



# Tomson Group Limited 湯臣集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 258



ANNUAL REPORT 年報

# Contents

## 目錄



		<i>Page</i> 頁次
Corporate Information	公司資料	1
Group Profile	集團組織圖	3
Management Discussion and Analysis	管理層討論及分析	4
Corporate Governance Report	企業管治報告	17
Profile of the Directors and Officers	董事及高級行政人員簡介	26
Report of the Directors	董事局報告書	29
Report of Independent Auditor	獨立核數師報告書	46
Consolidated Income Statement	綜合利潤表	48
Consolidated Balance Sheet	綜合資產負債表	49
Consolidated Statement of Recognised Income and Expense	綜合收支確認表	51
Consolidated Cash Flow Statement	綜合現金變動表	52
Notes to the Consolidated Financial Statements	綜合財務報表附註	54
Connected Transactions	關連交易	142
Schedule of Principal Properties	主要物業表	143
Five-Year Financial Summary	五年財務概要	150

# Corporate Information 公司資料



## DIRECTORS

### Executive Directors

Hsu Feng (*Chairman and Managing Director*)  
Tong Albert (*Vice-Chairman*)  
Chuang Hsiao-Chen

### Independent Non-Executive Directors

Tung Wai Yee  
Cheung Siu Ping, Oscar  
Lee Chan Fai

## COMPANY SECRETARY

Lee Yuen Han

## QUALIFIED ACCOUNTANT

Kwok Sau King

## REGISTERED OFFICE

Ugland House  
South Church Street  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

22nd Floor, AIA Plaza  
18 Hysan Avenue  
Causeway Bay  
Hong Kong

Telephone: 2848-1668  
Facsimile: 2845-0341  
E-mail: mail\_box@tomson.com.hk

## 董事

### 執行董事

徐 楓 (*主席兼董事總經理*)  
湯子同 (*副主席*)  
莊然真

### 獨立非執行董事

董慧儀  
張兆平  
李燦輝

## 公司秘書

李婉嫻

## 合資格會計師

郭守敬

## 註冊辦事處

Ugland House  
South Church Street  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

## 於香港之主要營業地點

香港  
銅鑼灣  
希慎道18號  
友邦中心22樓

電話： 2848-1668  
傳真： 2845-0341  
電子郵件： mail\_box@tomson.com.hk

## Corporate Information 公司資料



### AUDITOR

Deloitte Touche Tohmatsu

### SHARE REGISTRAR IN HONG KONG

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

Telephone: 2980-1766

### PRINCIPAL BANKERS

Industrial Bank Co., Ltd.  
Industrial and Commercial Bank of China Limited  
CITIC Ka Wah Bank Limited  
Fubon Bank (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation Limited

### SOLICITORS

David Lo & Partners  
Vincent T.K. Cheung, Yap & Co.  
Richards Butler  
Baker & McKenzie

### SHARE LISTING

Shares of the Company are listed on  
The Stock Exchange of Hong Kong Limited

Stock Code: 258

### INVESTOR RELATIONS

For enquires relating to investor relations, please email  
to [ir@tomson.com.hk](mailto:ir@tomson.com.hk) or write to the Company's  
principal place of business in Hong Kong

Website: <http://www.tomson.com.hk>

### 核數師

德勤•關黃陳方會計師行

### 於香港之股份過戶登記處

卓佳秘書商務有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心26樓

電話：2980-1766

### 主要往來銀行

興業銀行股份有限公司  
中國工商銀行股份有限公司  
中信嘉華銀行有限公司  
富邦銀行(香港)有限公司  
香港上海滙豐銀行有限公司

### 律師

羅國貴律師事務所  
張葉司徒陳律師事務所  
齊伯禮律師行  
貝克•麥堅時律師事務所

### 股份上市

本公司之股份於  
香港聯合交易所有限公司上市

股份代號：258

### 投資者關係

有關投資者關係之垂詢，請電郵  
至 [ir@tomson.com.hk](mailto:ir@tomson.com.hk) 或致函本公司  
於香港之主要營業地點

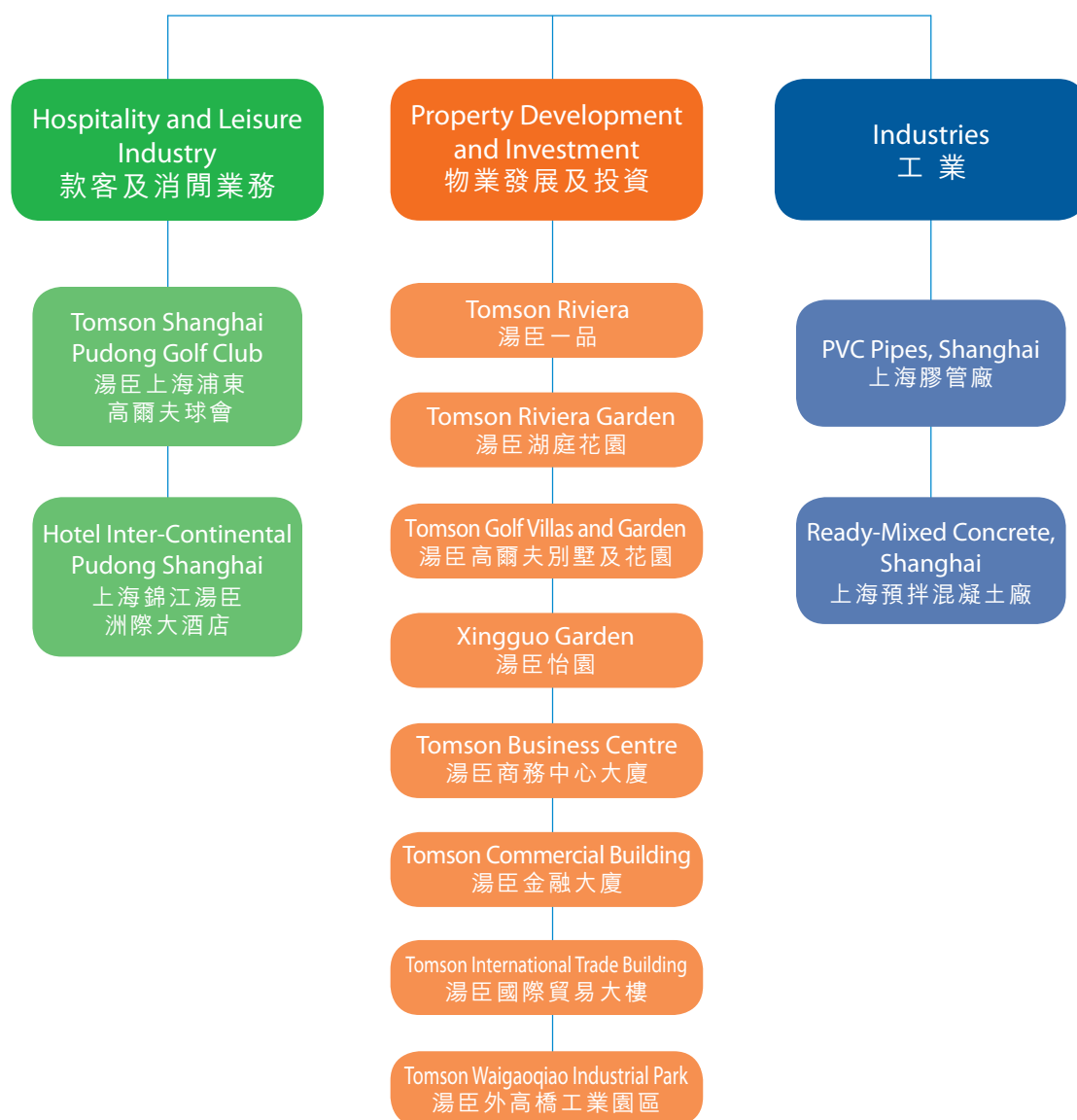
網址：<http://www.tomson.com.hk>

# Group Profile

## 集團組織圖



### Tomson Group



# Management Discussion and Analysis

## 管理層討論及分析



### GENERAL OVERVIEW

The Company and its subsidiaries (altogether the “Group”) made an enormous progress in the annual results for the year ended 31st December, 2007. A consolidated profit after taxation attributable to shareholders of the Company of approximately HK\$2,588.31 million (2006: loss of HK\$55.51 million) and a basic earnings per share of HK\$1.96 (2006: loss per share of 4.29 HK cents) were recorded for the year under review. The improvement in results for the year 2007 was principally attributable to a net gain on fair value changes of investment properties of the Group (including two residential towers of Tomson Riviera, a prime property development project of the Group in Shanghai) of approximately HK\$3,257.49 million. If the changes in fair value of investment properties were disregarded, the Group’s profit before taxation would amount to approximately HK\$388.57 million (2006: HK\$125.28 million).

### 概覽

本公司及其附屬公司（統稱「本集團」）於截至二零零七年十二月三十一日止年度之全年業績顯著增長。於回顧年度內，錄得本公司股東應佔除稅後綜合溢利約為2,588,310,000港元（二零零六年：虧損約55,510,000港元）及每股基本盈利1.96港元（二零零六年：每股虧損4.29港仙）。二零零七年度業績有所進步乃主要歸因於本集團投資物業（包括本集團位於上海之一項重點物業發展項目—湯臣一品之兩棟住宅大樓）公平值變動所產生之收益淨額約3,257,490,000港元所致。倘不計及投資物業公平值變動，本集團之除稅前溢利將約為388,570,000港元（二零零六年：125,280,000港元）。



Tomson Riviera Garden 湯臣湖庭花園

In addition, gross proceeds from operations of the Group for the year ended 31st December, 2007 increased substantially to approximately HK\$785.27 million (2006: HK\$446.63 million) and recognition of sale proceeds from Tomson Riviera upon completion of construction in 2007 was the major source of the gross proceeds and also a key factor of the good results of the Group for the year. During the year under review, investment in long-term equity securities of the Group was another major source of profit and brought in a gain of approximately HK\$127.34 million by way of disposal and receipts of dividends.

此外，本集團於截至二零零七年十二月三十一日止年度之經營收益總額大幅增加至約785,270,000港元（二零零六年：446,630,000港元）。湯臣一品於二零零七年竣工後獲確認入賬之銷售收益為收益總額之主要來源，亦為本集團本年度業績優異之重要因素。於回顧年度內，本集團之長期股本證券投資為另一主要溢利來源，透過出售及收取股息帶來約127,340,000港元之收益。

## Management Discussion and Analysis 管理層討論及分析



The Group also shared a profit of its associates and jointly controlled entities of approximately HK\$22.18 million for the year 2007.

On the other hand, owing to an increase in the enterprise income tax rate applicable to subsidiaries of the Group in the mainland China from 15% to 25% with effect from 1st January, 2008 and a substantial increase in the fair value of Tomson Riviera, the Group made a provision for deferred tax of approximately HK\$907.21 million in its consolidated financial statements for the year under review.

### DIVIDEND

For the year ended 31st December, 2007, the Board of Directors of the Company (the "Board") recommends a payment of a final dividend of 5.5 HK cents per share (2006: Nil). The final dividend would be payable to the shareholders whose names appear on the register of members of the Company on Friday, 23rd May, 2008 subject to the shareholders' approval at the forthcoming annual general meeting and dividend warrants are expected for despatch in early June 2008.

### OPERATIONS REVIEW

The Group maintained its operation base in mainland China, in particular Shanghai, in 2007 and its investment in the property sector in Shanghai was the major source of profit for the year under review.

During the year 2007, property development and trading was the principal revenue generator of the Group and delivered a profit of approximately HK\$248.35 million. Property investment was the largest profit contributor to the Group and recorded a contribution of approximately HK\$3,288.86 million to the Group's annual results. In addition, leisure activities reported an operating profit of approximately HK\$46.73 million to the Group in addition to a share of profit of approximately HK\$20.91 million from its hotel operation for 2007. Taking benefit of the boom in the securities market in Hong Kong last year, securities trading activities of the Group have increased and made an operating profit of approximately HK\$5.98 million. On the other hand, the Group recorded a gain of approximately HK\$127.34 million from its long-term equity investments.

於二零零七年度，本集團亦攤佔其聯營公司及合營企業之溢利約22,180,000港元。

另一方面，鑒於本集團在中國國內之附屬公司適用之企業所得稅率自二零零八年一月一日起由15%調高至25%，加上湯臣一品之公平值大幅度增加，本集團於回顧年度之綜合財務報表中已就遞延稅項作出約907,210,000港元之撥備。

### 股息

本公司董事局（「董事局」）建議派付截至二零零七年十二月三十一日止年度之末期股息每股5.5港仙（二零零六年：無）。末期股息將派付予於二零零八年五月二十三日（星期五）名列本公司股東名冊之股東，惟須經股東於應屆股東週年大會上批准方可作實。股息單預期於二零零八年六月初寄發。

### 業務回顧

於二零零七年，本集團之業務基地仍維持於中國國內，尤其是上海，而本集團於上海房地產業之投資乃於回顧年度內之主要溢利來源。

於二零零七年度內，物業發展及銷售為本集團帶來主要收入，並產生約248,350,000港元之溢利。物業投資乃本集團之最大溢利貢獻者，對本集團全年業績之溢利貢獻約為3,288,860,000港元。此外，於二零零七年，本集團除應佔其酒店業務之溢利約20,910,000港元外，消閒業務亦為本集團錄得營運溢利約46,730,000港元。受惠於去年香港證券市場交投暢旺，本集團證券買賣業務增加及錄得約5,980,000港元之營運溢利。另一方面，本集團亦從長期股本投資中錄得約127,340,000港元之收益。

## Management Discussion and Analysis 管理層討論及分析



### Property Development and Investment

Property development and investment in Shanghai, being the key business of the Group, generated total revenue of approximately HK\$472.66 million, being 60% of the gross proceeds from operations of the Group for the year ended 31st December, 2007 and sale of Tomson Riviera was the greatest revenue generator.

#### Tomson Riviera

Tomson Riviera, a prime residential development project of the Group along the riverfront of Pudong and overlooking the Bund, was granted with its real estate ownership certificate in August 2007. The project comprises four residential towers of a total residential gross floor area of approximately 117,400 square meters. Of the four residential towers, two are earmarked for sale and another two are retained for investment purpose.

According to the accounting standards, the two blocks of investment properties were measured at their fair value and a net gain on fair value changes of approximately HK\$3,252.54 million was recorded in 2007. It is scheduled to launch one tower of the investment properties for leasing this month.

In addition, sale proceeds derived from the development accounted for nearly 30% of the gross proceeds from operations and approximately 38% of the gross profit of the Group for 2007.

### 物業發展及投資

於上海之物業發展及投資為本集團的核心業務，為本集團帶來總收入約472,660,000港元，佔本集團於截至二零零七年十二月三十一日止年度之經營收益總額之60%，而以湯臣一品之銷售為最大收入來源。

#### 湯臣一品

湯臣一品位處浦東黃浦江畔並可俯瞰整個外灘景觀，為本集團一項主要住宅發展項目，並已於二零零七年八月獲發房地產權證。該項目包括四棟總住宅樓面面積約117,400平方米之住宅大樓。在四棟住宅大樓中，兩棟已撥作銷售，而另外兩棟則保留作投資用途。

按照會計準則，該兩棟投資物業已按公平值入賬，並於二零零七年錄得公平值變動所產生的收益淨額約3,252,540,000港元。本集團計劃於本月推出其中一棟投資物業作出租用途。

此外，該發展項目所帶來之銷售收入，佔本集團二零零七年度之經營收益總額近30%及毛利約38%。

Tomson Riviera 湯臣一品





## Management Discussion and Analysis 管理層討論及分析



### Tomson Golf Villas and Garden

The Group has developed around the periphery of Tomson Shanghai Pudong Golf Club in Pudong altogether seven phases of Tomson Golf Villas in addition to a development of apartment houses, namely Tomson Golf Garden.

There are now only a few units of Tomson Golf Garden and of the latest three phases of Tomson Golf Villas available for sale. During the year ended 31st December, 2007, this residential property project accounted for about 17% of the gross proceeds from operations and approximately 18% of the gross profit of the Group.

### 湯臣高爾夫別墅及花園

本集團在浦東之湯臣上海浦東高爾夫球會周邊除開發名為湯臣高爾夫花園之公寓樓房外，亦已開發合共七期之湯臣高爾夫別墅。

現時湯臣高爾夫花園及最新三期之湯臣高爾夫別墅中僅餘少量單位可供出售。於截至二零零七年十二月三十一日止年度，該住宅物業項目佔本集團之經營收益總額約17%及毛利約18%。



Tomson Golf Garden 湯臣高爾夫花園



Tomson Golf Villas 湯臣高爾夫別墅

### Xingguo Garden

All the residential gross floor area of Xingguo Garden, the sole residential property project of the Group in Puxi, of approximately 10,000 square meters was sold out.

### 湯臣怡園

本集團於浦西之唯一住宅物業項目—湯臣怡園之總住宅樓面面積約為10,000平方米，已全部售罄。

## Management Discussion and Analysis 管理層討論及分析

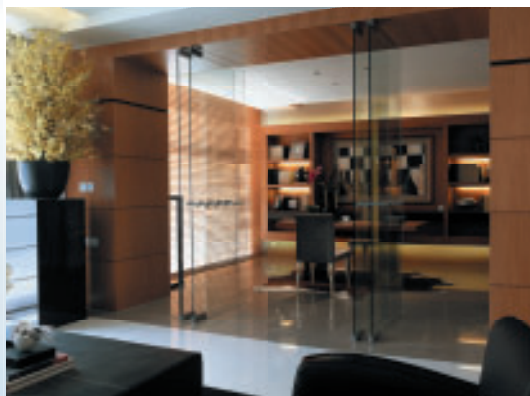


### Tomson Riviera Garden

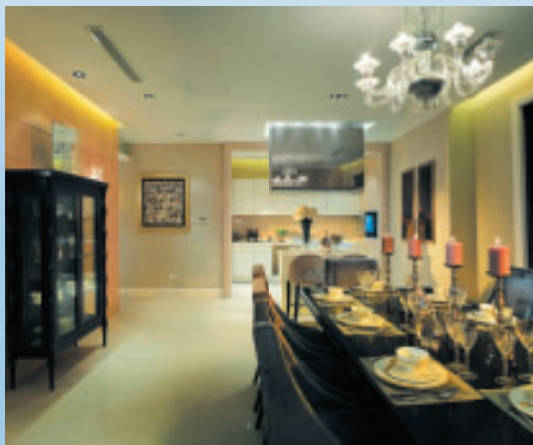
Tomson Riviera Garden, formerly known as Tomson Huting Garden, is the latest residential development project of the Group which holds a 70% interest. It is a series of detached or semi-detached town houses being developed by phases on a site near Tomson Shanghai Pudong Golf Club. Construction of the first phase commenced in July 2006 and is scheduled for completion in mid 2008. The first phase comprises 172 residential units of a total saleable gross floor area for value of around 52,900 square meters and has launched for pre-sale by two stages since October 2007 and March 2008 respectively. Up till the date of this Report, a sale of nearly 90% of the first phase was recorded and it is expected that the pre-sale proceeds would be recognized in the annual results of the Group for the year ended 31st December, 2008.

### 湯臣湖庭花園

湯臣湖庭花園為本集團最新開發之住宅發展項目，本集團持有該項目70%權益。該項目鄰近湯臣上海浦東高爾夫球會，現正分期開發一系列獨立或半獨立式樓房。第一期建築工程已於二零零六年七月展開，並預計於二零零八年中旬竣工。第一期包括172個住宅單位，作營利出售用途之總樓面面積約為52,900平方米，並分別於二零零七年十月及二零零八年三月分兩個階段推出市場預售。截至本報告書刊發之日，第一期已錄得近九成銷售，並預期預售所得款項將於本集團截至二零零八年十二月三十一日止年度之全年業績中確認入賬。



Tomson Riviera Garden 湯臣湖庭花園



## Management Discussion and Analysis 管理層討論及分析



### Commercial and Industrial Buildings

Rental income and management fee from the Group's commercial and industrial property portfolio in Pudong, comprising Tomson Commercial Building, Tomson International Trade Building, Tomson Waigaoqiao Industrial Park and the commercial podium of Tomson Business Centre, provided a steady recurrent revenue to the Group and accounted for approximately 8% of the gross proceeds from operations of the Group for the year under review. On the other hand, a net gain on changes in fair value of these properties of approximately HK\$4.95 million was recognized in the annual results of the Group for 2007.

### Hospitality and Leisure Industry

#### Tomson Shanghai Pudong Golf Club

Tomson Shanghai Pudong Golf Club was the second major revenue generator of the Group for the year ended 31st December, 2007 and generated revenue of approximately HK\$158.43 million, being 20% of the gross proceeds from operations of the Group for the year under review. The Golf Club reported an operating profit of approximately HK\$46.73 million for the year 2007. Sale of membership debentures was the principal source of operating revenue of the Golf Club and made a remarkable progress during 2007 by achieving an increase of more than 70% over the sales amount for the last corresponding year while revenue from golfing activities also recorded a sound improvement.

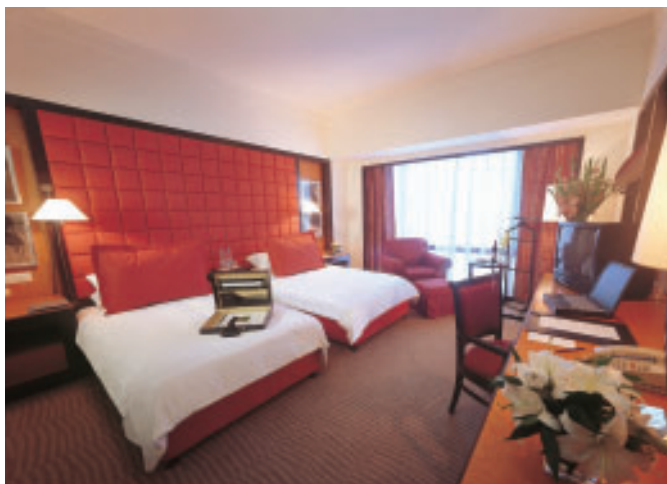
### 商業及工業大廈

本集團來自位於浦東的商業及工業物業組合(包括湯臣金融大廈、湯臣國際貿易大樓、湯臣外高橋工業園區及湯臣商務中心大廈之商場部份)的租金收入及管理費為本集團帶來穩定的經常性收益,佔本集團於回顧年度之經營收益總額約8%。另一方面,該等物業之公平值變動所帶來約4,950,000港元之收益淨額已於本集團之二零零七年度全年業績中確認入賬。

### 款客及消閒業務

#### 湯臣上海浦東高爾夫球會

湯臣上海浦東高爾夫球會帶來收入約158,430,000港元,佔本集團於截至二零零七年十二月三十一日止年度之經營收益總額20%,是本集團於回顧年度全年業績中的第二大收入來源。於二零零七年度,高爾夫球會錄得營運溢利約為46,730,000港元。會籍債券銷售是高爾夫球會的主要營運收入來源,於二零零七年度球會會籍銷售成績卓越,銷售額較上年度同期增長逾70%,而高爾夫球活動之收益亦明顯增加。



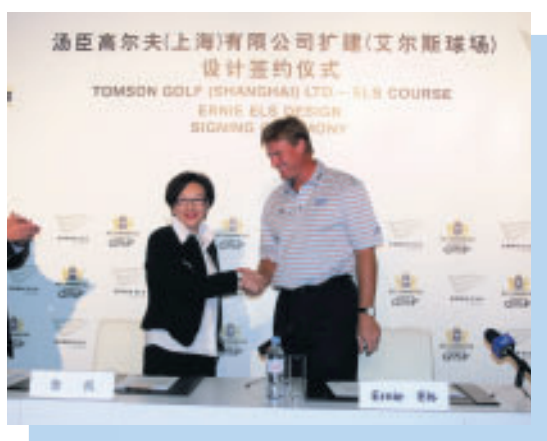
Hotel Inter-Continental Pudong Shanghai 上海錦江湯臣洲際大酒店

## Management Discussion and Analysis 管理層討論及分析



BMW Asian Open will be held its fifth time in the Golf Club in late April 2008 since 2004. The success in organisation of the tournament has not only enhanced the popularity of the Golf Club but also helped to catalyse its sale of memberships; hence, the operation of the Golf Club was benefited.

於二零零八年四月下旬，BMW亞洲公開賽將自二零零四年起在該高爾夫球會舉行第五次賽事。成功舉辦該項比賽不僅提高爾夫球會的知名度，而且有助促銷球會會籍，因而有利於高爾夫球會之業務發展。



Tomson Shanghai Pudong Golf Club 湯臣上海浦東高爾夫球會

### Hotel Inter-Continental Pudong Shanghai

For the year ended 31st December, 2007, the Group shared a profit of approximately HK\$20.91 million from Hotel Inter-Continental Pudong Shanghai in which it holds a 50% interest. The hotel operation achieved an average occupancy rate of 78% in 2007.

### 上海錦江湯臣洲際大酒店

本集團持有上海錦江湯臣洲際大酒店之50%權益。於截至二零零七年十二月三十一日止年度，本集團應佔該酒店之溢利約20,910,000港元。該酒店於二零零七年之平均入住率達78%。



## Major Investments in Shanghai 於上海之主要投資項目





1 Tomson Riviera  
湯臣一品

2 Tomson Riviera Garden  
湯臣湖庭花園

3 Tomson Golf Villas and Garden  
湯臣高爾夫別墅及花園

4 Xingguo Garden  
湯臣怡園

5 Tomson Business Centre  
湯臣商務中心大廈

6 Tomson Commercial Building  
湯臣金融大廈

7 Tomson International Trade Building  
湯臣國際貿易大樓

8 Tomson Waigaoqiao Industrial Park  
湯臣外高橋工業園區

9 Tomson Shanghai Pudong Golf Club  
湯臣上海浦東高爾夫球會

10 Hotel Inter-Continental Pudong Shanghai  
上海錦江湯臣洲際大酒店





### Securities Trading

The Group has invested in various listed securities in Hong Kong to diversify its business portfolio and maximize its return to cash balance. Securities trading of the Group accounted for approximately 13% of the gross proceeds from operations of the Group for the year under review. A net gain of approximately HK\$6.80 million was derived from the securities investment of the Group held for trading and credited to the Group's consolidated income statement for the year 2007.

### Investment Holding

In addition to its own property development projects, the Group holds a 9.8% interest in the issued capital of Rivera (Holdings) Limited ("RHL"), a listed company in Hong Kong, and a 13.5% interest in the registered capital of an associated company of RHL established in mainland China. Both companies are principally engaged in property development and investment in Zhangjiang Hi-Tech Park, Pudong. Dividends of a total sum of approximately HK\$32.77 million were received in 2007.

Besides, the Company, through a wholly-owned subsidiary, has acquired shares in the capital of Poly (Hong Kong) Investments Limited ("Poly HK"), a listed company in Hong Kong, since June 2006 and became a substantial shareholder of Poly HK under Part XV of the Securities and Futures Ordinance in September 2006. The Group has therefore decided to hold such interest as a long-term equity investment. To realize a gain on its investment to capitalize on the rise in the share price and in consideration of a substantial dilution of the Group's interest in Poly HK upon a completion of a subscription of a huge number of new shares of Poly HK by investors unrelated with the Group which had been announced by Poly HK in March 2007, the Group subsequently disposed of the shares of Poly HK during a period from October 2006 to May 2007. The disposal of the long-term equity investment was completed in May 2007 and all the sales were effected on The Stock Exchange of Hong Kong Limited at market prices then quoted. The Group has recognized a gain of approximately HK\$0.9 million and HK\$94.6 million in 2006 and 2007 respectively, making up a total profit of approximately HK\$95.5 million from the disposal.

### 證券買賣

本集團投資於多項香港上市證券，以令業務組合多元化及為其現金結餘爭取最大之回報。於回顧年度，證券買賣之收益佔本集團經營收益總額約13%。來自本集團待售證券投資之收益淨額約為6,800,000港元，並已計入本集團之二零零七年度綜合利潤表中。

### 投資控股

除本集團本身之物業發展項目外，本集團亦持有川河集團有限公司（「川河」，一家香港上市公司）之已發行股本9.8%權益，以及於川河在中國國內成立之一家聯營公司之註冊資本中擁有13.5%權益。該兩家公司之主要業務均為於浦東張江高科技園區從事物業發展及投資業務。本集團於二零零七年收取股息總額約為32,770,000港元。

此外，本公司自二零零六年六月起透過一家全資附屬公司購入保利（香港）投資有限公司（「保利香港」，一家於香港上市之公司）股本中之股份，並於二零零六年九月根據《證券及期貨條例》第XV部之定義成為保利香港之主要股東。本集團因而決定持有該項權益作為長期股本投資。其後，為變現其投資在股價上升所帶來之收益，及考慮到保利香港於二零零七年三月公佈獲與本集團並無關連之投資者認購保利香港之大量新股份一事完成後將令本集團於保利香港之權益被大幅攤薄，本集團遂於二零零六年十月至二零零七年五月期間出售保利香港之股份。出售長期股本投資事宜於二零零七年五月完成，而所有銷售均於香港聯合交易所有限公司按當時所報市場價格進行。本集團於二零零六年及二零零七年度已分別確認收益約900,000港元及94,600,000港元，故從出售事項中獲得溢利合共約95,500,000港元。



## Industrial Operations

To complement its principal investment in property sector, the Group holds a 58% interest in an operation of manufacturing PVC pipes and fittings in Shanghai. Owing to a reduction in gross profit margin and a provision for bad and doubtful debts, the operation reported an operating loss of approximately HK\$4.70 million during the year under review.

## FINANCIAL REVIEW

### Liquidity and Financing

The Group's capital expenditure and investments for the year ended 31st December, 2007 were funded by cash on hand, operating revenue and income from investing activities.

At the balance sheet date, the cash and cash equivalents of the Group amounted to approximately HK\$1,647.32 million. During the year under review, the Group generated a net cash inflow of approximately HK\$603.41 million from its operations and achieved a net cash inflow of approximately HK\$214.35 million from its investing activities. After taking into account a net cash outflow of approximately HK\$241.26 million from its financing activities, the Group recorded a net cash inflow of approximately HK\$576.50 million for the year under review (2006: HK\$159.99 million). The net cash inflow was mainly attributable to receipts of pre-sale deposit of Tomson Riviera Garden and proceeds on disposal of long-term equity investments during the year.

The Group's borrowings as at 31st December, 2007 amounted to approximately HK\$373.73 million (2006: HK\$573.81 million), equivalent to 5.31% (2006: 14.35%) of the equity attributable to the shareholders of the Company at the same date. All of the borrowings were bank loans under security and 46% of those borrowings were subject to a fixed interest rate while the rest was on a floating rate basis. Of those borrowings, 2.86% were due for repayment within one year from the balance sheet date while 48.57% were repayable within two years and within five years from the balance sheet date respectively.

At the balance sheet date, the Group's capital commitments in relation to expenditure on properties under development, which were contracted but not provided for, amounted to approximately HK\$868.70 million (2006: HK\$1,028.81 million). The Group anticipates funding those commitments from its future operating revenue, bank borrowings and other sources of finance where appropriate.

## 工業業務

為了補足於房地產業之主要業務，本集團於上海一項膠管及配件製造業務中持有58%權益。鑒於毛利率下降及須為呆壞賬作出撥備，該工業業務於回顧年度內錄得約4,700,000港元之營運虧損。

## 財務回顧

### 流動資金及融資

本集團於截至二零零七年十二月三十一日止年度之資本開支及投資所需資金均來自手頭現金、營運收益及投資業務收益。

於結算日，本集團之現金及等同現金項目約為1,647,320,000港元。於回顧年度內，本集團來自其經營業務所得之現金流入淨額約為603,410,000港元，而其投資業務所得之現金流入淨額則約為214,350,000港元。經計及其融資活動之現金流出淨額約241,260,000港元後，本集團於回顧年度內錄得現金流入淨額約為576,500,000港元（二零零六年：159,990,000港元）。於本年度內現金流入淨額主要來自收取湯臣湖庭花園之預售定金及出售長期股本投資之所得款項。

於二零零七年十二月三十一日，本集團之借貸額約為373,730,000港元（二零零六年：573,810,000港元），相等於同日之本公司股東應佔權益之5.31%（二零零六年：14.35%）。該等借貸全部為有抵押銀行貸款，其中46%為固定利率借款，而其餘為浮動利率借款。在該等借貸中，其中2.86%須於結算日起計一年內償還，而48.57%則分別於結算日起計兩年內及五年內償還。

於結算日，本集團有關發展中物業開支之已訂約惟尚未撥備之資本承擔約為868,700,000港元（二零零六年：1,028,810,000港元）。本集團預期以日後之營運收益、銀行借貸及其他適用之融資來源應付該等承擔。



## Management Discussion and Analysis 管理層討論及分析



As at 31st December, 2007, the Group recorded a current ratio of 1.75 times (2006: 2.13 times) and a gearing ratio (total liabilities to equity attributable to the shareholders of the Company) of 47.16% (2006: 32.59%). The drop in the current ratio was mainly resulted from receipts of pre-sale deposit of Tomson Riviera Garden which had been classified as current liabilities in the financial statements of the Group for 2007 while the rise in the gearing ratio was mainly attributable to an increase of the provision for deferred taxation and the said receipt of pre-sale proceeds during the year under review.

### Charge on Assets

As at 31st December, 2007, assets of the Group with an aggregate carrying value of approximately HK\$1,442.84 million (2006: HK\$2,548.41 million) were pledged to banks to secure long-term bank loans of the Group. On the other hand, a deposit of approximately HK\$6.96 million was pledged to banks on 31st December, 2006 to secure mortgage finance granted to buyers of properties developed by the Group.

### Foreign Exchange Exposure

The majority of the Group's assets and liabilities are denominated in Renminbi and the liabilities are well covered by the assets, the management therefore expects that the change in value of Renminbi will not have any adverse effect to the Group since Renminbi has generally been perceived as having appreciation in value relative to Hong Kong Dollars. On the other hand, all of the other assets and liabilities of the Group are denominated in either Hong Kong Dollars or United States Dollars; hence, the Group does not anticipate any material foreign exchange exposure.

### Contingent Liabilities

As at 31st December, 2007, the Group had a contingent liability of US\$3 million in respect of a provision of a guarantee to indemnify the management company of Hotel Inter-Continental Pudong Shanghai a part of the fund paid for hotel renovation and system upgrading. The Board is of the opinion that it would be unlikely for the Group to suffer any material financial loss as a result of giving the aforesaid guarantee. Details of the contingent liabilities are shown in Note 33 to the consolidated financial statements of the Group for the year on page 127.

於二零零七年十二月三十一日，本集團錄得流動比率1.75倍（二零零六年：2.13倍），而資本負債比率（即負債總額對本公司股東應佔權益之比率）則為47.16%（二零零六年：32.59%）。於二零零七年，流動比率下降主要由於收取湯臣湖庭花園之預售定金所致，該筆定金已於本集團之二零零七年度財務報表中被分類為流動負債，而資本負債比率上升則主要歸因於回顧年度內之遞延稅項撥備增加及收取上述預售所得款項所致。

### 資產抵押

於二零零七年十二月三十一日，本集團賬面總值約1,442,840,000港元（二零零六年：2,548,410,000港元）之資產已抵押予銀行，以作為本集團之長期銀行借貸之擔保。此外，於二零零六年十二月三十一日，一筆約6,960,000港元之存款曾抵押予銀行，以作為本集團所發展物業之買家所獲按揭融資之擔保。

### 匯兌風險

由於本集團大部份資產及負債均以人民幣列值，而資產可充份地償付負債，因此，管理層預期人民幣幣值變動將不會對本集團產生任何負面影響，因為相對於港元，人民幣一般被視為會升值。另一方面，本集團所有其他資產及負債均以港元或美元列值，故本集團並不預期有任何重大匯兌風險。

### 或然負債

於二零零七年十二月三十一日，本集團之或然負債約為3,000,000美元，此乃涉及向上海錦江湯臣洲際大酒店之管理公司就酒店翻新及系統升級工程已支付費用而提供之彌償保證。董事局認為本集團不大可能就提供上述擔保而招致任何重大財務虧損。或然負債之詳情載於第127頁本集團之本年度綜合財務報表附註33。

## Management Discussion and Analysis 管理層討論及分析



### PROSPECTS

Having optimism about the future development of the real estate sector in mainland China, property development and investment therein will remain the principal activities of the Group. Apart from focusing on the high-end residential market, the management is seeking appropriate opportunities of investing in commercial and office properties to diversify the property portfolio of the Group. It is also planning to increase the weighting of property investment in the business portfolio of the Group so as to achieve a steady recurrent rental income. In the coming future, the Group will not only actively promote Tomson Riviera and Phase 1 of Tomson Riviera Garden, but also devote its effort to the development of Phase 2 of Tomson Riviera Garden.

On the other hand, the Board is open to other feasible proposals of investment in any other business stream or in any other location in order to pursue further growth of the Group.

### HUMAN RESOURCES

As at 31st December, 2007, the Group engaged around 900 employees in total in its various offices in Hong Kong, Shanghai and Taiwan excluding those associates and jointly controlled entities. Remuneration and benefit packages are generally structured with reference to market terms together with individual responsibilities, performance and qualifications. Discretionary bonus was paid to employees based on individual contribution. In addition, the Company has established a share option scheme pursuant to which options are allowed for granting to directors and employees of the Group to subscribe for shares in the capital of the Company. The total emoluments paid to staff and directors of the Group during the year under review amounted to approximately HK\$95.46 million (including an accrual of share options expenses of approximately HK\$28.32 million).

Taking this opportunity, the Board would like to express its sincere appreciation to the management and all staff members of the Group for their dedication and perseverance.

