INTERIM REPORT 2008
二零零八年中期報告

Hong Kong's Wealth of Spirit
創造財富　香港精神

新鴻基有限公司
SUN HUNG KAI & CO. LIMITED
(Stock Code: 86)

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公司資料

BOARD OF DIRECTORS

Executive Directors
Lee Seng Huang *(Chairman)*
Joseph Tong Tang

Non-Executive Directors
Abdulhakeem Abdulhussain Ali Kamkar
Amin Rafie Bin Othman
(also as alternate to Abdulhakeem Abdulhussain Ali Kamkar)
Patrick Lee Seng Wei

Independent Non-Executive Directors
David Craig Bartlett
Alan Stephen Jones
Carlisle Caldow Procter
Peter Wong Man Kong

EXECUTIVE COMMITTEE

Lee Seng Huang *(Chairman)*
Joseph Tong Tang

AUDIT COMMITTEE

Alan Stephen Jones *(Chairman)*
David Craig Bartlett
Carlisle Caldow Procter
Peter Wong Man Kong

REMUNERATION COMMITTEE

Peter Wong Man Kong *(Chairman)*
David Craig Bartlett
Alan Stephen Jones
Carlisle Caldow Procter

RISK MANAGEMENT COMMITTEE

Lee Seng Huang *(Chairman)*
Joseph Tong Tang *(Alternate Chairman)*
Thomas Bennington Hulme
Tony Leung King Yuen

COMPANY SECRETARY

Hester Wong Lam Chun

AUDITOR

Deloitte Touche Tohmatsu

董事會

執行董事
李成煌 *(主席)*
唐登

非執行董事
Abdulhakeem Abdulhussain Ali Kamkar
Amin Rafie Bin Othman
(亦為Abdulhakeem Abdulhussain Ali Kamkar之替任董事)
李成偉

獨立非執行董事
白禮德
Alan Stephen Jones
Carlisle Caldow Procter
王敏剛

執行委員會

李成煌 *(主席)*
唐登

審核委員會

Alan Stephen Jones *(主席)*
白禮德
Carlisle Caldow Procter
王敏剛

薪酬委員會

王敏剛 *(主席)*
白禮德
Alan Stephen Jones
Carlisle Caldow Procter

風險管理委員會

李成煌 *(主席)*
唐登 *(替任主席)*
韓滔文
梁景源

公司秘書

黃霖春

核數師

德勤 • 關黃陳方會計師行

SOLICITORS

Deacons
Fred Kan & Co.
Haldanes
Leland Chu & Co.
Mallesons Stephen Jaques
Paul Hastings
P.C. Woo & Co.
Richards Butler in association with
Reed Smith LLP
Timothy Loh, Solicitors
Yuan Tai PRC Attorneys

BANKERS

Standard Chartered Bank (Hong Kong) Limited
Bank of China (Hong Kong) Limited
The Bank of East Asia, Limited
The Bank of New York Mellon
Public Bank (Hong Kong) Limited
China Construction Bank (Asia) Corporation Limited
DBS Bank (Hong Kong) Limited
Fubon Bank (Hong Kong) Limited
Wing Hang Bank, Limited
Industrial and Commercial Bank of China (Asia) Limited
Chong Hing Bank Limited
Bank of Communications Co., Ltd., Hong Kong Branch
CITIC Ka Wah Bank Limited
Scotiabank (Hong Kong) Limited
Oversea-Chinese Banking Corporation Limited, Hong Kong Branch
East West Bank, Hong Kong Branch

REGISTRAR

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

REGISTERED OFFICE

Units 1201-10 & 14-16, 12th Floor
CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong *(Note)*

WEBSITES

www.shkco.com
www.shkf.com
www.shkonline.com

Note: The registered office will be changed to 12th Floor, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong with effect from 2 October 2008.

律師

的近律師行
簡家驄律師行
何敦麥至理鮑富律師行
諸立明律師事務所
萬盛國際律師事務所
普衡律師事務所
胡百全律師事務所
齊伯禮律師行

Timothy Loh, Solicitors
源泰律師事務所

銀行

渣打銀行(香港)有限公司
中國銀行(香港)有限公司
東亞銀行有限公司
The Bank of New York Mellon
大眾銀行(香港)有限公司
中國建設銀行(亞洲)股份有限公司
星展銀行(香港)有限公司
富邦銀行(香港)有限公司
永亨銀行有限公司
中國工商銀行(亞洲)有限公司

創興銀行有限公司
交通銀行有限公司(香港分行)
中信嘉華銀行有限公司
加拿大豐業銀行(香港)有限公司
華僑銀行，香港分行

華美銀行，香港分行

過戶登記處

卓佳秘書商務有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

註冊辦事處

香港中環
添美道1號
中信大廈
12樓1201-10及14-16室 *(附註)*

網址

www.shkco.com
www.shkf.com
www.shkonline.com

附註：註冊辦事處將於2008年10月2日改為香港中環添美道1號中信大廈12樓。

Unaudited Condensed Consolidated Financial Statements
未經審核之簡明綜合財務報表

The Board of Directors is pleased to present to the shareholders of Sun Hung Kai & Co. Limited (the "Company") the unaudited condensed consolidated financial results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2008 together with comparative figures on pages 5 to 41. The condensed consolidated financial statements have not been audited, but have been reviewed by the Company's auditor, Deloitte Touche Tohmatsu, in accordance with the Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants, and by the Company's Audit Committee.

董事會向各新鴻基有限公司(「本公司」)股東報告於第5頁至第41頁之本公司及附屬公司(「集團」)截至2008年6月30日止六個月內之未經審核綜合業績及其比較數字。簡明綜合財務報表是未經審核,但經本公司核數師德勤•關黃陳方會計師行按照香港會計師公會頒佈之《香港審閱工作準則》第2410號「獨立核數師對中期財務資料的審閱」作出審閱,及經本公司審核委員會審閱。

Condensed Consolidated Income Statement
簡明綜合收益賬

		Notes 附註	Unaudited Six months ended 未經審核 六個月結算至 30.6.2008 HK$'000 千港元	30.6.2007 HK$'000 千港元
Revenue*	收益*		**1,799,891**	2,012,819
Other income	其他收入		**218,974**	311,750
Total income	總收益		**2,018,865**	2,324,569
Cost of sales	銷售成本		**(26,744)**	(20,746)
Brokerage and commission expenses	經紀及佣金費用		**(126,305)**	(161,344)
Direct cost and operating expenses	直接成本及經營費用		**(392,150)**	(369,560)
Administrative expenses	管理費用		**(646,262)**	(633,007)
Other expenses	其他費用		**(223,279)**	(139,907)
Finance costs	融資成本		**(109,010)**	(222,339)
			495,115	777,666
Loss on fair value change of warrants of a listed associate	一上市聯營公司認股權證的公平值變動虧損	4	**(270,051)**	–
Share of results of associates	所佔聯營公司業績		**356,628**	150,462
Share of results of jointly controlled entities	所佔共同控制公司業績		**(1)**	808
Profit before taxation	除稅前溢利		**581,691**	928,936
Taxation	稅項	5	**(50,717)**	(84,432)
Profit for the period	本期溢利	7	**530,974**	844,504
Profit attributable to:	應佔溢利：			
– Equity holders of the Company	一 本公司股東		**462,336**	747,085
– Minority interests	一 少數股東權益		**68,638**	97,419
			530,974	844,504
Dividend paid	股息支付	8	**–**	149,421
Earnings per share	每股盈利	9		
– Basic (HK cents)	一 基本（港仙）		**27.5**	50.0
– Diluted (HK cents)	一 攤薄（港仙）		**26.7**	48.7

* Revenue is also the Group's turnover.

* 收益亦為集團營業額。

Condensed Consolidated Balance Sheet
簡明綜合資產負債表

		Notes 附註	Unaudited 未經審核 30.6.2008 HK$'000 千港元	Audited 經審核 31.12.2007 HK$'000 千港元
Non-current Assets	**非流動資產**			
Investment properties	投資物業		**137,865**	58,900
Leasehold interests in land	租賃土地權益		**136,244**	132,464
Property and equipment	物業及設備		**117,252**	138,701
Intangible assets	無形資產		**1,604,587**	2,080,117
Goodwill	商譽		**2,384,023**	2,504,766
Interest in associates	聯營公司權益		**3,746,793**	3,171,204
Interest in jointly controlled entities	共同控制公司權益		**11,201**	1,490
Available-for-sale investments	可供出售投資	*10*	**780,537**	1,232,249
Statutory deposits	法定按金		**25,656**	29,729
Deferred tax assets	遞延稅項資產		**79,453**	66,311
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款		**1,657,754**	1,475,395
Loans and receivables	貸款及應收賬		**7,069**	5,806
			10,688,434	10,897,132
Current Assets	**流動資產**			
Inventories	存貨		**–**	11,341
Trade and other receivables	經營及其他應收賬	*11*	**5,563,621**	5,811,839
Loans and advances to consumer finance customers	私人財務客戶貸款及墊款		**2,314,291**	2,145,159
Financial assets at fair value through profit or loss	透過收益賬按公平值列賬的財務資產	*12*	**808,574**	1,170,622
Amounts due from associates	聯營公司欠賬		**58,848**	137,559
Amounts due from fellow subsidiaries	同系附屬公司欠賬		**10,063**	–
Taxation recoverable	應收稅項		**4,760**	3,212
Cash and cash equivalents	現金及現金等價物	*13*	**1,083,412**	1,639,910
			9,843,569	10,919,642

		Notes 附註	Unaudited 未經審核 30.6.2008 HK$'000 千港元	Audited 經審核 31.12.2007 HK$'000 千港元
Current Liabilities	**流動負債**			
Bank and other borrowings due within one year	於一年內到期的銀行及其他借款	14	**(182,201)**	(555,554)
Trade and other payables	經營及其他應付賬	15	**(1,684,558)**	(2,046,454)
Financial liabilities at fair value through profit or loss	透過收益賬按公平值列賬的財務負債		**(75,846)**	(59,084)
Amounts due to fellow subsidiaries	同系附屬公司貸賬	16	**(1,350,000)**	(19,757)
Amounts due to associates	聯營公司貸賬		**(7,731)**	(7,506)
Provisions	準備		**(25,762)**	(74,483)
Taxation payable	應付税項		**(192,135)**	(128,877)
Dividend payable	應付股息		**(428,108)**	–
Loan notes	貸款票據		**–**	(69,166)
			(3,946,341)	(2,960,881)
Net Current Assets	**流動資產淨值**		**5,897,228**	7,958,761
Total Assets less Current Liabilities	**總資產減流動負債**		**16,585,662**	18,855,893
Capital and Reserves	**資本及儲備**			
Share capital	股本	17	**343,123**	335,958
Reserves	儲備		**11,630,115**	11,855,677
Equity attributable to equity holders of the Company	本公司股東應佔權益		**11,973,238**	12,191,635
Minority interests	少數股東權益		**1,610,596**	1,831,800
Total Equity	**權益總額**		**13,583,834**	14,023,435
Non-current Liabilities	**非流動負債**			
Bonds	債券		**1,100,000**	2,800,000
Bank and other borrowings due after one year	一年後到期的銀行及其他借款	14	**1,616,598**	1,649,590
Provisions	準備		**3,812**	4,517
Deferred tax liabilities	遞延税項負債		**281,418**	378,351
			3,001,828	4,832,458
			16,585,662	18,855,893

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

Attributable to equity holders of the Company 本公司股東應佔

		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Capital redemption reserve 資本贖回儲備 HK$'000 千港元	Shares held for employee ownership scheme 為僱員股份擁有計劃持有股份 HK$'000 千港元	Employee share-based compensation reserve 以股份支付的僱員酬金儲備 HK$'000 千港元	Exchange reserve 匯兌儲備 HK$'000 千港元	Revaluation reserve 重估儲備 HK$'000 千港元	Capital reserves 資本儲備 HK$'000 千港元	Retained earnings 保留溢利 HK$'000 千港元	Dividend reserve 股息儲備 HK$'000 千港元	Total 總額 HK$'000 千港元	Minority interests 少數股東權益 HK$'000 千港元	Total equity 權益總額 HK$'000 千港元
At 1 January 2008	於2008年1月1日	335,958	4,764,281	51,704	–	–	171,560	1,224,293	(8,613)	5,232,500	419,952	12,191,635	1,831,800	14,023,435
Deferred taxation	遞延稅項	–	–	–	–	–	–	645	–	–	–	645	–	645
Exchange differences arising on translation of overseas operations	折算海外業務的匯兌差額	–	–	–	–	–	7,083	–	–	–	–	7,083	4,634	11,717
Loss on fair value changes of available-for-sale investments	可供出售投資的公平值變動虧損	–	–	–	–	–	–	(464,443)	–	–	–	(464,443)	–	(464,443)
Share of reserves of associates	所佔聯營公司儲備	–	–	–	–	–	136,292	(7,793)	(10,971)	–	–	117,528	–	117,528
Net income (expense) recognised directly in equity	直接於權益確認的收入（支出）淨額	–	–	–	–	–	143,375	(471,591)	(10,971)	–	–	(339,187)	4,634	(334,553)
Release on disposal of subsidiaries	出售附屬公司時撥回	–	–	–	–	–	–	(97,392)	–	–	–	(97,392)	–	(97,392)
Profit for the period	本期溢利	–	–	–	–	–	–	–	–	462,336	–	462,336	68,638	530,974
Total recognised income and expense for the period	本期已確認收支總額	–	–	–	–	–	143,375	(568,983)	(10,971)	462,336	–	25,757	73,272	99,029
Recognition of equity-settled share-based payments	確認從權益支付的以股份結算支出	–	–	–	–	2,873	–	–	–	–	–	2,873	–	2,873
Purchase of shares held for the SHK Employee Ownership Scheme	為新鴻基僱員股份擁有計劃而購入的股份	–	–	–	(29,548)	–	–	–	–	795	(795)	(29,548)	–	(29,548)
Disposal of subsidiaries	出售附屬公司	–	–	–	–	–	–	–	–	–	–	–	(270,315)	(270,315)
Shares issued	發行股份	7,165	203,464	–	–	–	–	–	–	–	–	210,629	–	210,629
Adjustment to 2007 final dividend	調整2007年末期股息	–	–	–	–	–	–	–	–	(8,951)	8,951	–	–	–
Interim dividends declared	宣告派發中期股息	–	–	–	–	–	–	–	–	(85,767)	85,767	–	–	–
Final dividends payable	應付末期股息	–	–	–	–	–	–	–	–	–	(428,108)	(428,108)	–	(428,108)
Dividends paid to minority interests	支付股息予少數股東權益	–	–	–	–	–	–	–	–	–	–	–	(24,161)	(24,161)
At 30 June 2008	於2008年6月30日	343,123	4,967,745	51,704	(29,548)	2,873	314,935	655,310	(19,584)	5,600,913	85,767	11,973,238	1,610,596	13,583,834

