—	—	—	—	—
梁銘源	250	—	—	—	—	—	—	250
Leung Ming Yuen, Simon	250	—	—	—	—	—	—	250
丁迅	250	—	—	—	—	—	—	250
Ding Xun	250	—	—	—	—	—	—	250
聶潤榮	250	—	—	—	—	—	—	250
Nip Yun Wing	250	—	—	—	—	—	—	250
								6,455

附註：

- (a) 其他福利包括出差及交通津貼。
- (b) 於二零零七年八月七日委任。楊海先生於本年度在本公司的一家聯營公司深圳高速擔任董事長職務，並在深圳高速領取年度酬金共約港幣992,600元。楊海先生於本年度沒有在本公司或其附屬公司領取任何董事酬金。
- (c) 於二零零六年八月十五日辭任。
- (d) 於二零零七年八月七日委任。

33 EMPLOYEE BENEFIT EXPENSES (continued)

(a) Directors' and senior management's emoluments (continued)

The remuneration of each director for the year ended 31 December 2006 is set out below:

Notes:

- (a) Other benefits include housing and travelling allowances.
- (b) Appointed on 7 August 2007. During the Year, Yang Hai is the chairman of Shenzhen Expressway, an associate of the Company, and received director emoluments of HKD992,600 therefrom. During the Year, Mr. Yang earned no director emoluments from the Company and its subsidiaries.
- (c) Resigned on 15 August 2006.
- (d) Appointed on 7 August 2007.

33 僱員福利開支 (續)

(a) 董事及高級管理層薪酬 (續)

於二零零七年度，郭原及李景奇兩名董事分別放棄董事酬金港幣580,000元及港幣524,000元。

二零零六年十二月三十一日止年度，本集團並無向董事支付酬金作為促使其加入或在加入本集團時之獎金或作為失去職位之賠償。

(b) 五位最高薪人士

本年度本集團內五名最高薪酬人士包括三名(二零零六年：四名)董事，其酬金已載於上文分析。其餘二名(二零零六年：一名)最高薪人士之酬金分析如下：

33 EMPLOYEE BENEFIT EXPENSES (continued)

(a) Directors' and senior management's emoluments (continued)

During 2007, two directors, namely Guo Yuan and Li Jing Qi, have waived their director's emoluments of HKD580,000 and HKD524,000 respectively.

During the year ended 31 December 2006, no directors waived any emoluments and no emoluments had been paid by the Group to the directors as an inducement to join or upon joining the Group or as a compensation for loss of office.

(b) Five highest paid individuals

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

		2007	2006 (經重列) (Restated)
基本薪金及津貼	Basic salaries and allowances	2,717	1,652
花紅	Bonuses	1,015	357
退休金計劃供款	Contributions to the retirement scheme	84	12
其他福利	Other benefits	142	—
		<u>3,958</u>	<u>2,021</u>

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(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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33 僱員福利開支 (續)

(b) 五位最高薪人士 (續)

此等薪酬在下列組合範圍內：

薪酬範圍	Emolument band
港幣0元	HKD0 – HKD1,000,000
– 港幣1,000,000元	
港幣2,000,001元	HKD2,000,001 – HKD2,500,000
– 港幣2,500,000元	
港幣3,000,001元	HKD3,000,001 – HKD3,500,000
– 港幣3,500,000元	

33 EMPLOYEE BENEFIT EXPENSES (continued)

(b) Five highest paid individuals (continued)

The emoluments fell within the following band:

人數	
Number of individuals	
2007	2006
1	—
—	1
1	—
1	—

34 財務收入與成本

利息費用	Interest expense
– 銀行貸款	– Bank borrowings
– 可換股票據* (附註26)	– Convertible note* (Note 26)
– 可換股債券* (附註26)	– Convertible bonds* (Note 26)

可換股債券衍生負債公允值變動產生的虧損 (附註 26)	Fair value loss on derivative liability of convertible bonds (Note 26)
貨幣市場基金及銀行存款利息收入	Interest income on money market funds and bank deposits

財務成本 – 淨額

90,152	79,688
4,711	11,882
2,382	37,434
97,245	129,004
196,173	82,449
(42,422)	(28,607)
250,996	182,846

* 有關可換股票據及可換股債券之利息屬名義利息，其按負債部份乘以實際利息法計算，並不涉及現金流。

* The nominal interest expense on the convertible note and convertible bonds are calculated by applying the effective interest method to the liability components. There is no cash flow impart from the interest expense.

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

35 所得稅

由於本集團於本年度內於香港並無產生任何應課稅盈利，故並無就香港利得稅作出準備。香港以外地區之應課稅盈利乃根據本集團經營業務所在地現有之有關法規、詮釋及守則為基準，按有關地區之現行稅率計算。

35 INCOME TAX EXPENSE

Hong Kong profits tax has not been provided as the Group did not generate any assessable profits in Hong Kong during the Year. Taxes on overseas profits have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

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		2007	2006 (經重列) (Restated)
當期所得稅	Current income tax		
－中國企業所得稅	－ PRC enterprise income tax	260,837	16,798
遞延所得稅 (附註27)	Deferred income tax (Note 27)	126,771	(5,131)
		387,608	11,667

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(除特別註明外，所有金額均以港幣千元為單位)

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35 所得稅 (續)