On behalf of the Board  
**Hsu Feng**  
*Chairman and Managing Director*

Hong Kong, 14th April, 2008

### 展望

本集團對中國國內房地產市場之前景感到樂觀，因此在當地之物業發展及投資業務將繼續成為本集團之核心業務。除專注拓展高檔住宅物業市場外，管理層也於商業及辦公樓物業市場中物色合適的投資機會，務求多元化地發展本集團的物業組合。管理層並正計劃增加本集團業務組合中物業投資的比重，藉以為本集團提供穩定的經常性租金收入。本集團在未來將於積極推銷湯臣一品及湯臣湖庭花園第一期的同時，亦著力展開湯臣湖庭花園第二期的開發工程。

另一方面，為了進一步提升本集團的增長潛力，董事局亦將放眼其他商業領域或地區，以尋求其他可行的投資方案。

### 人力資源

於二零零七年十二月三十一日，本集團於香港、上海及台灣之多個辦事處共僱用約900名員工（不包括聯營公司及合營企業之員工）。本集團之酬金及福利計劃一般參考市場條款以及個別人員之職責、表現及履歷而釐定，並按個別員工之貢獻而可能酌情發放花紅。此外，本公司已設立一項購股權計劃，據此，可向本集團之董事及僱員授出購股權，以認購本公司股本中之股份。於回顧年度內，本集團支付予員工及董事之酬金總額約為95,460,000港元（包括應計購股權費用約28,320,000港元）。

董事局謹藉此機會向全情投入並努力不懈的集團管理層及全體員工致以摯誠感謝。

代表董事局  
主席兼董事總經理  
**徐 楓**

香港，二零零八年四月十四日

# Corporate Governance Report

## 企業管治報告



The Board of Directors of the Company (the “Board”) is committed to maintaining good corporate governance standard and procedures which emphasize a quality management, transparency and accountability to all shareholders.

### CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and complied with all the code provisions set out in the Code on Corporate Governance Practices (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the year ended 31st December, 2007, except that:

- (a) Madam Hsu Feng takes up both the posts of Chairman of the Board and Managing Director of the Company but the Board is of the view that there is an adequate balance of power. The Company’s daily business management is shared amongst Madam Hsu and other members of the executive committee of the Board which was set up with specific written terms of reference. Besides, all major decisions are made in consultation with members of the Board and appropriate committees of the Board;
- (b) none of the existing independent non-executive Directors of the Company are appointed for a specific term and the Articles of Association of the Company do not prescribe to have the Directors of the Company retired by rotation at least once every three years. However, one-third (or the number nearest thereto) of all the Directors of the Company (including the independent non-executive Directors) for the time being shall retire by rotation at the Company’s each annual general meeting and shall be eligible for re-election in accordance with the Articles of Association of the Company; and
- (c) the Chairman of the Board was not available to attend the annual general meeting of the Company for 2007, however, Mr Tong Albert, Vice-Chairman of the Board and executive Director of the Company, was present to answer questions on the business of the Group.

本公司董事局（「董事局」）致力堅持強調優質管理、透明度及對所有股東問責的良好企業管治水平和程序。

### 企業管治常規

本公司在截至二零零七年十二月三十一日止年度已採納香港聯合交易所有限公司《證券上市規則》（「《上市規則》」）附錄十四所載之《企業管治常規守則》（「該《守則》」）內之原則並一直遵守所有守則條文，惟下文所述者除外：

- (a) 徐楓女士同時擔任本公司董事局主席兼董事總經理兩職，然而，董事局認為已有足夠的權力平衡。本公司之日常業務管理由徐女士與董事局轄下具有書面特定職權範圍的執行委員會中其他成員共同分擔。此外，所有重大決定均經董事局及其轄下之適當委員會商議後才作出；
- (b) 本公司之現任獨立非執行董事均無指定任期，而本公司之《公司組織章程細則》亦沒有規定本公司之董事需至少每三年輪流退任一次。然而，根據本公司之《公司組織章程細則》之規定，本公司當時所有在任董事（包括獨立非執行董事）中三分之一（或最接近三分之一之數目）之成員須在本公司每屆股東週年大會上依章輪值告退，並可競選連任；及
- (c) 董事局主席未能出席本公司之二零零七年度股東週年大會，惟本公司董事局副主席兼執行董事湯子同先生出席了該大會，以解答有關本集團業務之提問。



## THE BOARD

The Board is currently composed of six members, including three executive Directors, Madam Hsu Feng (Chairman and Managing Director), Mr Tong Albert (Vice-Chairman) and Mr Chuang Hsiao-Chen, and three independent non-executive Directors, Madam Tung Wai Yee, Mr Cheung Siu Ping, Oscar and Mr Lee Chan Fai.

Biographical details of the Directors and relevant relationships among them together with their respective roles in the Board and its committees are set out in the Profile of the Directors and Officers on pages 26 to 27.

The independent non-executive Directors of the Company represent a half of the Board and one of them has the appropriate professional accounting qualifications as required by the Listing Rules. The Company has received an annual written confirmation from each of the independent non-executive Directors of his/her independence pursuant to Rule 3.13 of the Listing Rules and considers all of the independent non-executive Directors to be independent.

The Board commits itself to acting in the best interests of the Company and its subsidiaries (altogether the “Group”) and the shareholders. The principal functions of the Board are to formulate strategy, to consider and approve the Group’s major corporate matters, to monitor and control significant operational and financial matters of the Group. The independent non-executive Directors have contributed valuable independent views and proposals for the Board’s deliberation and decisions.

The Board meets regularly throughout the year as and when required. Sufficient notices are given to all Directors at least 14 days before the regular Board meetings so as to facilitate maximum attendance of the Directors. The Company Secretary assists the Chairman of the Board in setting the agenda for the regular meetings and all Directors are consulted to include any matters in the agenda. Agenda and accompanying board papers are given to all Directors in a timely manner before the appointed date of the meetings. Drafts and final versions of minutes of those regular Board meetings are circulated to the Directors for comment and record respectively within a reasonable time after each meeting. During the year of 2007, four regular meetings were held by the Board and the Vice-Chairman of the Board had an annual interchange with the independent non-executive Directors of the Company without the other executive Directors present in early January 2008.

## 董事局

董事局現由六位成員組成，包括三位執行董事，即徐楓女士（主席兼董事總經理）、湯子同先生（副主席）和莊然真先生，以及三位獨立非執行董事董慧儀女士、張兆平先生和李燦輝先生。

有關董事的個人資料詳情和相互之間的關係，以及彼等在董事局及其轄下之委員會中的相關職責列載於第26至第27頁董事及高級行政人員簡介中。

本公司獨立非執行董事佔董事局一半席位，而其中一位具有《上市規則》規定的適當會計專業資格。本公司已收到每一位獨立非執行董事根據《上市規則》第3.13條之規定就有關彼等之獨立性發出的年度書面確認，並認為全體獨立非執行董事均屬獨立人士。

董事局承諾以本公司及其附屬公司（統稱「本集團」）和股東的最佳利益行事。董事局的主要功能是制訂策略、考慮和審批本集團之主要企業事項、以及監控本集團的重大營運及財務事項。獨立非執行董事為董事局之審議及決策，提供了寶貴的獨立意見及建議。

董事局在年度內定期及有需要時舉行會議。本公司在董事局定期會議舉行日期前最少十四天向所有董事發出充足的通知，藉以提高董事之出席率。本公司之公司秘書協助董事局主席編製定期會議的議程，而所有董事均被諮詢在議程中加入任何議題。議程及相關的董事局文件在指定會議舉行日期前適時送呈所有董事。在每次董事局定期會議結束後之合理時段內，該會議之會議記錄草稿及最後定稿均分別發送予各董事以徵求意見及作為記錄。於二零零七年度內，董事局共舉行了四次定期會議，而於二零零八年一月初，董事局副主席與本公司之獨立非執行董事安排了一次沒有其他執行董事出席的年度交流。



The Board has established an executive committee, an audit committee and a remuneration committee (collectively the “Committees”) with clear written terms of reference to oversee particular aspects of the Company’s affairs and to assist in sharing the Board’s responsibilities. The Board has reserved for its decision or consideration matters covering corporate strategy, annual and interim results, changes of members of the Board and the Committees, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. The Committees have to report regularly to the Board on their decisions and recommendations. The management is responsible for implementing the strategies and plans adopted by the Board and the Committees.

All Directors are kept informed on a timely basis of major changes that may affect the Group’s business, including relevant rules and regulations. The Board has agreed on a procedure to enable the Directors to seek independent professional advice whenever deemed necessary, at the Company’s expense, to assist them to discharge their duties.

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

### **Executive Committee**

An executive committee (the “Executive Committee”) was established by the Board with specific written terms of reference in June 2005. The Executive Committee now comprises all the executive Directors of the Company, namely Madam Hsu Feng, Mr Tong Albert and Mr Chuang Hsiao-Chen, and Madam Hsu Feng is the chairman of the Executive Committee. The Executive Committee may convene meetings as it considers necessary for reviewing and approving, inter alia, any matters concerning the day-to-day management of the business of the Company and any matters to be delegated to it by the Board from time to time.

### **Remuneration Committee**

A remuneration committee (the “Remuneration Committee”) was established by the Board with specific written terms of reference in June 2005. The principal duties of the Remuneration Committee are to make recommendations to the Board on the Company’s

董事局已成立一個執行委員會、一個審核委員會以及一個薪酬委員會(統稱「委員會」)。委員會具有由書面訂明的清晰職權範圍以監察本公司特定範疇之事務，並協助分擔董事局的職責。董事局已保留有關決定或考慮企業策略、年度和中期業績、董事局及委員會的成員變動、主要收購、出售和資本交易，以及其他重大營運和財務事項方面的權力。委員會必須定期向董事局匯報其決策及建議。管理層須負責落實董事局及委員會所採納的策略和計劃。

所有董事適時獲知會可能影響本集團業務的重大變化，其中包括相關法則及規例之修訂。董事局已協定一個程序以便董事可無論何時在認為需要時尋求獨立專業意見，以協助彼等履行其職責，有關費用由本公司支付。

本公司已就彌償其董事因從事企業活動所產生的責任而安排適當的責任保險。保險之保障範圍將每年予以檢討。

### **執行委員會**

董事局於二零零五年六月已成立一個具有由書面訂明特定職權範圍的執行委員會(「執行委員會」)。執行委員會現由本公司全體執行董事(即徐楓女士、湯子同先生和莊傑真先生)組成，而徐楓女士為執行委員會的主席。執行委員會可在認為需要時召開會議，以審閱和批准(其中包括)有關本公司日常業務管理和不時由董事局委派處理的任何事項等。

### **薪酬委員會**

董事局已於二零零五年六月成立一個具有由書面訂明特定職權範圍的薪酬委員會(「薪酬委員會」)。薪酬委員會的主要工作是向董事局就本公司董事



policy and structure for remuneration of its Directors and senior management and to determine specific remuneration packages of all executive Directors and senior management of the Company while the remuneration of any member of the Remuneration Committee shall be determined by the Board. Madam Tung Wai Yee, Mr Cheung Siu Ping, Oscar and Mr Lee Chan Fai, being all independent non-executive Directors of the Company, and Mr Tong Albert, an executive Director of the Company, are members of the Remuneration Committee while Madam Tung Wai Yee acts as the chairman of the Remuneration Committee.

Two Remuneration Committee's meetings were held during 2007 for considering remuneration packages for and an offer of granting share options to executive Directors and senior executives of the Company while a meeting was held in early January 2008 to review the remuneration policy and packages for all the Directors and senior management of the Company annually. Details of the emoluments paid to the Directors of the Company for the year ended 31st December, 2007 and the share options granted in the year under review are set out in Note 12 to the consolidated financial statements on pages 95 and 96 and the Report of the Directors on pages 40 and 41 respectively.

### Audit Committee

An audit committee (the "Audit Committee") has already been set up by the Board with written terms of reference which were modified in April 2005 to align with the Code Provision C.3.3 of the Code. The Audit Committee is composed of all the independent non-executive Directors of the Company, Mr Cheung Siu Ping, Oscar, Madam Tung Wai Yee and Mr Lee Chan Fai. The Audit Committee is chaired by Mr Cheung Siu Ping, Oscar who possesses the appropriate professional accounting qualifications as required under the Listing Rules.

Under its terms of reference, the Audit Committee is required to monitor integrity of the financial statements of the Company, to review significant financial reporting judgements, and to oversee internal control and risk management frameworks of the Company, and the relationship with the Company's Auditor.

During the year 2007, the Audit Committee held two meetings for reviewing the interim and annual results as well as the financial reporting matters of the Group while a meeting was held in early January 2008 to review the internal control system of the Group.

及高級管理人員的薪酬政策和結構提供建議，並訂定本公司所有執行董事和高級管理人員的特定薪酬和福利，惟薪酬委員會任何成員之薪酬需由董事局釐訂。本公司全體獨立非執行董事董慧儀女士、張兆平先生和李燦輝先生，以及執行董事湯子同先生為薪酬委員會成員，而董慧儀女士擔任薪酬委員會主席之職。

在二零零七年內，薪酬委員會共舉行了兩次會議，以考慮本公司執行董事及高級行政人員之薪酬福利，並考慮向彼等授予購股權，且於二零零八年一月初舉行了一次會議，以年度檢討本公司所有董事及高級管理人員的薪酬政策和福利。截至二零零七年十二月三十一日止年度支付予董事之酬金及於回顧年度內授出之購股權之詳情已分別載於第95及第96頁綜合財務報表附註12及第40及第41頁董事局報告書內。

### 審核委員會

董事局已成立一個審核委員會（「審核委員會」），其由書面訂明之職權範圍已於二零零五年四月作出修訂，以符合該《守則》之守則條文第C.3.3條之規定。審核委員會由本公司全體獨立非執行董事（即張兆平先生、董慧儀女士和李燦輝先生）組成。審核委員會的主席張兆平先生擁有《上市規則》所規定之適當會計專業資格。

根據審核委員會之職權範圍，審核委員會須監控本公司財務報表的完整性，審閱財務申報之重大意見，以及監察本公司之內部監控和風險管理框架，和與本公司核數師的關係。

於二零零七年度內，審核委員會共舉行了兩次會議，以審閱本集團的中期和年度業績以及財務申報事宜，並於二零零八年一月初舉行了一次會議，以檢討本集團的內部監控制度。



## Attendance Records at Meetings

The attendance of the individual Directors at the regular meetings of the Board and the meetings of the Remuneration Committee and Audit Committee held during the year ended 31st December, 2007 is set out below:

## 會議出席記錄

個別董事於截至二零零七年十二月三十一日止年度內舉行之董事局定期會議以及薪酬委員會和審核委員會會議之出席率列載如下：

		Number of meetings attended/held 已出席／舉行之會議數目		
		Board 董事局	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會
<b>Executive Directors</b>		<b>執行董事</b>		
Madam Hsu Feng (Chairman of the Board and Managing Director)	徐楓女士 (董事局主席兼董事總經理)	4/4	N/A不適用	N/A不適用
Mr Tong Albert (Vice-Chairman of the Board)	湯子同先生 (董事局副主席)	4/4	1/2	N/A不適用
Mr Chuang Hsiao-Chen	莊然真先生	4/4	N/A不適用	N/A不適用
<b>Independent Non-Executive Directors</b>		<b>獨立非執行董事</b>		
Madam Tung Wai Yee (Chairman of the Remuneration Committee)	董慧儀女士 (薪酬委員會主席)	4/4	2/2	2/2
Mr Cheung Siu Ping, Oscar (Chairman of the Audit Committee)	張兆平先生 (審核委員會主席)	4/4	2/2	2/2
Mr Lee Chan Fai	李燦輝先生	4/4	2/2	2/2

## Appointment and Re-election of Directors

According to the Articles of Association of the Company, new Directors could be elected by the Company or appointed by the Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and the retiring Director shall be eligible for re-election.

The Company did not establish a nomination committee pursuant to recommended best practices of the Code and the Board is responsible for reviewing its own structure, size and composition (including the skills, knowledge and experience of its members), and considering any appointment of its own members and nomination of those members for re-election by the shareholders on the general meeting following their appointments. The Board is also responsible for assessing the independence of the independent non-executive Directors.

## 董事之委任和重選

根據本公司之《公司組織章程細則》之規定，新董事可由本公司推選或由董事局委任。任何由董事局委任之董事之任期將僅至本公司下一屆股東週年大會時便屆滿，而退任董事可競選連任。

本公司並無按照該《守則》的建議最佳常規設立提名委員會。董事局負責檢討其成員之架構、人數和組成(包括其成員之技能、知識和經驗方面)，以及考慮其任何成員的委任事宜，並在彼等獲委任後，考慮於股東大會上向股東提名重選彼等為董事。董事局亦負責評估獨立非執行董事的獨立性。



Every newly appointed Director will be given a comprehensive orientation package, including the latest information of the Group, induction into his responsibilities and duties and other related regulatory requirements.

During the year under review, no new members were appointed to the Board.

### **Code for Securities Transactions by Directors**

The Company has adopted its own code of practice regarding securities transactions by the Directors and relevant employees (the “Code of Practice”) on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “Model Code”).

Having made specific enquiry of all Directors of the Company, each of whom has confirmed compliance with the required standard set out in the Model Code and the Code of Practice throughout the year.

## **ACCOUNTABILITY AND AUDIT**

### **Internal Controls**

The Board is responsible for ensuring that a proper and effective system of internal control is maintained within the Group in order to safeguard the shareholders’ investment and the Group’s assets. The Company has adopted a code on internal control applicable to the Group in terms of financial, operational and compliance controls and risk management functions since 2005. The code on internal control is reviewed and modified regularly pursuant to operational requirements of the Group.

The Audit Committee has been authorized by the Board to review the effectiveness of the system of internal control of the Group regularly and a meeting was held in early January 2008 for that purpose. The Board, through the review of the Audit Committee, is satisfied that the Group has complied with all the applicable provisions of the Group’s code on internal control throughout the year ended 31st December, 2007 and considers that the Group’s internal control system has been implemented effectively.

每名新委任的董事將獲送呈一套內容全面的簡介文件，包括本集團的最新資料、其責任和職權的介紹，以及其他相關的規例要求的資料。

於回顧年度內，董事局並無委任新成員。

### **董事進行證券交易的守則**

本公司已就董事及有關僱員進行證券交易採納其本身的守則（「該交易守則」），而該交易守則之條文並不遜於《上市規則》附錄十所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」）所規定之標準。

本公司已向全體董事作出特定查詢，各董事均已確認於年度內彼等一直遵守載於《標準守則》及該交易守則內所規定之標準。

## **問責及審核**

### **內部監控**

董事局負責確保本集團維持適當及有效性之內部監控制度，藉以保障股東之投資及本集團之資產。本公司自二零零五年起已採納了一套在財務、營運、合規監控和風險管理各方面均適用於本集團的《內部監控守則》。《內部監控守則》按本集團的業務運作需要作定期檢討和修訂。

審核委員會已獲董事局授權定期檢討本集團內部監控制度的有效性，並就此於二零零八年一月初舉行了一次會議。經審核委員會檢討後，董事局確信本集團於截至二零零七年十二月三十一日止整個年度內已符合本集團《內部監控守則》中所有適用之條文之規定，並認為本集團的內部監控制度已有效地實施。





### **Directors' and Auditor's Responsibilities for the Financial Statements**

The Directors of the Company are responsible for the preparation and the true and fair presentation of the consolidated financial statements of the Group for each financial period. In preparing the financial statements for the year ended 31st December, 2007, the Directors have selected suitable accounting policies and applied them consistently; have made judgements and estimates that were prudent and reasonable; and have prepared the financial statements on a going concern basis.

The responsibilities of the Auditor to the shareholders are to form an independent opinion, based on the audit, on those financial statements and their opinion on the consolidated financial statements of the Group for the year ended 31st December, 2007 is set out in the report of the independent Auditor on pages 46 and 47.

### **Auditor's Remuneration**

The fees in respect of audit and non-audit services provided to the Group by the Auditor for the year ended 31st December, 2007 amounted to approximately HK\$2,731,000 and HK\$32,500 respectively. The non-audit services provided during the year were taxation services.

## **COMMUNICATION WITH SHAREHOLDERS**

The Board maintains a continuing dialogue with the Company's shareholders through various channels including the Company's annual general meetings. The Vice-Chairman of the Board together with member or chairman of the Audit Committee and Remuneration Committee attended the 2007 annual general meeting of the Company to answer questions regarding the performance of the Group.

In order to further enhance communication with the shareholders of the Company and enable the Company's shareholders to have a timely and updated information of the Group, the Company has set up its own website at <http://www.tomson.com.hk> where the corporate information, interim and annual reports, announcements, circulars, business development and other information of the Company are posted.

### **董事和核數師對財務報表的責任**

本公司董事負責編製及公平與真實地反映本集團每個財務期間的綜合財務報表。在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，董事已貫徹選擇及採用合適的會計政策；已作出審慎和合理的判斷和估算；並已按照持續經營的基準編製財務報表。

核數師對股東的責任是根據審核工作的結果，對該等財務報表發表獨立的意見，而彼等對本集團截至二零零七年十二月三十一日止年度綜合財務報表的意見載於第46及第47頁的獨立核數師報告書中。

### **核數師的酬金**

於截至二零零七年十二月三十一日止年度，就核數師向本集團提供之審核和非審核服務需支付之費用分別約為2,731,000港元和32,500港元。於年度內提供之非審核服務乃稅務服務。

## **與股東之溝通**

董事局透過不同途徑(包括本公司之股東週年大會)與本公司股東維持經常溝通。董事局副主席連同審核委員會及薪酬委員會之成員或主席出席了本公司之二零零七年度股東週年大會，並回答有關本集團表現之問題。

為了進一步加強與本公司股東之溝通及讓本公司股東能適時獲得本集團之最新資料，本公司已設立網站，網址為<http://www.tomson.com.hk>，並於其上登載本公司之企業資料、中期及年度報告、公告、通函、業務發展及其他資料。



## CORPORATE CITIZENSHIP

The Group pledges itself to contribution to the well-being of the societies. During the year under review, the Group has made donations to various worldwide and local charitable organizations including World Vision Hong Kong, ORBIS and Oxfam Hong Kong for, inter alia, medical assistance, children sponsorship and provision of relief against poverty.

## 企業公民責任

本集團致力為社會福祉作出貢獻。於回顧年度內，本集團向世界各地及本地多家慈善機構作出捐款，其中包括香港世界宣明會、奧比斯及香港樂施會，以用於(其中包括)提供醫療援助、助養兒童和救助及對抗貧困等。



## Corporate Governance Report 企業管治報告



The Group has also arranged for a donation of a total amount of HK\$2.5 million to The Chinese University of Hong Kong to establish non-local scholarships, namely “Tomson Group Scholarships”, for students from the mainland China since 2005.

The Group has become a corporate sponsor of the Jet Li One Foundation Project in 2007 to support its mission to provide prompt and efficient relief to victims of natural disasters as well as to help the youth coping with mental health issue.

In addition, the Company has re-enrolled the “Heart to Heart Project” organized by The Hong Kong Federation of Youth Groups in 2007, to sponsor service projects proposed by volunteer groups of those schools enrolled under the project so as to engage youth volunteers to serve the community for contribution to social development.

自二零零五年起，本集團已安排向香港中文大學作出一項合共2,500,000港元的捐款，為中國國內學生設立非本地生獎學金，名為《湯臣集團獎學金》。

於二零零七年，本集團成為李連杰壹基金計劃之企業合作伙伴，以支持其使命，向自然災害之受害者提供快捷及有效的援助，以及幫助青年面對精神健康問題。

此外，本公司於二零零七年再次參加了由香港青年協會舉辦的《有心計劃》，以資助參加了該計劃的學校義工隊建議的服務項目，讓青年義工服務社會，為社會發展作出貢獻。

# Profile of the Directors and Officers

## 董事及高級行政人員簡介



### EXECUTIVE DIRECTORS

**Madam Hsu Feng**, aged 57, has been a Director of the Company and its subsidiaries since January 1990. She was appointed as Managing Director of the Company in December 2001 and the chairman of the executive committee of the Board of Directors of the Company (the “Board”) in June 2005. She was also elected as Chairman of the Board in December 2006. She has over 10 years’ experience in film production, and in property development and investment as well as retail industry in Taiwan. She has been engaged in the property development and leisure activities in the mainland China in recent years.

Madam Hsu is the mother of Mr Tong Albert, Vice-Chairman of the Board and executive Director of the Company, and the sister of Mr Hsu Bin, the General Manager of Shanghai office of the Group. Both of Madam Hsu and Mr Tong are directors of King China Holdings Limited (“King China”) and executive directors of a listed company in Hong Kong, Rivera (Holdings) Limited (“RHL”), both of which are currently substantial shareholders of the Company.

Besides, pursuant to the Securities and Futures Ordinance (the “SFO”), Madam Hsu together with her parties acting in concert including, inter alia, Mr Tong Albert hold an interest in 638,415,960 shares in the capital of the Company (including share options).

**Mr Tong Albert**, aged 25, has been appointed a Director of the Company since December 2001 and a member of the executive committee and remuneration committee of the Board since June 2005. He was also elected as Vice-Chairman of the Board in December 2006. He has joined the Group and taken up directorships of the subsidiaries of the Company since March 2001. He has participated in the Group’s business development, corporate management and property trading for years.

He is a son of Madam Hsu Feng, Chairman of the Board and Managing Director of the Company. Both of Mr Tong and Madam Hsu are directors of King China and executive directors of RHL.

Besides, pursuant to the SFO, Mr Tong together with his parties acting in concert including, inter alia, Madam Hsu Feng hold an interest in 638,415,960 shares in the capital of the Company (including share options).

### 執行董事

**徐楓女士**，57歲，自一九九零年一月起出任本公司及其附屬公司之董事，並於二零零一年十二月獲委任為本公司之董事總經理及於二零零五年六月獲委任為本公司董事局（「董事局」）轄下之執行委員會主席。彼並於二零零六年十二月獲推選為董事局主席。彼在電影製作、及就台灣的物業發展和投資以及零售業方面擁有逾十年之經驗。彼近年專注於中國國內從事房地產開發及消閒業務工作。

徐女士乃本公司之董事局副主席兼執行董事湯子同先生之母親，及本集團上海辦事處總經理徐彬先生之胞姊。徐女士及湯先生均為錦華集團有限公司（「錦華」）之董事及香港一家上市公司一川河集團有限公司（「川河」）之執行董事，該兩家公司現為本公司之主要股東。

此外，根據《證券及期貨條例》，徐女士與其一致行動人士（其中包括湯子同先生）合共持有本公司股本中638,415,960股股份權益（包括購股權）。

**湯子同先生**，25歲，自二零零一年十二月起獲委任為本公司之董事及自二零零五年六月起獲委任為董事局轄下之執行委員會及薪酬委員會成員。彼並於二零零六年十二月獲推選為董事局副主席。彼自二零零一年三月起加盟本集團及出任本公司附屬公司之董事。彼多年來一直參與本集團之業務發展、企業管理及物業銷售工作。

彼為本公司之董事局主席兼董事總經理徐楓女士之子，而兩人均為錦華之董事及川河之執行董事。

此外，根據《證券及期貨條例》，湯先生與其一致行動人士（其中包括徐楓女士）合共持有本公司股本中638,415,960股股份權益（包括購股權）。

## Profile of the Directors and Officers 董事及高級行政人員簡介



**Mr Chuang Hsiao-Chen**, aged 60, has been appointed a Director of the Company since April 1998 and a member of the executive committee of the Board since June 2005. He has joined the Group since May 1993 and now also acts as a director of a number of subsidiaries of the Company in Shanghai. He is a director and the general manager of Tomson Golf (Shanghai) Limited, which is a wholly-owned subsidiary of the Company and is engaged in the operation of Tomson Shanghai Pudong Golf Club and the development of Tomson Golf Villas in Pudong, Shanghai. He has extensive experience in sport and recreational activities and has been engaged in management of the golf club and development of golf villas in the mainland China in recent years.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Madam Tung Wai Yee**, aged 63, has been an independent non-executive Director of the Company since February 1994. She has acted as a member of the audit committee of the Board since April 1999 and was appointed as the chairman of the remuneration committee of the Board in June 2005. She was an independent non-executive director of RHL up to January 2003.

**Mr Cheung Siu Ping, Oscar**, aged 43, has been appointed an independent non-executive Director and the chairman of the audit committee of the Board since September 2004. He was also appointed a member of the remuneration committee of the Board in June 2005. He is a fellow member of The Association of Chartered Certified Accountants and a member of Hong Kong Institute of Certified Public Accountants. He is practising as a certified public accountant in Hong Kong and is the sole proprietor of Oscar S. P. Cheung & Co..

**Mr Lee Chan Fai**, aged 45, has been appointed as an independent non-executive Director of the Company and a member of each of the audit committee and remuneration committee of the Board since December 2005. He is a member of The Hong Kong Institute of Architects and is qualified as a Registered Architect in Hong Kong and a First Class Registered Architect in the mainland China. Mr Lee has acted as a director of Marco Asia Limited and J&P Architects Limited since 1990's. He has extensive experience in architectural design.

**莊然真先生**，60歲，自一九九八年四月起獲委任為本公司之董事及自二零零五年六月起獲委任為董事局轄下之執行委員會成員。彼由一九九三年五月起加盟本集團，目前並出任本公司多家於上海之附屬公司之董事。彼為本公司旗下一家全資附屬公司—湯臣高爾夫(上海)有限公司之董事兼總經理，該公司於上海浦東經營湯臣上海浦東高爾夫球會及開發湯臣高爾夫別墅項目。彼在康體活動方面擁有廣泛經驗，並在近年專注位於中國國內的高爾夫球會的管理及高爾夫別墅項目的發展工作。

### 獨立非執行董事

**董慧儀女士**，63歲，自一九九四年二月起出任本公司之獨立非執行董事。彼自一九九九年四月起擔任董事局轄下之審核委員會成員及於二零零五年六月獲委任為董事局轄下之薪酬委員會主席。直至二零零三年一月，彼為川河之獨立非執行董事。

**張兆平先生**，43歲，自二零零四年九月起獲委任為本公司之獨立非執行董事及董事局轄下之審核委員會主席。彼於二零零五年六月獲委任為董事局轄下之薪酬委員會成員。張先生為英國特許公認會計師公會資深會員及香港會計師公會會員。彼現為香港之執業會計師及張兆平會計師事務所之東主。

**李燦輝先生**，45歲，自二零零五年十二月起獲委任為本公司之獨立非執行董事及董事局轄下之審核委員會及薪酬委員會成員。彼為香港建築師學會會員，並具備香港註冊建築師及中國國內一級註冊建築師資格。李先生自一九九零年代起出任馬高亞洲有限公司及李峻建築師有限公司之董事，彼在建築設計方面擁有豐富的經驗。

## Profile of the Directors and Officers 董事及高級行政人員簡介



### OFFICERS

**Mr Hsu Bin**, aged 50, joined the Group in 2005 and was appointed the General Manager of Shanghai office of the Group in September 2005. He is the brother of Madam Hsu Feng, Chairman of the Board and Managing Director of the Company.

**Ms Lee Yuen Han**, aged 41, joined the Group in 1991 and was appointed the Company Secretary of the Company in March 1998 and has acted as the Deputy General Manager of the Company since August 2005.

**Mr Kwok Sau King**, aged 49, joined the Group in 1990. He was appointed the Financial Controller of the Company in September 1999 and is the Qualified Accountant of the Company.

### 高級行政人員

**徐彬先生**，50歲，於二零零五年加盟本集團，並於二零零五年九月獲委任為本集團上海辦事處之總經理。彼為本公司董事局主席兼董事總經理徐楓女士之胞弟。

**李婉嫻女士**，41歲，於一九九一年加盟本集團及於一九九八年三月獲委任為本公司之公司秘書，並自二零零五年八月起兼任本公司之副總經理。

**郭守敬先生**，49歲，於一九九零年加盟本集團，並於一九九九年九月獲委任為本公司之財務總監。彼乃本公司之合資格會計師。

# Report of the Directors

## 董事局報告書



The Board of Directors of the Company (the “Board”) is pleased to present its Report together with the audited consolidated financial statements of the Company and its subsidiaries (altogether the “Group”) for the year ended 31st December, 2007 and the report of independent Auditor thereon.

### PRINCIPAL ACTIVITIES

The principal activities of the Group in the course of the year were property development and investment, hospitality and leisure activities, manufacturing of PVC pipes, securities trading and investment holding.

During the year under review, the Company acted as an investment holding company while the principal activities and other particulars of the principal subsidiaries of the Company are listed out in Note 39 to the consolidated financial statements on pages 135 to 139.

### RESULTS AND APPROPRIATIONS

Details of the Group’s results and financial position for the year ended 31st December, 2007 are set out on pages 48 to 141. An analysis by business segments is set out in Note 9 to the consolidated financial statements on pages 88 to 92 while no geographical analysis is presented as the Group’s operations and assets were principally situated in the mainland China.

No interim dividend was paid during the year under review (2006: Nil).

The Board recommends a payment of a final dividend of 5.5 HK cents per share for the year ended 31st December, 2007 (2006: Nil) to shareholders whose names appear on the register of members of the Company on Friday, 23rd May, 2008. Dividend warrants are expected to be despatched in early June 2008.

本公司董事局（「董事局」）謹向各股東提呈本報告書，連同本公司及其附屬公司（統稱「本集團」）截至二零零七年十二月三十一日止年度之經審核綜合財務報表及獨立核數師報告書。

### 主要業務

本集團於本年度內之主要業務為物業發展及投資、款客及消閒業務、膠管製造、證券買賣及投資控股。

於回顧年度內，本公司為一家投資控股公司，而本公司各主要附屬公司之主要業務及其他詳情載於第135至第139頁綜合財務報表附註39。

### 業績及分配

本集團截至二零零七年十二月三十一日止年度之業績及財務狀況詳情載於第48至第141頁。按業務分類之分析載於第88至第92頁綜合財務報表附註9。由於本集團之業務及資產主要位於中國國內，故未呈列按營業地區分類之資料。

本公司於回顧年度內並無派付中期股息（二零零六年：無）。

董事局建議向於二零零八年五月二十三日（星期五）名列本公司股東名冊之股東派付截至二零零七年十二月三十一日止年度之末期股息每股5.5港仙（二零零六年：無）。股息單預期於二零零八年六月初寄發。



## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 21st May, 2008 to Friday, 23rd May, 2008, both days inclusive, during which period no transfer of shares of the Company will be effected.

In order to qualify for the 2007 final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Tuesday, 20th May, 2008 for registration.

## MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group's five largest customers contributed to 36.77% of the Group's gross proceeds from operations with the largest customer accounting for 17.68% of the Group's gross proceeds from operations while 39.29% of the Group's purchases were attributable to the Group's five largest suppliers with the largest supplier accounting for 12.31% of the Group's purchases.

None of the Directors of the Company, their associates or any shareholders (which to the knowledge of the Directors own more than 5% interest in the Company's issued share capital) have any interest in the Group's five largest customers or suppliers.

## DONATIONS

During the year ended 31st December, 2007, the Group has donated approximately HK\$2,434,000 for charitable and other causes.

## FIXED ASSETS

During the year ended 31st December, 2007, the Group added fixed assets amounting to approximately HK\$22,106,000 (2006: HK\$18,029,000) while disposed of and wrote off assets with an aggregate net book value of approximately HK\$231,000 (2006: HK\$1,258,000).

## 暫停辦理股份過戶登記手續

本公司將於二零零八年五月二十一日(星期三)至二零零八年五月二十三日(星期五)期間(包括首尾兩天)暫停辦理股份過戶登記手續。

為確保享有二零零七年度末期股息，所有股份過戶文件連同有關股票必須於二零零八年五月二十日(星期二)下午四時正前送抵本公司於香港之股份過戶登記處卓佳秘書商務有限公司辦理登記手續，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

## 主要客戶及供應商

在本年度內，本集團之前五大客戶共佔本集團經營收益總額之36.77%，其中最大客戶佔本集團經營收益總額之17.68%，而本集團之前五大供應商共佔本集團購貨額之39.29%，其中最大供應商佔本集團購貨額之12.31%。

本公司各董事及其聯繫人士或任何股東(董事獲知其擁有本公司已發行股本5%或以上權益者)概無擁有該五大客戶或供應商之任何權益。

## 捐款

於截至二零零七年十二月三十一日止年度內，本集團已捐款約2,434,000港元作慈善及其他用途。

## 固定資產

於截至二零零七年十二月三十一日止年度內，本集團添置為數約22,106,000港元(二零零六年：18,029,000港元)之固定資產，並出售及撇銷總賬面淨值約231,000港元(二零零六年：1,258,000港元)之資產。





Movements in fixed assets of the Group during the year are shown in Notes 17 and 18 to the consolidated financial statements on pages 101 and 102.

A schedule of the principal properties held by the Group, either under development or for sale or investment purposes, is set out on pages 143 to 148.

## **BORROWINGS AND DEBENTURES**

Details of bank loans of the Group as at 31st December, 2007 are set out in Note 31 to the consolidated financial statements on page 125.

No debentures of any class were issued by the Company or any of its subsidiaries, or were in issue, at any time during the year.

Interest expenses of approximately HK\$13,512,000 (2006: HK\$15,716,000) attributable to properties under development were capitalised by the Group during the year.

## **RESERVES**

The distributable reserves of the Company as at 31st December, 2007 amounted to approximately HK\$162,646,000 (2006: HK\$197,866,000).