		Attributable to equity holders of the Company 本公司股東應佔										
		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Capital redemption reserve 資本贖回儲備 HK$'000 千港元	Exchange reserve 匯兌儲備 HK$'000 千港元	Revaluation reserve 重估儲備 HK$'000 千港元	Capital reserves 資本儲備 HK$'000 千港元	Retained earnings 保留溢利 HK$'000 千港元	Dividend reserve 股息儲備 HK$'000 千港元	Total 總額 HK$'000 千港元	Minority interests 少數股東權益 HK$'000 千港元	Total equity 權益總額 HK$'000 千港元
At 1 January 2007, as originally stated	於2007年1月1日，按原先呈列	298,791	2,778,779	51,704	56,988	834,770	2,313	3,940,454	149,407	8,113,206	1,095,186	9,208,392
Adjustments arising from completion of initial accounting for acquisition	就完成收購的初次賬目所作之調整	–	–	–	–	224,005	–	(35,216)	–	188,789	842,975	1,031,764
At 1 January 2007, as restated	於2007年1月1日，重列	298,791	2,778,779	51,704	56,988	1,058,775	2,313	3,905,238	149,407	8,301,995	1,938,161	10,240,156
Deferred taxation	遞延稅項	–	–	–	–	(232)	32	–	–	(200)	–	(200)
Exchange differences arising on translation of overseas operations	折算海外業務的匯兌差額	–	–	–	1,915	–	–	–	–	1,915	230	2,145
Gains on fair value changes of available-for-sale investments	可供出售投資的公平值變動收益	–	–	–	–	257,767	–	–	–	257,767	–	257,767
Share of reserves of associates	所佔聯營公司儲備	–	–	–	28,179	15,648	(3,058)	–	–	40,769	–	40,769
Net income (expense) recognised directly in equity	直接於權益確認的收入(支出)淨額	–	–	–	30,094	273,183	(3,026)	–	–	300,251	230	300,481
Release on disposal of available-for-sale investments	出售可供出售投資時撥回	–	–	–	–	(172,062)	–	–	–	(172,062)	–	(172,062)
Profit for the period	本期溢利	–	–	–	–	–	–	747,085	–	747,085	97,419	844,504
Total recognised income and expense for the period	本期已確認收支總額	–	–	–	30,094	101,121	(3,026)	747,085	–	875,274	97,649	972,923
Disposal of subsidiaries	出售附屬公司	–	–	–	–	–	–	–	–	–	(69,129)	(69,129)
Issue of subsidiary's shares to minority interests	發行附屬公司股份予少數股東權益	–	–	–	–	–	–	–	–	–	34,056	34,056
Shares issued	發行股份	51	1,435	–	–	–	–	–	–	1,486	–	1,486
Adjustment to 2006 final dividend	調整2006年末期股息	–	–	–	–	–	–	(14)	14	–	–	–
Interim dividends declared	宣告派發中期股息	–	–	–	–	–	–	(150,350)	150,350	–	–	–
Final dividends paid	支付末期股息	–	–	–	–	–	–	–	(149,421)	(149,421)	–	(149,421)
Dividends paid to minority interests	支付股息予少數股東權益	–	–	–	–	–	–	–	–	–	(106,378)	(106,378)
At 30 June 2007	於2007年6月30日	298,842	2,780,214	51,704	87,082	1,159,896	(713)	4,501,959	150,350	9,029,334	1,894,359	10,923,693

Condensed Consolidated Cash Flow Statement
簡明綜合現金流量表

		Unaudited Six months ended 未經審核 六個月結算至 30.6.2008 HK$'000 千港元	30.6.2007 HK$'000 千港元
OPERATING ACTIVITIES	**經營活動**		
Cash generated from (used in) operations	經營所得（所用）現金		
– Decrease (increase) in trade and other receivables	－ 經營及其他應收賬減少（增加）	**139,498**	(13,499,590)
– Other operating cash flows	－ 其他經營現金流量	**(119,794)**	1,251,713
		19,704	(12,247,877)
Interest received	已收利息	**171,711**	248,323
Interest paid	已付利息	**(142,292)**	(166,829)
Taxation paid	税項繳付	**(40,134)**	(30,223)
Net cash from (used in) operating activities	**於經營活動所得（所用）現金淨額**	**8,989**	(12,196,606)
INVESTING ACTIVITIES	**投資活動**		
Purchase of investment properties	購入投資物業	**(72,764)**	–
Purchase of leasehold interests in land	購入租賃土地權益	**(5,496)**	(65,570)
Purchase of property and equipment	購入物業及設備	**(43,759)**	(30,999)
Proceeds on disposal of property and equipment	出售物業及設備所得款項	**11**	1,478
Purchase of intangible assets	購入無形資產	**(11,802)**	(5,680)
Cost for acquisition of a subsidiary	購入附屬公司成本	**–**	(1,203)
Disposal of subsidiaries *(note 6)*	出售附屬公司 *（附註6）*	**247,996**	54,903
Repayment (payment) of net amount due from associates	聯營公司淨欠賬的還款（付款）	**78,895**	(11)
Dividends received from associates	收取聯營公司股息	**–**	11,176

		Unaudited Six months ended 未經審核 六個月結算至	
		30.6.2008	30.6.2007
		HK$'000	HK$'000
		千港元	千港元
Additional interest purchased in associates	增購聯營公司權益	**(98,331)**	(913)
Purchase of jointly controlled entities	購入共同控制公司	**(9,903)**	–
Dividend received from jointly controlled entities	收取共同控制公司股息	**–**	1,173
Payment of net amount due from jointly controlled entities	共同控制公司淨欠賬的付款	**–**	(183)
Repayment of net amount due from investee companies	投資公司淨欠賬的還款	**–**	1,747
Dividends received from available-for-sale investments	收取可供出售投資股息	**17,421**	12,210
Purchase of available-for-sale investments	購入可供出售投資	**(12,664)**	(95,265)
Proceeds on disposal of available-for-sale investments	出售可供出售投資所得款項	**–**	301,405
Net repayment of statutory deposits	法定按金還款淨額	**4,073**	8,174
Net cash from investing activities	**於投資活動所得現金淨額**	**93,677**	192,442
FINANCING ACTIVITIES	**融資活動**		
Dividends paid	股息支付	**–**	(149,421)
Payment to minority interests	付款予少數股東權益	**(24,227)**	(25,939)
Net short-term bank borrowings (repaid) raised	(償還)提取短期銀行借款淨額	**(354,530)**	12,179,907
New long-term bank loans raised	提取新長期銀行借款	**–**	79,000
Repayment of bonds	償還債券	**(1,700,000)**	–

Condensed Consolidated Cash Flow Statement
簡明綜合現金流量表

		Unaudited Six months ended 未經審核 六個月結算至	
		30.6.2008 HK$'000 千港元	30.6.2007 HK$'000 千港元
Repayment of long-term bank loans	償還長期銀行借款	**(34,388)**	(8,350)
Amount due to fellow subsidiaries raised (repaid)	提取(償還)同系附屬公司貸款	**1,350,000**	(200,000)
Repayment of loan notes	償還貸款票據	**(69,637)**	–
Net proceeds from issue of a subsidiary's shares to minority interests	發行附屬公司股份予少數股東權益所得款項淨額	**–**	34,056
Net proceeds from issue of shares	發行股本所得款項淨額	**210,629**	1,486
Purchase of shares for the SHK Employee Ownership Scheme	為新鴻基僱員股份擁有計劃而購入的股份	**(29,548)**	–
Net cash (used in) from financing activities	**於融資活動(所用)所得現金淨額**	**(651,701)**	11,910,739
Net decrease in cash and cash equivalents	**現金及現金等價物減少淨額**	**(549,035)**	(93,425)
Cash and cash equivalents at 1 January	**於1月1日的現金及現金等價物**	**1,621,910**	1,054,503
Effect of foreign exchange rate changes	外幣匯率變動的影響	**10,537**	(1,079)
		1,083,412	959,999
Cash and cash equivalents at 30 June, represented by	**於6月30日的現金及現金等價物**		
Cash and cash equivalents	現金及現金等價物	**1,083,412**	1,008,227
Bank overdrafts	銀行透支	**–**	(48,228)
		1,083,412	959,999

1. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

1. 編制基準

本未經審核簡明綜合財務報表是根據香港聯合交易所有限公司證券上市規則附錄16內適用的披露規定及遵照由香港會計師公會頒佈的香港會計準則34號「中期財務報告」而編制。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis, as modified by the revaluation of available-for-sale investments, financial assets and financial liabilities at fair value through profit or loss, and investment properties, which are measured at fair value.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2007.

In the current period, the Group has applied, for the first time, HK(IFRIC)-Int 11 "HKFRS 2 – Group and Treasury Share Transaction", issued by HKICPA, which is effective for the Group's financial year beginning on 1 January 2008 and is relevant to the operations of the Group. The adoption of the interpretation had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

2. 重要會計政策概要

本未經審核簡明綜合財務報表是按歷史成本常規法而編制，並對以公平值所衡量的可供出售投資、透過收益賬按公平值列賬的財務資產及負債、投資物業作出重估而修訂。

本簡明綜合財務報表所採用的會計政策，與集團編制截至2007年12月31日止年度財務報表所採用者符合一致。

於本期內，集團首次採用由香港會計師公會頒佈的HK(IFRIC)-Int 11「HKFRS 2－集團及財資股份交易」，該詮釋於2008年1月1日的集團會計年度開始生效，並對集團營運有關。採納該詮釋對編制及呈列本期及以往會計期度的結果及財務狀況並無重大影響，因此不需對前期作出任何調整。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

The Group has not early applied the following new and revised standards and interpretation that have been issued, but are not yet effective, and are relevant to the operations of the Group.

HKAS 1 (Revised)	Presentation of Financial Statements[1]
HKAS 23 (Revised)	Borrowing Costs[1]
HKAS 27 (Revised)	Consolidated and Separate Financial Statements[2]
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation[1]
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations[1]
HKFRS 3 (Revised)	Business Combinations[2]
HKFRS 8	Operating Segments[1]
HK(IFRIC)-Int 13	Customer Loyalty Programmes[3]

1 Effective for annual periods beginning on or after 1 January 2009.
2 Effective for annual periods beginning on or after 1 July 2009.
3 Effective for annual periods beginning on or after 1 July 2008.

The Directors anticipate that the application of these new and revised standards and interpretation will have no material impact on the results and the financial position of the Group.

2. 重要會計政策概要*（續）*

集團並無提早採納以下已頒佈但未生效並對集團營運有關的新或經修訂之準則或詮釋。

HKAS 1（經修訂）	財務報表呈列[1]
HKAS 23（經修訂）	借款費用[1]
HKAS 27（經修訂）	綜合及獨立財務報表[2]
HKAS 32 & 1（經修正）	可沽金融工具及清盤產生之責任[1]
HKFRS 2（經修正）	歸屬期的條件及撤銷[1]
HKFRS 3（經修訂）	業務合併[2]
HKFRS 8	經營分項[1]
HK(IFRIC)-Int 13	客戶忠誠計劃[3]

1 於2009年1月1日或其後開始的年度生效。
2 於2009年7月1日或其後開始的年度生效。
3 於2008年7月1日或其後開始的年度生效。

董事預期採納該等新或經修訂之準則或詮釋對集團的業績及財務狀況將無重大影響。

3. SEGMENT INFORMATION

Business segments have been used as a primary reporting format and no geographical segment analysis is presented as most of the Group's major business activities are conducted in Hong Kong.

3. 分項資料

業務分項是作為主要呈報形式，由於集團主要業務活動大部分在香港經營，故並無呈列經營地域的分項分析。

		Revenue Six months ended 收益 六個月結算至		Segment results Six months ended 分項業績 六個月結算至	
		30.6.2008 HK$'000 千港元	30.6.2007 HK$'000 千港元	**30.6.2008 HK$'000 千港元**	30.6.2007 HK$'000 千港元
Wealth management, brokerage and margin finance	財富管理、經紀及證券放款	**434,748**	829,349	**25,345**	285,984
Corporate finance	企業融資	**89,180**	72,601	**67,227**	47,294
Asset management	資產管理	**86,759**	86,488	**52,174**	41,205
Consumer finance	私人財務	**640,817**	537,135	**84,791**	129,282
Principal investments – Healthcare	主要投資 – 醫療保健	**521,275**	465,804	**189,414#**	28,884
Principal investments – Others	主要投資 – 其他	**27,112**	21,442	**76,164**	245,017
		1,799,891	2,012,819	**495,115**	777,666
Loss on fair value change of warrants of a listed associate *(note 4)*	一上市聯營公司認股權證的公平值變動虧損*(附註4)*			**(270,051)**	–
Share of results	所佔業績				
– Associates	–聯營公司			**356,628**	150,462
– Jointly controlled entities	–共同控制公司			**(1)**	808
Profit before taxation	除稅前溢利			**581,691**	928,936

\# *Inclusive of a profit of HK$163,402,000 on disposal of the Group's interest in Quality HealthCare Asia Limited (note 6).*

\# *其中包括出售集團於卓健亞洲有限公司權益所得的溢利163,402,000港元(附註6)。*

3. SEGMENT INFORMATION *(Continued)*

Certain businesses in reportable segments presented in prior periods were merged and reclassified in the second half of 2007 in line with the internally reported segments to senior management. The comparative figures for the six months ended 30 June 2007 were changed accordingly. Below is the effect of the changes:

3. 分項資料（續）

以符合呈報予高級管理層的內部報告分項，於以往年度呈列的若干分項內業務於2007年下半年已合併及重新分類，截至2007年6月30日的比較數字因而改變。以下為該改變的影響：

			New designation and reclassification 重新定名及重新分類					
		As reported on 30.6.2007 於30.6.2007呈列 HK$'000 千港元	Wealth management, brokerage and margin finance 財富管理、經紀及證券放款 HK$'000 千港元	Corporate finance 企業融資 HK$'000 千港元	Asset management 資產管理 HK$'000 千港元	Consumer finance 私人財務 HK$'000 千港元	Principal investments – Healthcare 主要投資－醫療保健 HK$'000 千港元	Principal investments – Others 主要投資－其他 HK$'000 千港元
Revenue	**收益**							
Wealth management	財富管理	625,076	625,076	–	–	–	–	–
Securities financing and term lending	證券放款及有期借款	252,986	204,273	48,713	–	–	–	–
Asset management	資產管理	86,488	–	–	86,488	–	–	–
Consumer finance	私人財務	537,135	–	–	–	537,135	–	–
Healthcare	醫療保健	465,804	–	–	–	–	465,804	–
Corporate finance and others	企業融資及其他	45,330	–	23,888	–	–	–	21,442
		2,012,819	829,349	72,601	86,488	537,135	465,804	21,442
Segment results	**分項業績**							
Wealth management	財富管理	250,881	250,881	–	–	–	–	–
Securities financing and term lending	證券放款及有期借款	86,824	52,247	34,672	–	–	–	(95)
Asset management	資產管理	40,963	–	–	40,963	–	–	–
Consumer finance	私人財務	120,973	–	–	–	120,973	–	–
Healthcare	醫療保健	37,193	–	–	–	8,309	28,884	–
Corporate finance and others	企業融資及其他	240,832	(17,144)	12,622	242	–	–	245,112
		777,666	285,984	47,294	41,205	129,282	28,884	245,017

4. LOSS ON FAIR VALUE CHANGE OF WARRANTS OF A LISTED ASSOCIATE

In December 2007, a listed associate of the Group issued new shares by way of open offer to the qualifying shareholders on the basis of one new share for every five shares held together with new warrants of the listed associate in the proportion of one new warrant for every one new share successfully subscribed. The Group subscribed its proportion of the new shares and procured the new warrants. The warrants were recognised by the Group as "financial assets at fair value through profit or loss" at their initial carrying amount representing their fair value at the date of acquisition.