本集團有關除稅前盈利之稅項與假若採用本集團主要附屬公司經營所在地區深圳之15%的優惠稅率而計算之理論稅額之差額如下：

35 INCOME TAX EXPENSE (continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the preferential tax rate of 15% in Shenzhen, the location in which the Group's major subsidiaries operate as follows:

		2007	2006 (經重列) (Restated)
除稅前盈利	Profit before income tax	2,437,830	250,356
減：應佔聯營公司盈利	Less: Share of profit of associates	(246,737)	(250,412)
		2,191,093	(56)
按稅率15% (二零零六年： 15%) 計算之稅項	Tax calculated at a tax rate of 15% (2006: 15%)	328,664	(8)
納稅影響之事項：	Tax impact of		
— 其他地區不同稅率	- Different tax rates in other locations	17,256	2,361
— 於稅收優惠期之利潤	- Profit earned during tax holidays	(4,365)	—
— 稅率改變 (附註(a)及27)	- Change of income tax rates (Note (a) and 27)	37,155	—
— 無須課稅之收入	- Income not subject to tax	(36,617)	(11,929)
— 不可扣稅之支出	- Expenses not deductible for tax purposes	41,331	15,138
— 未確認之稅損	- Unrecognised tax losses	4,184	6,105
所得稅	Income tax expense	387,608	11,667

35 所得稅 (續)

- (a) 於二零零七年三月十六日，全國人民代表大會通過了中國企業所得稅法(「企業所得稅法」)，並將於二零零八年一月一日起生效。企業所得稅法規定中國國內企業適用的所得稅率為25%。現有優惠稅率及其他稅項優惠的過渡條款將由政府機關制定及公佈。

由於計算遞延所得稅負債所使用的稅率為預期收回該資產或清償該負債期間所適用的稅率，因此適用稅率的變化將影響本集團遞延所得稅負債的賬面值。根據本集團按照新企業所得稅法進行的評估，本集團之遞延所得稅負債的賬面值增加港幣37,155,000元，已計入本年的損益表中。

36 本公司股權持有人應佔盈利

本公司股權持有人應佔的盈利在本公司財務報表中處理的數額為港幣2,613,456,000元(二零零六年：港幣162,702,000元)。

35 INCOME TAX EXPENSE (continued)

- (a) On 16 March 2007, the National Peoples Congress approved Corporate Income Tax Law of the PRC (the "CIT Law"), which has been effective from 1 January 2008. The CIT Law stipulates the applicable income tax rate at 25% for domestic enterprises in the PRC. The transitional rules for the existing preferential tax rates and other tax incentives will be stipulated and announced by the government authorities.

Due to the fact that deferred tax liabilities are measured at the applicable tax rates in the period when the temporary differences are realised or settled, the change in the applicable tax rate will affect the determination of the carrying amounts of the respective deferred tax assets and liabilities of the Group. Based on the assessment made by the Group with reference to the new CIT Law, the carrying amount of deferred tax liabilities of the Group was increased by HKD37,155,000 and has been charged to the income statement for the Year.

36 PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The profit attributable to equity holders of the Company dealt with in the financial statements of the Company is HKD2,613,456,000 (2006: HKD162,702,000).

37 每股盈利

基本

每股基本盈利根據本公司股權持有人應佔盈利，除以年內已發行普通股的加權平均數目計算。

37 EARNINGS PER SHARE

Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the average number of ordinary shares in issue during the Year.

		2007	2006 (經重列) (Restated)
本公司股權持有人應佔盈利	Profit attributable to equity holders of the Company	<u>2,033,555</u>	<u>230,794</u>
已發行普通股的 加權平均數(千位)	Weighted average number of ordinary shares in issue (thousands)	<u>13,531,091</u>	<u>11,518,221</u>
每股基本盈利(每股港仙)	Basic earnings per share (HK cents per share)	<u>15.03</u>	<u>2.00</u>

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(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

37 每股盈利 (續)

攤薄

每股攤薄盈利乃指假設所有可攤薄的潛在普通股被兌換後，經調整已發行普通股的加權平均股數而計算得出。本公司有兩類可攤薄的潛在普通股：可換股票據／債券及購股權。可換股票據／債券假設被兌換為普通股，而淨盈利經調整以對銷利息費用減稅務影響。至於購股權，根據未行使購股權所附的認購權的貨幣價值，確定按公允值（確定為本公司股份的平均年度市價）可購入的股份數目。

37 EARNINGS PER SHARE (continued)

Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has two categories of dilutive potential ordinary shares: convertible note/bonds and share options. The convertible note/bonds are assumed to have been converted into ordinary shares and the net profit is adjusted to eliminate the interest expense less the tax effect. For the share options, a calculation is made in order to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options.