The Board recommends that the retained earnings of the Group as at 31st December, 2007 amounting to approximately HK\$3,480,995,000 are to be carried forward. Other movements in reserves of the Group and the Company during the year are shown in Note 30 to the consolidated financial statements on pages 121 to 125.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

In December 2007, the Company repurchased 52,000 shares of HK\$0.50 each in its issued capital at HK\$2.83 per share on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at a consideration before expenses of HK\$147,160.

本集團於年度內之固定資產變動情況載於第101及第102頁綜合財務報表附註17及18。

一項列有本集團持有之主要物業(在發展中或作出售或投資用途)之附表載於第143至第148頁。

## **借貸及債權證**

本集團在二零零七年十二月三十一日之銀行貸款之詳情載於第125頁綜合財務報表附註31。

本公司或其任何附屬公司於年度內任何時間概無發行或已發行任何類別之債權證。

本集團於本年度內將發展中物業所佔為數約13,512,000港元(二零零六年: 15,716,000港元)之利息支出资本化。

## **儲備**

本公司於二零零七年十二月三十一日之可供分派儲備為數約162,646,000港元(二零零六年: 197,866,000港元)。

董事局建議將本集團於二零零七年十二月三十一日為數約3,480,995,000港元之保留溢利滾存至下年度。年度內本集團及本公司之其他儲備變動情況載於第121至第125頁綜合財務報表附註30。

## **購買、出售或贖回上市證券**

於二零零七年十二月,本公司在香港聯合交易所有限公司(「聯交所」)以每股2.83港元購回本公司之已發行股本中52,000股每股面值0.50港元之股份,未計費用前之代價為147,160港元。

## Report of the Directors 董事局報告書



The repurchase of shares was made pursuant to a general mandate granted to the Board at the 2007 annual general meeting of the Company to repurchase shares of HK\$0.50 each in the capital of the Company (the “Share(s)”) and all of the aforesaid repurchased Shares have been duly cancelled.

The repurchase was made as the Shares were trading at a substantial discount to their underlying net asset value, so it would enhance the Company’s net asset value per Share and earnings per Share for the benefit of the Company and the shareholders as a whole.

Save as disclosed above, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company’s listed securities during the year.

### SHARE CAPITAL

During the year under review, the Company has repurchased and cancelled 52,000 Shares and did not issue any new Shares.

As at 31st December, 2007, 1,317,419,940 Shares were in issue. Details of the share capital of the Company are set out in Note 28 to the consolidated financial statements on page 115.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Memorandum and Articles of Association of the Company and the Companies Law of the Cayman Islands.

本公司乃根據董事局於二零零七年度股東週年大會上獲授予之一般授權以購回本公司股本中每股面值0.50港元股份（「股份」），而上述所有購回之股份已被註銷。

進行回購乃因為股份過往錄得以較諸其相關資產淨值出現重大折讓之買賣記錄，因此回購股份可提高本公司之每股股份之資產淨值及每股股份之盈利，並符合本公司及其股東整體利益。

除上文所披露者外，本公司或其任何附屬公司於年度內概無購買、出售或贖回本公司之任何上市證券。

### 股本

於回顧年度內，本公司已購回及註銷 52,000 股股份及並無發行任何新股份。

於二零零七年十二月三十一日，本公司股本中共有 1,317,419,940 股已發行股份。本公司股本之詳情載於第 115 頁綜合財務報表附註 28。

### 優先購買權

本公司之《公司組織章程大綱及細則》，以及《開曼群島公司法》中並無優先購買權之條文。

## Report of the Directors 董事局報告書



### DIRECTORS

The Directors of the Company as at the date of this Report and those who were in office during the year are:

#### Name of Directors

##### Executive Directors

Madam Hsu Feng (*Chairman and Managing Director*)  
Mr Tong Albert (*Vice-Chairman*)  
Mr Chuang Hsiao-Chen

##### Independent Non-Executive Directors

Madam Tung Wai Yee  
Mr Cheung Siu Ping, Oscar  
Mr Lee Chan Fai

A profile of the Directors of the Company is shown on pages 26 to 27.

Information relating to emoluments paid to the Company's Directors during the year is set out in Note 12 to the consolidated financial statements on pages 95 and 96.

All Directors of the Company, including the non-executive Directors, are subject to retirement by rotation at annual general meetings of the Company in accordance with the Articles of Association of the Company. Article 116 of the Articles of Association of the Company provides that at each annual general meeting, one-third (or the number nearest to one-third) of the Directors of the Company for the time being, who have been longest in office since their last election, shall retire from office and shall be eligible for re-election. In this connection, Madam Tung Wai Yee and Madam Hsu Feng will retire by rotation at the forthcoming annual general meeting of the Company. Being eligible, they offer themselves for re-election.

The re-election of the retiring Directors of the Company is subject to shareholders' approval at the forthcoming annual general meeting of the Company and details of those Directors will be disclosed in a circular of the Company to be despatched to the shareholders together with the notice of the annual general meeting.

### 董事

於本報告書刊發之日及於本年度內在任之本公司董事局成員如下：

#### 董事姓名

##### 執行董事

徐楓女士 (*主席兼董事總經理*)  
湯子同先生 (*副主席*)  
莊然真先生

##### 獨立非執行董事

董慧儀女士  
張兆平先生  
李燦輝先生

本公司董事之簡介載於第26至第27頁。

有關於年度內支付予本公司董事之酬金之資料載於第95及第96頁綜合財務報表附註12。

根據本公司之《公司組織章程細則》之規定，本公司所有董事(包括非執行董事)均須於本公司之股東週年大會上輪值退任。本公司之《公司組織章程細則》第116條細則規定，於每屆股東週年大會上，本公司當時三分之一或最接近三分之一數目之董事(自上次獲選連任董事以來任期最長者)將須依章退任並可在膺選後連任。因此，董慧儀女士及徐楓女士將於本公司應屆股東週年大會上依章輪值退任，惟有資格並願意競逐連任。

重選本公司之退任董事連任一事須待股東於本公司應屆之股東週年大會上審批，有關該等董事之資料將於與股東週年大會通告一併寄發予股東之本公司通函內披露。



## DIRECTORS' SERVICE CONTRACT

None of the Directors of the Company who are proposed for re-election at the forthcoming annual general meeting have an unexpired service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31st December, 2007, the interests and short positions of the Directors of the Company in shares, debentures and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein (including interests and short positions which they were taken to have under Section 344 of the SFO) or which were required to be notified to the Company and the Stock Exchange pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

### (I) The Company:

Shares of HK\$0.50 each

Name of Directors	董事姓名	Number of Shares 股份數目			
		Personal Interests 個人權益	Family Interests 家屬權益	Corporate Interests 公司權益	Other Interests 其他權益
Madam Hsu Feng	徐 楓女士	28,616,000 (A)	Nil 無	Nil 無 (B)	534,979,960 (C)(D) 1,300,000 (E)
Mr Tong Albert (D)	湯子同先生 (D)	22,682,000 (F)	Nil 無	Nil 無 (B)	26,000,000 (F)
Mr Chuang Hsiao-Chen	莊然真先生	Nil 無	Nil 無	Nil 無	2,000,000 (G)

## 董事之服務合約

獲提名在應屆股東週年大會上重選連任之本公司董事與本公司或其任何附屬公司之間並無尚未屆滿之服務合約，而聘用之公司於一年內不作出賠償（法定賠償除外）則不得終止者。

## 董事之證券權益及淡倉

於二零零七年十二月三十一日，本公司各董事於本公司或其任何相聯法團（按《證券及期貨條例》第XV部之定義詮釋）之股份、債權證及相關股份中擁有須遵照《證券及期貨條例》第352條之規定記載入該條例所述的登記冊（包括根據《證券及期貨條例》第344條被視為擁有之權益及淡倉），或須遵照聯交所《證券上市規則》（「《上市規則》」）之規定知會本公司及聯交所之權益及淡倉如下：

### (I) 本公司：

每股面值0.50港元之股份



(II) The Company's associated corporations:

(1) China Boom Enterprises Limited ("China Boom")  
Shares of US\$1 each

Name of Director	董事姓名	Number of shares of China Boom 於昌華之股份數目			
		Personal Interests 個人權益	Family Interests 家屬權益	Corporate Interests 公司權益	Other Interests 其他權益
Madam Hsu Feng	徐 楓女士	716,800	Nil 無	563,200 (H)	Nil 無

(2) Tomson Entertainment Co. Limited  
("Tomson Entertainment")  
Shares of NTD10 each

Name of Director	董事姓名	Number of shares of Tomson Entertainment 於湯臣娛樂之股份數目			
		Personal Interests 個人權益	Family Interests 家屬權益	Corporate Interests 公司權益	Other Interests 其他權益
Madam Hsu Feng	徐 楓女士	1,350,000	Nil 無	1,125,000 (I)	Nil 無

Notes:

- (A) Subsequent to the year under review and in January 2008, Madam Hsu Feng acquired 2,338,000 Shares.
- (B) The following companies, being private companies incorporated in Hong Kong and wholly-owned subsidiaries of Rivera (Holdings) Limited (a listed company in Hong Kong), beneficially held an aggregate of 159,500,465 Shares on 31st December, 2007:

附註：

- (A) 於回顧年度後及於二零零八年一月，徐楓女士購入了2,338,000股股份。
- (B) 於二零零七年十二月三十一日，下列公司（均為於香港註冊成立之私人公司，並為一家於香港上市之公司——川河集團有限公司的全資附屬公司）實益持有合共159,500,465股股份：

Name of companies	公司名稱	Number of Shares held 所持有股份之數目
Forty Enterprises Company Limited	富義企業有限公司	13,081,788
Shine Trip Limited	瑞展有限公司	146,418,677
		<u>159,500,465</u>

## Report of the Directors 董事局報告書



Madam Hsu Feng and Mr Tong Albert, being mother and son, are directors of Rivera (Holdings) Limited of which Madam Hsu, being the executrix of the estate of her late husband, Mr Tong Cun Lin, was deemed to be a substantial shareholder.

- (C) Madam Hsu Feng was interested in the 534,979,960 Shares in her capacity as the executrix of the estate of the late Mr Tong Cun Lin.
- (D) Subsequent to the year under review and in February 2008, Madam Hsu Feng, as the executrix of the estate of the late Mr Tong Cun Lin, has formally become the beneficiary of the interest in 437,315,695 Shares out of the estate of Mr Tong.

Madam Hsu has then entered into agreements and deeds with her sons, Mr Tong Chi Kar, Charles and Mr Tong Albert, to sell to each of them 117,520,000 Shares, in an aggregate of 235,040,000 Shares, subject to a security in favour of Madam Hsu for their performance of the duties under the aforesaid agreements.

Subject to the aforesaid agreements, both of Madam Hsu and Mr Tong Albert are taken to be interested in a total of 638,415,960 Shares, amongst which, 35,300,000 Shares are issuable upon exercises of share options, by virtue of the fact that they and Mr Tong Chi Kar, Charles are persons acting in concert pursuant to the SFO.

- (E) Madam Hsu Feng has been granted an option under the share option scheme of the Company which entitles her to subscribe for 1,300,000 Shares at a subscription price of HK\$3.644 per Share during a period of 8 years ending on 12th November, 2015.
- (F) Mr Tong Albert has been granted options under the share option scheme of the Company which entitle him to subscribe for 11,000,000 Shares at a subscription price of HK\$1.81 per Share during a period of 3 years ending on 5th October, 2008, 2,000,000 Shares at a subscription price of HK\$2.155 per Share during a period of 5 years ending on 23rd July, 2011 and 13,000,000 Shares at a subscription price of HK\$3.644 per Share during a period of 8 years ending on 12th November, 2015.

Subsequent to the year under review and in February 2008, Mr Tong Albert exercised an option under the share option scheme of the Company to subscribe for 5,000,000 Shares at a subscription price of HK\$1.81 per Share and the said Shares were duly allotted.

- (G) Mr Chuang Hsiao-Chen has been granted an option under the share option scheme of the Company which entitles him to subscribe for 2,000,000 Shares at a subscription price of HK\$2.155 per Share during a period of 5 years ending on 23rd July, 2011.

徐楓女士與湯子同先生為母子，兩人均為川河集團有限公司的董事，而徐女士作為其先夫湯君年先生之遺產執行人，被視為該公司之主要股東。

- (C) 徐楓女士以已故湯君年先生之遺產執行人之身份擁有534,979,960股股份之權益。
- (D) 於回顧年度後及於二零零八年二月，徐楓女士作為已故湯君年先生之遺產執行人，已正式成為湯先生之遺產中437,315,695股股份權益之受益人。

徐女士其後與其兒子湯子嘉先生及湯子同先生簽訂了協議及契據，向彼等分別出售117,520,000股股份，合共235,040,000股股份，惟兩位兒子須向徐女士就履行彼等於上述協議項下之責任及義務作出擔保。

根據上述協議及《證券及期貨條例》之詮釋，徐楓女士、湯子同先生及湯子嘉先生被視為一致行動人士，故徐女士及湯子同先生均被視為擁有總數638,415,960股股份權益，其中35,300,000股股份乃在行使購股權時可予發行。

- (E) 徐楓女士獲授予本公司之購股權計劃項下之購股權；據此，彼有權於直至二零一五年十一月十二日止為期八年之期間內按每股股份3.644港元之認購價認購1,300,000股股份。
- (F) 湯子同先生獲授予本公司之購股權計劃項下之購股權；據此，彼有權分別於直至二零零八年十月五日止為期三年之期間內按每股股份1.81港元之認購價認購11,000,000股股份、於直至二零一一年七月二十三日止為期五年之期間內按每股股份2.155港元之認購價認購2,000,000股股份，及於直至二零一五年十一月十二日止為期八年之期間內按每股股份3.644港元之認購價認購13,000,000股股份。

於回顧年度後及於二零零八年二月，湯子同先生行使了本公司之購股權計劃項下之一項購股權以按每股股份1.81港元之認購價認購5,000,000股股份，而該等股份已獲配發。

- (G) 莊然真先生獲授予本公司之購股權計劃項下之購股權；據此，彼有權於直至二零一一年七月二十三日止為期五年之期間內按每股股份2.155港元之認購價認購2,000,000股股份。

## Report of the Directors 董事局報告書



- (H) Madam Hsu Feng held a personal interest of 716,800 shares (being 56%) in the capital of China Boom while the Company held the balance of interest of 563,200 shares (being 44%) in the capital of China Boom through its wholly-owned subsidiary. Madam Hsu, in her capacity as the executrix of the estate of the late Mr Tong Cun Lin, was deemed to control the exercise of more than one-third of voting powers at general meetings of the Company, hence, she was also taken to be interested in those shares held by the Company.
- (I) Madam Hsu Feng held a personal interest of 1,350,000 shares (being 54%) in the capital of Tomson Entertainment while the Company held an interest of 1,125,000 shares (being 45%) in the capital of Tomson Entertainment through its wholly-owned subsidiary. Madam Hsu, in her capacity as the executrix of the estate of the late Mr Tong Cun Lin, was deemed to control the exercise of more than one-third of voting powers at general meetings of the Company, hence, she was also taken to be interested in those shares held by the Company.

Save as disclosed above, none of the Directors of the Company and their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as at 31st December, 2007, which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein (including interests or short positions which they were taken to have under Section 344 of the SFO) or which were required to be notified to the Company and the Stock Exchange pursuant to the Listing Rules.

### SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Scheme”) on 29th May, 2002. Subject to earlier termination by the Company in general meeting or by the Board, the Scheme shall be valid and effective till 28th May, 2012. After the expiry of such valid period, no further options will be offered or granted but in all other respects the provisions of the Scheme shall remain in full force and effect.

Apart from the Scheme, at no time during the year nor at the end of the year ended 31st December, 2007 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

- (H) 徐楓女士持有716,800股昌華股份(即56%)之個人權益,而本公司透過其全資附屬公司持有餘下563,200股昌華股份(即44%)之權益。徐女士作為已故湯君年先生之遺產執行人之身份,被視為可控制本公司股東大會上三分之一以上之投票權,故彼亦被視為擁有由本公司持有之該等昌華股份權益。
- (I) 徐楓女士持有1,350,000股湯臣娛樂股份(即54%)之個人權益,而本公司透過其全資附屬公司持有1,125,000股湯臣娛樂股份(即45%)之權益。徐女士作為已故湯君年先生之遺產執行人之身份,被視為可控制本公司股東大會上三分之一以上之投票權,故彼亦被視為擁有由本公司持有之該等湯臣娛樂股份權益。

除上文所披露者外,於二零零七年十二月三十一日,本公司各董事及彼等的聯繫人士概無於本公司或其任何相聯法團之股份、相關股份及債權證中擁有須遵照《證券及期貨條例》第352條之規定記載入該條例所述的登記冊內(包括根據《證券及期貨條例》第344條彼等被視為擁有的權益或淡倉),或須遵照《上市規則》之規定知會本公司及聯交所的任何權益或淡倉。

### 購股權計劃

本公司於二零零二年五月二十九日採納一項購股權計劃(「該計劃」)。倘本公司並無在股東大會上提早終止或董事局並無提早終止該計劃,則該計劃將有效至二零一二年五月二十八日止。於該有效期限屆滿後將不會再行要約授予或正式授出購股權,惟該計劃之條款在其他各方面將仍全面有效。

除該計劃外,於截至二零零七年十二月三十一日止年度內任何時間或年度終結日,本公司或其任何附屬公司概無參與任何安排,致使本公司董事可透過購買本公司或其他任何法人團體之股份或債權證而獲益。



### Major terms of the Scheme

The purpose of the Scheme is to provide incentives or rewards to selected persons for their contribution to the Group or any entity in which the Group holds any equity interest (the "Invested Entity").

The participants of the Scheme include:

- (i) any employee or proposed employee (whether full time or part time) of any member of the Group or any Invested Entity, including any executive director of any member of the Group or any Invested Entity; or
- (ii) any non-executive director (including independent non-executive director) of any member of the Group or any Invested Entity; or
- (iii) any adviser, consultant, customer and supplier of goods or services to any member of the Group or any Invested Entity who have contributed or will contribute to the Group; or
- (iv) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

As at the date of this Report, the maximum number of Shares available for issue under options granted or to be granted under the Scheme is 71,234,911, representing approximately 5.4% of the Company's existing issued share capital.

### 該計劃的主要條款

該計劃的目的為激勵或獎賞經甄選之人士對本集團或本集團持有任何股權之任何機構（「所投資機構」）作出貢獻。

該計劃之參與者包括：

- (i) 本集團任何成員公司或任何所投資機構之任何僱員或準僱員（不論全職或兼職），包括本集團任何成員公司或任何所投資機構之任何執行董事；或
- (ii) 本集團任何成員公司或任何所投資機構之任何非執行董事（包括獨立非執行董事）；或
- (iii) 曾經或將會對本集團作出貢獻之任何諮詢人、顧問、客戶及向本集團任何成員公司或任何所投資機構提供貨物或服務之供應商；或
- (iv) 本集團任何成員公司或任何所投資機構之股東，或本集團任何成員公司或任何所投資機構所發行之任何證券之持有人。

於本報告書刊發之日，根據該計劃已授出或可授出之購股權而可予發行之股份數目上限為71,234,911股，佔本公司現時之已發行股本約5.4%。





The total number of Shares issued and to be issued upon exercise of the options granted and to be granted to each participant or grantee (including exercised and outstanding options) in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue at the date of grant (the “Individual Limit”). If any further grant of options to a participant or grantee would result in the Shares issued and to be issued upon exercise of all options granted and to be granted in the 12 month-period up to and including the date of such further grant in excess of the Individual Limit, such further grant must be subject to shareholders’ approval in general meeting with such participant or grantee and his or her associates abstaining from voting.

An option may be exercised at any time during a period as the Board may determine which shall not be more than 10 years commencing from the date of grant of the option.

Save as determined by the Board and provided in the offer of the relevant options, there is no minimum period for which an option must be held before it can be exercised under the Scheme.

The acceptance of an offer of granting an option must be made within 28 days from the date on which such offer is made with a non-refundable payment of HK\$1 from the grantee to the Company by way of a consideration for the grant thereof.

The subscription price per Share in respect of any option granted under the Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of:

- (i) the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of offer of the option, which must be a business day;
- (ii) the average of the closing prices of the Shares as stated in the Stock Exchange’s daily quotations sheets on the 5 business days immediately preceding the date of offer of the option; and
- (iii) the nominal value of the Shares on the date of offer.

每位參與者或承授人在截至授出購股權當日止任何十二個月期間內，獲授或將獲授之購股權（包括已行使及尚未行使者）予以行使時而獲發行及將獲發行之股份總數，不得超過授出購股權當日之本公司已發行股份數目之1%（「個別上限」）。倘向一位參與者或承授人再行授予購股權會導致在截至及包括再授出購股權當日止十二個月內獲授及將獲授之全部購股權予以行使時而獲發行及將獲發行之股份超逾個別上限，該再行授出購股權一事則須經股東在股東大會上審批，而有關參與者或承授人及其聯繫人士均須在會上放棄投票權。

購股權可於董事局釐定之期間內隨時行使，惟該期間不得自授出購股權日期起計超過十年。

除董事局另有決定及根據有關購股權授出時所規定者外，根據該計劃，並無設有購股權行使之前必須持有的最短期限。

承授人須於要約授出購股權之日起計28日內，提出接納購股權，並向本公司支付1港元，作為獲授購股權之代價，此款項將不予退回。

根據該計劃所授出之任何購股權項下之每股股份之認購價將由董事局全權釐定，惟該認購價不得低於下列三者之最高者：

- (i) 要約授出購股權當日（必須為營業日）在聯交所每日報價表所列股份之收市價；
- (ii) 緊接要約授出購股權日期前五個營業日在聯交所每日報價表所列股份之收市價之平均數；及
- (iii) 於要約授出購股權當日之股份面值。



### Movements during the year

During the year ended 31st December, 2007, there were additional share options granted under the Scheme and carrying rights to subscribe for Shares and the details of movements in the share options under the Scheme are shown as follows:

### 於年度內購股權之變動

於截至二零零七年十二月三十一日止年度內，附有認購股份權利之額外購股權根據該計劃獲授出，而該計劃下之購股權變動詳情列載如下：

Name of grantees	Date of grant	Exercise price per Share	Exercise period	Number of Shares subject to the options				Balance as at 31.12.2007
				Balance as at 1.1.2007	Granted during the year	Exercised during the year	Cancelled/ Lapsed during the year	
承授人名稱	授出日期	每股股份行使價 (HK\$) (港元)	行使期間	於2007年1月1日之結餘	於年度內授出	於年度內行使	於年度內註銷/失效	於2007年12月31日之結餘
<b>Category 1: Directors</b>								
<b>第一類別：董事</b>								
Madam Hsu Feng 徐楓女士	13.11.2007	3.644	13.11.2007 – 12.11.2015	–	1,300,000	–	–	1,300,000
Mr Tong Albert 湯子同先生	6.10.2005	1.810	6.10.2005 – 5.10.2008	11,000,000	–	–	–	11,000,000
	24.7.2006	2.155	24.7.2006 – 23.7.2011	2,000,000	–	–	–	2,000,000
	13.11.2007	3.644	13.11.2007 – 12.11.2015	–	13,000,000	–	–	13,000,000
Mr Chuang Hsiao-Chen 莊然真先生	24.7.2006	2.155	24.7.2006 – 23.7.2011	2,000,000	–	–	–	2,000,000
Total for Directors 董事之總額				15,000,000	14,300,000	–	–	29,300,000

## Report of the Directors 董事局報告書



Name of grantees 承授人名稱	Date of grant 授出日期	Exercise price per Share 每股股份行使價 (HK\$) (港元)	Exercise period 行使期間	Number of Shares subject to the options 購股權項下之股份數目				
				Balance as at 1.1.2007 於2007年1月1日之結餘	Granted during the year 於年度內授出	Exercised during the year 於年度內行使	Cancelled/Lapsed during the year 於年度內註銷/失效	Balance as at 31.12.2007 於2007年12月31日之結餘
<b>Category 2: Employees 第二類別：僱員</b>								
Employees 僱員	24.7.2006	2.155	24.7.2006 – 23.7.2011	9,300,000	-	-	-	9,300,000
	13.11.2007	3.644	13.11.2007 – 12.11.2015	-	13,000,000	-	-	13,000,000
Total for Employees 僱員之總額				9,300,000	13,000,000	-	-	22,300,000
<b>Total for all categories 所有類別總額</b>				<b>24,300,000</b>	<b>27,300,000</b>	<b>-</b>	<b>-</b>	<b>51,600,000</b>

The closing price of the Shares immediately before 13th November, 2007, being the date of grant of the above options granted during the year, was HK\$3.52.

The fair value of the options granted during the year under review was priced according to Black-Scholes option pricing model and is shown in Note 29 to the consolidated financial statements on pages 118 and 119. The model is only one of the commonly used models to estimate the fair value of an option. The estimated value of an option varies with different variables of certain subjective assumptions. Any change in the variables so adopted may materially affect the estimation of the fair value of an option.

Save as disclosed above, no other options under the Scheme were outstanding at the beginning or at the end of the year nor were granted, exercised, cancelled or lapsed at any time during the year.

於緊接二零零七年十一月十三日(即上述於年度內授出之購股權之授出日期)之前一個交易日之股份收市價為3.52港元。

於回顧年度內授出之購股權之公平值乃按柏力克舒爾斯購股權定價模式訂定，並載於第118及第119頁綜合財務報表附註29。該模式只為眾多普遍使用的購股權定價模式中之一種。購股權的估計價值視乎若干主觀假定之不同數據而有所不同。任何主觀假設之數據倘出現變動，將會對購股權之合理價值之估計造成重大的影響。

除上文所披露者外，於本年度開始或終結時，在該計劃下並無尚未行使之購股權，且於本年度內任何時間，概無其他在該計劃下已授出、已行使、已註銷或已失效之購股權。



## DIRECTORS' INTERESTS IN COMPETING BUSINESS

Madam Hsu Feng, Chairman of the Board and Managing Director of the Company, and Mr Tong Albert, Vice-Chairman of the Board and executive Director of the Company, are directors of Rivera (Holdings) Limited (“RHL”). As at the date of this Report, Madam Hsu is a substantial shareholder of RHL of which Mr Tong is also taken to be a substantial shareholder pursuant to the SFO.

RHL is engaged in property development and investment exclusively in Zhangjiang Hi-Tech Park, Pudong, Shanghai through its subsidiaries and associated company, while property development and investment in Shanghai, in particular Pudong, is one of the principal business of the Group, so the business of RHL in the property sector (the “Excluded Business”) may potentially compete with the Group’s business.

In this connection, Madam Hsu and Mr Tong are considered to have interests in a business which may compete or is likely to compete, either directly or indirectly, with the business of the Group, other than that business where the Directors have been appointed/were appointed as directors to represent the interests of the Company and/or the Group, pursuant to the Listing Rules. Nevertheless, RHL is a listed company in Hong Kong and the Excluded Business is managed by its independent management and administration. Besides, the Board is independent of the board of directors of RHL and the independent non-executive Directors of the Company will assist in monitoring the operation of the Group, the Group is therefore capable of carrying on its business independently of, and at an arm’s length from, the Excluded Business.

## SIGNIFICANT CONTRACTS

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31st December, 2007.

## 董事在競爭業務中之權益

本公司董事局主席兼董事總經理徐楓女士及本公司董事局副主席兼執行董事湯子同先生均為川河集團有限公司(「川河」)之董事。於本報告書刊發之日，徐女士為川河之主要股東，而湯先生根據《證券及期貨條例》亦被視為川河之主要股東。

川河透過其附屬公司及聯營公司單一地於上海浦東張江高科技園區從事房地產發展及投資，而本集團其中一項主要業務為於上海(尤其在浦東)之物業發展及投資，故川河之房地產業務(「除外業務」)或可能與本集團之業務構成潛在競爭。

因此，根據《上市規則》，徐女士及湯先生除因已獲委任或曾獲委任為董事以代表本公司及／或本集團權益之業務外，被視為於也許或可能與本集團之業務直接或間接地構成競爭之業務中擁有權益。然而，川河為一家在香港上市之公司，而除外業務由其獨立管理層及行政架構所管理。再者，本公司董事局獨立於川河之董事局及本公司之獨立非執行董事將協助監察本集團之營運，因此本集團能夠獨立於除外業務，並基於各自利益經營其本身業務。

## 重大合約

於截至二零零七年十二月三十一日止年度終結日或年度內任何時間，本公司或其任何附屬公司概無訂立任何本公司董事不論直接或間接地擁有重大權益之重大合約。



## MANAGEMENT CONTRACTS

No contracts for the management and administration of the whole or any substantial part of any business of the Company were entered into or subsisted during the year ended 31st December, 2007.

## EMOLUMENT POLICY

The Group has always emphasized the importance of a highly-effective staff management and incentive structure. Remuneration and benefit packages are generally structured by reference to market terms, individual responsibilities and performance. The emoluments of the executive Directors of the Company are decided by the remuneration committee of the Board or the full Board (as the case may be) and the fee of the Directors is fixed by the Board under the authorization of the shareholders of the Company. In addition, the Company has adopted a share option scheme pursuant to which options are allowed for granting to, inter alia, the directors and employees of the Group to subscribe for Shares as a long-term incentive.

## PENSION SCHEMES

The Company participates in a pension scheme, which was registered under the Mandatory Provident Fund Schemes Ordinance (the "MPF Ordinance"), for all its employees in Hong Kong. The scheme is a defined contribution scheme effective from December 2000 and is funded by contributions from employer and employees according to the provisions of the MPF Ordinance. Should there be the employer's voluntary contributions to the scheme, forfeited contributions in this nature can be applied to reduce the amount of future voluntary contributions payable by the employer.

On the other hand, the employees of the Group in the mainland China are members of respective state-managed defined contribution retirement benefits schemes operated by the local government. The employers and the employees are obliged to make contributions at a certain percentage of the payroll under rules of the schemes.

During the year under review, the total amount contributed by the Group to the said schemes and charged to the consolidated income statement amounted to approximately HK\$3,315,000 (2006: HK\$3,057,000) and no contributions were forfeited.

## 管理合約

於截至二零零七年十二月三十一日止年度內，本公司概無訂立或存在任何涉及管理和處理本公司全部或任何重大部份業務之合約。

## 薪酬政策

本集團一向著重高效益之僱員管理及獎勵計劃。薪酬及福利乃參考市場條款、個別人士所承擔之責任及表現而釐定。本公司執行董事之薪酬乃由董事局轄下之薪酬委員會或全體董事局（視情況而定）釐定，而董事袍金由董事局根據本公司股東之授權而釐定。此外，本公司已採納一項購股權計劃。根據該計劃，本公司可向（其中包括）本集團之董事及僱員授予購股權以認購股份，以作為一項長期激勵措施。

## 退休金計劃

本公司為其所有於香港之僱員參與了一項於《強制性公積金計劃條例》（《強積金條例》）下註冊之退休金計劃。該退休金計劃為界定供款計劃，並由二零零零年十二月起生效。該計劃乃根據《強積金條例》之條款由僱主及僱員作出供款。如僱主對該計劃作出自願性之供款，則此性質之已被沒收之供款可用作抵銷僱主將來應付而未付之自願性供款款額。

另一方面，本集團在中國國內之僱員均為個別地方政府營辦之國家管理界定供款退休福利計劃之成員。根據此等計劃之規則，僱主及僱員均有責任按薪金之若干百分比作出供款。

於回顧年度內，本集團對上述計劃作出之供款及記入綜合利潤表之款項總額約為3,315,000港元（二零零六年：3,057,000港元），且並無已被沒收之供款。



## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

As at 31st December, 2007, the following shareholders (other than the Directors of the Company) were interested, directly or indirectly, in 5% or more of the total issued share capital and underlying shares of the Company and those interests were required to be recorded in the register required to be kept under Section 336 of the SFO:

### Name of substantial shareholders 主要股東名稱

King China Holdings Limited 錦華集團有限公司(a)  
Rivera (Holdings) Limited 川河集團有限公司(b)  
E-Shares Investments Limited (a)

#### Notes:

- (a) King China Holdings Limited and E-Shares Investments Limited were beneficially and wholly owned by Madam Hsu Feng in her capacity as the executrix of the estate of the late Mr Tong Cun Lin and by virtue of the SFO, their interests in the Shares therefore constituted part of the interest of Madam Hsu in a total of 563,595,960 issued Shares as disclosed in the above paragraph headed "Directors' Interests and Short Positions in Securities" in this Report.
- (b) Amongst those shares disclosed, 146,418,677 Shares were beneficially held by Shine Trip Limited, which was a wholly-owned subsidiary of Superwell Development Limited in which Rivera (Holdings) Limited ("RHL") held the entire interest. Therefore, Shine Trip Limited, Superwell Development Limited and RHL were interested or were taken to be interested in those Shares pursuant to the SFO.

Details of the interest taken to be held by RHL under the SFO are set out in Note (B) to the above paragraph headed "Directors' Interests and Short Positions in Securities" in this Report.

Save for the above interests, the Directors of the Company are not aware of any person (other than the Directors of the Company) who had, directly or indirectly, interests or short positions in the total issued share capital and the underlying shares of the Company and those interests or short positions were required to be recorded in the register kept under Section 336 of the SFO as at 31st December, 2007.

## 主要股東之權益及淡倉

於二零零七年十二月三十一日，下列股東（本公司董事除外）直接或間接地擁有本公司全部已發行股本及相關股份中之5%或以上權益，而該等權益須遵照《證券及期貨條例》第336條之規定載錄於須予備存之登記冊內：

### Number of Shares held (proportion to the total issued share capital) 所持股份數目 (佔全部已發行股本之百分比)

371,380,945 (28.2%)  
159,500,465 (12.1%)  
97,664,265 (7.4%)

#### 附註：

- (a) 徐楓女士作為已故湯君年先生之遺產執行人之身份，實益及全資擁有錦華集團有限公司及E-Shares Investments Limited，因此，根據《證券及期貨條例》，該等公司擁有之股份權益構成本報告書內前述標題為「董事之證券權益及淡倉」一節所披露之徐女士所持有合共563,595,960股已發行股份權益總數之一部份。
- (b) 於該等披露之股份中，146,418,677股股份由瑞展有限公司實益持有。瑞展有限公司為高賢發展有限公司之全資附屬公司，而川河集團有限公司（「川河」）持有後者之全部權益。因此，根據《證券及期貨條例》，瑞展有限公司、高賢發展有限公司及川河擁有或被視為擁有該等股份之權益。

有關川河根據《證券及期貨條例》被視作持有的權益的詳情，載於本報告書內前述標題為「董事之證券權益及淡倉」一節之附註(B)內。

除上文所披露者外，據本公司董事所知，概無任何本公司董事以外的人士於二零零七年十二月三十一日直接或間接地擁有本公司全部已發行股本及相關股份中之權益或淡倉，而該等權益或淡倉須遵照《證券及期貨條例》第336條之規定載錄於須予備存之登記冊內。

## Report of the Directors 董事局報告書



### FINANCIAL SUMMARY

A summary of the results and financial position of the Group for the preceding five financial years is set out on pages 150 and 151.

### AUDITOR

The consolidated financial statements of the Group for the year have been audited by Messrs Deloitte Touche Tohmatsu who were the Auditor of the Company for the past three financial years.

They will retire at the conclusion of the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-appointment.

### 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 maintains a sufficient public float as prescribed by the Listing Rules.