The fair value of the warrants at 30 June 2008 dropped when compared to the fair value at 1 January 2008 and the Group incurred an unrealised loss of HK$270,051,000 (2007: nil) arising from the fair value change. However, the listed associate recorded a profit in the current period as a result of the changes in fair value of the warrants and the Group shared this profit from the associate, which is approximately the same as the loss incurred.

4. 一上市聯營公司認股權證的公平值變動虧損

於2007年12月，集團之一上市聯營公司以每持有五股股份可獲配發一股新股份之基準向合資格股東公開發售新股，同時按成功認購每股新股份發行此上市聯營公司的一份新認股權證。集團認購其比例的新股份並獲得新認股權證。集團按其起初賬面值（即購入日之公平值）確認該等認股權證為「透過收益賬按公平值列賬的財務資產」。

該等認股權證於2008年6月30日之公平值較2008年1月1日為低，集團因此公平值之變動引致有未兑現虧損270,051,000港元（2007年：無）。然而，此上市聯營公司因該等認股權證在本期之公平值變動而獲利，集團亦會分佔其利潤，其數值相當於引致之虧損。

5. TAXATION

5. 稅項

		Six months ended 六個月結算至 30.6.2008 HK$'000 千港元	30.6.2007 HK$'000 千港元
Current tax	當期稅項		
– Hong Kong	－香港	**102,665**	109,824
– Other jurisdictions	－其他司法地區	**562**	784
		103,227	110,608
Under (over) provision in prior years	前期撥備不足（超額）	**3,780**	(424)
		107,007	110,184
Deferred tax	遞延稅項		
– Current period	－本期	**(39,137)**	(25,752)
– Change of tax rates	－稅率改變	**(17,153)**	–
		(56,290)	(25,752)
		50,717	84,432

Hong Kong profits tax is calculated at the rate of 16.5% (2007: 17.5%) on the estimated assessable profits for the period. Taxation arising in other jurisdictions is calculated on the estimated assessable profits for the period at the rates of taxation prevailing in the countries in the relevant jurisdictions.

香港利得稅乃按照本期估計應課稅溢利按稅率16.5%（2007年：17.5%）計算。其他司法地區的稅款，則按照本期估計應課稅溢利，按集團經營業務有關司法地區的現行稅率計算。

6. DISPOSAL OF SUBSIDIARIES

On 26 June 2008, the Group completed the disposal of a group of subsidiaries engaging in the Group's healthcare operation. The profit for the period from the disposal group is analysed as follows:

6. 出售附屬公司

於2008年6月26日，集團完成出售一組從事集團所有醫療保健業務的附屬公司，從該出售集團所得之本期溢利分析如下：

		Six months ended 六個月結算至	
		30.6.2008 HK$'000 千港元	30.6.2007 HK$'000 千港元
Profit of the disposal group for the period	出售集團的本期溢利	**25,551**	24,560
Profit on the sale of the disposal group	出售出售集團的溢利	**163,402**	–
		188,953	24,560
Profit attributable to:	應佔溢利：		
– Equity holders of the Company	－本公司股東	**176,472**	12,563
– Minority interests	－少數股東權益	**12,481**	11,997
		188,953	24,560

6. DISPOSAL OF SUBSIDIARIES *(Continued)*

The results of the disposal group for the period from 1 January 2008 to 26 June 2008, which have been included in the condensed consolidated income statement, were as follows:

6. 出售附屬公司*(續)*

由2008年1月1日起至2008年6月26日止，包括在簡明綜合收益賬內的出售集團業績如下：

		From 1.1.2008 to 26.6.2008 1.1.2008至26.6.2008 HK$'000 千港元	For six months ended 30.6.2007 六個月結算至30.6.2007 HK$'000 千港元
Revenue	收益	**521,275**	465,804
Other income	其他收入	**5,042**	4,318
Cost of sales	銷售成本	**(26,744)**	(20,746)
Brokerage and commission expenses	經紀及佣金費用	**(135)**	(136)
Direct cost and operating expenses	直接成本及經營費用	**(218,326)**	(192,388)
Administrative expenses	管理費用	**(253,137)**	(227,904)
Other expenses	其他費用	**(1,963)**	(63)
Finance costs	融資成本	**–**	(1)
Profit before taxation	除稅前溢利	**26,012**	28,884
Taxation	稅項		
– Current tax	－當期稅項	**(5,457)**	(5,778)
– Deferred tax	－遞延稅項	**4,996**	1,454
Profit for the period	本期溢利	**25,551**	24,560

6. DISPOSAL OF SUBSIDIARIES *(Continued)*

6. 出售附屬公司*(續)*

During the period, the disposal group contributed HK$36,469,000 (2007: HK$27,252,000) to the Group's net operating cash flows, paid HK$7,052,000 (2007: HK$7,367,000) in respect of investing activities and paid HK$22,938,000 (2007: contributed HK$44,849,000) in respect of financing activities.

於本期內，出售集團提供的集團經營現金淨額為36,469,000港元(2007年：27,252,000港元)、支付投資活動7,052,000港元(2007年：7,367,000港元)、支付融資活動22,938,000港元(2007年：提供44,849,000港元)。

The net assets of the subsidiaries at the date of disposal were as follows:

該等附屬公司於出售日的淨資產如下：

		HK$'000 千港元
Net assets disposed of	出售的淨資產	
– Cash and cash equivalents	－現金及現金等價物	222,483
– Equipment	－設備	41,473
– Intangible assets	－無形資產	317,365
– Interest in jointly controlled entities	－共同控制公司權益	519
– Inventories	－存貨	13,672
– Trade and other receivables	－經營及其他應收賬	147,914
– Other borrowings due within one year	－於一年內到期的其他借款	(5)
– Trade and other payables	－經營及其他應付賬	(131,590)
– Taxation payable	－應付税項	(5,151)
– Deferred tax liabilities	－遞延税項負債	(53,138)
– Other borrowings due after one year	－於一年後到期的其他借款	(1)
		553,541
Minority interests	少數股東權益	(270,315)
		283,226
Attributable goodwill	所屬商譽	120,743
Release of reserve arising from step acquisitions	撥回從分段收購引致之儲備	(97,392)
		306,577
Profit on disposal	出售溢利	163,402
Total consideration (including the assignment of a loan advanced to a subsidiary and after deducting expenses)	總代價(包括轉售貸予一間附屬公司之貸款及已扣除費用)	469,979
Total consideration settled by:	總代價的支付：	
– Cash	－現金	470,479
– Accrued expenses	－應付費用	(500)
		469,979
Net cash inflow arising on disposal	由出售所引致的現金流入淨額	
– Cash consideration	－現金代價	470,479
– Cash and cash equivalent disposed of	－出售的現金及現金等價物	(222,483)
		247,996

7. PROFIT FOR THE PERIOD

7. 本期溢利

		Six months ended 六個月結算至	
		30.6.2008 HK$'000 千港元	30.6.2007 HK$'000 千港元
Profit for the period has been arrived at after crediting (charging):	本期溢利已計入（扣除）：		
Dividends from listed investments	上市投資股息	**22,675**	13,998
Dividends from unlisted investments	非上市投資股息	**3,503**	–
Interest income	利息收入	**820,516**	790,181
Net profit (loss) on held for trading investments included in revenue	包括在收益內的持作買賣投資溢利（虧損）淨額		
– Net realised and unrealised profit on derivatives	– 衍生工具已兑現及未兑現溢利淨額	**33,434**	19,964
– Net profit on dealing in leveraged foreign currencies	– 槓桿式外匯買賣溢利淨額	**1,180**	6,888
– Net profit on other dealing activities	– 其他買賣活動溢利淨額	**6,975**	7,813
– Net realised and unrealised (loss) profit on trading in equity securities	– 經營股權證券已兑現及未兑現（虧損）溢利淨額	**(72,801)**	57,020
Net realised and unrealised (loss) profit on unlisted investment funds included in revenue	包括在收益內的非上市投資基金已兑現及未兑現（虧損）溢利淨額	**(64,183)**	33,798
Net realised profit (loss) on disposal of investments included in other income (other expenses)	包括在其他收入（其他費用）的已兑現出售投資溢利（虧損）		
– Disposal of subsidiaries	– 出售附屬公司	**163,402**	50,213
– Disposal of associates	– 出售聯營公司	**(28)**	–
– Disposal of available-for-sale investments	– 出售可供出售投資	**–**	208,315
Discount on acquisition/deemed acquisition of associates included in other income	包括在其他收入內的購入／被視為購入聯營公司的折讓	**1,371**	242
Reversal of impairment loss included in other income	包括在其他收入內的減值虧損撥回		
– Loans and advances to consumer finance customers	– 私人財務客戶貸款及墊款	**142**	12,097
– Trade and other receivables	– 經營及其他應收賬	**12,587**	17,680
– Loans and receivables	– 貸款及應收賬	**1,447**	–
Increase in fair value of investment properties included in other income	包括在其他收入內的投資物業公平值增加	**6,171**	11,700
Amortisation of leasehold interests in land	攤銷租賃土地權益	**(1,595)**	(965)
Depreciation of property and equipment	物業及設備折舊	**(23,864)**	(19,375)
Amortisation of intangible assets	攤銷無形資產		
– Computer software (included in administrative expenses)	– 電腦軟件（包括在管理費用內）	**(4,200)**	(2,686)
– Other intangible assets (included in direct cost and operating expenses)	– 其他無形資產（包括在直接成本及經營費用內）	**(109,757)**	(102,649)
Net loss on disposal of equipment	出售設備虧損淨額	**(442)**	(286)
Impairment loss included in other expenses	包括在其他費用內的減值虧損		
– Intangible assets	– 無形資產	**(56,000)**	–
– Loans and advances to consumer finance customers	– 私人財務客戶貸款及墊款	**(164,886)**	(139,844)
– Trade and other receivables	– 經營及其他應收賬	**(1,963)**	(63)
Interest expenses	利息費用	**(104,755)**	(219,226)
Share of profit from discontinued operations of a listed associate	所佔一間上市聯營公司的已終止業務溢利	**–**	57,136
Share of taxation of associates	所佔聯營公司税項	**(13,033)**	(16,175)

8. DIVIDENDS

No dividend was paid during the period (2007: a dividend of HK10 cents per share was paid to shareholders as the final dividend of 2006). The final dividend of 2007 was paid in July 2008.

The Board of Directors has declared an interim dividend of HK5 cents per share (2007: HK10 cents per share) payable to the shareholders whose names appear on the register of members of the Company on 9 October 2008. The interim dividend will be paid in the form of scrip, with the shareholders being given an option to elect cash in respect of part or all of such dividend.

8. 股息

於本期內並無股息支付(2007年：支付每股10港仙股息予股東作為2006年之末期股息)。2007年之末期股息於2008年7月支付。

董事會宣佈派發中期股息每股5港仙(2007年：每股10港仙)予2008年10月9日名列本公司股東名冊內之股東。中期股息將以股代息方式派發，股東可就部份或全部股息選擇收取現金。

9. EARNINGS PER SHARE

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

9. 每股盈利

本公司股東應佔之每股基本及攤薄盈利乃按以下資料計算：

		Six months ended 六個月結算至 30.6.2008 HK$'000 千港元	30.6.2007 HK$'000 千港元
Earnings	**盈利**		
Earnings for the purpose of basic and diluted earnings per share (profit for the period attributable to equity holders of the Company)	用以計算每股基本及攤薄盈利之盈利(本公司股東應佔本期溢利)	**462,336**	747,085
		'000 千股	'000 千股
Number of shares	**股數**		
Weighted average number of ordinary shares for the purpose of basic earnings per share (after deducting shares held for the SHK Employee Ownership Scheme)	用以計算每股基本盈利的普通股加權平均股數(已扣除為新鴻基僱員股份擁有計劃所持有的股份)	**1,683,127**	1,494,086
Effect of dilutive potential ordinary shares:	潛在攤薄普通股的影響：		
– Warrants	－認股權證	**48,729**	40,615
– Non-vested shares for the SHK Employee Ownership Scheme	－新鴻基僱員股份擁有計劃的未歸屬股份	**183**	–
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利的普通股加權平均股數	**1,732,039**	1,534,701

10. AVAILABLE-FOR-SALE INVESTMENTS　10. 可供出售投資

		30.6.2008 HK$'000 千港元	31.12.2007 HK$'000 千港元
Listed equity investments issued by corporate entities, at fair value	由企業發行的上市股權投資，按公平值		
– Listed in Hong Kong	－在香港上市	**470,793**	906,798
– Listed outside Hong Kong	－在香港以外上市	**94,747**	121,747
		565,540	1,028,545
Unlisted equity investments issued by corporate entities, at fair value	由企業發行的非上市股權投資，按公平值	**214,997**	203,704
		780,537	1,232,249

11. TRADE AND OTHER RECEIVABLES　11. 經營及其他應收賬

The aging analysis of the trade receivables, secured term loans and margin loans that were past due at the balance sheet date but not impaired were as follows:

以下為於結算日已逾期但未作出減值的經營應收賬、有抵押有期借款及證券放款的賬齡分析：

		30.6.2008 HK$'000 千港元	31.12.2007 HK$'000 千港元
Less than 31 days	少於31天	**169,785**	111,912
31 – 60 days	31 – 60天	**3,359**	17,003
61 – 90 days	61 – 90天	**8,138**	46,506
Over 90 days	90天以上	**55,211**	47,069
		236,493	222,490
Trade and other receivables that were not past due nor impaired	未逾期或已作出減值的經營及其他應收賬	**5,327,128**	5,589,349
		5,563,621	5,811,839

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

12. 透過收益賬按公平值列賬的財務資產

		30.6.2008 HK$'000 千港元	31.12.2007 HK$'000 千港元
Held for trading investments, at fair value	**持作買賣投資，按公平值**		
Equity securities listed in Hong Kong	在香港上市的股權證券		
– Issued by corporate entities	－由企業發行	**265,448**	175,662
– Issued by banks	－由銀行發行	**63,064**	10,826
– Issued by public utility entities	－由公營機構發行	**47**	41
Overseas equity securities issued by corporate entities	由企業發行的海外股權證券		
– Listed	－上市	**83,583**	198,247
– Unlisted	－非上市	**24,570**	40,955
Listed warrants and options	上市認股權證及股票期權		
– Listed in Hong Kong	－在香港上市	**9,414**	30,290
– Listed outside Hong Kong	－在香港以外上市	**153**	36
Unlisted overseas warrants	非上市海外認股權證	**13,826**	12,336
Bonds	債券	**17,660**	–
Warrants issued by a Hong Kong listed associate	由一上市聯營公司發行的認股權證	**15,200**	285,251
Other held for trading investments	其他持作買賣投資	**867**	779
		493,832	754,423
Equity securities in unlisted investment funds, at fair value	**非上市投資基金的股權證券，按公平值**		
– Issued by corporate entities outside Hong Kong	－由香港以外企業發行	**314,742**	416,199
		808,574	1,170,622

13. CASH AND CASH EQUIVALENTS 13. 現金及現金等價物

		30.6.2008 HK$'000 千港元	31.12.2007 HK$'000 千港元
Bank balances and cash	銀行結存及現金	**747,968**	881,266
Fixed deposits with banks	銀行定期存款	**327,670**	750,920
Treasury bills	國庫券	**7,774**	7,724
		1,083,412	1,639,910

The Group maintains trust and segregated accounts with licensed banks to hold clients' deposits arising from normal business transactions. At 30 June 2008, trust and segregated accounts not dealt with in these financial statements totalled HK$4,662,635,000 (2007: HK$5,255,971,000).