		2007	2006 (經重列) (Restated)
本公司股權持有人應佔盈利	Profit attributable to equity holders of the Company	2,033,555	230,794
可換股票據／債券利息費用	Interest expense on convertible note/bonds	7,093	11,882
用以確定每股攤薄盈利的盈利	Profit used to determine diluted earnings per share	<u>2,040,648</u>	<u>242,676</u>
已發行普通股的加權平均數(千位)	Weighted average number of ordinary shares in issue (thousands)	13,531,091	11,518,221
調整－購股權(千位)	Adjustments – share options (thousands)	168,053	76,395
調整－可換股票據被兌換(千位)	Adjustments – conversion of convertible note (thousands)	263,134	904,110
調整－可換股債券被兌換(千位)	Adjustments – conversion of convertible bonds (thousands)	<u>351,736</u>	<u>—</u>
計算每股攤薄盈利的普通股的加權平均數(千位)	Weighted average number of ordinary shares for diluted earnings per share (thousands)	<u>14,314,014</u>	<u>12,498,726</u>
每股攤薄盈利(每股港仙)	Diluted earnings per share (HK cents per share)	<u>14.26</u>	<u>1.94</u>

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38 股息

在二零零七年及二零零六年內支付的股息分別為港幣76,981,000元(每股港幣0.006元)及港幣63,435,000元(每股港幣0.0055元)。於二零零八年四月二日的會議，董事建議末期股息為每股港幣0.01元，特別股息為每股港幣0.035元，合計為港幣639,818,000元。此等股息將於二零零八年五月二十六日舉行的股東週年大會建議批准。本財務報表未反映此項為應付股息。

38 DIVIDENDS

The dividends paid in 2007 and 2006 were HKD76,981,000 (HKD0.006 per share) and HKD63,435,000 (HKD0.0055 per share), respectively. At the meeting dated 2 April 2008, the directors recommend the payment of a final dividend of HKD0.010 and a special dividend of HKD0.035 per ordinary share respectively, totaling HKD639,818,000. Such dividends are to be approved by the shareholders at the forthcoming Annual General Meeting on 26 May 2008. These financial statements do not reflect this as dividend payable.

	2007	2006
擬派末期股息， 每股普通股港幣0.01元 (二零零六年：港幣0.006元)	Proposed final dividend of HKD0.010 (2006: HKD0.006) per ordinary share	
擬派特別股息， 每股普通股港幣0.035元 (二零零六年：無)	Proposed special dividend of HKD0.035 (2006: Nil) per ordinary share	
	142,182	72,525
	497,636	—
	639,818	72,525

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(除特別註明外，所有金額均以港幣千元為單位)

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39 營運產生的現金

39 CASH GENERATED FROM OPERATIONS

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		2007	2006 (經重列) (Restated)
除稅前盈利	Profit before income tax	2,437,830	250,356
調整項目：	Adjustments for:		
– 折舊 (附註7)	– Depreciation (Note 7)	83,041	35,527
– 租賃土地及土地 使用權之攤銷 (附註9)	– Amortisation of leasehold land and land use rights (Note 9)	10,412	9,446
– 無形資產之攤銷 (附註11)	– Amortisation of intangible assets (Note 11)	44,841	39,977
– 無形資產之減值 (附註11)	– Impairment of intangible assets (Note 11)	12,885	–
– 遞延政府補貼 (附註31)	– Deferred income recognised in the income statement (Note 31)	(29,052)	(27,680)
– 應收款減值撥備/ (撥備轉回)	– Provision/(reversal of provision) for impairment of receivables	5	(78)
– 出售可供出售之財務資產 之虧損/(收益) (附註31)	– Loss/(gain) on disposal of available-for-sale financial assets (Note 31)	22,569	(43,739)
– 出售聯營公司權益之 (收益)/虧損 (附註31)	– (Gain)/loss on disposals of investments in associates (Note 31)	(80,583)	2,642
– 出售持作待售之非流動 資產之收益 (附註31)	– Gain on disposals of non-current assets held for sale (Note 31)	(18,343)	–
– 出售附屬公司之收益	– Gain on disposal of a subsidiary	(1,751)	–
– 租賃土地及土地使用權減 值撥備之轉回 (附註 31)	– Reversal of impairment of leasehold land and land use rights (Note 31)	(7,000)	(7,549)
– 出售物業、廠房及設備之 虧損	– Loss on disposals of property, plant and equipment	199	5,758
– 購股權之公允價值 (附註23)	– Fair value of share options (Note 23)	2,450	1,676
– 出售按公允值透過損益記賬 之財務資產之收益 (附註31)	– Gain on disposals of financial assets at fair value through profit or loss (Note 31)	(1,531,111)	–
– 按公允值透過損益記賬之 財務資產公允值變動產生 的盈利 (附註31)	– Fair value gains on financial assets at fair value through profit or loss (Note 31)	(532,806)	–

39 營運產生的現金 (續)

39 CASH GENERATED FROM OPERATIONS (continued)

		2007	2006 (經重列) (Restated)
— 投資物業公允價值 收益 (附註31)	— Fair value gains on investment properties (Note 31)	(12,870)	(480)
— 南玻集團股改之虧損	— Loss on CSG share reform	—	408
— 利息收入 (附註34)	— Interest income (Note 34)	(42,422)	(28,607)
— 利息費用 (附註34)	— Interest expense (Note 34)	97,245	129,004
— 可換股債券衍生負債 公允價值變動產生的 虧損 (附註34)	— Fair value loss on derivative liability of convertible bonds (Note 34)	196,173	82,449
— 應佔聯營公司 盈利 (附註13)	— Share of profit of associates (Note 13)	(246,737)	(250,412)
營運資本變動 (不包括 綜合時匯兌差額的影響) :	Changes in working capital (excluding the effect of exchange differences on consolidation):		
— 業務及其他應收款	— Trade and other receivables	(253,654)	(103,839)
— 業務及其他應付款	— Trade and other payables	42,150	(753,806)
— 已抵押銀行存款	— Pledged bank deposits	2,630	1,571
營運產生 / (所用) 的現金	Cash generated from/ (used in) operations	196,101	(657,376)