On behalf of the Board

**Tong Albert**

*Vice-Chairman and Executive Director*

Hong Kong, 14th April, 2008

### 財務概要

本集團過往五個財政年度之業績及財務狀況概要載於第150及第151頁。

### 核數師

本集團本年度之綜合財務報表由德勤•關黃陳方會計師行審核，該會計師行為本公司於過往三個財政年度之核數師。

該會計師行將於本公司應屆之股東週年大會散會時退任，惟合資格並願意在膺選後連任。

### 足夠公眾持股量

本公司根據本報告書刊發之日之公開資料及就各董事所知，本公司維持《上市規則》規定下之足夠公眾持股量。

代表董事局

副主席兼執行董事

**湯子同**

香港，二零零八年四月十四日

# Report of Independent Auditor 獨立核數師報告書

## Deloitte. 德勤

### TO THE MEMBERS OF TOMSON GROUP LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Tomson Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 48 to 141, which comprise the consolidated balance sheet as at 31st December, 2007, and the consolidated income statement, the consolidated statement of recognised income and expense and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### DIRECTORS’ RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### 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, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

### 致湯臣集團有限公司股東

*(於開曼群島註冊成立之有限公司)*

本核數師行已完成審核載於第48至141頁之湯臣集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，其中包括於二零零七年十二月三十一日之綜合資產負債表以及截至該日止年度之綜合利潤表、綜合收支確認表和綜合現金變動表，以及主要會計政策概要及其他附註解釋。

### 董事就綜合財務報表須承擔 的責任

貴公司董事須根據香港會計師公會頒佈之《香港財務報告準則》及《香港公司條例》之披露規定，負責編製並真實公平地呈列該等綜合財務報表。此責任包括設計、實施及維護與編製及真實公平地呈列與綜合財務報表有關之內部監控，以確保綜合財務報表並無由欺詐或錯誤引起之重大錯誤陳述；選擇及應用適當會計政策；並視情況作出合理之會計估算。

### 核數師之責任

本核數師之責任乃根據我們之審核對該等綜合財務報表發表意見，並僅向全體股東報告，而不作其他用途。本核數師概不就本報告之內容對其他任何人士負上或承擔任何責任。本核數師已根據香港會計師公會頒佈之《香港審計準則》進行審核工作。該等準則要求本核數師在策劃和進行審核工作時須符合道德規範，使我們能就該等綜合財務報表是否存有重大錯誤陳述作合理之確定。



## Report of Independent Auditor 獨立核數師報告書

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

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

### OPINION

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

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*

Hong Kong, 14th April, 2008

審核包括執程序以取得與綜合財務報表所載數額及披露事項有關之審核憑證。選用之程序視乎核數師之判斷，包括評估綜合財務報表由欺詐或錯誤引起之重大錯誤陳述之風險。在作出該等風險評估時，核數師考慮與公司編製並真實公平地呈列綜合財務報表有關之內部監控，以為不同情況設計適當審核程序，但並非旨在就公司內部監控之效能發表意見。審核亦包括評估董事所用會計政策之合適性及所作會計估算之合理性，以及評價綜合財務報表之整體呈報方式。

本核數師相信，我們所獲得之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

本核數師認為，上述綜合財務報表均已根據《香港財務報告準則》真實而公平地反映 貴集團於二零零七年十二月三十一日之財務狀況以及 貴集團截至該日止年度之溢利和現金流量，並已按照《香港公司條例》之披露規定妥善編製。

**德勤•關黃陳方會計師行**  
執業會計師

香港，二零零八年四月十四日

# Consolidated Income Statement

## 綜合利潤表

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

			2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
		Notes 附註		
Gross proceeds from operations	經營收益總額	9	<b>785,270</b>	446,627
Revenue	收入	9	<b>684,288</b>	397,439
Cost of sales	銷售成本		<b>(154,964)</b>	(124,449)
Gross profit	毛利		<b>529,324</b>	272,990
Net gain in investments held for trading	待售投資收益淨額		<b>6,796</b>	7,884
Other income	其他收入	10	<b>170,521</b>	47,303
Selling expenses	銷售費用		<b>(138,679)</b>	(94,634)
Administrative expenses	行政費用		<b>(170,940)</b>	(99,347)
Other expenses	其他費用	11	<b>(11,136)</b>	(30,605)
Gain on fair value changes of investment properties	投資物業公平值變動時產生之收益		<b>3,358,055</b>	59,585
Release of reserve on acquisition upon revaluation of investment properties	重估投資物業時轉自收購儲備	30	<b>(100,570)</b>	-
Finance costs	融資費用	13	<b>(19,491)</b>	(7,881)
			<b>3,623,880</b>	155,295
Share of results of associates	應佔聯營公司之業績		<b>1,239</b>	3,511
Share of results of jointly controlled entities	應佔合營企業之業績		<b>20,939</b>	26,054
Profit before taxation	除稅前溢利	12	<b>3,646,058</b>	184,860
Taxation	稅項	14	<b>(1,060,842)</b>	(238,244)
Profit (loss) for the year	年度溢利(虧損)		<b>2,585,216</b>	(53,384)
Attributable to:	應佔如下：			
Shareholders of the Company	本公司股東		<b>2,588,314</b>	(55,506)
Minority interests	少數股東權益		<b>(3,098)</b>	2,122
			<b>2,585,216</b>	(53,384)
Earnings (loss) per share (HK cents)	每股盈利(虧損)(港仙)	16		
– Basic	– 基本		<b>196.46</b>	(4.29)
– Diluted	– 攤薄後		<b>195.46</b>	N/A 不適用

# Consolidated Balance Sheet

## 綜合資產負債表

At 31st December, 2007 於二零零七年十二月三十一日

			2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
	Notes 附註			
<b>Non-Current Assets</b>		<b>非流動資產</b>		
Fixed assets		固定資產		
– Investment properties	17	– 投資物業	5,754,180	1,108,930
– Property, plant and equipment	18	– 物業、廠房及設備	382,271	313,840
Lease premium for land	19	土地租賃費用	502,057	908,607
Properties under development	20	發展中物業	34,732	835,374
Intangible asset	21	無形資產	4,612	–
Goodwill	22	商譽	33,288	33,288
Deferred tax assets	32	遞延稅項資產	2,027	603
Interests in associates	23	於聯營公司之權益	34,759	6,557
Interests in jointly controlled entities	24(a)	於合營企業之權益	182,889	148,045
Available-for-sale investments	25	可供出售投資	151,807	229,215
Pledged deposits	37	抵押存款	–	6,958
			<b>7,082,622</b>	<b>3,591,417</b>
<b>Current Assets</b>		<b>流動資產</b>		
Lease premium for land	19	土地租賃費用	21,979	27,282
Properties under development	20	發展中物業	491,342	442,972
Properties held for sale		待售物業	959,319	142,430
Trade and other receivables and prepayments	27(a)	應收貿易賬款、其他應收賬款及預付款項	230,170	199,471
Investments held for trading	26	待售投資	78,413	32,791
Inventories	27(b)	存貨	18,980	15,930
Tax recoverable		應退稅款	17	221
Cash and bank balances	27(d)	現金及銀行結餘	1,647,321	1,007,115
			<b>3,447,541</b>	<b>1,868,212</b>
<b>Current Liabilities</b>		<b>流動負債</b>		
Trade and other payables and accruals	27(c)	應付貿易賬款、其他應付賬款及預提費用	733,146	381,067
Receipts in advance		預收款項	869,024	41,630
Tax payables		應付稅項	353,531	226,784
Current portion of long-term bank borrowings	31	長期銀行借款之即期部分	10,678	208,851
Amount due to a jointly controlled entity	24(b)	欠合營企業款項	–	16,872
			<b>1,966,379</b>	<b>875,204</b>
<b>Net Current Assets</b>		<b>流動資產淨值</b>	<b>1,481,162</b>	<b>993,008</b>
<b>Total Assets Less Current Liabilities</b>		<b>總資產減流動負債</b>	<b>8,563,784</b>	<b>4,584,425</b>

## Consolidated Balance Sheet 綜合資產負債表

At 31st December, 2007 於二零零七年十二月三十一日

		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Capital and Reserves</b>	<b>資本及儲備</b>			
Share capital	股本	28	658,710	658,736
Reserves	儲備	30	<u>6,383,594</u>	<u>3,339,685</u>
Equity attributable to shareholders of the Company	本公司股東應佔 權益		7,042,304	3,998,421
Minority interests	少數股東權益	30	<u>166,636</u>	<u>158,231</u>
<b>Total Equity</b>	<b>總權益</b>		<u>7,208,940</u>	<u>4,156,652</u>
<b>Non-Current Liabilities</b>	<b>非流動負債</b>			
Long-term bank borrowings	長期銀行借款	31	363,054	348,086
Deferred tax liabilities	遞延稅項負債	32	<u>991,790</u>	<u>79,687</u>
			<u>1,354,844</u>	<u>427,773</u>
			<u>8,563,784</u>	<u>4,584,425</u>

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 14th April, 2008.

綜合財務報表已於二零零八年四月十四日獲董事局批准及授權刊發。

**Hsu Feng**  
徐 楓  
Chairman  
主席

**Tong Albert**  
湯子同  
Vice-Chairman  
副主席

# Consolidated Statement of Recognised Income and Expense

## 綜合收支確認表

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

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Increase in translation reserve	兌換儲備之增加	288,677	119,623
Share of reserves of associates and jointly controlled entities	應佔聯營公司及合營企業之儲備	12,256	2,763
Gain on changes in fair value of available-for-sale investments	可供出售投資公平值變動時產生之收益	39,118	13,150
Net income recognised directly in equity	已直接確認於權益之淨收入	340,051	135,536
Profit (loss) for the year	年度溢利(虧損)	2,585,216	(53,384)
Release from investment reserve on disposal of available-for-sale investments	於售出可供出售投資時自投資儲備中轉出	(3,946)	1,138
Total recognised income for the year	年內已確認之總收入	2,921,321	83,290
Attributable to:	分配如下：		
Shareholders of the Company	本公司股東	2,912,916	75,871
Minority interests	少數股東權益	8,405	7,419
		2,921,321	83,290

# Consolidated Cash Flow Statement

## 綜合現金變動表

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

	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>		
Profit before taxation	3,646,058	184,860
Adjustments for:		
Share of results of associates	(1,239)	(3,511)
Share of results of jointly controlled entities	(20,939)	(26,054)
Release of reserve on acquisition upon sales of properties	2,224	-
Release of reserve on acquisition upon revaluation of investment properties	100,570	-
Finance cost of convertible bonds due 2009	-	2,855
Interest on bank loans	19,491	5,026
Share option expenses	28,321	7,887
Depreciation of property, plant and equipment	31,602	20,789
Amortisation of lease premium for land	6,496	5,991
Amortisation of broadcasting right	1,642	-
Loss arising from changes in fair value of convertible bond embedded conversion option	-	21,932
Bad debts written off and allowance for bad and doubtful debts	9,494	3,973
Allowance for properties held for sale	-	4,700
Net gain on disposal of property, plant and equipment, net of written off	(78)	(422)
Gain on fair value changes of investment properties	(3,358,055)	(59,585)
Gain on disposal of available-for-sale investments	(90,631)	(2,252)
Recycling of (gain) loss from equity on disposal of available-for-sale investments	(3,946)	1,138
Net gain in investments held for trading	(6,796)	(7,884)
Interest income	(24,158)	(18,237)
Dividends from available-for-sale investments	(32,765)	(6,105)
Exchange loss	-	118
Operating cash inflows before movements in working capital	307,291	135,219
Decrease in properties held for sale	78,685	66,883
Increase in trade and other receivables and prepayments	(48,003)	(30,606)
Increase in investments held for trading	(38,826)	(16,553)
(Increase) decrease in inventories	(3,050)	2,462
Increase in trade and other payables and accruals	352,273	66,374
Increase in receipts in advance	824,338	31,433
Addition in properties under development	(790,769)	(229,052)
Cash generated from operations	681,939	26,160
Taxes paid	(45,336)	(27,540)
Interests paid	(33,197)	(20,856)
<b>NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES</b>	<b>603,406</b>	<b>(22,236)</b>

## Consolidated Cash Flow Statement 綜合現金變動表

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

	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>INVESTING ACTIVITIES</b>		
Interest received	24,104	18,302
Dividends from available-for-sale investments	32,765	6,105
Proceeds on disposal of available-for-sale investments	208,485	22,446
Proceeds on disposal of property, plant and equipment	309	1,680
Proceeds on disposal of other assets	-	4,033
Purchases of available-for-sale investments	(1,328)	(123,850)
Purchases of property, plant and equipment	(15,486)	(14,338)
Purchases of intangible assets	(6,254)	-
Payment of lease premium for land	-	(24,700)
Addition in investment properties	(6,620)	(3,691)
Capital injection in setting up associates	(30,191)	-
Decrease in pledged bank deposits	6,958	2,066
Advance to jointly controlled entities	(2,440)	-
Repayment from an associate	4,048	1,372
<b>NET CASH GENERATED FROM (USED IN) INVESTING ACTIVITIES</b>	<b>214,350</b>	<b>(110,575)</b>
<b>FINANCING ACTIVITIES</b>		
Dividend paid	-	(65,874)
Repayment of bank borrowings	(224,240)	(198,906)
New bank borrowings raised	-	556,937
(Repayment to) advance from jointly controlled entities	(16,872)	649
Repurchase of shares	(148)	-
<b>NET CASH (USED IN) GENERATED FROM FINANCING ACTIVITIES</b>	<b>(241,260)</b>	<b>292,806</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>576,496</b>	<b>159,995</b>
<b>CASH AND CASH EQUIVALENTS AT 1ST JANUARY</b>	<b>1,007,115</b>	<b>827,253</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>63,710</b>	<b>19,867</b>
<b>CASH AND CASH EQUIVALENTS AT 31ST DECEMBER, represented by cash and bank balances</b>	<b>1,647,321</b>	<b>1,007,115</b>
<b>投資業務</b>		
已收利息	24,104	18,302
可供出售投資之股息收入	32,765	6,105
售出可供出售投資之所得款項	208,485	22,446
出售物業、廠房及設備之所得款項	309	1,680
出售其他資產之所得款項	-	4,033
購入可供出售投資	(1,328)	(123,850)
購置物業、廠房及設備	(15,486)	(14,338)
購入無形資產	(6,254)	-
土地租賃費用付款	-	(24,700)
添置投資物業	(6,620)	(3,691)
注資成立聯營公司	(30,191)	-
抵押銀行存款減少	6,958	2,066
墊付予合營企業之款項	(2,440)	-
一家聯營公司之還款	4,048	1,372
<b>投資業務產生(所用)之現金淨額</b>	<b>214,350</b>	<b>(110,575)</b>
<b>融資業務</b>		
已付股息	-	(65,874)
償還銀行借款	(224,240)	(198,906)
新借入銀行借款	-	556,937
(還款)墊自合營企業之款項	(16,872)	649
回購股份	(148)	-
<b>融資業務(所用)產生之現金淨額</b>	<b>(241,260)</b>	<b>292,806</b>
<b>現金及等同現金項目增加淨額</b>	<b>576,496</b>	<b>159,995</b>
<b>一月一日之現金及等同現金項目</b>	<b>1,007,115</b>	<b>827,253</b>
<b>外幣兌換率轉變之影響</b>	<b>63,710</b>	<b>19,867</b>
<b>十二月三十一日之現金及等同現金項目即現金及銀行結餘</b>	<b>1,647,321</b>	<b>1,007,115</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information of the annual report.

The principal activities of the Company and its subsidiaries (the “Group”) for the year were property development and investment, hospitality and leisure activities, manufacturing of PVC pipes, securities trading and investment holding.

### 2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, the following new standard, amendment and interpretations (“new HKFRSs”) issued by the HKICPA, which are effective for the Group’s financial years beginning on 1st January, 2007. The adoption of the new HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

HKAS 1 (Amendment)	Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures

### 1. 一般資料

本公司為一家於開曼群島註冊成立之公眾有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及主要營業地點之地址已於年報公司資料中披露。

本公司及其附屬公司（「本集團」）於本年度內之主要業務為物業發展及投資、款客及消閒業務、製造膠管、證券買賣及投資控股。

### 2. 編製財務報表基準

綜合財務報表乃按照香港會計師公會頒佈之《香港財務報告準則》編製。此外，綜合財務報表乃根據聯交所《證券上市規則》及《香港公司條例》中適用之披露規定而編製。

### 3. 應用新訂及經修改《香港財務報告準則》

於本年度，本集團首次應用以下由香港會計師公會頒佈之新準則、修訂及詮釋（「新香港財務報告準則」），此等新準則適用於本集團二零零七年一月一日開始之財政年度。採用新香港財務報告準則對在本會計期間或過往會計期間之業績及財務狀況之編製及呈列方式並無造成重大影響。因此，毋須作出前期調整。

《香港會計準則》 第1號(修訂本)	資本披露
《香港財務報告 準則》第7號	金融工具：披露



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HK(IFRIC)-Int 7	Applying the Restatement Approach under HKAS 29 Financial Reporting in Hyperinflationary Economies
HK(IFRIC)-Int 8	Scope of HKFRS 2
HK(IFRIC)-Int 9	Reassessment of Embedded Derivatives
HK(IFRIC)-Int 10	Interim Financial Reporting and Impairment

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

The Group has not early applied the following new and revised standards, amendment or interpretations that have been issued but are not yet effective. The Group is in the process of assessing the impact of these new and revised standards, amendment or interpretations in the period of initial application.

HKAS 1 (Revised)	Presentation of Financial Statements <sup>1</sup>
HKAS 23 (Revised)	Borrowing Costs <sup>1</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>2</sup>
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations <sup>1</sup>

### 3. 應用新訂及經修改《香港財務報告準則》(續)

香港(國際財務匯報準則詮釋委員會) — 詮釋第7號	採用根據《香港會計準則》第29號「於惡性通貨膨脹經濟中之財務報告」之重列方式
香港(國際財務匯報準則詮釋委員會) — 詮釋第8號	《香港財務報告準則》第2號之範圍
香港(國際財務匯報準則詮釋委員會) — 詮釋第9號	重估內嵌式衍生工具
香港(國際財務匯報準則詮釋委員會) — 詮釋第10號	中期財務報告及減值

本集團已追溯應用《香港會計準則》第1號(修訂本)及《香港財務報告準則》第7號之披露規定。過往年度根據《香港會計準則》第32號所規定呈列之若干資料已被移除，並於本年度首次呈列按照《香港會計準則》第1號(修訂本)及《香港財務報告準則》第7號所規定之有關比較資料。

本集團並未提早採用以下已頒佈但未生效之新訂及經修改之準則、修訂及詮釋。本集團正在評估初次應用此等新訂及經修改之準則、修訂及詮釋之影響。

《香港會計準則》第1號(經修改)	財務報表之呈列 <sup>1</sup>
《香港會計準則》第23號(經修改)	借貸成本 <sup>1</sup>
《香港會計準則》第27號(經修改)	綜合及獨立財務報表 <sup>2</sup>
《香港財務報告準則》第2號(修訂本)	歸屬條件及註銷 <sup>1</sup>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKFRS 3 (Revised)	Business Combinations <sup>2</sup>
HKFRS 8	Operating Segments <sup>1</sup>
HK(IFRIC)-Int 11	HKFRS 2: Group and Treasury Share Transactions <sup>3</sup>
HK(IFRIC)-Int 12	Service Concession Arrangements <sup>4</sup>
HK(IFRIC)-Int 13	Customer Loyalty Programmes <sup>5</sup>
HK(IFRIC)-Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction <sup>4</sup>

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

<sup>2</sup> Effective for annual periods beginning on or after 1st July, 2009

<sup>3</sup> Effective for annual periods beginning on or after 1st March, 2007

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

<sup>5</sup> Effective for annual periods beginning on or after 1st July, 2008

The Group anticipates that the application of these standards, amendment or interpretations will have no material impact on the results and the financial position of the Group.

### 3. 應用新訂及經修改《香港財務報告準則》(續)

《香港財務報告準則》第3號 (經修改)	業務合併 <sup>2</sup>
《香港財務報告準則》第8號	營運分部 <sup>1</sup>
香港(國際財務匯報準則)詮釋委員會 — 詮釋第11號	《香港財務報告準則》第2號：集團及庫存股份交易 <sup>3</sup>
香港(國際財務匯報準則)詮釋委員會 — 詮釋第12號	服務專營權安排 <sup>4</sup>
香港(國際財務匯報準則)詮釋委員會 — 詮釋第13號	客戶忠誠計劃 <sup>5</sup>
香港(國際財務匯報準則)詮釋委員會 — 詮釋第14號	《香港會計準則》第19號— 界定福利資產之限制、最低資金要求及其相互影響 <sup>4</sup>

<sup>1</sup> 適用於二零零九年一月一日或以後開始之年度期間

<sup>2</sup> 適用於二零零九年七月一日或以後開始之年度期間

<sup>3</sup> 適用於二零零七年三月一日或以後開始之年度期間

<sup>4</sup> 適用於二零零八年一月一日或以後開始之年度期間

<sup>5</sup> 適用於二零零八年七月一日或以後開始之年度期間

本集團預期採納此等準則、修訂及詮釋並不會對本集團之業績及財務狀況造成重大影響。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 4 CHANGES IN PRESENTATION OF FINANCIAL STATEMENTS

#### (a) Net gain in investments held for trading

In the current year, the presentation of turnover, cost of sales and changes in fair value of investments held for trading adopted on the consolidated income statement has been changed to disclose the trading results of investments held for trading in a more appropriate manner.

In the current year, the following terms have been included in a new line item "net gain in investments held for trading":

### 4. 財務報表呈列之變動

#### (a) 待售投資收益淨額

於本年度，就綜合利潤表內有關營業額、銷售成本及待售投資公平值變動之呈列方式予以更改，以便更適當地披露待售投資之買賣業績。

於本年度，以下項目已計入一項新項目「待售投資收益淨額」內：

	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Sale proceeds from disposal of investments held for trading (previously included in turnover)	100,982	49,188
Cost of investments held for trading (previously included in cost of sales)	(84,063)	(45,703)
(Loss) gain on changes in fair value of investments held for trading	(10,123)	4,399
	<b>6,796</b>	<b>7,884</b>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 4 CHANGES IN PRESENTATION OF FINANCIAL STATEMENTS (Continued)

#### (b) Land appreciation tax (“LAT”) in the People’s Republic of China (“the PRC”)

In previous year, the Group classified LAT as part of cost of sales, with the related LAT payables included in trade and other payables and accruals.

In September, 2007, the HKICPA’s Financial Report Standards Committee has clarified that the LAT is a form of income tax and is within the scope of Hong Kong Accounting Standard 12 “Income Taxes”. Accordingly, LAT charge has been reclassified from cost of sales to taxation on the consolidated income statement and the related LAT payables shall group under tax payables on the face of the consolidated balance sheet.

The change in classification has been adjusted retrospectively by restating the comparative information for the year. The effect of the change described above on the results of the current and prior year are as follows:

The following is an analysis in profit for the year ended 31st December, 2007 and 31st December, 2006 by line items presented according to their function:

		2007 二零零七年 HK\$’000 千港元	2006 二零零六年 HK\$’000 千港元
Decrease in cost of sales	銷售成本減少	(124,798)	(245,796)
Increase in taxation (Note 14)	稅項增加 (附註14)	<u>124,798</u>	<u>245,796</u>
Impact in the consolidated income statement	對綜合利潤表之影響	-	-

### 4. 財務報表呈列之變動 (續)

#### (b) 中華人民共和國 (「中國」) 土地增值稅

於過往年度，本集團將土地增值稅分類為銷售成本之一部分，相關之應付土地增值稅則載入應付貿易賬款、其他應付賬款及預提費用內。

於二零零七年九月，香港會計師公會財務報告準則委員會已澄清土地增值稅乃所得稅之一種，並屬於《香港會計準則》第12號「所得稅」之範疇。因此，土地增值稅支出已於綜合利潤表內由銷售成本重新分類為稅項，而相關之應付土地增值稅則列作綜合資產負債表內之應付稅項中。

此項分類變動已透過重列有關年度之比較資料作追溯調整。上述變動對本年度及過往年度業績之影響如下：

截至二零零七年十二月三十一日及二零零六年十二月三十一日止年度按項目功能呈列之溢利分析如下：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 4 CHANGES IN PRESENTATION OF FINANCIAL STATEMENTS (Continued)

#### (b) Land appreciation tax (“LAT”) in the People’s Republic of China (“the PRC”) (Continued)

The following balance sheet line items have also been reclassified:

		31st December 2006 二零零六年 十二月三十一日 HK\$’000 千港元 (originally stated) (原本呈列)	Reclassification 重新分類 HK\$’000 千港元	31st December 2006 二零零六年 十二月三十一日 HK\$’000 千港元 (Restated) (重列)
Deferred tax assets	遞延稅項資產	37,396	(36,793)	603
Trade and other payables and accruals	應付貿易賬款、其他應付賬款及預提費用	(626,627)	245,560	(381,067)
Tax payables	應付稅項	(18,017)	(208,767)	(226,784)
Total effect on assets and liabilities	對資產及負債之總影響	(607,248)	–	(607,248)

### 5. SIGNIFICANT ACCOUNTING POLICIES

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

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

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

### 4. 財務報表呈列之變動 (續)

#### (b) 中華人民共和國(「中國」)土地增值稅 (續)

下列的資產負債表項目乃經重新分類：

### 5. 主要會計政策

如下列之會計政策所述，本綜合財務報表乃按照歷史成本記賬法編製，惟投資物業及金融工具按公平值計算除外。

#### 綜合基準

綜合財務報表包括本公司及本公司所控制實體(其附屬公司)之財務報表。當本公司有權控制一家實體公司之財務及營運政策，以能從其業務中獲取利益，則視為擁有控制權。

於年內收購或出售之附屬公司之業績由收購生效當日起或至出售生效當日為止(如適用)計入綜合利潤表。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Basis of consolidation (Continued)

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

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

On acquisition of additional interest in a subsidiary, the difference between the consideration paid and the aggregate of the goodwill and the fair values of the underlying assets and liabilities attributable to the additional interests in a subsidiary acquired is debited to Reserve on acquisition. On subsequent disposal of a subsidiary or revaluation or disposal of the underlying assets and liabilities of that subsidiary, the attributable Reserve on acquisition is included in the determination of the amount of profit or loss on disposal or gain or loss on revaluation.

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

### 5. 主要會計政策 (續)

#### 綜合賬目基準 (續)

倘有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司所用者保持一致。

本集團內公司之間所有重要交易、結餘、收入及開支均於綜合計算時撇銷。

增購附屬公司之權益時，已付代價與商譽和應佔收購附屬公司額外權益的有關資產和負債公平值總和之差額計入收購儲備內。於往後出售附屬公司或重估或出售該附屬公司之相關資產及負債時，將計入應佔之收購儲備以釐定出售時之損益金額或重估之盈虧。

綜合附屬公司資產淨值之少數股東權益與本集團所佔之權益分開呈列。該等資產淨值之少數股東權益包括於原本業務合併日期之有關權益金額，以及自合併日期起計少數股東應佔之股權變動。若少數股東應佔虧損超過少數股東於附屬公司之股本權益時，該虧損將與本集團之權益對銷，惟少數股東有具約束力責任及能夠作出額外投資以填補該等虧損則除外。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Business combinations

The acquisition of businesses is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 "Business Combinations" are recognised at their fair values at the acquisition date.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in the consolidated income statement.

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

### 5. 主要會計政策 (續)

#### 業務合併

收購業務以購買法入賬。收購成本為按於買賣日之指定資產、已發生或承擔之負債之總公平值，以交換本集團控制被收購者，加入直接與業務合併有關的任何費用計算。被收購者的可識別資產、負債及或然負債於收購日按其公平值確認，符合《香港財務報告準則》第3號「業務合併」條文。

收購產生的商譽確認為資產，最初按成本計算，為業務合併成本多於已確認的本集團於可識別資產、負債及或然負債的權益的公平淨值。如重估後本集團於被收購者的可識別資產、負債及或然負債公平淨值的權益超過業務合併成本，超出的數額將立即於綜合利潤表確認。

於被收購者的少數股東權益最初按少數股東應佔已確認的資產、負債及或然負債公平淨值的比例計算。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Goodwill

Goodwill arising on an acquisition of net assets and operations of another entity for which the agreement date is before 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant acquiree at the date of acquisition.

From 1st January, 2005 onward, the Group will carry goodwill at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a business is presented separately in the consolidated balance sheet.

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

On subsequent disposal of the relevant cash-generating unit, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

### 5. 主要會計政策 (續)

#### 商譽

因收購另一實體的淨資產及業務產生的商譽(收購之協議日期為二零零五年一月一日前),乃指收購成本於收購日期超出本集團應佔有關被收購公司之可識別資產及負債的公平值權益。

自二零零五年一月一日開始,本集團將商譽按成本減任何累計減值虧損入賬。

源自收購業務的已列作資本商譽在綜合資產負債表分開呈列。

就減值測試而言,因收購產生之商譽會分配至預期自收購所產生協同效益之有關現金產生單位或多個現金產生單位。商譽所獲分配之現金產生單位會每年進行減值測試,或於有跡象顯示該單位可能出現減值時進行減值測試。就因收購產生商譽之財政年度而言,商譽所分配之現金產生單位會於該財政年度結束前進行減值測試。倘現金產生單位之可收回數額少於其賬面值,則減值虧損會先用作減低任何分配至該單位之商譽之賬面值,其後則按該單位內各項資產賬面值之比例分配至該單位之其他資產。商譽減值虧損乃直接於綜合利潤表內確認,商譽減值虧損不會於往後期間撥回。

於往後出售相關現金產生單位時,其應佔資本化商譽金額會於出售時計入以釐定出售之損益金額。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Interests in associates

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

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in the consolidated income statement. When a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

#### Interests in jointly controlled entities

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

### 5. 主要會計政策 (續)

#### 於聯營公司之權益

聯營公司之業績及資產與負債以會計權益法計入此等綜合財務報表內。根據權益法，於聯營公司之投資乃按成本，並就本集團於收購後應佔聯營公司淨資產之變動作出調整，再減任何已識別減值虧損計入綜合資產負債表。當本集團所佔聯營公司之虧損相等於或超出於該聯營公司權益時（包括任何實際為本集團於該聯營公司之淨投資部分之任何長期權益），本集團將終止確認其所佔之進一步虧損。惟倘本集團須向聯營公司承擔法律或推定義務，或須代其支付款項，則須就額外虧損撥備或確認負債。

本集團應佔可識別資產、負債及或然負債之公平淨值超出收購成本之差額（重估後）即時於綜合利潤表內確認。當一集團實體公司與本集團聯營公司進行交易時，溢利及虧損會以本集團於相關聯營公司之權益予以撇銷。

#### 於合營企業之權益

應佔合營企業之業績、資產及負債已按會計權益法列入綜合財務報表中。根據權益法，於合營企業之投資乃按成本，並就本集團於收購後應佔合營企業淨資產之變動及減任何已辨識的減值虧損，計入綜合資產負債表列支。當本集團應佔合營企業之虧損相等於或超出其於該合營企業的權益時，本集團將終止確認其應佔之進一步虧損。惟倘本集團須向合營企業承擔法律或推定義務，或須代其支付款項，則須就額外虧損撥備或確認負債。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Interests in jointly controlled entities (Continued)

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in the consolidated income statement. When a group entity transacts with a jointly controlled entity of the Group, profits or losses are eliminated to the extent of the Group's interest in the jointly controlled entity.

#### Financial instruments

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

#### Financial assets

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

### 5. 主要會計政策 (續)

#### 於合營企業之權益 (續)

本集團應佔可識別資產、負債及或然負債之公平淨值超出收購成本之差額(重估後)即時於綜合利潤表內確認。當一集團實體公司與本集團之合營企業進行交易時，溢利或虧損乃根據本集團於該合營企業之權益予以撇銷。

#### 金融工具

財務資產及財務負債乃當集團實體成為金融工具合約條文之訂約方時，在資產負債表中確認。財務資產及財務負債初步按公平值計算。因收購或發行財務資產及財務負債而直接產生之交易成本(不包括按公平值計入損益之財務資產)，於初次確認時按適用情況加入或扣減自該項財務資產或財務負債之公平值。因收購按公平值計入損益之財務資產或財務負債而直接產生之交易成本即時於綜合利潤表中確認。

#### 財務資產

本集團之財務資產可分為三種類別，包括「按公平值計入損益之財務資產」、「貸款及應收款項」及「可供出售財務資產」。所有財務資產之日常財務資產買賣須根據市場規則或慣例確立之時間內交付財務資產，該等買賣乃按交易日基準確認及取消確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss represent investments held for trading. The Group classified such financial assets as held for trading investments as they have been acquired principally for the purpose of selling in the near future.

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

##### *Loans and receivables*

Loans and receivables (including trade and other receivables, pledged deposits, bank balances, amounts due from associates and jointly controlled entities) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less any identified impairment losses.

For trade and other receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include that Group's past experience of collecting payments, significant financial difficulty of the issuer or counterparty, default or delinquency in interest or principal payments, the borrower being probable to enter bankruptcy or financial re-organisation, servable changes in national or local economic conditions that correlate with default on receivables.

### 5. 主要會計政策 (續)

#### 金融工具 (續)

##### 財務資產 (續)

##### *按公平值計入損益之財務資產*

「按公平值計入損益之財務資產」乃指待售投資。本集團界定在不久將來主要作短期買賣之財務資產為待售投資。

於初次確認後之各個結算日，按公平值計入損益之財務資產乃按公平值計量。而公平值變動於產生期間內直接於綜合利潤表中確認。於綜合利潤表確認之損益淨額包括財務資產所賺取之任何股息或利息。

##### *貸款及應收款項*

「貸款及應收款項」(包括應收貿易賬款及其他應收賬款、抵押存款、銀行結餘、聯營公司及合營企業欠款)為附帶固定或可釐定付款之非衍生性質財務資產，且並無在活躍市場計算報價。於初次確認後各個結算日，「貸款及應收款項」採用實際利息法以其攤銷成本計算，減任何已識別減值虧損列賬。

就應收貿易賬款及其他應收賬款而言，已評定為毋須個別減值之資產會於其後按集體基準進行減值評估。應收賬款組合之客觀減值證據可包括本集團過往收款記錄、發行人或交易對手之重大財務困難、拖欠或逾期未付利息或本金、借款人可能破產或進行財務重組、以及全國或地區經濟狀況出現與拖欠應收賬款相關之變化。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Loans and receivables (Continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in the consolidated income statement. When a trade and other receivables are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to the consolidated income statement.

An impairment loss is recognised in the consolidated income statement when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or where appropriate, a shorter period.

Income is recognised on an effective interest basis for debt instruments.

### 5. 主要會計政策 (續)

#### 金融工具 (續)

##### 財務資產 (續)

##### 貸款及應收款項 (續)

與所有財務資產有關之減值虧損會直接於財務資產之賬面值扣減，惟應收貿易賬款及其他應收賬款除外，其賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於綜合利潤表確認。當應收貿易賬款及其他應收賬款被視為不可收回時，其將於撥備賬內撇銷。如其後收回之前已撇銷的款項，將計入綜合利潤表內。

當客觀證據出現顯示資產出現減值時，需於綜合利潤表中確認減值虧損，減值額為資產賬面值與未來現金流量之現值（以財務資產之現有實際利率折算）間之差異。當能客觀地確實資產之可收回金額增加與已確認減值後所發生之事件有關時，則減值虧損會於隨後期間撥回，惟該資產於撥回減值之日之賬面值不得超出未確認減值時之已攤銷成本。

##### 實際利率法

實際利率法乃計算財務資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率指按財務資產預計可使用年期內或較短期間（如適用），將估計日後現金收入（包括所有所支付或所收取能構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折讓）折現之利率。

債務工具之收入按實際利率基準確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Available-for-sale financial assets

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

At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in the consolidated income statement.

A significant or prolonged decline in the fair value of an available-for-sale equity investment below its cost is considered to be objective evidence of impairment. Any impairment losses on available-for-sale financial assets are recognised in the consolidated income statement. Impairment losses on available-for-sale equity investments will not reverse in the consolidated income statement in subsequent periods. For available-for-sale debt investments, impairment losses are subsequently reversed if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition.

An impairment loss is recognised in the consolidated income statement when there is objective evidence that the asset is impaired. The amount of the impairment loss is measured as the difference between the carrying amount of the asset and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses will not reverse in subsequent periods.

### 5. 主要會計政策 (續)

#### 金融工具 (續)

##### 財務資產 (續)

##### 可供出售財務資產

「可供出售財務資產」為非衍生項目，其須指定為可供出售財務資產或未歸類為「按公平值計入損益之財務資產」以及「貸款及應收賬款」。

於首次確認後各結算日，「可供出售財務資產」按公平值計算。公平值之變動於權益確認，直至該財務資產被出售或被釐定有所減值，屆時過往於權益確認之累計收入或虧損會自權益剔除，並於綜合利潤表中確認。

可供出售財務資產的公平值若出現大幅或持續下降至低於成本，則被視為客觀的減值證據。「可供出售財務資產」之任何減值虧損需於綜合利潤表中確認。可供出售之股本投資之減值虧損將不會於以後期間撥回。就可供出售債項投資而言，倘該投資之公平值之增加能客觀地確實與已確認減值後所發生之事件有關時，則減值虧損會於隨後期間撥回。

在活躍市場並無市場報價且未能可靠衡量公平值之可供出售股本投資，於初次確認後每個結算日按成本減任何可確認減值虧損計算。

當有客觀證據證明該資產出現減值，則減值虧損計入綜合利潤表。減值虧損金額以資產賬面值與按同類財務資產現行市場回報率貼現之估計日後現金流量現值之差額計算。該等減值虧損不會於其後期間撥回。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*

#### Financial instruments *(Continued)*

##### Financial liabilities and equity instruments

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

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

The Group's financial liabilities including trade and other payables, amount due to a jointly controlled entity and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

### 5. 主要會計政策 (續)

#### 金融工具 (續)

##### 財務負債及股本證券

由集團實體發行之財務負債及股本證券乃根據合約安排之性質，與財務負債及股本證券之定義分類。

股本證券乃任何可證明本集團資產中擁有剩餘權益（經扣除其所有負債後）之合約。由本公司發行之股本證券按收取之款項扣除直接發行成本入賬。

本集團財務負債包括應付貿易賬款及其他應付賬款、應付合營企業款項及銀行借款，是採用實際利率法以攤銷成本計算。

##### 實際利率法

實際利率法乃計算財務負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率指按財務負債預計可使用年期內或較短期間（如適用）將估計日後現金付款折現之利率。

利息開支乃按實際利率基準確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

#### Financial liabilities and equity instruments (Continued)

##### Convertible bonds

Convertible bonds issued by the Group that contain both liability and conversion option components are classified separately into respective items on initial recognition. Conversion option will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments in a conversion option derivative. At the date of issue, both the liability and conversion option derivative components are recognised at fair value.

In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The conversion option derivative is measured at fair value with changes in fair value recognised in the consolidated income statement.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and conversion option components in proportion to their relative fair values. Transaction costs relating to the conversion option component is charged to the consolidated income statements immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

##### Embedded derivatives

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts. The host contracts are not measured at fair value and the changes in fair value of embedded derivatives are recognised in the consolidated income statement.

### 5. 主要會計政策 (續)

#### 金融工具 (續)

#### 財務負債及股本證券 (續)

##### 可換股債券

本集團發行之可換股債券包括負債及換股權成份，於初次確認時獨立分類為有關項目。倘換股權將透過不以定額現金或其他財務資產，交換固定數目本公司本身股本證券，則分類為換股權衍生工具。於發行之日，負債及換股權衍生工具成份按公平值確認。

於往後期間，可換股債券負債部分以實際利率法按攤銷成本列賬。換股權衍生工具按公平值計算，而公平值之變動確認於綜合利潤表之內。

發行可換股債券之交易成本按其相對公平值之分配比例分配至負債及換股權成份。換股權成份之交易成本立即於綜合利潤表中扣除。負債部分之交易成本計入負債部分之賬面值，並以實際利率法根據可換股債券之期間攤銷。

##### 嵌入式衍生工具

其他金融工具或其他主體合約之嵌入式衍生工具，如其風險及特質與該等主體合約並非緊密相關，則當會作獨立衍生工具處理。該等主體合約並非按公平值計量而嵌入式衍生工具之公平值變動在綜合利潤表中確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Derecognition

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

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the consolidated income statement.