集團於持牌銀行設有信託及獨立賬戶，為經營日常業務所需而持有客戶信託存款。於2008年6月30日，並未包括在本財務報表的信託及獨立賬戶共4,662,635,000港元（2007年：5,255,971,000港元）。

14. BANK AND OTHER BORROWINGS 14. 銀行及其他借款

		30.6.2008 HK$'000 千港元	31.12.2007 HK$'000 千港元
Bank loans	銀行借款		
– Secured loans	－有抵押借款	**–**	270,000
– Unsecured loans	－無抵押借款	**1,600,000**	1,730,000
		1,600,000	2,000,000
– Secured instalment loans	－有抵押分期借款	**132,296**	166,684
		1,732,296	2,166,684
Bank overdrafts	銀行透支		
– Secured overdrafts	－有抵押透支	**–**	18,000
Total bank borrowings	銀行總借款	**1,732,296**	2,184,684
Advance from a minority equity holder	來自少數股東借款	**663**	729
Finance lease obligation	融資租賃債務	**–**	8
Other borrowings	其他借款	**65,840**	19,723
		1,798,799	2,205,144
Analysed for reporting purposes as:	為報告目的所作的分析：		
Current liabilities	流動負債	**182,201**	555,554
Non-current liabilities	非流動負債	**1,616,598**	1,649,590
		1,798,799	2,205,144

15. TRADE AND OTHER PAYABLES 15. 經營及其他應付賬

The aging analysis of the trade payables is as follows:

經營應付賬的賬齡分析如下：

		30.6.2008 HK$'000 千港元	31.12.2007 HK$'000 千港元
Less than 31 days	少於31天	**1,164,085**	1,396,735
31 – 60 days	31 – 60天	**1,882**	6,937
61 – 90 days	61 – 90天	**14,826**	2,275
Over 90 days	90天以上	**14,513**	10,104
		1,195,306	1,416,051
Other payables	其他應付賬	**489,252**	630,403
		1,684,558	2,046,454

16. AMOUNTS DUE TO FELLOW SUBSIDIARIES 16. 同系附屬公司貸賬

		30.6.2008 HK$'000 千港元	31.12.2007 HK$'000 千港元
Short-term loan	短期貸款	**1,350,000**	–
Trade payables	經營應付賬	**–**	19,757
		1,350,000	19,757

On 3 March 2008, the Group obtained a two-year revolving loan facility of HK$1,750,000,000 from a fellow subsidiary. The loan drawn under the facility carries interest at 1% above HIBOR.

於2008年3月3日，集團從一間同系附屬公司獲得一份兩年期之循環貸款信貸額1,750,000,000港元。從該信貸額提取之貸款是附有利息以香港同業拆息加一厘計算。

17. SHARE CAPITAL

17. 股本

		Number of shares 股份數目		Share capital 股本	
		30.6.2008 '000 千股	31.12.2007 '000 千股	**30.6.2008 HK$'000 千港元**	31.12.2007 HK$'000 千港元
Ordinary shares of HK$0.2 each	普通股每股0.2港元				
Authorised:	**法定股本：**				
Balance brought forward and carried forward	結存承上及轉下	**15,000,000**	15,000,000	**3,000,000**	3,000,000
Issued and fully paid:	**發行及繳足股本：**				
Balance brought forward	結存承上	**1,679,792**	1,493,957	**335,958**	298,791
Exercise of warrants	行使認股權證	**35,821**	19,835	**7,165**	3,967
Issue of new shares	發行新股份	**–**	166,000	**–**	33,200
Balance carried forward	結存轉下	**1,715,613**	1,679,792	**343,123**	335,958

(a) At the balance sheet date, the Company had outstanding warrants in issue with an aggregate subscription price of HK$1,166,084,502 (2007: HK$1,376,713,278). Each warrant entitles the holder to subscribe in cash for 1 fully paid share at the adjusted subscription price of HK$5.88 per share, at any time during the subscription period up to and including 31 May 2009. During the current period, 35,821,207 new shares of HK$0.2 each were issued upon the exercise of the warrants.

(b) During the period, the appointed trustee of the SHK Employee Ownership Scheme (the "Scheme") acquired 3,180,000 shares of the Company (2007: nil) through purchases on the open market for the awarded shares of the Scheme. The total amount paid to acquire the shares during the period was HK$29,548,335 (2007: nil) and has been deducted from shareholders' equity.

(a) 於結算日，本公司有已發行而尚未行使的認股權證，其認購價總額為1,166,084,502港元（2007年：1,376,713,278港元）。每份認股權證賦予其持有人權利，可於截至2009年5月31日（包括該日）之認購期間任何時間內，按已調整認購價每股5.88港元現金認購一股繳足股款的股份。於本期內，因行使該等認股權證而發行的每股0.2港元之新股份為35,821,207股。

(b) 於本期內，新鴻基僱員股份擁有計劃（「計劃」）受托人為計劃所給予的股份而透過公開市場購入本公司股份共3,180,000股（2007年：無）。購入該等股份所支付的總額為29,548,335港元（2007年：無），並已於股東權益中扣除。

18. COMMITMENTS 18. 承擔

(a) Capital commitments (a) 資本承擔

		30.6.2008 HK$'000 千港元	31.12.2007 HK$'000 千港元
Contracted but not provided for in the financial statements	已簽約但未在財務報表中作出準備者	**113,142**	192,893
Authorised but not contracted for	已批准但未簽約者	**5,573**	5,233
		118,715	198,126

(b) Commitments under operating leases (b) 營運租賃承擔

At the balance sheet date, the Group had commitments for future aggregate minimum lease payments under non-cancellable operating leases related to its office premises and office equipment which fall due as follows:

於結算日，集團根據不可徹銷營運租約，為辦公室物業及辦公室設備而須於未來支付的最低租賃付款期限如下：

		30.6.2008 HK$'000 千港元	31.12.2007 HK$'000 千港元
Within one year	一年內	**88,890**	149,738
In the second to fifth years inclusive	包括在第二至第五年	**62,632**	144,166
After the fifth year	第五年之後	**–**	1,168
		151,522	295,072

19. CONTINGENT LIABILITIES

(a) At the balance sheet date, the Group had guarantees as follows:

19. 或然負債

(a) 於結算日，集團有以下保證：

		30.6.2008 HK$'000 千港元	31.12.2007 HK$'000 千港元
Indemnities on banking guarantees made available to a clearing house and regulatory body	對給予一間結算所及監管機構的銀行保證所作的擔保	**5,540**	5,540
Other guarantees	其他保證	**3,000**	1,400
		8,540	6,940

(b) In 2001 an order was made by the Hubei Province Higher People's Court in China (the "2001 Order") enforcing a CIETAC award of 19 July 2000 (the "Award") by which Sun Hung Kai Securities Limited ("SHKS") was required to pay US$3 million to Chang Zhou Power Development Company Limited (the "JVC"), a mainland PRC joint venture. SHKS had disposed of all of its beneficial interest in the JVC to SHKS' listed associate, Tian An China Investments Company Limited ("Tian An"), in 1998 and disposed of any and all interest it might hold in the registered capital of the JVC (the "Interest") to Long Prosperity Industrial Limited ("LPI") in October 2001. Subsequent to those disposals, SHKS' registered interest in the JVC in the amount of US$3 million was frozen further to the 2001 Order. The Company is party to the following litigation relating to the JVC:

(b) 於2001年，中國湖北省高級人民法院作出判令(「2001判令」)強制執行於2000年7月19日之CIETAC判決(「判決」)，要求新鴻基証券有限公司(「新鴻基証券」)向中國合營公司長州電力發展有限公司(「合營公司」)支付3百萬美元。新鴻基証券已在1998年將其於合營公司之所有實益權益出售予新鴻基証券之上市聯營公司天安中國投資有限公司(「天安」)，及於2001年10月，新鴻基証券已將其於合營公司之註冊資本可能持有之任何及所有權益(「權益」)出售予Long Prosperity Industrial Limited(「LPI」)。於該等出售後，新鴻基証券在合營公司之註冊權益(價值3百萬美元)按2001判令進一步遭受凍結。本公司乃以下關於合營公司之訴訟的一方：

19. CONTINGENT LIABILITIES *(Continued)*

(i) On 29 February 2008, a writ of summons with general indorsement of claim was issued by Global Bridge Assets Limited ("GBA"), LPI and Walton Enterprises Limited ("WE") (the "2008 Writ") in the High Court of Hong Kong against SHKS ("HCA 317/2008"). In the 2008 Writ, (a) GBA claims against SHKS for damages for alleged breaches of a guarantee, alleged breaches of a collateral contract, for an alleged collateral warranty, and for alleged negligent and/or reckless and/or fraudulent misrepresentation; (b) LPI claims against SHKS damages for alleged breaches of a contract dated 12 October 2001; and (c) WE claims against SHKS for the sum of US$3 million under a shareholders agreement and/or pursuant to the Award and damages for alleged wrongful breach of a shareholders agreement. GBA, LPI and WE also claim against SHKS interest on any sums or damages payable, costs, and such other relief as the Court may think fit. The 2008 Writ was served on SHKS on 29 May 2008. It is being vigorously defended. Among other things, pursuant to a 2001 deed of waiver and indemnification, LPI waived and released SHKS from any claims including any claims relating to or arising from the Interest, the JVC or any transaction related thereto, covenanted not to sue, and assumed liability for and agreed to indemnify SHKS from any and all damages, losses and expenses arising from any claims by any entity or party arising in connection with the Interest, the JVC or any transaction related thereto. While a provision has been made for legal costs, the Company does not consider it presently appropriate to make any other provision with respect to HCA 317/2008.

19. 或然負債 *(續)*

(i) 於2008年2月29日，Global Bridge Assets Limited(「GBA」)、LPI 及Walton Enterprises Limited(「WE」)向新鴻基証券發出香港高等法院一般申索註明之傳訊令狀(「2008年令狀」)(「高等法院民事訴訟2008年第317宗」)。於2008年令狀中，(a) GBA就其聲稱一項擔保之違反、聲稱一份附屬合約之違反、一項聲稱附屬保證及聲稱疏忽及／或罔顧後果及／或含欺詐成分之失實陳述而向新鴻基証券申索賠償；(b) LPI就其聲稱日期為2001年10月12日之合約的違反而向新鴻基証券索償；及(c)WE根據一項股東協議及／或根據判決向新鴻基証券索償3百萬美元以及就其聲稱錯誤地違反一項股東協議而向新鴻基証券申索賠償。GBA、LPI及WE亦向新鴻基証券申索應付之任何金額或損害賠償之利息、支出以及法院認為合適之其他補償。2008年令狀於2008年5月29日送達新鴻基証券。該令狀正受強力抗辯。當中，根據一份2001年豁免及彌償契約，LPI已豁免及免除新鴻基証券遭受任何申索，包括與權益、合營公司或任何相關交易有關或因此而引致之任何申索，據此，LPI承諾不會作出起訴，並承擔因與權益、合營公司或任何相關交易有關之任何實體或一方之任何申索而產生之任何及所有損害賠償、損失及費用，及同意向新鴻基証券彌償這些損害賠償、損失及費用。由於本公司已為法律費用作出撥備，故本公司認為現時並不適宜就高等法院民事訴訟2008年第317宗訴訟作出任何其他撥備。

19. CONTINGENT LIABILITIES *(Continued)*

(ii) On 20 December 2007, a writ (the "Mainland Writ") was issued by Cheung Lai Na (張麗娜) ("Ms. Cheung") against Tian An and SHKS and was accepted by a mainland PRC court, 湖北省武漢市中級人民法院 ((2008) 武民商外初字第8號), claiming the transfer of a 28% shareholding in the JVC, and RMB19,040,000 plus interest thereon for the period from January 1999 to end 2007 together with related costs and expenses. The Mainland Writ is being vigorously defended. While a provision has been made for legal costs, the Company does not consider it presently appropriate to make any other provision with respect to this writ.

(iii) On 4 June 2008, a writ of summons was issued by Tian An and SHKS in the High Court of Hong Kong against Ms. Cheung (the "HK Writ"), seeking declarations that (a) Ms. Cheung is not entitled to receive or obtain the transfer of 28% or any of the shareholding in the JVC from Tian An and SHKS; (b) Ms. Cheung is not entitled to damages or compensation; (c) Hong Kong is the proper and/or the most convenient forum to determine the issue of Ms. Cheung's entitlement to any shareholding in the JVC; (d) further and alternatively, that Ms. Cheung's claim against Tian An and SHKS in respect of her entitlement to the shareholding in the JVC is scandalous, vexatious and/or frivolous; and (e) damages, interest and costs as well as further or other relief (together with related costs and expenses). As at the date of this Report the HK Writ has not been served on Ms. Cheung. The Company does not consider it presently appropriate to make any provision with respect to this action.