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39 營運產生的現金 (續)

在現金流量表內，出售物業、機器及設備的所得款包括：

		2007	2006 (經重列) (Restated)
賬面淨值 (附註 7)	Net book amount (Note 7)	6,135	6,888
出售物業、機器及設備的虧損	Loss on disposals of property, plant and equipment	(199)	(5,758)
出售物業、機器及設備的所得款	Proceeds from disposals of property, plant and equipment	5,936	1,130

非現金交易

主要的非現金交易為發行可換股債券作為併購寶通的代價 (附註1)。

39 CASH GENERATED FROM OPERATIONS (continued)

In the cash flow statement, proceeds from disposals of property, plant and equipment comprise:

Non-cash transaction

Major non-cash transaction represents the consideration of acquisition of Bao Tong with convertible bond (Note 1).

40 或有項目

於二零零七年十二月三十一日，本集團並未計入財務報表之或有負債如下：

40 CONTINGENCIES

As at 31 December 2007, the Group has the following contingent liabilities not provided for in the financial statements:

		本集團 Group		本公司 Company	
		2007	2006	2007	2006
提供銀行融資之企業擔保：	Corporate guarantees for bank facilities utilised by:				
— 聯營公司	— Associates	17,980	146,203	—	—
— 附屬公司	— Subsidiaries	—	—	—	115,184
		17,980	146,203	—	115,184

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41 承擔 – 集團

(a) 資本承擔

於結算日但仍未發生的資本開支如下：

		2007	2006 (經重列) (Restated)
物業、廠房及設備 已簽約但未撥備	Property, plant and equipment Contracted but not provided for	<u>77,531</u>	<u>129,779</u>

(b) 營運租賃承擔 – 本集團公司為承租人

根據不可撤銷營運租賃，未來最低租賃付款總額如下：

		2007	2006 (經重列) (Restated)
土地及建築物 不超過1年	Land and buildings Not later than 1 year	1,361	1,620
超過1年但不超過5年	Later than 1 year and not later than 5 years	—	424
		<u>1,361</u>	<u>2,044</u>

41 COMMITMENTS – GROUP

(a) Capital commitments

Capital expenditure at the balance sheet date but not yet incurred is as follows:

(b) Operating lease commitments – when a group company is the lessee

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

41 承擔 – 集團 (續)

(c) 營運租賃承擔 – 本集團公司為出租人

根據不可撤銷營運租賃，未來最低租賃收款總額如下：

		2007	2006 (經重列) (Restated)
土地及建築物	Land and buildings		
不超過1年	Not later than 1 year	28,140	2,995
超過1年但不超過5年	Later than 1 year and not later than 5 years	39,751	8,340
超過5年	Later than 5 years	5,229	6,364
		<u>73,120</u>	<u>17,699</u>

42 與少數股東的交易

於二零零七年七月二日，本集團之附屬公司新通產與深圳國資委及深圳投資控股簽訂協定，購買深圳投資控股持有的華南物流 – 本集團一家附屬公司的33.33%權益。收購對價港幣142,842,000元（約為人民幣140,000,000元），並以現金支付。有關該收購的詳情，請參閱本公司日期為二零零七年七月二十日之通函。於二零零七年九月十七日，該收購完成，華南物流成為本集團的全資附屬公司。支付的購買對價與交易完成時深圳投資控股應佔華南物流淨資產的賬面價值的差異計港幣62,650,000元已確認在綜合財務報表的其他儲備（借方）確認。

41 COMMITMENTS – GROUP (continued)

(c) Operating lease commitments – when a group company is the lessor

The future minimum lease receivables under non-cancellable operating leases are as follows:

42 TRANSACTION WITH MINORITY INTEREST

On 2 July 2007, XTC Development, a subsidiary of the Group, entered into an agreement with Shenzhen SASAC and SIHCL. According to the agreement, XTC Development acquired 33.33% interest in SCIL, a subsidiary of the Group, from SIHCL, the minority shareholder. The consideration was satisfied in cash of HKD142,842,000 (approximately RMB140,000,000). For details of the acquisition, please refer to the circular of the Company dated 20 July 2007. The acquisition was completed on 17 September 2007 and SCIL became a wholly-owned subsidiary of the Group. The difference between the consideration paid and the share of carrying value of net assets of SCIL at the time of completion, amounting to HKD62,650,000, was recorded as a debit to other reserves in the consolidated financial statements.

綜合財務報表附註

Notes to the Consolidated Financial Statements

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

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43 關聯方交易

如附註1所述，本公司的實際控制方為深圳投資。因此，分別於附註1、42及44所述的交易均為本集團的關聯方交易，該等交易亦構成上市規則第十四A章項下，本集團的關連交易。除以上所披露者外，本集團於本年度內與關聯方進行的主要交易如下：

(a) 向聯營公司提供之服務

於本年度，本集團向原聯營公司南玻集團及天津南玻(在其被終止確認為聯營公司前)提供之物流服務所得之收入分別為港幣6,233,000元(二零零六年：港幣12,393,000元)及港幣7,504,000元(二零零六年：港幣14,834,000元)。

(b) 銀行存款

43 RELATED PARTY TRANSACTIONS

As described in Note 1, the Company's de facto controller is SIHC. As a result, the transactions as mentioned in Notes 1, 42 and 44 are related party transactions of the Group and these transactions also constituted connected transactions as defined under Chapter 14A of the listing rules. Save as disclosed above, the Group has the following significant transactions with related parties during the Year:

(a) Services rendered to associates

During the Year, the income from the logistic services rendered by the Group to the two associates, CSG and Tianjin CSG (before their derecognition as associates), amounted to HKD6,233,000 (2006: HKD12,393,000) and HKD7,504,000 (2006: HKD14,834,000), respectively.

