



NewOcean Energy Holdings Limited  
**新海能源集團有限公司**

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 342

# 2007

Annual Report

年度年報





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## Corporate Information

### 公司資料

#### BOARD OF DIRECTORS

##### Executive directors

Shum Siu Hung, *Chairman*  
Chiu Sing Chung, Raymond, *Managing Director*  
Shum Chun, Lawrence  
Cen Ziniu

##### Non-executive director

Wu Hong Cho

##### Independent non-executive directors

Cheung Kwan Hung, Anthony  
Ma Man Hoi, Joseph (deceased on June 16, 2007)  
Chan Yuk Wai, Benedict  
Xu Mingshe

#### COMPANY SECRETARY

Wu Hong Cho

#### AUDITOR

Deloitte Touche Tohmatsu

#### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### PRINCIPAL OFFICE

20th Floor, Times Tower  
393 Jaffe Road  
Wanchai  
Hong Kong

#### 董事會

##### 執行董事

岑少雄, *主席*  
趙承忠, *董事總經理*  
岑濬  
岑子牛

##### 非執行董事

胡匡佐

##### 獨立非執行董事

張鈞鴻  
馬文海(於2007年6月16日離世)  
陳旭煒  
徐名社

#### 公司秘書

胡匡佐

#### 核數師

德勤•關黃陳方會計師行

#### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### 總辦事處

香港  
灣仔  
謝斐道393號  
新時代中心20樓



## Corporate Information

### 公司資料

#### SHARE REGISTRARS

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

#### BRANCH REGISTRARS

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

#### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
Bank of Communications Company Limited  
Standard Chartered Bank (Hong Kong) Limited  
The Hong Kong and Shanghai Banking Corporation Limited  
Industrial and Commercial Bank of China (Asia) Limited  
DBS Bank (Hong Kong) Limited  
Citic Ka Wah Bank Limited  
Hang Seng Bank Limited  
Dah Sing Bank Limited

#### 股份過戶登記處

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

#### 股份過戶登記處分處

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

#### 主要往來銀行

中國銀行(香港)有限公司  
交通銀行股份有限公司  
渣打銀行(香港)有限公司  
香港上海滙豐銀行有限公司  
中國工商銀行(亞洲)有限公司  
星展銀行(香港)有限公司  
中信嘉華銀行有限公司  
恒生銀行有限公司  
大新銀行有限公司



## Directors' Profile

### 董事簡介

#### EXECUTIVE DIRECTORS

**Shum Siu Hung**, aged 49, is Chairman of the Company. Mr. Shum is responsible for the formulation and implementation of corporate policies and strategies. Mr. Shum has over 20 years of experience in international trading and investment in China.

**Chiu Sing Chung, Raymond**, aged 49, is Managing Director and the head of operations in the PRC of the Company. Mr. Chiu had over 20 years' experience in banking and management. He has been involved in the financing and supervision of business projects in the PRC since the late 1980's. During the last 10 years, Mr. Chiu held senior positions in a number of businesses in the PRC and was in charge of the management and control of a wide range of projects.

**Shum Chun, Lawrence**, aged 29, supervises retail operations and is involved in the financial affairs of the Group. Mr. Shum graduated from the University of Saskatchewan with a degree in Bachelor of Arts, majoring in Economics. Prior to joining the Company in 2004, Mr. Shum has pursued a career in finance and accountancy in an international accounting firm. He is the son of Mr. Shum Siu Hung.

**Cen Ziniu**, aged 39, graduated from Shanghai Jiao Tong University and has been involved in trading businesses in Hong Kong and China, holding senior managerial positions. Mr. Cen has extensive experience in dealership management, business formation and marketing. He is responsible for market development of the Group and overseas operations. He is a cousin of Mr. Shum Siu Hung.

#### 執行董事

**岑少雄**，現年49歲，本公司主席，負責制訂及實施本集團的發展方針和經營策略。岑先生擁有超過20年於中國從事國際貿易及投資經驗。

**趙承忠**，現年49歲，本公司董事總經理及本集團中國業務之總監。趙先生於銀行業務及管理方面擁有超過20年經驗。彼自1980年代後期於國內從事企業項目的財務和監督。過去10年期間，趙先生於國內若干企業擔任要職及負責管理和監控各類項目。

**岑濬**，現年29歲，監督零售業務並參與本集團之財務事宜。岑先生畢業於University of Saskatchewan，持有文學學士學位，主修經濟學。2004年加入本公司之前，岑先生曾於一家國際會計師行服務。彼為岑少雄之子。

**岑子牛**，現年39歲，畢業於上海交通大學，並曾在本港及中國內地從事商業貿易業務，擔任管理要職。岑先生在經銷權管理、企業結構和營銷方面累積了豐富經驗，現負責及監管本集團之市場拓展及海外事務。他是岑少雄先生之堂弟。





## Directors' Profile

### 董事簡介

#### NON-EXECUTIVE DIRECTOR

**Wu Hong Cho**, aged 62, graduated from the Law School of the University of Hong Kong and had over 10 years' experience practicing as a solicitor in Hong Kong. Mr. Wu had held senior positions and was in charge of corporate financial matter in a number of public companies in Hong Kong prior to joining the Company as an executive director in 1998. Mr. Wu was re-designated non-executive director from July 1, 2006, he is currently an independent non-executive director of Beiren Printing Machine Limited, a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange and an executive director of C C Land Holdings Limited, a company listed on the Hong Kong Stock Exchange.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Cheung Kwan Hung, Anthony**, aged 56, Mr. Cheung is an associate member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Cheung graduated from the Hong Kong Polytechnic University (formerly: the Hong Kong Polytechnic) with a higher diploma in Accountancy. Mr. Cheung has over 25 years of experience in account, finance and investment banking profession specialising in equity/debt fund raising, mergers and acquisition and corporate restructuring before working with publicly listed companies undertaking corporate management, planning and strategies development functions.

#### 非執行董事

**胡匡佐**，現年62歲，畢業於香港大學法律系，於香港執業超過10年。胡先生在1998年加入本集團為執行董事，之前亦在本港若干上市公司擔任要職，負責企業財務事宜。胡先生由2006年7月1日起調任非執行董事，現兼任北人印刷機械股份有限公司(在香港聯合交易所及上海證券交易所上市的公司)獨立非執行董事及中渝置地控股有限公司(在香港聯合交易所上市的公司)執行董事。

#### 獨立非執行董事

**張鈞鴻**，現年56歲，為英國特許公認會計師公會及香港會計師公會會員。張先生畢業於香港理工大學(前稱：理工學院)，持有會計系高級文憑。張先生於會計、財務及投資銀行方面具有超過25年經驗，專主股本／債務融資、合併及收購和企業重組，於上市公司工作期間主要負責企業管理、策劃及策略性發展。



## Directors' Profile

### 董事簡介

**Chan Yuk Wai, Benedict**, aged 49, is a holder of a Master of Science Degree in Applied Mechanics (Cranfield Institute of Technology, U.K.) and a registered professional engineer in Hong Kong and the U.K. Mr. Chan is the recipient of the U.K. Institution of Mechanical Engineers Outstanding Project Price Award, 1981. For the last 20 years, Mr. Chan has taken up key management positions in engineering and technology businesses in Hong Kong, ranging from pumping equipment and control systems, mini-piling, and software and hardware engineering businesses.

**Xu Mingshe**, aged 52, was accredited a doctor's degree in economics by the Xiamen University. He graduated from the Guangzhou Institute of Foreign Languages with a bachelor's degree in English, holds the title of Senior Economist, and has over 20 years' experience in the banking-finance field. Since 1980, Dr. Xu has held in succession a series of position in the top management level in banking sector in the PRC, and has been well connected in the finance and corporate sectors both in the PRC and overseas. Dr. Xu's expertise ranges from public listings to project financing, syndicated loan, debt restructuring and merge and acquisition. He has taken part in a considerable number of overseas listing of Chinese enterprises and other major fund raising exercises. Dr. Xu was appointed as independent non-executive director of the Company on July 1, 2006 and an independent non-executive director of EPI (Holdings) Limited (a company listed on Hong Kong Stock Exchange) on October 4, 2006.

**陳旭煒**，現年49歲，持有英國Cranfield Institute of Technology之機械工程碩士學位，為香港及英國註冊專業工程師並曾獲得1981年英國機械工程師學會超卓表現獎。於過去20年，陳先生在香港工程及科技行業擔任主要管理職位，所管理的企業其業務範圍涵蓋泵浦系統、程控系統、迷你樁及軟硬件工程等業務。

**徐名社**，現年52歲，持有廈門大學經濟學博士學位。彼畢業於廣州外語學院英文系，為高級經濟師，並擁有超過20年的銀行金融經驗。自1980年始，徐博士於中國銀行界歷任重要管理層職位，並於中國及海外的金融及企業界中擁有良好的人際網絡。徐博士在上市集資、項目融資、銀團貸款、債務重組及合併收購等擁有廣泛經驗。彼亦曾參與多項中國企業海外上市及其他主要融資項目。徐博士於2006年7月1日獲委任為本公司獨立非執行董事並於2006年10月4日獲委任為長盈集團(控股)有限公司(在香港聯合交易所上市之公司)獨立非執行董事。



## Chairman's Statement 主席報告

On behalf of NewOcean Energy Holdings Limited (the "Company"), I am delighted to present the audited financial results of the Company and its subsidiaries (collectively the "Group") for the year ended December 31, 2007.

The Group had another year of high turnover growth in 2007. Total turnover reached approximately HK\$3,890,225,000, a surge of 63.1% in comparison with that of approximately HK\$2,384,835,000 in 2006. After tax net earnings of the Group increased to approximately HK\$50,454,000, 14.3% higher than that of approximately HK\$44,130,000 for the year of 2006.

More encouraging to us, the Group was elected one of the Hong Kong Outstanding Enterprises in 2007 by The Economic Digest. This honor represents the public's acknowledgement of the Group's rapid growth, prudent corporate governance and strong commitment to the interest of the minority shareholders. Also, it is a recognition of the contribution made by the Group's management and all our staffs.

In pursuing the Group's development, we have been taking the approach of aggressively investing in entities with high development potential, and prudently managing the risks in the day to day operation. This management approach successfully brought our LPG operation to become the core business of the Group and more importantly, it has been producing brilliant results every year. In 2007, the Group's LPG business again entered into a higher stage. Our Zhuhai LPG Terminal became the third largest LPG terminal (in terms of throughput volume) in China. It also achieved the breakthrough in establishing itself as a significant distribution center for pressurized LPG in the South China Sea area covering Hong Kong, Macau, Vietnam and Philippines. It is indeed a milestone in our LPG business development. We have successfully freed ourselves from the limitation of the Guangdong market and expand into the international market where, we foresee, would bring a more promising future.

本人謹代表新海能源集團有限公司(「本公司」)董事會欣然向股東提呈本公司及其附屬公司(統稱「本集團」)截至2007年12月31日止經審核的業績報告。

本集團於2007年再次實現業務的高增長，營業額達到約3,890,225,000港元，比對2006年約2,384,835,000港元，上升了63.1%。全年稅後盈利達約50,454,000港元，比對2006年全年稅後盈利約44,130,000港元，上升了14.3%。

更值得鼓舞的是，本集團榮幸地被香港經濟一周雜誌選為2007年度香港傑出企業之一，這項殊榮代表了社會認同本集團業務的快速增長、嚴肅的公司管治精神及對小股東負責任的態度，亦肯定了管理層及所有員工對本集團所作出的貢獻。

在液化石油氣的經營和拓展上，我們一直進取地對有助發展的業務進行投資，同時亦謹慎地進行經營上的風險管理。這是促使液化石油氣成為本集團的主營業務、並得到了驕人成績的主要原因。2007年，本集團的液化石油氣業務又上了另一個臺階。珠海碼頭不但成為中國全國三大液化氣進口碼頭，而且亦變成南中國海區域內壓力液化石油氣的主要配送基地之一。踏出廣東、進軍香港、澳門、越南、菲律賓等周邊地區是本集團液化石油氣業務國際化的一項重要的里程碑，往後的發展空間廣闊、前途無限。





## Chairman's Statement

### 主席報告

In parallel to the active promotion of our LPG business, the Group has all along been maintaining its position in electronic components trading. This is a strategic measure for the purpose of preserving the value of the Group's know-how and market connection in the electronics industry, and further preparing to grasp any up-coming opportunities. In early 2007, the Group identified the Mekong River area as a market with vast development potentials in lower/middle end cellular phones. More resources therefore have been shifted from engaging in electronic components trading to the development of cellular phone, a business with more specific development path and planning. The Group will take a similar management approach as the LPG business to develop the cellular phone market in Mekong River and to contribute additional benefits for the Group.

I truly believe that an endeavoring spirit combined with strong risk management are the essential factors in all successful businesses. We, as always, continue this idea by effectively implementing the Group's business plan in order to better serve the interest of our shareholders.

The Group proposes to declare a dividend of HK1.1 cents per share for 2007.

I would like to take this opportunity to express my sincere appreciation to all the Group's employees for their dedicated work and contribution in the past year.

**Shum Siu Hung**  
*Chairman*

Hong Kong, April 23, 2008

在積極發展液化石油氣業務的過程中，本集團並未間斷過電子零件的一般貿易。這是有效保存本集團電子業務經驗和維持行業關係的措施，亦是為了能夠及時掌握新商機所做的鋪墊工作。2007年年初本集團認定了印支半島湄公河流域上的發展中國家是中低價手機的市場、擁有龐大的開發潛力，因此決定將電子零件買賣的業務逐步轉向發展更有針對性和計劃性的手機業務。我們將採取與發展液化石油氣同樣的經營管理理念來拓展湄公河流域的手機業務，為集團增添一條有效益的渠道。

本人深信，勇於開拓的精神加上強烈的風險管理意識是所有業務發展的成功要素。我們將一如既往地繼續這個中心思想，有效執行集團制定的發展計劃，為股東創造更高的經濟效益。

本集團建議派發末期股息，每股 1.1 港仙。

本人借此機會，謹代表董事會對本集團全體員工過去一年的辛勤、努力、表現及貢獻表示感謝。

主席  
岑少雄

香港，2008年4月23日



## Management Discussion and Analysis

### 管理層之討論及分析

The Group continued to achieve high business growth for the year ended December 31, 2007. Group total revenue surged to approximately HK\$3,890,225,000, a growth of 63.1% in comparison with that of approximately HK\$2,384,835,000 for the year ended December 31, 2006. Profit attributable to the equity holders of the Company for the year ended December 31, 2007 was approximately HK\$50,454,000, an increase of 14.3% comparing with that of approximately HK\$44,130,000 for the year ended December 31, 2006. As at December 31, 2007, the Company had 481,676,687 shares in its issued and paid up capital. Basic earnings per share for the year 2007 was HK10.47 cents, an increase of 14.3% comparing with the basic earnings per share of HK9.16 cents for the year ended December 31, 2006.

Regarding the Group's business volume for 2007: (1) the turnover contribution of liquefied petroleum gas ("LPG") was approximately HK\$3,673,610,000, about 94.4% of the total turnover; its gross profit contribution amounted to approximately HK\$146,919,000, about 85.9% of the Group's total gross profit, total LPG sale volume for the whole year reached 650,000 tons, an increase of 25% in comparison with that of 520,000 tons in the year 2006; (2) the turnover contribution of electronic components and cellular phones ("electronics") was approximately HK\$216,615,000, representing 5.6% of the total turnover; its gross profit contribution amounted to approximately HK\$24,059,000, about 14.1% of the Group's total gross profit.

**LPG business** continued its two-prong development — wholesaling and retailing — in year 2007.

**LPG Wholesaling** has gradually changed from the general buy/sell trading model to substantially a price hedged, quasi logistic service business model. All LPG sourced in bulk from the international market is channeled through our Zhuhai Terminal that serves as

本集團於截至2007年12月31日止之年度內繼續實現了業務高增長的佳績。其間之營業總額約為3,890,225,000港元，比對截至2006年12月31日同期營業總額約2,384,835,000港元，上升了63.1%。2007年度內本公司之權益持有人應佔溢利為約50,454,000港元，比對2006年度之溢利約44,130,000港元，上升了14.3%。截至2007年12月31日，本集團已發行並已繳足股份數目為481,676,687股，每股基本盈利為10.47港仙，與截至2006年12月31日止之年度內每股基本盈利9.16港仙比較，上升了14.3%。

2007年之總營業額中：(1)液化石油氣(以下簡稱為「液化氣」)業務量為約3,673,610,000港元，佔總營業額94.4%；毛利潤貢獻約為146,919,000港元，佔總毛利85.9%；全年液化氣銷售量約為650,000噸，比對2006年同期約520,000噸的銷售量上升25%；(2)電子零件及手機(以下簡稱為「電子」)業務量約為216,615,000港元，佔總營業額5.6%；毛利潤貢獻約為24,059,000港元、佔總毛利的14.1%。

**液化氣業務**於2007年期間繼續朝著批發與零售兩綫發展。

**液化氣批發業務**已逐漸從原來買進賣出的一般貿易模式，轉化到大部分為價格對沖、接近提供物流服務的貿易模式。從國際市場大批量採購的液化氣，全部以珠海碼頭作為中



## Management Discussion and Analysis

### 管理層之討論及分析

a cargo holding and logistic centre for redistribution to neighboring area covering Guangdong, Hong Kong, Macau, Philippine and Vietnam. The change effectively mitigates the risk of price fluctuation and at the same time speedily boosts the LPG wholesaling volume. We strongly believe the adoption of such business model will contribute to the Group enduring benefits in the long run.

**LPG Retailing** continues to expand in Guangdong Province by way of acquiring other bottling plant operators in the market. At the same time the Group substantially increased the volume of domestic LPG purchase, reducing our bottling plants' reliance on imported LPG from the Zhuhai Terminal. This move effectively helps to keep up their competitiveness in the retailing price and at the same time strengthen their earning capability.

**Electronics** business is changing from general trading of electronic components to cellular phones trading, which can be more specifically planned, more effectively managed and has a higher development potential. The developing countries along the Mekong River have been identified as the target market for the Group's cellular phones.

轉倉儲及物流中心，分銷至中國廣東省及香港、澳門、菲律賓、越南等周邊地區。這項轉變有效地避免了價格波動的風險，同時實現了批發業務量的快速增長、為集團帶來穩定和長遠收益。

**液化氣零售業務**繼續沿用收購廣東省市場上現有營運商的方法擴大業務量。另外，本集團大幅增加採購價格低廉的國產氣、逐步減少使用珠海碼頭供應的進口氣，以保持本集團在液化氣零售價格上的競爭力及其盈利能力。

**電子業務**正逐漸從原來電子零件的一般貿易轉向更有針對性、有計劃性和開發性的手機銷售業務。本集團之目標市場鎖定在印支半島湄公河流域中的發展中國家。



## Management Discussion and Analysis 管理層之討論及分析

### 1. LPG BUSINESS

#### 1.1 Market situation

##### *China – Guangdong*

LPG applications are broadly divided into two main categories – household use, and industrial/commercial cum automobile use. Generally, household users apply LPG for cooking and water heating purposes, thus there is no specific requirement on the quality (generally referring to the gas pressure and/or the proportion between propane and butane). LPG for industrial use is for manufacturing or power production. Hence, different industries require LPG of different specifications. Currently, the refineries in China are, due to various reasons, unable to produce LPG with controlled/constant quality. Therefore, LPG produced domestically is only for household use; industrial users generally rely on imported LPG.

China's total LPG consumption in 2007 was approximately 21,000,000 tons, of which about 17,000,000 tons (81%) were domestic LPG and about 4,000,000 tons (19%) were imported LPG. Guangdong is all the time the province in China that consumes the largest volume of LPG. In 2007, total consumption in the province amounted to about 5,680,000 tons, representing about 27% of the demand of the whole country. On the supply side, about 890,000 tons came from refineries inside the province; approximately 2,060,000 tons were brought in by ships and trucks from other provinces. The aggregate supply (domestic LPG) from these two sources covered 52% of Guangdong's total consumption. Approximately 2,730,000 tons (about 48%) were imported to meet the remaining demand.

### 1. 液化氣業務

#### 1.1 市場情況概述

##### *中國 — 廣東*

液化氣的應用大致分為民用、工商業用 / 汽車用兩大類。一般家庭主要應用液化氣進行煮食及燒水，對氣質(主要是氣的壓力或丙烷 / 丁烷的配置比例)並沒有特別要求；但工商業 / 汽車則需要應用不同規格的液化氣。中國煉廠目前所生產的國產氣，因為多種原因，很難穩定控制其質量，故此僅能滿足民用的需要；而工商業用 / 汽車用氣則大部分需要依賴進口。

2007年中國總共消耗約21,000,000噸液化氣，其中約17,000,000噸(81%)為國產氣、其餘約4,000,000噸(19%)從國外進口。廣東省是中國液化氣消耗量最大的省份。2007年的消耗量約為5,680,000噸、佔中國總需求量的27%。供應方面，由省內煉廠供應的國產氣量約890,000噸；其他省以船或車運抵廣東省的氣量約2,060,000噸，國產氣的總供應量佔全省消耗量52%；進口量約為2,730,000噸、佔全省消耗量約48%左右。





## Management Discussion and Analysis

### 管理層之討論及分析

Guangdong's total consumption (tons) 廣東總消耗量 (噸)	Demand (tons) 需求 (噸)			Supply (tons) 供應 (噸)	
	Household use 民用	Industrial/ Commercial use 工商業用	Automobile use 汽車用	Domestic LPG 國產氣	Imported LPG 進口氣
Year 2006: 2006年:					
5,630,000 (100%)	3,070,000 (55%)	2,310,000 (41%)	250,000 (4%)	1,810,000 (32%)	3,820,000 (68%)
Year 2007: 2007年:					
5,680,000 (100%)	3,000,000 (53%)	2,380,000 (42%)	300,000 (5%)	2,950,000 (52%)	2,730,000 (48%)

(Source: Guangdong Oil and Gas Association, with 2007 segment data projected from the data for 2006)

(來源：以上數據源自廣東油氣商會，2007年需求分類數據按2006年推算)

(A) The rapid economic growth coupled with the strong urge for improvement of the environment in the Pan-Pearl River Delta region have driven Guangdong to become faster than other provinces in converting to LPG (a clean energy) in its industrial and commercial development (especially automobile), and to put LPG to a wider range of uses. In comparison with that of 2006, the consumption of LPG by the industrial and commercial/automobile sectors increased by 120,000 tons, a growth of 4.6%. For the automobile sector alone, the growth was even higher, at 20%.

(A) 由於工商業發展迅速，同時環保工作在泛珠三角地區的推動力也較大，所以廣東省將液化氣(清潔能源)應用在工商業上的發展(尤其是汽車用氣)較其他省份為快、範圍更廣。與2006年相比較，2007年廣東省工商業/汽車用氣量實際增加了約120,000噸、增長4.6%、汽車用氣的增幅更高達20%。

(B) Prior to year 2005, while the price difference between imported LPG and domestic LPG was small, and because of the shortage of supply in the province, 90% of the LPG demand (both household use and industrial use) in Guangdong was met by importing. This explains why most of the first class LPG import terminals were built in Guangdong.

(B) 2005年以前因為國際氣價與國內氣價相約，而且省內供應不足，所以廣東省約90%的消耗量(無論來自民用或工商業用)需通過進口解決。這合理地解釋了絕大部分一級液化氣進口碼頭都集中在廣東的原因。





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- (C) In the span of 3 years from 2005 to 2007, the international price of LPG has doubled (i.e. from US\$400/ton to now US\$800/ton). The price difference between imported LPG and domestic LPG is much widened. Domestic LPG is therefore massively brought into Guangdong from other provinces. In 2007, about 2,060,000 tons of domestic LPG was transported to Guangdong satisfying about 36% of its consumption. Production inside Guangdong was also increased but reached its peak at 890,000 tons, just meeting 16% of the province's total demand. It signifies that the LPG demand of Guangdong is very unlikely to be self sustaining. Over 80% has to be supplied from other places, no matter from other provinces or overseas.
- (D) The relatively high price of imported LPG and the increase of supply from both inside and outside the province caused a significant change in the chain of flow of LPG in Guangdong. The volume of imported LPG reduced continuously from formerly 90% of the province's total consumption to 70% in 2006 and further down to about 50% in 2007. Whether or not the volume of imported LPG will decrease further is a great concern to all the first class LPG import terminals in Guangdong. It is also their key consideration in formulating purchase strategy for the coming future.
- (C) 自2005年至今的三年內，國際氣價上漲了一倍(即每噸約400美元升至現在每噸約800美元左右)，進口氣與國產氣的價格差距拉闊，大量國產氣從省外引入。2007年從省外運抵廣東省的國產氣量達到約2,060,000噸、佔總需求量約36%。省內的供應量雖已提升，但仍僅有890,000噸、佔總需求量16%而已。這證明了廣東省超過八成以上的液化氣使用量都必須從外(無論是海外或其他省)引入。
- (D) 進口氣價格高企、省內省外的供應又大幅提升，致使廣東省液化氣供應結構上發生變化。廣東省的進口氣量逐年遞減，其佔全省消耗量的比例自原來90%，到2006年約70%下降到2007年約50%。廣東省的進口氣量會否繼續下降是所有一級碼頭經營者都必須注視的問題、是他們制定往後採購策略的主要考慮。



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(E) As shown in the statistics of Guangdong in 2007, the ratio between household LPG consumption and industrial consumption (53/47) was quite similar to the ratio between the volume of domestic LPG and imported LPG (52/48). It shows the existence of a market mechanism that is driving domestic LPG supply to match with household demand and imported LPG supply to match with industrial demand. This movement reached the balancing point in 2007. Taking this factor into consideration we foresee that the volume of imported LPG will rebound slowly in line with the increase in auto-gas consumption. If the international price of LPG substantially comes down, household demand will turn back to imported LPG, causing the growth of import volume to accelerate.

#### *Other Neighboring Areas*

The situation in Hong Kong, Macau, Vietnam and Philippine and other neighboring areas are very much the same as that in Guangdong where the majority of its LPG consumption has to be fulfilled by international supply.

The case of Hong Kong is a bit different. 85% of its household demand is served by town gas while the rest, a very stable demand of about 150,000 tons per annum, is by LPG. Given that nearly all taxis in Hong Kong have been converted to LPG (mini-buses are undergoing the same conversion), the demand for auto-gas is ostensibly growing, with the volume currently reaching about 250,000 tons per annum. Macau's LPG demand is also growing as a result of the tremendous increase in commercial and

(E) 2007年廣東省液化氣數據中顯示民用氣量與工商業/汽車用氣的比例(53/47)，與國產氣與進口氣的比例(52/48)已經相當接近了，這說明市場的調節機制已自動將國產氣分配到民用、進口氣分配到工商業/汽車用的平衡點，我們估計往後的幾年進口氣量會隨著廣東省汽車用氣的增加，逐步緩慢回升。若國際氣價顯著下降，進口氣量上升的速度將會加快(部分民用的需求轉回進口氣)。

#### *其它周邊地區*

香港、澳門、越南、菲律賓等周邊地區像廣東省原來的情況一樣，其液化氣的需求大部分需要依賴外部的供應。

香港的情況較為特別，民用氣的需求以煤氣為主、佔總量85%，其餘為液化氣、年需求量約150,000噸左右，非常穩定。汽車用液化氣的需求量在過去幾年有明顯的增加，目前每年約為250,000噸，這增長與香港大部分的計程車已改用液化氣(小型巴士亦已開始轉用液化氣)有直接的關係。澳門近年商業/娛樂業發展迅速，液化氣需求量相應



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entertainment activities. Currently, Macau's LPG demand is about 40,000 tons per annum.

The LPG import volume of Vietnam surged from 465,000 tons in year 2006 to 607,000 tons in year 2007, an increase of 31%. The import volume of Philippine in year 2007 was approximately 850,000 tons which was similar to that in 2006. LPG consumed in Hong Kong, Macau, Vietnam and Philippine was in the past mainly supplied by Taiwan and Thailand. Since the end of 2006, Taiwan's production became quite unstable, this substantially affected its supply. Thailand had relocated its LPG production for local use; export is basically not allowed. All these changes in the market gave a very good chance for the first class LPG terminals to substitute the role of Taiwan and Thailand and become the major pressurized LPG supplier in the region.

大增，目前的年需求量約達40,000噸。

越南的進口量由2006年465,000噸上升至2007年607,000噸、上升幅度達31%。菲律賓2007年的進口量為850,000噸，與2006年的數量相約。香港、澳門、越南、菲律賓等地的液化氣供應過去主要來自台灣及泰國。自2006年年末，台灣的液化氣出口量有所減少，而且非常不穩定。泰國煉廠生產的液化氣則限制出口，轉為內銷之用。種種的變化令區內液化氣(壓力貨)的供應量驟降，這反而給廣東省沿海的一級液化氣碼頭提供了良好機會、取代了台灣及泰國、變成液化氣(壓力貨)在區內的主要供應商。



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#### 1.2 Business situation

The purchase volume of the Group:

##### Purchase categories

採購類別	2007		2006	
Imported refrigerated LPG Term contract (10 shipments)	220,000 tons	43%	0	0%
進口冷凍船貨長期合同	220,000噸 (10船)		0	
Imported refrigerated LPG Spot purchase (26 shipments)	285,000 tons	55%	443,000 tons	93%
進口冷凍船貨即期採購	285,000噸 (26船)		443,000噸 (24船)	
Imported pressurized LPG Spot purchase	0	0%	13,000 tons	3%
進口壓力船貨即期採購	0		13,000噸 (7船)	
Domestic pressurized LPG Spot purchase (7 shipments)	12,000 tons	2%	16,000 tons	4%
國內壓力船貨即期採購	12,000噸 (7船)		16,000噸 (14船)	
Purchase volume of Zhuhai Terminal 珠海碼頭採購量	517,000 tons	80%	472,000 tons	91%
	517,000噸		472,000噸	
Local trucks LPG Spot purchase (5,000 trucks)	133,000 tons	20%	48,000 tons	9%
國內壓力車貨即期採購	133,000噸 (5,000車次)		48,000噸 (2,000車次)	
Total purchase volume of the Group 集團總採購量	650,000 tons	100%	520,000 tons	100%
	650,000噸		520,000噸	

The imported cargoes were supplied mainly by Glencore, Vitol, Statoil, Geogas, Naftomar and Petrodec. The supply by Glencore and Vitol were made on the basis of term contract, price determined in link with LPG index and shipments to arrive regularly. Other supplies were on spot basis. Prices were determined partly in link with LPG index and partly fix. Domestic LPG was procured based on spot market price from refineries, other terminals and local traders inside China.

#### 1.2 業務情況

本集團的採購總量：

進口貨的供應商包括Glencore、Vitol、Statoil、Geogas、Naftomar及Petrodec等，其中Glencore及Vitol是以長期合同、液化氣指數計價的形式，定期供貨。即期採購大部分的價格同樣以指數計算、小部分為當時市場的固定價。國產氣的主要供貨商為國內煉廠、其他碼頭及貿易商，大部分按照當時市場的固定價計算。



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The sales volume of the Group:

本集團的銷售總量：

#### Sales categories

銷售類別	2007		2006	
Bonded export Term contract	135,000 tons	29%	0	0%
保稅出口長期合同	135,000噸		0	
Bonded export Spot sale	14,000 tons	3%	36,000 tons	10%
保稅出口即期銷售	14,000噸		36,000噸	
Domestic LPG term contract accounts	79,000 tons	17%	0	0%
國內長期合同戶	79,000噸		0	
Domestic joint purchase contract accounts	125,000 tons	26%	210,000 tons	60%
國內聯合採購合同戶	125,000噸		210,000噸	
Domestic LPG Spot sale	119,000 tons	25%	104,000 tons	30%
國內即期銷售	119,000噸		104,000噸	
Wholesale volume	472,000 tons	73%	350,000 tons	67%
批發量	472,000噸		350,000噸	
Sale of retailers Sales volume	178,000 tons	27%	170,000 tons	33%
三級站銷售零售量	178,000噸		170,000噸	
Total sales volume of the Group	650,000 tons	100%	520,000 tons	100%
集團總銷售量	650,000噸		520,000噸	

The major overseas customers of our LPG wholesaling include Hong Kong Sinopec, E1 Corporation and Sojitz, and the major local customers in China include Guangzhou SHV, Zhuhai Gas and Guangzhou Lianxin (the auto-gas operator in Guangzhou). Sales to all these major customers were on term contracts (or joint purchase agreement) with the prices determined in link with LPG index or on cost plus basis. All spot sales (no matter to overseas or local customers) were on fixed prices determined in accordance with the then market situation.