19. 或然負債 *(續)*

(ii) 於2007年12月20日，張麗娜(「張女士」)已向天安及新鴻基証券發出之一項令狀(「國內令狀」)，並已獲中國法院湖北省武漢市中級人民法院((2008)武民商外初字第8號)受理，內容是申索轉讓合營公司之28%股權，及人民幣19,040,000元連同由1999年1月起計至2007年底之利息以及相關費用及開支。國內令狀正受強力抗辯。由於本公司已為法律費用作出撥備，故本公司認為現時並不適宜就此令狀作出任何其他撥備。

(iii) 在2008年6月4日，天安及新鴻基証券於香港高等法院向張女士發出傳訊令狀(「香港令狀」)以尋求以下聲明：(a)張女士沒有權利取得或獲取由天安及新鴻基証券轉讓之28%或任何合營公司之股份持有；(b)張女士沒有權利獲得損害賠償或賠償；(c)香港乃合適及／或最適宜之訴訟地以決定張女士對合營公司之任何股份持有之享有權之爭論；(d)再者及交替地，就張女士對合營公司之股份持有之享有權，其對天安及新鴻基証券所提出之申索乃屬惡意中傷、瑣屑無聊及／或無理纏擾；及(e)損害賠償、利息及開支以及進一步或其他補償(包括相關開支及費用)。於本報告日期，香港令狀尚未送達張女士，本公司並不認為現在乃適當時候就此訴訟作出任何撥備。

20. MATURITY PROFILE OF ASSETS AND LIABILITIES

20. 資產及負債到期分析

		At 30 June 2008 於2008年6月30日					
		On demand 即時還款 HK$'000 千港元	Within 3 months 三個月內 HK$'000 千港元	3 months to 1 year 三個月至一年 HK$'000 千港元	1 year to 5 years 一年至五年 HK$'000 千港元	After 5 years 五年後 HK$'000 千港元	Total 總額 HK$'000 千港元
Assets	**資產**						
Bonds included in held for trading investments	包括在持作買賣投資的債券	–	–	–	11,053	–	11,053
Loans and advances to consumer finance customers (before impairment)	私人財務客戶貸款及墊款（未減值前）	505,826	550,765	1,309,675	1,652,159	151,530	4,169,955
Fixed deposits with banks	銀行定期存款	–	327,670	–	–	–	327,670
Treasury bills	國庫券	–	7,774	–	–	–	7,774
Term loans	有期借款	166,590	325,131	405,739	7,800	–	905,260
Liabilities	**負債**						
Bank loans and overdrafts	銀行借款及透支	–	103,858	11,840	1,576,398	40,200	1,732,296
Short-term loan due to a fellow subsidiary	欠一間同系附屬公司的短期貸款	–	1,350,000	–	–	–	1,350,000
Bonds	債券	–	–	–	1,100,000	–	1,100,000

20. MATURITY PROFILE OF ASSETS AND LIABILITIES *(Continued)*

20. 資產及負債到期分析 *(續)*

		At 31 December 2007 於2007年12月31日					
		On demand 即時還款 HK$'000 千港元	Within 3 months 三個月內 HK$'000 千港元	3 months to 1 year 三個月至一年 HK$'000 千港元	1 year to 5 years 一年至五年 HK$'000 千港元	After 5 years 五年後 HK$'000 千港元	Total 總額 HK$'000 千港元
Assets	**資產**						
Loan notes included in amounts due from associates	包括在聯營公司欠賬的貸款票據	–	–	78,000	–	–	78,000
Loans and advances to consumer finance customers (before impairment)	私人財務客戶貸款及墊款(未減值前)	394,617	666,471	1,167,872	1,445,605	94,405	3,768,970
Fixed deposits with banks	銀行定期存款	–	750,920	–	–	–	750,920
Treasury bills	國庫券	–	7,724	–	–	–	7,724
Term loans	有期借款	138,181	153,071	319,806	–	–	611,058
Liabilities	**負債**						
Bank loans and overdrafts	銀行借款及透支	–	522,253	12,844	1,590,377	59,210	2,184,684
Loan notes	貸款票據	–	69,166	–	–	–	69,166
Bonds	債券	–	–	–	2,800,000	–	2,800,000

The above tables only list out the assets and liabilities which have a term of maturity. Overdue assets are reported as on demand.

上表只列出有期限的資產及負債，過期而未償還的資產列為即時還款。

21. FINANCIAL RISK MANAGEMENT

Risk is inherent in the financial sector and sound risk management is a cornerstone of prudent and successful financial practice. That said, the Group acknowledges that a balance must be achieved between risks control and business growth. The principal financial risks inherent in the Group's business are market risk (includes trading risk, interest rate risk and foreign exchange risk), credit risk and liquidity risk. The Group's risk management objective is to enhance shareholder value while maintaining risk exposures within acceptable limits.

The Group's risk management governance structure is designed to cover all our businesses and to ensure various risks are properly managed and controlled in the course of business. The Group has a sound risk management organisational structure as well as comprehensive policies and procedures for risk management which are reviewed regularly and modified where necessary in response to changes to markets, the operating environment or business strategies, by the Risk Management Committee ("RMC") and the Board (or related recognised committees on its behalf). The Group's three independent control departments, namely Internal Audit, Compliance and Risks Control, play important roles in the provision of assurance to the Board and management that a sound internal control system is maintained and adhered to.

21. 金融風險管理

金融行業本身存在風險，因此訂立一個妥善的風險管理制度，是企業審慎而成功的做法。換句話説，集團深信風險管理與業務增長兩者同樣重要。集團的業務存在的主要金融風險包括市場風險（包括買賣風險、利率風險和外匯風險）、信貸風險和流動資金風險。集團的風險管理目標是將所面對的風險局限於可接受水平內之餘，同時致力提高股東價值。

集團的風險管治架構旨在涵蓋集團的所有業務，以確保在業務過程中的各種風險已妥善管理及監控。集團設有一個妥善的風險管理組織架構，並已設立風險管理的完善的政策及程序，由風險管理委員會及董事會（或代表董事會之有關認可委員會）對有關政策及程序進行定期檢討，並在有需要時因應市場、經營環境或業務策略變動而進行修訂。集團的三個獨立監控部門－稽核、法規監核及風險管理－肩負重要的職能，在董事會及管理層授命下，確保健全的內部監控制度得到維持和遵從。

21. FINANCIAL RISK MANAGEMENT *(Continued)*

(a) Market Risk

(i) Trading Risk

Market risk arises primarily from our "Available-for-sale" and "Financial assets/liabilities at fair value through profit or loss" investments, various managed funds investments, as well as trading activities including market-making and proprietary trading. Trading activities across the Group are subject to limits approved by the RMC. The Risks Control Department independently monitors and reports the positions, risks and financial performance of the Group's proprietary trading activities involving equities, derivatives, leveraged foreign exchange, bullion and other metals contracts. Derivatives include trading of futures, options and knock-out options (trading name being "Accumulators"). Proprietary trading exposures are measured on both a "mark-to-market" and a "mark-to-fair" basis, and "maximum loss" and "position" limits are used. Value at Risk (VaR) and stress tests are also used in the assessment of risk. These are approaches that assist in the quantification of risk by combining the size of a position and the extent of a potential market movement into a potential financial impact.

21. 金融風險管理*(續)*

(a) 市場風險

(i) 買賣風險

市場風險主要來自「可供出售」及「透過收益賬按公平值列賬的財務資產」投資、多項管理基金投資，以及買賣活動，包括營造市場活動及自營買賣活動。集團之買賣活動須受風險管理委員會審批之限額限制。風險管理部負責獨立監察及匯報集團涉及股票、衍生工具、槓桿式外匯、黃金及其他金屬合約之自營買賣之持倉、風險及財務表現。衍生工具包括買賣期貨、期權及限價期權(買賣名稱為累計股票期權)。自營買賣之風險按「市場價格」及「公平價格」計算風險，並設定「虧蝕上限」及「持倉」限額。此外，評估風險時亦會使用風險值及壓力測試，結合持倉之規模及潛在市場變化對財務產生之潛在影響，以協助量化風險。

21. FINANCIAL RISK MANAGEMENT *(Continued)*

(a) Market Risk *(Continued)*

(i) Trading Risk (Continued)

The Group's dealing departments are responsible for managing and monitoring all open positions and trading exposure within pre-set trading risk limits, perform hedging in accordance with their overall strategies and are accountable for profit targets set by management. The Group's various proprietary trading positions and financial performance are reported daily to senior management for review. The Group's Internal Audit Department also performs audits to supplement the above controls to ensure compliance with the established market risk limits and guidelines.

(ii) Interest Rate Risk

Interest rate risk primarily results from timing differences in the re-pricing of interest bearing assets, liabilities and commitments.

The Group's interest rate risk exposure arises mainly from margin financing and other lending activities undertaken. The Group has the legal capacity to quickly recall such loans or re-price its margin loans to an appropriate level. Its interest-sensitive positions can readily be identified. Interest rates paid by the Group are managed with the aim of maximising the spread of interest consistent with liquidity and funding obligations.

21. 金融風險管理 *(續)*

(a) 市場風險 *(續)*

(i) 買賣風險(續)

集團各交易部門負責監管所有未平倉之持倉及買賣風險，確保沒有超出預設之買賣風險限額，並負責達到管理層所設定之利潤指標以及根據全面性的對沖策略對沖風險。集團各項自營買賣活動持倉狀況及財務表現，均每日匯報予高級管理層以供審閱。集團之稽核部亦會作出審核，以補充上述監控措施，確保遵從集團既訂之市場風險限額及指引。

(ii) 利率風險

利率風險主要由就附有利息之資產、負債及承擔重新定息之時差所引致。

集團的利率風險主要來自證券放款及其他貸款業務。集團可法定要求借款人即時償還貸款，或重訂證券放款之息率至適當水平。集團亦可容易地確定其在提供貸款時所承受之利率風險水平。集團管理所支付之利率，目的在於盡量令息差符合資金之流動性及需求。

21. FINANCIAL RISK MANAGEMENT *(Continued)*

(a) Market Risk *(Continued)*

(iii) Foreign Exchange Risk

Foreign exchange risk is the risk to earnings or capital arising from movements of foreign exchange rates.

The Group's foreign exchange risk primarily arises from currency exposures originating from its leveraged foreign exchange business or purchases of foreign securities on behalf of clients. Foreign exchange risk is managed and monitored by the relevant department under the limits approved by the Board or other relevant committees. In relation to our leveraged foreign exchange activity, our position is that of a market-maker, and accordingly our risk is our open currency positions which are subject to management approved limits and are monitored and reported daily. The other possible risk is primarily a derivative foreign exchange risk for a client who does not or cannot meet margin calls following any period of substantial currency turbulence.

21. 金融風險管理*（續）*

(a) 市場風險*（續）*

(iii) 外匯風險

外匯風險乃外幣匯率變動對盈利或資本造成之風險。

集團之外匯風險主要來自其槓桿外匯或代客購買海外證券之業務。外匯風險由有關部門按董事會或其他有關委員會所批准之限額作出管理及監察。就槓桿外匯業務而言，由於集團乃擔任莊家之位置，因此，外幣未平倉合約(須受由管理層審批之限額限制，並須每日受其監控及向其匯報)會存在外匯風險。另外，倘客戶在經歷重大匯率波動後未能或無法填補保證金額，亦可能對集團造成衍生外匯風險。

21. FINANCIAL RISK MANAGEMENT *(Continued)*

(b) Credit Risk

Credit risk arises from the failure of a customer or counterparty to meet its settlement obligations. It arises principally from lending, settlement, treasury, market-making, derivatives, proprietary trading, and other activities undertaken by the Group.

The Group's credit policy, governed by the Credit Committee ("CredCo"), sets the credit approval and monitoring procedures, which are established in accordance with sound business practices, the requirements and provisions of the relevant ordinances, and where applicable, the codes or guidelines issued by the Securities and Futures Commission.

Day-to-day credit management is performed by the Group's Credit Department with reference to the aforementioned criteria including creditworthiness, collateral pledged, and risk concentration of the counterparties. Decisions made daily by the Credit Department are reported and reviewed by the Executive Directors and senior management of the Group and by the CredCo at its regular meetings.

21. 金融風險管理 *(續)*

(b) 信貸風險

客戶或交易對手未能履行交收責任，將導致信貸風險。信貸風險主要來自放款、交收、庫務、作價買賣、衍生產品、自營買賣，以及集團所從事之其他活動。

集團之信貸政策(受信貸委員會規管)詳列批准信貸及監管程序。該等程序乃按照專業守則、有關條例之規定以及證券及期貨事務監察委員會發出之有關守則或指引而訂定。

日常信貸管理由集團的信貸部負責。信貸部會就交易對手之信譽、抵押品及風險分布作出批核，信貸部日常所作之決定是向集團之執行董事及高級管理層與信貸委員會所召開的定期例會上作出匯報及檢討。

21. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Liquidity Risk

The goal of liquidity management is to enable the Group, even under adverse market conditions, to meet all of its maturing repayment obligations on time and to adequately fund operational activities and strategic opportunities.

The Group manages its liquidity position to ensure the Group maintains a prudent and adequate liquidity ratio, in strict accordance with statutory requirements. This is achieved by the management, comprising the Executive Directors, the Director of Banking & Treasury, the Chief Financial Officer or equivalent and relevant senior managers, monitoring the liquidity position of the Group on a daily basis to ensure the availability of sufficient liquid funds to meet all obligations and compliance with the statutory requirements such as the Financial Resources Rules applying to various licensed subsidiaries.