##### Impairment losses on tangible and intangible assets other than goodwill and available-for-sale financial assets

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

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

### 5. 主要會計政策 (續)

#### 金融工具 (續)

##### 取消確認

當資產收取現金之權利已屆滿，或財務資產已轉讓及本集團已將其於財務資產擁有權之重大部分風險及回報轉移，則財務資產將被取消確認。於取消確認財務資產時，資產賬面值與已收及應收代價及已直接於權益確認之累計損益之總和之差額，將於綜合利潤表中確認。

財務負債於有關合約訂明的責任獲解除、取消或屆滿時不予以確認。不予以確認之財務負債賬面值與已付及應付代價之差額乃於綜合利潤表中確認。

##### 有形及無形資產 (商譽及可供出售財務資產除外) 的減值虧損

於各結算日，本集團審核其資產 (商譽及可供出售財務資產除外) 之賬面值以確定該等資產是否出現減值虧損跡象。若估計某項資產之可收回金額低於其賬面值時，則該項資產之賬面值將調低至其可收回金額。減值虧損將即時確認為費用。

若隨後撥回減值虧損，則該項資產之賬面值將增至調整後之估計可收回金額，惟此增加之賬面值不得超過以往年度確認減值虧損前已釐定之賬面值。減值虧損撥回將即時確認為收入。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

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

Transfer from investment property to property, plant and equipment will be made when there is a change in use as evidenced by commencement of owner occupation. The fair value of that item will be transferred as the cost of property, plant and equipment subject to appropriate depreciation. For property interest held under operating lease previously classified as an investment property and accounted for as if it were a finance lease and measure under the fair value model, the Group shall continue to account for the lease as a finance lease, even if subsequent event changes the nature of the property interest so that it is no longer classified as investment property.

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

### 5. 主要會計政策 (續)

#### 投資物業

投資物業指持作賺取租金及／或資本增值之物業。

於初次確認時，投資物業按成本（包括任何直接應佔費用）計算。於初次確認後，投資物業乃採用公平值模式按彼等之公平值計算。在投資物業公平值變動時產生之收益或虧損計入其產生期間內之綜合利潤表中。

當可證明投資物業之用途已轉為自用時，投資物業則轉撥至物業、機器及設備。該物業之公平值會轉撥作物業、機器及設備之成本及於日後計提折舊撥備。以前分類為投資物業之持有作經營租賃的物業權益視作猶如融資租賃及按公平值模式計算。本集團將繼續把該等租賃視作融資租賃，即使物業權益之本質於隨後有所轉變因而不再被分類為投資物業。

投資物業於出售後或永久不再使用或預期不能從出售中獲取經濟利益時不再予以確認。不再予以確認資產後，產生之任何損益（根據資產出售所得款項淨額與賬面值之差額計算）會在該項目不再予以確認之年度內計入綜合利潤表中。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Property, plant and equipment

Property, plant and equipment, including leasehold land and buildings held for use in the production or supply of goods or services, or for administrative purposes other than construction work-in-progress, are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Construction work-in-progress is stated at cost less any identified impairment loss. When the construction is completed and the asset is available for use, the related cost is transferred to appropriate category of property, plant and equipment and depreciated in accordance with the following policy.

Depreciation is provided to write off the cost of the assets other than construction work-in-progress less their estimated residual value over their estimated useful lives by equal annual instalments at the following rates per annum:

Leasehold land	Over the term of the relevant lease
Buildings	2% to 4%
Plant and equipment	4% to 13%
Furniture, fixtures and equipment and motor vehicles	18% to 40%

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

#### Properties held for sale/properties under development (current asset)

Properties held for sale/properties under development (current asset) are stated at the lower of cost and estimated net realisable value. Properties under development which are intended for sale in the ordinary course of business upon completion are classified as current assets.

### 5. 主要會計政策 (續)

#### 物業、廠房及設備

物業、廠房及設備，包括就生產或供應貨物或服務或作行政用途而持有之租賃土地及樓宇（在建工程除外）乃以成本值減累計折舊及累計減值虧損（如有）列賬。

在建工程按成本值減去任何已識別之減值虧損入賬。當工程完成後及該資產可投入使用時，有關成本則按適當類別撥入物業、廠房及設備，並按以下政策作折舊撥備。

除在建工程以外，資產的折舊乃按其估計可使用年期用下列的年率，以每年相等的數額分期撇銷超出其估計殘值之成本值。年率如下：

租賃土地	有關租賃之年期
樓宇	2%至4%
廠房及設備	4%至13%
傢俱、裝置和設備及車輛	18%至40%

物業、廠房及設備項目於出售或預期持續使用該資產不會產生未來經濟利益時，該項目會被取消確認。在取消確認資產時所產生之任何盈虧（根據資產出售所得款項淨額與賬面值之差額計算）會在該項目被取消確認之年度內計入綜合利潤表中。

#### 待售物業／發展中物業 (流動資產)

流動資產中之待售物業／發展中物業以成本值及估計可變現淨值兩者中之較低者列賬。於竣工後作日常業務中出售的發展中物業分類為流動資產。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Properties under development (non-current asset)

Properties under development for purpose not yet determined for sale in the ordinary course of business or to earn rentals and/or for capital appreciation are carried in the consolidated financial statements at cost less any identified impairment loss. Cost of properties under development includes, where appropriate, interest capitalised. No depreciation has been provided for properties under development. Properties under development are transferred to properties held for sale/properties under development (current assets) at carrying value when the purpose is determined for sale in the ordinary course of business.

For self-constructed investment properties, transfer from properties under development (non-current asset) will be made upon completion of construction or development. Any difference between the fair value of the properties at that date and the previous carrying amount is recognised in the consolidated income statement.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discount.

### 5. 主要會計政策 (續)

#### 發展中物業(非流動資產)

未確定於日常業務中出售或持作賺取租金及/或作資本增值之發展中物業乃按成本值減任何已識別減值虧損於綜合財務報表中入賬。發展中物業的成本值包括資本化利息(如適用)。發展中物業並無作出折舊撥備。發展中物業會在其用途決定為於日常業務中出售時按賬面值轉入待售物業/發展中物業(流動資產)。

自建的投資物業會於發展中物業(非流動資產)竣工時轉入。物業轉入時的公平值與其之前的賬面值之差異會在綜合利潤表中確認。

#### 借貸成本

因收購、建築或生產合資格資產直接產生之借貸成本，會資本化作該等資產之部份成本。當資產大致上可作原定用途或銷售時，即停止將借貸成本資本化。特定借貸用於合資格資產之前作為短暫投資所賺取之投資收入於撥作資本之借貸成本中扣除。

所有其他借貸成本均計入在其產生之年度內的綜合利潤表中。

#### 收入確認

收入是按已收或應收代價的公平值計算，即於日常業務過程中所出售的貨品及提供服務扣除折扣後之應收賬款。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Revenue recognition (Continued)

When properties are developed for sale, income is recognised only when the sale agreement is unconditional or when the relevant occupation permit is issued by the relevant authority, whichever is the later, and provided that a substantial amount of the sale proceed has been received from the purchaser. Payments received from purchasers prior to this stage are recorded as receipts in advance and is classified as current liabilities.

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

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred and neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold has been retained by the Group but subject to the conditions that the flow of economic benefits associated with the transaction to the Group is probable and the amount of revenue and related costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from provision of services is recognised when the services are rendered.

Revenue from sales of investments held for trading is recognised when the sales contract has become unconditional.

Property management fee income is recognised on an appropriate basis over the relevant period in which the services are rendered.

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

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

### 5. 主要會計政策 (續)

#### 收入確認 (續)

待售物業之收入須在收取相當數額的訂金及買賣協議成為無條件時或在有關當局發出樓宇入伙紙後(以較後者為準),始行確認入賬。此階段前買家所支付的款項概列於流動負債項下作預收款項。

財務資產(不包括按公平值計入損益之財務資產)之利息收入乃以時間為基準,按未償還本金及適用之實際利率計提,而實際利率為透過財務資產預期可使用年期將估計日後現金收入折讓至該資產賬面淨值之比率。

出售貨品的收入在擁有該貨品而需承擔之風險及享有之回報已予轉嫁,以及本集團不再對所售出貨品涉及近乎擁有權之持續管理或保留貨品實際控制權之情況下始入賬,惟須在來自有關交易之經濟收益可由本集團收取,以及該交易涉及的收益及已產生或將會產生的有關成本能可靠釐定後方可作準。

從提供服務所得的收入,在提供服務時入賬。

出售待售投資的收益於銷售合約成為無條件時入賬。

物業管理費收入按適當的基準,在有關期間內提供服務時入賬。

經營租約下之租金收入以直線法按有關租約年期確認。

來自被投資公司之股息收入在本集團獲得收取之權利時入賬。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in the consolidated income statement in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Group's net investment in a foreign operation, in which case, such exchange differences are recognised in equity in the consolidated financial statements. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the consolidated income statement of the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

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

### 5. 主要會計政策 (續)

#### 外幣

於編製各集團實體之財務報表時，以該實體之功能貨幣以外之貨幣(外幣)進行之交易乃按交易日期之適用匯率折算以相關功能貨幣(即該實體經營業務之主要經濟環境之貨幣)記錄。於各結算日，以外幣列值之貨幣項目按該結算日之適用匯率換算。按公平值入賬及以外幣結算之非貨幣項目按公平值釐定當日之適用匯率換算。以外幣過往成本計算之非貨幣項目毋須重新換算。

因結算及換算貨幣項目而產生之匯兌差額會於產生期間之綜合利潤表中確認，惟構成本集團海外業務的淨投資一部分的貨幣項目所產生的匯兌差額除外。在這種情況下，該種匯兌差額在綜合財務報表的權益確認。因重新換算按公平值入賬之非貨幣項目而產生之匯兌差額計入當期綜合利潤表，惟重新換算非貨幣項目(其收益及虧損直接於權益內確認)而產生之差額除外，於此情況下，匯兌差額亦直接於權益中確認。

就綜合財務報表呈列而言，本集團實體公司之業務資產及負債乃按於結算日之適用匯率換算為本集團之呈列貨幣(即港元)，而其收入及開支則按該年度之平均匯率換算，除非於該期間之匯率大幅波動則除外，於此情況下，則按各項交易之日所使用之適用匯率換算。產生之匯兌差額(如有)乃確認為權益中之獨立成分(外幣兌換儲備)。該等匯兌差額乃於出售海外業務期間內之綜合利潤表中確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Taxation

Taxation represents the sum of the tax currently payable and deferred tax.

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

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

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

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

### 5. 主要會計政策 (續)

#### 稅項

稅項指即期應付稅項及遞延稅項。

即期應付稅項乃按年度之應課稅溢利計算。由於應課稅溢利不包括於其他年度應課稅收入或可扣稅之開支項目，亦不包括無需課稅或不可作稅項扣減之開支，故應課稅溢利與於綜合利潤表所報之溢利有所不同。本集團即期稅務負債採用於結算日已頒佈或實際頒佈之稅率計算。

遞延稅項乃根據綜合財務報表內資產及負債賬面值與計算應課稅盈利所採用相應稅基之差額，以資產負債表負債法確認。遞延稅項負債一般就所有應課稅暫時差異予以確認，而遞延稅項資產則於暫時差異有可能用於抵銷應課稅溢利時予以確認。若於一項交易中，因商譽或因業務合併以外原因初步確認其他資產及負債而引致之暫時時差既不影響應課稅溢利及會計盈利，則不會確認該等資產及負債。

遞延稅項負債乃按因於附屬公司、聯營公司及於合營企業之投資而產生應課稅暫時差異時確認，惟若本集團可控制暫時差異之撥回及暫時差異有可能未必於可見將來撥回之情況除外。

遞延稅項資產之賬面值乃於各個結算日進行檢討，並予以相應扣減，直至並無足夠應課稅溢利可供全部或部分遞延稅項資產可予應用為止。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Taxation (Continued)

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

#### Intangible assets

Intangible assets acquired separately and with finite useful lives are carried at costs less accumulated amortisation and any identified impairment loss. Amortisation is charged to the consolidated income statement using a method that reasonably relates the net carrying amount of film rights to the net revenue expected to be realised.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

#### Share-based payment transactions

At the grant date, the Group recognises the fair value of directors' and employees' share options that are immediately vested as an expense in the consolidated income statement. A corresponding increase is recognised in a share option reserve within equity. If a director or an employee chooses to exercise options, the related share option reserve is transferred to share capital and share premium, with reference to the exercise price. If the options lapse unexercised the related share option reserve is transferred directly to retained earnings.

#### Leasing

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

### 5. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項乃按預期於負債獲清償或資產獲變現期間計算。遞延稅項乃於綜合利潤表中扣除或計入，惟遞延稅項倘直接從權益中扣除或直接計入權益之項目，則遞延稅項亦於權益中處理。

#### 無形資產

獨立購入及有固定使用年期的無形資產按成本減累計攤銷及任何可識別的減值虧損後列賬。攤銷採用將影片權利之賬面淨值與預期可變現收入淨額合理地聯繫之方法於綜合利潤表內扣除。

#### 存貨

存貨乃按成本值及可變現淨值兩者中之較低者入賬。成本乃以加權平均法計算。

#### 股權支付交易

於授出日，本集團將董事和僱員之即時歸屬購股權公平值確認為綜合利潤表中之費用。權益中之購股權儲備亦相應增加相同款項。如果一位董事或僱員選擇行使購股權，相關購股權儲備根據行使價轉至股本及股份溢價。如果購股權失效時還未行使，相關購股權儲備直接轉至保留溢利。

#### 租賃

當租賃之條款實質上將所有擁有權之重大部分風險和回報轉至承租人，該租賃即歸類為融資租賃。其他租賃全部列作經營租賃。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 5. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Leasing (Continued)

##### The Group as lessor

Rental income from operating leases is recognised in the consolidated income statement on a straight-line basis over the term of the relevant lease.

##### The Group as lessee

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

#### Retirement benefit cost

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

### 6. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 5, the Directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

### 5. 主要會計政策 (續)

#### 租賃 (續)

##### 本集團作為出租人

經營租賃的租金收入乃按有關租賃年期以直線法於綜合利潤表中確認。

##### 本集團作為承租人

經營租賃之應付租金乃按相關租賃年期以直線法於綜合利潤表中扣除。作為促使訂立經營租賃之已收及應收利益，以直線法按租賃年期確認為租金開支扣減。

#### 退休福利成本

對界定供款退休福利計劃之供款於僱員提供服務而符合領取供款資格時列為費用。

### 6. 估計不確定因素之主要來源

於應用本集團的會計政策（見附註5）時，本公司董事須於無法從其他來源取得資產及負債之賬面值時作出判斷、估計及假設。有關之估計及假設乃基於過往經驗及其他因素而作出，實際結果可能有別於該等估計。

有關之估計及假設會被持續檢討。倘有關會計估計於檢討期間有更正，則於該期間確認有關更正。倘有關會計估計影響當期及期後期間，則於當期及對期後期間予以確認。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 6. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

The key sources of estimation uncertainty that can significantly affect the amounts recognised in the financial information in the next financial year are disclosed below:

#### Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value (Note 22).

#### Fair value of investment properties

At the balance sheet date, the Group's investment properties are stated at fair value of approximately HK\$5,754,180,000 (2006: HK\$1,108,930,000) based on the valuation performed by an independent qualified professional valuer. In determining the fair value, the valuer has based on the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

### 7. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in Note 31 and equity attributable to equity holders of the Company, comprising issued share capital, reserves and retained earnings as disclosed in Notes 28 and 30 respectively.

### 6. 估計不確定因素之主要 來源 (續)

可能對下個財政年度之財務報表中所確認之數額有重大影響之估計不確定因素之主要來源的披露如下：

#### 商譽減值

要確定商譽有否減值，須先估計已獲分配商譽的現金產生單位的使用價值。計算使用價值前，本集團須估計來自現金產生單位的未來現金流量，也須估計一個適合的折讓率，以計算其現值(附註22)。

#### 投資物業公平值

於結算日，本集團的投資物業乃根據獨立合資格估值師進行之估值，按公平值約5,754,180,000港元(二零零六年：1,108,930,000港元)列賬。釐定公平值時，估值師乃假設在進行適當推銷後，自願買方及自願賣方雙方經公平磋商，在知情、審慎及不受脅逼之情況下於估值日期買賣一項物業之預計金額為評估基準。

### 7. 資本風險管理

本集團之資本管理目的為確保本集團內之所有實體公司均可持續經營，同時透過優化債務及權益結餘為股東謀求最大回報。本集團之整體策略與過往年度維持不變。

本集團之資本架構包括債務，當中包括借款(於附註31披露)及本公司權益持有人應佔權益(包括分別於附註28及30中披露的已發行股本、儲備及保留溢利)。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. CAPITAL RISK MANAGEMENT (Continued)

The Directors of the Company review the capital structure periodically by considering the cost of capital and the risks associated with each class of capital. When necessary, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

### 8. FINANCIAL INSTRUMENTS

#### (a) Categories of financial instruments

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Financial assets</b>	<b>財務資產</b>		
Fair value through profit or loss investments held for trading	透過公平值計入損益之待售投資	78,413	32,791
Loans and receivables (including cash and cash equivalents)	貸款及應收賬款(包括現金及等同現金項目)	1,717,539	1,076,237
Available-for-sale investments	可供出售投資	151,807	229,215
<b>Financial liabilities</b>	<b>財務負債</b>		
Amortised cost	攤銷成本	1,057,824	913,974

#### (b) Financial risks management objectives and policies

The Group's major financial instruments include available-for-sale investments, investments held for trading, trade and other receivables, amount due from associates and jointly controlled entities, bank balances, trade and other payables and bank borrowings. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

### 7. 資本風險管理 (續)

本公司董事定期檢討資本結構，當中包括考慮資本成本及與各資本類別所附帶之風險。如有需要，本集團將透過派付股息、發行新股及股份回購，以及發行新債或贖回現有債務以平衡其整體資本結構。

### 8. 金融工具

#### (a) 金融工具之類別

#### (b) 財務風險管理目標及政策

本集團之主要金融工具包括可供出售投資、待售投資、應收貿易賬款及其他應收賬款、欠聯營公司及合營企業款項、銀行結餘、應付貿易賬款、其他應付賬款及銀行貸款。該等金融工具之詳情已於相關附註內披露。下文載列該等金融工具有關之風險及如何減低該等風險之政策。管理層管理及監控該等風險，以確保能及時和有效地採取合適的措施。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 8. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risks management objectives and policies (Continued)

##### Market risks

##### (i) Currency risk

Certain cash and bank balances of the Group are denominated in United States Dollars (“USD”) which is a foreign currency other than functional currency of the group entities (see Note 27(d)). The Group currently does not have a foreign currency hedging policy. The Group’s currency risk in relation to the above monetary assets/liabilities is expected to be minimal. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

Conversion of Renminbi (“RMB”) into any other currency is under strict government regulation in the PRC. Certain subsidiaries and jointly controlled entities of the Group are operating in the PRC. When the subsidiaries and jointly controlled entities are able to pay dividends in foreign currencies to the Group, they have to comply with certain procedural requirements. As the current foreign exchange regulatory scheme in the PRC provides for more relaxed foreign exchange controls for payment of dividends, therefore, the risks of restriction of payment of dividends in foreign currencies is reduced.

##### (ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank borrowings and also exposed to cash flow interest rate risk in relation to bank deposits and variable-rate bank borrowings (see Note 31 for details of these borrowings). It is the Group’s policy to keep its borrowings at variable-rate of interest so as to minimise the fair value interest rate risk and the fixed rate bank borrowings will be matured within two years as at the balance sheet date. The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

### 8. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 市場風險

##### (i) 貨幣風險

本集團若干現金及銀行結餘乃以美元(為外幣)而非各集團實體的功能貨幣列值(見附註27(d))。本集團目前並無採取外幣對沖政策。本集團預期與上述貨幣相關的資產/負債之貨幣風險甚低。然而,管理層會監控外匯風險,並將於有需要時考慮對沖所面對的重大外幣風險。

中國政府以嚴格規例監管人民幣兌換任何其他貨幣。本集團若干附屬公司及合營企業在中國營運。當附屬公司及合營企業向本集團支付外幣股息時,須遵守若干程序規定。由於中國現時的外匯管制制度對派付股息方面的管制較為寬鬆,故限制以外幣支付股息之風險減少。

##### (ii) 利率風險

本集團因定息銀行借款而須承受公平值利率風險,亦因銀行存款及浮息銀行借款(此等借款詳情見附註31)而須承受現金流利率風險。本集團之政策為維持浮息借貸以減低公平值利率風險,而定息銀行借款則將於資產負債表日起計兩年內到期。本集團目前並無利率對沖政策。然而,管理層已監察利率風險,倘有需要時將會考慮對沖顯著的利率風險。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 8. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risks management objectives and policies (Continued)

##### Market risks (Continued)

##### (ii) Interest rate risk (Continued)

The Group's exposures to interest rates on financial assets and liabilities are detailed in the liquidity risk management section of this note. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of the market deposit rate and the PRC official lending rate arising from the Group's RMB borrowings.

##### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for bank balances and variable-rate bank borrowings. The analysis is prepared on the balance at balance sheet date. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant the Group's profit for the year ended 31st December, 2007 would increase/decrease by HK\$7,001,000 (2006: increase/decrease by HK\$4,281,000). This is mainly attributable to the Group's exposure to interest rates on its bank deposits.

Furthermore, if interest rates had been 50 basis points higher/lower and all other variables were held constant the Group's profit for the year ended 31st December, 2007 would decrease/increase by HK\$862,000 (2006: decrease/increase by HK\$845,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

### 8. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (ii) 利率風險 (續)

本集團面對的財務資產及負債利率風險之詳情載於本附註之流動資金風險管理部份。本集團之現金流利率風險主要集中在市場存款利率浮動及本集團人民幣借款帶來的中國官方貸款利率浮動。

##### 敏感度分析

以下的敏感度分析乃根據銀行結餘及浮息銀行借款之利率風險為基準而釐定。此項分析基於結算日之結餘而編製。50基數點的增加或減少為向內部高級管理人員報告與陳述有關利率變動可能性的合理估計時使用。

倘利率增加/減少50基數點，而所有其他可變因素維持不變，則本集團於截至二零零七年十二月三十一日止年度之溢利將增加/減少7,001,000港元(二零零六年：增加/減少4,281,000港元)。此乃主要由本集團的銀行存款面對利率風險時所致。

此外，倘利率增加/減少50基數點，而所有其他可變因素維持不變，則本集團於截至二零零七年十二月三十一日止年度溢利將減少/增加862,000港元(二零零六年：減少/增加845,000港元)。此乃主要由本集團的浮息銀行借款面對利率風險時所致。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 8. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risks management objectives and policies (Continued)

##### Market risks (Continued)

##### (iii) Equity price risk

The Group's equity instruments (classified as investments held for trading and available-for-sale investments) expose the Group to equity price risks. Management intends to manage this exposure by maintaining a portfolio of investments with different risk profiles.

##### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at the balance sheet date.

If the prices of the respective equity instruments had been 5% higher/lower:

- profit for the year ended 31st December, 2007 increase/decrease by HK\$3,528,000 (2006: increase/decrease approximately by HK\$1,351,000) as a result of the changes in fair value of investments held for trading; and
- investment reserve would increase/decrease by HK\$5,114,000 (2006: increase/decrease approximately by HK\$8,984,000) for the Group as a result of the changes in fair value of listed available-for-sale investments.

In management's opinion, the sensitivity analysis is not representative of the Group's equity risk as it only reflects the impact of equity price changes to equity securities held at the year end but not the exposure during the year.

### 8. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (iii) 股本價格風險

本集團因其股本證券(分類為待售投資及可供出售投資)而須承受股本價格風險。管理層擬透過維持一個涉及不同風險程度之投資組合來控制有關風險。

##### 敏感度分析

下列之敏感度分析乃根據結算日之股本價格風險為基準而釐定。

倘有關股本證券之價格上升/下跌5%，則：

- 本集團截至二零零七年十二月三十一日止年度之溢利將由於待售投資之公平值變動而增加/減少3,528,000港元(二零零六年：增加/減少約1,351,000港元)；及
- 投資儲備將由於已上市的可供出售投資之公平值變動而增加/減少5,114,000港元(二零零六年：增加/減少約8,984,000港元)。

管理層認為，由於敏感度分析僅能反映於年底持有之股本證券因股本價格變動帶來之影響，而非反映年內之風險，因此敏感度分析未能代表本集團全面之股本風險。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 8. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risks management objectives and policies (Continued)

##### Credit risk

The Group's maximum exposure to credit risk in the event of counterparties' failure to perform their obligations as at 31st December, 2007 in relation to each class of recognised financial assets in the carrying amount of those assets as stated in the consolidated balance sheet. In order to minimise the credit risk, the management will monitor the payment status of customers and perform necessary procedures to ensure that follow-up action is taken to recover overdue debts.

At balance sheet date, the Group provides a guarantee to a jointly controlled entity, the credit risk on the guarantee is minimal as disclosed in Note 33.

In addition, the Group reviews the recoverable amount of each individual receivable at each balance sheet date to ensure that adequate impairment losses are recognised for irrecoverable amounts. In this regard, the Directors of the Company consider that the Group's exposure to bad debts is minimal.

The credit risk on liquid funds is limited because the counterparties are banks with good reputation. And, the Group has no significant concentration of credit risk.

Furthermore, trade receivables consist of a large number of customers spread across diverse industries.

##### Liquidity Risks

The Group has net current assets amounting to approximately HK\$1,481,162,000 (2006: HK\$993,008,000). The Group is exposed to insignificant liquidity risk as it has sufficient funds to meet its financial obligations when they fall due.

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents generated from operations which are deemed adequate by the management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows. The Group will consider to raise bank borrowings and to maintain banking facilities when it is necessary.

### 8. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 信貸風險

於二零零七年十二月三十一日，可導致本集團蒙受財務虧損的最大信貸風險是由於綜合資產負債表內所列各項已確認之財務資產的賬面值因交易對手無法履行責任所致。為了減低償還風險，管理層將會監察客戶的償還狀況，實施所需的程序，以確保已採取適當的跟進行動收回逾期未付的債務。

於結算日，本集團提供一項擔保予一家合營企業。該項擔保之信貸風險屬低水平（見附註33）。

此外，本集團於各個結算日檢討各項個別的應收賬款之可收回金額，以確保就不可收回金額作出足夠的減值虧損撥備。就此而言，本公司董事認為本集團在壞賬方面所承擔之風險極低。

因為交易方是信譽良好的銀行，故流動資金的信貸風險有限。本集團亦無重大集中的信貸風險。

此外，應收貿易賬款包括分散於多個行業且數目龐大之客戶。

##### 流動資金風險

本集團之流動資產淨值約為1,481,162,000港元（二零零六年：993,008,000港元）。由於本集團持有充裕資金足以於到期日償付有關財務債項，故本集團面對之流動資金風險並不重大。

在管理流動資金風險時，本集團會監察及維持管理層視為充足的現金及等同現金項目的水平以應付本集團營運所需及減低現金流量波動影響。管理層將於有需要時向銀行借貸及維持銀行融資額度。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 8. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risks management objectives and policies (Continued)

##### Liquidity Risks (Continued)

##### Liquidity and interest risk tables

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

	Weighted average effective interest rate 加權平均 實際利率 %	Less than 3 months 三個月 以內 HK\$'000 千港元	3 months to 6 months 三個月 至六個月 HK\$'000 千港元	6 months to 1 year 六個月 至一年 HK\$'000 千港元	over 1 year 一年以上 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元	Total carrying amount 賬面 總值 HK\$'000 千港元
As at 31st December, 2007 二零零七年十二月三十一日							
<b>Non-derivative financial liabilities</b>	<b>非衍生財務負債</b>						
Trade and other payables							
應付貿易賬款及其他 應付賬款	-	148,560	653	534,879	-	684,092	684,092
Bank borrowings							
銀行借款							
- fixed rate	5.9%	2,520	2,520	5,040	178,409	188,489	170,849
- variable rate	6.6%	3,659	14,337	6,948	225,541	250,485	202,883
		<b>154,739</b>	<b>17,510</b>	<b>546,867</b>	<b>403,950</b>	<b>1,123,066</b>	<b>1,057,824</b>
As at 31st December, 2006 二零零六年十二月三十一日							
<b>Non-derivative financial liabilities</b>	<b>非衍生財務負債</b>						
Trade and other payables							
應付貿易賬款及其他 應付賬款	-	61,405	1,595	294,037	-	357,037	357,037
Bank borrowings							
銀行借款							
- fixed rate	5.9%	2,347	2,347	4,694	175,554	184,942	159,125
- variable rate	5.8%	6,087	16,032	207,445	226,381	455,945	397,812
		<b>69,839</b>	<b>19,974</b>	<b>506,176</b>	<b>401,935</b>	<b>997,924</b>	<b>913,974</b>

### 8. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 流動資金風險 (續)

##### 流動資金及利率風險表

下表詳列本公司的非衍生財務負債之餘下合同到期情況。此表乃根據本集團於可能被要求償還財務負債的最早日期之財務負債未貼現現金流量而制訂。此表包括利息及本金之現金流量。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 8. FINANCIAL INSTRUMENTS (Continued)

#### (c) Fair value

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

- the fair value of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices; and
- the fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using price from observable current market transactions.

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

### 9. GROSS PROCEEDS FROM OPERATIONS, REVENUE AND BUSINESS SEGMENTS

#### Gross proceeds from operations and revenue

Revenue represents the aggregate of revenue under the following headings:

#### (i) Property investment

- represents revenue from property management and rental income

#### (ii) Property development and trading

- represents gross revenue received and receivable from sales of properties

### 8. 金融工具 (續)

#### (c) 公平值

財務資產及財務負債之公平值按以下方式釐定：

- 具有標準條款及條件並於活躍的高流通性市場上交易之財務資產之公平值乃參考所報市場價格釐定；及
- 其他財務資產及財務負債之公平值乃根據貼現現金流量分析之一般公認的定價模式或採用當前可觀察的現行市場交易之價格釐定。

董事認為，按攤銷成本列入綜合財務報表之財務資產及財務負債之賬面值與其公平值相若。

### 9. 經營收益總額、收入及業務分類

#### 經營收益總額及收入

收入指以下各項收入總額：

#### (i) 物業投資

- 指物業管理收入及租金收入

#### (ii) 物業發展及銷售

- 指物業銷售之已收及應收總收益



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 9. GROSS PROCEEDS FROM OPERATIONS, REVENUE AND BUSINESS SEGMENTS

(Continued)

#### Gross proceeds from operations and revenue

(Continued)

##### (iii) Industrial operations

- represents the gross revenue from sale of manufactured PVC pipes

##### (iv) Leisure

- represents the income from golf club operations and its related services

Gross proceeds from operations include the gross proceeds received and receivable from investments held for trading under the business of securities trading, in addition to the above aggregated revenue.

Gross proceeds from operations for the year ended 31st December, 2007 consist of the followings:

### 9. 經營收益總額、收入及業務分類 (續)

#### 經營收益總額及收入 (續)

##### (iii) 工業業務

- 指銷售所製造之膠管所得總收益

##### (iv) 消閒業務

- 指經營高爾夫球會業務及其相關服務收入

除以上收入總額外，經營收益總額亦包括證券買賣業務中買賣待售投資所得之已收及應收總收益。

截至二零零七年十二月三十一日止年度之經營收益總額包括下列各項：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Revenue from sale of goods and properties	銷售商品及物業之收入	461,058	236,943
Revenue from rendering of services	提供服務之收入	158,433	105,418
Revenue from property rental and management fee	物業租金及管理費收入	64,797	55,078
<b>Total revenue</b>	<b>總收入</b>	<b>684,288</b>	<b>397,439</b>
Gross proceeds from sale of securities	買賣證券之總收益	100,982	49,188
<b>Gross proceeds from operations</b>	<b>經營收益總額</b>	<b>785,270</b>	<b>446,627</b>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 9. GROSS PROCEEDS FROM OPERATIONS, REVENUE AND BUSINESS SEGMENTS

(Continued)

#### Business segments

The Group's primary format for reporting segment information is business segment.

2007

		Property Investment 物業投資	Property Development and Trading 物業發展 及銷售	Industrial Operations 工業業務	Leisure 消閒業務	Securities Trading 證券買賣	Unallocated 不予分類	Elimination 抵銷	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>GROSS PROCEEDS FROM OPERATIONS</b>	<b>經營收益總額</b>	64,797	407,866	53,192	158,433	100,982	-	-	785,270
<b>REVENUE</b>	<b>收入</b>								
External sales	對外銷售	64,797	407,866	53,192	158,433	-	-	-	684,288
Inter-segment sales	內部之銷售	6,506	-	25	-	-	-	(6,531)	-
		71,303	407,866	53,217	158,433	-	-	(6,531)	684,288
Inter-segment sales are charged at prevailing market prices.	內部之銷售按現行市價計算。								
<b>RESULTS</b>	<b>業績</b>								
Segment results	分類業績	3,285,467	231,517	(4,944)	39,269	6,001	-	-	3,557,310
Other income	其他收入	3,397	16,835	241	7,462	(22)	142,608	-	170,521
Unallocated corporate expenses	不予分類企業開支								(84,460)
Finance costs	融資費用								(19,491)
									3,623,880
Share of results of associates	應佔聯營公司之業績	-	-	-	(1,172)	-	2,411	-	1,239
Share of results of jointly controlled entities	應佔合營企業之業績	-	32	-	20,907	-	-	-	20,939
Profit before taxation	除稅前溢利								3,646,058
Taxation	稅項								(1,060,842)
Profit for the year	本年度溢利								2,585,216

### 9. 經營收益總額、收入及業務分類 (續)

#### 按業務分類

本集團以業務分類為呈報分類資料之主要方式。

二零零七年

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 9. GROSS PROCEEDS FROM OPERATIONS, REVENUE AND BUSINESS SEGMENTS

(Continued)

#### Business segments (Continued)

2007

	Property Investment 物業投資 HK\$'000 千港元	Property Development and Trading 物業發展 及銷售 HK\$'000 千港元	Industrial Operations 工業業務 HK\$'000 千港元	Leisure 消閒業務 HK\$'000 千港元	Securities Trading 證券買賣 HK\$'000 千港元	Unallocated 不予分類 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>ASSETS AND LIABILITIES 資產與負債</b>							
<b>Assets 資產</b>							
Segment assets 分類資產	5,804,365	2,089,549	77,143	360,784	79,676	-	8,411,517
Interests in associates 於聯營公司之權益	-	-	-	4,664	-	30,095	34,759
Interests in jointly controlled entities 於合營企業之權益	-	31,127	-	151,762	-	-	182,889
Unallocated corporate assets 不予分類企業資產							1,900,998
Consolidated total assets 綜合總資產							10,530,163
<b>Liabilities 負債</b>							
Segment liabilities 分類負債	49,354	1,243,590	3,288	257,907	-	-	1,554,139
Current portion of long-term bank borrowings 長期銀行借款即期部份	10,678	-	-	-	-	-	10,678
Long-term bank borrowings 長期銀行借款	192,205	170,849	-	-	-	-	363,054
Unallocated corporate liabilities 不予分類企業負債							1,393,352
Consolidated total liabilities 綜合總負債							3,321,223
<b>OTHER INFORMATION 其他資料</b>							
Capital additions to property, plant and equipment 物業、廠房及設備資產添置	10,129	1,194	1,473	981	-	1,709	15,486
Capital additions to properties under development 發展中物業資產添置	-	437,737	-	-	-	-	437,737
Capital additions to investment properties 投資物業資產添置	6,620	-	-	-	-	-	6,620
Depreciation 折舊	10,441	1,266	3,490	15,484	-	921	31,602
Amortisation of lease premium for land 土地租賃費用攤銷	-	-	652	5,295	-	549	6,496
Amortisation of broadcasting right 廣播權之攤銷	-	-	-	-	-	1,642	1,642
Bad debts written off and allowance for bad and doubtful debts 壞賬撇銷及呆壞賬撥備	177	3,510	5,807	-	-	-	9,494
Net gain (loss) on disposal of property, plant and equipment, net of written off 出售物業、廠房及設備之收益(虧損)淨額，已扣除撇銷金額	68	-	(26)	37	-	(1)	78

### 9. 經營收益總額、收入及業務分類 (續)

#### 按業務分類 (續)

二零零七年

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 9. GROSS PROCEEDS FROM OPERATIONS, REVENUE AND BUSINESS SEGMENTS

(Continued)

#### Business segments (Continued)

2006

	Property Investment	Property Development and Trading 物業發展	Industrial Operations	Leisure	Securities Trading	Unallocated	Elimination	Total
	物業投資 HK\$'000 千港元	及銷售 HK\$'000 千港元	工業業務 HK\$'000 千港元	消閒業務 HK\$'000 千港元	證券買賣 HK\$'000 千港元	不予分類 HK\$'000 千港元	抵銷 HK\$'000 千港元	合計 HK\$'000 千港元
<b>GROSS PROCEEDS FROM OPERATIONS</b>	<b>經營收益總額</b>							
	55,078	185,036	51,907	105,418	49,188	-	-	446,627
<b>REVENUE</b>	<b>收入</b>							
External sales	55,078	185,036	51,907	105,418	-	-	-	397,439
Inter-segment sales	691	-	13	-	-	-	(704)	-
	55,769	185,036	51,920	105,418	-	-	(704)	397,439
Inter-segment sales are charged at prevailing market prices.	內部之銷售按現行市價計算。							
<b>RESULTS</b>	<b>業績</b>							
Segment results	95,559	35,496	3,604	34,569	7,884	-	-	177,112
Other income	-	-	-	-	-	47,303	-	47,303
Unallocated corporate expenses								(61,239)
Finance costs								(7,881)
								155,295
Share of results of associates	-	-	-	809	-	2,702	-	3,511
Share of results of jointly controlled entities	-	1,889	-	24,165	-	-	-	26,054
Profit before taxation								184,860
Taxation								(238,244)
Loss for the year								(53,384)

### 9. 經營收益總額、收入及業務分類 (續)

#### 按業務分類 (續)

二零零六年

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 9. GROSS PROCEEDS FROM OPERATIONS, REVENUE AND BUSINESS SEGMENTS

(Continued)

#### Business segments (Continued)

2006

	Property Investment	Property Development and Trading 物業發展	Industrial Operations	Leisure	Securities Trading	Unallocated	Total
	物業投資 HK\$'000 千港元	及銷售 HK\$'000 千港元	工業業務 HK\$'000 千港元	消閒業務 HK\$'000 千港元	證券買賣 HK\$'000 千港元	不予分類 HK\$'000 千港元	合計 HK\$'000 千港元

#### ASSETS AND LIABILITIES 資產與負債

Assets	資產						
Segment assets	1,126,137	2,395,779	77,108	359,686	32,791	-	3,991,501
Interests in associates	-	-	-	1,998	-	4,559	6,557
Interests in jointly controlled entities	-	26,688	-	121,357	-	-	148,045
Unallocated corporate assets							<u>1,313,526</u>
Consolidated total assets							<u>5,459,629</u>
Liabilities	負債						
Segment liabilities	41,720	141,957	3,796	199,386	2,692	-	389,551
Current portion of long-term bank borrowings	9,945	198,906	-	-	-	-	208,851
Amount due to a jointly controlled entity	-	16,872	-	-	-	-	16,872
Long-term bank borrowings	188,961	159,125	-	-	-	-	348,086
Unallocated corporate liabilities							<u>339,617</u>
Consolidated total liabilities							<u>1,302,977</u>

### 9. 經營收益總額、收入及業務分類 (續)

#### 按業務分類 (續)

二零零六年

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 9. GROSS PROCEEDS FROM OPERATIONS, REVENUE AND BUSINESS SEGMENTS

(Continued)

#### Business segments (Continued)

2006

	Property Investment	Property Development and Trading	Industrial Operations	Leisure	Securities Trading	Unallocated	Total
	物業投資	物業發展及銷售	工業業務	消閒業務	證券買賣	不予分類	合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>OTHER INFORMATION 其他資料</b>							
Capital additions to property, plant and equipment	1,298	1,780	1,119	4,263	-	5,878	14,338
Capital additions to properties under development	-	157,180	-	-	-	-	157,180
Capital additions to investment properties	3,691	-	-	-	-	-	3,691
Depreciation	889	1,679	3,305	14,019	-	897	20,789
Amortisation of lease premium for land	-	-	608	4,835	-	548	5,991
Bad debts written off and allowance for bad and doubtful debts	895	1,298	1,780	-	-	-	3,973
Net gain (loss) on disposal of property, plant and equipment, net of written off	101	528	(38)	(167)	-	(2)	422
Allowance for properties held for sales	-	4,700	-	-	-	-	4,700

#### Geographical segments

The Group's operations and assets are substantially situated in mainland China. Accordingly, no geographical analysis of information is presented.