(b) Bank deposits

		2007	2006 (經重列) (Restated)
中國國有銀行	State-owned banks in PRC	<u>90,057</u>	<u>110,467</u>

(c) 銀行貸款

(c) Bank borrowings

		2007	2006 (經重列) (Restated)
中國國有銀行	State-owned banks in PRC	<u>837,866</u>	<u>853,281</u>

43 關聯方交易 (續)

(d) 利息收入及利息支出

		2007	2006 (經重列) (Restated)
利息收入：	Interest income:		
中國國有銀行	State-owned banks in PRC	<u>962</u>	<u>1,337</u>
利息支出：	Interest expense:		
中國國有銀行	State-owned banks in PRC	<u>17,963</u>	<u>47,981</u>

(e) 主要管理人員酬金

主要管理人員酬金之詳情載於附註33。

43 RELATED PARTY TRANSACTIONS (continued)

(d) Interest income and interest expense

(e) Key management compensation

Details of key management compensation are set out in Note 33.

44 重大事項

於二零零七年十月十六日，怡萬與深圳國資委訂立協議，收購深圳市國資委持有深廣惠100%的註冊資本，代價為人民幣2,661,367,000元（約港幣2,751,620,000元）。深廣惠公司唯一主要資產為持有深圳高速約4.1146億股股份(18.868%)。深圳高速為一家於香港聯合交易所及上海交易所上市的公司，主要從事收費公路和道路的投資、建設及經營管理。本次收購完成後，深圳高速將成為本集團的附屬公司。本次收購乃非常重大收購事項，本公司於二零零七年十二月十九日已就本次收購事項發佈通函。於報告批准日，上述收購尚未最終完成。

44 SIGNIFICANT EVENT

On 16 October 2007, Yiwan, entered into an agreement with Shenzhen SASAC, pursuant to which Yiwan has conditionally agreed to acquire 100% registered capital of SGH Company at a consideration of RMB2,661,367,000 (approximately HKD2,751,620,000). The only major asset of SGH Company is its holding of approximately 411.46 million shares (which represents 18.868% interests) in Shenzhen Expressway, a company listed on the Stock Exchange of Hong Kong Limited and the Shanghai Stock Exchange, which is principally engaged in the investment, construction, operation and management of toll highways and roads. Upon completion of the acquisition, Shenzhen Expressway will become a subsidiary of the Group. This transaction constituted a very substantial acquisition of the Company and the Company issued a circular in this regard on 19 December 2007. As of the approval date of these financial statements, the above acquisition has not been completed.

45 結算日期後事項

(a) 委託經營管理合同

於二零零八年一月七日，怡賓與深圳高速簽訂委託經營管理合同。根據該合同，怡賓將其持有的寶通100%股權及寶通持有的龍大89.93%股權委託予深圳高速代為經營管理。委託管理合同期限由二零零八年一月八日至二零零九年十二月三十一日。委託經營管理費用以年度計算，按人民幣15,000,000元（約為港幣15,773,000元）或經審計確認的龍大當年淨利潤8%（惟無論如何，將以人民幣25,000,000元（約為港幣26,288,000元）為上限）兩者孰高的原則確定。

(b) 出售南玻集團A股

於資產負債表日至本報告日，本集團於深圳證券交易所出售所持有的南玻集團A股共8,990,902股，平均出售價為每股人民幣23.17元，總代價約人民幣2.08億元。於本報告日，本集團持有合共17,399,098股可於深圳證券交易所自由買賣的南玻集團A股股份（佔本集團所持南玻集團權益的13%）；未流通部份共117,588,589股，其中約101,546,312股（約為本集團持股的75%）及約16,042,277股（約為本集團持股的12%）分別自二零零八年五月二十四日及二零零九年五月二十四日起於深圳證券交易所流通。

45 EVENTS AFTER THE BALANCE SHEET DATE

(a) Operation and management entrusting agreement

On 7 January 2008, Yi Bin entered into an operation and management entrusting agreement with Shenzhen Expressway. Pursuant to the agreement, Yi Bin entrusts Shenzhen Expressway to manage its 100% equity interest in Bao Tong and the 89.93% equity interest in Longda. The entrusting period commences on 8 January 2008 and ends on 31 December 2009. The entrusting management fee is calculated on an annual basis at the higher of RMB15,000,000 (approximately HKD15,773,000) and 8% of the audited net profit of Longda (but in any event shall not exceed RMB25,000,000 (approximately HKD26,288,000)).

(b) Disposal of CSG A shares

Subsequent to the balance sheet date and up to this report date, the Group has disposed of a total of 8,990,902 CSG A shares at Shenzhen Stock Exchange. The average selling price was RMB23.17 per share, giving a total consideration of approximately RMB208 million. As at the date of this report, the Group holds a total of 17,399,098 CSG tradable A shares at the Shenzhen Stock Exchange (representing 13% of the Group's interests in CSG); the non-tradable shares amounted to 117,588,589, out of which 101,546,312 shares (representing approximately 75% of the Group's shareholding) and 16,042,277 shares (representing approximately 12% of the Group's shareholding) will become tradable shares effective from 24 May 2008 and 24 May 2009 respectively.