21. 金融風險管理*（續）*

(c) 流動資金風險

流動資金管理旨在使集團即使在市況不利時仍能如期應付到期還款之責任，並為經營活動和策略性契機提供充裕資金。

集團監管其流動資金狀況，確保有審慎而充裕之流動資金比率，以遵守有關之法定要求。管理層包括執行董事、財務及資金總監、財務總監及有關高層管理人員每日均監察集團之流動資金狀況，以確保有足夠的流動資金應付各項承擔並符合法定要求（例如適用於集團多間持牌附屬公司的財務資源條例）。

Report on Review of Interim Financial Information
中期財務資料審閱報告

TO THE BOARD OF DIRECTORS OF SUN HUNG KAI & CO. LIMITED

INTRODUCTION

We have reviewed the interim financial information set out on pages 5 to 41, which comprises the condensed consolidated balance sheet of Sun Hung Kai & Co. Limited as of 30 June 2008 and the related condensed consolidated income statement, statement of changes in equity and cash flow statement for the six-month period then ended and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The Directors are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致新鴻基有限公司董事會

引言

我們已審閱列載於第5頁至第41頁新鴻基有限公司的中期財務報告，此中期財務報告包括於2008年6月30日的簡明綜合資產負債表與截至該日止六個月期間的簡明綜合收益賬、權益變動表和現金流量表，以及若干附註解釋。根據《香港聯合交易所有限公司證券上市規則》，上市公司必須符合該規則中的相關規定和香港會計師公會頒佈的《香港會計準則》第34號「中期財務報告」的規定編制中期財務報告。董事須負責根據《香港會計準則》第34號編制及列報中期財務報告。我們的責任是根據我們的審閱對中期財務報告作出結論，並按照我們雙方所協定的應聘條款，僅向全體董事會報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告書的內容，對任何其他人士負責或承擔法律責任。

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

審閱範圍

我們已根據香港會計師公會頒佈的《香港審閱工作準則》第2410號「獨立核數師對中期財務資料的審閱」進行審閱。中期財務報告審閱工作包括主要向負責財務會計事項的人員詢問，並實施分析和其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，所以不能保證我們會注意到在審核中可能會被發現的所有重大事項。因此我們不會發表任何審核意見。

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

結論

根據我們的審閱工作，我們並沒有注意到任何事項，使我們相信此中期財務報告在所有重大方面沒有按照《香港會計準則》第34號的規定編制。

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

12 September 2008

德勤•關黃陳方會計師行
執業會計師
香港

2008年9月12日

Interim Dividend and Book Close
中期股息及截止過戶日期

INTERIM DIVIDEND

The Board is pleased to declare an interim dividend of HK5 cents per share (2007: HK10 cents per share) for the period under review. The interim dividend will be paid in the form of scrip, with an option to elect cash in respect of part or all of such dividend (the "Scrip Dividend Scheme"), to shareholders whose names appear on the register of members of the Company on 9 October 2008. A circular giving full details of the Scrip Dividend Scheme and the election form will be sent to shareholders as soon as practicable. The Scrip Dividend Scheme is conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of and permission to deal in the new shares of the Company to be issued. Dividend warrants and/or share certificates for the scrip shares are expected to be sent to shareholders on or around 10 November 2008.

中期股息

董事會欣然宣佈，派發回顧期間中期股息每股股份5港仙（2007年：每股股份10港仙）予2008年10月9日名列本公司股東名冊內之股東。中期股息將以股代息方式派發，股東可就部份或全部股息選擇收取現金（「以股代息計劃」）。載有是項以股代息計劃詳情之通函將儘快連同有關選擇表格寄予各股東。根據以股代息計劃而發行的本公司新股份有待香港聯合交易所有限公司（「聯交所」）上市委員會批准後方可派發及作買賣。預期有關的股息單及／或以股代息的股票將約於2008年11月10日發送予股東。

CLOSURE OF REGISTERS OF MEMBERS AND WARRANT HOLDERS

The registers of members and warrant holders of the Company will be closed from 6 October 2008 to 9 October 2008, both days inclusive, during which period no transfers of shares or warrants will be registered. In order to qualify for the interim dividend, all transfer forms accompanied by the relevant share certificates or in the case of warrant holders, all subscription forms accompanied by the relevant warrant certificates and exercise money, must be lodged with the Company's registrar, Tricor Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 3 October 2008.

暫停辦理股份及認股權證過戶登記手續

本公司將於2008年10月6日至2008年10月9日（包括首尾兩天）暫停辦理股份及認股權證過戶登記，在此期間本公司股份或認股權證之轉讓手續將不予辦理。如欲獲享中期股息資格，則務必於2008年10月3日下午4時前將所有過戶文件連同有關股票（或如為認股權證持有人，則所有認購表格連同有關認股權證證書及認購款項）送交香港灣仔皇后大道東28號金鐘匯中心26樓本公司過戶登記處卓佳秘書商務有限公司辦理過戶登記手續。

RESULTS

The Group, operating its financial services under the Sun Hung Kai Financial brand, posted a commendable set of results for the six months ended 30 June 2008, taking into account the difficult market environment, including the impact of the U.S. and European credit crisis on global financial markets.

For the period under review, the Group recorded a profit before tax of HK$581.7 million (2007: HK$928.9 million). Profit attributable to equity holders of the Company amounted to HK$462.3 million (2007: HK$747.1 million), while earnings per share were HK27.5 cents (2007: HK50 cents).

Profit for the period included several non-cash charges, which require further explanation. Firstly, there was an impairment charge of HK$56 million relating to the carrying value of intangible assets, specifically the value of the customer relationships of the Group's Consumer Finance business, acquired in 2006. In addition, the Group's profit was also impacted by the ongoing amortisation charges of intangible assets totalling HK$114 million (2007: HK$105.3 million). These charges are of a non-cash nature and do not affect the underlying operating cash flow of the Group.

The results for the period also included an unrealised loss of HK$270 million arising from the fair value change of warrants of our listed associate, Tian An China Investments Company Limited ("Tian An"). Pursuant to an open offer of shares in Tian An in December 2007, the Company was allotted 89,409,119 new warrants for 89,409,119 new shares successfully subscribed by the Company. In accordance with HKAS 39 "Financial Instruments: Recognition and Measurement", all warrants were classified as "financial assets at fair value through profit or loss", which were initially recognised at fair

業績

集團以新鴻基金融集團之品牌經營金融業務。在不景氣的市場環境，包括全球金融市場遭受美國及歐洲信貸危機的影響下，集團於截至2008年6月30日止六個月依然錄得理想業績。

於回顧期間，集團錄得除税前溢利581.7百萬港元（2007年：928.9百萬港元）。本公司股東應佔溢利462.3百萬港元（2007年：747.1百萬港元），每股盈利27.5港仙（2007年：50港仙）。

期內溢利包括多項非現金支出，需在此作進一步說明。首先，集團於2006年收購之私人財務業務中的無形資產賬面值（特別是客戶關係價值）錄得減值支出56百萬港元。此外，無形資產之持續攤銷支出合共114百萬港元（2007年：105.3百萬港元）亦對集團之溢利造成影響。該等支出乃屬非現金性質，並不影響集團的實際營運現金流量。

期內業績亦包括集團之上市聯營公司天安中國投資有限公司（「天安」）之認股權證公平值變動所產生的未兑現虧損270百萬港元。根據天安於2007年12月進行之公開發售股份，本公司成功認購89,409,119股新股份，並獲配發89,409,119份新認股權證。根據《香港會計準則》第39號「金融工具之確認與計量」規定，所有認股權證均被歸類為「透過收益賬按公平值列賬的財務資產」，即起初於配發日以公平值確認，其後於各結算日重估。在售出或行使前，該等認股權證之價格波動將會繼續影響日後的收益賬。

value at the allotment date and subsequently reassessed at each balance sheet date. The fluctuating value of these warrants will continue to affect future income statements until they are sold or exercised. This loss however, is completely offset by our share of results of Tian An, which saw an unrealised gain of HK$757.1 million (the Group's share was approximately HK$277 million) as a result of the change in fair value of these warrants issued pursuant to the open offer. Consequently there is no net financial impact to the overall profitability of the Group.

但由於根據公開發售而發行的該等認股權證之公平值改變，致使天安錄得未兌現盈利757.1百萬港元（集團佔當中約277百萬港元），該等虧損已被集團於天安的應佔未兑現盈利中悉數抵銷。因此，上述虧損對集團之整體盈利並無造成任何財務影響。

The Group's short-term investments in equity, funds and other financial instruments excluding the warrants of a listed associate amounted to HK$793.4 million (2007: HK$885.3 million), reflecting both realised and unrealised losses totalling HK$95.4 million (2007: HK$125.5 million profit) as a result of declining market prices. The performance of the Group's short-term investments should improve when market conditions stabilise.

由於市場價格持續下滑，集團於股票、基金及其他金融工具（除一上市聯營公司的認股權證外）之短期投資數額為793.4百萬港元（2007年：885.3百萬港元），反映已兑現及未兑現虧損合共95.4百萬港元（2007年：盈利125.5百萬港元）。集團之短期投資當市況回穩將會有所改善。

Without the above-mentioned profit or loss items, the Group would have achieved a profit attributable to equity holders of the Company of HK$727.7 million (2007: HK$726.9 million).

倘若不包括以上所述之溢利或虧損項目，集團之本公司股東應佔權益將增至727.7百萬港元（2007年：726.9百萬港元）。

The Board has declared an interim dividend of HK5 cents per share (2007: HK10 cents per share) for the period under review.

董事會就回顧期間宣佈派發中期股息每股股份5港仙（2007年：每股股份10港仙）。

MARKET REVIEW

市場回顧

As the market turmoil continued to deepen, the first half of 2008 presented a challenging period for investors and financial institutions globally. Unprecedented headwinds stemming from the widespread credit crunch buffeted financial markets, with increasing volatility, declining equity values and softening investor sentiment combining to produce a significant drop in activity across all areas of the financial markets.

隨著市場危機加劇，2008年上半年對於全球的投資者以至金融機構而言均極具挑戰性。期內，信貸危機持續蔓延，並對金融市場造成前所未有的困擾，加上市場波幅擴大、股票價值下滑，及投資者轉趨審慎，以致環球金融市場的活動顯著減少。

In Hong Kong, the Hang Seng Index ("HSI") underwent a deep correction, falling to a low of 20,572 in intraday trading on 18 March 2008, 26% below its 2007 close. The Hang Seng China Enterprises Index also fell to a low of 10,449 on the same day, down 35% from its 2007 close. The global slowdown gradually spilled over into the Hong Kong economy. The growth rate of gross domestic product ("GDP") fell to 4.2% year-on-year ("YOY") in the second quarter, compared with a revised 7.3% YOY in the first three months of 2008. At the same time, unemployment fell to a decade low of 3.2% at the end of July, continuing to place inflationary pressure on the local economy.

香港恒生指數(「恒指」)大幅調整，於2008年3月18日的全日低位更達20,572點，較2007年最後一個交易日的收市水平下跌26%。同日，恒生中國企業指數亦創10,449點之新低，較2007年最後一個交易日的收市水平下跌35%。全球的經濟放緩逐漸對香港經濟造成影響。今年第二季香港本地生產總值的按年增長率降至4.2%，遠低於2008年第一季錄得之經修訂按年增長率7.3%。與此同時，於7月底本港失業率亦跌至3.2%的十年低位，持續增加本港經濟的通脹壓力。

In China, the benchmark Shanghai Stock Exchange Composite Index fell to a low of 2,736 on 30 June 2008, 48% below its 2007 close. Despite the weakness in the financial markets, China's economic growth remained robust, with GDP in real terms rising 10.4% in the first half of 2008 over the same period last year. Economic activity in China is expected to remain generally solid, driven by increased infrastructure spending and continued strength in domestic consumption.

於2008年6月30日，為中國市場指標的上海證券交易所綜合指數跌至2,736點，較2007年收市水平下降了48%。縱使2008年上半年金融市場疲弱，中國經濟增長仍維持強勁，實質本地生產總值較去年同期上升10.4%。受到中國的基建支出增加及國內消費能力不斷提高，預期中國經濟活動仍保持穩健。

BUSINESS REVIEW

Against this financial backdrop, the Group continued to build its business operations and strengthen its platforms across its five core focus areas, namely, Wealth Management & Brokerage; Asset Management; Corporate Finance; Consumer Finance; and Principal Investments. While the remainder of the year is expected to be characterised by continued global volatility and uncertainty, the Group, with its ample capital base and diversified business operations, remains well-placed to weather the storm and build on the success which has made Sun Hung Kai Financial Hong Kong's leading non-bank financial institution.

業務回顧

面對此經濟情況，集團繼續發展其業務營運及加強其五項核心業務平台，包括財富管理及經紀、資產管理、企業融資、私人財務及主要投資。集團預期全球市場在今年餘下時間仍持續波動及不明朗，但憑藉集團充裕的資金基礎和多元化的業務，以及其多年來作為香港具領導地位之非銀行金融機構所締造的成就，集團將安穩迎接當前的挑戰。

Wealth Management and Brokerage

With equity market volumes declining considerably from the end of 2007, the Group's diversification strategy and integrated Wealth Management & Brokerage platform allowed management to shift its focus to products less exposed to market volatility. The division launched a series of savings initiatives and new products aimed at capturing a larger slice of a retail market seeking capital preservation, a move which helped to offset declining turnover and commission levels.

The Brokerage division's customer recruitment strategy enjoyed commendable results, with approximately 17,000 new accounts opened during the 12-month period to 30 June 2008. During the first half of 2008, SHK Online, the Group's self-directed internet execution service, was able to maintain its momentum, and matched its 2007 first half performance in terms of both revenue and profitability. The reduction in revenue generated from stock trading was mitigated to some extent by an increase in activity on the Group's HSI Futures trading platform.

Surging demand for commodities and a weaker U.S. dollar during the period under review saw oil peak at a record US$143.67 per barrel, with gold also surpassing its previous highs to reach US$1,030.80 per ounce. The Group's trading volumes of overseas commodities futures doubled during the first half, with precious metals and foreign currencies also proving popular among investors looking for alternative investment opportunities.

As a result of tighter credit conditions and weaker capital markets, the Group's margin lending business remained relatively stable, with its loan book growing 4.5% to approximately HK$2.8 billion compared with the first half of 2007.

財富管理及經紀

有見股市交投量自2007年年底顯著減少，集團以多元化策略及整合財富管理及經紀平台，讓管理層得以將重點轉投至較少受市場波動影響之產品上。該部門推出一系列儲蓄項目及新產品，旨在吸納更多轉趨尋求保本零售市場的佔有率，此舉可有助抵銷成交量及佣金水平之回落。

經紀部在吸納新客戶的策略取得理想成效，截至2008年6月30日止12個月期間，新開戶數目約有17,000個。於2008年上半年，集團提供網上直接交易服務之「鴻財網」仍維持增長，在其收入及盈利能力方面，均與2007年上半年表現看齊。集團於恒指期貨交易平台之業務增長，在若干程度上有助緩和買賣股票收入減少的影響。

於回顧期間，商品需求急升及美元疲弱，油價創下每桶143.67美元新高，金價亦升至每盎司1,030.80美元新高。於上半年，集團之海外商品期貨成交量增長一倍，而貴金屬及外幣交易亦深受尋找另類投資機會之投資者歡迎。

由於信貸要求進一步收緊，加上資本市場表現疲弱，集團之證券放款業務相對維持穩定，貸款額較2007年上半年增長4.5%至約28億港元。

The first six months of 2008 saw 23 initial public offerings ("IPO") in Hong Kong, representing a 28% drop in volume from the first half of 2007; these IPOs raised a total of HK$50.4 billion, a decrease of 49%. During this period, nine companies cancelled their IPOs during the subscription period, while several other companies announced the indefinite postponement of their planned listings. Consequently, the Group's fee income derived from primary and secondary placements, underwriting and IPOs softened significantly.