批發業務的海外客戶主要包括香港中石化、E1 Corporation、Sojitz；國內的主要客戶包括廣州SHV、珠海煤氣公司及廣州聯新公司（廣州汽車加氣運營商）。這些主要客戶均簽訂了長期合同或聯合採購合同。長期銷售合同的價格全部以液化氣指數計價，而聯合採購則以成本加利潤計算。所有即期的銷售（無論是海外或國內），其價格都按照當時市場的固定價計算。





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### *Wholesale business*

In 2007, the Group's LPG wholesale volume reached 472,000 tons, an increase of 35% in comparison with that of 350,000 tons in year 2006. The growth was attributable entirely to the substantial increase in export (approximately 150,000 tons). Local wholesaling could only be maintained at a volume ranging from 310,000 to 320,000 tons. At the end of 2006, most of the first class terminals in Guangdong had already been aware of the further decrease in LPG import volume. Besides, they unavoidably had to compete with the domestic LPG that would be dumped into the Guangdong market. The immediate reaction of most terminals was to reduce their purchase of the import volume. We however adopted a different approach to tackle the situation. We decisively took measures in both maintaining our share in the domestic market and expanding our sales into the overseas market.

In order to maintain our local market share, strong marketing effort was put on the industrial users and we successfully obtained a term contract from the Guangzhou auto-gas operator. In 2007, this term contract contributed an additional sales volume of 79,000 tons. It made up for the reduced volume under the joint purchase arrangement and generated a much higher profit margin.

Expansion into the overseas market was also quite successful. Term contracts were entered into with E1 Corporation, Sojitz and the Hong Kong Sinopec and that contributed a sales volume of 135,000 tons in 2007 (29% of total wholesale business in 2007). As the purchase price and the selling price of this

### *批發業務*

本集團2007年液化氣批發業務量(472,000噸)，比2006年(350,000噸)上升了35%。這個增幅實際上全部來自保稅出口(約150,000噸)的大幅增長，而國內的批發業務量僅維持在310,000至320,000噸的水平。事實上，大部分廣東的一級進口碼頭在2006年年底就已經察覺到廣東省市場的進口氣需求量會減少，而且將必需與價格低廉的國產氣激烈競爭。大部分一級碼頭的即時反應是大幅降低進口氣的採購量，而本集團則同時實行維護國內市場佔有份額及開拓海外市場(保稅出口)這兩項應對措施。

在保護國內市場佔有份額上，我們加強了針對工商業/汽車加氣用戶的推銷工作，成功地獲得廣州汽車加氣運營商的長期合同，並在2007年內實現了約79,000噸的銷售。這新增的銷售量不但彌補了聯合採購業務減少的數量，而且所產生的毛利比聯合採購業務更高。

海外市場的發展在2007年獲得很好的成績。在2006年年底就已經與E1 Corporation、Sojitz及香港中石化簽訂了長期合同，並在2007年實現了135,000噸的銷售(佔2007年總批發量29%)。這項業務因為買入與賣出均以液化氣指數為



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line of business are all linked to the same LPG index, the profit margin is ascertained. Price fluctuation risk is effectively hedged.

The previously mentioned measures enabled Zhuhai Terminal to better utilize its competitive edge as being a first class import terminal, achieve continual business growth under difficult market situation, maintain and intensify the cooperation relation with the major international LPG suppliers, and more importantly further improve its earning capability.

In 2008, it is estimated that the sales to the Guangzhou auto-gas operator will increase to 120,000 tons and sales to overseas customers under term contracts and spot business of bonded export will increase to 240,000 tons and 60,000 tons respectively. Sales volume under joint purchase arrangement will be further reduced to 75,000 tons. All together our LPG wholesaling is estimated to surge to about 550,000 tons. It is worth noting that 90% of these wholesaling are to be conducted under a model of hedged price and ascertained profit margin. The LPG wholesaling business will definitely contribute to the Group stable and enduring benefits.

### *Retail business*

In 2007, the Group continued to acquire other bottling plant operators in the Guangdong Province in order to push forward our retail business development. In early 2007, we acquired 51% interest of Guangzhou Shi Menghua LPG Company Limited ("Menghua"), and further increased our stake in Menghua to 90% in the middle of year 2007. Menghua operates four LPG bottling

基礎進行計價，所以其產生的毛利已經鎖定，使我們有效地規避了價格波動的風險。

實施上述兩項措施有效地令珠海碼頭得以利用其一級進口碼頭的優勢，保持業務量的增長、延續並深化與國際主要供應商的合作關係，並獲得實質經濟效益的改善。

2008年，預計售予廣州汽車加氣運營商的業務量可以增加到120,000噸、保稅出口的長期合同業務量將再大幅增加至240,000噸、保稅出口的即期業務亦會上升至60,000噸，儘管聯合採購的貨量估計會進一步下降到75,000噸，但總體的批發業務量將上升至約550,000噸左右。值得注意的是這總批發量中，超過90%的價格已得到對沖、毛利潤已經鎖定。液化氣批發業務將成為本集團穩定、長遠的收益來源。

### *零售業務*

本集團在2007年繼續採取收購廣東省內現有的運營商來促進我們零售業務的發展。在2007年年初收購了廣州市夢華燃氣有限公司(「夢華」)51%的股權，又在年中增購夢華股權至90%。夢華下屬管理經營四個位於廣州區的氣站，日銷售量達約150噸，是廣州區內第二大零售商(僅次於廣州SHV)，約佔廣



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plants in Guangzhou. Its retail volume is approximately 150 tons per day making it the second largest retailer in Guangzhou after Guangzhou SHV (approximately 11% market share in Guangzhou). The former owner has sub-contracted the whole operation of Menghua in the first year of our acquisition (i.e. year 2007). As a result, Menghua's sales volume was not consolidated into the books of the Group. Because of this and notwithstanding that we had acquired 90% interest of Menghua in 2007, the total retail volume of the Group just increased by approximately 8,000 tons when comparing with that of year 2006 (growth of approximately 4.7%).

In Guangdong, the household consumption volume of LPG in 2007 (approximately 3,000,000 tons) actually dropped by about 2.3% in comparison with that of 3,070,000 tons in 2006. The 4.7% growth achieved by our 9 bottling plants should be considered as a better-than-market result. More significantly, the Group had successfully reduced the volume of LPG (imported gas) required to be allocated by Zhuhai Terminal to our bottling plants. The volume of such internal allocation was about 122,000 tons in 2006; it was reduced to about 45,000 tons in 2007 (substantial decrease of 63%). On the other hand, the purchase of domestic LPG was increased from 64,000 tons to 144,000 tons in 2007 (up by 125%). As domestic LPG is lower in price, the operation cost of our bottling plants in 2007 was very well controlled and their earning capability was significantly improved.

州11%的市場份額。在本集團收購夢華90%股權的第一年(即2007年)，夢華的業務由其原股東以承包方式經營，因此，其2007年的業務量並未併入本集團。正由於此原因，儘管在2007年已經收購了夢華90%的股權，本集團的零售總量比2006年僅增加約8,000噸左右(升幅約為4.7%)。

值得注意的是，2007年廣東省民用氣的消耗量(約3,000,000噸)比2006年(約3,070,000噸)實際下降了接近2.3%。所以，由集團下屬9個氣站所創造的4.7%增長應被視為卓越的佳績。除此之外，本集團在2007年已經降低了三級站需協助珠海碼頭分流的貨量。2007年由珠海碼頭配送給三級站的貨量(進口氣)僅有45,000噸，比2006年約122,000噸，下降了63%。與此同時，國產氣(主要供應三級站)的採購量則大幅提升至144,000噸，比2006年64,000噸，上升了125%。眾所周知，國產氣的成本價格較進口氣為低，所以，上述此消彼長的採購調動安排，已經有效地降低三級站的運營成本及改善其經營的毛利。



## Management Discussion and Analysis

### 管理層之討論及分析

In 2008, the business volume of Menghua will be consolidated into the Group. It will add about 55,000 tons to our retail business. The total retail volume of the Group is expected to increase prominently to about 240,000 tons. Furthermore, the purchase volume of domestic LPG will be increased to about 200,000 tons enabling our retail business to make remarkable profit in 2008.

## 2. ELECTRONICS BUSINESS

In 2007, the turnover of the Group's electronics business amounted to about HK\$216,615,000 of which about HK\$157,778,000 was attributable to the trading of electronics components (about 72.8%) and the rest of about HK\$58,837,000 came from sales of cellular phones (about 27.2%).

The Group is cooperating with Newtel Corporation Co. Ltd. ("Newtel") of Thailand to develop the business of supplying cellular phones to Thailand and Vietnam markets. Newtel and the Group jointly study and design various models of cellular phones that will suit the consumers' appetite of these two markets. In the course of designing and creating a product, Newtel is responsible for identifying the consumers' preference for style and functions while the Group provides technical support and the know-how about components selection. This is the part where Newtel and the Group will work together. The rest of the business transactions between Newtel and the Group are purely buying and selling (the Group will identify prudent manufacturers in China, place purchase order to them for production of certain volume in accordance with the design concurred by Newtel and the Group and then sell the whole lot of products to Newtel). Since our purchase of the cellular phones from the manufacturer in China shall be made on the prerequisite of Newtel taking all the products, the profit margin of this business is ascertained.

2008年，夢華的業務量將併入本集團，可增加的零售量約為55,000噸，估計集團的總零售量將會顯著增加至約240,000噸。另外，國產氣的採購量亦會增至約200,000噸左右。集團從零售業務所獲得的收益將更為可觀。

## 2. 電子業務

2007年，本集團電子業務的營業額約為216,615,000港元，其中電子零件的一般貿易為約157,778,000港元、佔電子業務量約72.8%；手機營業額為約58,837,000港元，佔電子業務量約27.2%。

本集團與泰國Newtel Corporation Co. Ltd. (「Newtel」) 進行合作，發展手機輸往泰國、越南的業務。在這項合作上，Newtel與本集團共同開發及設計可被泰國及越南市場廣泛接受的各類型手機。在設計、開發的過程中，Newtel主要負責認定消費者對款式的喜好及功能上的要求，而本集團則側重於技術支援及零部件配置/組合。除此之外，Newtel與本集團之間就只有貨物的買賣關係(本集團尋找國內手機生產廠家，按照雙方認定的設計，生產一定數量的產品，以批發的形式轉售Newtel)。由於先有買家，後進行採購，所以這項業務一定能夠產生正面的利潤。





## Management Discussion and Analysis

### 管理層之討論及分析

In 2007, about 60,000 cellular phones were sold to Newtel based on this business model. Newtel and the Group had smooth cooperation and payments by Newtel were punctually made. We anticipate that the volume of this line of business will be substantially increased to 200,000 units of cellular phones in 2008.

### 3. BUSINESS OUTLOOK

The Group will continue to better focus on LPG wholesaling for its business development. To do so the Group will further improve and enhance the throughput capability of Zhuhai Terminal enabling it to maintain and expand its business relationship with both domestic and overseas counterparts. The storage capacity expansion project (from 2,100 tons to 15,600 tons) in Zhuhai Terminal was basically completed in October 2007. The separate storage for propane and butane and the mixing facilities were successfully test run at the end of 2007, and the installation of all the facilities is anticipated to complete within 2008. Application for government approval to add two additional 5,000 tons class berths along the Terminal's coastal line is entering into the final stage, and the construction will most likely commence in the 4th quarter of 2008. All these construction works would be completed in the first half of 2009. By then, the competitiveness of Zhuhai Terminal will be further enhanced.

In respect of the LPG retail business, the Group will continue to acquire other bottling plant operators in Guangdong for network expansion. At the same time, the purchase of domestic LPG will be substantially increased for further improvement of the earning capability of the retail business.

2007年通過此項合作完成的手機批發量約為60,000台。雙方的合作非常流暢，而且Newtel對貨款的支付亦非常準時。估計2008年，這項業務量將有可能增加至200,000台。

### 3. 業務前瞻

本集團的液化氣批發業務將繼續按照原定設想，以不斷改善珠海碼頭的貨物吞吐效率來加強及擴大與中國境內/海外的業務合作。珠海碼頭擴大倉儲容量（從2,100噸擴大到15,600噸）的工程在2007年10月基本完成；丙烷、丁烷兩種氣體分別存儲及可按客戶需要進行特定比例混合充裝的裝置在2007年年底已經試運行成功，估計在2008年內完成全部改裝工程；此外在珠海碼頭有權使用的海岸綫上增添兩個5,000噸級泊位的項目目前正在審批階段，估計最快到2008年第四季度才可以動工。這些工程估計需到2009年上半年才可以竣工，屆時，珠海碼頭將有更強的競爭力，爭取成為南中國海區域內最大的液化氣集散中心。

液化氣零售業務方面，本集團將繼續採用收購市場內現有運營商的途徑進一步提高零售業務量。與此同時，國產氣採購量的增加，將有助提升零售業務的盈利能力。





## Management Discussion and Analysis

### 管理層之討論及分析

In respect of the cooperation with Caltex South China Investment Ltd to jointly invest in the establishment of 80,000 tons of oil product storage at the Zhuhai Terminal, because of government policy issues, the project implementation is deferred. Nevertheless, Caltex and the Group agreed unanimously to continue the cooperation and keep on the negotiation with the Government for early approval of the project.

與華南加德士合資在珠海碼頭空置地塊上興建80,000噸成品油庫的合作，因為政府政策問題而有所阻延，但雙方一致同意保留此項合作，並繼續與政府洽商，爭取項目批准早日落實。

### LIQUIDITY AND FINANCIAL RESOURCES

As at December 31, 2007, the net current assets of the Group amounted to approximately HK\$13,722,000 (2006: HK\$11,718,000) and the Group's bank balances and cash was approximately HK\$105,968,000 (2006: HK\$151,034,000). At the balance sheet date, current ratio was 1.01:1 (2006: 1.01:1), quick ratio was 0.93:1 (2006: 0.94:1), gearing ratio was 0.77:1 (2006: 0.69:1) which was calculated based on total liabilities of approximately HK\$1,795,689,000 (2006: HK\$1,014,332,000) and total assets of approximately HK\$2,319,532,000 (2006: HK\$1,461,813,000).

### CONTINGENT LIABILITIES

The Group had no significant contingent liabilities at December 31, 2007 and 2006.

### 流動資金及財務資源

截至2007年12月31日，本集團之流動資產淨值合共為約13,722,000港元(2006：11,718,000港元)；銀行結餘及現金約為105,968,000港元(2006：151,034,000港元)；於結算日，流動比率為1.01:1(2006：1.01:1)；速動比率為0.93:1(2006：0.94:1)。資產負債比率為0.77:1(2006：0.69:1)，此乃根據負債總額約1,795,689,000港元(2006：1,014,332,000港元)和資產總額約2,319,532,000港元(2006：1,461,813,000港元)計算。

### 或然負債

截至2007年及2006年12月31日，本集團並無重大或然負債。



## Management Discussion and Analysis

### 管理層之討論及分析

#### PLEDGE OF ASSETS

At December 31, 2007, the Group pledged its bank deposits amounting to approximately HK\$755,375,000 (2006: HK\$313,657,000) to secure general banking facilities granted to the Group. The bank loans of the Group comprise of an amount of approximately HK\$171,160,000 (2006: HK\$163,380,000) drawn under a term loan facility secured by a floating charge over the assets of the Company, and by share mortgages of the issued capital and floating charges over the assets of Sound Hong Kong Limited and NewOcean (Shenzhen) Energy Investment Limited which are wholly-owned subsidiaries of the Company.

#### EMPLOYEES AND REMUNERATION POLICIES

As at December 31, 2007, the Group employed approximately 500 full time employees in Hong Kong and the PRC. The Group remunerated the employees based on their performance, experience and prevailing market practice. Employee benefits provided by the Group include a provident fund scheme, medical insurance scheme and an employee share option scheme.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the 12 months ended December 31, 2007.

#### 資產抵押

於2007年12月31日，本集團為獲得一般銀行信貸而將約755,375,000港元(2006：313,657,000港元)之銀行存款抵押。本集團之銀行貸款包含一項約171,160,000港元(2006：163,380,000港元)以本公司之資產作浮動按揭之定期借款信貸。此借款亦以本公司全資擁有之附屬公司新海香港有限公司及新海(深圳)能源投資有限公司之資產作浮動按揭，及以該等公司之已發行之股本之股票作抵押。

#### 僱員及酬金政策

截至2007年12月31日，本集團於香港及中國僱用約500名全職僱員。本集團按各員工之工作表現、經驗及當時市場情況酬報各員工。本集團之員工福利包括強制性公積金供款、醫療保險及僱員購股權計劃。

#### 購買、出售及贖回本公司之上市證券

於截至2007年12月31日止12個月期間內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。



## Corporate Governance Report 企業管治報告

The Company is committed to good corporate governance principles. Its Board recognizes that an effective corporate governance framework and high governance standard are both essential to the Company's long-term development.

### CORPORATE GOVERNANCE PRACTICES

Throughout the year ended December 31, 2007 the Company applied the principles and complied with all code provisions as set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, save for a deviation from the provision governing tenure of non-executive directors mentioned below.

Provision A.4.1 of the CG Code provides that non-executive directors shall be appointed for specific term, subject to re-election. The Company deviated from this provision in that none of the non-executive directors are appointed for a fixed term, instead their tenure of office are governed by the provisions for retirement by rotation and re-election as provided in the Bye-laws of the Company. (These provisions are described in the paragraph headed "Non-executive Directors" below). The Board believes that the fixing of the tenure of non-executive directors by way of provisions contained in the Bye-laws, and the shareholders' right to re-elect retiring non-executive directors as contained in the Bye-laws, will serve the long term interests of the Company. In the opinion of the Board, the measures adopted by the Company are no less exacting than those in the CG Code.

本公司致力於奉行高質素的企業管治，並認為有效的企業管治架構及高標準的企業管治對於公司長遠發展至關重要。

### 企業管治常規

截至2007年12月31日止年度整年間，除下述有關非執行董事之任期有所偏離外，本公司一直依循並遵守香港聯合交易所有限公司證券上市規則附錄14所載企業管治常規守則（「企業管治守則」）中所有守則。

守則條文第A.4.1條規定，非執行董事之委任應有指定任期，並須接受重新選舉。本公司並無遵守此條文，本公司所有非執行董事均無指定任期，惟彼等之任期乃根據本公司之公司細則條文規定，並須依照有關細則告退，該等條款已載於下段之「非執行董事」一節內。董事會認為以公司細則之條款制定非執行董事任期而股東能保留重選連任非執行董事之權利可保障本公司之長遠利益。董事會認為本公司採用之方法並無較企業管治守則之規定寬鬆。



## Corporate Governance Report 企業管治報告

### DIRECTORS' SECURITIES TRANSACTION

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the directors. Following specific enquiry by the Company, all directors have confirmed that they have complied with the required standard as set out in the Model Code during the year.

### BOARD OF DIRECTORS

During the year the Company has announced with deep regret and sorrow the passing away of Mr Ma Man Hoi, independent non-executive director and member of the Remuneration Committee and the Audit Committee. The Board currently comprises four executive directors, one non-executive director and three independent non-executive directors. Biographical details of all directors of the Company are set out in the paragraph headed "Directors' Profile" on page 4 to page 6.

Membership of the Board during the year ended December 31, 2007 were as follows:

#### Executive Directors

Shum Siu Hung (*Chairman*)  
Chiu Sing Chung, Raymond (*Managing Director*)  
Shum Chun, Lawrence  
Cen Ziniu

### 董事進行證券交易

本公司已採納上市規則附錄10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」)作為董事進行證券交易之操守準則。經過本公司作出特定查詢後，全體董事已確認彼等於年內均有遵守當中所要求之買賣標準。

### 董事會

年內，本公司對獨立非執行董事及薪酬委員會及審核委員會會員馬文海先生之離世作出公告，並致以深切之慰問。本公司現時之董事會由4名執行董事、1名非執行董事及3名獨立非執行董事組成。所有董事之簡介已載於第4至6頁「董事簡介」一節內。

於2007年12月31日止之年度內，董事會會員為：

#### 執行董事

岑少雄(*主席*)  
趙承忠(*董事總經理*)  
岑濬  
岑子牛



## Corporate Governance Report 企業管治報告

### BOARD OF DIRECTORS (Continued)

#### Non-executive Director

Wu Hong Cho

#### Independent Non-executive Directors

Cheung Kwan Hung, Anthony  
Ma Man Hoi, Joseph (deceased on June 16, 2007)  
Chan Yuk Wai, Benedict  
Dr. Xu Mingshe

Executive director Shum Chun, Lawrence is the son of Shum Siu Hung, Chairman of the Company and a cousin of Cen Ziniu, executive director of the Company.

The Board is vested with the following roles and functions, with operational decisions and execution delegated to the management:

- To establish the strategic direction for the development of the Company and to set the objectives of the management;
- To approve annual budgets, major funding proposals and investment proposals;
- To decide on matters such as annual and interim results, major transactions, directors appointment, dividend and accounting policies; and
- To oversee the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance.

### 董事會(續)

#### 非執行董事

胡匡佐

#### 獨立非執行董事

張鈞鴻  
馬文海 (於2007年6月16日離世)  
陳旭煒  
徐名社博士

執行董事岑濬為本公司主席岑少雄先生之子，岑少雄主席亦為本公司執行董事岑子牛之堂兄。

董事會承擔下列的角色及職責(營運決定及執行則委任於管理層)：

- 設立本公司的策略性發展方向及制定管理目標；
- 批准年度預算、主要籌資提案及投資提案；
- 決定如年度及中期業績、重大交易、董事之委任、及股息和會計政策等事宜；及
- 檢查用於評估內部監控、風險管理、財務報告及遵守情況充分性的程序。





## Corporate Governance Report 企業管治報告

### BOARD OF DIRECTORS (Continued)

With the assistance of the Company Secretary, Board meetings are initiated by the Chairman and all directors are consulted on the agenda. Procedures are established for all directors to have free access to board papers and related information, to review the Group's internal control, and to have the services of the Company Secretary to ensure matters are transacted in the Board in accordance applicable rules and practices. Directors may seek independent professional advice upon reasonable request to discharge their duties.

Proposed regular Board meeting schedule for the current year is circulated to the Board in the preceding year. The following table shows the attendance of directors at meetings of the Board during the year ended December 31, 2007:

### 董事會(續)

董事會會議由主席領導(並由公司秘書協助)，會議議程先與各董事諮詢。所有董事均可根據已設立的程序索閱董事會文件及相關資訊，審閱集團之內部監控及取得公司秘書的協助，確保董事會程序均遵守所有適用的規則及規例。董事能在合理的要求下尋求獨立專業意見以履行其職責。

本年度擬定召開之董事會會議時間表已於前一年向董事會傳閱。下表顯示截至2007年12月31日止年度內各董事於董事會會議之出席紀錄：

Name of director 董事姓名	Number of meetings attended 出席會議次數
<i>Executive Directors and Non-executive Directors:</i> 執行董事及非執行董事：	
Shum Siu Hung (Chairman) 岑少雄 (主席)	4/4
Chiu Sing Chung, Raymond (Managing Director) 趙承忠 (董事總經理)	3/4
Shum Chun, Lawrence 岑濬	1/4
Cen Ziniu 岑子牛	4/4
Wu Hong Cho 胡匡佐	4/4
<i>Independent Non-executive Directors:</i> 獨立非執行董事：	
Cheung Kwan Hung, Anthony 張鈞鴻	4/4
Chan Yuk Wai, Benedict 陳旭煒	4/4
Dr. Xu Mingshe 徐名社博士	3/4



## Corporate Governance Report 企業管治報告

### CHAIRMAN AND MANAGING DIRECTOR

The offices of Chairman and Managing Director of the Company are separated by written guidelines adopted by the Board to ensure a clear division of responsibilities. The responsibilities of the Chairman include leadership of the Board, providing relevant information and mobilizing the collective resources of the directors in the Board's roles and functions. The Managing Director is responsible for leadership of the management, and for execution of business strategies and front-line execution.

### NON-EXECUTIVE DIRECTORS

As at the date of this report, four members of the Board are non-executive directors, of whom three are independent non-executive directors. The term of appointment of non-executive directors is governed by the Company's Bye-laws pursuant to which at each annual general meeting one-third of the Directors of the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation provided that the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.

The Company has received annual confirmation of independence from each of the independent non-executive directors in accordance with Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all the independent non-executive directors are independent within the definition of the Listing Rules.

### 主席及董事總經理

本公司的主席及董事總經理之職位已區分，董事會並訂立了一項書面指引以確保主席及董事總經理之間有著清晰的職責分工。主席的職責包括董事會的領導、提供相關資訊，及調動董事的集體資源以便更佳發揮董事會的功能。董事總經理的職責包括管理層的領導，實踐業務上的政策及於等一線推動業務。

### 非執行董事

於本報告日，董事會中有4位成員為非執行董事，其中3位為獨立非執行董事。非執行董事之任期均由公司的公司細則監管。公司細則規定本公司董事人數的1/3，或當人數非3或3的倍數時，則接近但不多於1/3的人數，需於每年的股東週年大會上告退，惟身為主席及/或董事總經理不須輪值告退，且並不計入計算輪值告退的董事人數內。

本公司已接獲每位獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。董事會已評估彼等之獨立性，並確定全體獨立非執行董事均屬上市規則所界定之獨立人士。



## Corporate Governance Report 企業管治報告

### BOARD COMMITTEES

The Board has set up two Committees in accordance with the CG Code, namely the Remuneration Committee and the Audit Committee. The Board has not set up a Nomination Committee, the establishment of which is a recommended best practice by the Stock Exchange, and the function of nomination of new directors is undertaken by the full Board. Under the Company's Bye-laws, the Board has the power from time to time and at any time to appoint any person as a director either to fill a causal vacancy or as an addition to the Board, subject to authorization by the shareholders in general meeting. Such power is also exercised by the full Board in accordance with the Company's Bye-laws.

In addition to the Remuneration Committee and the Audit Committee, the Board has set up an Executive Committee comprising all executive directors on the Board. Under its terms of reference, the Executive Committee is responsible for the oversight of the management of the Group and the formulation of administrative guidelines.

### REMUNERATION COMMITTEE

The Company has adopted terms of reference for the Remuneration Committee that are in line with the principles of the CG Code. The Remuneration Committee comprises three independent non-executive directors and two executive directors as follows:

Cheung Kwan Hung, Anthony (*Committee Chairman*)  
Chan Yuk Wai, Benedict  
Dr. Xu Mingshe  
Chiu Sing Chung, Raymond  
Shum Chun, Lawrence

### 董事委員會

董事會已按照企業管治守則設立了兩個委員會，分別為薪酬委員會及審核委員會。本公司並無參照聯交所建議的最佳常規設立提名委員會。本公司新董事的委任乃由董事會全體董事會負責。根據公司細則，當獲得股東大會授權後，董事會有權不時或在任何時候委任任何人士為董事以填補臨時空缺，或委任新增董事。該項權力按照公司細則由董事會全體董事會執行。

除薪酬委員會及審核委員會外，董事會亦成立了由董事會中的所有執行董事組成的執行委員會。執行委員會的職權範圍主要為監管集團管理層及制定行政指引。

### 薪酬委員會

本公司所訂定的薪酬委員會職權範圍，其內容與企業管治守則內所述的守則條文一致。薪酬委員會由如下的3位獨立非執行董事及2位執行董事組成：

張鈞鴻(*委員會主席*)  
陳旭煒  
徐名社博士  
趙承忠  
岑濬



## Corporate Governance Report 企業管治報告

### REMUNERATION COMMITTEE (Continued)

The Remuneration Committee is responsible for ensuring formal and transparent procedures for developing remuneration policies and overseeing the remuneration packages of the executive directors and senior management. It takes into consideration on factors such as salaries paid by comparable companies, time commitment and responsibilities of Directors and senior management. The Remuneration Committee meets at least once a year to assess the performance and review the annual salaries and bonus of the senior executives.

Two meetings of the Remuneration Committee was held in the year 2007 to review, among other things, the remuneration packages of the Chairman and the executive directors and the attendance of each member is as follows:

### 薪酬委員會(續)

薪酬委員會負責確保正式及具透明度之薪酬政策制訂程序，以監管執行董事及高級管理層之薪酬組合。薪酬委員會考慮之因素包括可比較公司之薪金水平、各董事及高級管理人員所投入之時間及職責等。薪酬委員會每年最少舉行一次會議以評估表現及審閱高級管理人員每年之薪酬及獎金。

薪酬委員會於2007年度內召開2次會議，以審閱主席及執行董事之薪酬組合。每位成員之出席率如下：

Name of member 成員姓名		Number of meetings attended 出席會議次數
Cheung Kwan Hung, Anthony (Committee Chairman)	張鈞鴻 (委員會主席)	2/2
Chan Yuk Wai, Benedict	陳旭煒	2/2
Dr. Xu Mingshe	徐名社博士	2/2
Chiu Sing Chung, Raymond	趙承忠	2/2
Shum Chun, Lawrence	岑濬	1/2



## Corporate Governance Report 企業管治報告

### AUDIT COMMITTEE

The Company has adopted terms of reference for the Audit Committee that are in line with the principles of the CG Code. The Audit Committee comprises all independent non-executive directors on the Board as follows:

Cheung Kwan Hung, Anthony (*Committee Chairman*)  
Chan Yuk Wai, Benedict  
Dr. Xu Mingshe

The principal duties of the Audit Committee are to ensure the objectivity and credibility of financial reporting and internal control procedures as well as to maintain an appropriate relationship with the external auditors of the Company.

The Audit Committee met twice during the year 2007 during which the following matters were reviewed and discussed:

- Auditing and financial reporting matters;
- Appointment and remuneration of external auditor;
- Non-auditing work of external auditor;
- Maintenance of the Group's internal control system; and
- Review of interim results and audited financial statements.

### 審核委員會

本公司所訂定的審核委員會職權範圍，其內容與企業管治守則內所述的守則條文一致。審核委員會由所有獨立非執行董事組成如下：

張鈞鴻(*委員會主席*)  
陳旭煒  
徐名社博士

審核委員會主要職責為確保財務報告及內部監控程序之客觀性及可信度，以及與本公司外聘的核數師保持良好關係。

於2007年內審核委員會曾舉行兩次會議，以審閱及討論以下事項：

- 核數及財務報告事宜；
- 委任外聘核數師及決定其酬金；
- 外聘核數師之非審核工作；
- 維持本集團內部監控系統；及
- 審閱中期報告及已審閱之財務報告。





## Corporate Governance Report 企業管治報告

### AUDIT COMMITTEE (Continued)

Attendance of each member of the Audit Committee at meeting during the year is as follows:

### 審核委員會(續)

於年度內審核委員會每位成員出席次數如下：

Name of member 成員姓名		Number of meetings attended 出席會議次數
Cheung Kwan Hung, Anthony (Committee Chairman)	張鈞鴻 (委員會主席)	2/2
Chan Yuk Wai, Benedict	陳旭煒	2/2
Dr. Xu Mingshe	徐名社博士	2/2

### AUDITOR'S REMUNERATION

During the year under review, the remuneration paid/payable to the Company's auditor, Messrs. Deloitte Touche Tohmatsu is set out as follows:

### 核數師酬金

於回顧年度內，已付／應付予本公司核數師德勤•關黃陳方會計師行之費用如下：

Services rendered	服務提供	Fees paid/payable 已付／應付費用 HK\$'000 千港元
Audit services	審計服務	1,800
Non-audit services	非審計服務	1,224
Total	合計	3,024

### INTERNAL CONTROL

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness. The management of the Company has established a set of comprehensive policies, standards and procedures in areas of operational, financial and risk controls for safeguarding assets against unauthorized use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information to achieve a satisfactory level of assurance against the likelihood of the occurrence of fraud and errors.