### 9. 經營收益總額、收入及業務分類 (續)

#### 按業務分類 (續)

二零零六年

#### 按營業地區分類

本集團之業務及資產主要位於中國國內，故並未呈列按營業地區分析之資料。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 10. OTHER INCOME

### 10. 其他收入

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Other income included:	其他收入包括：		
Interest income from bank deposits	銀行存款之利息收入	23,455	18,237
Net gain on disposal of property, plant and equipment, net of written off	出售物業、廠房及設備之收益淨額，已扣除撇銷金額	78	422
Gain on disposal of available-for-sale investments	售出可供出售投資之溢利	90,631	2,252
Recycling of gain (loss) from equity on disposal of available-for-sale investments	因售出可供出售投資而自權益中轉出之收益(虧損)	3,946	(1,138)
Net exchange gain	匯兌收益淨額	11,622	7,418
Written back of provision for levy on land use rights	回撥土地使用權徵稅撥備	-	8,228
Dividends from available-for-sale investments	可供出售投資之股息收入	32,765	6,105
Income from distribution of broadcasting right	發行廣播權之收入	1,970	-
		<b>1,970</b>	<b>-</b>

*Note:* During the year, the entire interest in Poly (Hong Kong) Investments Limited held by the Group as available-for-sale investment was disposed and the Group recognised a gain on disposal of approximately HK\$94,600,000.

*附註：*於本年度，本集團已出售所持之保利(香港)投資有限公司之全部權益(持作可供出售投資)，本集團就此錄得出售收益約94,600,000港元。

### 11. OTHER EXPENSES

### 11. 其他費用

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Bad debts written off and allowance for bad and doubtful debts	壞賬撇銷及呆壞賬撥備	9,494	3,973
Loss arising from changes in fair value of convertible bond embedded conversion option	可換股債券內含換股權的公平值變動產生之虧損	-	21,932
Allowance for properties held for sale	待售物業減值撥備	-	4,700
Amortisation of broadcasting right	廣播權之攤銷	1,642	-
		<b>11,136</b>	<b>30,605</b>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 12. PROFIT BEFORE TAXATION

### 12. 除稅前溢利

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Profit before taxation has been arrived at after charging:	除稅前溢利 已扣除：		
Staff costs	員工成本	63,822	41,245
Share options expenses	購股權費用	28,321	7,887
Provident fund scheme contributions	公積金計劃供款	3,315	3,057
Total staff costs ( <i>Note</i> )	總員工成本 ( <i>附註</i> )	95,458	52,189
Auditors' remuneration	核數師酬金	2,731	2,660
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	31,602	20,789
Amortisation of lease premium for land	土地租賃費用攤銷	6,496	5,991
Minimum lease payment under operating leases	經營租約之最低租金	2,658	3,190
Direct operating expenses of the investment properties that generate rental income	產生租金收入的投資 物業之直接 營運費用	6,628	4,045
Cost of inventories recognised as expenses	確認為費用的存貨成本	141,845	118,540
and after crediting:	並已計入：		
Net rental income from investment properties, net of direct expenses of HK\$6,628,000 (2006: HK\$4,045,000)	投資物業租金收入 淨額，已扣除直接 費用6,628,000港元 (二零零六年： 4,045,000港元)	46,610	40,211



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 12. PROFIT BEFORE TAXATION (Continued)

Note:

The total staff costs included emoluments paid to Directors as follows:

### 12. 除稅前溢利 (續)

附註：

總員工成本包括付予董事之酬金總額如下：

Name of Director	董事名稱	Fees	Salaries, allowances and other benefits	Discretionary bonus	Employer's contribution to pension scheme	Share options expenses	Total emoluments
		酬金	薪金、津貼及其他福利	酌情獎金	僱主的退休計劃供款	購股權費用	酬金總額
		HK'000	HK'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>2007</b>	<b>二零零七年</b>						
<b>Executive directors</b>	<b>執行董事</b>						
Madam Hsu Feng	徐楓女士	-	8,548	-	12	1,349	9,909
Mr. Tong Albert	湯子同先生	-	1,274	7,500	12	13,486	22,272
Mr. Chuang Hsiao-Chen	莊然真先生	-	1,313	1,380	-	-	2,693
<b>Non-executive directors</b>	<b>非執行董事</b>						
Madam Tung Wai Yee	董慧儀女士	144	-	-	-	-	144
Mr. Cheung Siu Ping, Oscar	張兆平先生	84	-	-	-	-	84
Mr. Lee Chan Fai	李燦輝先生	84	-	-	-	-	84
		312	11,135	8,880	24	14,835	35,186
<b>2006</b>	<b>二零零六年</b>						
<b>Executive directors</b>	<b>執行董事</b>						
Madam Hsu Feng	徐楓女士	-	6,007	-	12	-	6,019
Mr. Tong Albert	湯子同先生	-	1,233	-	12	1,344	2,589
Mr. Chuang Hsiao-Chen	莊然真先生	-	1,287	-	-	1,344	2,631
<b>Non-executive directors</b>	<b>非執行董事</b>						
Madam Tung Wai Yee	董慧儀女士	144	-	-	-	-	144
Mr. Cheung Siu Ping, Oscar	張兆平先生	84	-	-	-	-	84
Mr. Lee Chan Fai	李燦輝先生	84	-	-	-	-	84
		312	8,527	-	24	2,688	11,551

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 12. PROFIT BEFORE TAXATION (Continued)

Note:

- Share option expenses represented fair value of share options that enabled the holders to subscribe for shares of the Company under the share option scheme at the date of grant charged to the consolidated income statement during the year disregarding whether the options have been exercised or not.
- Discretionary bonus is determined by reference to the individual performance of Directors and approved by the remuneration committee/the Board of Directors.

No Directors waived any emoluments for both years.

For the year ended 31st December, 2007, three (2006: three) of the five highest paid individuals of the Group were Directors. The aggregate emoluments of the remaining two (2006: two) highest paid individuals were as follows:

Basic salaries, housing allowances, other allowances and benefits in kind	基本薪金、房屋津貼、其他津貼及實物利益	17,025	2,161
Provident fund scheme contributions	公積金計劃供款	12	-

The number of these individuals whose emoluments fell within the following band is as follows:

Emoluments	酬金	2007 二零零七年	2006 二零零六年
Not exceeding HK\$1,000,000	不超過1,000,000港元	-	1
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	-	1
HK\$3,500,000 – HK\$4,000,000	3,500,000港元至4,000,000港元	1	-
HK\$13,000,000 – HK\$13,500,000	13,000,000港元至13,500,000港元	1	-

### 12. 除稅前溢利 (續)

附註：

- 購股權費用為年度內按購股權計劃促使持有人能夠認購本公司股份的購股權(不論是否行使)於授出日的公平值，有關購股權費用已列入綜合利潤表內。
- 酌情獎金是按個別董事的表現而釐定，有關獎金需由薪酬委員會／董事局批核。

於兩個年度內概無董事放棄任何酬金。

截至二零零七年十二月三十一日止年度，在本集團最高薪酬之五位人士中之三位(二零零六年：三位)為董事。其餘兩位(二零零六年：兩位)最高薪酬人士獲發出之酬金總額如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
----------------------------------	----------------------------------

17,037 2,161

該等人士在下列薪級範圍的人數如下：

Number of staff 員工人數		2007 二零零七年	2006 二零零六年
Not exceeding HK\$1,000,000	不超過1,000,000港元	-	1
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	-	1
HK\$3,500,000 – HK\$4,000,000	3,500,000港元至4,000,000港元	1	-
HK\$13,000,000 – HK\$13,500,000	13,000,000港元至13,500,000港元	1	-

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 13. FINANCE COSTS

### 13. 融資費用

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Interest on bank loans wholly repayable within five years	須於五年內悉數償還之 銀行貸款之利息	33,003	20,742
Less: interest capitalised ( <i>Note 20</i> )	減：資本化利息 ( <i>附註20</i> )	<u>(13,512)</u>	<u>(15,716)</u>
		19,491	5,026
Finance cost of convertible bonds due 2009	二零零九年到期可換股 債券之融資費用	<u>-</u>	<u>2,855</u>
		<u>19,491</u>	<u>7,881</u>

Borrowing cost capitalised during the year arose from specific borrowings.

本年度撥作資本化之借貸成本源自特定借貸。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 14. TAXATION

### 14. 稅項

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
The charge (credit) comprises:	支出(抵免)包括:		
PRC (other than Hong Kong) tax calculated at tax rates prevailing in the respective jurisdictions where the relevant individual group companies operate	按本集團屬下有關公司經營業務所在司法權區之現行稅率計算之中國稅項(不包括香港)	28,703	(12,136)
PRC LAT	中國土地增值稅	124,798	245,796
Hong Kong Profits Tax	香港利得稅	13	128
Underprovision in prior years – PRC (other than Hong Kong) profits tax	過往年度撥備不足 — 中國所得稅 (不包括香港)	114	90
		153,628	233,878
Increase in opening deferred tax balances resulting from an increase in the applicable tax rate	遞延稅項期初結餘 因適用稅率調升之 增加	52,724	–
Deferred tax charge (Note 32)	遞延稅項支出(附註32)	854,490	4,366
Total tax charges for the year	年度稅項開支總額	1,060,842	238,244

Hong Kong Profits Tax is calculated at 17.5% (2006: 17.5%) of the estimated assessable profit for the year. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

香港利得稅乃根據本年度估計之應課稅溢利按17.5% (二零零六年: 17.5%) 計算。於其他司法權區所產生之稅項則按相關司法權區的現行稅率計算。

The domestic income tax rate is the income tax rate of the jurisdiction where the major operations of the Group are based. The major PRC subsidiaries have their operations located in Pudong New Area, Shanghai, the PRC, and are subject to a tax rate of 15%. On 16th March, 2007, the PRC promulgated the Law of the PRC on Enterprise Income Tax (the "New Law") by Order No. 63 of the President of the PRC. On 6th December, 2007, the State Council of the PRC issued Implementation Regulations of the New Law. The New Law and Implementation Regulations will change the tax rate from 15% to 25% from 1st January, 2008. The deferred tax balance has been adjusted to reflect the tax rates that are expected to apply to the respective periods when the asset is realised or the liability is settled.

所用的所得稅率是按本集團主要業務所處的司法權區的稅率計算，而主要的中國國內附屬公司的業務位於中國上海浦東新區，其所得稅稅率為15%。於二零零七年三月十六日，中國主席令第六十三號頒布《中國企業所得稅法》(「新稅法」)。於二零零七年十二月六日，中國國務院頒佈了新稅法實施細則。新稅法及其實施細則將稅率自二零零八年一月一日起由15%調整至25%。遞延稅項結餘已作調整，以反映預期於個別期間變現資產或償還負債時採用合適的稅率。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 14. TAXATION (Continued)

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

### 14. 稅項 (續)

年內支出與綜合利潤表之除稅前溢利之對賬如下：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Profit before taxation (excluding share of results of associates and jointly controlled entities)	除稅前溢利 (不包括應佔聯營公司及合營企業業績)	<b>3,623,880</b>	155,295
Tax at the domestic income tax rate of 15% (2006: 15%)	按本地所得稅率 15%計算之稅項 (二零零六年：15%)	543,582	23,294
Effect of different tax rate in different jurisdiction	不同司法權地區之 不同稅率影響	2	19
Tax effect of tax losses not recognised	未確認稅項虧損之 稅務影響	-	3,727
Tax effect of tax holiday	免稅期之稅務影響	-	(435)
Tax effect of expenses that are not deductible in determining taxable profit	釐定應課稅溢利時不可 作扣稅開支之稅務影響	48,715	7,952
Tax effect of income that is not assessable in determining taxable profit	釐定應課稅溢利時毋須作 課稅收入之稅務影響	(24,601)	(4,926)
Utilisation of tax losses previously not recognized	動用以往未確認之 稅項虧損	(8,953)	(404)
Underprovision of income taxes in prior years	過往年度所得稅撥備 不足	114	90
PRC LAT	中國土地增值稅	106,079	208,927
Increase in opening deferred tax resulting from an increase in applicable tax rate	遞延稅項期初結餘因 適用稅率調升之增加	52,724	-
Increase in current year deferred tax resulting from an increase in applicable tax rate	年度遞延稅項因適用 稅率調升之增加	343,180	-
Tax expense for the year	年度稅項開支	<b>1,060,842</b>	238,244

Details of deferred taxation are set out in Note 32.

遞延稅項之詳情載於附註32。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 15. DIVIDEND

The Directors recommend a payment of final dividend of HK\$0.055 per share for the year ended 31st December, 2007 (2006: Nil) which is subject to approval by the shareholders in the forthcoming annual general meeting.

In June 2006, a dividend of HK\$0.05 per share amounting to approximately HK\$65,874,000 in aggregate was paid to shareholders as the final dividend for 2005.

### 16. EARNINGS (LOSS) PER SHARE

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

<b>Earnings (loss)</b>	<b>盈利 (虧損)</b>
Profit (loss) for the year attributable to shareholders of the Company for the purposes of basic earnings (loss) per share and diluted earnings (loss) per share	計算每股基本盈利 (虧損) 及每股攤薄盈利 (虧損) 之本公司股東應佔年度溢利 (虧損)
<b>Number of shares</b>	<b>股份數目</b>
Weighted average number of ordinary shares for the purposes of basic earnings (loss) per share	計算每股基本盈利 (虧損) 之普通股加權平均數
Effect of dilutive potential ordinary shares – exercise of share options	普通股之潛在攤薄影響 – 行使購股權
Weighted average number of ordinary shares for the purposes of diluted earnings per share	計算每股攤薄後盈利 之普通股加權平均數

For the year ended 31st December, 2006, no diluted loss per share was presented as the exercise of share options and the conversion of the Company's convertible bonds due 2009 would result in a decrease in loss per share.

### 15. 股息

董事局建議派付截至二零零七年十二月三十一日止年度之末期股息每股0.055港元 (二零零六年：無)，惟須待股東於應屆股東週年大會批准方可作實。

於二零零六年六月，已向股東派付每股0.05港元之二零零五年度末期股息，合共金額約65,874,000港元。

### 16. 每股盈利 (虧損)

本公司普通股股東應佔每股基本及攤薄後盈利 (虧損) 乃根據以下資料計算：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
----------------------------------	----------------------------------

<b>2,588,314</b>	<b>(55,506)</b>
------------------	-----------------

<b>1,317,470,088</b>	<b>1,292,832,931</b>
----------------------	----------------------

<b>6,763,896</b>	
------------------	--

<b>1,324,233,984</b>	
----------------------	--

由於行使購股權及兌換本公司於二零零九年到期之可換股債券將導致每股虧損減少，故並無呈列截至二零零六年十二月三十一日止年度之每股攤薄後虧損。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 17. INVESTMENT PROPERTIES

### 17. 投資物業

		The Group 本集團 HK\$'000 千港元
<b>AT VALUATION</b>	<b>按估值</b>	
At 1st January, 2006	於二零零六年一月一日	1,010,480
Additions	添置	3,691
Gain on fair value changes	公平值變動時產生之收益	59,585
Exchange adjustments	匯兌調整	35,174
		<hr/>
At 1st January, 2007	於二零零七年一月一日	1,108,930
Additions	添置	6,620
Transferred from property under development	轉自發展中物業	942,541
Transferred from lease premium for land	轉自土地租賃費用	286,954
Transferred to property, plant and equipment	撥入物業、廠房及設備	(60,000)
Gain on fair value changes	公平值變動時產生之收益	3,358,055
Exchange adjustments	匯兌調整	111,080
		<hr/>
At 31st December, 2007	於二零零七年十二月三十一日	<b>5,754,180</b>

The Group's investment properties are held under medium-term leases outside Hong Kong and are rented out under an operating lease.

The fair value of the Group's investment properties at 31st December, 2007 have been arrived at on the basis of a valuation carried out on that date by a professional independent valuer not connected with the Group. The valuation was arrived at by reference to market evidence of transaction prices for similar properties. As a result of the valuation, a gain on fair value changes of approximately HK\$3,358,055,000 (2006: HK\$59,585,000) was credited to the consolidated income statement for the year ended 31st December, 2007.

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

本集團的投資物業按香港以外的中期租賃期持有，按經營租賃出租。

於二零零七年十二月三十一日，本集團的投資物業公平值乃按與本集團沒有關連的獨立專業估值師進行估值的基準入賬。估值後，公平值變動之收益為3,358,055,000港元已計入截至二零零七年十二月三十一日止年度(二零零六年：59,585,000港元)之綜合利潤表內。

本集團按中期租約持有，以賺取租金或作資本增值用途的物業權益乃按公平值模式計算，並分類及列作為投資物業。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 18. PROPERTY, PLANT AND EQUIPMENT

### 18. 物業、廠房及設備

		Leasehold land and buildings	Plant and equipment	Construction work-in- progress	Furniture, fixtures and equipment and motor vehicles	Total
		租賃土地 及樓宇 HK\$'000 千港元	廠房及 設備 HK\$'000 千港元	在建工程 HK\$'000 千港元	傢俱、 裝置和 設備及 車輛 HK\$'000 千港元	總額 HK\$'000 千港元
<b>THE GROUP</b>	<b>本集團</b>					
<b>At cost</b>	<b>成本</b>					
At 1st January, 2006	於二零零六年一月一日	380,827	59,820	96	98,744	539,487
Additions	添置	9,262	764	630	3,682	14,338
Disposals	出售	-	-	-	(3,242)	(3,242)
Written off	撇銷	-	(757)	(606)	(1,552)	(2,915)
Exchange adjustments	匯兌調整	13,256	2,082	3	3,042	18,383
At 1st January, 2007	於二零零七年一月一日	403,345	61,909	123	100,674	566,051
Additions	添置	10,433	121	758	4,174	15,486
Transferred from investments properties	轉自投資物業	60,000	-	-	-	60,000
Reclassification	重新分類	-	833	(833)	-	-
Disposals	出售	-	-	-	(556)	(556)
Written off	撇銷	-	-	(58)	(1,329)	(1,387)
Exchange adjustments	匯兌調整	31,421	4,561	10	6,590	42,582
At 31st December, 2007	於二零零七年十二月三十一日	505,199	67,424	-	109,553	682,176
<b>Accumulated depreciation</b>	<b>累計折舊</b>					
At 1st January, 2006	於二零零六年一月一日	105,932	48,507	-	74,267	228,706
Provided for the year	年內撥備	13,095	1,685	-	6,009	20,789
Eliminated on disposals	售後註銷	-	-	-	(2,821)	(2,821)
Written off	撇銷	-	(681)	-	(1,397)	(2,078)
Exchange adjustments	匯兌調整	3,687	1,687	-	2,241	7,615
At 1st January, 2007	於二零零七年一月一日	122,714	51,198	-	78,299	252,211
Provided for the year	年內撥備	25,251	1,312	-	5,039	31,602
Eliminated on disposals	售後註銷	-	-	-	(473)	(473)
Written off	撇銷	-	-	-	(1,239)	(1,239)
Exchange adjustments	匯兌調整	9,024	3,771	-	5,009	17,804
At 31st December, 2007	於二零零七年十二月三十一日	156,989	56,281	-	86,635	299,905
<b>Carrying values</b>	<b>賬面值</b>					
At 31st December, 2007	於二零零七年十二月三十一日	<b>348,210</b>	<b>11,143</b>	<b>-</b>	<b>22,918</b>	<b>382,271</b>
At 31st December, 2006	於二零零六年十二月三十一日	280,631	10,711	123	22,375	313,840



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 19. LEASE PREMIUM FOR LAND

The Group's lease premium for land comprises:

### 19. 土地租賃費用

本集團之土地租賃費用包括：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Leasehold land in Hong Kong:	在香港以租約持有之土地：		
Medium lease	中期租約	23,602	24,700
Leasehold land outside Hong Kong:	香港以外以租約持有之土地：		
Long lease	長期租約	500,434	911,189
		<b>524,036</b>	<b>935,889</b>
Analysed for reporting purposes as:	為報告目的分析為：		
Current assets	流動資產	21,979	27,282
Non-current assets	非流動資產	502,057	908,607
		<b>524,036</b>	<b>935,889</b>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 20. PROPERTIES UNDER DEVELOPMENT

### 20. 發展中物業

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
At 1st January, at cost	於一月一日，按成本	1,278,346	1,004,174
Additions	添置	790,769	229,052
Amortisation of lease premium capitalised for land	資本化土地租賃費用之 攤銷	10,317	15,175
Interest capitalised	資本化利息	13,512	15,716
Transferred to properties held for sale	撥至待售物業	(710,486)	(17,448)
Transferred to investment properties	撥至投資物業	(942,541)	-
Exchange adjustments	匯兌調整	86,157	31,677
		<b>526,074</b>	<b>1,278,346</b>
At 31st December, at cost	於十二月三十一日， 按成本		
Analysed for reporting purposes as:	為報告目的分析為：		
Current assets	流動資產	491,342	442,972
Non-current assets	非流動資產	34,732	835,374
		<b>526,074</b>	<b>1,278,346</b>

All properties under development under current assets are expected to realise after twelve months from the balance sheet date.

流動資產內的發展中物業預計將於結算日後十二個月內變現。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 21. INTANGIBLE ASSET

The Group 本集團		Broadcasting right 廣播權 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
At 1st January, 2007	於二零零七年一月一日	—
Additions	添置	6,254
At 31st December, 2007	於二零零七年十二月三十一日	6,254
<b>Amortisation</b>	<b>攤銷</b>	
At 1st January, 2007	於二零零七年一月一日	—
Provided for the year	年度撥備	1,642
At 31st December, 2007	於二零零七年十二月三十一日	1,642
<b>Carrying value</b>	<b>賬面值</b>	
At 31st December, 2007	於二零零七年十二月三十一日	4,612

### 21. 無形資產

### 22. GOODWILL

		The Group 本集團 HK\$'000 千港元
<b>Cost and carrying value</b>	<b>成本及賬面值</b>	
At 1st January, 2006, 31st December, 2006 and 31st December, 2007	於二零零六年一月一日、 二零零六年十二月三十一日 及二零零七年十二月三十一日	33,288

Goodwill is allocated to the cash generating unit ("CGU") of a wholly owned subsidiary which is engaged in property development and trading activities.

During the year ended 31st December, 2007, management of the Group determined that there was no impairment of the CGU containing goodwill.

The recoverable amount of the CGU was determined by management's past experience, based on the present value of the estimated gross profit from selling of properties to be developed, taking into the consideration of the prevailing market price and the estimated cost of sale of the properties.

商譽分配至一間全資附屬公司的現金產生單位，該公司從事地產發展及銷售業務。

在截至二零零七年十二月三十一日止年度，本集團管理層認為沒有現金產生單位有商譽減值。

現金產生單位的可收回金額由管理層的過往經驗決定，根據從將開發的物業銷售的預計毛利現值計算，計及當時的市價及物業銷售的預計成本。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 23. INTERESTS IN ASSOCIATES

### 23. 於聯營公司之權益

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cost of unlisted investment in associates	於聯營公司之非上市 投資成本	41,809	11,618
Share of post-acquisition losses and other reserves, net of dividend received	應佔收購後虧損及 其他儲備 (已扣除已收股息)	<u>(17,444)</u>	<u>(19,474)</u>
Amounts due from associates	聯營公司欠款	<u>24,365</u> <u>10,394</u>	<u>(7,856)</u> <u>14,413</u>
		<u>34,759</u>	<u>6,557</u>

Summarised financial information in respect of the Group's associates is set out below:

本集團聯營公司的財務資料概要如下：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Total assets	總資產	186,868	80,022
Total liabilities	總負債	<u>(151,117)</u>	<u>(130,370)</u>
Net assets (liabilities)	淨資產(負債)	<u>35,751</u>	<u>(50,348)</u>
Group's share of associates' net assets (liabilities)	本集團應佔聯營公司 之淨資產(負債)	<u>24,365</u>	<u>(7,856)</u>
Revenue	收入	<u>146,858</u>	116,707
(Loss) profit for the year	年度(虧損)溢利	<u>(2,599)</u>	11,408
Group's share of associates' profit for the year	本集團年度應佔 聯營公司之溢利	<u>1,239</u>	3,511

The amounts due from associates are unsecured, interest free and have no fixed repayment terms.

聯營公司欠款乃無抵押、免息及無固定還款期。

In the opinion of the Directors, the amounts due from associates will not be repayable within twelve months of the balance sheet date and accordingly, the amounts have been classified as non-current assets.

董事認為，聯營公司欠付款項毋須於結算日後十二個月內償還。因此，該款項已列作非流動資產。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 23. INTERESTS IN ASSOCIATES (Continued)

The Group has discontinued recognition of its share of loss of an associate. The amounts of unrecognised share of associate extracted from the relevant management accounts of the associate, both for the year and cumulatively, are as follows:

Unrecognised share of loss of an associate for the year	未在本年內計入應佔一家聯營公司之虧損	<b>1,984</b>	-
Accumulated unrecognised share of loss of an associate	未計入應佔一家聯營公司之累計虧損	<b>6,341</b>	4,357

Details of principal associates at 31st December, 2007 are included in Note 39.

### 23. 於聯營公司之權益 (續)

本集團已終止確認其所佔的一家聯營公司之虧損。以下為未在本年內確認應佔該聯營公司之虧損及累計虧損的金額摘錄自聯營公司的有關管理賬目：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
----------------------------------	----------------------------------

主要聯營公司於二零零七年十二月三十一日之詳情載於附註39。

### 24. INTERESTS IN JOINTLY CONTROLLED ENTITIES

#### (a) Interests in jointly controlled entities

Cost of unlisted investment in jointly controlled entities	於合營企業之非上市投資成本	<b>158,307</b>	158,307
Share of post-acquisition profits (losses) and other reserves, net of dividend received	應佔收購後溢利(虧損)及其他儲備(已扣除已收股息)	<b>21,629</b>	(10,775)
Amounts due from jointly controlled entities	合營企業欠款	<b>2,953</b>	513

### 24. 於合營企業之權益

#### (a) 於合營企業之權益

The Group 本集團	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元

<b>179,936</b>	147,532
<b>2,953</b>	513
<b>182,889</b>	148,045

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 24. INTERESTS IN JOINTLY CONTROLLED ENTITIES (Continued)

#### (a) Interests in jointly controlled entities (Continued)

Summarised financial information in respect of the Group's interests in jointly controlled entities is set out below:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Current assets	流動資產	72,633	43,486
Non-current assets	非流動資產	133,038	136,828
Current liabilities	流動負債	(25,526)	(20,688)
Non-current liabilities	非流動負債	(210)	(12,094)
Income	收入	114,701	121,276
Expenses	支出	(93,762)	(95,222)

The amount due from a jointly controlled entity is unsecured, interest free and has no fixed repayment terms.

In the opinion of the Directors, the amount due from a jointly controlled entity will not be repayable within twelve months of the balance sheet date and accordingly, the amounts have been classified as non-current assets.

#### (b) Amount due to a jointly controlled entity

The amount due to a jointly controlled entity was unsecured, interest free and repayable on demand.

Details of principal jointly controlled entity at 31st December, 2007 are included in Note 39.

### 24. 於合營企業之權益 (續)

#### (a) 於合營企業之權益 (續)

本集團於合營企業之權益的財務資料概要如下：

	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Current assets	72,633	43,486
Non-current assets	133,038	136,828
Current liabilities	(25,526)	(20,688)
Non-current liabilities	(210)	(12,094)
Income	114,701	121,276
Expenses	(93,762)	(95,222)

合營企業欠款乃無抵押、免息及並無固定還款期。

董事認為，合營企業欠款毋須於結算日後十二個月內償還。因此，該款項列作非流動資產。

#### (b) 欠合營企業款項

欠合營企業款項乃無抵押、免息及須按時償還。

主要合營企業於二零零七年十二月三十一日之詳情載於附註39。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 25. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments as at 31st December, 2007 comprise:

Listed investments:	上市投資：
– equity securities listed in Hong Kong	— 於香港上市之股本證券
Unlisted investments	非上市投資：
Club debenture	會所債券
Total	總額

As at the balance sheet date, all available-for-sale investments were stated at fair value, except for those unlisted equity investments and club debentures, the fair values of which cannot be measured reliably. Fair values of listed equity investments have been determined by reference to quoted market prices.

The unlisted investments represent investments in private entities incorporated in the PRC. They are measured at cost less impairment at each balance sheet date because the range of reasonable fair value estimates is so significant that the Directors of the Company are of the opinion that their values cannot be measured reliably.

### 25. 可供出售投資

於二零零七年十二月三十一日，可供出售投資包括：

The Group 本集團	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
102,270	179,678
49,022	49,022
515	515
<b>151,807</b>	<b>229,215</b>

於結算日，所有可供出售投資以公平值列賬，公平值未能可靠地計量的非上市證券及會所債券除外。該等上市證券投資之公平值是參考所報之市場價格而釐定。

以上非上市投資為投資於中國註冊成立的私人企業。這些投資按各結算日的成本減減值計算，因為合理公平值估計的範圍十分大，本公司董事認為其公平值未能可靠地計算。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 26. INVESTMENTS HELD FOR TRADING

Investments held for trading as at 31st December, 2007 include:

Listed securities:	上市證券：
- equity securities listed in Hong Kong	— 於香港上市之股本證券
- equity securities listed in Taiwan	— 於台灣上市之股本證券

The fair values of the above investments held for trading are determined based on the quoted market prices available on the relevant exchanges.

### 27. NET CURRENT ASSETS

#### (a) Trade and other receivables and prepayments

The general credit terms of the Group given to trade customers range from cash on delivery to 60 days. A longer credit period may be granted to customers with long business relationship. The Group seeks to maintain strict control over its outstanding receivables to minimize credit risk.

### 26. 待售投資

於二零零七年十二月三十一日待售投資包括：

The Group 本集團	
2007 二零零七年	2006 二零零六年
HK\$'000 千港元	HK\$'000 千港元
58,981	32,791
19,432	—
<b>78,413</b>	<b>32,791</b>

以上待售投資之公平值乃參考有關交易所所報之市場價格而釐定。

### 27. 流動資產淨值

#### (a) 應收貿易賬款、其他應收賬款及預付款項

本集團給予其貿易客戶之一般信貸期由貨到付款至60天不等。本集團或會給予有長期業務關係之客戶較長之信貸期。本集團會對逾期未付的應收賬款作出嚴謹監控，以減低信貸風險。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 27. NET CURRENT ASSETS (Continued)

#### (a) Trade and other receivables and prepayments (Continued)

Included in trade and other receivables and prepayments are trade receivables net of impairment losses and their aged analysis as at the balance sheet date is as follows:

Aged analysis of trade receivables:	應收貿易賬款之賬齡分析：
0 – 3 months	零至三個月
4 – 6 months	四至六個月
7 – 12 months	七至十二個月
over 1 year	一年以上

The Group has substantially made impairment for trade receivables over one year because historical experience is such that receivables that are past due beyond one year are generally not recoverable. Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$22,365,000 (2006: HK\$24,553,000) which are past due but not provided for impairment loss. These receivables relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances. The average age of these receivables is 180 days.

### 27. 流動資產淨值 (續)

#### (a) 應收貿易賬款、其他應收賬款及預付款項 (續)

在應收貿易賬款、其他應收賬款及預付款項內包括應收貿易賬款(經扣除減值撥備)，其於結算日之賬齡分析如下：

The Group 本集團	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
38,816	32,361
104	7,481
6,794	5,042
606	167
46,320	45,051

本集團已就一年以上之應收貿易賬款作出大幅度減值，原因是過往經驗顯示逾期一年以上之應收賬款通常無法收回。本集團之應收貿易賬款結餘包括已逾期未收但未作減值虧損撥備之應收貿易賬款，其賬面值合共22,365,000港元(二零零六年：24,553,000港元)。此等應收賬款乃與本集團多名還款紀錄良好之獨立客戶有關。根據過往經驗，管理層相信，基於信貸質素並無改變且有關結餘仍被視為可全數收回，故毋須就此等結餘計提減值準備。本集團並無持有此等結餘之任何抵押品。此等應收賬款的平均賬齡為180天。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 27. NET CURRENT ASSETS (Continued)

#### (a) Trade and other receivables and prepayments (Continued)

Aging of trade receivables which are past due but not impaired:

61 – 90 days	61至90天
91- 180 days	91至180天
181-365 days	181至365天
Over 1 year	一年以上
Total	合計

Movement in the allowance for bad and doubtful debts on trade receivables:

Balance at beginning of the year	年初結餘
Impairment losses recognised on trade receivables	就應收貿易賬款 確認之減值虧損
Exchange adjustments	匯兌調整
Balance at end of the year	年終結餘

Other receivables with aggregate carrying amount of HK\$2,494,000 (2006: HK\$2,106,000) are individually impaired as the amount is unlikely to be recovered from the relevant debtors.

### 27. 流動資產淨值 (續)

#### (a) 應收貿易賬款、其他應收賬款及預付款項 (續)

逾期但未作減值之應收貿易賬款之賬齡如下：

The Group 本集團	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
17,988	14,768
79	7,438
3,692	2,180
606	167
<b>22,365</b>	<b>24,553</b>

應收貿易賬款之呆壞賬撥備之變動：

The Group 本集團	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
5,454	4,113
5,727	1,185
484	156
<b>11,665</b>	<b>5,454</b>

鑑於賬面總值為2,494,000港元(二零零六年：2,106,000港元)之其他應收賬款不大可能自相關借款人收回，故已作個別減值。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 27. NET CURRENT ASSETS (Continued)

#### (a) Trade and other receivables and prepayments (Continued)

Movement in the allowance for bad and doubtful debts on other receivables:

Balance at beginning of the year	年初結餘		
Impairment losses recognised on other receivables	就其他應收賬款 確認之減值虧損	226	1,124
Exchange adjustments	匯兌調整	162	51
Balance at end of the year	年終結餘	2,494	2,106

During the year, the Group has directly written off certain irrecoverable other receivables to the consolidated income statement of approximately HK\$3,541,000 (2006: HK\$1,664,000) as result of compromised settlement with the relevant debtors. The Group does not hold any collateral over these balances.