於2008年首六個月，香港共有23項首次公開招股活動，數量較2007年上半年減少28%。這些首次公開招股合共集資504億港元，下降49%。期內，有九間公司於認購期內撤銷上市，另有數間公司宣佈無限期押後上市計劃。因此，集團來自第一市場及第二市場之配售、包銷及首次公開招股之收費收入亦大幅下降。

During the first half, the Group's Research division attended more than 110 company visits and corporate presentations and published more than 210 equity comments and analyses, as well as almost 150 strategy, sector and company reports. The team's top 20 calls of the first half of 2008 outperformed the HSI by between 10% and 48%.

集團研究部於上半年曾出席逾110間公司的探訪和企業簡報會，另發表逾210份股票評論及分析，以及提供近150份策略性、個別行業及公司報告。於2008年上半年，研究部推介買入而表現最佳的20隻股票表現均超逾恒指10%至48%不等。

The Group's Wealth Management division recorded pleasing revenue growth during the period. Combined revenue from the Group's mutual fund platform, which offers more than 2,500 funds, along with sales in unit-linked products climbed steadily, increasing more than 10% when compared with the same period last year. Several initiatives aimed at expanding the Group's revenue streams and boosting the productivity of its Investment Consultants were also adopted.

集團之財富管理業務於期內錄得滿意的收入增長。業務提供逾2,500項基金之互惠基金平台的收入，加上投資相連產品之收益穩定上升，較去年同期上升逾10%。期內更推出多項推廣計劃以擴大收入來源及提升其投資顧問之生產力。

As at 30 June 2008, the business had finalised plans to open a flagship Wealth Management Centre. Aimed at enhancing the client servicing capability of the business while providing a high-profile channel to attract new customers, it will be the first of a series of Wealth Management Centres to be rolled out across Hong Kong. In addition, a new financial planning education platform was established in Hong Kong along with a supporting integrated advertising campaign, both of which will continue to evolve over the remainder of the year.

於2008年6月30日，該部門已落實開設財富管理中心旗艦店之計劃。該財富管理中心旗艦店旨在優化客戶服務素質及提供一個形象鮮明的服務中心以吸納新客戶，成為日後在本港陸續開設財富管理中心的先鋒。此外，我們亦在本港設立了一個財務計劃教育平台以及有關的綜合宣傳計劃，兩者將會於今年較後時間相繼推行。

The Group's Insurance division turned in a solid performance over the first half of 2008, growing its revenue through a strategic focus on financial risk platforms, the construction sector and employee benefits insurance products. In addition, the division's Macau business also showed improved results. However, soft market conditions, increasing costs and a shortage of experienced staff are expected to create a generally challenging environment over the second half of the year.

集團之保險部於2008年上半年透過專注發展財務風險平台、建造業及僱員福利保險產品的策略，取得穩健的業務增長。此外，該部門之澳門業務表現亦見提升。然而，隨著市況偏軟、成本上漲及資深專才短缺，普遍令今年下半年之整體營商環境十分艱難。

Once again, it was pleasing to see the Group's recent efforts recognised by the industry, with several awards commending its excellence in innovation, strong brand management and leading customer service. Notably, the Group was named "Best Broker in Hong Kong" by leading financial publication *FinanceAsia* for the second year running. *The Asset* also recognised the Group with its "Trailblazer 2008" award, following last year's successful launch of Asia's first residential property derivative in conjunction with partner ABN AMRO.

欣見集團最近付出之努力備受業界認同，而且在創新、卓越的品牌管理及客戶服務方面成績有目共睹，屢獲殊榮，尤其是集團連續第二年榮膺權威財經雜誌《*FinanceAsia*》頒發「香港最佳經紀商」獎項。集團更榮獲《*財資雜誌*》頒發「財資2008年度亞太區結構性產品先鋒獎」，以表揚集團於去年與荷蘭銀行攜手成功開創亞洲房地產衍生產品的先河。

Asset Management

The Group's Asset Management division experienced a reasonably steady first half despite the continued performance challenges and widespread redemptions in the industry. Assets under management held directly and through associates continued to work towards the US$1 billion mark.

資產管理

儘管基金業界經營環境甚具挑戰性，加上業界掀起一輪贖回潮，集團之資產管理部於上半年仍然維持合理的平穩表現。該部門直接及透過其聯營公司持有之管理資產持續朝著10億美元的目標邁進。

The Group established a pioneering private equity enterprise, Shenzhen Oriental Venture Capital Management Co. Ltd., with strategic partner Shenzhen Oriental Fortune Capital Co. Ltd., a leading mainland private equity investment management firm. The joint venture will seek new investment opportunities through a recently-established RMB900 million private equity capital fund, one of the largest onshore mainland private equity funds. In addition, the Group linked with Dubai-based investment advisor Algebra Capital Limited during the first half, finalising plans to launch a new fund in October 2008 focusing on the Middle East and North Africa markets.

集團與國內具領導地位之私募投資管理公司深圳市東方富海投資管理有限公司組成策略性夥伴，首創私募企業「深圳市東方富海創業投資管理有限公司」。該合營公司將透過於最近募集之9億人民幣私募基金物色新投資機會，該基金乃國內最大私募基金之一。此外，集團亦於今年上半年與駐杜拜的投資顧問Algebra Capital Limited合作，計劃將於2008年10月推出投資中東及北非市場的新基金。

The difficult market conditions, which may continue for some time, have presented the Group with an opportunity to attract seasoned industry professionals, who will play a key role in building the Group's service and product platform going forward.

市場環境預期將持續困難，此造就了集團吸納經驗豐富的業務專才的良機，為拓展集團服務及產品平台的重要一環。

Corporate Finance

During the first half of 2008, the Corporate Finance division successfully launched and sponsored the IPO of iOne Holdings Limited, a financial printing services provider, by way of placement and public offer on the main board of the Stock Exchange. The Group was also involved in the placement of new shares for numerous companies. Furthermore, the Group acted as underwriter for the IPOs of Artini China Co. Ltd., Tianyi Fruit Holdings Limited and iOne Holdings Limited, as well as acting as underwriter for the open offer of Long Success International (Holdings) Limited and for the rights issue of Sino Katalytics Investment Corporation.

企業融資

於2008年上半年，企業融資部成功促成及保薦財經印刷服務供應商卓智控股有限公司，透過配售及公開發售方式於聯交所主板上市。集團亦參與多間公司的配售新股項目。此外，集團亦擔任雅天妮中國有限公司、天溢果業控股有限公司及卓智控股有限公司首次公開招股之包銷商，以及擔任百齡國際（控股）有限公司公開發售股份和德泰中華投資有限公司供股之包銷商。

The Group also completed secondary placements for several local companies and underwrote numerous fund raising exercises. It will continue to actively seek mandates for fundraising and corporate advisory opportunities from local and mainland enterprises.

集團亦已為多間本地公司在第二市場完成配售，並參與多項集資活動之包銷工作。集團日後將繼續積極在本地及國內企業中物色集資及企業諮詢機會。

Building on a strong performance over 2007, the Group's structured finance business continued to improve as a result of the weaker equity and debt capital markets, with its loan book increasing 49.5% to more than HK$900 million against the same period last year.

在股票及債務資本市場表現疲弱之帶動下，集團之結構性融資業務承接2007年之強勁勢頭，表現續見增進，其貸款額較去年同期增加49.5%至逾9億港元。

Consumer Finance

The Group's Consumer Finance division, United Asia Finance Limited ("UAF"), achieved a double-digit rate of increase both in loan portfolio and interest income during the first half of the year. However, the division's profit after tax for the period was lower when compared with the same period in 2007, when a gain was recorded from the disposal of The Hong Kong Building and Loan Agency Limited ("HKBLA"). Excluding the HKBLA gain in May 2007, profit for the current interim period would have increased by 19%.

While competition in the Hong Kong market remained intense, management continued to broaden UAF's distribution network both in Hong Kong and China. As at 30 June 2008, UAF had 41 local branches in Hong Kong, with four new branches in Shenzhen boosting UAF's mainland presence to a total of eight branches. The China business continues to grow at a satisfactory pace as UAF's branch network gradually builds towards critical mass.

私人財務

於今年上半年，集團旗下私人財務業務亞洲聯合財務有限公司(「亞洲聯合財務」)之貸款組合及利息收入均錄得雙位數字的增長。然而，由於2007年出售香港建屋貸款有限公司(「建屋貸款」)獲得利潤，期內除税後溢利因此較該年同期下跌。若扣除於2007年5月從建屋貸款獲得之利潤，本期間之溢利應增加19%。

有見香港市場競爭持續激烈，管理層繼續擴大亞洲聯合財務在中港兩地之分銷網絡。於2008年6月30日，亞洲聯合財務在香港共有41間分行，另在深圳開設了4間新分行，使內地分行數目增至共8間。隨著分銷網絡日漸壯大，亞洲聯合財務在中國的業務發展將朝向更大眾化。

Principal Investments

During the period, the Company disposed of its interest in Quality HealthCare Asia Limited ("QHA") to a direct wholly-owned subsidiary of Allied Properties (H.K.) Limited, as management crystallised the value of its investments and redeployed the capital into other investment opportunities. The sale generated a gain of approximately HK$163 million.

The China government's moves to tighten credit, rein in inflation and restrict investment in property by controlling fund inflows, has created a challenging operating environment for Tian An. Tian An's revenue in the first half of 2008 reached HK$210.7 million (2007: HK$244.4 million for continuing operations and HK$192.5 million for discontinued operations). The profit attributable to equity holders of Tian An was HK$957.4 million (2007: HK$335.7 million), representing a 185% increase. This increase highlighted earlier, included a gain of HK$757.1 million, representing the change in fair value of a derivative financial instrument liability in respect of the warrants. On an adjusted basis (excluding this change in fair value, and the profit of HK$137.8 million from its discontinued cement operations in the corresponding period last year), profits attributable to equity holders of Tian An would have shown a slight increase.

On the Group's unlisted investments portfolio, the Group continues to focus on industries with strong underlying fundamentals, including the coking coal sector in China, while evaluating an increasing number of distressed opportunities presented by the current debt markets environment.

主要投資

期內，本公司出售其於卓健亞洲有限公司(「卓健」)所持有之股權予聯合地產(香港)有限公司之直接全資附屬公司，為要將投放於卓健的投資變現，以使資金得以重新調配。是次出售股權錄得約163百萬港元之溢利。

中國政府運用收緊信貸以控制通脹及管制資金流入以限制物業投資，使天安之經營環境倍添艱難。在2008年上半年天安的收入達210.7百萬港元(2007年：持續經營業務為244.4百萬港元及已終止經營業務為192.5百萬港元)。天安之股東應佔溢利為957.4百萬港元(2007年：335.7百萬港元)，增加185%，該增長包括認股權證公平價值之變動所產生之盈利757.1百萬港元。按已調整之情況，倘不計入該等公平價值變動及去年同期已終止經營的水泥業務之溢利137.8百萬港元，天安的股東應佔溢利則錄得輕微增長。

在集團非上市投資項目方面，集團仍專注於基礎實力雄厚之行業(包括中國的焦煤行業)，亦同時評估因現時借貸市況而不斷衍生出的商機。

FINANCIAL REVIEW

Financial Resources and Gearing Ratio

The equity attributable to equity holders of the Company amounted to HK$11,973.2 million as at 30 June 2008, representing a decrease of HK$218.4 million or approximately 1.8% from that of 31 December 2007. The Group continued to maintain a strong cash position and had short-term bank deposits, bank balances, treasury bills and cash amounting to HK$1,083.4 million (31 December 2007: HK$1,639.9 million). The Group's total bank and other borrowings, loan notes, a short-term loan and three-year bonds due to fellow subsidiaries amounted to HK$4,248.8 million (31 December 2007: HK$5,074.3 million). Of this, HK$1,532.2 million (31 December 2007: HK$624.7 million) is repayable within one year, and HK$2,716.6 million (31 December 2007: HK$4,449.6 million) repayable after one year.

The liquidity of the Group as demonstrated by the current ratio (current assets/current liabilities) decreased to 2.49 times as at 30 June 2008 compared to 3.69 times as at 31 December 2007.

The Group's gearing ratio (calculated on the basis of the Group's total bank and other borrowings, loan notes, a short-term loan and three-year bonds due to fellow subsidiaries over the equity attributable to equity holders of the Company) improved to approximately 35.5% at the period end (31 December 2007: 41.6%).

Capital Structure, Bank Borrowings and Exposure to Fluctuations in Exchange Rates

During the period ended 30 June 2008, 35,821,207 shares of par value HK$0.20 each in the capital of the Company were issued for HK$210.6 million as a result of the exercise of the Company's warrants by warrant holders. The Company did not make any share repurchase during the period. Details regarding movements of the share capital are set out in note 17 to the condensed consolidated financial statements.

財務回顧

財政資源及資本與負債比率

於2008年6月30日，本公司股東應佔權益為11,973.2百萬港元，較2007年12月31日之數額減少218.4百萬港元，或約1.8%。集團繼續持有充裕現金，其短期銀行存款、銀行結存、國庫券及現金合共為1,083.4百萬港元(於2007年12月31日：1,639.9百萬港元)。集團之銀行及其他借款、貸款票據、欠同系附屬公司之短期借款及三年期債券合共為4,248.8百萬港元(於2007年12月31日：5,074.3百萬港元)，其中須於一年內償還之款項為1,532.2百萬港元(於2007年12月31日：624.7百萬港元)，以及須於一年後償還之款項為2,716.6百萬港元(於2007年12月31日：4,449.6百萬港元)。

於2008年6月30日，集團之流動資產比率(流動資產相對流動負債)減至2.49倍(於2007年12月31日：3.69倍)。

集團於期末之資本與負債比率(按集團之銀行及其他借款、貸款票據、欠同系附屬公司之短期借款及三年期債券之總額相對本公司股東應佔權益計算)，改善至約為35.5%(於2007年12月31日：41.6%)。

資本結構、銀行貸款及匯兌率浮動風險

於截至2008年6月30日之期間內，由於認股權證持有人行使本公司認股權證，本公司發行每股面值0.20港元之股份共35,821,207股，所得款項為210.6百萬港元。本公司於本期內並無回購股份。有關股本變動詳情載於簡明綜合財務報表附註17。

Other than the three-year bonds and secured instalment loans as shown in note 14 to the condensed consolidated financial statements, the Group's bank and other borrowings and a short-term loan due to a fellow subsidiary were on a short-term basis and in HK dollars as at 30 June 2008. They were charged at floating interest rates. There are no known seasonal factors in the Group's borrowing profiles.

除了三年期債券及刊載於簡明綜合財務報表附註14的有抵押分期借款外，集團於2008年6月30日之銀行及其他貸款及欠同系附屬公司之短期借款為港元短期貸款，並根據浮動利率計算。集團之借款組合並不受任何已知之季節性因素所影響。

The fluctuations in exchange rates and market prices do not impose a significant risk to the Group, as its level of foreign currency exposure is relatively immaterial.