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

46 比較數字

如附註2.1(a)所述，於本年度，就同一控制下之併購採納了合併會計法。因此，本集團的比較數字已經重列。而且，某些比較數字已作出重分類，以符合本年之披露方式。

46 COMPARATIVES

As depicted in Note 2.1(a), merger accounting was adopted for common control combinations in the current year. Therefore, the comparative figures of the Group were restated. Moreover, certain comparative figures have been reclassified to conform with the current year's presentation.

47 主要附屬公司、聯營公司及共同控制實體公司詳情

47 PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES

公司名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operation	已發行普通股/ 註冊股本面值 Nominal value of issued ordinary/ registered share capital	本公司應佔 股權百分比 Percentage of equity interest attributable to the Company		主要業務 Principal activities
			直接 Direct	間接 Indirect	
附屬公司 Subsidiaries					
耀都國際有限公司 Elite Capital International Limited	香港 Hong Kong	港幣100元 HKD100	—	100	投資控股 Investment holding
軒偉有限公司 Hintway Company Limited	香港 Hong Kong	港幣2元 HKD2	—	100	投資控股 Investment holding
新創見有限公司 Innovisions Limited	香港 Hong Kong	港幣40,000,000元 HKD40,000,000	—	100	投資控股 Investment holding
深建國際有限公司 Shenzhen International Limited	香港 Hong Kong	港幣10,000元 HKD10,000	—	100	投資控股 Investment holding
深圳國際代理人有限公司 Shenzhen International Nominees Limited	香港 Hong Kong	港幣2元 HKD2	100	—	提供代理人及秘書服務 Provision of nominees and secretarial services
深圳國際置業有限公司 Shenzhen International Properties Limited	香港 Hong Kong	港幣2元 HKD2	—	100	物業投資 Property investment
深科實業發展(深圳)有限公司 ^{#△}	中國 PRC	港幣10,000,000元 HKD10,000,000	—	100	投資控股 Investment holding
全程物流(深圳)有限公司 ^{#◇} Total Logistics (Shenzhen) Co., Ltd. ^{#◇}	中國 PRC	人民幣200,000,000元 RMB200,000,000	—	100	提供全程物流及 運輸配套服務 Provision of total logistics and transportation ancillary services
新通產實業開發(深圳)有限公司 ^{#△} Xin Tong Chan Development (Shenzhen) Co., Ltd. ^{#△}	中國 PRC	人民幣200,000,000元 RMB 200,000,000	—	100	投資控股 Investment holding

47 主要附屬公司、聯營公司及共同控制實體公司詳情 (續)

47 PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (continued)

公司名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operation	已發行普通股/ 註冊股本面值 Nominal value of issued ordinary/ registered share capital	本公司應佔 股權百分比 Percentage of equity interest attributable to the Company		主要業務 Principal activities
			直接 Direct	間接 Indirect	
深圳市華南國際物流有限公司 ^{#@} Shenzhen South-China International Logistics Co., Ltd. ^{#@}	中國 PRC	人民幣240,000,000元 RMB 240,000,000	—	100	開發、建設、經營及管理 華南物流園 Development, construction, operation and management of South China Logistic Park
怡萬實業發展(深圳)有限公司 ^{#Δ} Yiwan Industry Development (Shenzhen) Co., Ltd. ^{#Δ}	中國 PRC	港幣180,000,000元 HKD180,000,000	—	100	投資控股 Investment holding
怡賓實業(深圳)有限公司 ^{#Δ} Yi Bin Industry (Shenzhen) Co., Ltd. ^{#Δ*}	中國 PRC	120,500美元 USD120,500	—	100	投資控股 Investment holding
中國全程物流網絡有限公司 China Logistics Networks Limited	英屬維爾京群島 British Virgin Islands	1美元 USD1	—	100	投資控股 Investment holding
輝輪投資有限公司 Flywheel Investments Limited	英屬維爾京群島 British Virgin Islands	1美元 USD1	—	100	投資控股 Investment holding
Great Mind Holdings Group Limited	英屬維爾京群島 British Virgin Islands	1美元 USD1	—	100	投資控股 Investment holding
New Vision Limited	英屬維爾京群島 British Virgin Islands	100美元 USD100	100	—	投資控股 Investment holding
成功策劃資產有限公司 Successful Plan Assets Limited	英屬維爾京群島 British Virgin Islands	1美元 USD1	—	100	投資控股 Investment holding
高元投資有限公司 [#] Topfirst Investments Limited [#]	英屬維爾京群島 British Virgin Islands	1美元 USD1	—	100	投資控股 Investment holding

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

(除特別註明外，所有金額均以港幣千元為單位)

(All amounts in HK dollar thousands unless otherwise stated)

47 主要附屬公司、聯營公司及共同控制實體公司詳情 (續)