#### (b) Inventories

Details of inventories are as follows:

Raw materials	原料	5,275	4,548
Work-in-progress	在製品	506	301
Finished goods	製成品	6,405	5,750
Packaging materials and accessories	包裝原料及配件	6,794	5,331
		18,980	15,930

### 27. 流動資產淨值 (續)

#### (a) 應收貿易賬款、其他應收賬款及預付款項 (續)

其他應收賬款之呆壞賬撥備之變動：

The Group 本集團		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
		2,106	931
		226	1,124
		162	51
		2,494	2,106

於年內已與相關借款人達成妥協安排，故本集團已於綜合利潤表直接撇銷若干不可收回之其他應收賬款約3,541,000港元(二零零六年：1,664,000港元)。本集團並無持有該等款項結餘之任何抵押品。

#### (b) 存貨

存貨詳情如下：

The Group 本集團		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
		5,275	4,548
		506	301
		6,405	5,750
		6,794	5,331
		18,980	15,930

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 27. NET CURRENT ASSETS (Continued)

#### (c) Trade and other payables and accruals

Included in trade and other payables and accruals are trade payables and their aged analysis as at the balance sheet date is as follows:

Aged analysis of trade payables:	應付貿易賬款之賬齡分析：
0 – 3 months	零至三個月
4 – 6 months	四至六個月
7 – 12 months	七至十二個月
over 1 year	一年以上

The average credit period on purchases is 90 days. The Group has financial risk management policies in place to ensure that all payables within the credit timeframe.

#### (d) Cash and bank balances

The amounts comprise cash held by the Group and short-term bank deposits at market interest rates ranging from 0.72 % to 6.1% per annum (2006: 0.72% to 5.16% per annum) with an original maturity of three months or less.

Included in cash and bank balances are the following amounts denominated in a currency other than the functional currency of the entities to which they relate:

	The Group 本集團		The Company 本公司	
	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
USD	219,635	121,461	19,140	76,738

### 27. 流動資產淨值 (續)

#### (c) 應付貿易賬款、其他應付賬款及預提費用

在應付貿易賬款、其他應付賬款及預提費用內包括應付貿易賬款，其於結算日之賬齡分析如下：

The Group 本集團	
2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
228,633	7,780
10	182
4,863	996
26,352	45,562
<b>259,858</b>	<b>54,520</b>

購貨之平均信貸期為90天。本集團已制定財務風險管理政策以確保所有應付賬款均於信貸期內繳清。

#### (d) 現金及銀行結餘

金額包括本集團持有之現金及於三個月或以內到期的短期銀行存款，其市場年利率為0.72%至6.1%（二零零六年：0.72%至5.16%）。

在現金及銀行結餘內，有關實體之功能貨幣以外之貨幣為：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 28. SHARE CAPITAL

### 28. 股本

	Number of shares 股份數目		Amount 金額	
	2007 二零零七年	2006 二零零六年	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Ordinary shares of HK\$0.50 each	每股面值0.50港元			
Authorised	法定			
– Balance as at 1st January and 31st December	— 於一月一日及 十二月三十一日 之結餘		<b>750,000</b>	750,000
Issued and fully paid	發行及已繳足			
– Balance as at 1st January	— 於一月一日 之結餘		<b>658,736</b>	588,731
– Conversion of convertible bonds	— 兌換可換股債券		–	70,005
– Shares repurchased and cancelled	— 已回購及註銷股份		<b>(26)</b>	–
– Balance as at 31st December	— 於十二月三十一日 之結餘		<b>658,710</b>	658,736

During 2007, the Company repurchased a total of 52,000 of its own shares on the Stock Exchange at a price of HK\$2.83 per share, for a total consideration, before expenses, of approximately HK\$148,000. The repurchased shares were cancelled and an amount equivalent to the nominal value of these shares of HK\$26,000 was transferred from share capital to the capital redemption reserve. The consideration paid on the repurchased shares was charged against the retained earnings.

於二零零七年，本公司以每股2.83港元的價格購回共52,000股於聯交所上市的本公司股份，總代價未計費用前約為148,000港元。購回的股份已撤銷，相等於這些股份票面值之26,000港元的款項已從股本轉入資本贖回儲備。已付購回股份之金額則從保留溢利扣除。

Date of purchase 購入日期	Number of ordinary shares of HK\$0.50 each 普通股 每股0.50港元	Price per share 每股股價 HK\$ 港元	Aggregate consideration paid 已付總代價 HK\$'000 千港元
19th December 2007 二零零七年十二月十九日	52,000	2.83	148

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 29. SHARE-BASED PAYMENT TRANSACTIONS

A share option scheme was adopted by the Company pursuant to a resolution passed on 29th May, 2002 (the "Scheme"). The Scheme was set up for the primary purpose to provide incentives or rewards to selected persons for their contribution to the Group or any entity in which the Group holds any equity interest ("Invested Entity"). Subject to earlier termination by the Company in general meeting or by the Board of Directors of the Company (the "Board"), the Scheme shall be valid and effective till 28th May, 2012. After the expiry of such valid period, no further options will be offered or granted but in all other respects the provisions of the Scheme shall remain in full force and effect.

Under the Scheme, the Board may grant options to (i) any employee or proposed employee (whether full time or part time) of any member of the Group or any Invested Entity, including any executive director of any member of the Group or any Invested Entity; or (ii) any non-executive director (including independent non-executive director) of any member of the Group or any Invested Entity; or (iii) any adviser, consultant, customer and supplier of goods or services to any member of the Group or any Invested Entity who have contributed or will contribute to the Group; or (iv) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

The maximum number of shares of the Company in respect of which options may be granted under the Scheme is not permitted to exceed 108,474,911 shares, being 10% of the total number of shares of the Company in issue as at the date of adoption of the Scheme, unless shareholders' approval of the Company has been obtained. The total number of shares of the Company issued and to be issued upon exercise of the options granted and to be granted to each participant or

### 29. 股權支付交易

本公司根據二零零二年五月二十九日通過的決議案採納一項購股權計劃（「購股權計劃」）。設立購股權計劃的主要目的是為就經甄選之人士對本集團或本集團持有任何股權之任何機構（「所投資機構」）之貢獻作出激勵或獎賞。倘本公司並無在股東大會中提早終止或本公司董事（「董事局」）並無提早終止該計劃，該計劃將有效至二零一二年五月二十八日止。於有效期屆滿後將不會再行授出或賦予購股權，惟該計劃的條款在各方面將繼續全面有效。

根據購股權計劃，董事局可向以下人士授出購股權：(i)本集團任何成員公司或任何所投資機構之任何僱員或準僱員（不論全職或兼職），包括本集團任何成員公司或任何所投資機構之任何執行董事；或(ii)本集團任何成員公司或任何所投資機構之任何非執行董事（包括獨立非執行董事）；或(iii)任何曾對或將對本集團作出貢獻之諮詢人、顧問、客戶及向本集團任何成員公司或任何所投資機構提供貨物或服務之供應商；或(iv)本集團任何成員公司或任何所投資機構之股東，或本集團任何成員公司或任何所投資機構發行任何證券之持有人。

除非獲本公司股東之批准，根據購股權計劃可授出之購股權而發行之本公司股份最高限額總數不可超過108,474,911股，即本公司於採用購股權計劃當天之已發行股份總數之10%。每名參與者或獲賦予者在截至授出購股權當日止任何十二個月內，獲授

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 29. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

grantee (including exercised and outstanding options) in any 12-month period up to the date of grant shall not exceed 1% of the shares of the Company in issue at the date of grant (the "Individual Limit"). Any further grant of options in excess of the Individual Limit must be subject to shareholders' approval in general meeting with such participant and his or her associates abstaining from voting.

The acceptance of an offer of granting an option must be made within 28 days from the date on which such offer is made with a non-refundable payment of HK\$1 from the grantee to the Company by way of consideration for the grant thereof. An option may be exercised at any time during a period as the Board may determine which shall not be more than 10 years commencing from the date of grant of option. Save as determined by the Board and provided in the offer of the relevant options, there is no minimum period for which an option must be held before it can be exercised under the Scheme. The subscription price per share of the Company in respect of any option granted under the Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of offer of the option, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets on the five business days immediately preceding the date of offer of the option; and (iii) the nominal value of the shares on the date of offer.

Under the Scheme, 31,000,000 shares of the Company were issued upon exercise of share options in 2003 and 2005. Therefore, the maximum number of shares available for issue under the Scheme is 77,474,911, representing approximately 5.9% of the Company's existing issued share capital at balance sheet date.

### 29. 股權支付交易 (續)

或將獲授之購股權(包括已行使及尚未行使者)予以行使時而發行及將發行之本公司股份總數,不得超過授出購股權當日之本公司已發行股份數目之1%(「個別上限」)。倘向參與者再行授出超逾個別上限之購股權,則須經股東在股東大會上批准,而有關參與者及其聯繫人士均須在會上放棄投票權。

承授人須於授出購股權之日起計28日內提出接納購股權,並向本公司支付1港元,作為獲授權購股權之代價,此款項將不可退回。購股權可在董事局釐定的期間內隨時行使,惟該期間不得自授出購股權日期起計超過十年。根據購股權計劃,除董事局另有決定及根據有關購股權授出時所規定者外,並無設有購股權行使之前必須持有的最短限期。根據購股權計劃所授出的任何購股權而言,本公司每股股份的認購價將由董事局全權釐定,惟該認購價不得低於(i)授出購股權當日(必須為營業日)在聯交所每日報價表所列股份之收市價;(ii)截止授出購股權日期前5個營業日在聯交所每日報價表所列股份之平均收市價及(iii)於授予購股權當日的股份面值,三者之最高者。

根據購股權計劃,本公司31,000,000股股份在二零零三年和二零零五年行使購股權後發行。因此,根據購股權計劃,可供發行的股份數量最多為77,474,911股,即本公司於結算日現有已發行股本約5.9%。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 29. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Details of share options granted during the years ended 31st December, 2006 and 2007 are as follows:

Date of grant	Exercise period	Exercise price per share	Fair value of share option at grant date per unit
授出日期	行使期	每股 行使價 HK\$ 港元	每項購股權 於授出當日 之公平值 HK\$ 港元
24th July, 2006 二零零六年七月二十四日			
- Directors	24/07/06 – 23/07/11	2.155	0.672
- 董事			
- Employees	24/07/06 – 23/07/11	2.155	0.559
- 僱員			
13th November, 2007 二零零七年十一月十三日			
- Directors	13/11/07 – 12/11/15	3.644	1.0374
- 董事			
- Employee	13/11/07 – 12/11/15	3.644	1.0374
- 僱員			

In accordance with the terms of the share-based arrangement, options issued during the financial year ended 31st December, 2006 and 31st December, 2007, vest on the date of grant.

The fair value of the share options at granted dates were priced using the Black-Scholes option pricing model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions and behavioural considerations. Expected volatility is based on the historical share price volatility. The historical volatility of the Company was extracted from Bloomberg based on 260 trading days with an annualisation factor of 260.

### 29. 股權支付交易 (續)

截至二零零六年及二零零七年十二月三十一日止年度授出之購股權如下：

根據股份安排之條款，於截至二零零六年十二月三十一日及二零零七年十二月三十一日止年度發行之購股權於授出當日賦予。

於授出日期的購股權公平值，乃按柏力克舒爾斯購股權定價模式訂定。如適用，該模式之預計使用年期已根據管理層對不可轉讓性之影響、行使限制及行為考慮因素之最佳評估作出調整。預計波幅率乃基於歷史股價波幅率釐定。本公司的歷史波幅率取自Bloomberg根據260個營業日的資料和每年之商數為260計算。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 29. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

#### Inputs into the model of share option

		Granted on 授出日期		
		24th July, 2006 二零零六年 七月二十四日	13th November, 2007 二零零七年 十一月十三日	
		Directors 董事	Employees 僱員	Directors and Employee 董事及僱員
Grant date share price (HK\$)	授出日期股價 (港元)	2.13	2.13	3.64
Exercise price (HK\$)	行使價 (港元)	2.155	2.155	3.644
Expected volatility	預計波幅率	47.67%	47.67%	40.89%
Expected option life	購股權預計年期	3 years年	2 years年	3.17 years年
Expected dividend yield	預計股息率	2.35%	2.35%	1.37%
Risk-free interest rate	無風險利率	4.509%	4.414%	2.6%

The following table discloses movements of the Company's share options held by Directors and employees during the year.

### 29. 股權支付交易 (續)

#### 購股權模式之輸入

下表披露本公司董事及僱員在本年度內持有的購股權變動。

Date of grant 授出日期		Outstanding at 1st January 2007 於二零零七年 一月一日 尚未行使	Granted during 2007 二零零七年 授出	Outstanding at 31st December 2007 於二零零七年 十二月 三十一日 尚未行使
		6th October, 2005 – Directors	二零零五年十月六日 — 董事	11,000,000
24th July, 2006 – Directors	二零零六年七月二十四日 — 董事	4,000,000	–	4,000,000
– Employees	— 僱員	9,300,000	–	9,300,000
13th November, 2007 – Directors	二零零七年十一月十三日 — 董事	–	14,300,000	14,300,000
– Employee	— 僱員	–	13,000,000	13,000,000
		24,300,000	27,300,000	51,600,000
Exercisable at the end of the year	可於年底行使			51,600,000

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 29. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The following table discloses movements of the Company's share options held by Directors and employees during prior year.

Date of grant	授出日期	Outstanding at 1st January 2006 於二零零六年 一月一日 尚未行使	Granted during 2006 二零零六年 授出	Outstanding at 31st December 2006 於二零零六年 十二月 三十一日 尚未行使
6th October, 2005 – Directors	二零零五年十月六日 — 董事	11,000,000	–	11,000,000
24th July, 2006 – Directors	二零零六年七月二十四日 — 董事	–	4,000,000	4,000,000
– Employees	— 僱員	–	9,300,000	9,300,000
		<b>11,000,000</b>	<b>13,300,000</b>	<b>24,300,000</b>
Exercisable at the end of the year	可於年底行使			<b>24,300,000</b>

The Group recognised the total expense of HK\$28,321,000 for the year ended 31st December, 2007 (2006: HK\$7,887,000) in relation to share options granted by the Company.

### 29. 股權支付交易 (續)

下表披露本公司董事在過往年度持有的購股權變動。

於截至二零零七年十二月三十一日止年度，本集團就本公司授出之購股權確認總開支為28,321,000港元（二零零六年：7,887,000港元）。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 30. RESERVES AND MINORITY INTERESTS

### 30. 儲備及少數股東權益

		Share premium	Special reserves	Capital redemption reserve	Foreign currencies translation reserves
		股份溢價 HK\$'000 千港元	特別儲備 HK\$'000 千港元	資本贖回儲備 HK\$'000 千港元	外幣兌換儲備 HK\$'000 千港元
<b>THE GROUP</b>	<b>本集團</b>				
Balance at 1st January, 2006	於二零零六年一月一日之結餘	1,662,432	296,276	10,957	125,351
Increase in translation reserve	兌換儲備之增加	-	-	-	114,326
Share of reserves of associates and jointly controlled entities	應佔聯營公司及合營企業之儲備	-	-	-	-
Gain on changes in fair value of available-for-sale investments	可供出售投資公平值變動時產生之收益	-	-	-	-
Net income recognised directly in equity	直接確認於權益之淨收入	-	-	-	114,326
(Loss) profit for the year	年度(虧損)溢利	-	-	-	-
Release from investment reserve on disposal of available-for-sale investments	於售出可供出售投資時自投資儲備轉出	-	-	-	-
Total recognised income for the year	年內已確認之總收入	-	-	-	114,326
Share options expenses	購股權費用	-	-	-	-
Conversion of convertible bonds	兌換可換股債券	277,575	-	-	-
Transfer from retained earnings to reserves	自保留溢利轉至儲備	-	-	-	-
2005 final dividend paid	已付二零零五年末期股息	-	-	-	-
Balance at 31st December, 2006	於二零零六年十二月三十一日之結餘	1,940,007	296,276	10,957	239,677
Increase in translation reserve	兌換儲備之增加	-	-	-	277,174
Share of reserves of associates and jointly controlled entities	應佔聯營公司及合營企業之儲備	-	-	-	-
Gain on changes in fair value of available-for-sale investments	可供出售投資公平值變動時產生之收益	-	-	-	-
Net income recognised directly in equity	直接確認於權益之淨收入	-	-	-	277,174
Profit (loss) for the year	年度溢利(虧損)	-	-	-	-
Release from investment reserve on disposal of available-for-sale investments	於售出可供出售投資時自投資儲備轉出	-	-	-	-
Total recognised income for the year	年內已確認之總收入	-	-	-	277,174
Share option expenses	購股權費用	-	-	-	-
Repurchase of shares	回購股份	-	-	26	-
Transfer from retained earnings to reserves	自保留溢利轉至儲備	-	-	-	-
Release upon revaluation of investment properties	於投資物業重估時轉出	-	-	-	-
Release upon sales of properties held for sale	於出售待售物業時轉出	-	-	-	-
Balance at 31st December, 2007	於二零零七年十二月三十一日之結餘	1,940,007	296,276	10,983	516,851

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 30. RESERVES AND MINORITY INTERESTS

(Continued)

Attributable to equity holders of the Company  
本公司權益持有人應佔

### 30. 儲備及少數股東權益 (續)

Share of reserves of associates & jointly controlled entities 應佔聯營 公司及合營 企業之儲備 HK\$'000 千港元	Enterprises expansion reserve 企業 發展儲備 HK\$'000 千港元	Investment reserve 投資儲備 HK\$'000 千港元	Share option reserve 購股權 儲備 HK\$'000 千港元	Statutory surplus reserve 法定 盈餘儲備 HK\$'000 千港元	Reserve on acquisition 收購儲備 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元	Minority interests 少數 股東權益 HK\$'000 千港元	Total 合計 HK\$'000 千港元
11,154	46,347	(27,728)	3,619	18,423	(165,440)	1,062,835	3,044,226	150,812	3,195,038
-	-	-	-	-	-	-	114,326	5,297	119,623
2,763	-	-	-	-	-	-	2,763	-	2,763
-	-	13,150	-	-	-	-	13,150	-	13,150
2,763	-	13,150	-	-	-	-	130,239	5,297	135,536
-	-	-	-	-	-	(55,506)	(55,506)	2,122	(53,384)
-	-	1,138	-	-	-	-	1,138	-	1,138
2,763	-	14,288	-	-	-	(55,506)	75,871	7,419	83,290
-	-	-	7,887	-	-	-	7,887	-	7,887
-	-	-	-	-	-	-	277,575	-	277,575
-	(1,482)	-	-	12,668	-	(11,186)	-	-	-
-	-	-	-	-	-	(65,874)	(65,874)	-	(65,874)
13,917	44,865	(13,440)	11,506	31,091	(165,440)	930,269	3,339,685	158,231	3,497,916
-	-	-	-	-	-	-	277,174	11,503	288,677
12,256	-	-	-	-	-	-	12,256	-	12,256
-	-	39,118	-	-	-	-	39,118	-	39,118
12,256	-	39,118	-	-	-	-	328,548	11,503	340,051
-	-	-	-	-	-	2,588,314	2,588,314	(3,098)	2,585,216
-	-	(3,946)	-	-	-	-	(3,946)	-	(3,946)
12,256	-	35,172	-	-	-	2,588,314	2,912,916	8,405	2,921,321
-	-	-	28,321	-	-	-	28,321	-	28,321
-	-	-	-	-	-	(148)	(122)	-	(122)
-	-	-	-	37,440	-	(37,440)	-	-	-
-	-	-	-	-	100,570	-	100,570	-	100,570
-	-	-	-	-	2,224	-	2,224	-	2,224
26,173	44,865	21,732	39,827	68,531	(62,646)	3,480,995	6,383,594	166,636	6,550,230

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 30. RESERVES AND MINORITY INTERESTS (Continued)

### 30. 儲備及少數股東權益 (續)

		Share premium 股份溢價 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>The Company</b>	<b>本公司</b>						
Balance at 1st January, 2006	於二零零六年一月一日之結餘	1,662,432	10,957	3,619	327,645	311,330	2,315,983
Loss for the year	年度虧損	-	-	-	-	(47,590)	(47,590)
Share options expenses	購股權費用	-	-	7,887	-	-	7,887
Conversion of convertible bonds	兌換可換股債券	277,575	-	-	-	-	277,575
2005 final dividend paid	派付二零零五年股息	-	-	-	-	(65,874)	(65,874)
Balance at 1st January 2007	於二零零七年一月一日之結餘	1,940,007	10,957	11,506	327,645	197,866	2,487,981
Loss for the year	年度虧損	-	-	-	-	(35,072)	(35,072)
Share option expenses	購股權費用	-	-	28,321	-	-	28,321
Repurchase of shares	回購股份	-	26	-	-	(148)	(122)
Balance at 31st December, 2007	於二零零七年十二月三十一日之結餘	1,940,007	10,983	39,827	327,645	162,646	2,481,108

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 30. RESERVES AND MINORITY INTERESTS (Continued)

The special reserves of the Group arose from the difference between the aggregate amount of the then share capital and share premium account of Tomson Investment Limited ("TIL"), the former holding company of the Group, and the nominal amount of the Company's shares issued pursuant to a scheme of arrangement in 1989.

The enterprises expansion reserve is an appropriation from retained earnings in relation to tax concession granted by the relevant government authorities. This reserve is distributable only for the future development or expansion of that company where concession is granted.

The statutory surplus reserve is an appropriation from retained earnings by the PRC subsidiaries of the Group. In accordance with the Company Law of the PRC, the PRC subsidiaries of the Group are required to allocate 10% of their profit after tax to the statutory surplus reserve ("SSR") until such reserve reaches 50% of the registered capital of that subsidiary. The SSR may be converted to increase share capital subject to certain restrictions set out in the Company Law of the PRC.

Share of reserve of associates and jointly controlled entities mainly represents share of foreign currencies translation reserves, investment reserve of associates and jointly controlled entities.

Capital redemption reserve arose from repurchase of shares. The amounts represent the nominal amount of the shares repurchased.

Reserve on acquisition arose on partial acquisition of interest in subsidiary, being the excess of the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities of the subsidiary at the date of acquisition over the share of their carrying value of the underlying assets and liabilities of that subsidiary. When the identifiable assets are revalued or disposed of, the relevant amount of the reserve on acquisition will be released to the consolidated income statement.

### 30. 儲備及少數股東權益 (續)

本集團之特別儲備為本集團先前之控股公司湯臣投資有限公司(「湯臣投資」)當時股本及股份溢價賬總額與本公司於一九八九年根據一項協議計劃發行股份之面值之差額。

企業發展儲備乃由有關政府機構給予稅務優惠而撥自保留溢利。此儲備之分派只可用於獲稅務優惠之公司作日後發展或擴展之用。

法定盈餘儲備是本集團的中國附屬公司從保留溢利提撥的款項。根據《中華人民共和國公司法》，本集團的中國附屬公司須分配除稅後溢利的10%至法定盈餘儲備，直至該儲備金額達到該附屬公司的註冊資本的50%。法定盈餘儲備可轉換，以提高股本數量，惟須遵照中國的《中華人民共和國公司法》所載的某些限制。

應佔聯營公司及合營企業之儲備主要指應佔聯營公司和合營企業之外幣兌換儲備及投資儲備。

資本贖回儲備源自回購股份。該金額為購回的股份票面價值金額。

於購入部份附屬公司之權益時，收購儲備之產生乃由於本集團於收購日應佔附屬公司之可識別資產、負債及或然負債之公平值高於應佔該附屬公司相關資產及負債之賬面值。當可識別資產重估時或已出售，相關的收購儲備金額將撥入綜合利潤表中。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 30. RESERVES AND MINORITY INTERESTS (Continued)

Of the retained earnings of HK\$3,480,995,000 (2006: HK\$930,269,000), retained profits of HK\$50,328,000 (2006: HK\$29,389,000) are attributable to jointly controlled entities and accumulated losses of HK\$680,000 (2006: HK\$1,919,000) are attributable to associates.

### 31. LONG-TERM BANK BORROWINGS

Bank loans, secured  
Less: Amount repayable within  
one year included in current liabilities

銀行貸款，有抵押  
減：列入流動負債，  
於一年內須償還  
的款項

Carrying amount repayable:  
Within one year  
More than one year,  
but not exceeding two years  
More than two years,  
but not more than five years

須償還之賬面值：  
一年內  
一年以上但不超過  
兩年  
兩年以上但不超過  
五年

The bank loans were secured by assets of the Group as disclosed in Note 37(a) and (b).

Bank loans were fixed rate borrowings of HK\$170,849,000 (2006: HK\$159,125,000) which carried interest rates at 5.9% per annum (2006: 5.9% per annum) and floating-rate borrowings of HK\$202,883,000 (2006: HK\$397,812,000) which carried interest rates ranging from 5.427% to 6.93% per annum (2006: 5.4% to 6.12% per annum).

### 30. 儲備及少數股東權益 (續)

就保留溢利3,480,995,000港元(二零零六年：930,269,000港元)中，保留溢利50,328,000港元(二零零六年：29,389,000港元)為應佔合營企業，而累積虧損680,000港元(二零零六年：1,919,000港元)為應佔聯營公司。

### 31. 長期銀行借款

		The Group 本集團	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Bank loans, secured	銀行貸款，有抵押	373,732	556,937
Less: Amount repayable within one year included in current liabilities	減：列入流動負債， 於一年內須償還 的款項	(10,678)	(208,851)
		<b>363,054</b>	<b>348,086</b>
Carrying amount repayable: Within one year	須償還之賬面值： 一年內	10,678	208,851
More than one year, but not exceeding two years	一年以上但不超過 兩年	181,527	9,945
More than two years, but not more than five years	兩年以上但不超過 五年	181,527	338,141
		<b>373,732</b>	<b>556,937</b>

本集團用作銀行貸款抵押之資產於附註37(a)及(b)中披露。

銀行貸款包括固定利率借款170,849,000港元(二零零六年：159,125,000港元)，年利率為5.9%(二零零六年：5.9%)及浮動利率借款202,883,000港元(二零零六年：397,812,000港元)，年利率介乎5.427%至6.93%(二零零六年：年利率5.4%至6.12%)。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 32. DEFERRED TAXATION

### 32. 遞延稅項

		Accelerated tax depreciation 加速 稅項折舊 HK\$'000 千港元	Revaluation of properties 重估 物業價值 HK\$'000 千港元	Exchange difference recognition 匯兌差額 確認 HK\$'000 千港元	Deferred expenses 遞延開支 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>THE GROUP</b>	<b>本集團</b>							
Balance as at 1st January, 2006	二零零六年一月一日 之結餘	(15,306)	(38,917)	(24,240)	710	5,334	(648)	(73,067)
(Charge) credit to income statement for the year	於本年度利潤表 (扣減)撥回	(1,924)	(8,659)	-	15	3,433	2,769	(4,366)
Exchange adjustments	匯兌調整	(593)	(394)	(843)	6	186	(13)	(1,651)
Balance as at 31st December, 2006	於二零零六年十二月 三十一日之結餘	(17,823)	(47,970)	(25,083)	731	8,953	2,108	(79,084)
(Charge) credit to income statement for the year	於本年度利潤表 (扣減)撥回	(4,143)	(839,333)	(1,231)	(1,230)	(15,581)	7,028	(854,490)
Effect of change in tax rate	稅率變動之影響	(11,882)	(31,981)	(16,722)	487	5,969	1,405	(52,724)
Exchange adjustments	匯兌調整	(1,468)	(829)	(1,851)	12	659	12	(3,465)
Balance as at 31st December, 2007	於二零零七年十二月 三十一日之結餘	(35,316)	(920,113)	(44,887)	-	-	10,553	(989,763)

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

就呈列資產負債表而言，若干遞延稅項資產及負債已予抵銷。以下為呈列於財務報表的遞延稅項結餘分析：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	2,027	603
Deferred tax liabilities	遞延稅項負債	(991,790)	(79,687)
		<b>(989,763)</b>	<b>(79,084)</b>



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 32. DEFERRED TAXATION (Continued)

At the balance sheet date, the Group had unused tax losses of HK\$442.1 million (2006: HK\$527.86 million) available for offset against future profits. In 2006, a deferred tax asset has been recognised in respect of HK\$59.69 million of such losses while no deferred tax asset has been recognised in respect of the HK\$442.1 million in 2007 (2006: the remaining of HK\$468.17 million) due to the unpredictability of future profit streams. In 2006, included in unrecognised tax losses are losses of HK\$24.29 million that would expire before 2011. Other losses may be carried forward indefinitely.

### 33. CONTINGENT LIABILITIES

In 2000, Shanghai Jinjiang Tomson Hotel Co., Ltd. (the "Hotel Company"), a company in which the Group has a 50% interest, entered into a management agreement for 20 years (the "Management Period") with Inter-Continental Hotels Corporation (the "Management Company"). The Management Company agreed to pay not exceeding US\$6 million to the Hotel Company for hotel renovation and system upgrading (the "Renovation Fund"). During the Management Period, the Management Company will receive a certain amount of management fee based on income and profit of the Hotel Company.

The Group is a guarantor to indemnify the Management Company up to 50% of the Renovation Fund paid, but not exceeding US\$3 million if the management agreement is terminated by the Hotel Company within the Management Period. At the balance sheet date, the Renovation Fund paid by the Management Company amounted to US\$6 million (2006: US\$6 million). As the Management Company is a world-class hotel management group and the operating results of the Hotel Company are improving, the Directors are of the opinion that the Hotel Company would be unlikely to terminate the management agreement within the Management Period. Accordingly, it would be unlikely for the Group to suffer any material financial loss as a result of giving the indemnity.

### 32. 遞延稅項 (續)

於結算日，本集團可用作抵銷未來溢利之未動用稅項虧損為442,100,000港元（二零零六年：527,860,000港元）。於二零零六年，本集團已就該等虧損中的59,690,000港元確認為遞延稅項資產，而由於未來溢利來源難以預測，故本集團並無就二零零七年之稅項虧損442,100,000港元（二零零六年：剩餘之468,170,000港元）確認為遞延稅項資產。於二零零六年，未確認之稅項虧損包括將於二零一一年前屆滿之虧損24,290,000港元。其他虧損可予無限期結轉。

### 33. 或然負債

於二零零零年，本集團持有50%權益之公司上海錦江湯臣大酒店有限公司（「酒店公司」）與洲際酒店管理公司（「管理公司」）訂立一項為期20年（「管理期間」）之管理協議。管理公司同意就酒店翻新及系統升級向酒店公司支付不多於6,000,000美元（「翻新費用」）。於管理期間，管理公司將按酒店公司之收入及溢利收取若干管理費用。

本集團為管理公司之擔保人，倘管理協議於管理期間內由酒店公司終止，則本集團需彌償管理公司已付翻新費用之最多50%，但不超逾3,000,000美元。於結算日，管理公司支付之翻新費用為6,000,000美元（二零零六年：6,000,000美元）。由於管理公司為一個國際級酒店管理集團，而且酒店公司之經營業績一直在改善中，董事認為酒店公司不大可能於管理期間內終止管理協議。故此，本集團不大可能就作出彌償保證而蒙受任何重大財務虧損。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 34. COMMITMENTS

At the balance sheet date, the Group had the following material capital and other commitments:

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
<b>Capital commitments</b>	<b>資本承擔</b>		
Commitments in relation to expenditure on properties under development:	有關發展中物業支出之承擔：		
Contracted but not provided for	已訂約但未撥備	<b>868,700</b>	1,028,810
<b>Other commitments</b>	<b>其他承擔</b>		
Operating lease arrangements	經營租約安排		
<b>(i) The Group as lessee</b>	<b>(i) 本集團作為承租人</b>		
At the balance sheet date, the Group had outstanding commitments under non-cancellable operating leases which fall due:	於結算日，根據不可撤銷經營租約，本集團須於下列年期內償還之承擔：		
– within one year	— 一年內	<b>1,893</b>	2,577
– in the second to fifth year inclusive	— 第二年至第五年 (包括首尾兩年)	<b>1,779</b>	2,986
– over five years	— 五年以上	<b>4,792</b>	4,869
		<b>8,464</b>	10,432

Operating lease payments represent rentals and annual fees for use of land payable by the Group for certain of its office properties and land in Shanghai. The significant operating leases for rental of properties are negotiated for an average term of three years. The operating leases for annual fees for use of land are based on lease terms of the land which are over five years.

於結算日，本集團之主要資本及其他承擔如下：

經營租約款項乃指本集團就其若干辦公室物業及位於上海應支付之租金及年度土地使用權租金。出租物業之重要經營租約平均議定為三年。每年支付土地使用權租金之經營租約為超過五年的土地租期。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 34. COMMITMENTS (Continued)

#### (ii) The Group as lessor

The properties held have committed tenants from the majority of two years up to the maximum of five years.

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments which fall due:

— within one year	— 一年內
— in the second to fifth year inclusive	— 第二年至第五年 (包括首尾兩年)

### 34. 承擔 (續)

#### (ii) 本集團作為出租人

所持物業之承租人之承諾租期大多為兩年，最長為五年。

於結算日，根據本集團與承租人所訂合約，承租人須於下列年期內支付之最低租金如下：

2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
27,220	30,579
13,523	13,130
<b>40,743</b>	<b>43,709</b>

### 35. RETIREMENT BENEFITS SCHEMES

The Group participates in a Mandatory Provident Fund (“MPF”) Scheme established under the Mandatory Provident Fund Schemes Ordinance in December 2000. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and the employees are obliged to make contributions at the specified rate under the scheme.

The contributions arising from the MPF Scheme charged to the consolidated income statement represent contributions paid and payable to the fund by the Group at rates specified in the rules of the scheme.

The employees in the PRC are members of respective state-managed defined contribution retirement benefits schemes operated by the local government. The employer and the employees are obliged to make contributions at a certain percentage of the payroll under rules of the schemes. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions.

### 35. 退休福利計劃

本集團於二零零零年十二月根據《強制性公積金計劃條例》參與一項強制性公積金（「強積金」）計劃。強積金計劃之資產與本集團之資產分開持有，並以基金形式由一獨立信託人管理。根據強積金計劃規則，僱主及僱員均有責任按計劃訂明的比率作出供款。

於綜合利潤表扣除之就強積金計劃產生之供款，指本集團按計劃規則訂明之比率已付及應付予基金之供款。

中國僱員乃各個由地區政府營辦之國家管理界定供款退休福利計劃之成員。根據計劃規則，僱主及僱員均有責任按薪金之若干百分比作出供款。本集團對於退休福利計劃之僅有責任為作出訂明供款。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 36. RELATED PARTY TRANSACTIONS

During the year, the Group had the following transactions with related parties:

- (a) The Company, on 5th June, 2002, renewed the agreement with Rivera (Holdings) Limited (“RHL”), a substantial shareholder of the Company. Pursuant to the agreement, the Company agreed to provide administrative services and office premises to RHL and its subsidiaries with effect from 1st June, 2002 for a term of thirty nine months. In return, RHL is required to share an attributable portion of the administrative cost of the Company, for a monthly fee of HK\$177,000 up to 31st August, 2005. The extended agreement with revised administrative cost of HK\$150,000 per month was charged with effect from 1st September, 2005 and will expire on 31st August, 2008. During the year ended 31st December, 2007, the administrative cost of the Company shared by RHL amounted to HK\$1,800,000 (2006: HK\$1,800,000). As at 31st December, 2007 and 31st December, 2006, no outstanding balance was owed by RHL.

The above transaction constitutes a continuing connected transaction but is exempted from disclosure and approval requirements under the Rules Governing the Listing of Securities of main board of the Stock Exchange (“Listing Rules”).

- (b) The sale and purchase agreements and the fitting out agreements dated 27th October, 2006 (the “Agreements”) were entered into between Shanghai Tomson Real Estate Investment & Development Co., Ltd., an indirect wholly-owned subsidiary of the Company (“Tomson Real Estate”) and Madam Hsu Feng, Mr. Tong Albert and Mr. Tong Chi Kar, Charles (altogether the “Purchasers”). Madam Hsu Feng and Mr. Tong Albert were executive directors of the Company on the date of the Agreement. Pursuant to the Agreements, Tomson Real Estate agreed to sell the properties of units

### 36. 關連人士交易

年內，本集團與關連人士有以下交易：

- (a) 於二零零二年六月五日，本公司已與本公司之主要股東川河集團有限公司（「川河」）更新一項同意書。據此同意書，本公司同意於二零零二年六月一日起為期三十九個月提供行政服務及寫字樓予川河及其附屬公司，而川河須分擔本公司部份應佔行政費用，每月177,000港元至二零零五年八月三十一日。一份延長同意書已修訂行政費用為每月150,000港元，自二零零五年九月一日起列支，將於二零零八年八月三十一日屆滿。截至二零零七年十二月三十一日止年度，川河分擔本公司之行政費用總額為1,800,000港元（二零零六年：1,800,000港元）。於二零零七年十二月三十一日及二零零六年十二月三十一日，川河並無欠付本公司任何未償還結餘。

以上交易構成持續關連交易，惟獲豁免遵守聯交所主板《證券上市規則》（《上市規則》）之披露及批准之規定。

- (b) 本公司之間接全資附屬公司——上海湯臣房地產開發有限公司（「湯臣開發」）與徐楓女士、湯子同先生及湯子嘉先生（統稱「買方」）於二零零六年十月二十七日訂立《買賣及裝修協議》（「協議」）。徐楓女士及湯子同先生於協議訂立日期為本公司之執行董事。根據協議，湯臣開發同意向買方出售位於中國上

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 36. RELATED PARTY TRANSACTIONS

(Continued)

(b) (Continued)

No. 31-101 and 31-102 of Tomson Garden, situated at Zhangjiang Hi-Tech Park, Pudong, Shanghai, the PRC to the Purchasers.