### 內部監控

董事會需負責本集團的內部監控系統及檢討其效能。本公司的管理層已制定一套合適的政策、標準及程序，範圍包括運作監控、財務監控及風險監控，合理保證資產得到保護並免受未經授權的使用或處置；保持適當的會計紀錄；及確保財務資料的可靠性，以達致滿意程度的保證，防止欺詐或錯誤的情況出現。



## Corporate Governance Report 企業管治報告

### INTERNAL CONTROL *(Continued)*

The evaluation of the effectiveness of the Group's internal control is conducted by the internal audit function of the management on an on-going basis, and the responsible personnel will directly report to the Audit Committee on any significant finding on internal controls.

Through out the year 2007, the Company complied with the code provisions on internal controls as stipulated in the CG Code. During the year the Company conducted a full review of the effectiveness of the internal control system of the Group and discussed the assessment bases with the management.

### ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the financial statements of the Group and ensuring that the financial statements are in accordance with statutory requirements and applicable accounting standards. The statement of the external auditor of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on page 47.

### 內部監控(續)

評估本集團的內部監控由管理層之內部核數部門按持續基準進行，並有責任向審核委員會匯報有關內部監控的重要審閱結果。

在2007年整個期間，本集團遵守企業管治守則中所述的內部監控守則條文。年內，本公司已為內部監控系統的有效性進行全面審閱，並與管理層商討評估基礎。

### 責任承擔及核數

董事局確認編製本集團之財務報表，並確保財務報表符合法定要求及有關之會計準則為董事局之職責。外聘核數師之申報職責載述於本年報第47頁獨立核數師報告內。



## Directors' Report 董事會報告

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

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Particulars of the Company's principal subsidiaries are set out in note 40 to the consolidated financial statements.

During the year ended December 31, 2007, the Group was principally engaged in the sale and distribution of liquefied petroleum gas and sales of electronic products.

### RESULTS AND APPROPRIATION

The results of the Group for the year ended December 31, 2007 are set out in the consolidated income statement on page 50.

The directors recommend the payment of a final dividend of HK1.1 cents per share to the shareholders whose names appear on the register of members on June 10, 2008 amounting to HK\$5,298,443. At April 23, 2008, the number of shares issued and fully paid is 481,676,687.

### PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent approximately HK\$191,360,000 on property, plant and equipment to expand and upgrade its gas plant.

During the year, the Group acquired, through the acquisition of subsidiaries, property, plant and equipment of approximately HK\$21,087,000.

Details of these and other movements during the year in property, plant and equipment of the Group are set out in note 17 to the consolidated financial statements.

董事會謹此提呈截至2007年12月31日止年度的年報及經審核綜合財務報表。

### 主要業務

本公司乃投資控股公司。本公司之主要附屬公司詳情載於綜合財務報表附註40。

於截至2007年12月31日止年度，本集團主要從事液化石油氣之銷售及分銷，及電子產品之銷售。

### 業績及分派

本集團截至2007年12月31日止年度的業績，載於第50頁的綜合收益表。

董事建議向2008年6月10日名列股東名冊的股東派發每股1.1港仙末期股息，總額約達5,298,443港元。於2008年4月23日，已發行及繳足股份數目為481,676,687股。

### 物業、機器及設備

年內，本集團花費約191,360,000港元於物業、機器及設備上，以擴大及提升其氣庫。

年內，本集團透過收購附屬公司購置了約21,087,000港元的物業、機器及設備。

本集團於年內的物業、機器及設備之變動的詳情，載於綜合財務報表附註17。



## Directors' Report 董事會報告

### RESERVES

The Company's reserves available for distribution to shareholders as at December 31, 2007 were as follows:

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Contributed surplus	繳入盈餘	1,667	1,667
Retained earnings	保留溢利	21,597	5,266
		<b>23,264</b>	<b>6,933</b>

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

### MAJOR CUSTOMERS AND SUPPLIERS

The largest customer of the Group by itself and taken together with the next four largest customers accounted for 16% and 54% respectively of the Group's total turnover for the year.

The largest supplier of the Group by itself and taken together with the next four largest suppliers accounted for 27% and 75% respectively of the Group's total purchases for the year.

### 儲備

本公司於2007年12月31日可供分派予股東的儲備如下：

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Contributed surplus	繳入盈餘	1,667	1,667
Retained earnings	保留溢利	21,597	5,266
		<b>23,264</b>	<b>6,933</b>

根據百慕達1981年公司法(修訂本)，本公司之繳入盈餘可供分派。然而，倘出現下列情況，則本公司不得從繳入盈餘中宣派或派付股息或作出分派：

- (a) 本公司現時或於付款後無力償還到期債務；或
- (b) 本公司資產之可變現值因此低於其負債、已發行股本及股份溢價賬之總和。

### 主要客戶及供應商

年內，本集團的最大客戶本身及連同其後的四大客戶分別佔本集團總營業額16%及54%。

年內，本集團最大供應商本身及連同其後的四大供應商分別佔本集團總採購額27%及75%。



## Directors' Report 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS (Continued)

At no time during the year did a director, an associate of a director, or a shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) have an interest in any of the Group's five largest customers or suppliers.

### SHARE CAPITAL

Details of the Company's share capital are set out in note 30 to the consolidated financial statements. There was no movement in the Company's share capital during the year.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended December 31, 2007.

### DIRECTORS

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

#### Executive directors:

Shum Siu Hung, *Chairman*  
Chiu Sing Chung, *Raymond*  
Shum Chun, *Lawrence*  
Cen Ziniu

### 主要客戶及供應商(續)

於年內任何時間，本公司董事、董事的聯繫人士或就董事所知擁有本公司已發行股本5%以上的任何股東概無擁有本集團五大客戶或供應商任何權益。

### 股本

年內，本公司股本詳情已載於綜合財務報表附註30。年內，本公司股本並無任何變動。

### 購買、出售及贖回本公司之上市證券

於2007年12月31日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

### 董事

本公司於年內及截至本報告日的董事如下：

#### 執行董事：

岑少雄，*主席*  
趙承忠  
岑濬  
岑子牛





## Directors' Report 董事會報告

### DIRECTORS (Continued)

#### Non-executive director:

Wu Hong Cho

#### Independent non-executive directors:

Cheung Kwan Hung, Anthony  
Ma Man Hoi, Joseph (deceased on June 16, 2007)  
Chan Yuk Wai, Benedict  
Dr. Xu Mingshe

In accordance with clauses 86 and 87 of the Company's Bye-laws, Mr. Chiu Sing Chung, Raymond, executive director and Mr. Cheung Kwan Hung, Anthony, independent non-executive director shall retire by rotation from office at the forthcoming annual general meeting of the Company. All the retiring directors, being eligible, offer themselves for re-election as directors.

No director being proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

The term of office for each non-executive director is the period up to his retirement by rotation in accordance with the Company's Bye-laws.

### 董事(續)

#### 非執行董事：

胡匡佐

#### 獨立非執行董事：

張鈞鴻  
馬文海(於2007年6月16日離世)  
陳旭煒  
徐名社博士

根據本公司之公司細則第86及87條，執行董事趙承忠先生及獨立非執行董事張鈞鴻先生須於即將舉行之本公司股東週年大會輪值告退。所有董事均符合資格並願意膺選連任。

擬於即將舉行之股東週年大會膺選連任之董事概無訂立任何本集團不得於一年內免付賠償(法定賠償除外)而予以終止之服務合約。

根據本公司之公司細則，每位非執行董事之任期為下任輪值告退止。



## Directors' Report 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES

At December 31, 2007, the interests of the directors and chief executives and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

#### (a) Long positions of ordinary shares of HK\$0.10 each of the Company

### 董事及主要行政人員於股份及相關股份中之權益

於2007年12月31日，董事及主要行政人員和彼等之聯繫人於本公司及其相聯法團之股份及相關股份中，擁有本公司須根據證券及期貨條例第352條規定記錄於按條例所述而存置之登記冊內權益，或根據香港上市公司董事進行證券交易之標準守則規定，須知會本公司及香港聯合交易所有限公司之權益如下：

#### (a) 本公司每股面值0.10港元普通股中之好倉

Name of director 董事姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行 普通股數目	Percentage of the issued share capital of the Company 所佔本公司 已發行股份 百分比
Shum Siu Hung 岑少雄	Beneficial owner 實益擁有人	20,811,779	4.32%
	Family interest (note 1) 家族權益 (附註1)	133,212,621	27.66%
		154,024,400	31.98%
Shum Chun, Lawrence 岑濬	Other (note 2) 其他 (附註2)	19,981,893	4.15%
Cen Ziniu 岑子牛	Other (note 2) 其他 (附註2)	1,332,126	0.28%
Wu Hong Cho 胡匡佐	Other (note 2) 其他 (附註2)	6,660,631	1.38%



## Directors' Report 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

### 董事及主要行政人員於股份及相關股份中之權益(續)

#### (a) Long positions of ordinary shares of HK\$0.10 each of the Company (Continued)

#### (a) 本公司每股面值0.10港元普通股中之好倉(續)

Notes:

- 133,212,621 shares were deemed to be interested by Shum Siu Hung, spouse of Tong Shiu Ming (a substantial shareholder of the Company) and father of Shum Chun, Lawrence and Shum Ho, Neo.
- These interests represent interests in shares of the Company held proportional through Uniocean Investments Limited ("Uniocean"). 133,212,621 shares of the Company are held by Uniocean. Uniocean which is owned as to 15% by Shum Chun, Lawrence, 15% by Shum Ho, Neo, 64% by Tong Shiu Ming, 5% by Wu Hong Cho and 1% by Cen Ziniu.

附註:

- 岑少雄被視為於其配偶唐小明(其為本公司主要股東之一)、兒子岑濬及岑浩所持133,212,621股之股份擁有權益。
- 有關之權益乃海聯控股有限公司(「海聯」)所持有的本公司股份權益的比例部分。本公司之133,212,621股股份由海聯持有，而海聯由岑濬、岑浩、唐小明、胡匡佐及岑子牛分別擁有15%、15%、64%、5%及1%。

#### (b) Share options

#### (b) 購股權

Name of executive director 執行董事姓名	Capacity 身份	Number of options held 所持購股權數目	Number of underlying shares 所持相關股份數目
Shum Siu Hung 岑少雄	Beneficial owner 實益擁有人	9,000,000	9,000,000
Chiu Sing Chung, Raymond 趙承忠	Beneficial owner 實益擁有人	6,000,000	6,000,000
		15,000,000	15,000,000
Name of independent non-executive director 獨立非執行董事姓名	Capacity 身份	Number of options held 所持購股權數目	Number of underlying shares 所持相關股份數目
Cheung Kwan Hung, Anthony 張鈞鴻	Beneficial owner 實益擁有人	1,000,000	1,000,000



## Directors' Report 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

#### (b) Share options (Continued)

Other than as disclosed above and nominee shares in certain subsidiaries held by certain directors in trust for the Group, none of the directors, chief executives nor their respective associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at December 31, 2007.

#### SHARE OPTIONS

Particulars of the Company's share option schemes are set out in note 31 to the consolidated financial statements.

### 董事及主要行政人員於股份及相關股份中之權益(續)

#### (b) 購股權(續)

除上文所披露者及若干董事代表本集團以信託形式而於若干附屬公司持有之代理人股份外，於2007年12月31日，各董事、主要行政人員及彼等各自之聯繫人士並無擁有本公司或各聯營公司之證券權益或淡倉。

#### 購股權

本公司之購股權計劃詳情載於綜合財務報表附註31。



## Directors' Report 董事會報告

### SHARE OPTIONS (Continued)

### 購股權(續)

The following table discloses movements in the Company's share options during the year:

下表披露本公司年內購股權之變動：

	Option type 類別	Outstanding at 1.1.2007 於1.1.2007 尚未行使	Cancelled during the year 於年內取消	Lapsed during the year 於年內失效	Outstanding at 12.31.2007 於12.31.2007 尚未行使
<b>Category 1: Directors</b> 分類1: 董事					
Cen Ziniu 岑子牛	2002A	3,000,000	—	(3,000,000)	—
Shum Siu Hung 岑少雄	2002A	3,000,000	—	(3,000,000)	—
Chiu Sing Chung, Raymond 趙承忠	2006B	9,000,000	—	—	9,000,000
	2006B	6,000,000	—	—	6,000,000
Total directors 董事總數		21,000,000	—	(6,000,000)	15,000,000
<b>Category 2: Independent Non-Executive Directors</b> 分類2: 獨立非執行董事					
Cheung Kwan Hung, Anthony 張鈞鴻	2006B	1,000,000	—	—	1,000,000
Ma Man Hoi, Joseph (Note) 馬文海 (附註)	2006B	1,000,000	(1,000,000)	—	—
Total independent non-executive directors 獨立非執行董事總數		2,000,000	(1,000,000)	—	1,000,000

Note: Mr. Ma Man Hoi, Joseph was deceased on June 16, 2007.

附註：馬文海先生於2007年6月16日離世。





## Directors' Report 董事會報告

### SHARE OPTIONS (Continued)

### 購股權(續)

	Option type 類別	Outstanding at 1.1.2007 於1.1.2007 尚未行使	Granted during the year 於年內授出	Cancelled during the year 於年內取消	Lapsed during the year 於年內失效	Outstanding at 12.31.2007 於12.31.2007 尚未行使
<b>Category 3: Employees</b> 分類3: 員工						
	2002A	400,000	—	—	(400,000)	—
	2002B	3,100,000	—	—	(3,100,000)	—
	2006A	13,500,000	—	—	—	13,500,000
Total employees 員工總數		17,000,000	—	—	(3,500,000)	13,500,000
		40,000,000	—	(1,000,000)	(9,500,000)	29,500,000

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

### 購買股份或債券之安排

Other than as disclosed above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company or their respective spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

除上文所披露者外，本公司或其任何附屬公司於年內任何時間均無訂立任何安排，使本公司董事、彼等各自之配偶或18歲以下子女可藉收購本公司或任何其他法人團體之股份或債券而取得利益。

### DIRECTORS'/CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

### 董事 / 控股股東於重大合約之權益

Details of related party transactions during the year are set out in note 39 to the consolidated financial statements.

年內之關連交易詳情已載於綜合財務報表附註39。

Save as disclosed above, no other contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a director or a controlling shareholder of the Company had a material interest, whether directly or indirectly in any contract, subsisted at the end of the year or at any time during the year.

除上文所披露外，本公司、其控股公司或任何其附屬公司並無參與訂立本公司董事或控股股東直接或間接於其中享有重大利益而於本年度終結時或在年內任何時間內有效之重大合約。



## Directors' Report 董事會報告

### SUBSTANTIAL SHAREHOLDERS

As at December 31, 2007, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that other than the interests disclosed above in respect of certain directors and chief executive, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

#### (a) Long positions of ordinary shares of HK\$0.10 each of the Company

Name of shareholder 股東姓名	Capacity 身份	Number of issued ordinary shares held 所持本公司已發行普通股數目	Percentage of the issued share capital of the Company 所佔本公司已發行股本百分比
Shum Siu Hung 岑少雄	Beneficial owner 實益擁有人	20,811,779	4.32%
	Family interest (note 1) 家族權益 (附註1)	133,212,621	27.66%
Tong Shiu Ming 唐小明	Held by corporation (note 1) 以公司權益擁有 (附註1)	133,212,621	27.66%
	Family interest (note 2) 家族權益 (附註2)	20,811,779	4.32%
Yam Tak Cheung 任德章	Held by corporation (note 3) 以公司權益擁有 (附註3)	30,000,000	6.23%

#### Notes:

- 133,212,621 shares of the Company are held by Uniocean which is owned as to 15% by Shum Chun, Lawrence, 15% by Shum Ho, Neo, 64% by Tong Shiu Ming, 5% by Wu Hong Cho and 1% by Cen Ziniu. The shares are deemed as family interest because Tong Shiu Ming is the spouse of Shum Siu Hung, and Shum Chun, Lawrence and Shum Ho, Neo are sons of Shum Siu Hung.
- 20,811,779 shares of the Company are deemed to be interested by Tong Shiu Ming, spouse of Shum Siu Hung, as family interest.

### 主要股東

除上文所披露有關董事及主要行政人員之權益外，於2007年12月31日，根據本公司依照證券及期貨條例第336條規定須設立之主要股東登記冊所示，下列股東知會本公司擁有本公司已發行股本之有關權益及淡倉。

#### (a) 於本公司每股面值0.10港元普通股之好倉

#### 附註：

- 本公司之133,212,621股股份由海聯持有。海聯由岑濬、岑浩、唐小明、胡匡佐及岑子牛分別擁有15%、15%、64%、5%及1%。因唐小明乃是岑少雄之配偶，而岑濬及岑浩乃岑少雄之子，故該等股份被視為家族權益。
- 本公司之20,811,779股股份乃被視為由岑少雄之配偶唐小明以家族權益擁有。



## Directors' Report 董事會報告

### SUBSTANTIAL SHAREHOLDERS (Continued)

#### (a) Long positions of ordinary shares of HK\$0.10 each of the Company (Continued)

- 30,000,000 shares of the Company are held by Integrated Asset Management (Asia) Limited ("Integrated Asset"). Yam Tak Cheung owned 100% of Integrated Asset and was deemed to be the controlling shareholder of Integrated Asset.

#### (b) Share options

Name of shareholder 股東姓名	Capacity 身份	Number of share options 所持購股權數目	Number of underlying shares 所持相關股份數目
Shum Siu Hung 岑少雄	Beneficial owner 實益擁有人	9,000,000	9,000,000

Other than as disclosed above, the Company has not been notified of any other relevant interests or short position in the issued share capital of the Company as at December 31, 2007.

### EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme are set out in note 31 to the consolidated financial statements.

### 主要股東(續)

#### (a) 於本公司每股面值0.10港元普通股之好倉(續)

- 本公司之30,000,000股股份由Integrated Asset Management (Asia) Limited (「本匯」) 持有。任德章擁有本匯100%權益，並因而被視為本匯之控股股東。

#### (b) 購股權

除上文所披露者外，據本公司所獲告知，於2007年12月31日，本公司已發行股本中並無任何其他相關權益或淡倉。

### 薪酬政策

本集團員工之薪酬政策乃由薪酬委員會根據彼等之績效、資格及能力制訂。

本公司董事之酬金乃由薪酬委員會經考慮本公司之經營業績、個人表現及可比較市場統計數字後釐訂。

本公司已採納購股權計劃，作為對董事及合資格僱員之獎勵。有關計劃之詳情載於綜合財務報表附註31。



## Directors' Report 董事會報告

### PRE-EMPTIVE RIGHTS

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

### SUFFICIENCY OF PUBLIC FLOAT

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

### AUDITOR

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

### 優先購股權

本公司之公司細則及百慕達法例並無規定本公司於發行新股時須按持股比例給予現有股東優先購股權。

### 足夠公眾持股量

本公司於截至2007年12月31日止整個年度內已維持足夠公眾持股量。

### 核數師

本公司將於應屆股東週年大會上提呈有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

On behalf of the Board

**Shum Siu Hung**

*Chairman*

Hong Kong, April 23, 2008

承董事會命

主席

岑少雄

香港，2008年4月23日



## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

# Deloitte.

## 德勤

### TO THE MEMBERS OF NEWOCEAN ENERGY HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of NewOcean Energy Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 50 to 163, which comprise the consolidated balance sheet as at December 31, 2007, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### 致新海能源集團有限公司各股東

*(於百慕達註冊成立之有限公司)*

吾等已審核列載於第50至163頁新海能源集團有限公司(「貴公司」)及其子公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括2007年12月31日之綜合資產負債表，以及截至該日止年度之綜合收益表、綜合權益變動表及綜合現金流量表連同主要會計政策摘要及其他附註解釋。

### 董事就綜合財務報表之責任

貴公司之董事須根據由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編制及真實與公平地列報該等綜合財務報表。此責任包括設計、實施及維持與編製及真實而公平地列報綜合財務報表相關的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇及應用適當之會計政策，及按情況下作出合理之會計估計。





## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of Bermuda Companies Act and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

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.

### 核數師之責任

吾等之責任是根據本行之審核，對該等綜合財務報表提出意見，僅向全體股東報告本行之意見，除此以外，本報告不可用作其他用途。本行概不就本報告內容向任何其他人士承擔或負上任何責任。本行乃根據香港會計師公會頒佈之香港審計準則進行審核工作。該準則要求本行遵守道德規範，並策劃及執行審核，以合理確定該等綜合財務報表是否存在任何重大錯誤陳述。

審核涉及執行程式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。所選用之程式由核數師作判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。當核數師作出該等風險評估時，會考慮與貴集團編製及真實與公平地列報綜合財務報表相關之內部監控，以設計適合當時情況之審核程式，但並非就貴集團之內部控制之成效發表意見。審核亦包括評價董事所採用之會計政策是否合適，及所作出之會計判斷是否合理，以及評價綜合財務報表之整體呈列方式。

吾等相信本行得到足夠及適當之審核憑證以作為提供該審核意見之基礎。



## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at December 31, 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  
April 23, 2008

### 意見

吾等認為，該等綜合財務報表已根據香港財務報告準則真實與公平地反映 貴集團於2007年12月31日之財政狀況及其於截至該日止年度之利潤及現金流量，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  
2008年4月23日



## Consolidated Income Statement

### 綜合收益表

For the year ended December 31, 2007

截至2007年12月31日止年度

		Notes 附註	2007 HK\$'000 千港元	2006 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續業務</b>			
Revenue	收入	6	<b>3,890,225</b>	2,384,835
Cost of sales	銷售成本		<b>(3,719,247)</b>	(2,261,555)
Gross profit	毛利		<b>170,978</b>	123,280
Other income	其他收入	8	<b>90,331</b>	35,310
Selling and distribution expenses	銷售及分銷支出		<b>(58,107)</b>	(28,431)
Administrative expenses	行政支出		<b>(74,195)</b>	(44,188)
Changes in fair values of foreign currency forward contracts	外幣遠期合約公平值之改變		<b>(22,883)</b>	—
Impairment losses on receivables	應收賬款減值		—	(2,658)
Adjustment to goodwill	商譽調整	20	<b>(442)</b>	(1,123)
Loss on disposals and write-offs of property, plant and equipment	出售及撇銷物業、機器及設 備之虧損		—	(404)
Finance costs	融資成本	9	<b>(53,693)</b>	(37,280)
Share of profit (loss) of a jointly controlled entity	分佔一家共同控制實體溢利 (虧損)		<b>570</b>	(418)
Recognition of share-based payments	確認以股份為基礎之支出		—	(5,855)
Profit before taxation	除稅前溢利		<b>52,559</b>	38,233
Taxation (charge) credit	稅項(支出)收入	10	<b>(2,105)</b>	179
Profit for the year from continuing operations	持續業務帶來之年內溢利		<b>50,454</b>	38,412
<b>Discontinued operations</b>	<b>非持續業務</b>			
Profit for the year from discontinued operations	非持續業務帶來之年內溢利	11	—	5,718
Profit for the year attributable to equity holders of the Company	本公司之權益持有人應佔之 年內溢利	12	<b>50,454</b>	44,130
Earnings per share	每股盈利	16		
From continuing and discontinued operations	持續及非持續業務			
Basic	基本		<b>HK10.47 cents 港仙</b>	HK9.16 cents 港仙
Diluted	攤薄		<b>HK10.44 cents 港仙</b>	HK9.16 cents 港仙
From continuing operations	持續業務			
Basic	基本		<b>HK10.47 cents 港仙</b>	HK7.97 cents 港仙
Diluted	攤薄		<b>HK10.44 cents 港仙</b>	HK7.97 cents 港仙



## Consolidated Balance Sheet

### 綜合資產負債表

At December 31, 2007

於2007年12月31日

		Notes 附註	2007 HK\$'000 千港元	2006 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備	17	501,112	438,592
Prepaid lease payments for land	土地預付租賃款項	18	53,391	51,823
Prepaid lease payments for coast	海岸預付租賃款項	19	12,290	12,137
Goodwill	商譽	20	102,623	84,428
Other intangible assets	其他無形資產	21	16,850	—
Interest in a jointly controlled entity	一家共同控制實體權益	22	12,502	11,932
Other assets	其他資產	23	35,759	65,694
Deferred tax assets	遞延稅項資產	32	1,930	2,636
			<b>736,457</b>	667,242
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	24	126,925	57,970
Trade debtors and bills receivable	應收貿易賬款及應收票據	25	430,863	139,338
Other debtors, deposits and prepayments	其他應收賬款、按金及預付款項	25	160,530	129,558
Prepaid lease payments for land	土地預付租賃款項	18	2,211	2,061
Prepaid lease payments for coast	海岸預付租賃款項	19	732	683
Amount due from a jointly controlled entity	應收—共同控制實體之款項	26	471	270
Pledged bank deposits	已抵押銀行存款	27	755,375	313,657
Bank balances and cash	銀行結餘及現金	27	105,968	151,034
			<b>1,583,075</b>	794,571
<b>Current liabilities</b>	<b>流動負債</b>			
Trade creditors and bills payable	應付貿易賬款及應付票據	28	381,816	284,714
Other creditors and accrued charges	其他應付賬款及應計費用	28	96,814	87,409
Derivative financial instruments	衍生財務工具	41	21,402	—
Tax liabilities	稅務負擔		4,322	9,286
Borrowings, partly secured — repayable within one year	借款，部份有抵押—須於一年內償還	29	1,064,999	401,444
			<b>1,569,353</b>	782,853
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>13,722</b>	11,718
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>750,179</b>	678,960



## Consolidated Balance Sheet

### 綜合資產負債表

At December 31, 2007

於2007年12月31日

		Notes 附註	2007 HK\$'000 千港元	2006 HK\$'000 千港元
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	30	48,168	48,168
Share premium and other reserves	股份溢價及其他儲備		464,962	397,782
Equity attributable to equity holders of the Company	本公司之權益持有人應佔權益		513,130	445,950
Minority interests	少數股東權益		10,713	1,531
Total equity	總權益		523,843	447,481
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	32	16,109	9,246
Borrowings, partly secured — repayable over one year	借款，部份有抵押 – 於一年 後償還	29	205,421	222,233
Obligation for put option to minority shareholder of a subsidiary	授予附屬公司少數股東認沽 權之責任		4,806	—
			226,336	231,479
			750,179	678,960

The consolidated financial statements on pages 50 to 163 were approved and authorised for issue by the Board of Directors on April 23, 2008 and are signed on its behalf by:

董事會已於2008年4月23日審批及授權印發第50至163頁之綜合財務報表，並由下列董事代表簽署：

**Shum Siu Hung**

岑少雄

DIRECTOR

董事

**Shum Chun, Lawrence**

岑 濬

DIRECTOR

董事





# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended December 31, 2007

截至2007年12月31日止年度

### Attributable to equity holders of the Company

本公司之權益持有人應佔權益

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Statutory surplus reserves 法定盈餘儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Contributed surplus accounts 繳入盈餘賬 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總權益 HK\$'000 千港元	Minority interests 少數股東權益 HK\$'000 千港元	Total 總權益 HK\$'000 千港元
<b>THE GROUP</b>	<b>本集團</b>											
At January 1, 2006	於2006年1月1日	48,168	199,299	122,085	—	4,948	—	1,667	12,765	388,932	1,531	390,463
Exchange differences arising from translation to presentation currency recognised directly in equity	於權益中直接確認之因換算到列賬貨幣時產生之匯兌差額	—	—	—	—	12,813	—	—	—	12,813	—	12,813
Reserves release upon liquidation of subsidiaries	附屬公司清盤時解除儲備	—	—	—	—	(327)	—	—	327	—	—	—
Profit for the year	年內溢利	—	—	—	—	—	—	—	44,130	44,130	—	44,130
Total recognised income and expense for the year	年內已確認之收支總額	—	—	—	—	12,486	—	—	44,457	56,943	—	56,943
Appropriations	分派	—	—	—	1,113	—	—	—	(1,113)	—	—	—
Dividend paid	已付股息	—	—	—	—	—	—	—	(5,780)	(5,780)	—	(5,780)
Recognition of share-based payments	確認以股份為基礎之支出	—	—	—	—	—	5,855	—	—	5,855	—	5,855
At December 31, 2006	於2006年12月31日	48,168	199,299	122,085	1,113	17,434	5,855	1,667	50,329	445,950	1,531	447,481
Exchange differences arising from translation to presentation currency recognised directly in equity	於權益中直接確認之因換算到列賬貨幣時產生之匯兌差額	—	—	—	—	21,543	—	—	—	21,543	—	21,543
Profit for the year	年內溢利	—	—	—	—	—	—	—	50,454	50,454	—	50,454
Reverse released upon the lapse of share options	購股權失效時解除儲備	—	—	—	—	—	(192)	—	192	—	—	—
Total recognised income and expense for the year	年內已確認之收支總額	—	—	—	—	21,543	(192)	—	50,646	71,997	—	71,997
Appropriations	分派	—	—	—	3,933	—	—	—	(3,933)	—	—	—
Dividend paid	已付股息	—	—	—	—	—	—	—	(4,817)	(4,817)	—	(4,817)
Put option granted to acquire equity interest from minority shareholder in a subsidiary	向一附屬公司之少數股東收購權益時授出之認沽權	—	—	—	—	—	—	—	—	—	(4,806)	(4,806)
Acquisition of a subsidiary (note 33)	收購一附屬公司 (附註33)	—	—	—	—	—	—	—	—	—	13,988	13,988
At December 31, 2007	於2007年12月31日	48,168	199,299	122,085	5,046	38,977	5,663	1,667	92,225	513,130	10,713	523,843

The special reserve of the Group represents the difference between the share capital, share premium and capital redemption reserve of the Group's former ultimate holding company whose shares were exchanged for the Company's shares and the nominal amount of the share capital issued by the Company pursuant to a scheme of arrangement dated April 14, 1999.

The statutory surplus reserves represent enterprise development and general reserve funds appropriated from the profit after taxation of subsidiaries established in the People's Republic of China (the "PRC") in accordance with the PRC laws and regulations.