47 PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (continued)

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公司名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operation	已發行普通股/ 註冊股本面值 Nominal value of issued ordinary/ registered share capital	本公司應佔 股權百分比 Percentage of equity interest attributable to the Company		主要業務 Principal activities
			直接 Direct	間接 Indirect	
南京聯合全程物流有限公司#⑥	中國 PRC	人民幣88,000,000元 RMB88,000,000	—	100	物流服務及相關 倉儲設施建設 Logistic services and related warehouse facilities
深圳市鵬海運電子 數據交換有限公司#⑥ Shenzhen EDI Co., Ltd.#⑥	中國 PRC	人民幣20,000,000元 RMB20,000,000	—	78	提供電子資料交換、傳輸和 增值資訊共用服務 Provision of electronic information exchange, transmission and value- added information sharing services
深圳市西部物流有限公司#⑥ Shenzhen Western Logistics Co., Ltd.#⑥*	中國 PRC	人民幣450,000,000元 RMB450,000,000	—	60	開發、建設、經營及管理 西部物流園 Development, construction, operation and management of Western Logistic Park
深圳市寶通公路建設開發 有限公司#⑥ Shenzhen Bao Tong Highway Construction and Development Limited#⑥*	中國 PRC	人民幣1,533,800,000元 RMB1,533,800,000	—	100	開發、建設、投資及 經營管理收費公路 Development, construction, investment, operation and management of toll highway
深圳龍大高速公路有限公司#⑥ Shenzhen Longda Expressway Company Limited#⑥*	中國 PRC	人民幣5,000,000 RMB5,000,000	—	89.93	經營及管理龍大高速公路 Operation and management of Longda Expressway

47 主要附屬公司、聯營公司及共同控制實體公司詳情 (續)

47 PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (continued)

公司名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operation	已發行普通股/ 註冊股本面值 Nominal value of issued ordinary/ registered share capital	本公司應佔 股權百分比 Percentage of equity interest attributable to the Company		主要業務 Principal activities
			直接 Direct	間接 Indirect	
聯營公司 Associates					
深圳高速公路股份有限公司 Shenzhen Expressway Company Limited	中國 PRC	人民幣2,180,700,000元 RMB2,180,700,000	—	31.153	投資、建設、經營管理 收費公路和道路 Investment, construction, operation and management of toll highways and roads
深圳市平方汽車園區有限公司# [®] Grand Autopark Company Limited# [®]	中國 PRC	人民幣600,000,000元 RMB600,000,000	—	21	開發、建設汽車園及提供 配套服務 Development, construction of autopark and provision of ancillary services
共同控制實體公司 Jointly Controlled Entities					
Jade Emperor Limited	開曼群島 Cayman Islands	28,000,000美元 USD28,000,000	—	45	投資控股 Investment holding
中信物流飛馳有限公司# [®] Citic Logistics Fritz Co., Ltd.# [®]	中國 PRC	人民幣37,000,000元 RMB37,000,000	—	43	物流業務及運輸配套服務 Service of logistics and transportation
湖北馬鄂高速公路經營有限公司# [△] Hubei Magerk Expressway Management Private Limited# ^{△*}	中國 PRC	28,000,000美元 USD28,000,000	—	45	經營及管理高速公路 Operation and management of highways and expressways
深圳市機場國際快件海關 監管中心有限公司# [®] Shenzhen Airport International Express Supervision Center Co., Ltd.# [®]	中國 PRC	人民幣60,000,000元 RMB60,000,000	—	50	提供海關監管及 快件處理服務 Provision of customs supervision and express cargo handling services

47 主要附屬公司、聯營公司及共同控制實體公司詳情 (續)

各董事認為，上表列載之資料乃屬對本集團本年度之業績具重大影響力或構成本集團資產淨值重大部份之附屬公司、聯營公司及共同控制實體公司，倘詳列其他附屬公司、聯營公司及共同控制實體公司之資料，將致使有關資料過於冗長。

- # 並非由羅兵咸永道會計師事務所或羅兵咸永道會計師事務所之其他國際成員公司審核。
- △ 外商獨資
- ◇ 中外合資
- ◎ 內資企業
- * 僅供識別之用

47 PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (continued)

The above table lists the subsidiaries, associates and jointly controlled entities of the Group which, in the opinion of the directors, principally affected the results of the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries, associates and jointly controlled entities would, in the opinion of the directors, result in particulars of excessive length.

- # Not audited by PricewaterhouseCoopers or other international member firms of PricewaterhouseCoopers
- △ Foreign-owned enterprise
- ◇ Sino-Foreign Joint Venture
- ◎ Domestic enterprise
- * For identification purpose only

茲通告本公司訂於二零零八年五月二十六日(星期一)上午十一時正假座香港九龍尖沙咀東部麼地道七十二號香港日航酒店二樓宴會廳東翼舉行股東週年大會，藉以討論下列事項：

普通決議案

普通事項

- 一、省覽截至二零零七年十二月三十一日止年度的經審核財務報告暨董事會及核數師報告；
- 二、宣佈派發截至二零零七年十二月三十一日止年度的末期股息及特別股息；
- 三、重選退任的董事及授權董事會釐定董事酬金；
- 四、續聘本公司核數師及授權董事會釐定彼等的酬金；及

特別事項

考慮並酌情通過下列決議案為普通決議案：

五. 「動議：

- (a) 在本決議案(b)段的限制下，一般及無條件批准本公司董事會根據一切適用法例及不時修訂的香港聯合交易所有限公司(「聯交所」)證券上市規則的規定，於有關期間(定義見下文)內行使本公司一切權力，在聯交所購回本公司股份；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Grand Ballroom East, 2/F., Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 26 May 2008 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As Ordinary Business