The terms of the Agreements were arrived at after arm's length negotiation which were on normal commercial terms. The total purchase price of RMB4,798,090 (equivalent to approximately HK\$4,727,182) under the transaction was determined by reference to the open market value as at 26th October, 2006 and was valued by an independent valuer.

The Purchasers were connected persons to the Company and the transaction constituted a connected transaction for the Company under the Listing Rules.

(c) An agency agreement dated 31st May, 2005 was entered into between 上海大道置業有限公司 (Shanghai Boulevard Real Estate Co., Limited), a 93.53% subsidiary of RHL and Tomson Real Estate, an indirect wholly-owned subsidiary of the Company. Tomson Real Estate was appointed as the exclusive selling agent in connection with the promotion and sale of gross floor area of approximately 18,200 square meters of Tomson Beautiful Space, a residential project being developed by RHL and its subsidiaries in Pudong, Shanghai, the PRC.

Madam Hsu Feng is an executive director of both RHL and the Company and is deemed to be a substantial shareholder of RHL and the controlling shareholder of the Company. Moreover, RHL is a substantial shareholder of the Company holding then approximately 14% interest in the entire issued capital of the Company. RHL and the Company is a connected person to each other and accordingly, the agency agreement also constituted a connected transaction for both of RHL and the Company under the Listing Rules.

Agency income from the sales agency service of approximately HK\$757,000 (2006: HK\$270,000) was received during the year.

### 36. 關連人士交易 (續)

(b) (續)

海浦東張江高科技園區之湯臣豪園之31-101及31-102號單位。

協議之條款乃經公平磋商後釐定，並符合一般商業條款。交易事項之總作價為人民幣4,798,090元（相等於約4,727,182港元）乃經參考由獨立估值師於二零零六年十月二十六日評估之公開市值而釐定。

買方乃本公司之關連人士，而根據《上市規則》，交易事項構成本公司一項關連交易。

(c) 川河擁有93.53%權益之附屬公司—上海大置業有限公司與本公司之間接全資附屬公司—湯臣開發訂立了一份日期為二零零五年五月三十一日之代理合同。湯臣開發獲委任為負責推廣及銷售湯臣豪庭（由川河及其附屬公司於中國上海浦東開發之住宅項目）中約18,200平方米之樓面面積之獨家銷售代理。

徐楓女士同時為川河及本公司之執行董事，並被視為川河之主要股東兼本公司之控股股東。此外，川河為本公司之主要股東，當時持有本公司全部已發行股本中約14%權益。川河及本公司各自為對方之關連人士，因此，根據《上市規則》，該代理合同構成川河及本公司之關連交易。

年內已收取出售代理服務之代理收入約為757,000港元（二零零六年：270,000港元）。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 36. RELATED PARTY TRANSACTIONS

(Continued)

- (d) On 7th December, 2007, Tomson Real Estate entered into the sale and purchase agreement with Mr. Tong Chi Kar, Charles, a director of Tomson Real Estate (the "Purchaser") in relation to the sale and purchase of the unit No. 8-102 of Xingguo Garden, Changning District, Shanghai, the PRC with a total gross floor area of 221.05 square metres at a consideration of RMB9.90 million (equivalent to approximately HK\$10.42 million) payable by two instalments on or before 6th January, 2008. The Purchaser was a connected person to the Company and the transaction constitutes a connected transaction for the Company under the Listing Rules.

The terms of the sale and purchase agreement were arrived at after arm's length negotiation which were on normal commercial terms. The purchase price under the transaction of RMB9.90 million (equivalent to approximately HK\$10.42 million) was determined by reference to an open market value of RMB9.90 million (equivalent to approximately HK\$10.42 million) as at 7th December, 2007 as valued by an independent valuer, DTZ Debenham Tie Leung Limited.

- (e) Compensation of key management personnel

The remuneration of Directors during the year was as follows:

Short-term benefits	短期福利
Post-employment benefits	僱用後福利
Share-based payments	以股權支付之付款

The remuneration of Directors is determined by the remuneration committee or the Board (or under the authorisation of the shareholders of the Company as the case may be) by reference to market terms, individual responsibilities and performance.

### 36. 關連人士交易 (續)

- (d) 於二零零七年十二月七日，湯臣開發與湯子嘉先生（「買方」，湯臣開發之董事）就買賣中國上海市長寧區湯臣怡園8號1層102室訂立了買賣協議，其總樓面面積為221.05平方米；代價為人民幣9,900,000元（相等於約10,420,000港元），分兩期於二零零八年一月六日或之前支付。買方乃本公司之一位關連人士，而根據《上市規則》，交易事項構成本公司一項關連交易。

買賣協議之條款乃經公平磋商後釐定，並符合一般商業條款。交易事項之作價人民幣9,900,000元（相等於約10,420,000港元）乃經參考由獨立估值師戴德梁行有限公司於二零零七年十二月七日評估之公開市值人民幣9,900,000元（相等於約10,420,000港元）而釐定。

- (e) 高級管理人員之酬金

年內之董事薪酬如下：

	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Short-term benefits	20,327	8,839
Post-employment benefits	24	24
Share-based payments	14,835	2,688
	<b>35,186</b>	<b>11,551</b>

董事薪酬乃由薪酬委員會或董事局（或根據本公司股東之授權，視情況而定）參考市場薪酬水平、個別人士之職責及表現而釐定。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 36. RELATED PARTY TRANSACTIONS

(Continued)

Included in other payables at 31st December, 2006 was an amount of approximately HK\$3,294,000 due to a minority shareholder of a subsidiary. The amount was unsecured and interest free. The amount was fully repaid during the year ended 31st December, 2007.

The balances due from/to associates and a jointly controlled entity at the balance sheet date are set out in Notes 23 and 24, respectively.

The above transactions were conducted in accordance with terms mutually agreed between the Group and the respective related parties.

### 37. PLEDGE OF ASSETS

At 31st December, 2007, the following assets of the Group were pledged to banks for facilities granted to the Group:

- (a) certain properties under development and related lease premium for land with carrying value of HK\$823,029,000 (2006: HK\$1,972,186,000) were pledged to banks to secure long-term bank loans of HK\$170,849,000 (2006: HK\$358,031,000); and
- (b) certain investment properties with carrying value of HK\$557,600,000 (2006: HK\$576,220,000) and property, plant and equipment with carrying value of HK\$62,208,000 (2006: nil) were pledged to banks to secure long-term bank loans of HK\$202,884,000 (2006: HK\$198,906,000).

In addition, deposits of HK\$6,958,000 held on 31st December, 2006 were pledged to banks to secure mortgage finance granted to buyers of properties developed by the Group.

### 36. 關連人士交易 (續)

於二零零六年十二月三十一日的其他應付賬款中包括約3,294,000港元之應付附屬公司少數股東權益款項。該款項為無抵押、免息及須按要求償還。該款項已於二零零七年十二月三十一日止年度內悉數償付。

聯營公司及合營企業於結算日之應收／應付款項已分別載於附註23及24。

上述交易已根據本集團與各關連人士雙方同意之條款進行。

### 37. 資產之抵押

於二零零七年十二月三十一日，本集團以下資產已抵押予銀行作為本集團獲得信貸之擔保：

- (a) 賬面值為823,029,000港元(二零零六年：1,972,186,000港元)之若干發展中物業及相關土地租賃費用已抵押予銀行，作為為數170,849,000港元(二零零六年：358,031,000港元)之長期銀行貸款之擔保；及
- (b) 賬面值為557,600,000港元(二零零六年：576,220,000港元)之若干投資物業及賬面值為62,208,000港元(二零零六年：零)之物業、廠房及設備已抵押予銀行，作為202,884,000港元(二零零六年：198,906,000港元)之長期銀行貸款之擔保；及

於二零零六年十二月三十一日持有之6,958,000港元存款已抵押予銀行，作為授予本集團所發展的物業之買家的按揭貸款的擔保。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 38. BALANCE SHEET OF THE COMPANY

The balance sheet of the Company as at 31st December, 2007 is as follows:

### 38. 本公司資產負債表

本公司於二零零七年十二月三十一日之資產負債表如下：

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
	Notes 附註		
<b>Non-Current Assets</b>	<b>非流動資產</b>		
Interests in subsidiaries	於附屬公司權益	637,404	637,404
Available-for-sale investments	可供出售投資	315	315
		637,719	637,719
<b>Current Assets</b>	<b>流動資產</b>		
Amounts due from subsidiaries	應收附屬公司款項	3,107,769	3,139,588
Other receivables and prepayments	其他應收賬款 及預付款項	1,279	1,195
Cash and bank balances	現金及銀行結餘	242,830	140,791
		3,351,878	3,281,574
<b>Current Liabilities</b>	<b>流動負債</b>		
Amounts due to subsidiaries	應付附屬公司款項	835,583	768,401
Other payables	其他應付賬款	14,196	4,175
		849,779	772,576
<b>Net Current Assets</b>	<b>流動資產淨值</b>	2,502,099	2,508,998
<b>Total Assets less Current Liabilities</b>	<b>總資產減流動負債</b>	3,139,818	3,146,717
<b>Capital and Reserves</b>	<b>資本及儲備</b>		
Share capital	股本	28 658,710	658,736
Reserves	儲備	30 2,481,108	2,487,981
Equity attributable to shareholders of the Company	本公司股東應佔權益	3,139,818	3,146,717



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 39. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITY

Principal subsidiaries as at 31st December, 2007

### 39. 主要附屬公司、聯營公司及合營企業

於二零零七年十二月三十一日之主要附屬公司

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及經營地點	Paid up issued ordinary share capital/ registered capital 繳足已發行普通股本/ 註冊資本	Proportion of issued share capital /effective interest in registered capital held by the Company 本公司持有之已發行股本/ 註冊資本實際權益比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Charlesville Limited	British Virgin Islands 英屬處女群島	US\$100 100美元	100	-	Investment holding 投資控股
Cosmos Success Development Limited 國勝發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	-	100	Investment holding 投資控股
Dafeng Property Management (Shanghai) Co., Ltd. (Note (1)) 大峰物業管理(上海)有限公司(附註(1))	PRC 中國	US\$500,000 500,000美元	-	100	Property management 物業管理
Farskill Development Limited 恒藝發展有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Investment holding 投資控股
Garland Limited 嘉地有限公司	Hong Kong 香港	HK\$10,000 10,000港元	-	100	Investment holding 投資控股
Grand Lion Limited 浩君有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Investment holding 投資控股
Humphreys Estate (Strawberry Houses) Limited	Hong Kong 香港	HK\$200 200港元	-	100	Securities trading 證券買賣
Island Sky Limited 銓璋有限公司	Hong Kong 香港	HK\$1 1港元	-	100	Inactive 無業務
Jentime Limited 震時有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Providing property services to the Group 為本集團提供物業服務

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 39. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITY

(Continued)

#### Principal subsidiaries as at 31st December, 2007

(Continued)

### 39. 主要附屬公司、聯營公司及合營企業 (續)

#### 於二零零七年十二月三十一日之主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及經營地點	Paid up issued ordinary share capital/registered capital 繳足已發行普通股/註冊資本	Proportion of issued share capital / effective interest in registered capital held by the Company 本公司持有之已發行股本/註冊資本實際權益比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Kuto Limited 固滔有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Investment holding 投資控股
Leway Limited 力惠有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Inactive 無業務
Model Year Limited 日範有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Investment holding 投資控股
Multiclass Investments Inc.	British Virgin Islands 英屬處女群島	US\$40,200,000 40,200,000美元	-	100	Investment holding 投資控股
Owina Limited 奧詠有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Investment holding 投資控股
Shanghai Tomson Huangpu Real Estate Development Co., Ltd. (Note (2)) 上海湯臣黃浦房地產開發有限公司 (附註(2))	PRC 中國	US\$18,500,000 18,500,000美元	-	95	Property development 物業發展
Shanghai Tomson Outer Gaoqiao Development Co., Ltd. (Note (1)) 上海湯臣外高橋開發有限公司 (附註(1))	PRC 中國	US\$15,000,000 15,000,000美元	-	100	Property development 物業發展
Shanghai Tomson Plastic Industry Co., Ltd. (Note (2)) 上海湯臣塑膠實業有限公司 (附註(2))	PRC 中國	US\$12,180,000 12,180,000美元	-	58	Manufacturing of PVC pipes 製造膠管

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 39. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITY

(Continued)

#### Principal subsidiaries as at 31st December, 2007

(Continued)

### 39. 主要附屬公司、聯營公司及合營企業 (續)

於二零零七年十二月三十一日之主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及經營地點	Paid up issued ordinary share capital/ registered capital 繳足已發行普通股本/ 註冊資本	Proportion of issued share capital / effective interest in registered capital held by the Company 本公司持有之已發行股本/ 註冊資本實際權益比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Shanghai Tomson Pudong Real Estate Development Co., Ltd. (Note (2)) 上海湯臣浦東房地產開發有限公司 (附註(2))	PRC 中國	US\$46,000,000 46,000,000美元	-	70	Property development 物業發展
Shanghai Tomson Real Estate Investment & Development Co., Ltd. (Note (1)) 上海湯臣房地產開發有限公司 (附註(1))	PRC 中國	US\$100,000,000 100,000,000美元	-	100	Property development 物業發展
Toben Limited 濤邦有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Inactive 無業務
Tomson (China) Limited 湯臣(中國)有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Investment holding 投資控股
Tomson Corporation	British Virgin Islands 英屬處女群島	US\$1 1美元	100	-	Investment holding 投資控股
Tomson Empire View Co. Limited 湯臣帝景控股有限公司	British Virgin Islands 英屬處女群島	US\$65,010,000 65,010,000美元	-	100	Investment holding 投資控股
Tomson Financial Investment Limited 湯臣財經投資有限公司	Hong Kong 香港	HK\$10,000 10,000港元	-	100	Investment holding 投資控股

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 39. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITY

(Continued)

#### Principal subsidiaries as at 31st December, 2007

(Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及經營地點	Paid up issued ordinary share capital/registered capital 繳足已發行普通股本/註冊資本	Proportion of issued share capital /effective interest in registered capital held by the Company 本公司持有之已發行股本/註冊資本實際權益比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Tomson Golf (Shanghai) Limited (Note 1) 湯臣高爾夫(上海)有限公司(附註(1))	PRC 中國	US\$40,000,000 40,000,000美元	-	100	Golf course and club operation, and property development 高爾夫球場及會所經營及物業發展
Tomson Group Garland (Shanghai) Housing & Estate Ltd. (Note 1) 湯臣集團嘉地(上海)房地產有限公司(附註(1))	PRC 中國	US\$16,000,000 16,000,000美元	-	100	Property development 物業發展
Tomson Group (Nominees) Limited 湯臣集團(代理人)有限公司	Hong Kong 香港	HK\$20 20港元	-	100	Providing nominee services to the Group and investment holding 為本集團提供代理人服務及投資控股
Tomson Group (Nominees) No. 2 Limited 湯臣集團第二(代理人)有限公司	Hong Kong 香港	HK\$20 20港元	-	100	Providing nominee services to its fellow subsidiaries 為同系附屬公司提供代理人服務
Tomson Haijing Garden (Shanghai Pudong New Area) Co., Ltd. (Note 1) 湯臣海景花園(上海浦東新區)有限公司(附註(1))	PRC 中國	US\$58,200,000 58,200,000美元	-	100	Property development 物業發展

### 39. 主要附屬公司、聯營公司及合營企業(續)

#### 於二零零七年十二月三十一日之主要附屬公司(續)

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 39. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITY

(Continued)

#### Principal subsidiaries as at 31st December, 2007

(Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及經營地點	Paid up issued ordinary share capital/ registered capital 繳足已發行普通股本/註冊資本	Proportion of issued share capital / effective interest in registered capital held by the Company 本公司持有之已發行股本/註冊資本實際權益比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Tomson International Entertainment Co. Ltd. 湯臣國際娛樂有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Securities trading and investment holding 證券買賣及投資控股
Tomson International Trade Building (Shanghai) Co., Ltd. (Note (1)) 湯臣國貿大廈(上海)有限公司(附註(1))	PRC 中國	US\$16,800,000 16,800,000美元	-	100	Property development 物業發展
Tomson Investment Limited 湯臣投資有限公司	Hong Kong 香港	HK\$3 3港元	100	-	Investment holding 投資控股
Walsland Limited 華之麗有限公司	Hong Kong 香港	HK\$10,000 10,000港元	-	100	Investment holding 投資控股
Yamako Limited 欣文有限公司	Hong Kong 香港	HK\$2 2港元	-	100	Investment holding 投資控股

None of the subsidiaries had any debt securities outstanding at the end of the year, or at any time during the year.

Note: For those subsidiaries established in the PRC, their classification of establishment is as follows:

- (1) wholly foreign owned enterprise
- (2) sino-foreign equity joint venture

### 39. 主要附屬公司、聯營公司及合營企業 (續)

#### 於二零零七年十二月三十一日之主要附屬公司 (續)

各附屬公司於年結日或年內任何時間概無任何尚未償還之債務證券。

附註：於中國成立的附屬公司，其註冊分類為：

- (1) 外商獨資企業
- (2) 中外合資企業

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 39. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITY

(Continued)

#### Principal associates as at 31st December, 2007

Name of associate 聯營公司名稱	Form of business structure 業務結構形成	Place of incorporation and operation 註冊成立及經營地點	Paid up issued ordinary share capital/ registered capital 繳足已發行普通股本/ 註冊資本	Proportion of issued share capital /effective interest in registered capital held by the Company 本公司持有之已發行股本/ 註冊資本實際權益比率		Principal activities 主要業務
				Directly 直接 %	Indirectly 間接 %	
Roma Era Limited 遠代有限公司	Incorporated 註冊成立	Hong Kong 香港	HK\$45,000 45,000港元	-	26.7	Investment holding 投資控股
Yankie Limited 恩傑有限公司	Incorporated 註冊成立	Hong Kong 香港	HK\$2 2港元	-	50	Investment holding 投資控股
Shanghai Tomson Guo Jian Concrete Co., Ltd. 上海湯臣國建混凝土有限公司	Sino-foreign equity joint venture 中外合資公司	PRC 中國	US\$6,000,000 6,000,000美元	-	25	Ready-mixed concrete manufacturing 製造預拌混凝土
LT & Partners Inc.	Incorporated 註冊成立	British Virgin Islands 英屬處女群島	US\$9,000,000 9,000,000美元	-	33	Investment holding 投資控股
China Boom Enterprises Limited 昌華企業有限公司	Incorporated 註冊成立	British Virgin Islands 英屬處女群島	US\$1,280,000 1,280,000美元	-	44	Investment holding 投資控股
Tomson Entertainment Co. Limited 湯臣娛樂股份有限公司	Incorporated 註冊成立	Taiwan 台灣	NTD25,000,000 25,000,000新台幣	-	45	Investment in film, television and entertainment businesses 投資電影、電視及娛樂業務

### 39. 主要附屬公司、聯營公司及合營企業 (續)

#### 於二零零七年十二月三十一日之主要聯營公司

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 39. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITY

(Continued)

Principal jointly controlled entity as at 31st December, 2007

Name of jointly controlled entity 合營企業名稱	Form of business structure 業務結構形成	Place of incorporation and operation 註冊成立及經營地點	Paid up registered capital 繳足之註冊資本	Percentage of effective interest in registered capital held by the Company 本公司持有之註冊資本實際權益比率		Principal activities 主要業務
				Directly 直接 %	Indirectly 間接 %	
Shanghai Jinjiang – Tomson Hotel Co., Ltd. 上海錦江湯臣大酒店有限公司	Sino-foreign equity joint venture 中外合資企業	PRC 中國	US\$24,340,000 24,340,000美元	–	50	Hotel owning and operation 擁有及經營酒店

The Directors are of the opinion that a complete list of the particulars of all subsidiaries, associates and jointly controlled entities would be of excessive length and therefore the above list contains only the particulars of those subsidiaries, associates and jointly controlled entity which significantly affect the results or assets of the Group.

### 39. 主要附屬公司、聯營公司及合營企業 (續)

於二零零七年十二月三十一日之主要合營企業

董事們認為完整載列所有附屬公司、聯營公司及合營企業之資料會導致篇幅過於冗長，故上表僅列出該等對本集團業績或資產構成重大影響之附屬公司、聯營公司及合營企業之資料。

## Connected Transactions 關連交易

In the ordinary course of business, current accounts have been maintained between companies in the Group. At the balance sheet date, the particulars and the aggregate balances of the current accounts due by the following non-wholly owned subsidiaries of the Company to the remaining members of the Group were as follows:—

在日常業務過程中，本集團各公司亦設有往來賬戶。於結算日，下列本公司之非全資附屬公司欠負本集團成員公司之往來賬項之詳情及結餘總額如下：

Name of subsidiary 附屬公司名稱	Percentage shareholdings attributable to the Group 本集團應佔股權百分比	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Shanghai Tingar Real-Estate Co., Ltd. 上海天嘉房產有限公司	90%	—	53,619
Shanghai Tomson Huangpu Real Estate Development Co., Ltd. 上海湯臣黃浦房地產開發有限公司	95%	7,118	9,646
Shanghai Tomson Plastic Industry Co., Ltd. 上海湯臣塑膠實業有限公司	58%	32	171
Shanghai Tomson Pudong Real Estate Development Co., Ltd. 上海湯臣浦東房地產開發有限公司	70%	—	5

These current accounts are unsecured, interest-free and have no fixed repayment terms.

該等往來賬戶乃無抵押、免息及並無固定還款期。

Details of the other connected transactions are set out in Note 36 to these consolidated financial statements.

其他關連交易詳情載於綜合財務報表附註36。



# Schedule of Principal Properties

## 主要物業表

Properties held by the Group and jointly controlled entity 本集團及合營企業持有之物業  
As at 31st December, 2007 於二零零七年十二月三十一日

### PROPERTIES HELD BY THE GROUP

#### Investment Properties

### 本集團持有之物業

#### 投資物業

Description 詳情	Lot Number 地段編號	Term of Lease 租期	Approximate Gross Floor Area (Sq.m.) 概約總樓面 面積(平方米)	Use 用途	Group's Interest 本集團 之權益
The whole of basement level 1, part of the level 1 and the whole of level 3 to 5 of the commercial podium and 141 car parking spaces of Tomson Commercial Building, 710 Dongfang Road Lujiazui Finance and Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區陸家嘴金融貿易區東方路710號湯臣金融大廈地庫第1層全層及商場第1層之部份及第3至5層全層及141個泊車位	Lot 2-2-1 Lujiazui Finance and Trade Zone 陸家嘴金融 貿易區 2-2-1號地段	Medium term 中期	15,655 for offices and podium; 7,594 for car parks 寫字樓及商場 15,655平方米; 泊車位 7,594平方米	Commercial 商業	100%
The whole of level 1 to 3 of the commercial podium, 4/F, 8/F. to 12/F., 14/F., 17/F. to 25/F. and part of 7/F. and 12A/F. of the office tower and 105 car parking spaces of Tomson International Trade Building, No.1 Jilong Road Waigaoqiao Free Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區外高橋保稅區基隆路1號湯臣國際貿易大樓商場第1至3層全層及辦公大樓4樓、8樓至12樓、14樓、17樓至25樓全層及7樓與12A樓之部份及105個泊車位	Lot C3-001 Waigaoqiao Free Trade Zone 外高橋保稅區 C3-001號地段	Medium term 中期	36,249 for offices and podium; 4,299 for car parks 寫字樓及商場 36,249平方米; 泊車位 4,299平方米	Commercial 商業	100%

## Schedule of Principal Properties 主要物業表

Properties held by the Group and jointly controlled entity 本集團及合營企業持有之物業  
As at 31st December, 2007 於二零零七年十二月三十一日

### PROPERTIES HELD BY THE GROUP (Continued)

#### Investment Properties (Continued)

### 本集團持有之物業 (續)

#### 投資物業 (續)

Description 詳情	Lot Number 地段編號	Term of Lease 租期	Approximate Gross Floor Area (Sq.m.) 概約總樓面 面積(平方米)	Use 用途	Group's Interest 本集團 之權益
Whole of level 1 to 4 of the commercial podium and 136 car parking spaces of Tomson Business Centre, 158, 188, 228 Zhangyang Road, Lujiazui Finance and Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東 新區陸家嘴金融貿易區 張楊路158、188、228號 湯臣商務中心大廈商場 第1至4層全層及136個泊車位	Lot 1/1, 244 Street, Zhangjiabangjiedao, Lujiazui Finance and Trade Zone 陸家嘴金融貿易區 張家濱街道 244街坊1/1丘	Medium term 中期	11,903 for offices and podium; 5,054 for car parks 寫字樓及商場 11,903平方米； 泊車位 5,054平方米	Commercial 商業	95%
Towers B & C, Tomson Riviera, 28 Huayuanshiqiao Road, Lujiazui Finance and Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 陸家嘴金融貿易區 花園石橋路28弄 湯臣一品B及C棟	Lot No.1 17 Jiefang, Meiyuan Road 梅園路 17街坊 1號地段	Long term 長期	71,386 71,386	Residential 住宅	100%
Tomson Waigaoqiao Industrial Park, No. 381, 383, 1 Futexi Road, 27 & 29 Huashen Road, 358 Futebei Road, Waigaoqiao Free Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 外高橋保稅區 富特西路1路381及383號、 華申路27及29號、 富特北路358號 湯臣外高橋工業園區	Lot 1/1 & 1/4, 19 Jiefang, Waigaoqiao Free Trade Zone 外高橋保稅區 19街坊 1/1丘及1/4丘	Medium term 中期	109,359 109,359	Industrial 工業	100%

## Schedule of Principal Properties 主要物業表

Properties held by the Group and jointly controlled entity 本集團及合營企業持有之物業  
As at 31st December, 2007 於二零零七年十二月三十一日

### PROPERTIES HELD BY THE GROUP (Continued)

### 本集團持有之物業 (續)

#### Golf Course

#### 高爾夫球場

Description 詳情	Term of Lease 租期	Approximate Gross Floor Area (Sq.m.) 概約總樓面面積 (平方米)	Use 用途	Group's Interest 本集團之權益
Tomson Shanghai Pudong Golf Club No.1 Long Dong Avenue, Pudong New Area, Shanghai, People's Republic of China	Medium	Club Houses, driving range and maintenance room of 12,652 with site area of 952,154	An 18-hole golf course	100%
中華人民共和國 上海浦東新區龍東大道1號 湯臣上海浦東高爾夫球會	中期	會所、高爾夫球 練習場及機房為 12,652平方米 地盤面積為 952,154平方米	18洞高爾夫 球場	100%

## Schedule of Principal Properties 主要物業表

Properties held by the Group and jointly controlled entity 本集團及合營企業持有之物業  
As at 31st December, 2007 於二零零七年十二月三十一日

### PROPERTIES HELD BY THE GROUP (Continued)

#### Properties under development

Description	Lot Number	Gross Site Area (Sq.m.)	Approximate Gross Floor Area (Sq.m.) 概約總樓面面積 (平方米)	Use	Group's Interest	Stage of Completion	Estimated Date of Completion
詳情	地段編號	總地盤面積 (平方米)	總樓面面積 (平方米)	用途	本集團之權益	完成階段	估計完成日期
A piece of land between Jianping Road and Sanba He in Pudong New Area, Shanghai, People's Republic of China	-	252,969	141,000	Residential and club house	70%	Phase I Tomson Riviera Garden is under construction	Mid of 2008
中華人民共和國上海浦東新區建平路及三八河之間一幅土地	-	252,969	141,000	住宅及會所	70%	第一期湯臣湖庭花園正在建造中	二零零八年年中
						Phase II Tomson Riviera Garden is under planning 第二期湯臣湖庭花園正在規劃中	Please refer to the note at the end of this Schedule on page 149. 請參閱第149頁本列表末之附註。
A piece of land near the junction of Lou Shan Road and Long Dong Avenue, Jinqiao-Zhangjiang District, Pudong New Area, Shanghai, People's Republic of China	B-2 and B-13-4 Jinqiao-Zhangjiang District	800,000	-	Golf course	100%	Part of the land relocation work completed	Please refer to the note at the end of this Schedule on page 149.
中華人民共和國上海浦東新區金橋-張江區接近羅山路及龍東大道交界之一幅土地	金橋-張江區B-2地區及B-13-4地區	800,000	-	高爾夫球場	100%	部份土地的動遷工作已完成	請參閱第149頁本列表末之附註。
A piece of land near the junction of Lou Shan Road and Long Dong Avenue, Jinqiao-Zhangjiang District, Pudong New Area, Shanghai, People's Republic of China	B-2 and B-13-4 Jinqiao-Zhangjiang District	680,000	480,000	Residential houses	70%	Part of the land relocation work completed	Please refer to the note at the end of this Schedule on page 149.
中華人民共和國上海浦東新區金橋-張江區接近羅山路及龍東大道交界之一幅土地	金橋-張江區B-2地區及B-13-4地區	680,000	480,000	住宅別墅	70%	部份土地的動遷工作已完成	請參閱第149頁本列表末之附註。

### 本集團持有之物業 (續)

#### 發展中物業

## Schedule of Principal Properties 主要物業表

Properties held by the Group and jointly controlled entity 本集團及合營企業持有之物業  
As at 31st December, 2007 於二零零七年十二月三十一日

### PROPERTIES HELD BY THE GROUP (Continued)

### 本集團持有之物業 (續)

#### Properties held for sale

#### 待售物業

Description 詳情	Lot Number 地段編號	Term of Lease 租期	Approximate Gross Floor Area (Sq.m.) 概約總樓面 面積(平方米)	Use 用途	Group's Interest 本集團 之權益
Part of 6/F. to 7/F., 10/F., 11/F., 17/F. of Tomson Commercial Building 710 Dongfang Road Lujiazui Finance and Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 陸家嘴金融貿易區東方路 710號湯臣金融大廈 6至7樓、10樓、11樓 及17樓之部份	Lot 2-2-1 Lujiazui Finance and Trade Zone 陸家嘴金融 貿易區 2-2-1號地段	Medium term 中期	3,039 3,039	Commercial 商業	100% 100%
Part of 5/F., 6/F., 15/F., and 16/F. of Tomson International Trade Building No.1 Jilong Road, Waigaoqiao Free Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 外高橋保稅區基隆路1號 湯臣國際貿易大樓5樓、 6樓、15樓及16樓之部份	Lot C3-001 Waigaoqiao Free Trade Zone 外高橋保稅區 C3-001號地段	Medium term 中期	4,035 4,035	Commercial 商業	100% 100%

## Schedule of Principal Properties 主要物業表

Properties held by the Group and jointly controlled entity 本集團及合營企業持有之物業  
As at 31st December, 2007 於二零零七年十二月三十一日

### PROPERTIES HELD BY THE GROUP (Continued)

### 本集團持有之物業 (續)

#### Properties held for sale (Continued)

#### 待售物業 (續)

Description 詳情	Lot Number 地段編號	Term of Lease 租期	Approximate Gross Floor Area (Sq.m.) 概約總樓面 面積(平方米)	Use 用途	Group's Interest 本集團 之權益
Towers A & D, Tomson Riviera, 28 Huayuanshiqiao Road, Lujiazui Finance and Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 陸家嘴金融貿易區 花園石橋路28弄 湯臣一品A及D棟	Lot No.1 17 Jiefang, Meiyuan Road 梅園路 17街坊 1號地段	Long-term 長期	44,468 44,468	Residential 住宅	100% 100%
Phases VI, VII & VIII Tomson Golf Villas, 1 Long Dong Avenue, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 龍東大道1號湯臣高爾夫別墅 第六、七及八期	Lot 23/10 Tong Le Cun, Hua Mu Xiang 花木鄉同樂村 23/10丘	Long-term 長期	1,287 1,287	Residential 住宅	100% 100%
Part of Block B & F and 170 car parking spaces of Tomson Golf Garden, 1 Long Dong Avenue, (2 of North District), Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 龍東大道一號(北2區)湯臣 高爾夫花園B及F座 之部份, 以及170個泊車位	Lot 47/1, Zhangbang Cun Jinqiaozhen, Pudong New Area 浦東新區金橋鎮 張濱村47/1丘	Long-term 長期	470 for residential; 5,363 for car parks 住宅 470平方米; 泊車位 5,363平方米	Residential 住宅	100% 100%

## Schedule of Principal Properties 主要物業表

Properties held by the Group and jointly controlled entity 本集團及合營企業持有之物業  
As at 31st December, 2007 於二零零七年十二月三十一日

### PROPERTIES HELD BY A JOINTLY CONTROLLED ENTITY

#### Properties held for investment

### 合營企業持有之物業

#### 持作投資之物業

Description 詳情	Lot Number 地段編號	Term of Lease 租期	Approximate Gross Floor Area (Sq.m.) 概約總樓面 面積(平方米)	Use 用途	Group's Interest 本集團 之權益
Hotel Inter-Continental Pudong Shanghai 777 Zhangyang Road, Lujiazui Finance and Trade Zone, Pudong New Area, Shanghai, People's Republic of China	Lot 12 Zhangyang Road Commercial District	Medium term	52,622	Hotel	50%
中華人民共和國上海 浦東新區陸家嘴金融貿易區 張楊路777號 上海錦江湯臣州際大酒店	張楊路商業區 12號地段	中期	52,622	酒店	50%

*Note:*

The development plans are still under review, and prior to their finalisation, the completion time for these property projects cannot be estimated at this stage.

*附註：*

發展計劃現正檢討中，在該等計劃定案前，現時無法預計此等物業項目之完成時間。

# Five-Year Financial Summary

## 五年財務概要

### CONSOLIDATED INCOME STATEMENT

### 綜合利潤表

		Year Ended 31st December 截至十二月三十一日止年度				
		2003	2004	2005	2006	2007
		二零零三年	二零零四年	二零零五年	二零零六年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
			(Restated)			
			(重列)			
Gross proceeds from operations	經營收益總額	658,029	765,349	496,657	446,627	785,270
Profit before taxation	除稅前溢利	122,579	450,664	233,992	184,860	3,646,058
Taxation	稅項	(36,378)	(74,658)	(28,166)	(238,244)	(1,060,842)
Profit (Loss) for the year	年度溢利 (虧損)	86,201	376,006	205,826	(53,384)	2,585,216
Attributable to:	應佔如下：					
Shareholders of the Company	本公司股東	83,380	363,332	203,664	(55,506)	2,588,314
Minority interests	少數股東權益	2,821	12,674	2,162	2,122	(3,098)
		86,201	376,006	205,826	(53,384)	2,585,216



## Five-Year Financial Summary 五年財務概要

### CONSOLIDATED BALANCE SHEET

### 綜合資產負債表

		At 31st December 於十二月三十一日				
		2003	2004	2005	2006	2007
		二零零三年	二零零四年	二零零五年	二零零六年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
			(Restated)			
			(重列)			
Fixed assets	固定資產	1,005,742	1,323,738	1,321,261	1,422,770	<b>6,136,451</b>
Lease premium for land	土地租賃費用	–	868,039	871,172	908,607	<b>502,057</b>
Properties under development	發展中物業	1,064,522	505,182	1,004,174	835,374	<b>34,732</b>
Intangible assets	無形資產	–	–	–	–	<b>4,612</b>
Goodwill	商譽	54,823	33,288	33,288	33,288	<b>33,288</b>
Deferred tax assets	遞延稅項資產	1,456	4,241	5,626	603	<b>2,027</b>
Interests in associates and jointly controlled entities	於聯營公司及合營企業之權益	89,080	99,038	123,619	154,602	<b>217,648</b>
Investments in securities	證券投資	113,456	123,903	–	–	–
Available-for-sale investments	可供出售投資	–	–	112,409	229,215	<b>151,807</b>
Other assets	其他資產	23,395	23,395	4,033	–	–
Pledged deposits	抵押存款	19,426	9,288	9,024	6,958	–
Net current assets	流動資產淨值	1,309,251	1,727,386	377,856	993,008	<b>1,481,162</b>
		<b>3,681,151</b>	<b>4,717,498</b>	<b>3,862,462</b>	<b>4,584,425</b>	<b>8,563,784</b>
Equity attributable to shareholders of the Company	本公司股東應佔權益	3,187,540	3,553,746	3,632,957	3,998,421	<b>7,042,304</b>
Minority interests	少數股東權益	243,857	245,117	150,812	158,231	<b>166,636</b>
Total equity	總權益	3,431,397	3,798,863	3,783,769	4,156,652	<b>7,208,940</b>
Convertible bonds 2009	二零零九年可換股債券	–	385,764	–	–	–
Long-term bank borrowings	長期銀行借款	182,978	441,895	–	348,086	<b>363,054</b>
Deferred tax liabilities	遞延稅項負債	50,995	76,105	78,693	79,687	<b>991,790</b>
Amount due to a jointly controlled entity	欠合營企業款項	15,781	14,871	–	–	–
		<b>3,681,151</b>	<b>4,717,498</b>	<b>3,862,462</b>	<b>4,584,425</b>	<b>8,563,784</b>

The figures for the year ended 31st December, 2003 has not been adjusted to reflect the change in accounting policy for the adoption of a number of HKFRSs and Hong Kong Accounting Standards effective on 1st January, 2005.

截至二零零三年十二月三十一日止年度之數字未有就採納於二零零五年一月一日生效之多項《香港財務報告準則》及《香港會計準則》所帶來的會計政策變動作出調整。



Tomson Group Limited  
湯臣集團有限公司