本集團之特別儲備指本集團前任最終控股公司之股本、股本溢價及資本贖回儲備，與本公司根據1999年4月14日訂立之債務償還安排計劃而向該公司發行本公司股份之面值之差額。

法定盈餘儲備指根據中華人民共和國(「中國」)之法律及規定，於中國成立之附屬公司除稅後溢利所分派之企業發展及一般儲備基金。



## Consolidated Cash Flow Statement

### 綜合現金流動表

For the year ended December 31, 2007

截至2007年12月31日止年度

	Note 附註	2007 HK\$'000 千港元	2006 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>	<b>經營業務</b>		
Profit before taxation	除稅前溢利	52,559	43,951
Adjustments for:	調整：		
Share of (profit) loss of a jointly controlled entity	分佔一家共同控制實體(溢利)虧損	(570)	418
Finance costs	融資成本	53,693	37,280
Interest income	利息收入	(10,287)	(13,396)
Gain on disposal of subsidiaries	出售一附屬公司所得	(7,371)	—
Loss (gain) on change in fair value of derivative financial instruments	衍生財務工具公平值改變之虧損(所得)	22,883	(1,481)
Impairment losses on receivables	應收賬款減值虧損	—	2,658
Adjustment to goodwill	商譽調整	442	1,123
Depreciation of property, plant and equipment	物業、機器及設備折舊	22,611	14,620
Amortisation of prepaid lease payments for land	土地預付租賃款項攤銷	2,133	1,991
Amortisation of prepaid lease payments for coast	海岸預付租賃款項攤銷	707	670
Amortisation on other intangible assets	其他無形資產攤銷	2,163	—
Gain on change in fair value of investment properties	投資物業公平值改變之所得	—	(3,229)
Loss on disposals and write-offs of property, plant and equipment	出售及撇銷物業、機器及設備之虧損	—	318
Recognition of share-based payments	確認以股份為基礎之支出	—	5,855
Operating cash flows before movements in working capital	營運資金變動前之經營現金流動	138,963	90,778
Increase in inventories	存貨增加	(65,076)	(17,773)
Increase in trade debtors and bills receivable	應收貿易賬款及應收票據增加	(291,141)	(89,324)
Increase in other debtors, deposits and prepayments	其他應收賬款、按金及預付款項增加	(30,864)	(26,816)
Increase in amount due from a jointly controlled entity	應收一共同控制實體款項增加	(201)	(117)
Decrease in amount due from a former shareholder of a subsidiary	應收一附屬公司前股東之款項減少	—	103
Increase in trade creditors and bills payable	應付貿易賬款及應付票據增加	95,693	221,468
Increase in other creditors and accrued charges	其他應付款項及應計費用增加	9,472	61,363
Cash (used in) generated from operations	經營(用於)產生現金額	(143,154)	239,682
Hong Kong Profits Tax paid	支付香港利得稅	—	(237)
PRC income tax paid	支付中國所得稅	(394)	(231)
Interest paid	支付利息	(53,693)	(37,280)
<b>NET CASH (USED IN) GENERATED FROM OPERATING ACTIVITIES</b>	<b>經營業務(用於)產生現金淨額</b>	<b>(197,241)</b>	<b>201,934</b>



## Consolidated Cash Flow Statement 綜合現金流動表

For the year ended December 31, 2007

截至2007年12月31日止年度

		Note 附註	2007 HK\$'000 千港元	2006 HK\$'000 千港元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>			
Interest received	已收利息		10,287	13,396
Acquisition of subsidiaries (net of cash and cash equivalents acquired)	收購附屬公司(已扣除所得之現金及等同現金項目)	33	(15,685)	(34,602)
Deposits paid for acquisition of a subsidiary	支付收購附屬公司之按金		—	(15,926)
Deposit paid for acquisition of additional interests in a subsidiary	支付收購附屬公司額外權益之按金		(22,452)	—
Proceeds from disposals of investment properties	出售投資物業所得		—	49,229
Purchase of property, plant and equipment	購置物業、機器及設備		(132,557)	(247,243)
Deposit paid to a contractor	支付承建商之按金		—	(49,768)
Payments of prepaid lease rental for a vessel	支付租賃船隻預付款項		(14,517)	—
Increase in pledged bank deposits	已抵押銀行存款增加		(441,718)	(105,748)
Proceeds from disposals of property, plant and equipment	出售物業、機器及設備所得		174	1,042
Compensation from the gas plant contractor	氣庫承建商之賠償		146,183	—
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用現金淨額</b>		<b>(470,285)</b>	<b>(389,620)</b>
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>			
Interest paid	已付利息		(9,035)	(2,905)
Borrowings raised	籌得借款		2,781,866	1,231,222
Repayment of borrowings	償還借款		(2,155,408)	(941,952)
Dividend paid	已付股息		(4,817)	(5,780)
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>	<b>融資活動產生現金淨額</b>		<b>612,606</b>	<b>280,585</b>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及等同現金項目(減少)增加淨額</b>		<b>(54,920)</b>	<b>92,899</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>外匯兌換率變動之影響</b>		<b>9,854</b>	<b>656</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>年初現金及等同現金項目</b>		<b>151,034</b>	<b>57,479</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>年末現金及等同現金項目</b>		<b>105,968</b>	<b>151,034</b>
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及等同現金項目分析</b>			
Bank balances and cash	銀行結餘及現金		105,968	151,034



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its ultimate and immediate holding company is Uniocean Investments Limited, a company incorporated in the British Virgin Islands. The address of the registered office of the Company is disclosed in the “Corporate Information” section to the annual report.

The Company acts as an investment holding company. The principal activities of the Group are the sale and distribution of liquefied petroleum gas and sale of electronic products.

The functional currency of the Company is Renminbi (“RMB”), the currency of the primary economic environment in which the Group operates. For the purpose of the consolidated financial statements and convenience of the financial statements users, the results and financial position of the Group are expressed in Hong Kong dollars (“HKD”), the presentation currency for the consolidated financial statements.

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

In the current year, the Group has applied, for the first time, a number of new standard, amendment and interpretations (“new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are effective for the Group’s financial year beginning January 1, 2007.

### 1. 概述

本公司乃於百慕達註冊成立之受豁免有限責任公司，公司股份在香港聯合交易所有限公司（「聯交所」）上市。其最終控股公司為海聯控股有限公司，一間於英屬處女島成立之有限公司。其註冊地址於年報「公司資料」一節內披露。

本公司乃投資控股公司。本集團之主要業務為銷售和分銷液化石油氣及銷售電子產品。

本公司之功能貨幣為人民幣，為本集團經營所在主要經濟地區之貨幣。為方便綜合財務報表使用者，本集團之業績及財務狀況以港元（綜合財務報表所列之貨幣）表示。

### 2. 應用新訂及經修訂香港財務報告準則

於本年內，本集團首次應用由香港會計師公會（「香港會計師公會」）頒佈之多項新訂準則、修訂及詮釋（「新香港財務報告準則」），新香港財務報告準則已於本集團於2007年1月1日開始的財政年度生效。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

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

## 2. 應用新訂及經修訂香港財務報告準則(續)

HKAS 1 (Amendment)	Capital disclosures	香港會計準則 第1號(修訂本)	資本披露
HKFRS 7	Financial instruments: Disclosures	香港財務報告準則 第7號	金融工具：披露
HK(IFRIC) — INT 7	Applying the restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies	香港(國際財務報 告詮釋委員會) 第7號	根據香港會計準則第29號 於惡性通脹經濟中之 財務報告採用重列法
HK(IFRIC) — INT 8	Scope of HKFRS 2	香港(國際財務報 告詮釋委員會) 第8號	香港財務報告準則第2之 範圍
HK(IFRIC) — INT 9	Reassessment of embedded derivatives	香港(國際財務報 告詮釋委員會) 第9號	內含衍生工具之重估
HK(IFRIC) — INT 10	Interim financial reporting and impairment	香港(國際財務報 告詮釋委員會) 第10號	中期財務報告及減值

The adoption of these new HKFRSs had no material effect on how the results or financial position of the Group for the current or prior accounting periods. Accordingly, no prior year adjustment has been required.

採納該等新香港財務報告準則對本集團現時或過往會計期間業績或財務狀況概無構成重大影響。因此毋須對過往會計年度作出任何調整。

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

本集團已以追溯方式採用香港會計準則第1號(修訂本)及香港財務報告準則第7號之披露要求。根據香港會計準則第32號之規定於過往年度呈列之若干資料經已被刪除，而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號之規定提供之有關公司資料已在本年度首次呈列。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

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

The Group has not early applied the following new standards, amendment or interpretations that have been issued but are not yet effective.

## 2. 應用新訂及經修訂香港財務報告準則(續)

本公司並無提前採用下列已頒佈但尚未生效之新訂準則、修訂或詮釋。

HKAS 1 (Revised)	Presentation of financial statements <sup>1</sup>	香港會計準則第1號 (經修訂)	財務報表之呈列 <sup>1</sup>
HKAS 23 (Revised)	Borrowing costs <sup>1</sup>	香港會計準則第23號 (經修訂)	借貸成本 <sup>1</sup>
HKAS 27 (Revised)	Consolidated and separate financial statements <sup>2</sup>	香港會計準則第27號 (經修訂)	綜合及獨立財務報表 <sup>2</sup>
HKFRS 2 (Amendment)	Vesting conditions and cancellations <sup>1</sup>	香港財務報告準則 第2號(修訂本)	歸屬之條件及註銷 <sup>1</sup>
HKFRS 3 (Revised)	Business combinations <sup>2</sup>	香港財務報告準則 第3號(經修訂)	業務合併 <sup>2</sup>
HKFRS 8	Operating segments <sup>1</sup>	香港財務報告準則 第8號	營運分類 <sup>1</sup>
HK(IFRIC) – INT 11	HKFRS 2: Group and treasury share transactions <sup>3</sup>	香港(國際財務報告 詮釋委員會) 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>
HK(IFRIC) – INT 12	Service concession arrangements <sup>4</sup>	香港(國際財務報告 詮釋委員會) 第12號	財務經營權安排 <sup>4</sup>
HK(IFRIC) – INT 13	Customer loyalty programmes <sup>5</sup>	香港(國際財務報告 詮釋委員會) 第13號	客戶忠誠計劃 <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>	香港(國際財務報告 詮釋委員會) 第14號	香港會計準則第19號 — 界定利益資產之 限制、最少注資及其 互相影響 <sup>4</sup>



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

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

- <sup>1</sup> Effective for annual periods beginning on or after January 1, 2009.
- <sup>2</sup> Effective for annual periods beginning on or after July 1, 2009.
- <sup>3</sup> Effective for annual periods beginning on or after March 1, 2007.
- <sup>4</sup> Effective for annual periods beginning on or after January 1, 2008.
- <sup>5</sup> Effective for annual periods beginning on or after July 1, 2008.

The adoption of HKFRS 3 (revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after July 1, 2009. HKAS 27 (revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary that do not result in a loss of control, which will be accounted for as equity transactions. The directors of the Company anticipate that the application of the other new or revised standards and interpretations will have no material impact on the results and the financial position of the Group.

#### 2. 應用新訂及經修訂香港財務報告準則(續)

- <sup>1</sup> 於2009年1月1日或其後開始之年度期間生效。
- <sup>2</sup> 於2009年7月1日或其後開始之年度期間生效。
- <sup>3</sup> 於2007年3月1日或其後開始之年度期間生效。
- <sup>4</sup> 於2008年1月1日或其後開始之年度期間生效。
- <sup>5</sup> 於2008年7月1日或其後開始之年度期間生效。

採納香港財務報告準則第3號(經修訂)可能會影響其收購日期為2009年7月1日或之後開始之首個年報期間或之後之業務合併之會計處理。香港會計準則第27號(經修訂)將會影響有關於母公司於附屬公司所擁有權益之變動(不會導致失去控制權)之會計處理,該變動將列作股權交易。本公司董事預期應用其他新訂或經修訂準則修訂及詮釋將不會對本集團之業績及財務狀況產生重大影響。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

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

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

#### 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.

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

### 3. 主要會計政策

綜合財務報表乃根據歷史成本基準編製，惟如下文所載之會計政策所解釋，衍生財務工具乃按公平價值計量。

綜合財務報表乃根據香港會計師公會所頒佈之香港財務報告準則(「香港財務報告準則」)編製。此外，綜合財務報告載有香港聯合交易所有限公司證券上市規則及香港公司條例規定之適用披露事項。

#### 綜合基準

綜合財務報表乃綜合本公司及本公司控制之實體(其附屬公司)之財務報表。當本公司有權監管實體之財務及營運政策以獲得利潤，便被視為控制。

年內所收購或所出售附屬公司之業績自收購日期起或至出售日期止(視乎情況而定)已計入綜合收益表。

所有集團內交易、結餘、收入及支出均於綜合賬目對銷。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Basis of consolidation (Continued)

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.

#### 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.

### 3. 主要會計政策(續)

#### 綜合基準(續)

綜合附屬公司淨資產內之少數股東所佔權益與本集團所佔之權益分開列賬。少數股東於淨資產之權益包括該等權益於原業務合併日期之數額及少數股東應佔該合併日期以來之股本變動。適用於少數股東的虧損超出於附屬公司股權的少數股東權益的數額將在本集團的權益中作出分配，惟少數股東具約束力責任及可以增加投資補足虧損者除外。

#### 業務合併

收購附屬公司使用收購法列賬。收購成本按本集團於交換日為交換被收購者的控制權而付出的資產、產生或承擔的負債的公平值總額，另加業務合併產生的任何直接成本而計算。被收購者的可確認資產、負債及或然負債，若符合香港財務報告準則第3號「業務合併」的確認條件，則於收購日按其公平值確認。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Business combinations (Continued)

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 profit or loss.

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.

#### Acquisition of additional interests in a subsidiary

The cost of the acquisition is measured at the consideration paid for the additional interest. The goodwill is calculated as the difference between the consideration paid and the carrying amount of the net assets of the subsidiary attributable to the additional interest acquired.

#### Goodwill

##### *Goodwill arising on acquisitions prior to January 1, 2005*

Goodwill arising on acquisition of net assets and operations of another entity or a jointly controlled entity for which the agreement date is before January 1, 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.

### 3. 主要會計政策(續)

#### 業務合併(續)

因收購而產生的商譽，指業務合併成本超逾本集團已確認可識別資產、負債及或然負債公平值淨額的差額，乃確認為資產並於首次按成本計量。倘經重新評估後，本集團應佔被收購者的可識別資產、負債及或然負債的公平值淨額的權益超逾業務合併成本，則超逾差額即時確認為損益。

被收購者的少數股東權益於最初時會按少數股東所佔的已確認資產、負債及或然負債的公平值淨額比例計量。

#### 收購一附屬公司之額外權益

收購成本是按為額外權益所支付的代價計量。商譽是根據所付代價與附屬公司額外權益應佔資產淨值的賬面值的差額計算。

#### 商譽

##### *於2005年1月1日前因收購而產生之商譽*

收購其他實體或一間共同控制實體淨資產及業務(協議日期於2005年1月1日之前)產生之商譽乃指收購成本超過本集團在收購當日應佔相關被收購者可識別資產及負債之公平值。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Goodwill (Continued)

##### *Goodwill arising on acquisitions on or after January 1, 2005*

Goodwill arising on an acquisition of a business for which the agreement date is on or after January 1, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant business at the date of acquisition. Such goodwill is carried 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 of a subsidiary 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.

### 3. 主要會計政策(續)

#### 商譽(續)

##### *於2005年1月1日或之後因收購而產生之商譽*

收購業務(協議日期為於2005年1月1日或之後)產生之商譽乃指收購成本超過本集團於收購當日應佔相關業務可識別資產、負債及或然負債公平值之權益之差額。有關商譽乃按成本減任何累計減值虧損列賬。

收購附屬公司產生之資本化商譽乃於資產負債表內分開列賬。

就減值測試而言，收購附屬公司所產生之商譽乃被分配到各有關現金產生單位，或現金產生單位之組別，預期彼等從收購之協同效應中受益。已獲分配商譽之現金產生單位每年及凡單位有可能出現減值之跡象時進行減值測試。就於某個財政年度之收購所產生之商譽而言，已獲分配商譽之現金產生單位於該財政年度完結前進行減值測試。當現金產生單位之可收回金額少於該單位之賬面值，則減值虧損被分配，首先削減分配到該單位之任何商譽之賬面值，其後以單位各資產之賬面值為基準按比例分配到該單位之其他資產。商譽之任何減值虧損乃直接於收益表內確認。商譽之減值虧損於其後期間不予撥回。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Goodwill (Continued)

##### *Goodwill arising on acquisitions on or after January 1, 2005 (Continued)*

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.

#### Jointly controlled entities

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as 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 the profit or loss and of changes in equity 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.

### 3. 主要會計政策(續)

#### 商譽(續)

##### *於2005年1月1日或之後因收購而產生之商譽(續)*

其後出售相關現金產生單位，則被資本化之商譽之應佔金額於出售時計入釐定損益之金額。

#### 共同控制實體

由合營者成立一間各自擁有權益的獨立企業的合營安排視為共同控制實體。

共同控制實體之業績、資產及負債乃以會計權益法綜合入財務資料。根據權益法，於共同控制實體之投資乃按成本於綜合資產負債表中列賬，並就本集團分佔該共同控制實體之損益及權益變動之收購後變動作出調整，以及減去任何已識別之減值虧損。當本集團分佔某共同控制實體之虧損相等於或超出其於該共同控制實體之權益，則本集團不再繼續確認其分佔之虧損乃被撥備，而負債僅以本集團已產生法定或推定責任或代表該共同控制實體作出付款者為限被確認。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Jointly controlled entities (Continued)

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities of the jointly controlled entity recognised at the date of acquisition is recognised as goodwill. This goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

When a group entity transacts with a jointly controlled entity of the Group, unrealised profits or losses are eliminated to the extent of the Group's interest in the jointly controlled entity, except to the extent that unrealised losses provide evidence of an impairment of the asset transferred, in which case, the full amount of losses is recognised.

#### Revenue recognition

Revenue is measured at the fair value of the consideration received and receivable and represents amounts receivable for goods sold in the normal course of business, less discounts, sales related taxes, returns and allowances.

Revenue from sales of goods are recognised when goods are delivered and title has passed.

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

### 3. 主要會計政策(續)

#### 共同控制實體(續)

收購成本與本集團於收購日可分享共同控制實體可確定之淨資產負債之公平值比較，多出之部份確認為商譽。商譽包括在投資之賬面值及須為此投資部份進行減值評核。

當一集團實體與共同控制實體發生往來交易，其未確認利潤或損失將與本集團在共同控制實體之利益互相銷滅，除非該未確認損失有理據顯示資產減值已轉移，並且該損失已全數確認。

#### 收入確認

收入按已收及應收代價的公平值計量，並相當於在日常業務運作過程中提供貨品及服務而應收的款項，減折扣及銷售相關稅項、退貨及津貼。

貨物銷售之收入乃於貨物已付運及所有權已移交時確認。

財務資產利息收入根據本金結餘及適用利率按時間比例計算入賬。而適用利率為透過財務資產之預期可用年期將估計日後現金收據實際折讓至該資產之賬面淨值之比率。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Revenue recognition (Continued)

Subcontracting fee income under subcontracting arrangement is recognised on a straight line basis over the respective subcontracting lease terms.

#### Property, plant and equipment

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

Depreciation and amortisation are provided to write off the cost, other than construction in progress, over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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.

### 3. 主要會計政策(續)

#### 收入確認(續)

承包安排之承包費用收入按有關承包租期以直線基準計算入賬。

#### 物業、機器及設備

除在建工程外，物業、機器及設備，包括持作產生用途或提供貨物或服務，或作行政樓宇用途之樓宇乃按成本值扣減累積折舊及累積減值虧損(如有)入賬。

除在建工程外，估計可使用年期及其估計之剩餘價值以直線法撇銷成本而作出折舊及攤銷撥備。

在建工程包括興建中之物業、機器及設備作日後生產或自用。在建工程按成本減任何已確認減值虧損。當在建工程完成並預備使用時將列為物業、機器及設備之適當類別。該等資產作擬定用途時，將與其他物業資產以相同基準開始計算折舊。

物業、機械及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。資產取消確認產生之任何收益或虧損(按該項目之出售所得款項淨額及賬面值間之差額計算)於該項目取消確認之年度計入綜合收益表。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Intangible assets

##### *Intangible assets acquired in a business combination*

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

##### **Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)**

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

### 3. 主要會計政策(續)

#### 無形資產

##### *業務合併時所獲得之無形資產*

在業務合併時所獲得的無形資產，當其符合無形資產的定義，及其價值可以可靠地衡量，將會獨立地被識別及確認而與商譽分開。該等無形資產的價值為其被購買當日的公平值。

有限年期之無形資產在被初次確認後，將會以成本價減去累積攤銷值及累積減值虧損值來記錄。有限年期之無形資產，將根據估計出的有用期，採取直線攤銷法(可參考以下有關有形資產及無形資產的減值虧損會計政策)。

##### **除商譽外的有形與無形資產之減值虧損(可參考上述的商譽會計政策)**

在每個結算日，本集團將會評估有形與無形資產的價值來決定這些資產有否減值虧損。如某資產的回收價值低於其賬面值，其賬面值便會被減少至其回收值。減值虧損將會以開支類別立刻反映在賬上。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (Continued)

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.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

#### 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 that are measured in terms of historical cost in a foreign currency are not retranslated.

### 3. 主要會計政策(續)

除商譽外的有形與無形資產之減值虧損(可參考上述的商譽會計政策)(續)

當減值虧損後需要回撥，資產的賬面值將會被增加至從新評估的可回收值，但決定增加後的賬面值，不能超過假如該資產從沒有作過過往年度減值虧損的賬面值。減值虧損回撥會馬上確認為收入。

#### 存貨

存貨按成本值及可變現淨值兩者之較低者入賬。成本以先進先出方法計算。

#### 外幣

於編製各個別集團實體之財務報告時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為有關的功能貨幣(如該實體經營所在主要經濟地區之貨幣)記賬。於各結算日，以外幣定值之貨幣項目均按結算日之適用匯率重新換算。按外幣過往成本計量之非貨幣項目毋須重新換算。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the year in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations recorded at the functional currency 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 year, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the exchange reserve). Such exchange differences are recognised in profit or loss in the year in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after January 1, 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the balance sheet date. Exchange differences arising are recognised in the exchange reserve.

### 3. 主要會計政策(續)

#### 外幣(續)

於結算及換算貨幣項目時產生之匯兌差額均於彼等產生年內以損益確認。

就呈列綜合財務報告而言，本集團以功能貨幣入賬之海外經營業務之資產及負債乃按於結算日之適用匯率換算為本集團之列賬貨幣(即港元)，而其收入及支出乃按該年度之平均匯率進行換算，除非匯率於該年內出現大幅波動則作別論，於此情況下，則採用於換算當日之適用匯率。所產生之匯兌差額(如有)乃確認作權益之獨立部分(匯兌儲備)。該等匯兌差額乃於海外業務被出售之年內於損益表內確認。

於2005年1月1日或之後，於收購海外業務時產生之有關所收購可識別資產之商譽及公平值調整乃作為該海外經營業務之資產及負債處理，並按於結算日之適用匯率進行換算。產生之匯兌差額乃於匯兌儲備內確認。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 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 profit or loss in the period in which they are incurred.

#### Leasing

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

#### *The Group as lessor*

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

### 3. 主要會計政策(續)

#### 借貸成本

收購、興建或生產合資格資產直接應佔的借貸成本作為該等資產成本的一部分。當資產隨後作擬定用途或銷售，該等借貸成本不再資本化。合資格資產出現開支前，於具體借款作短期投資而賺取的投資收入會從適合作資本化的借貸成本中扣除。

所有其他借貸成本於產生期間確認為損益。

#### 租賃

凡租賃之條款規定擁有權所附帶之一切風險及報酬實質上轉移至承租人者，該租賃即歸類為融資租賃。其他租賃全部列作經營租賃。

#### *本集團作為出租人*

經營租賃之租金收入乃按相關租賃年期以直線法於綜合收益表確認。於協商及安排經營租賃時引致之初步直接成本乃加至租賃資產之賬面值，並按租賃年期以直線法確認作一項支出。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated income statement because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes items of income or expenses 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 amount 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.

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.

### 3. 主要會計政策(續)

#### 稅項

所得稅支出為當期應付稅項加上遞延稅項的總和。

當期應付稅項按年度應課稅溢利計算。應課稅溢利由於不包括其他年度的應課稅收入或可扣稅支出項目，亦不計入毋須課稅或不獲扣稅的損益項目，因而與綜合收益表所示溢利數額不同。本集團之即期稅項負債乃按結算日已實行或大致上已實行之稅率計算。

遞延稅項為基於資產負債在綜合財務報表的帳面值與計算應課稅溢利的相關稅基之間的差額，按資產負債表負債法入賬。如出現應課稅暫時差額，一般一律確認為遞延稅項負債，而遞延稅項資產則於有可能出現可利用暫時差額扣稅之應課稅溢利時確認。然而，若暫時差額是基於商譽或因一項既不影響應課稅亦不影響會計溢利的交易(業務合併除外)而首次確認其他資產及負債所導致，則不會確認有關遞延稅務資產和負債。

遞延稅務資產的賬面值定期在結算日檢討。如應課稅溢利不大可能足以恢復全部或部份資產，則會作出撇減。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Taxation (Continued)

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

#### Retirement benefit cost

Payments to state-managed retirement benefit scheme and the Mandatory Provident Fund Scheme are charged as an expense when employees have rendered service entitling them to the contributions.

#### 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 and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項按預期適用於清償負債或變賣資產期間之適用稅率計算。遞延稅項在損益表中入賬或扣除。然而，若遞延稅項關乎直接在資本賬中入賬或扣除的項目，則會在資本賬中處理。

#### 退休福利成本

國營退休福利計劃及強制性公積金計劃於僱員提供服務以致彼等有權獲得供款時作開支扣除。

#### 金融工具

財務資產及財務負債乃當某集團實體成為工具合同條文之訂約方時在資產負債表上確認。財務資產及財務負債按公平值初步確認。收購或發行財務資產及財務負債直接應佔之交易成本(於損益表按公平值計算之財務資產及財務負債除外)乃於初步確認時加入財務資產或財務負債之公平值或自財務資產或財務負債之公平值內扣除(如合適)。收購於損益表按公平值計算之財務資產或財務負債直接應佔之交易成本即時於損益表內確認。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### Financial assets

The Group's financial assets are classified as loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of financial assets are set out below.

##### 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.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 財務資產

本集團之財務資產歸入借款及應收款項。所有定期購買或出售財務資產乃按交易日基準確認及不再確認。定期購買或出售乃購買或出售財務資產，並要求於市場上按規則或慣例設定之時間框架內付運資產。所採納之與各類財務資產有關之會計政策乃載於下文。

##### 實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入(包括所有支付或收取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價)按金融資產之預期使用年期，或較短期間(倘合適)實際折現之利率。

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 December 31, 2007

截至2007年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Loans and receivables

Loans and receivables 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 including bank balances, pledged bank deposits, trade debtors, bills receivable, other debtors and deposits are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

#### Impairment of financial assets

Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

For loans and receivables, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

### 3. 主要會計政策(續)

#### 金融工具(續)

#### 財務資產(續)

#### 借款及應收款項

借款及應收款項乃非於現行市場所報之固定或可釐定付款之非衍生財務資產。於初步確認後之各結算日，借款及應收款項(包括銀行結餘、已抵押銀行存款、應收貿易賬款、應收票據、其他應收賬款及按金)均按採用實際利率法計算之已攤銷成本減任何已識別減值虧損入賬。(見以下有關財務資產減值的會計政策一項)。

#### 財務資產減值

財務資產會於每個結算日評定是否有減值現象。財務資產於有客觀證據顯示財務資產之預期未來現金流因於初步確認該財務資產後發生之一項或多項事件而受到影響時作出減值。

就借款及應收款項而言，減值之客觀證據可包括：

- 發行人或對手方出現重大財政困難；或
- 未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### *Impairment of financial assets (Continued)*

For certain categories of financial asset, such as trade receivables and bills 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 the Group's past experience of collecting payments, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss 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.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade 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 profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### *財務資產減值(續)*

就若干類別之財務資產(如應收貿易賬款及應收票據)而言，不會單獨作出減值之資產會於其後匯集並評估減值。應收賬款組合出現減值之客觀證據包括本集團過往收款紀錄，以及國家或地區經濟狀況出現明顯變動導致應收賬款未能償還。

就按攤銷成本計值之財務資產而言，當出現客觀證據顯示資產已減值時，於損益表中確認減值虧損，減值金額為資產之賬面值與預期未來現金流之現值(以財務資產之現有實際利率折算)間之差異。

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中作出扣減，惟應收貿易賬款除外，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損益中確認。當應收貿易賬款被視為不可收回時，其將於撥備賬內撇銷，原先已撇銷之金額於其後收回，乃於損益表中計入。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### *Impairment of financial assets (Continued)*

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent 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.

##### *Financial liabilities and equity*

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

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

##### *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.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### *財務資產減值(續)*

就按已攤銷成本列賬之金融資產而言，如在隨後期間，減值虧損金額減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

##### *財務負債及權益*

集團實體發行之財務負債及股本工具乃根據合同安排之性質與財務負債及股本工具之定義分別。

股本工具乃證明本集團於扣減所有負債後之資產中擁有剩餘權益之任何合同。就財務負債及股本工具所採納之會計政策乃載於下文：

##### *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支出之方法。實際利率乃將估計日後現金付款按財務負債之預期年限，或較短期間(倘合適)實際折現之利率。

利息支出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 December 31, 2007

截至2007年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

#### Financial liabilities and equity (Continued)

#### Financial liabilities

Financial liabilities including trade creditors, bills payable, other creditors and borrowings are subsequently measured at amortised cost, using the effective interest rate method.

#### Equity instruments

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

#### Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately.

#### 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 is recognised in profit or loss.

### 3. 主要會計政策(續)

#### 金融工具(續)

#### 財務負債及權益(續)

#### 財務負債

財務負債包括應付貿易賬款、應付票據、其他應付賬款及借款乃隨後採用實際利率法按已攤銷成本計算。

#### 股本工具

本公司發行之股本工具乃按已收所得款項(扣除直接發行成本)記賬。

#### 衍生融資工具

衍生工具初步均按訂立衍生工具合約當日之公平值確認，其後按於各結算日之公平值重新計算。所產生之損益即時於損益表確認。

#### 剔除確認

當應收資產現金流量之權利屆滿，或財務資產被轉讓而本集團已轉讓該項財務資產擁有權之絕大部分風險及回報時，有關資產會剔除確認。於剔除確認財務資產時，該項資產賬面值與已收及應收代價總數間之差額會於損益表確認。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Financial instruments (Continued)

##### *Derecognition (Continued)*

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 profit or loss.

#### Share-based payment transactions

##### *Equity-settled share-based payment transactions*

*Share options granted to employees on or before November 7, 2002 or granted after November 7, 2002 and vested before January 1, 2002*

The financial impact of share options granted is not recorded in the consolidated financial statements until such time as the options are exercised, and no charge is recognised in the consolidated income statement in respect of the value of options granted. Upon the exercise of the share options, the resulting shares issued are recorded as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded as share premium. Options which lapse or are cancelled prior to their exercise date are deleted from the register of outstanding options.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### *剔除確認(續)*

當有關合約所訂明責任獲解除、註銷或屆滿時，財務負債會自本集團資產負債表剔除。獲剔除確認之財務負債的賬面值與已付或應付代價間差額於損益表確認。

#### 以股份為基礎之支出

##### *以權益支付股份為基礎之支出*

*於2002年11月7日或之前授予僱員的購股權，或於2002年11月7日後授予而在2002年1月1日前既定*

授予購股權的財務影響並無記錄在綜合財務報表上直至購股權被行使，在綜合財務報表上並沒有反映所授予的股權價值之支出。在行使股權時，所發行的新股記錄為增加了的股本，用面值計算，每股的行使價與面值價的差價，記錄為股份溢價。過期或在行使前被取消的購股權，將會從股權登記冊中刪除。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### Share-based payment transactions

(Continued)

#### Equity-settled share-based payment transactions (Continued)

Share options granted to employees after November 7, 2002 and vested after January 1, 2005

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At each balance sheet date, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss with a corresponding adjustments to share options reserve.

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

### 3. 主要會計政策(續)

以股份為基礎之支出(續)

以權益支付股份為基礎之支出(續)

於2002年11月7日後授予僱員並且於2005年1月1日後既定

已接獲服務之公平值參考於授出日期所授出購股權之公平值釐定，以直線法於歸屬日期支銷，並相應增加股權(購股權儲備)。

於每個年結日，本集團修訂其估計之購股權數目。歸屬期間更改估計數目之影響(如有)，將連同購股權儲備之調整在損益表中確認。

於行使購股權時，以往於購股權儲備確認之款項將撥入股份溢價。當購股權已沒收或於屆滿日期仍未行使時，以往於購股權儲備確認之款項將撥入保留溢利。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the management has made various estimates factors 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.

The key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are also discussed below.