1. To receive and consider the audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2007;
2. To declare the final dividend and the special dividend for the year ended 31 December 2007;
3. To re-elect the retiring Directors and to authorise the Board of Directors to fix the Directors' remuneration;
4. To re-appoint Auditors of the Company and to authorise the Board of Directors to fix their remuneration; and

As Special Business

To consider and, if thought fit, to pass the following Resolutions as ordinary resolutions:

5. "THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) 根據以上(a)段所賦予的批准可予本公司於有關期間內回購的股份面值總額，將不得超過本公司於此項決議案通過日期的已發行股本面值總額百分之十，而上文的批准應以此為限；及

(c) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列最早時間止的期間：

- (i) 本公司下屆股東週年大會結束之時；
- (ii) 依照本公司的公司細則或任何適用法例規定本公司須舉行下屆股東週年大會的期限屆滿之日；及
- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂此決議案。」

六. 「動議」：

(a) 在本決議案(c)段的限制下，一般及無條件批准本公司董事會於有關期間(定義見下文)內行使本公司一切權力，以配發、發行及以其他方式處置本公司股本中的額外股份，並批准本公司董事訂立或授予須於或可能須於有關期間內或屆滿後根據適用的法律行使該等權力的售股建議、協議及認股權(包括認股權證、債券及可兌換本公司股份的債券證)；

(b) the aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “THAT:

(a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) 上文(a)段所賦予的批准授權本公司董事會於有關期間(定義見下文)內訂立或授予或須於有關期間屆滿後行使該等權力的售股建議、協議及認股權(包括認股權證、債券及可兌換本公司股份的債券證)；
- (c) 本公司董事會依據上文(a)段批准配發或有條件或無條件同意配發(不論根據認股權或其他事項)的股本面值總額(不包括根據(i)供股(定義見下文)；(ii)本公司根據因行使本公司的認股權證或可兌換本公司股份的證券之認購權或換股權；(iii)根據本公司當時的公司細則發行代息股份等情況所配發的股份；或(iv)根據本公司當時獲採納的任何購股權計劃或任何類似安排所發行的股份)，不得超過本公司於通過此決議案之日已發行股本面值總額百分之二十，而上文所述的批准亦須受此數額限制；及
- (d) 就本決議案而言：
- 「有關期間」指由本決議案通過之日起至下列最早時間止的期間：
- (i) 本公司下屆股東週年大會結束之時；
- (ii) 依照本公司的公司細則或任何適用法例規定本公司須舉行下屆股東週年大會的期限屆滿之日；及
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares upon the exercise of subscription rights or conversion rights under any warrants of the Company or any securities of the Company which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:
- “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held; and

(iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂此決議案。

「**供股**」乃指在本公司董事會所指定的期間內，根據售股建議向指定記錄日期名列本公司股東名冊的股份持有人或任何類別股份持有人，按其當時持股比例或股份種類配發、發行或授予股份的建議（惟董事會有權在必須或權宜時就零碎股權或香港以外任何地區的法例所規定限制或責任或任何認可監管機構或證券交易所的規定，取消若干股份持有人在此方面的權利或其他安排）。」

七. 「**動議**上文第五項及第六項決議案獲正式通過後，將本公司依據上文第五項決議案回購的股份面值總額，加於本公司董事會根據上文第六項決議案可配發或同意有條件或無條件發行及配發的股份面值總額，惟該等額外的總額不得超過本決議案獲通過當日本公司已發行股本面值總額的百分之十。」

承董事會命
公司秘書
譚美美

香港，二零零八年四月二十五日

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment, issue or grant of shares pursuant to an offer open for a period fixed by the Directors of the Company to holders of shares or any class thereof on the register of holders of shares of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body of any stock exchange in, any territory outside Hong Kong).”

7. “**THAT** conditional upon the passing of resolution nos. 5 and 6 above, the aggregate nominal amount of the shares which shall have been repurchased by the Company pursuant to and in accordance with resolution no. 5 above shall be added to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to and in accordance with resolution no. 6 above, provided that such additional amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By Order of the Board
Tam Mei Mei
Company Secretary

Hong Kong, 25 April 2008

股東週年大會通告

Notice of Annual General Meeting

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附註：

1. 本年報隨附大會適用之代表委任表格。
2. 遵照本公司公司細則的規定，凡有權出席大會並於會上投票的股東，均可委任一名或以上的委任代表出席大會，並於表決時代其投票。受委任的代表毋須為本公司股東，但必須親自出席大會。
3. 代表委任表格連同根據其簽署的授權書(如有)或其他授權文件(如有)或經公證人簽署證明的授權書或授權文件副本，必須於大會(或其任何續會)指定舉行時間四十八小時前送達本公司的香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東二十八號金鐘匯中心二十六樓。填妥及交回代表委任表格後，閣下仍可親身出席大會(或其任何續會)，並於會上投票。
4. 委任代表的文件必須由閣下或閣下正式書面授權的代理人親筆簽署；或如股東為一家公司，則須加蓋公司印鑑或由高級職員或正式授權的代理人親筆簽署。

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the Company's Bye-Laws. A proxy need not be a member of the Company but must be present in person to represent the member.
3. To be valid, a form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or any adjournment thereof should they so wish.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.



Shenzhen International Holdings Limited

深圳國際控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)