#### 4. 不確定估計之主要來源

在應用附註3所述之集團會計政策中，管理層已就資產與負債之賬面值作出不同之估計因素。該等估計及相關之假設乃基於過去經驗及其他被認為有關之因素。真正結果可能與該等估計有別。

該等估計及相關之假設會不時檢討。因應該等估計需作出的修訂將在對估計作出修訂之期間(若該等修訂僅影響該期間)或修訂期間及未來期間(若該等修訂影響現時及未來期間)予以確認。

不確定估計之主要來源會造成須對下一個財政年度內資產及負債賬面值作出重大調整之重大風險。該等不確定估計之主要來源如下：



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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

##### Estimated impairment of goodwill and intangible assets

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. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at December 31, 2007, the carrying amount of goodwill is approximately HK\$102,623,000 (2006: HK\$84,428,000) (net of accumulated impairment loss of nil (2006: HK\$45,576,000)). Details of the recoverable amount calculation are disclosed in note 20.

Determining whether intangible assets relating to sale and distribution of LPG arising from the acquisition of subsidiaries are impaired requires an estimation of the future cash flows expected to arise from the sale and distribution of LPG from the subsidiaries acquired and a suitable discount rate in order to calculate the present value. The discount rate represents rate that reflects current market assessments of time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. As at December 31, 2007, the carrying amount of intangible assets is approximately HK\$16,850,000 (2006: nil). Details of the intangible assets are disclosed in note 21.

#### 4. 不確定估計之主要來源(續)

##### 商譽及無形資產之預計減值

釐定商譽是否減值須以商譽獲分派之賺取現金單位之使用價值作出估計。使用價值計算要求本集團估計預期產生自賺取現金單位之日後現金流動及合適之折現率以計算現值。當真正日後現金流動少於預期，便會引起重大減值虧損。截至2007年12月31日，商譽之賬面價值約為102,623,000港元(2006：84,428,000港元)(無累計減值虧損淨額(2006：45,576,000港元))。可收回金額計算方法之詳情披露於附註20。

在應否為收購了的銷售及批發液化氣業務的附屬公司的無形資產作出減值的決定上，需要估計將來從收購了的附屬公司的銷售及批發液化氣的現金流動，並且採用適當的貼現率來計算它的現值。所採取的貼現率，應反映出目前市場對金錢的時間值的評估，及現金流動並未調整此資產的特殊風險。於2007年12月31日，無形資產的賬值約為16,850,000港元(2006：無)。無形資產的明細資料在附註21披露。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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

##### Income taxes

As at December 31, 2007, a deferred tax asset of approximately HK\$1,930,000 (2006: HK\$2,636,000) in relation to unused tax losses has been recognised in the Group's consolidated balance sheet. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the consolidated income statement for the year in which such a reversal takes place. Details of unused tax losses not recognised amounted to approximately HK\$57,259,000 (2006: HK\$30,584,000) are disclosed in note 32. The unused tax losses not recognised may be capitalised if the actual future profits generated are more than expected.

#### 5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

##### 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 capital structure of the Group consists of debt, which includes the borrowings as disclosed in note 29, and equity attributable to equity holders of the Company, comprising issued capital and retained profits.

#### 4. 不確定估計之主要來源(續)

##### 所得稅

於2007年12月31日，有關未動用稅項虧損之遞延稅項資產約1,930,000港元(2006：2,636,000港元)已於本集團之綜合資產負債表中確認。變現遞延稅項資產主要有賴於是否有足夠未來溢利或將來可供利用之應課稅暫時差額而定。倘產生之未來實際溢利乃少於預期溢利，遞延稅項資產可能會予以實質撥回，於有關撥回發生期間之綜合收益表內確認。約57,259,000港元(2006：30,584,000港元)未確認之未動用稅項虧損之詳情披露於附註32。假設將來產生之真正溢利大於預期，未確認之未動用稅項虧損可能被資本化。

#### 5. 資本風險管理及財務工具

##### 資本風險管理

本集團之資本管理乃確保本集團內各實體將可以持續方式經營，同時透過適當平衡資本與負債結構為股東帶來最大回報。

本集團資本架構乃由債項(包括於附註29披露之借款)及本公司股權持有人應佔權益(包括已發行股本及保留溢利)所組成。





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### 綜合財務報表附註

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#### 5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

##### Capital risk management (Continued)

The management of the Group reviews the capital structure on a continuous basis taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through new share issues, payment of dividends and the raise of bank borrowings or the repayment of the existing bank borrowings.

The Group's overall strategy remains unchanged during the year.

##### Categories of financial instruments

#### 5. 資本風險管理及財務工具(續)

##### 資本風險管理(續)

本集團管理層按持續基準計算資金成本及與資本有關之風險以審閱資金構架。本集團將透過發行新股、支付股息及增加銀行借款及償還現有之銀行借款以平衡其整體資金構架。

年內本集團整體策略保持不變。

##### 財務工具之類別

		<b>2007</b> <b>HK\$'000</b> 千港元	2006 HK\$'000 千港元
Financial assets	財務資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及等同現金項目)	<b>1,454,815</b>	731,930
Derivative financial instruments	衍生財務工具	—	1,481
Financial liabilities	財務負債		
Amortised cost	成本攤銷	<b>1,698,508</b>	956,668
Derivative financial instruments	衍生財務工具	<b>21,402</b>	—



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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#### 5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

##### Financial risk management objectives and policies

The Group's major financial instruments include bank balances, pledged bank deposits, borrowings, trade debtors, bills receivable, other debtors, deposits, trade creditors and bills payable and other creditors. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

##### Market risk

###### (i) Currency risk

Several subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk. Certain trade debtors, bank balances and cash, pledged bank deposits, trade creditors and bills payable and borrowings of the Group are denominated in foreign currencies as disclosed in notes 25, 27, 28 and 29 respectively. Approximately 26% of the Group's sales are denominated in currencies other than the functional currency of the group entity making the sale, whilst almost 67% of costs are denominated in currencies other than the functional currency of the group entity's functional currency.

#### 5. 資本風險管理及財務工具(續)

##### 財務風險管理目標及政策

本集團之主要財務工具包括銀行結餘、已抵押銀行存款、借款、應收貿易賬款、應收票據、其他應收賬款、按金、應付貿易賬款及應付票據及其他應付賬款。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

##### 市場風險

###### (i) 貨幣風險

本公司若干附屬公司有以外幣計值之買賣，令本集團承受外幣風險。若干應收貿易賬款、銀行結餘及現金、已抵押銀行存款、應付貿易賬款及應付票據及借款，以外幣定價(詳情已分別於附註25、27、28及29披露)。本集團之銷售中約26%並非以本集團實體功能貨幣定價，約67%成本並非以本集團實體之功能貨幣定價。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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#### 5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

##### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (i) Currency risk (Continued)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

#### 5. 資本風險管理及財務工具(續)

##### 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (i) 貨幣風險(續)

本集團以外幣列值之貨幣資產及貨幣負債於報告日期之賬面值如下：

		Assets 資產		Liabilities 負債	
		2007 HK\$'000 千港元	2006 HK\$'000 千港元	2007 HK\$'000 千港元	2006 HK\$'000 千港元
United States Dollars ("USD")	美元	<b>140,335</b>	77,343	<b>1,395,263</b>	840,047

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise. During the financial years, the management has entered into several foreign currency forward contracts to reduce the exposure of currency risk. As at December 31, 2007, the Group has outstanding foreign currency forward contracts with an aggregate notional amount of USD88,957,000 (2006: HK\$46,856,000) in relation to RMB. The details of the foreign currency forward contracts are disclosed in notes 25 and 41 respectively.

本集團現時尚無外幣對沖政策。然而，管理層監控外匯風險，並會考慮於必要時對沖重大外幣風險。於本財政年度，管理層已簽訂數份外幣遠期合約以減低貨幣風險之影響。於截至2007年12月31日，本集團共有88,957,000美元(2006：46,856,000港元)之總實義金額尚未結算，該等金額為有關人民幣之外幣遠期合約。外幣遠期合約之詳情已分別於附註25及41披露。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

##### Financial risk management objectives and policies (Continued)

###### Market risk (Continued)

###### (i) Currency risk (Continued)

###### Sensitivity analysis

Since the exchange rate of HKD is pegged with USD, the currency risk is mainly arising from exchange USD against RMB. The following table details the Group's sensitivity to a 5% increase and decrease in USD against RMB and 5% increase and decrease RMB/USD forward exchange rate. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates and RMB/USD forward exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and foreign currency forward contracts and adjusts their translation at the year end for a 5% change in foreign currency rates or their fair value at the year end for a 5% change in forward exchange rate. A positive number below indicates an increase in profit where RMB strengthen 5% against USD. For a 5% weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit and the balances below would be negative.

#### 5. 資本風險管理及財務工具(續)

##### 財務風險管理目標及政策(續)

###### 市場風險(續)

###### (i) 貨幣風險(續)

###### 敏感度分析

由於港元之兌換率與美元掛勾，貨幣風險主要來自美元兌換人民幣。下表詳列本集團在美元兌換人民幣上升或下跌5%及人民幣/美元遠期匯率上升及下跌5%的敏感度。向主要管理人員內部匯報貨幣風險時，利用5%為敏感度，代表管理層對匯率及人民幣/美元遠期匯率的潛在變動的評估。敏感度分析包括以外幣列值的未償還金融項目及外匯遠期合約，並於年末對其作出5%匯率變動或其於年末之公平值作5%遠期匯率變動調整。倘人民幣兌美元上升5%，則如下正數表示溢利增加。倘人民幣兌有關貨幣下跌5%，則會對溢利產生相等及相反的影響，且以下結餘將為負數。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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#### 5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

#### 5. 資本風險管理及財務工具(續)

##### Financial risk management objectives and policies (Continued)

##### 財務風險管理目標及政策(續)

##### Market risk (Continued)

##### 市場風險(續)

##### (i) Currency risk (Continued)

##### (i) 貨幣風險(續)

##### Sensitivity analysis (Continued)

##### 敏感度分析(續)

		USD impact 美元影響	
		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Increase (decrease) in profit for the year (Note)	年內溢利增加(減少) (附註)		
— monetary assets and liabilities	— 金融資產及負債	62,746	38,135
— foreign currency forward contracts	— 外幣遠期合約	(33,139)	(18,142)

Note: This is mainly attributable to the exposure outstanding on receivables and payables denominated in USD and foreign currency forward exchange as at year end.

附註：這主要是年末未償還的按美元定價的應收賬款及應付賬款及外幣遠期匯率帶來的風險。

##### (ii) Interest rate risk

##### (ii) 利率風險

The Group's bank balances and bank loans have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances and bank loans which carried at prevailing market interest rates.

因銀行結餘及銀行借款之市場利率波動，本集團附有市場利率之銀行結餘及銀行借款帶有資金流動利率風險。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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#### 5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

##### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

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

In addition, the Group has exposure to fair value interest rate risk through the impact of the rate changes on pledged bank deposits which are carried at fixed interest rate. The directors consider the Group's exposure to interest rate risk is not significant as interest bearing bank balances are within short maturity periods.

The Group's fair value interest rate risk relates primarily to fixed-rate borrowings (see note 29 for details of these borrowings). The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's exposures to interest rates on financial assets and financial 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 HIBOR arising from the Group's borrowings.

#### 5. 資本風險管理及財務工具(續)

##### 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (ii) 利率風險(續)

此外，本集團之已抵押銀行存款附有固定利息，利息改變亦會帶來公平值利率風險。董事認為本集團所冒之利率風險並非重大，因附有利息之銀行結餘之到期日乃屬短期。

本集團之公平值利率風險主要與固定利率借貸有關(該等借貸詳情請見附註29)。本集團現時尚無利率對沖政策。然而，管理層監控利率風險，並會考慮於必要時對沖重大利率風險。

本集團之財務資產及財務負債利率風險詳情載於本附註流動資金風險管理一節。本集團之現金流利率風險主要集中於本集團之借款之香港銀行同業拆息之波動。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

#### 5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

##### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

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

##### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the balance sheet date. For variable-rate bank borrowings and bank balances the analysis is prepared assuming the amount of outstanding balance at the balance sheet date was outstanding for the whole year. 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 December 31, 2007 would decrease/increase by HK\$1,535,000 (2006: HK\$2,077,000). This is mainly attributable to the Group's approximately exposure to interest rates on its variable-rate bank borrowings and bank balances.

#### 5. 資本風險管理及財務工具(續)

##### 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (ii) 利率風險(續)

##### 敏感度分析

下文敏感度分析乃以於結算日所承受的非衍生工具利率為基準而釐定。就浮息銀行借款及銀行結餘而言，分析乃假設於結算日未償還的結餘金額為於整個年度內未償還而作出。向主要管理人員內部匯報利率風險時，利用50個基點數的增減，代表管理層對利率的潛在變動作出的評估。

倘利率增/減50個基點數且所有其他可變因素維持不變，本集團截至2007年12月31日止年度的利潤將增加/減少1,535,000港元(2006: 2,077,000港元)，這主要由於本集團的浮息利率銀行借款及銀行結餘承受利率風險。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

##### Financial risk management objectives and policies (Continued)

###### Credit risk

As at December 31, 2007, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the trade debtors and bills receivable of approximately HK\$430,863,000 (2006: HK\$139,338,000). The Group has significant concentration risk on certain customers. As at December 31, 2007, five (2006: five) customers amounted HK\$324,866,000 (2006: HK\$32,993,000) comprised over 75% (2006: 24%) of the Group's trade debtors. As at December 31, 2006, the Group had concentration of credit risk with exposure to a counterparty of approximately HK\$79,628,000 as disclosed in note 25. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debtors, other debtors and deposits at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ranking assigned by international credit-rating agencies.

#### 5. 資本風險管理及財務工具(續)

##### 財務風險管理目標及政策(續)

###### 信貸風險

於2007年12月31日，因對方不履行責任而令集團蒙受財務損失的最高信貸風險來自貿易賬款及應收票據約430,863,000港元(2006: 139,338,000港元)。集團有顯著的集中風險在一些客戶上。於2007年12月31日，五位(2006: 五位)客戶共值324,866,000港元(2006: 32,993,000港元)，佔集團貿易賬款超過75%(2006: 24%)。於2006年12月31日，集團專注在一位客戶的信貸風險，約79,628,000港元，內容在附註25內披露。為要減輕信貸風險，本集團成立了一隊伍專責決定信貸額、信貸審批及其他監控程序以作出定期復查行動來收取過期賬款。再者，本集團在每個結算日分別研究個別的貿易賬款、其他賬款及存放款項的可收回情況，以確保能夠為不能收回的款項提供足夠的減值虧損撥備。因此，本公司董事認為本集團的信貸風險會大幅減少。

國際信貸評級代理已頒發高信貸評級予銀行，故集團之流動資金之信貸風險將有限。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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#### 5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

##### Financial risk management objectives and policies (Continued)

###### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

As at December 31, 2007, the Group has undrawn short term borrowing facilities with floating rate amounting to approximately HK\$899,087,000 (2006: HK\$604,428,000).

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. The total undiscounted cash flows adjustment column represents the possible future cash flows attributable to the instrument included in the maturity analysis which are not included in the carrying amount of the financial liabilities on each balance sheet date.

#### 5. 資本風險管理及財務工具(續)

##### 財務風險管理目標及政策(續)

###### 流動資金風險

在管理流動資金風險時，本集團監控及保持管理層認為足夠的現金及等同現金價值數額，以為本集團的業務營運提供資金並減輕現金流量波動的影響。管理層監控銀行借貸的使用狀況及確保遵守貸款契約。

於2007年12月31日，本集團未提取帶有浮動利率之短期借款信貸約為899,087,000港元(2006年：604,428,000港元)。

下表詳細載列本集團非衍生財務負債的餘下合約的到期日。下表乃基於本集團於須償還財務負債的最早日期的未折讓現金流量而編製。下表包括利息及本金的現金流量。沒有折現的總現金流量調整欄，代表一些工具對到期的現金流量所產生的影響，而這些工具的價值在結算日是沒有被放在財務負債內。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

#### 5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

#### 5. 資本風險管理及財務工具(續)

Financial risk management objectives and policies (Continued)

財務風險管理目標及政策(續)

Liquidity and interest risk table

流動資金及利率風險表

		Weighted average effective interest rate 加權平均 實際利率	Less than 3 months 3個月 以下 HK\$'000 千港元	3 months to 1 year 3個月 至1年 HK\$'000 千港元	Over 1 year 1年以上 HK\$'000 千港元	2 years to 5 years 2年至5年 HK\$'000 千港元	Total 總額 HK\$'000 千港元	Carrying amount at balance sheet date 於結算日 之賬面值 HK\$'000 千港元
As at December 31, 2007	於2007年12月31日							
Trade creditors and bills payable	應付貿易賬款及應付票據	N/A無	381,570	246	—	—	381,816	381,816
Other creditors	其他應付賬款	N/A無	18,923	27,349	—	—	46,272	46,272
Fixed interest rates borrowings	固定利率借款	5.76%	116,923	766,723	—	—	883,646	846,525
Variable interest rate borrowings	浮動利率借款	6.72%	207,286	26,042	111,413	130,277	475,018	423,895
			724,702	820,360	111,413	130,277	1,786,752	1,698,508
As at December 31, 2006	於2006年12月31日							
Trade creditors and bills payable	應付貿易賬款及應付票據	N/A無	284,714	—	—	—	284,714	284,714
Other creditors	其他應付賬款	N/A無	32,052	16,225	—	—	48,277	48,277
Fixed interest rates borrowings	固定利率借款	5.69%	55,851	—	—	—	55,851	55,068
Variable interest rate borrowings	浮動利率借款	7.13%	269,716	93,879	97,133	175,405	636,133	568,609
			642,333	110,104	97,133	175,405	1,024,975	956,668
Derivatives — gross settlement	衍生結算總額							
Foreign currency forward contracts	外幣遠期合約							
— inflow	— 流入		(121,494)	(897,347)	—	—	(1,018,841)	(1,018,841)
— outflow	— 流出		124,046	916,197	—	—	1,040,243	1,040,243
			2,552	18,850	—	—	21,402	21,402





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

#### 5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS *(Continued)*

##### Fair value

The fair value of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions.

The fair value of derivative instruments are calculated using quoted prices from financial institutions.

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.

#### 5. 資本風險管理及財務工具(續)

##### 公平值

財務資產及負債之公平值取決於一般被接納以現金流現值分析之定價模式，或參考可見的市場交易定價。

衍生工具之公平值乃按照財務機構之市場報價。

董事認為於綜合財務報表上反映之財務資產及負債已攤銷成本之賬面值，近似其公平值。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

#### 6. REVENUE

Revenue represents the fair value of amounts received and receivable for goods sold by the Group to outside customers, less discount, related taxes, returns and allowances, and rental and leasing income for the year, and is analysed as follows:

#### 6. 收入

收入乃指年內本集團向外界客戶出售貨品收取及應收取之金額減折扣、有關稅項、退貨及津貼及，租金及租賃收入之公平值，其分析如下：

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Continuing operations	持續業務		
Sale and distribution of LPG	銷售及分銷液化氣	3,673,610	2,287,545
Sale of electronic products	銷售電子產品	216,615	97,290
		<b>3,890,225</b>	2,384,835
Discontinued operations	非持續業務		
Leasing of investment properties	租賃投資物業	—	2,696
		<b>3,890,225</b>	2,387,531

#### 7. BUSINESS AND GEOGRAPHICAL SEGMENTS

The Group is principally engaged in sale and distribution of LPG and sale of electronic products. These businesses are the basis on which the Group reports its primary segment information.

The Group was also involved in the leasing of investment properties. The operation was discontinued during the year ended December 31, 2006.

#### 7. 業務及地區分類資料

本集團主要從事液化氣的銷售與分銷及電子產品之銷售。本集團呈報第一分類資料時，以該等業務為呈報基礎。

本集團亦從事投資物業之租賃業務。該等業務於截至2006年12月31日止年度停止營運。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

#### 7. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

#### 7. 業務及地區分類資料(續)

Segment information about these businesses is presented below:

該等業務之分類資料呈列如下：

##### Business segments

##### 業務分類

##### Income statement

##### 收益表

For the year ended December 31, 2007:

截至2007年12月31日止年度：

		Sale and distribution of LPG 銷售及分銷液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分類收益	3,673,610	216,615	3,890,225
Segment result	分類業績	112,884	20,432	133,316
Interest income	利息收入	—	—	10,287
Unallocated corporate expenses	未分配企業開支	—	—	(22,409)
Change in fair values of foreign currency forward contracts	外幣遠期合約公平值改變	—	—	(22,883)
Gain on disposal of subsidiaries	出售附屬公司所得	7,371	—	7,371
Finance costs	融資成本	—	—	(53,693)
Share of profit of a jointly controlled entity	分佔一家共同控制實體溢利	570	—	570
Profit before taxation	除稅前溢利	120,825	20,432	52,559
Taxation charge	稅項支出			(2,105)
Profit for the year	年內溢利			50,454



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

## 7. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

## 7. 業務及地區分類資料(續)

Business segments (Continued)

業務分類(續)

Balance sheet

資產負債表

At December 31, 2007:

於2007年12月31日：

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Assets	資產			
Segment assets	分類資產	1,339,168	101,804	1,440,972
Interest in a jointly controlled entity	一家共同控制實體之 權益	12,502	—	12,502
Unallocated corporate assets	未分配企業資產			866,058
Consolidated total assets	綜合總資產			2,319,532
Liabilities	負債			
Segment liabilities	分類負債	467,718	5,125	472,843
Unallocated corporate liabilities	未分配企業負債			1,322,846
Consolidated total liabilities	綜合總負債			1,795,689



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

#### 7. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

#### 7. 業務及地區分類資料(續)

Business segments (Continued)

業務分類(續)

Other information

其他資料

For the year ended December 31, 2007:

截至2007年12月31日止年度：

	Sale and distribution of LPG 銷售及分銷液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子產品 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital expenditure and goodwill arising from acquisitions of subsidiaries 資本支出及收購附屬公司產生之商譽	241,809	91	24	241,924
Adjustment to goodwill 商譽調整	442	—	—	442
Depreciation of property, plant and equipment 物業、機器及設備之折舊	22,113	—	498	22,611
Amortisation of other intangible assets 其他無形資產攤銷	2,163	—	—	2,163
Amortisation of prepaid lease payments for land 土地預付租賃款項攤銷	2,133	—	—	2,133
Amortisation of prepaid lease payments for coast 海岸預付租賃款項攤銷	707	—	—	707





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

## 7. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

## 7. 業務及地區分類資料(續)

### Business segments (Continued)

### 業務分類(續)

For the year ended 31 December, 2006:

截至2006年12月31日止年度：

		Continuing operations			Discontinued	Consolidated
		持續業務			非持續業務	
		Sale and distribution of LPG	Sale of electronic products	Total	Leasing of investment properties	
		銷售及分銷 液化氣	銷售 電子產品	合共	投資物業 之租賃	綜合
		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
Segment revenue	分類收益	2,287,545	97,290	2,384,835	2,696	2,387,531
Segment result	分類業績	68,209	13,650	81,859	2,401	84,260
Interest income	利息收入	—	—	13,394	2	13,396
Net gain (loss) on disposals and write-offs of property, plant and equipment	出售及撇銷物業、機器及設備之淨溢利(虧損)	(404)	—	(404)	86	(318)
Gain on change in fair value of investment properties	投資物業公平值改變之所得	—	—	—	3,229	3,229
Unallocated corporate expenses	未分配企業開支	—	—	(18,918)	—	(18,918)
Finance costs	融資成本	—	—	(37,280)	—	(37,280)
Share of loss of a jointly controlled entity	分佔一家共同控制實體虧損	(418)	—	(418)	—	(418)
Profit before taxation	除稅前溢利	67,387	13,650	38,233	5,718	43,951
Taxation credit	稅項收入					179
Profit for the year	年內溢利					44,130



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

## 7. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

## 7. 業務及地區分類資料(續)

### Business segments (Continued)

### 業務分類(續)

At December 31, 2006:

於2006年12月31日：

		Sale and distribution of LPG 銷售及 分銷液化氣 HK\$'000 千港元	Sale of electronic products 銷售 電子產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>			
Segment assets	分類資產	880,452	98,049	978,501
Interest in a jointly controlled entity	一家共同控制實體之 權益	11,932	—	11,932
Unallocated corporate assets	未分配企業資產			471,380
<b>Consolidated total assets</b>	<b>綜合總資產</b>			<b>1,461,813</b>
<b>Liabilities</b>	<b>負債</b>			
Segment liabilities	分類負債	356,046	939	356,985
Unallocated corporate liabilities	未分配企業負債			657,347
<b>Consolidated total liabilities</b>	<b>綜合總負債</b>			<b>1,014,332</b>



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

## 7. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued) 7. 業務及地區分類資料(續)

### Business segments (Continued)

### 業務分類(續)

### Other information

### 其他資料

For the year ended December 31, 2006:

截至2006年12月31日止年度：

	Continuing operations 持續業務				Discontinued operations 非持續業務	
	Sale and distribution of LPG 銷售及分銷液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子產品 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 合共 HK\$'000 千港元	Leasing of investment properties 投資物業之租賃 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital expenditure and goodwill arising from acquisition of subsidiaries	298,274	—	167	298,441	—	298,441
Adjustment to goodwill	1,123	—	—	1,123	—	1,123
Depreciation of property, plant and equipment	14,101	—	519	14,620	—	14,620
Amortisation of prepaid lease payments for land	1,991	—	—	1,991	—	1,991
Amortisation of prepaid lease payments for coast	670	—	—	670	—	670
Impairment losses on receivables	2,658	—	—	2,658	—	2,658
Share-based payments	—	—	5,855	5,855	—	5,855



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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## 7. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

### Geographical segments

The Group's operations, by the geographical location of its customers, were located in Hong Kong and the PRC, South East Asia, Korea and Europe. The Group's sale and distribution of LPG were carried out in the PRC. The Group's sale of electronic products was carried out in Hong Kong.

The following table provides an analysis of the Group's revenue by geographical market, irrespective of the origin of the goods:

## 7. 業務及地區分類資料(續)

### 地區分類

本集團之經營業務按客戶所在地區劃分，位於香港、中國、東南亞、韓國及歐洲。本集團銷售及分銷液化氣之業務於中國進行。本集團銷售電子產品之業務則於香港進行。

下表所列為本集團按市場所在地區作收益分析，不分貨物來源地：

		Sales revenue from continuing operations by geographical markets 持續業務按市場地區之銷售收入	
		2007 HK\$'000 千港元	2006 HK\$'000 千港元
The PRC	中國	2,265,145	2,207,287
South East Asia	東南亞	1,155,396	62,528
Hong Kong	香港	132,437	42,667
Korea	韓國	337,247	37,108
Europe	歐洲	—	35,245
		<b>3,890,225</b>	<b>2,384,835</b>



## Notes to the Consolidated Financial Statements

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## 7. BUSINESS AND GEOGRAPHICAL SEGMENTS (Continued)

## 7. 業務及地區分類資料(續)

### Geographical segments (Continued)

The following is an analysis of the carrying amount of segment assets, and additions to property, plant and equipment, goodwill and other intangible assets, analysed by the geographical area in which the assets are located:

### 地區分類(續)

按資產所在地區劃分之分類資產賬面值以及物業、機器及設備、商譽及其他無形資產添置之分析如下：

		Carrying amount of segment assets 分類資產之賬面值		Additions to property, plant and equipment, goodwill and other intangible assets 物業、機器及設備、商譽及其他無形資產之添置	
		2007 HK\$'000 千港元	2006 HK\$'000 千港元	2007 HK\$'000 千港元	2006 HK\$'000 千港元
The PRC	中國	932,690	974,053	241,780	298,274
Hong Kong	香港	141,076	4,448	115	167
South East Asia	東南亞	367,206	—	29	—
		<b>1,440,972</b>	978,501	<b>241,924</b>	298,441





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 8. OTHER INCOME

#### 8. 其他收入

	Continuing operations 持續業務		Discontinued operations 非持續業務		Consolidated 綜合	
	2007	2006	2007	2006	2007	2006
	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
Interest earned on bank deposits 銀行存款利息	10,287	13,394	—	2	10,287	13,396
Net exchange gain 匯兌收益淨額	63,283	16,638	—	80	63,283	16,718
Gain on change in fair value of derivative financial instruments 衍生財務工具公平值 改變之所得	—	1,481	—	—	—	1,481
Gain on disposal of subsidiaries 出售附屬公司所得	7,371	—	—	—	7,371	—
Subcontracting fee income 承包費用收入	6,471	—	—	—	6,471	—
Others 其他	2,919	3,797	—	1,309	2,919	5,106
	<b>90,331</b>	<b>35,310</b>	<b>—</b>	<b>1,391</b>	<b>90,331</b>	<b>36,701</b>

#### 9. FINANCE COSTS

#### 9. 融資成本

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Interest on bank and other borrowings wholly repayable within five years 須於五年內全數償還的 銀行或其他借貸的利息		62,728	40,185
Less: Amounts capitalised 減：資本化金額		(9,035)	(2,905)
		<b>53,693</b>	<b>37,280</b>

The whole amount is derived from the Group's continuing operations.

全數由本集團的持續業務衍生。

Borrowing costs capitalised during the year arose from a bank loan borrowed for the construction of gas plant and facilities in Zhuhai.

為在珠海興建氣庫及設施而借入的一項銀行借貸，其借貸成本在年內資本化。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 10. TAXATION (CHARGE) CREDIT

#### 10. 稅項(支出)收入

The amount of taxation (charged) credited to the consolidated income statement represents:

於綜合收益表內(扣除)計入之稅項包括：

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Current tax:	即期稅項：		
Hong Kong	香港	—	(470)
Other regions in the PRC	中國其他地區	<b>(2,631)</b>	(313)
		<b>(2,631)</b>	(783)
Deferred tax (Note 32)	遞延稅項(附註32)		
Current year	本年度發生	<b>374</b>	962
Attributable to a change in tax rate	由於稅率改變發生	<b>152</b>	—
		<b>526</b>	962
		<b>(2,105)</b>	179

For the year ended December 31, 2007, the Group has no Hong Kong taxable profit. For the year ended December 31, 2006, Hong Kong Profits Tax was calculated at 17.5% of the estimated assessable profit for the year.

於截至2007年12月31日止年度，本集團並無應課稅溢利。於截至2006年12月31日止年度，香港利得稅乃按該年度估計應課稅溢利按17.5%稅率計算。

The current tax for other regions in the PRC represents PRC enterprise income tax, which is calculated at the rates prevailing, in respect of the Company's subsidiaries operating in the PRC.

中國其他地區的即期稅項乃指有關本公司於中國營運之附屬公司按適用稅率計算之中國企業所得稅。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 10. TAXATION (CHARGE) CREDIT (Continued)

Pursuant to the relevant laws and regulations in the PRC, 新海能源(珠海)有限公司 (“新海(珠海)”) is entitled to exemption from the PRC enterprise income tax for the two years starting from its first profit-making year, followed by a 50% tax relief for the next three years. The tax charge provided has been made after taking these tax incentive into account. The first profit making year of 新海(珠海) is 2006.

On March 16, 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 December 6, 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 33% to 25% for certain subsidiaries from January 1, 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. 新海(珠海) is entitled to the 50% tax relief on the PRC enterprise tax at a tax rate increasing progressively for the next three years from 18% to 22% from 2008 to 2010. From 2011 onwards it will be subject to 25% PRC enterprise tax.

#### 10. 稅項(支出)收入(續)

根據中華人民共和國的法律和條例，新海能源(珠海)有限公司(「新海(珠海)」)從獲得利潤的第一年開始後的兩年享有豁免中國企業所得稅，隨後三年可享有50%的減稅補貼。在稅項的計算中，該等稅務優惠已經計算在內。新海(珠海)的第一年獲利發生於2006年。

於2007年3月16日，中國根據中華人民共和國主席令第63號頒佈了中華人民共和國企業所得稅(「新稅法」)。於2007年12月6日，中國國務院發佈新稅法的執行規則。從2008年1月1日開始，新稅法與執行規則將令若干附屬公司的稅率從33%降至25%。遞延稅項的數值已經作出更改以反映預計資產變賣或債項清還時的有關稅率。新海(珠海)享有企業利得稅的50%減稅優惠，其優惠將會在2008年至2010年三年間，由18%逐漸增加至22%。由2011年開始，其中國企業所得稅將為25%。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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#### 10. TAXATION CHARGE (CREDIT) (Continued)

#### 10. 稅項支出(收入)(續)

The taxation charge (credit) for the year can be reconciled to the profit per the consolidated income statement as follows:

年內產生之稅項支出(收入)可與綜合收益表之溢利對賬如下：

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Profit before taxation:	除稅前溢利：		
Continuing operations	持續業務	52,559	38,233
Discontinued operations	非持續業務	—	5,718
		<b>52,559</b>	<b>43,951</b>
Tax at the domestic tax rate 15% (2006: 15%)	按本地稅率 15% (2006 : 15%) 計算之稅率	<b>7,884</b>	6,593
Tax effect of expenses not deductible for tax purposes	不可扣除支出之稅務影響	<b>4,080</b>	1,096
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	<b>(1,459)</b>	(6,260)
Tax effect of tax concession	稅務優惠之稅務影響	<b>(13,045)</b>	(4,158)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	<b>4,842</b>	3,717
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	<b>(841)</b>	(1,201)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於不同法律管轄權下經營的附屬公司不同稅率之影響	<b>492</b>	34
Decrease in opening deferred tax liability resulting from a decrease in applicable tax rate	因應用稅率減少導致期初遞延稅務負擔減少	<b>152</b>	—
Taxation charge (credit) for the year	年內稅項支出(收入)	<b>2,105</b>	(179)

The domestic tax rate (which is the PRC enterprise income tax rate) in the jurisdiction where the operation of the Group is substantially based is used.

使用的稅率為本集團主要經營地管轄權區內的本地稅率(為中國企業所得稅)。

Details of the deferred tax asset and liabilities are set out in note 32.

遞延稅項資產及負債詳情載於附註 32。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 11. DISCONTINUED OPERATIONS

During the year ended December 31, 2006, the Group decided to discontinue the operation on leasing of investment properties. On September 2, 2006, the Group entered into a sale agreement to dispose of the investment properties. The disposal was effected in order to generate cash flows for the expansion of the Group's other businesses. The disposal was completed on September 8, 2006, on which the title of the investment properties passed to the acquirer.

The profit for the year ended December 31, 2006 from the discontinued operation is analysed as follows:

#### 11. 非持續業務

於截至2006年12月31日止年度內，本集團決定停止經營投資物業租賃業務。於2006年9月2日，本集團訂立了一份銷售協議以出售投資物業。為產生現金流動，以擴大本集團其他業務，該項出售最後達成。該出售於2006年9月8日完成，投資物業之業權已轉讓予收購方。

截至2006年12月31日止年度非持續業務所帶來之年內溢利分析如下：

		2006 HK\$'000 千港元
Profit of operation of leasing of investment properties, property, plant and equipment for the year	年內經營投資物業、物業、機器及設備之租賃業務溢利	2,489
Gain on change in fair value of investment properties	投資物業公平值改變之所得	3,229
		5,718





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 11. DISCONTINUED OPERATIONS (Continued)

#### 11. 非持續業務(續)

The results of the leasing of investment properties, for the period from January 1, 2006 to September 8, 2006, which have been included in the consolidated income statement, were as follows:

於2006年1月1日至2006年9月8日期內，投資物業之租賃業務的業績已包括在綜合收益表中，並列如下：

		Period from 1.1.2006 to 9.8.2006 由1.1.2006至 9.8.2006期間 HK\$'000 千港元
Revenue	收入	2,696
Cost of sales	銷售成本	(551)
Other income	其他收入	1,391
Gain on change in fair value of investment properties	投資物業公平值改變之所得	3,229
Net gain on disposals and write-offs of property, plant and equipment	出售及撇銷物業、機器及設備之淨獲利	86
Administrative expenses	行政支出	(1,133)
Profit before tax	除稅前溢利	5,718
Taxation	稅項	—
Profit for the period	期內溢利	5,718

No tax charge or credit arose on gain on discontinuance of the operations.

中止非持續業務獲利並無產生稅項支出或收入。

During the year ended December 31, 2006, the leasing of investment properties contributed HK\$2,527,000 to the Group's net operating cash outflows, generated HK\$51,758,000 in respect of investing activities.

於截至2006年12月31日止年度內，投資物業之租賃業務為本集團帶來約2,527,000港元之營運資金流出淨額，於投資活動則產生51,758,000港元金額。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 12. PROFIT FOR THE YEAR

### 12. 年內溢利

	Continuing operations 持續業務		Discontinued operations 非持續業務		Consolidated 綜合	
	2007	2006	2007	2006	2007	2006
	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
Profit for the year has been arrived at after charging (crediting):						
Amortisation of prepaid lease payments for land (included in administrative expenses)	2,133	1,991	—	—	2,133	1,991
Amortisation of prepaid lease payments for coast (included in administrative expenses)	707	670	—	—	707	670
Amortisation of other intangible assets (included in cost of sales)	2,163	—	—	—	2,163	—
Auditor's remuneration	1,812	1,347	—	—	1,812	1,347
Depreciation for property, plant and equipment	22,611	14,620	—	—	22,611	14,620
Minimum lease payments under operating leases:						
— LPG vessel	13,852	3,808	—	—	13,852	3,808
— Premises	1,393	1,322	—	14	1,393	1,336
Staff costs						
Directors' fees (Note 13)	380	378	—	—	380	378
Directors' other emoluments (Note 13)	5,698	8,293	—	—	5,698	8,293
Contributions to retirement benefits schemes excluding HK\$60,000 (2006: HK\$60,000) included in directors' emoluments	658	174	—	14	658	188
Others	13,922	12,250	—	409	13,922	12,659
	20,658	21,095	—	423	20,658	21,518
Gross rental income from investment properties	—	—	—	(2,696)	—	(2,696)
Less: Outgoings	—	—	—	551	—	551
	—	—	—	(2,145)	—	(2,145)



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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### 13. DIRECTORS' EMOLUMENTS

### 13. 董事酬金

The emoluments paid or payable to each of the 9 (2006: 10) directors were as follows:

支付或應付9位(2006: 10位)董事之酬金如下:

		Shum Siu Hung 岑少雄 HK\$'000 千港元	Chiu Sing Chung, Raymond 趙承忠 HK\$'000 千港元	Cen Ziniu 岑子牛 HK\$'000 千港元	Shum Chun, Lawrence 岑濶 HK\$'000 千港元	Wu Hong Cho 胡匡佐 HK\$'000 千港元	Cheung Kwan Hung, Anthony 張鈞鴻 HK\$'000 千港元	Chan Yuk Wai, Benedict 陳旭煒 HK\$'000 千港元	Ma Man Hoi, Joseph 馬文海 HK\$'000 千港元	Xu Mingshe 徐名社 HK\$'000 千港元	Total 合共 2007 HK\$'000 千港元
Fees	袍金	—	—	—	—	—	130	100	50	100	380
Other emoluments	其他酬金										
Salaries and other benefits	薪金及其他福利	3,000	1,254	684	400	300	—	—	—	—	5,638
Contributions to retirement benefits schemes	退休福利計劃供款	12	12	12	12	12	—	—	—	—	60
<b>Total emoluments</b>	<b>酬金總額</b>	<b>3,012</b>	<b>1,266</b>	<b>696</b>	<b>412</b>	<b>312</b>	<b>130</b>	<b>100</b>	<b>50</b>	<b>100</b>	<b>6,078</b>

		Shum Siu Hung 岑少雄 HK\$'000 千港元	Chiu Sing Chung, Raymond 趙承忠 HK\$'000 千港元	Cen Ziniu 岑子牛 HK\$'000 千港元	Shum Chun, Lawrence 岑濶 HK\$'000 千港元	Wu Hong Cho 胡匡佐 HK\$'000 千港元	Cheung Kwan Hung, Anthony 張鈞鴻 HK\$'000 千港元	Chan Yuk Wai, Benedict 陳旭煒 HK\$'000 千港元	Ma Man Hoi, Joseph 馬文海 HK\$'000 千港元	Xu Mingshe 徐名社 HK\$'000 千港元	Young Wing Chun, Michael Frederick 楊永燦 HK\$'000 千港元	Total 合共 2006 HK\$'000 千港元
Fees	袍金	—	—	—	—	—	100	78	100	50	50	378
Other emoluments	其他酬金											
Salaries and other benefits	薪金及其他福利	3,000	958	410	300	301	—	—	—	—	—	4,969
Contributions to retirement benefits schemes	退休福利計劃供款	12	12	12	12	12	—	—	—	—	—	60
Share-based payments	以股份為基礎之支出	1,728	1,152	—	—	—	192	—	192	—	—	3,264
<b>Total emoluments</b>	<b>酬金總額</b>	<b>4,740</b>	<b>2,122</b>	<b>422</b>	<b>312</b>	<b>313</b>	<b>292</b>	<b>78</b>	<b>292</b>	<b>50</b>	<b>50</b>	<b>8,671</b>

No director waived any emoluments during both years.

於兩年內並無董事放棄任何酬金。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 14. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2006: two) were directors of the Company whose emoluments are included in the disclosures in note 13 above. The emoluments of the remaining two individuals (2006: three) were as follows:

		<b>2007</b> <b>HK\$'000</b> 千港元	2006 <b>HK\$'000</b> 千港元
Salaries and other benefits	薪金及其他福利	<b>1,910</b>	1,860
Contributions to retirement benefits schemes	退休福利計劃供款	<b>24</b>	36
Share-based payments	以股份為基礎之支出	—	1,728
		<b>1,934</b>	3,624

#### 14. 僱員酬金

本集團5名最高薪人士包括3名本公司董事(2006: 2名)，有關酬金詳情已於上文附註13作出披露。其餘2名人士(2006: 3名)收取之酬金如下：

Their emoluments of the two (2006: three) individuals were within the following bands:

2名(2006: 3名)人士之酬金均介乎：

		<b>2007</b> <b>No. of employees</b> 僱員數目	2006 <b>No. of employees</b> 僱員數目
Nil to HK\$1,000,000	無至1,000,000港元	<b>2</b>	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	—	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	—	1
		<b>2</b>	3



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### 綜合財務報表附註

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#### 15. DIVIDEND

#### 15. 股息

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Final dividends recognised as distribution during the year — HK1 cent (2006: HK1.2 cents) per share	年內確認分派之末期股息 — 每股1港仙 (2006 : 每股1.2港仙)	<b>4,817</b>	5,780

Subsequent to December 31, 2007, the directors proposed a final dividend of HK1.1 cents (2006: HK1 cent) per share be paid to the shareholders of the Company whose names appear on the register of members on June 10, 2008. This final dividend is subject to approval by the shareholders at the forthcoming annual general meeting. At April 23, 2008 the number of shares issued and fully paid is 481,676,687.

於2007年12月31日後，董事建議向於2008年6月10日名列本公司股東名冊之本公司股東派發末期股息，每股派息1.1港仙(2006：1港仙)。末期股息須待股東於來屆股東週年大會上通過方會作實。於2008年4月23日，已發行及繳足股份數目為481,676,687股。





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### 綜合財務報表附註

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#### 16. EARNINGS PER SHARE

#### 16. 每股盈利

##### For continuing and discontinued operations

##### 持續及非持續業務

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

本公司之普通權益持有人應佔每股基本及攤薄盈利乃按下列數據計算：

		<b>2007</b> <b>HK\$'000</b> 千港元	2006 HK\$'000 千港元
Profit attributable to the equity holders of the parent for the purposes of basic and diluted earnings per share	母公司股本持有人應佔用以計算每股基本攤薄盈利之溢利	<b>50,454</b>	44,130
Number of ordinary shares for the purposes of basic earnings per share	計算每股基本盈利之普通股股數	<b>481,676,687</b>	481,676,687
Effect of dilutive potential ordinary shares: Options	潛在股份攤薄影響： 購股權	<b>1,781,495</b>	170
Number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利之普通股股數	<b>483,458,182</b>	481,676,857



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### 綜合財務報表附註

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#### 16. EARNINGS PER SHARE (Continued)

##### From continuing operations

The calculation of the basic and diluted earnings per share from continuing operations attributable to the ordinary equity holders of the parent entity is based on the following data:

Earnings figures are calculated as follows:

		<b>2007</b> <b>HK\$'000</b> 千港元	2006 HK\$'000 千港元
Profit attributable to equity holders of the Company	本公司股本持有人應佔之溢利	<b>50,454</b>	44,130
Less: Profit for the year from discontinued operations	減：非持續業務年內溢利	—	(5,718)
		<b>50,454</b>	38,412

The denominators used are the same as those detailed above for basic and diluted earnings per share.

##### From discontinued operations

Basic earnings per share for the discontinued operations is HK1.19 cents per share, based on the profit for the year ended December 31, 2006 from the discontinued operations of approximately HK\$5,718,000 and the denominators detailed above for basic earnings per share.

Diluted earnings per share for the discontinued operation is HK1.19 cents for the year ended December 31, 2006.

#### 16. 每股盈利(續)

##### 持續業務

母公司之普通權益持有人於持續業務應佔每股基本及攤薄盈利乃按下列數據計算：

盈利乃按照如下計算：

		<b>2007</b> <b>HK\$'000</b> 千港元	2006 HK\$'000 千港元
Profit attributable to equity holders of the Company	本公司股本持有人應佔之溢利	<b>50,454</b>	44,130
Less: Profit for the year from discontinued operations	減：非持續業務年內溢利	—	(5,718)
		<b>50,454</b>	38,412

所使用之分母與以上所述計算每股基本及攤薄盈利之分母相同。

##### 非持續業務

按非持續業務年內溢利約5,718,000港元及以上所述之分母，截至2006年12月31日止年度非持續業務每股基本盈利為1.19港仙。

截至2006年12月31日止年度非持續業務每股攤薄盈利為1.19港仙。



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#### 17. PROPERTY, PLANT AND EQUIPMENT

#### 17. 物業、機器及設備

		Con- struction in progress	Buildings	Leasehold improve- ments	Plant and machinery	Gas plant and facilities	Gas pumps and equipment	Furniture, fixtures and equipment	Motor vehicles	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>COST</b>	<b>成本</b>									
At January 1, 2006	於2006年1月1日	5,867	5,783	8,031	1,047	120,213	50,817	8,460	3,431	203,649
Acquired on acquisition of subsidiaries	收購附屬公司所得	—	—	—	—	3,044	10,373	365	135	13,917
Additions	添置	261,703	—	113	—	5	503	1,102	1,117	264,543
Transfer	轉讓	(77,701)	—	—	—	77,701	—	—	—	—
Disposals and write-offs	出售及撇銷	—	—	(6,133)	(2)	—	(27)	(858)	(475)	(7,495)
Exchange realignment	外匯調整	1,050	214	—	39	3,181	2,193	276	130	7,083
At December 31, 2006	於2006年12月31日	190,919	5,997	2,011	1,084	204,144	63,859	9,345	4,338	481,697
Acquired on acquisition of subsidiaries	收購附屬公司所得	—	1,831	—	—	12,523	3,296	226	3,211	21,087
Additions	添置	171,915	8,172	106	—	7,206	727	336	2,898	191,360
Transfer	轉讓	(213,646)	—	—	—	162,681	50,965	—	—	—
Disposals and write-offs	出售及撇銷	(1,700)	—	—	—	(1,034)	(498)	(339)	(350)	(3,921)
Adjustment (note)	調整(附註)	(146,183)	—	—	—	—	—	—	—	(146,183)
Exchange realignment	外匯調整	1,871	869	—	79	11,385	6,552	621	630	22,007
At December 31, 2007	於2007年12月31日	3,176	16,869	2,117	1,163	396,905	124,901	10,189	10,727	566,047
<b>DEPRECIATION AND IMPAIRMENT</b>	<b>折舊及減值</b>									
At January 1, 2006	於2006年1月1日	1,639	753	6,205	1	8,892	10,896	3,644	1,525	33,555
Provided for the year	年內撥備	—	517	397	63	4,992	7,060	1,114	477	14,620
Eliminated on disposals and write offs	於出售及撇銷時抵銷	—	—	(5,557)	(1)	—	(36)	(236)	(305)	(6,135)
Exchange realignment	外匯調整	61	37	—	—	312	486	115	54	1,065
At December 31, 2006	於2006年12月31日	1,700	1,307	1,045	63	14,196	18,406	4,637	1,751	43,105
Provided for the year	年內撥備	—	927	406	67	10,492	8,100	1,211	1,408	22,611
Eliminated on disposals and write-offs	於出售及撇銷時抵銷	(1,700)	—	—	—	(1,034)	(489)	(184)	(340)	(3,747)
Exchange realignment	外匯調整	—	129	—	7	848	1,438	355	189	2,966
At December 31, 2007	於2007年12月31日	—	2,363	1,451	137	24,502	27,455	6,019	3,008	64,935
<b>CARRYING VALUES</b>	<b>賬面值</b>									
At December 31, 2007	於2007年12月31日	3,176	14,506	666	1,026	372,403	97,446	4,170	7,719	501,112
At December 31, 2006	於2006年12月31日	189,219	4,690	966	1,021	189,948	45,453	4,708	2,587	438,592



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#### 17. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Note: During the year ended December 31, 2007, a refund of approximately HK\$146,183,000 was paid by the construction contractor (the "Contractor") in relation to the construction in progress in Zhuhai LPG terminal. Due to the construction error committed by the Contractor, the construction in progress became impaired and need to be adjusted. Since the Contractor is fully responsible for the construction error, a full refund on the construction cost was compensated by the Contractor and thus no impact on the consolidated income statement of the Group.

Buildings	Over the term of the lease
Leasehold improvements	20% to 33 $\frac{1}{3}$ %
Plant and machinery	5% to 33 $\frac{1}{3}$ %
Gas plant and facilities	Over the lease term of coast use right
Gas pumps and equipment	10% to 33 $\frac{1}{3}$ %
Furniture, fixtures and equipment	15% to 16 $\frac{2}{3}$ %
Motor vehicles	16 $\frac{2}{3}$ % to 33 $\frac{1}{3}$ %

The buildings are situated outside Hong Kong, in the PRC, and are held on land under medium term leases.

The gas plant under construction are situated outside Hong Kong, in the PRC, and are held under medium term leases.

#### 17. 物業、機器及設備(續)

附註：於2007年12月31日年度，與珠海液化氣站的施工程有關之一承建商(「承建商」)退還約146,183,000港元之退款。因承建商的工程發生問題，工程進度受到損害而需要變更，由於承建商完全負上該工程之責任，承建商退回全部建築費作為補償，因此對本集團的綜合收益報告並無影響。

樓宇	按租約年期
租賃物業裝修	20%至33 $\frac{1}{3}$ %
機器及設備	5%至33 $\frac{1}{3}$ %
氣庫及設施	按海岸使用權租約年期
氣泵及設備	10%至33 $\frac{1}{3}$ %
傢俬、裝置及設備	15%至16 $\frac{2}{3}$ %
汽車	16 $\frac{2}{3}$ %至33 $\frac{1}{3}$ %

樓宇乃位於香港境外之中國並以中期租約持有。

在建氣庫乃位於香港境外之中國並以中期租約持有。



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### 綜合財務報表附註

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#### 18. PREPAID LEASE PAYMENTS FOR LAND

#### 18. 土地預付租賃款項

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
The Group's prepaid lease payments for land comprise:			
Land use rights outside Hong Kong, in the PRC under medium term leases		55,602	53,884
Analysed for reporting purposes as:			
Non-current asset	非流動資產	53,391	51,823
Current asset	流動資產	2,211	2,061
		<b>55,602</b>	<b>53,884</b>

#### 19. PREPAID LEASE PAYMENTS FOR COAST

#### 19. 海岸預付租賃款項

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
The Group's prepaid lease payments for coast comprise:			
Coast outside Hong Kong, in the PRC under medium term leases		13,022	12,820
Analysed for reporting purposes as:			
Non-current asset	非流動資產	12,290	12,137
Current asset	流動資產	732	683
		<b>13,022</b>	<b>12,820</b>

The prepaid lease payments for coast represent the rights to use a coast in Zhuhai ranging from 20 years to 28 years, starting from January 1, 1999.

海岸預付租賃款項乃指珠海之海岸使用權，租賃期由1999年1月1日開始，達20至28年。





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### 綜合財務報表附註

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#### 20. GOODWILL

#### 20. 商譽

		HK\$'000 千港元
<b>COST</b>		
<b>成本</b>		
At January 1, 2006	於2006年1月1日	107,469
Acquisition of subsidiaries (note 33)	收購附屬公司(附註33)	19,981
Adjustment to goodwill due to utilisation of pre-acquisition tax losses	動用收購前稅項虧損之商譽調整	(1,123)
Exchange realignment	外匯調整	3,677
At December 31, 2006	於2006年12月31日	130,004
Acquisition of subsidiaries (note 33)	收購附屬公司(附註33)	11,482
Eliminated on liquidation of a subsidiary	附屬公司清盤時抵銷	(45,576)
Adjustment to goodwill due to utilisation of pre-acquisition tax losses	動用收購前稅項虧損之商譽調整	(442)
Exchange realignment	外匯調整	7,155
At December 31, 2007	於2007年12月31日	102,623
<b>IMPAIRMENT</b>		
<b>減值</b>		
At January 1, 2006 and December 31, 2006	於2006年1月1日及12月31日	45,576
Eliminated on liquidation of a subsidiary	附屬公司清盤時抵銷	(45,576)
At December 31, 2007	於2007年12月31日	—
<b>CARRYING VALUES</b>		
<b>賬面值</b>		
At December 31, 2007	於2007年12月31日	102,623
At December 31, 2006	於2006年12月31日	84,428

As explained in note 7, the Group uses business segments as its primary segment for reporting segment information. For the purposes of impairment testing, goodwill set out above have been allocated to seven (2006: five) individual cash generating units (CGUs) in the LPG segment.

如附註7所述，本集團以業務分類作為報告分類資料之主要分類。就減值測試而言，所載之商譽已被劃撥至從事液化氣業務行業之7個(2006：5個)單獨現金產生單位(「現金產生單位」)。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 20. GOODWILL (Continued)

During the year ended December 31, 2007, the management of the Group determines that there is no impairment of any of its CGUs containing goodwill with indefinite useful lives.

The basis of the recoverable amounts of the above CGUs and their major underlying assumptions are summarised below:

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 20-year period, and discount rates of 14.4%. The cash flows beyond 5-year period are extrapolated using a steady 10% growth rate up to 10-year, the cash flows beyond 10-year period are extrapolated using a nil growth rate. Other key assumptions for the value in use calculations related to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the CGU to exceed the aggregate recoverable amount of the CGU.

#### 20. 商譽(續)

截至2007年12月31日，本集團管理層認為其任何現金產生單位(包含無特定年期之商譽)概無出現減值。

以上現金產生單位之收回金額及其主要有關假設總結如下：

單位的可回收值乃根據計算其使用價值釐定。該方法採用管理層已批准之20年財務預算案中的現金流量預測及貼現率14.4%計算。5年以後但不超過10年之現金流以穩定的增長率10%推斷。10年以後之現金流以增長率0%推斷。計算使用價值的其它主要假設，相關的有現金流入/流出，並包括銷售預算案及毛利，這些預算是根據單位的過往業績及管理部門預計的市場發展。管理部門相信，這些假設在任何合理的可能改變中，都不至於令現金產生單位的總賬值，超過現金產生單位的總回收值。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 21. OTHER INTANGIBLE ASSETS

#### 21. 其他無形資產

		Distribution network 分銷網絡 HK\$'000 千港元	Business license 業務牌照 HK\$'000 千港元	Sub- contracting agreements 承包合同 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>COST</b>	<b>成本</b>				
At January 1, 2006 and 2007	於2006年及2007年1月1日	—	—	—	—
Acquired on acquisition of subsidiaries (note 33)	收購附屬公司所得 (附註33)	2,240	3,655	12,100	17,995
Exchange realignment	外匯調整	46	280	771	1,097
At December 31, 2007	於2007年12月31日	2,286	3,935	12,871	19,092
<b>AMORTISATION AND IMPAIRMENT</b>	<b>攤銷及減值</b>				
At January 1, 2006 and 2007	於2006年及2007年1月1日	—	—	—	—
Charge for the year	年內支出	65	398	1,700	2,163
Exchange realignment	外匯調整	2	15	62	79
At December 31, 2007	於2007年12月31日	67	413	1,762	2,242
<b>CARRYING VALUES</b>	<b>賬面值</b>				
At December 31, 2007	於2007年12月31日	2,219	3,522	11,109	16,850
At December 31, 2006	於2006年12月31日	—	—	—	—

Distribution network, the business license and the subcontracting agreements were acquired from third party in business combination.

銷售網絡、業務牌照及承包合同乃經由與第三方業務合併時購入。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 21. OTHER INTANGIBLE ASSETS (Continued)

The above intangible assets have definite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Distribution network	10 years
Business license	10 years
Subcontracting agreements	5-9 years

#### 21. 其他無形資產(續)

上述無形資產具有有限的使用期。該等無形資產以直線法以如下之估計使用期攤銷：

銷售網絡	10年
業務牌照	10年
承包合同	5-9年

#### 22. INTEREST IN A JOINTLY CONTROLLED ENTITY

#### 22. 所佔一共同控制實體之權益

		THE GROUP 本集團	
		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Cost of unlisted investment in a jointly controlled entity	非上市投資於一間共同控制實體之成本	13,073	13,073
Share of post-acquisition losses	所佔購入後虧損	(571)	(1,141)
		<b>12,502</b>	11,932

As at December 31, 2007, the Group had interest in the following jointly controlled entity:

於2007年12月31日，本集團擁有下列共同控制實體之權益：

Name of entity 公司名稱	Form of business structure 業務架構類別	Country of incorporation 註冊地	Principal place of operation 主要營業地	Fully paid up registered capital 已繳足註冊資本	Proportion of nominal value of registered capital held by the Group 本集團所持註冊資本面值比例	Nature of business 業務性質
廣州市橋新燃氣有限公司 ("橋新") (Note)	Incorporated 註冊公司	PRC 中國	PRC 中國	RMB2,250,000 2,250,000 人民幣	49%	Sale and distribution of LPG
廣州市橋新燃氣有限公司 ("橋新") (附註)						銷售及分銷液化氣



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### 綜合財務報表附註

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#### 22. INTEREST IN A JOINTLY CONTROLLED ENTITY (Continued)

Note:

The Group's entitlement to share in the profits of its jointly controlled entity is in proportion to its ownership interest after the sub-contracting period mentioned in the following paragraph.

Pursuant to an agreement entered into between Qingxin Bai Fu Yang Petrol Chemical Company Limited ("BFY") and the joint venture partner of 橋新 (the "Venturer") on November 3, 2006, the operation of 橋新 has been sub-contracted to BFY with a sub-contracting period of 8 years. The Group was responsible for the daily operation of 橋新 and accountable for all liabilities and obligations arising from any agreements or contracts entered into in the name of 橋新 and the operating losses, if any, during the sub-contracting period. The venturer was entitled to a fixed sum of sub-contracting fee payable by BFY. BFY entitled to 100% of the results of 橋新 during the sub-contracting period.

Included in the cost of unlisted investment in a jointly controlled entity is goodwill of HK\$6,139,000 (2006: HK\$6,139,000) arising on acquisition of a jointly controlled entity in prior years.

#### 22. 所佔一共同控制實體之權益(續)

附註：

本集團在其共同控制實體上所得之利潤分配權乃按以下段落中提及之承包期間內其所佔該企業之股權比例計算。

根據清新縣百富洋石油化工有限公司(「百富洋」)及橋新的合營夥伴(「企業者」)於2006年11月3日訂立之協議，橋新之經營將外判予百富洋，合約期為8年。本集團於外判期間負責橋新的日常營運及負責以橋新名義簽訂之任何協議或合約所產生的負債及責任及經營虧損(如有)。企業者有權收取百富洋應付之固定外判費用。於外判期間，百富洋擁有橋新100%的業績。

非上市投資於一間共同控制實體之成本已包括過往年度收購一共同控制實體時所產生的6,139,000港元(2006：6,139,000港元)之商譽。





## Notes to the Consolidated Financial Statements

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#### 22. INTEREST IN A JOINTLY CONTROLLED ENTITY (Continued)

The summarised financial information in respect of the Group's jointly controlled entity which is accounted for using the equity method is set out below:

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Current assets	流動資產	1,271	261
Non-current assets	非流動資產	5,716	6,281
Current liabilities	流動負債	(624)	(330)
Income	收入	23,633	3,841
Expenses	支出	(23,063)	(4,260)

#### 22. 所佔一共同控制實體之權益(續)

本集團的共同控制實體之財務資料(以權益法計算)如下：

#### 23. OTHER ASSETS

At December 31, 2007, the balance included approximately HK\$22,452,000 paid for acquisition of the additional equity interest of 39% in 廣州市夢華燃氣有限公司("夢華"), a company established with limited liability under the laws of the PRC. The Group acquired 51% of the equity interest in 夢華 on January 1, 2007 and the details are disclosed in note 33. The balance also included the non-current portion prepaid lease rental for a LPG vessel of approximately HK\$13,307,000. The total prepaid lease rental for a LPG vessel is approximately HK\$14,517,000 and the lease term is for 5 years commencing from August 1, 2008.

#### 23. 其他資產

於2007年12月31日，有關結餘已包括本公司就收購一間按中國法律註冊為有限責任公司廣州市夢華燃氣有限公司(「夢華」)額外39%權益已付之約22,452,000港元。本集團在2007年1月1日收購夢華51%權益，詳情已在附註33中披露。有關結餘亦已包括非流動部份的預繳液化氣船之租賃費約13,307,000港元。該液化氣船的總預付租金約14,517,000港元，租賃期為5年，由2008年8月1日開始計算。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 23. OTHER ASSETS (Continued)

The Group's prepaid lease payments for LPG vessel:

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
LPG vessel in the PRC	中國境內的液化氣船	14,517	—
Analysed for reporting purpose as:	以報告用分析為：		
Non-current asset	非流動資產	13,307	—
Current asset (note)	流動資產(附註)	1,210	—
		<b>14,517</b>	<b>—</b>

Note: The amount is included in the other debtors, deposits and prepayments.

At December 31, 2006, the balance included a deposit of approximately HK\$15,926,000 paid for the acquisition of the entire equity interest in 德慶縣南雄燃氣有限公司 ("南雄"), a company established with limited liability under the laws of the PRC. On August 8, 2006, the Company's indirect wholly-owned subsidiary Shenzhen Baorun entered into an agreement with third parties independent to the Group to acquire the entire equity interest in 南雄 for a cash consideration of approximately HK\$16,045,000. The proposed acquisition was completed on January 10, 2007.

Pursuant to an agreement entered between 新海(珠海) and an independent contractor on December 1, 2006, 新海(珠海) paid a deposit of approximately HK\$49,768,000 to an independent contractor for the construction of gas plant and facilities plan in Zhuhai. The construction of the gas plant and facilities had not yet commenced as at December 31, 2006 and the deposit paid was included in the other assets. The construction is completed as at December 31, 2007 and the deposit was transferred to property, plant and equipment during the year ended December 31, 2007.

#### 23. 其他資產(續)

本集團之液化氣船租賃預付款項：

	2007 HK\$'000 千港元	2006 HK\$'000 千港元
LPG vessel in the PRC	14,517	—
Analysed for reporting purpose as:		
Non-current asset	13,307	—
Current asset (note)	1,210	—
	<b>14,517</b>	<b>—</b>

附註：該數額已包括在其他應收賬款、按金及預付款項中。

於2006年12月31日，有關結餘已包括本公司就收購一間根據中國法例註冊成立為有限責任公司德慶縣南雄燃氣有限公司(「南雄」)之全部股權已付之約15,926,000港元訂金。於2006年8月8日，本公司間接擁有之全資附屬公司深圳寶潤與本集團一獨立第三者以現金代價約16,045,000港元簽訂協議以收購南雄所有權益。該建議之收購於2007年1月10日完成。

根據由新海珠海及一獨立承判商(「承判商」)於2006年12月1日簽訂之協議，新海珠海已就珠海氣庫及設施建造工程計劃支付承判商約49,768,000港元按金。於2006年12月31日，該氣庫及設施仍未動工，而按金已包括在其他資產中。該項工程於2007年12月31日完成，而按金已於截至2007年12月31日止年度內轉至物業、機器及設備中。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 24. INVENTORIES

#### 24. 存貨

		2007 <i>HK\$'000</i> 千港元	2006 <i>HK\$'000</i> 千港元
LPG	液化氣	56,407	8,229
Electronic products	電子產品	70,518	49,741
		<b>126,925</b>	57,970

The cost of inventories charged to the consolidated income statement for the year amounted to approximately HK\$3,179,247,000 (2006: HK\$2,261,555,000).

年內計入綜合收益表之存貨成本為約3,179,247,000港元(2006: 2,261,555,000港元)。

#### 25. TRADE DEBTORS, BILLS RECEIVABLE, OTHER DEBTORS, DEPOSITS AND PREPAYMENTS

#### 25. 應收貿易賬款、應收票據、其他應收賬款、按金及預付款項

		2007 <i>HK\$'000</i> 千港元	2006 <i>HK\$'000</i> 千港元
Trade debtors	應收貿易賬款	430,532	80,152
Less: Allowance for doubtful debts	減: 呆賬撥備	—	(326)
		<b>430,532</b>	79,826
Bills receivable	應收票據	331	59,512
		<b>430,863</b>	139,338



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 25. TRADE DEBTORS, BILLS RECEIVABLE, OTHER DEBTORS, DEPOSITS AND PREPAYMENTS (Continued)

The Group allows an average credit period of 180 days. The bills receivable are matured within the range of 30 days to 90 days. The following is an aged analysis of trade debtors (net of allowances for doubtful debts) at each balance date:

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
0 to 30 days	0至30天	344,826	101,464
31 to 60 days	31至60天	11,949	37,538
61 to 90 days	61至90天	22,949	217
91 to 180 days	91至180天	9,363	78
Over 180 days	超過180天	41,776	41
		<b>430,863</b>	<b>139,338</b>

Included in the Group's trade debtors, are debtors of approximately HK\$84,833,000 (2006: HK\$61,914,000) denominated in United States dollars, which is not the functional currency of the relevant group entities.

Included in the Group's trade debtors balance are debtors with aggregate carrying amount of approximately HK\$42,308,000 (2006: HK\$73,000), which are past due at the reporting date for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances. The trade debtors past due but not provided for were either subsequently settled as at the date of this report or no historical default of payments by the respective customers. The average age of these receivables is 242 days (2006: 120 days).

#### 25. 應收貿易賬款、應收票據、其他應收賬款、按金及預付款項(續)

本集團之信貸期為180天。應收票據之到期日介乎30至90天。於每個結算日應收貿易賬款(已減除呆賬撥備)按賬齡分析如下：

本集團之應收貿易款項中約84,833,000港元(2006：61,914,000港元)為美元定價，並且不屬於相關集團實體之功能貨幣。

於報告日，本集團的應收貿易賬款餘額中，總賬面值約42,308,000港元(2006：73,000港元)的貿易應收賬款已到期，但本集團未作撥備減值準備。本集團並無持有任何關於該等應收賬款的擔保或抵押物。本集團之貿易賬款已到期但未有撥備為於本報告日清付或相關客戶過往並無結欠款項。該等應收賬款的平均賬齡為242天(2006：120天)。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 25. TRADE DEBTORS, BILLS RECEIVABLE, OTHER DEBTORS, DEPOSITS AND PREPAYMENTS (Continued)

#### 25. 應收貿易賬款、應收票據、其他應收賬款、按金及預付款項(續)

Ageing of trade receivables which are past due but not impaired

已過期但未減值之應收貿易賬款之賬齡

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
91 to 180 days	91 至 180 天	42,298	59
181 to 365 days	181 至 365 天	3	7
Over 365 days	超過 365 天	7	7
Total	總計	42,308	73

Movement in the allowance for doubtful debts

呆賬撥備之變動

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Balance at beginning of the year	年初結餘	326	1,376
Impairment losses recognised on receivables	就應收賬款確認之減值虧損	—	326
Amounts written off as uncollectible	無法收回款項撇賬	(326)	(1,376)
Balance at end of the year	年末結餘	—	326

Included in the allowance for doubtful debts for 2006 are individually impaired trade receivables with an aggregate balance of HK\$326,000 which have either been placed under liquidation or in severe financial difficulties. The Group does not hold any collateral over these balances. The amount has been fully written off in the year ended December 31, 2007.

包括在2006年呆賬的撥備項目中，包括還款能力變弱的獨立應收貿易賬款總值326,000港元，該等均為面臨清盤或有嚴重財政困難的款項。本集團對該等賬款並沒有抵押安排。該金額已於截至2007年12月31日止年度全數撇賬。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 25. TRADE DEBTORS, BILLS RECEIVABLE, OTHER DEBTORS, DEPOSITS AND PREPAYMENTS (Continued)

Pursuant to the agreements entered into between 新海(珠海) and an independent contractor, 新海(珠海) had paid an advance of approximately HK\$79,628,000 to the contractor and the amount was included in other debtors as at December 31, 2006. The amount is unsecured, interest-free and repayable within the next twelve months in accordance with the repayment schedule agreed between 新海(珠海) and the independent contractor. The whole amount was settled during the year ended December 31, 2007 in accordance with the signed repayment schedule.

Included in the other debtors as at December 31, 2006, there were derivative from foreign currency forward contracts amounting to approximately HK\$1,481,000.

Major terms of the foreign currency forward contracts are summarised as follows:

Notional amount 實義金額	Maturity 到期日	Exchange rates 兌換率
Buy USD7,000,000 買入 7,000,000 美元	January 25, 2007 to July 26, 2007 2007年1月25日至2007年7月26日	HKD/USD7.76 to HKD/USD7.80 7.76 港元 / 美元至 7.80 港元 / 美元
Buy USD39,856,000 買入 39,856,000 美元	March 6, 2007 to May 14, 2007 2007年3月6日至2007年5月14日	RMB/USD7.72 to RMB/USD7.76 7.72 人民幣 / 美元至 7.76 人民幣 / 美元

#### 25. 應收貿易賬款、應收票據、其他應收賬款、按金及預付款項(續)

根據新海(珠海)與一獨立承包商訂立之協議，新海(珠海)已先付約79,628,000港元予承包商，該項金額已計入截至2006年12月31日止之其他應收賬款中。按照新海(珠海)及獨立承包商均同意之還款表，該款項並無抵押、免息及於未來12個月內清還。根據已簽訂之還款表，全數已於2007年12月31日止年度內支付。

在截至2006年12月31日止之其他應收賬款中，約1,481,000港元為外幣遠期合約。

外幣遠期合約之主要條款如下：



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 26. AMOUNT DUE FROM A JOINTLY CONTROLLED ENTITY

The amount is unsecured, interest-free and repayable on demand.

#### 27. PLEDGED BANK DEPOSITS, BANK BALANCES AND CASH

The amounts represent deposits pledged to banks to secure banking facilities granted to the Group. The deposits have been pledged to secure short-term bank loans, and are therefore classified as current assets. The pledged bank deposits of HK\$744,435,000 (2006: HK\$311,559,000) carry at fixed interest rate which range from 2.52% to 4.14% (2006: 0.72% to 2.25%) per annum and will be released upon settlement of the relevant bank borrowings. The remaining pledged bank deposits carry at floating interest rate which range from 1.95% to 4.97% (2006: 0.72% to 3.62%) per annum and will be released upon settlement of the relevant bank borrowings.

The bank balances carried interest at market rates which range from 0.72% to 5.125% (2006: 0.72% to 5.02%) per annum.

At the balance sheet date, the pledged bank deposits and bank balances and cash of approximately HK\$793,979,000 (2006: HK\$446,672,000) were denominated in RMB which is not freely convertible into other currencies. Included in the Group's bank balances, are approximately HK\$55,502,000 (2006: HK\$15,429,000) denominated in USD, which is not the functional currency of the relevant group entities.

#### 26. 應收—共同控制實體之款項

有關款項並無抵押、免息並於要求時清還。

#### 27. 已抵押銀行存款、銀行結餘及現金

有關款項乃指本集團為取得銀行信貸而抵押予銀行之銀行存款。因已抵押之銀行存款乃為取得短期銀行貸款，故以流動資產入賬。約744,435,000港元(2006: 311,559,000港元)之已抵押銀行存款，其固定年利率為2.52%至4.14%(2006: 0.72%至2.25%)，並將於清還有關銀行借款時解除。餘下之已抵押銀行存款其浮動年利率為1.95%至4.97%(2006: 0.72%至3.62%)，並將於清還有關銀行借款時解除。

銀行結餘附有市場盛行利息，其年息介乎0.72%至5.125%(2006: 0.72%至5.02%)。

於結算日，已抵押銀行存款及銀行結餘及現金約793,979,000港元(2006: 446,672,000港元)以人民幣定價，並不可自由轉換至其他幣值。本集團之銀行結餘中約55,502,000港元(2006: 15,429,000港元)以美元定價，並不屬於相關集團實體之功能貨幣。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 28. TRADE CREDITORS AND BILLS PAYABLE, OTHER CREDITORS AND ACCRUED CHARGES

#### 28. 應付貿易賬款及應付票據、其他應付賬款及應計費用

The aged analysis of trade creditors is as follows:

應付貿易賬款按賬齡分析如下：

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
0 to 30 days	0至30天	<b>181,674</b>	158,094
31 to 60 days	31至60天	<b>130,449</b>	—
Over 90 days	超過90天	<b>247</b>	—
		<b>312,370</b>	158,094
Bills payable	應付票據	<b>69,446</b>	126,620
		<b>381,816</b>	284,714

The bills payable are matured within the range of 0 days to 60 days (2006: 0 days to 60 days).

應付票據之到期日介乎0至60天(2006: 0至60天)。

Included in the Group's trade creditors and bills payable, are approximately HK\$381,167,000 (2006: HK\$284,586,000) denominated in USD, which is not the functional currency of the relevant group entities.

本集團之應付貿易賬款及應付票據其中約381,167,000港元(2006: 284,586,000港元)以美元定價，並且不屬於相關集團實體之功能貨幣。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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#### 29. BORROWINGS, PARTLY SECURED

#### 29. 借款 — 部份有抵押

		2007 <i>HK\$'000</i> 千港元	2006 <i>HK\$'000</i> 千港元
Bank trust receipt loans	銀行信託收據借款	<b>1,004,748</b>	397,194
Other bank loans	其他銀行借款	<b>212,407</b>	176,838
Other long-term loans	其他長期借款	<b>53,265</b>	49,645
		<b>1,270,420</b>	623,677
Analysed as:	分析為：		
Secured	有抵押	<b>978,923</b>	533,890
Unsecured	無抵押	<b>291,497</b>	89,787
		<b>1,270,420</b>	623,677
Carrying amount repayable:	應付賬面值：		
On demand or within one year	要求時或一年內	<b>1,064,999</b>	401,444
More than one year, but not exceeding two years	超過一年但不多於兩年	<b>95,170</b>	81,726
More than two years, but not exceeding five years	超過兩年但不多於五年	<b>110,251</b>	140,507
		<b>1,270,420</b>	623,677
Less: Amounts due within one year shown under current liabilities	減：按照流動負債所示於一年內到期	<b>(1,064,999)</b>	(401,444)
		<b>205,421</b>	222,233



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 29. BORROWINGS, PARTLY SECURED

(Continued)

Bank loans include approximately HK\$846,525,000 (2006: HK\$55,068,000) fixed-rate borrowings which are due within one year and carry average interest at 5.76% per annum (2006: 5.69% per annum). The remaining bank loans are variable-rate borrowings which carry interest at London Inter-Bank Offered Rate + 1.5% per annum to Best Lending Rate + 0.25% per annum ranging from 5.36% to 8.50% per annum (2006: 5.76% to 8.50% per annum).

Bank trust receipt loans include approximately USD85,986,000 borrowings (equivalent to approximately HK\$668,971,000) which are secured by pledged bank deposits of approximately RMB647,329,000 (equivalent to approximately HK\$691,310,000).

Other long-term loans are unsecured, bearing variable interest rate at best lending rate at PRC 7.56% (2006: 6.12%) per annum and repayable in full in January 2009.

Other bank loans of the Group comprise of: (a) an amount of approximately HK\$171,160,000 (2006: HK\$163,380,000) drawn under a term loan facility secured by a floating charge over the assets of the Company, and by share mortgages of the issued capital and floating charges over the assets of Sound Hong Kong Limited and NewOcean (Shenzhen) Energy Investment Limited; and (b) an amount of approximately HK\$41,247,000 (2006: HK\$13,458,000) drawn under a term loan facility guaranteed by the Company.

#### 29. 借款 — 部份有抵押(續)

銀行借款中約846,525,000港元(2006: 55,068,000港元)為定息借款，其年利率為5.76%(2006: 5.69%)，一年內償還。餘下之銀行借款為可變動利息借款，以倫敦同業拆息利率+年息1.5%或最優惠利率+年息0.25%，其年利率介乎5.36%至8.50%(2006: 5.76%至8.50%)。

銀行信託收據借款中，約85,986,000美元(相等於約668,971,000港元)之借款以約647,329,000人民幣(相等於約691,310,000港元)之已抵押銀行存款抵押。

其他的長期借款為無抵押，其於中國之最優惠利率之可變動利息為每年7.56%(2006: 每年6.12%)，並需在2009年1月全數償還。

本集團之其他銀行借款包含(a)一項約171,160,000港元(2006: 163,380,000港元)以本公司之資產作浮動按揭之定期借款信貸。此借款亦以新海香港有限公司及新海(深圳)能源投資有限公司之資產作浮動按揭，亦以該等公司之已發行之股票作抵押，及(b)約41,247,000港元(2006: 13,458,000港元)之定期借款信貸，並由本公司作為擔保人。





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### 綜合財務報表附註

For the year ended December 31, 2007

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#### 29. BORROWINGS, PARTLY SECURED

(Continued)

The Group's borrowings that are denominated in USD which is not the functional currencies of the relevant group entities are set out below:

#### 29. 借款 — 部份有抵押(續)

本集團之借款以美元定價，而美元並非相關集團實體之功能貨幣，詳情如下：

		HK\$'000 千港元
As at December 31, 2007	於2007年12月31日	1,014,096
As at December 31, 2006	於2006年12月31日	555,461

#### 30. SHARE CAPITAL

#### 30. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.10 each (2006: HK\$0.10 each)	每股面值為0.10港元之 普通股(2006：每股 0.10港元)		
<i>Authorised share capital:</i>	<i>法定股本：</i>		
At January 1, 2006, December 31, 2006 and 2007	於2006年1月1日、 2006年及2007年 12月31日	20,000,000,000	2,000,000
<i>Issued and fully paid share capital:</i>	<i>已發行及繳足股本：</i>		
At January 1, 2006 and December 31, 2006 and 2007	於2006年1月1日、 2006年及2007年 12月31日	481,676,687	48,168



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 31. SHARE-BASED PAYMENT TRANSACTIONS

Equity-settled share option scheme:

##### (i) Old Share Option Scheme

###### *Old Employee Share Option Scheme*

The old employee share option scheme (the "Old Option Scheme"), was adopted by the Company on April 9, 1999 for the primary purpose of providing incentives to directors and eligible employees, and will expire on April 8, 2009. Under the Old Option Scheme, the Board of Directors of the Company may at their discretion grant options to directors or employees of the Company and its subsidiaries to subscribe for shares in the Company in accordance with the terms of the Old Option Scheme. The subscription price (subject to adjustments as provided therein) is the higher of the nominal value of the shares and an amount which is not less than 80 percent of the average of the closing price per share on the Stock Exchange for the five trading days immediately preceding the date the option is granted. The maximum number of option shares in respect of which options may be granted under the Old Option Scheme shall not exceed 10 percent of the share capital of the Company in issue from time to time. At December 31, 2007, no granted options remained outstanding under the Old Option Scheme.

#### 31. 以股份為基礎之支出

以權益支付之購股權計劃：

##### (i) 原有購股權計劃

###### *原有僱員購股權計劃*

本公司原有僱員購股權計劃(「原有計劃」)於1999年4月9日採納，主要目的為向董事及合資格員工提供激勵。該計劃將於2009年4月8日期滿，根據原有計劃，本公司董事會可酌情決定向本公司及各附屬公司之董事或僱員授出可根據原有計劃條款認購本公司股份之購股權。認購價(或會作出按原有計劃規定之調整)為股份面值或不低於授出該購股權當日前5個交易日股份在聯交所之每股平均收市價80%(以較高者為準)。根據原有計劃所授出購股權可認購之股份總數不得超過本公司不時已發行股本10%。於2007年12月31日，根據原有計劃，並無已發授但仍未行使之購股權。



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#### 31. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (i) Old Share Option Scheme (Continued)

###### *Old Employee Share Option Scheme (Continued)*

The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised and outstanding options and the options cancelled) under any option granted to the same participant under the Old Option Scheme or any other share option scheme within any 12 month period, must not exceed 1% of the shares in issue from time to time.

There was no requirement for a grantee to hold the option for a certain period before exercising the option save as determined by the board of directors of the Company and provided in the offer of grant of option.

The exercise period should be any period fixed by the board of directors of the Company upon grant of the option but in any event the option period should not go beyond 10 years from the date of offer for grant.

The acceptance of an option, if accepted, must be made within 28 days from the date of grant with a non-refundable payment of HK\$1 from the grantee to the Company.

#### 31. 以股份為基礎之支出(續)

##### (i) 原有購股權計劃(續)

###### *原有僱員購股權計劃(續)*

當與根據新購股權計劃或任何其他購股權計劃授予參與者之任何購股權項下之已發行及可予發行之股份數目(包括已行使及已註銷之購股權)彙集計算時，於任何12個月內每名參與者獲授之購股權所涉及之最高股份數目不得超過不時已發行之1%。

除本公司董事會決定及於授出購股權時規定外，原有計劃並無規定承授人須於行使購股權前已持有購股權一段期間。

購股權期間須為本公司董事會於授出購股權時指定之任何期間，惟於任何情況下，購股權期間不得超過由授出要約日期起計10年時間。

承授人倘接納購股權，必須於授出日期起計28日內向本公司繳交1港元，此款項將不獲退還。



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### 31. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

#### (i) Old Share Option Scheme (Continued)

##### Old Employee Share Option Scheme (Continued)

The following tables disclose details of the Company's share options held by employees (including directors) and movements in such holdings during the year:

### 31. 以股份為基礎之支出(續)

#### (i) 原有購股權計劃(續)

##### 原有僱員購股權計劃(續)

下表披露由僱員(包括董事)持有本公司購股權之詳情及年內該等持有情況之變動:

Option type 購股權類別	Date of grant 發授日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目		
					Outstanding at 1.1.2007 於2007年 1月1日尚未 行使之數目	Lapsed during the year 於年內失效	Outstanding at 12.31.2007 於2007年 12月31日尚未 行使之數目
2002A	3.14.2002	3.15.2002 to 9.14.2002 3.15.2002至9.14.2002	9.15.2002 to 9.14.2007 9.15.2002至9.14.2007	1.30	6,400,000	(6,400,000)	—
2002B	6.26.2002	6.27.2002 to 11.25.2002 6.27.2002至11.25.2002	12.26.2002 to 12.25.2007 12.26.2002至12.25.2007	1.12	3,100,000	(3,100,000)	—
					9,500,000	(9,500,000)	—

Option type 購股權類別	Date of grant 發授日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目		
					Outstanding at 1.1.2006 於2006年 1月1日尚未 行使之數目	Lapsed during the year 於年內失效	Outstanding at 12.31.2006 於2006年 12月31日尚未 行使之數目
2001	6.20.2001	6.21.2001 to 12.20.2001 6.21.2001至12.20.2001	12.21.2001 to 12.20.2006 12.21.2001至12.20.2006	1.00	4,500,000	(4,500,000)	—
2002A	3.14.2002	3.15.2002 to 9.14.2002 3.15.2002至9.14.2002	9.15.2002 to 9.14.2007 9.15.2002至9.14.2007	1.30	6,400,000	—	6,400,000
2002B	6.26.2002	6.27.2002 to 11.25.2002 6.27.2002至11.25.2002	12.26.2002 to 12.25.2007 12.26.2002至12.25.2007	1.12	3,100,000	—	3,100,000
					14,000,000	(4,500,000)	9,500,000



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### 綜合財務報表附註

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#### 31. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (i) Old Share Option Scheme (Continued)

###### Old Employee Share Option Scheme (Continued)

Details of the share options held by the directors and other key management included in the above table are as follows:

#### 31. 以股份為基礎之支出(續)

##### (i) 原有購股權計劃(續)

###### 原有僱員購股權計劃(續)

上表已包括下列由董事及其他主要管理層持有購股權之詳情：

		Outstanding at beginning of the year 於年初尚未 行使之數目	Lapsed during the year 於年內失效	Outstanding at ending of the year 於年終尚未 行使之數目
1.1.2007 to 12.31.2007	1.1.2007至12.31.2007	6,000,000	(6,000,000)	—
1.1.2006 to 12.31.2006	1.1.2006至12.31.2006	10,500,000	(4,500,000)	6,000,000

##### (ii) New Share Option Scheme

Pursuant to an ordinary resolution passed at the Special General Meeting of the Company held on June 18, 2003, the Company adopted a new option scheme ("New Option Scheme") to replace the Old Option Scheme. All the options granted under the Old Option Scheme shall remain valid and unchanged and shall be treated in accordance with the terms under the Old Option Scheme.

##### (ii) 新購股權計劃

根據本公司於2003年6月18日舉行股東特別大會通過之普通決議案，本公司採納新購股權計劃(「新購股權計劃」)，以取代原有購股權計劃。根據原有購股權計劃授出之所有購股權仍屬有效及保持不變，且須根據原有購股權計劃條款處置。





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### 綜合財務報表附註

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#### 31. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (ii) New Share Option Scheme (Continued)

The purpose of the New Option Scheme is to provide incentives or rewards to participants including directors, employees, suppliers and customers etc. Under the New Option Scheme, the Board of Directors of the Company, may at their discretion grant options to participants to subscribe for shares in the Company in accordance with the terms of the New Option Scheme. The subscription price shall be a price determined by the directors, but shall not be less than the highest of (i) the closing price of shares as stated in the Stock Exchange's daily quotation sheet on the date of offer for grant of options, which must be a trading day; (ii) the average closing price of shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of the offer for grant of options; and (iii) the nominal value of a share. The total number of shares which may be issued upon exercise of all options to be granted under the New Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares in issue. Based on the 481,676,687 shares (2006: 481,676,687 shares) in issue as at December 31, 2007 and no options (2006: 9,500,000 options) outstanding under the Old Option Scheme and 29,500,000 options (2006: 30,500,000 options) outstanding under the New Option Scheme, the total number of shares which may be issued upon exercise of all options to be granted under the New Option Scheme and any other schemes must not in aggregate exceed 48,167,668 shares (2006: 38,667,668 shares).

#### 31. 以股份為基礎之支出(續)

##### (ii) 新購股權計劃(續)

新購股權計劃主要目的為向董事、僱員、供應商及客戶等參與者提供激勵或回報。根據新購股權計劃，本公司董事會可酌情決定向參與者授出可根據新購股權計劃條款認購本公司股份之購股權。認購價須由董事釐定，惟不得低於(i)提出授予購股權之日(必須為交易日)，股份在聯交所每日報價表所報之每股收市價(ii)緊接提出授予購股權之日前5個交易日，股份在聯交所每日報價表所報之平均收市價及(iii)股份面值(以最高者為準)。全數行使新購股權計劃和本集團任何其他購股權計劃所授出購股權而將予發行之股份總數，不得超過本公司已發行股份之10%。按2007年12月31日之已發行股份為481,676,687股(2006: 481,676,687股)計算，並計入根據原有購股權計劃下沒有(2006: 9,500,000份)購股權尚未行使及新購股權計劃中尚未行使之29,500,000(2006: 30,500,000)份購股權，本公司新購股權計劃及任何其他購股權計劃授出之全部購股權獲行使時，本公司可予發行之股份總數合共不得超過481,676,687股(2006: 38,667,668股)。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 31. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (ii) New Share Option Scheme (Continued)

The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised and outstanding options and the options cancelled) under any option granted to the same participant under the New Option Scheme or any other share option scheme within any 12 month period, must not exceed 1% of the shares in issue from time to time.

There was no requirement for a grantee to hold the option for a certain period before exercising the option save as determined by the board of directors of the Company and provided in the offer of grant of option.

The exercise period should be any period fixed by the board of directors of the Company upon grant of the option but in any event the option period should not go beyond 10 years from the date of offer for grant.

The acceptance of an option, if accepted, must be made within 28 days from the date of grant with a non-refundable payment of HK\$1.00 from the grantee to the Company.

#### 31. 以股份為基礎之支出(續)

##### (ii) 新購股權計劃(續)

當與根據新購股權計劃或任何其他購股權計劃授予參與者之任何購股權項下之已發行及可予發行之股份數目(包括已行使及已註銷之購股權)彙集計算時，於任何12個月內每名參與者獲授之購股權所涉及之最高股份數目不得超過不時已發行之1%。

除本公司董事會決定及於授出購股權時規定外，並無規定承授人須於行使購股權前已持有購股權一段期間。

購股權期間須為本公司董事會於授出購股權時指定之任何期間，惟於任何情況下，購股權期間不得超過由授出要約日期起計10年時間。

承授人倘接納購股權，必須於授出日期起計28日內向本公司繳交1港元，此款項將不獲退還。



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### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

#### 31. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (ii) New Share Option Scheme (Continued)

The following tables disclose details of the Company's share options granted under the New Share Option Scheme held by employees (including directors) and movements in such holdings during the two years ended December 31, 2007:

2007						Number of share options 購股權數目		
						Outstanding at 1.1.2007 於2007年 1月1日尚未 行使之數目	Cancelled during the year 於年內取消	Outstanding at 12.31.2007 於2007年 12月31日尚未 行使之數目
Option type 購股權類別	Date of grant 發授日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元				
2006A	5.15.2006	5.16.2006 to 6.16.2006 5.16.2006至6.16.2006	6.17.2006 to 12.31.2015 6.17.2006至12.31.2015	0.69	13,500,000	—	13,500,000	
2006B	6.16.2006	—	6.17.2006 to 12.31.2015 6.17.2006至12.31.2015	0.69	17,000,000	(1,000,000)	16,000,000	
					30,500,000	(1,000,000)	29,500,000	

2006						Number of share options 購股權數目		
						Outstanding at 1.1.2006 於2006年 1月1日尚未 行使之數目	Granted during the year 於年內出授	Outstanding at 12.31.2006 於2006年 12月31日尚未 行使之數目
Option type 購股權類別	Date of grant 發授日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元				
2006A	5.15.2006	5.16.2006 to 6.16.2006 5.16.2006至6.16.2006	6.17.2006 to 12.31.2015 6.17.2006至12.31.2015	0.69	—	13,500,000	13,500,000	
2006B	6.16.2006	—	6.17.2006 to 12.31.2015 6.17.2006至12.31.2015	0.69	—	17,000,000	17,000,000	
					—	30,500,000	30,500,000	

下表披露本公司根據新購股權計劃授予僱員(包括董事)於截至2007年12月31日止兩個年度之持有及變動情況：

#### 31. 以股份為基礎之支出(續)

##### (ii) 新購股權計劃(續)



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### 綜合財務報表附註

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#### 31. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (ii) New Share Option Scheme (Continued)

Details of the share options held by the directors included in the above table are as follows:

		Outstanding at beginning of the year 於年初尚未 行使之數目	Granted during the year 於年內發授	Lapsed during the year 於年內失效	Outstanding at ending of the year 於年終尚未 行使之數目
1.1.2007 to 12.31.2007	1.1.2007至12.31.2007	17,000,000	—	(1,000,000)	16,000,000
1.1.2006 to 12.31.2006	1.1.2006至12.31.2006	—	17,000,000	—	17,000,000

During the year ended December 31, 2007, no option was granted. During the year ended December 31, 2006, options were granted on May 15, 2006 and June 16, 2006. The estimated fair value of the options granted on these dates is approximately HK\$5,855,000.

#### 31. 以股份為基礎之支出(續)

##### (ii) 新購股權計劃(續)

董事持有之購股權，已包括在上表，詳情如下：

截至2007年12月31日止年度，並無授出購股權。截至2006年12月31日止年度內，於2006年5月15日及2006年6月16日授出購股權。該等日期所授出的購股權估計公平值約為5,855,000港元。



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### 綜合財務報表附註

For the year ended December 31, 2007

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#### 31. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (ii) New Share Option Scheme (Continued)

This fair value is calculated using the Black-Scholes pricing model. The inputs into the model are as follows:

		6.16.2006	5.15.2006
Weighted average share price	加權平均股份價格	HK\$0.77港元	HK\$0.68港元
Exercise price	行使價	HK\$0.69港元	HK\$0.69港元
Expected volatility	預期波幅	60.18%	58.33%
Expected life in years	預期年期	1	1
Risk free rate	無風險利率	4.39%	4.08%
Expected dividend yield	預期股息回報率	1.50%	1.50%

Expected volatility was determined by calculating the historical volatility of the Company's share price over the previous one year. The expected life used in the model was based on management's best estimation taking into account non-transferability and other behavioural consideration. Risk free rate was determined by reference to the yield of 1 year Exchange Fund Notes at the date of grant. Expected dividend yield was based on historical dividend yield of the shares of the Company.

During the year ended December 31, 2006, the Group recognised a total expense of approximately HK\$5,855,000 in the consolidated income statement in relation to share options granted by the Company.

#### 31. 以股份為基礎之支出(續)

##### (ii) 新購股權計劃(續)

公平值乃按照畢蘇股權定價模式計算。下表列出輸入該模式之資料：

預期波幅乃以本公司股價於去年的歷史波幅計算而釐定。模式所運用的預期年期已按管理層的最佳估計，並計入不可轉讓及其他表現考慮因素。無風險利率乃參考於授出日期之一年期外匯票據基金孳息計算。預期股息率乃按本公司股份之過往股息率計算。

有關本公司授出之股份購股權，本集團在截至2006年12月31日止年度之綜合收益表中確認約5,855,000港元之總支出。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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#### 32. DEFERRED TAXATION

The following are the major deferred liabilities (assets) recognised by the Group and movements thereon during the year and prior reporting year:

#### 32. 遞延稅項

年內及過往報告期間，本集團已確認之主要遞延負債(資產)及相關變動如下：

		Accelerated tax depreciation 加速 稅項折舊 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Other intangible assets 其他無形資產 HK\$'000 千港元	Total 合共 HK\$'000 千港元
At January 1, 2006	於2006年1月1日	9,511	(2,326)	—	7,185
Acquired on acquisition of subsidiaries	收購一附屬公司所得	387	—	—	387
Credit to the consolidated income statement for the year	於本年度綜合收益表入賬	(652)	(310)	—	(962)
At December 31, 2006	於2006年12月31日	9,246	(2,636)	—	6,610
Acquired on acquisition of subsidiaries	收購一附屬公司所得	3,596	—	4,499	8,095
(Credit) debit to the consolidated income statement for the year	於本年度綜合收益表(入賬)支賬	(539)	706	(541)	(374)
Effect of change in tax rate	稅率改變之影響	(152)	—	—	(152)
At December 31, 2007	於2007年12月31日	12,151	(1,930)	3,958	14,179



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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#### 32. DEFERRED TAXATION (Continued)

The following is the analysis of the deferred tax balances for financial reporting purposes:

#### 32. 遞延稅項(續)

以下為遞延稅項結餘之分析作財務報告之用：

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	1,930	2,636
Deferred tax liabilities	遞延稅項負債	(16,109)	(9,246)
		<b>(14,179)</b>	<b>(6,610)</b>

At the balance sheet date, the Group has estimated unused tax losses of approximately HK\$69,139,000 (2006: HK\$46,413,000) available for offset against future profits. Deferred tax asset has been recognised in respect of HK\$11,880,000 (2006: HK\$15,829,000). No deferred tax asset has been recognised in relation to remaining balances of HK\$57,259,000 (2006: HK\$30,584,000) due to the unpredictability of future profit streams. The unrecognised tax losses of approximately HK\$5,741,000 (2006: HK\$11,747,000) will be expired before year 2010 (2006: year 2009). Other losses may be carried forward indefinitely.

於結算日，本集團估計可供抵銷未來溢利之未動用稅項虧損約為69,139,000港元(2006：46,413,000港元)。遞延稅項資產已確認為11,880,000港元(2006：15,829,000港元)。由於未能預測日後之溢利來源，故並無確認餘下結餘57,259,000港元(2006：30,584,000港元)為遞延稅項資產。未動用稅項虧損約5,741,000港元(2006：11,747,000港元)將於2010年(2006：2009年)前期滿，其他虧損則可無限期予以結轉。

At the balance sheet date, the Group has deductible temporary differences of approximately HK\$1,145,000 (2006: HK\$6,766,000) in respect of accelerated accounting depreciation. No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

於結算日，有關加速稅項折舊中，本集團有可扣稅暫時差額約1,145,000港元(2006：6,766,000港元)。由於本公司可利用可扣稅暫時差額以抵銷日後出現的應課稅溢利之可能性不大，故並無就該等可扣稅暫時差額確認遞延稅項資產。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 33. ACQUISITION OF SUBSIDIARIES

For the year ended December 31, 2007

- A. On January 1, 2007, the Group acquired the entire equity interest in 南雄 for cash consideration and related expenses of HK\$16,130,000. The acquisition has been accounted for using the purchase method of accounting. The amount of goodwill arising as a result of the acquisition was approximately HK\$10,886,000.

The net assets acquired in the transaction, and the goodwill arising, are as follows:

### 33. 收購附屬公司

截至2007年12月31日止年度

- A. 於2007年1月1日，本集團以16,130,000港元之現金代價及相關支出收購了南雄全部權益。該項收購已按會計收購法入賬。由該項收購產生之商譽約為10,886,000港元。

由該項交易中所收購之淨資產以及由此產生之商譽列明如下：

		Acquiree's carrying amounts before combinations 合併前被收購者 之賬面值 HK\$'000 千港元	Fair value adjustments 公平值調整 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
Net assets acquired:	所得淨資產：			
Property, plant and equipment	物業、機器及設備	372	3,073	3,445
Other intangible assets	其他無形資產	—	3,274	3,274
Trade debtors	應收貿易賬款	384	—	384
Other debtors, deposits and prepayments	其他應收賬款、按金及預付款項	379	—	379
Inventories	存貨	742	—	742
Bank balances and cash	銀行結餘及現金	119	—	119
Trade creditors	應付貿易賬款	(1,409)	—	(1,409)
Other creditors and accrued charges	其他應付賬款及應計費用	(103)	—	(103)
Deferred tax liabilities	遞延稅項負債	—	(1,587)	(1,587)
		<b>484</b>	<b>4,760</b>	<b>5,244</b>
Goodwill	商譽			<b>10,886</b>
				<b>16,130</b>



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 33. ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended December 31, 2007

(Continued)

A. (Continued)

**Total consideration satisfied by:**

		HK\$'000 千港元
Cash	現金支付	16,130
Deposit paid (note)	已付按金(附註)	(15,926)
		204

Net cash outflow in respect of the acquisition for the year ended December 31, 2007 is as follows:

		2007 HK\$'000 千港元
Cash consideration paid (note)	已付現金代價(附註)	(204)
Bank balances and cash acquired	所得之銀行結餘及現金	119
		(85)

Note: During the year ended December 31, 2006, a cash consideration of approximately HK\$15,926,000 which was paid for the acquisition of 南雄 and the amount was disclosed as other asset in the consolidated balance sheet. Details of the other asset are disclosed in note 23.

### 33. 收購附屬公司(續)

截至2007年12月31日止年度(續)

A. (續)

總代價以：

於截至2007年12月31日止年度，因收購一附屬公司所產生之現金或等同現金項目流出淨額如下：

附註：於2006年12月31日止年度內，已預付約15,926,000港元作收購南雄所需之現金代價，有關金額已於綜合資產負債表內披露列為其他資產。有關其他資產之詳情，已於附註23披露。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 33. ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended December 31, 2007

(Continued)

A. (Continued)

The goodwill arising on the acquisition of 南雄 is attributable to the anticipated profitability of the distribution of the Group's LPG in the market and the anticipated future operating synergies from the combination. In addition, 南雄 owns several LPG stations close to the LPG terminal owned by 新海(珠海), in the opinion of the directors, this acquisition will enhance logistic efficiency and improve the market share in Guangdong region.

南雄 contributed HK\$6,649,000 and HK\$583,000 to the Group's revenue and loss before taxation between the period from the date of acquisition to December 31, 2007.

B. On January 1, 2007, the Group acquired the 51% equity interest in 夢華 for cash consideration and related expenses of HK\$16,618,000. The acquisition has been accounted for using the purchase method of accounting. The amount of goodwill arising as a result of the acquisition was HK\$596,000.

### 33. 收購附屬公司(續)

截至2007年12月31日止年度(續)

A. (續)

收購南雄所產生之商譽，可歸因於在市場分銷本集團液化氣預期溢利及合併後預期將來營運產生之協同效益。此外，南雄擁有數個液化氣加氣站，並且貼近由新海(珠海)擁有之液化氣碼頭。董事認為此項收購將加強物流效率並改善廣東地區之市場佔有率。

於收購日及截至2007年12月31日止年度期間，南雄為本集團帶來6,649,000港元收入及583,000港元之除稅前虧損。

B. 於2007年1月1日，本集團以16,618,000港元之現金代價及相關支出收購了夢華51%之權益。有關收購已按會計收購法入賬。由該項收購產生之商譽為596,000港元。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 33. ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended December 31, 2007

(Continued)

B. (Continued)

The net assets acquired in the transaction, and the goodwill arising, are as follows:

### 33. 收購附屬公司(續)

截至2007年12月31日止年度(續)

B. (續)

由該項交易中所收購之淨資產以及由此產生之商譽列明如下：

		Acquiree's carrying amounts before combinations 合併前被 收購者之賬面值 HK\$'000 千港元	Fair value adjustments 調整公平值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
Net assets acquired:	所得淨資產：			
Property, plant and equipment	物業、機器及設備	6,331	11,311	17,642
Other intangible assets	其他無形資產	—	14,721	14,721
Inventories	存貨	3,137	—	3,137
Bank balances and cash	銀行結餘及現金	1,018	—	1,018
Deferred tax liabilities	遞延稅項負債	—	(6,508)	(6,508)
		<b>10,486</b>	<b>19,524</b>	<b>30,010</b>
Minority interests	少數股東權益			(13,988)
Goodwill	商譽			596
				<b>16,618</b>



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 33. ACQUISITION OF SUBSIDIARIES

(Continued)

### 33. 收購附屬公司(續)

For the year ended December 31, 2007

(Continued)

截至2007年12月31日止年度(續)

B. (Continued)

B. (續)

HK\$'000  
千港元

Total consideration satisfied by:	總代價以：	
Cash	現金支付	12,371
Directly attributable costs	直接可分派成本支付	4,247
		<b>16,618</b>

Net cash outflow in respect of the acquisition is as follows:

有關收購所產生之現金項目流出淨額如下：

		2007 HK\$'000 千港元
Cash consideration paid	已付現金代價	<b>(16,618)</b>
Bank balances and cash acquired	所得之銀行結餘及現金	<b>1,018</b>
		<b>(15,600)</b>

The goodwill arising on the acquisition of 夢華 is attributable to the anticipated profitability of the distribution of the Group's LPG in the markets and the anticipated future operating synergies from the combination. In addition, 夢華 owns several LPG stations close to the LPG terminal owned by 新海(珠海), in the opinion of the directors, this acquisition will enhance logistic efficiency and improve the market share in Guangdong region in the PRC.

收購夢華所產生之商譽，可歸因於在市場分銷本集團液化氣預期溢利及合併後預期將來營運產生之協同效益。此外，夢華擁有數個液化氣加氣站，並且貼近由新海(珠海)擁有之液化氣碼頭。董事認為此項收購將加強物流效率並改善中國廣東地區之市場佔有率。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 33. ACQUISITION OF SUBSIDIARIES (Continued)

Pursuant to an agreement entered between Qingxin NewOcean Transportation Company Limited (“Qingxin NewOcean”) and the minority shareholder of 夢華 (the “MI”) on December 29, 2006, Qingxin NewOcean agreed to subcontracting the operation of 夢華 to MI for a period of one year. The MI is responsible for the daily operation of 夢華 and accountable for all liabilities and obligations arising from any agreements or contracts entered into in the name of 夢華 and the operating losses, if any, during the sub-contracting period. The MI entitled to 100% of the results of 夢華 during the sub-contracting period. Qingxin NewOcean was entitled to a fixed sum of sub-contracting fee payable by MI. The sub-contracting arrangement was terminated at December 31, 2007.

On July 1, 2007, Qingxin NewOcean and MI entered into a sales and purchase agreement in which Qingxin NewOcean agreed to acquire further 39% equity interest from MI at a consideration of HK\$22,452,000 (the “Agreement”). The acquisition on further 39% equity interest in 夢華 has not been completed as at December 31, 2007. Pursuant to the Agreement, the MI has granted an option to Qingxin NewOcean to acquire the remaining 10% equity interest from MI at a consideration of RMB4,500,000 for the period from July 1, 2007 to June 30, 2009. In addition, Qingxin NewOcean has granted an option to MI to sell the remaining 10% equity interest to Qingxin NewOcean at a consideration of approximately HK\$4,806,000 (equivalent to RMB4,500,000) from the period from July 1, 2009 to July 31, 2009 (“Put Option”). The obligation of the Put Option is recorded as non-current liabilities as at December 31, 2007.

### 33. 收購附屬公司(續)

根據清新縣新海運輸有限公司(「清新縣新海」)與夢華之少數股東(「少數股東」)於2006年12月29日簽訂之協議，清新縣新海同意外判夢華之業務予少數股東，為期1年。少數股東於外判期間，負責夢華的日常營運及負責以夢華名義簽訂之任何協議或合約所產生的負債及責任及經營虧損(如有)。於外判期間，少數股東擁有100%的業績。清新縣新海享有少數股東應付之固定外判費用，該外判協議於2007年12月31日終止。

於2007年7月1日，清新縣新海與少數股東簽訂一份買賣協議(「協議」)，據此，清新縣新海同意以22,452,000港元之代價進一步收購少數股東的39%權益。該進一步收購夢華39%權益於2007年12月31日止並未完成。根據協議，少數股東授權清新縣新海可於2007年7月1日至2009年6月30日期間，以4,500,000人民幣代價收購少數股東餘下的10%權益，再者，清新縣新海授權少數股東可於2007年7月1日至2009年6月30日期間，將其餘下10%權益以約4,806,000港元(等值4,500,000人民幣)出售予清新縣新海(「認沽權」)。於2007年12月31日，該認沽權責任記錄為非流動負債。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 33. ACQUISITION OF SUBSIDIARIES

(Continued)

### 33. 收購附屬公司(續)

For the year ended December 31, 2006

On April 1, 2006, the Group acquired the entire equity interest in Shenzhen Baorun Liquefield Petroleum Gas Co., Ltd. ("Shenzhen Baorun") for cash consideration and related expenses of HK\$38,961,000. The acquisition has been accounted for using the purchase method of accounting. The amount of goodwill arising as a result of the acquisition was HK\$19,981,000.

The net assets acquired in the transaction, and the goodwill arising, are as follows:

截至2006年12月31日止年度

於2006年4月1日，本集團以38,961,000港元之現金代價及相關支出收購了深圳市寶潤燃氣有限公司(「寶潤」)全部權益。該項收購已按會計收購法入賬。由該項收購產生之商譽為19,981,000港元。

該項交易中所得之淨資產及所產生之商譽如下：

		<b>Acquiree's carrying amounts before combinations</b>	<b>Fair value adjustments</b>	<b>Fair value</b>
		合併前被收購者 之賬面值	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired:	所得淨資產：			
Property, plant and equipment	物業、機器及設備	12,608	1,309	13,917
Prepaid lease payments	預付租賃款項	3,869	1,272	5,141
Other debtors, deposits and prepayments	其他應收賬款、 按金及預付款項	309	—	309
Deferred tax liability	遞延稅項負債	—	(387)	(387)
		16,786	2,194	18,980
Goodwill	商譽			19,981
				38,961



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 33. ACQUISITION OF SUBSIDIARIES 33. 收購附屬公司(續)

(Continued)

For the year ended December 31, 2006

截至2006年12月31日止年度(續)

(Continued)

		HK\$'000 千港元
<b>Total consideration satisfied by:</b>	<b>總代價以：</b>	
Cash	現金支付	34,602
Directly attributable costs	直接可分派成本支付	4,359
		38,961

Net cash outflow of cash and cash equivalents in respect of the acquisition of a subsidiary is as follows:

因收購一附屬公司所產生之現金或等同現金項目流出淨額如下：

		2006 HK\$'000 千港元
Cash consideration paid (note)	已付現金代價(附註)	34,602
Net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary	因收購一附屬公司所產生之現金或等同現金項目流出淨額	34,602

Note: During the year ended December 31, 2005, a cash consideration of approximately HK\$4,359,000 for the acquisition of Shenzhen Baorun was paid and the amount was disclosed as other assets in the consolidated balance sheet.

附註：於2005年12月31日止年度內，已預付約4,359,000港元作收購深圳寶潤所需之現金代價，有關金額已於綜合資產負債表內披露列為其他資產。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 33. ACQUISITION OF SUBSIDIARIES

(Continued)

#### For the year ended December 31, 2006

(Continued)

The goodwill arising on the acquisition of Shenzhen Baorun is attributable to the anticipated profitability of the distribution of the Group's LPG in the market and the anticipated future operating synergies from the combination. In addition, Shenzhen Baorun owns several LPG stations close to the LPG terminal owned by 新海(珠海), in the opinion of the directors, this acquisition will enhance logistic efficiency and improve the market share in Guangdong region in the PRC.

If the acquisition had been completed on January 1, 2006, total group revenue derived from continuing operations for the year would have been approximately HK\$2,425,924,000, and profit for the year from continuing operations would have been approximately HK\$43,720,000. The proforma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on January 1, 2006, nor is it intended to be a projection of future results.

Shenzhen Baorun contributed HK\$123,266,000 and HK\$2,185,000 to the Group's revenue derived from continuing operations and loss before taxation derived from continuing operations between the date of acquisition and the balance sheet date.

### 33. 收購附屬公司(續)

#### 截至2006年12月31日止年度(續)

收購深圳寶潤所產生之商譽，可歸因於在市場分銷本集團液化氣預期溢利及合併後預期將來營運產生之協同效益。此外，深圳寶潤擁有數個液化氣加氣站，並且貼近由新海(珠海)擁有之液化氣碼頭。董事認為此項收購將加強物流效率並改善中國廣東地區之市場佔有率。

如收購已於2006年1月1日完成，年內集團由持續業務衍生之總收入將約2,425,924,000港元，持續業務年內溢利將約43,720,000港元。以上資料只供參考及並非指收購如於2006年1月1日完成，本集團之經營收入及業績將真正達標，此亦非用以推測將來業績。

於收購日及結算日期間，深圳寶潤為本集團持續業務帶來123,266,000港元收入及2,185,000港元之持續業務除稅前虧損。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

#### 34. DISPOSAL OF SUBSIDIARIES

On December 10, 2007, the Group disposed several subsidiaries to an independent third party with a consideration of USD1. Those subsidiaries were engaged in LPG sales and distribution in the northern region of the PRC. The assets of those subsidiaries were fully impaired or write off in prior years and became inactive in recent years. The net liabilities of the subsidiaries at the date of disposal were as follows:

		10.12.2007 HK\$'000 千港元
Property, plant and equipment	物業、機器及設備	2,753
Property, plant and equipment write-offs	物業、機器及設備之撇銷	(2,753)
Trade debtors, other debtors, deposits and prepayments	應收貿易賬款、其他應收賬款、按金及預付款項	2,377
Impairment losses on receivables	應收賬款減值虧損	(2,377)
Other creditors and accrual charges	其他應付賬款及應計費用	(170)
Tax liabilities	稅務負債	(7,201)
		(7,371)
Gain on disposal	出售所得	7,371

The subsidiary disposed of during the year made no significant contribution to the Group's turnover and cash flow.

於2007年12月10日，本集團以1美元代價出售多間附屬公司予一獨立第三者。該附屬公司於中國北部銷售及分銷液化氣，該附屬公司之資產已於年前全部減值或撇銷並於近年變為不活躍資產。附屬公司於出售日之淨負債如下：

於年內所出售之附屬公司並無為本集團帶來重要營業額及現金流動。

#### 35. CONTINGENT LIABILITIES

The Group had no significant contingent liabilities at December 31, 2007 and 2006.

#### 35. 或然負債

於2007年及2006年12月31日，本集團並無重大或然負債。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

### 36. LEASE COMMITMENTS

#### The Group as lessee

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		<b>2007</b>	2006
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Within one year	一年內	<b>36,415</b>	1,587
In the second to fifth year inclusive	二至五年內(包括首尾兩年)	<b>130,712</b>	176
Over five years	超過五年	<b>2,401</b>	50
		<b>169,528</b>	1,813

During the year ended December 31, 2007, operating lease payments mainly represent rentals payable by the Group for office premises and LPG vessel. During the year ended December 31, 2006, operating lease payments mainly represent rentals payable by the Group for leasehold land in the PRC and LPG vessel. Leases are negotiated for terms ranged from 1 to 5 years. As at December 31, 2007, rentals are fixed for an average of 4 years (2006: 4 years).

### 36. 租賃承擔

#### 本集團為承租人

於結算日，本集團根據不可撤銷經營租賃須支付之日後最少租金支出，到期日如下：

於2007年12月31日止年度內經營租賃款項乃主要指本集團租用辦公室物業及液化氣船應付之租金。於2006年12月31日年度止，經營租賃款項乃主要指本集團租用土地及液化氣船應付之租金。協議租期平均為1至5年。於2007年12月31日，有關的租金固定期平均為4年(2006：4年)。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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### 37. OTHER COMMITMENTS

### 37. 其他承擔

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:	已訂約但未於綜合財務報表撥備之資本開支之承擔如下：		
Investment in a jointly controlled entity	投資於一共同控制實體	—	1,916
Purchase of gas plant and machinery	購置氣庫及機器	<b>134,245</b>	77,946
		<b>134,245</b>	79,862

### 38. RETIREMENT BENEFITS PLANS

### 38. 退休福利計劃

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees.

本集團為其於香港之全體合資格僱員提供強制性公積金計劃。強積金計劃之資產與本集團資產分開持有，由信託人以基金形式控制。本集團每月按僱員有關薪金收入的5%作為強積金供款。而僱員則作出相同數額之供款。

The employees of the Group's subsidiaries in the PRC are members of state-managed retirement benefit schemes operated by the PRC government. The subsidiaries are required to contribute fixed percentage of payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions.

本集團於中國附屬公司之僱員參加中國政府中央管理之退休金計劃。該等附屬公司按要求向退休金計劃以僱員收入的固定比例供款。本集團對退休金計劃的唯一責任是作指定供款。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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#### 39. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with related parties:

		<b>2007</b> <b>HK\$'000</b> 千港元	2006 HK\$'000 千港元
Sales to a jointly controlled entity	向一共同控制實體銷售	<b>4,716</b>	808
Rental expenses paid to Shum Ho, Neo	向岑浩支付租金	<b>456</b>	456

At December 31, 2006, Shum Ho, Neo has pledged his property to secure a short term bank loan of the Group to the extent of HK\$10,000,000. The facilities were not utilised by the Group at December 31, 2006 and the pledged property was released on October, 2007.

Shum Ho, Neo is the son of Shum Siu Hung and Tong Shiu Ming.

On May 16, 2004, Sound Management Services Limited, entered into an office tenancy agreement with Shum Ho, Neo for the use of office premises provided by Shum Ho, Neo located on 20th Floor, Times Tower, 393 Jaffe Road, Wanchai, Hong Kong at HK\$38,000 per calendar month for a period of one year commencing May 16, 2004. On May 16, 2005, the agreement was renewed for one year to May 15, 2006 with the same terms. On May 16, 2006, the agreement was renewed for one year to May 15, 2007 with the same terms. On May 16, 2007, the agreement was renewed for one year to May 15, 2008 with the same terms.

Save as disclosed above and note 26, there were no other significant transactions with related parties during the year or significant balances with them at the end of the year.

#### 39. 關連人士交易

年內，本集團與關連人士進行下列交易：

於2006年12月31日，岑浩抵押其物業，使本集團獲得10,000,000港元之短期銀行借款。於2006年12月31日，本集團並無動用該銀行借款，而該抵押之物業已於2007年10月解除。

岑浩乃岑少雄及唐小明之子。

於2004年5月16日，新海管理服務有限公司與岑浩訂立辦公室租約，以月租38,000港元租用岑浩位於香港灣仔謝斐道393號新時代中心20樓之辦公室物業。租用期於2004年5月16日起計，為期1年。於2005年5月16日，該租約按相應條款續期至2006年5月15日。於2006年5月16日，該租約按相應條款續期至2007年5月15日。於2007年5月16日，該租約按相應條款續期至2008年5月15日。

除以上及於附註26所披露外，期內與關連人士並無重大交易，或於期終時亦未有與彼等相關之重大結餘。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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### 39. RELATED PARTY TRANSACTIONS

(Continued)

#### Compensation of key management personnel

The remuneration of executive directors and other members of key management during the year was as follows:

		2007 HK\$'000 千港元	2006 HK\$'000 千港元
Short-term benefits	短期福利	6,018	5,347
Post-employment benefits	僱員結束服務後之福利	60	60
Share-based payments	以股份為基礎之支出	—	3,264
		<b>6,078</b>	<b>8,671</b>

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

### 39. 關連人士交易(續)

#### 主要管理人員之報酬

本年度執行董事及其他主要管理人員之薪酬列明如下：

董事及主要管理人員之薪酬由薪酬委員會根據個人表現及市場趨勢釐定。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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#### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

#### 40. 本公司之主要附屬公司詳情

Particulars of the Company's principal subsidiaries at December 31, 2007 and 2006 are as follows:

本公司於2007及2006年12月31日之主要附屬公司資料如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 成立/註冊/營業地	Class of share held 所持股份類別	Issued and fully paid up share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of nominal value of issued/ registered capital held by the Company 本公司所持已發行股本/ 註冊資本面值比例		Principal activities 主要業務
				2007	2006	
Qingxin Bai Fu Yang Petrol Chemical Company Limited ("BFY") (Note a) 清新縣百富洋石油化工有限公司 (「百富洋」)(附註a)	PRC * 中國 *	Registered capital 註冊資本	RMB5,000,000 5,000,000人民幣	100	100	Sale and distribution of LPG 銷售及分銷液化氣
NewOcean Resources (Singapore) Pte Ltd	Singapore 星加坡	Ordinary 普通股	SGD100 100星加坡元	100	100	Sale and distribution of LPG 銷售及分銷液化氣
Shenzhen Baorun 深圳寶潤	PRC * 中國 *	Registered capital 註冊資本	RMB15,000,000 15,000,000人民幣	100	100	Sale and distribution of LPG 銷售及分銷液化氣
Sound Agents Limited 新海代理人有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	100	Sale and distribution of LPG and electronic products 銷售及分銷液化氣及電子 產品
Sound Industrial Limited 新海實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	100	Trading of electronic products 買賣電子產品
Sound Management Services Limited 新海管理服務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	100	Providing management services to group companies 向集團公司提供管理服務



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

#### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

#### 40. 本公司之主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 成立 / 註冊 / 營業地	Class of share held 所持股份類別	Issued and fully paid up share capital/ registered capital 已發行及繳足股本 / 註冊資本	Proportion of nominal value of issued/ registered capital held by the Company 本公司所持已發行股本 / 註冊資本面值比例		Principal activities 主要業務
				2007	2006	
Sound Technologies Limited 新海科技有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	100	Trading of electronic products 買賣電子產品
Qingxin Yong Long Gas and Chemical Company Limited ("Yong Long") (Note b) 清新縣永龍燃化有限公司 (「永龍」)(附註b)	PRC * 中國 *	Registered capital 註冊資本	RMB4,280,000 4,280,000人民幣	80	80	Sale and distribution of LPG 銷售及分銷液化氣
桂林新海能源發展有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$6,600,000 6,600,000港元	100	100	Sale and distribution of LPG 銷售及分銷液化氣
桂林荔浦新海燃氣有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$1,400,000 1,400,000港元	100	100	Sale and distribution of LPG 銷售及分銷液化氣
梧州綠環科技有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$1,600,000 1,600,000港元	100	100	Sale and distribution of LPG 銷售及分銷液化氣
梧州市新海燃氣有限公司 (「梧州新海」) (Note 附註c)	PRC * 中國 *	Registered capital 註冊資本	RMB500,000 500,000人民幣	100	100	Sale and distribution of LPG 銷售及分銷液化氣
蒼梧縣新海燃氣有限公司 (「蒼梧新海」) (Note 附註d)	PRC * 中國 *	Registered capital 註冊資本	RMB500,000 500,000人民幣	100	100	Sale and distribution of LPG 銷售及分銷液化氣



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

#### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

#### 40. 本公司之主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 成立 / 註冊 / 營業地	Class of share held 所持股份類別	Issued and fully paid up share capital/ registered capital 已發行及繳足 股本 / 註冊資本	Proportion of nominal value of issued/ registered capital held by the Company		Principal activities 主要業務
				本公司所持已發行股本 / 註冊資本面值比例		
				2007	2006	
新海(珠海)	PRC # 中國 #	Registered capital 註冊資本	USD27,050,000 27,050,000美元	100	100	Sale and distribution of LPG 銷售及分銷液化氣
夢華	PRC * 中國 *	Registered capital 註冊資本	RMB7,755,100 7,755,100人民幣	51	—	Sale and distribution of LPG 銷售及分銷液化氣
廣州市許標燃氣有限公司	PRC * 中國 *	Registered capital 註冊資本	RMB2,000,000 2,000,000人民幣	51	—	Sale and distribution of LPG 銷售及分銷液化氣
南雄	PRC * 中國 *	Registered capital 註冊資本	RMB990,000 990,000人民幣	100	—	Sale and distribution of LPG 銷售及分銷液化氣

\* Domestic-invested enterprises

\* 內資企業

# Wholly-owned foreign enterprises

# 全資外資企業



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

截至2007年12月31日止年度

#### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

Notes:

- (a) BFY is indirectly held by the Company through the declarations of trust executed by Cen Ziniu and Li Canyuan who held the interest in BFY of 90% and 10% respectively.
- (b) Pursuant to an agreement entered between BFY and the minority shareholder of Yong Long, ("PRC Investor"), the operation of Yong Long was sub-contracted to BFY with a sub-contracting period of 5 years. The PRC Investor was entitled to a fixed sum of sub-contracting fee payable by BFY. BFY entitled to 100% of the results of Yong Long during the subcontracting period.
- (c) 梧州新海 is indirectly held by the Company through the declarations of trust executed by 李燦元 and 劉小萍 who held the interest in 梧州新海 of 20% and 20% respectively. The remaining interest in 梧州新海 is indirectly held by the Company.
- (d) 蒼梧新海 is indirectly held by the Company through the declarations of trust executed by 李燦元 and 劉小萍 who held the interest in 蒼梧新海 of 20% and 20% respectively. The remaining interest in 蒼梧新海 is indirectly held by the Company.

The above principal subsidiaries are owned indirectly by the Company.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

#### 40. 本公司之主要附屬公司詳情(續)

附註：

- (a) 百富洋透過由岑子牛及李燦元訂立的信託聲明書由本公司間接持有。岑子牛及李燦元分別持有百富洋90%及10%權益。
- (b) 根據百富洋及永龍少數股東(「中國投資者」)簽訂之協議，永龍之業務已外判給百富洋，合約期為5年。中國投資者有權訂出百富洋應付之固定外判費用。於外判期間，百富洋擁有永龍100%的業績。
- (c) 梧州新海透過由李燦元及劉小萍訂立的信託聲明書由本公司間接持有。李燦元及劉小萍均持有梧州新海20%權益。梧州新海餘下之權益由本公司間接擁有。
- (d) 蒼梧新海透過由李燦元及劉小萍訂立的信託聲明書由本公司間接持有。李燦元及劉小萍均持有蒼梧新海20%權益。蒼梧新海餘下之權益由本公司間接擁有。

上述各主要附屬公司均由本公司間接擁有。

各附屬公司於年終或年內任何時間概無任何未償還債務證券。

上表載列董事會認為主要影響本集團業績或資產之本公司附屬公司。董事會認為列出其他附屬公司之資料會過於冗長。





## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended December 31, 2007

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#### 41. DERIVATIVE FINANCIAL INSTRUMENTS

#### 41. 衍生金融工具

Major terms of the foreign currency forward contracts are summarised as follows:

外幣遠期合約之主要條款如下：

Notional amount 實義金額	Maturity 到期日	Exchange rates 兌換率
Buy USD88,957,000 買入 88,957,000 美元	January 11, 2008 to December 22, 2008 2008年1月11日至2008年12月22日	RMB/USD6.20 to RMB/USD 7.45 6.20 人民幣 / 美元至 7.45 人民幣 / 美元



## Financial Summary 財務概要

### RESULTS

### 業績

		For the 15 month period ended December 31, 截至 12月31日止 15個月期間		For the year ended December 31, 截至12月31日止年度		
		2003 HK\$'000 千港元	2004 HK\$'000 千港元	2005 HK\$'000 千港元	2006 HK\$'000 千港元	2007 HK\$'000 千港元
Revenue	收入	446,802	1,023,782	1,615,479	2,387,531	3,890,225
Profit before taxation	除稅前溢利	17,147	26,161	30,243	43,951	52,559
Taxation (charge) credit	稅項(支出)收入	(214)	(6,217)	3,667	179	(2,105)
Profit for the period/year	年內/期內溢利	16,933	19,944	33,910	44,130	50,454
Attributable to:	應佔溢利:					
Equity holders of the Company	本公司之權益持有人	17,051	20,178	35,702	44,130	50,454
Minority interests	少數股東權益	(118)	(234)	(1,792)	—	—
		16,933	19,944	33,910	44,130	50,454
Earnings per share	每股盈利					
Basic (in HK cents)	基本(港仙)	5.21	4.38	7.41	9.16	10.47
Diluted (in HK cents)	攤薄(港仙)	5.21	4.33	N/A不適用	9.16	10.44

### ASSETS AND LIABILITIES

### 資產及負債

		At December 31, 於12月31日				
		2003 HK\$'000 千港元	2004 HK\$'000 千港元	2005 HK\$'000 千港元	2006 HK\$'000 千港元	2007 HK\$'000 千港元
Total assets	總資產	232,722	514,113	832,644	1,461,813	2,319,532
Total liabilities	總負債	(58,569)	(154,776)	(442,181)	(1,014,332)	(1,795,689)
		174,153	359,337	390,463	447,481	523,843
Equity attributable to equity holders of the Company	本公司之權益持有人應佔 溢利	171,683	354,628	388,932	445,950	513,130
Minority interests	少數股東權益	2,470	4,709	1,531	1,531	10,713
		174,153	359,337	390,463	447,481	523,843



NewOcean Energy Holdings Limited  
**新海能源集團有限公司**  
(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)