匯率及市價之浮動概不會令集團承擔重大風險，因其外匯風險水平相對來說不大。

Material Acquisitions and Disposals of Subsidiaries, Associates and Jointly Controlled Entities

On 26 June 2008, the Company completed its disposal of the entire issued share capital of Wah Cheong Development (B.V.I.) Limited ("Wah Cheong") and the assignment of a HK$271.4 million loan for an aggregate consideration (before expenses) of HK$470.7 million. As of the completion date of the disposal, Wah Cheong was beneficially interested in approximately 51.15% of the issued capital of QHA.

Other than the above disposal, there were no material acquisitions or disposals of subsidiaries, associates or jointly controlled entities during the period.

附屬公司、聯營公司及共同控制公司之重大收購及出售

於2008年6月26日，本公司完成出售Wah Cheong Development (B.V.I.) Limited（「Wah Cheong」）全部已發行股本及轉讓一項價值271.4百萬港元之貸款，總代價（扣除開支前）為470.7百萬港元。Wah Cheong於出售完成日時實益擁有卓健已發行股本約51.15%。

除以上所述外，集團於本期內並無重大收購或出售任何附屬公司、聯營公司及共同控制公司。

Segment Information

Detailed segment information in respect of the Group's revenue and segment results are shown in note 3 to the condensed consolidated financial statements.

分項資料

有關集團收益及分項業績之分項資料詳情，請參閱簡明綜合財務報表附註3。

Charges on Group Assets

Listed shares with an aggregate value of HK$2,950.7 million were pledged by subsidiaries for bank loans and overdrafts. Investment properties, buildings and interests in land of the Group with a total book value of HK$208.7 million were pledged by subsidiaries to banks for instalment loans granted to them with a total outstanding balance of HK$132.3 million as at 30 June 2008. The shares of a wholly-owned subsidiary, UAF Holdings Limited, were also pledged as a share mortgage for the bonds issued by the Group.

集團資產押記

集團之附屬公司將總值2,950.7百萬港元之上市公司股份抵押予銀行，以換取銀行貸款及透支。集團之附屬公司亦將其賬面總值208.7百萬港元之投資物業、樓宇及土地權益抵押予銀行，作為獲得分期貸款之抵押，該等貸款於2008年6月30日之未償還總結餘為132.3百萬港元。一全資附屬公司UAF Holdings Limited 的股份亦以股票按揭作為集團所發行的債券之抵押。

Contingent Liabilities

Details regarding the contingent liabilities are set out in note 19 to the condensed consolidated financial statements.

或然負債

或然負債詳情載於簡明綜合財務報表附註19。

HUMAN RESOURCES, LITIGATION AND MANAGEMENT OF RISKS REVIEW

人力資源、訴訟及風險管理回顧

Human Resources and Training

Striving to build the Group's credentials as an "employer of choice", the Human Resources and Training department continued to implement a series of proactive measures in the first half of 2008. These initiatives are aimed at attracting, retaining and rewarding its employees in a collegiate and merit-based working environment, and form a central part of a continuing strategy, which has resulted in the Group being named a "Caring Company" for the sixth consecutive year.

人力資源及培訓

為致力成為「最佳僱主」，人力資源及培訓部繼續於2008年上半年度推行連串積極措施。作為集團長遠策略重點之一，這些措施旨在營造一個重視僱員表現及貢獻的工作環境，以招攬、挽留及獎勵僱員，而集團更連續第六年獲頒「商界展關懷」榮譽。

On 1 January 2008, the department launched the "Award for Beyond Call of Duty" ("ABCD") programme, which seeks to promote service excellence and reward high-performing employees who have made a significant contribution to the Group through exceptional job performance and/or service above and beyond their job description. The programme was rolled out in conjunction with a range of new and improved employee benefits, which will play a key role in enhancing the Group's reputation as a leading Hong Kong employer.

該部門於2008年1月1日推出「Award for Beyond Call of Duty」(「ABCD」)獎勵計劃，旨在提倡優質服務，以獎勵一些透過在職責內外各方面都表現卓越的僱員，嘉許他們對公司的貢獻。此計劃聯同連串嶄新及更好的僱員福利一併推出，對鞏固集團成為香港最佳僱主擔當重要角色。

As at 30 June 2008, the total headcount of the Group stood at approximately 1,740. Staff costs (including Directors' emoluments), contributions to retirement benefit schemes and expenses recognised for the SHK Employee Ownership Scheme ("EOS") amounted to approximately HK$368.8 million (2007: HK$396.5 million).

截至2008年6月30日止，集團職員總人數約為1,740名。僱員成本(包括董事酬金)、退休福利計劃供款及新鴻基僱員股份擁有計劃(「僱員股份計劃」)的開支合共約368.8百萬港元(2007年：396.5百萬港元)。

The Group operates different compensation schemes, reflecting the different roles within the organisation. For sales personnel, the package may consist of either a base pay and commission/bonus/sales incentive, or alternatively, it may be a straight commission arrangement. For non-sales personnel, compensation is comprised of either a straight base pay, or where appropriate, a base pay with a discretionary bonus/share-based incentive.

集團根據公司內僱員之不同崗位設立不同之薪酬福利制度。營銷的僱員之薪酬組合包括底薪以及佣金／花紅／銷售獎金，或僅佣金制度。而非營銷的僱員之薪酬則僅有底薪，或於適當情況下底薪連同酌情發放之花紅／以股份派發之獎勵。

Under the EOS, which was formally adopted on 18 December 2007, selected employees or directors of the Group (the "Selected Awardees") are awarded shares of the Company. Following management's recommendations, a total of 3,366,000 shares were granted to Selected Awardees in April 2008, subject to various terms including, amongst other things, vesting scales whereby awarded shares will vest and become unrestricted over a three-year period. As at end of June 2008, outstanding awarded shares under the EOS (excluding shares awarded, but subsequently forfeited) were 3,357,000, of which 135,000 represent shares awarded to a Director.

僱員股份計劃已於2007年12月18日正式採納。根據該計劃，被挑選之集團僱員或董事(「入選承授人」)可獲獎授本公司股份。在管理層提出建議後，僱員股份計劃已於2008年4月授出合共3,366,000股股份，該等歸屬股份受制於各種條件，其中包括歸屬股份可於三年內期間授予承授人。於2008年6月底，在僱員股份計劃下已獎授之股份為3,357,000股(不包括已向入選承授人獎授但其後被放棄之股份)，當中135,000股股份已獎授予一名董事。

To provide the Group's employees with career development opportunities, a total of 74 in-house Continuing Professional Training (CPT) programmes and Continuing Professional Development (CPD) programmes were arranged for the Group's licensed and relevant staff to ensure that they were updated with new product knowledge and the latest regulatory requirements. A series of performance management training programmes were conducted for department heads and managers to foster a culture of quality management practices, assist managers in enhancing staff performance and ultimately improve business results. There were also various types of training sessions provided to the Group's staff to enhance their general work competencies.

為向集團僱員提供在職發展機會，集團為旗下之持牌及有關員工舉辦了合共74個內部持續專業培訓課程及持續專業培訓計劃，確保他們掌握最新之產品知識及現行監管規定。集團為部門主管及經理舉辦一連串工作表現素質管理培訓計劃，以培養優質管理文化、協助經理提升員工表現，達致提升業務業績的目標。集團亦為旗下僱員舉辦多項培訓課程，以提升他們的職能。

Litigation

(a) On 10 July 2006, the Court of Final Appeal upheld the judgment (as amended by the Court of Appeal) of the Hong Kong Court of First Instance of 1 April 2004, that Sun Hung Kai Securities Limited ("SHKS"), a wholly-owned subsidiary of the Company, holds a 12.5% interest in a 50/50 joint venture entered into between New World Development Company Limited ("NWDC") and IGB Corporation Berhad to purchase land and build two international hotels plus a 200-unit serviced apartment complex in Kuala Lumpur, Malaysia (the "Joint Venture"), and that accordingly, SHKS was liable to pay to NWDC the sums which NWDC had advanced to the joint venture company Great Union Properties Sdn. Bhd. ("GUP") on behalf of SHKS, together with interest on such monies (the "Judgment Sum") and costs of the First Instance hearing and of the two appeals (the "Costs Order"). SHKS had previously paid to NWDC the Judgment Sum and more recently a sum in satisfaction of the Costs Order. Other claims

訴訟

(a) 於2006年7月10日，終審法院維持香港原訟法庭於2004年4月1日之裁決（經上訴法院修訂），裁定本公司之全資附屬公司新鴻基証券有限公司（「新鴻基証券」）在新世界發展有限公司（「新世界發展」）與IGB Corporation Berhad所成立各佔一半權益以購買馬來西亞吉隆坡一幅地皮及興建兩幢國際級酒店另加一幢有200個單位之服務式住宅樓房之合營企業（「合營企業」）中擁有12.5%權益，及新鴻基証券因此須向新世界發展支付新世界發展代表新鴻基証券向合營公司Great Union Properties Sdn. Bhd（「GUP」）墊支之款項連同有關款項之利息（「判定金額」）以及原訟法庭聆訊及兩次上訴之訴訟費（「訟費命令」）。新鴻基証券已於早前向新世界發展支付判定金額，而最近亦已支付履行訟費命令之款項。新鴻基証券亦已於早前向新世界發展支付其他索償款項，有關索償乃關於新世界發展代表新鴻基証券向GUP就合營企業而墊支之款項。新鴻基証券現正向新世界發展及Stapleton from NWDC for amounts advanced to GUP on behalf of SHKS with respect to the Joint Venture had been paid previously by SHKS. SHKS is presently seeking the assistance of NWDC and Stapleton Developments Limited ("Stapleton") to ensure that the legal interest of the issued shares of GUP which Stapleton holds on trust for SHKS be transferred to SHKS, that GUP acknowledges and records in its accounts in the name of SHKS the amount of the shareholders' loans made on behalf of SHKS to it.

(b) By Notice dated 6 June 2007 the Financial Secretary required the Market Misconduct Tribunal ("MMT") (i) to conduct proceedings, and (ii) to hear and determine matters arising out of dealings in the securities of QPL International Holdings Limited dating back to May and June 2003. The Company's indirect wholly-owned subsidiaries, Sun Hung Kai Investment Services Limited and Cheeroll Limited (now known as Sun Hung Kai Strategic Capital Limited) were specified in the Notice with two Group employees. Procedural determinations made by the MMT were the subject of judicial review heard in June 2008, the outcome of which is pending. While a provision has been made for legal costs, the Company does not consider it presently appropriate to make any other provision with respect to the Notice or the judicial review proceeding.

(c) Details of proceedings relating to Chang Zhou Power Development Company Limited, a mainland PRC joint venture, are set out in note 19 to the condensed consolidated financial statements.

Developments Limited(「Stapleton」)尋求協助，確保由Stapleton以信託形式代新鴻基証券持有之GUP已發行股份之法定權益已轉讓至其名下，以及GUP承認並於其賬目中記錄代新鴻基証券墊支之股東貸款金額已轉至新鴻基証券名下。

(b) 據於2007年6月6日發出之通知，財政司司長要求市場失當行為審裁處追溯至2003年5月及6月就QPL International Holdings Limited之證券買賣而發生之事宜(i)進行研訊程序，並(ii)聆聽及裁定有關事宜。該通知列有本公司之間接全資附屬公司新鴻基投資服務有限公司及致諾有限公司(現稱新鴻基策略資本有限公司)以及兩位集團僱員。市場失當行為審裁處作出之程序上的裁決乃是於2008年6月聆訊之司法覆核的標的事項，其結果仍有待裁定。由於本公司已就法律費用作出撥備，故本公司認為現時並不適宜就該通知或司法覆核程序作出任何其他撥備。

(c) 有關中國內地合營公司長州電力發展有限公司之訴訟詳情載於簡明綜合財務報表附註19內。

MANAGEMENT OF RISKS

Policies and Procedures

The Group has established policies and procedures for risk management which are regularly reviewed by management, the Group's Internal Audit, Compliance and Risks Control departments, as well as the Risk Management Committee ("RMC") which reports to the Board of Directors. These policies and procedures ensure the proper monitoring and control of all major risks arising from the Group's activities at all times.

Financial Risk

The Group's financial risk management is discussed in note 21 to the condensed consolidated financial statements, which includes the management of market risk, credit risk, liquidity risk and interest rate risk.

Operational Risk

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. It includes legal and compliance risks. The Group has developed a rigorous internal control process and places importance on clear lines of responsibility, proper segregation of duties, effective internal reporting and contingency planning, compliance with regulatory requirements and the establishment of detailed policies and control procedures for all its key activities.

Reputational Risk

A key factor for businesses in the financial services sector is their reputation for financial probity and prudence. In our case, with our important and valuable "brand", we manage these risks through a strong internal control and risk management regime, by comprehensive employee training and operational manuals in key areas, and by the strength and independence of our Internal Audit Department which reports independently to the Executive Chairman and Audit Committee.

風險管理

政策及程序

集團已設立風險管理之政策及程序，並由管理層、集團的稽核部、法規監核部、風險管理部及須向董事會匯報之風險管理委員會定期進行檢討，以確保於任何時候因集團業務而產生之所有主要風險得以受到監控。

金融風險

集團之金融風險管理（包括市場風險、信貸風險、流動資金風險及利率風險）於簡明綜合財務報表附註21內論述。

營運風險

營運風險指因內部程序、人為及制度不足或失當或外在事件導致產生損失的風險，包括法律及法規遵守的風險。集團設立了精密的內部監控程序，著重清晰的職權範圍、恰當的職務分工、有效的內部匯報及應變計劃、監管機構條例的遵守以及為其各個主要業務製訂詳細的政策和監控程序。

商譽風險

具財務誠信及謹慎的商譽對金融服務業來說是一重要因素。就集團而言，「品牌」實屬非常重要及珍貴，而藉著嚴謹之內部監控及風險管理，透過在主要業務上推行全面之員工培訓及營運守則，加上集團稽核部（一個向執行主席及審核委員會獨立匯報之部門）之效能與獨立運作，使我們能管理此方面之風險。

As at 30 June 2008, the interests of Directors in the shares, underlying shares and debentures of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register required to be kept under Section 352 of the SFO were as follows:

於2008年6月30日，根據證券及期貨條例(「證券期貨條例」)第352條規定所存放之登記冊，董事於本公司及其相聯法團(釋義見證券期貨條例第XV部)之股份、相關股份及債券中擁有權益之詳情如下：

(a) Interests in the shares and underlying shares of the Company

(a) 於本公司股份及相關股份之權益

Directors 董事	Capacity 身份	Number of shares and underlying shares 股份及相關股份數目	Approximate % of the issued share capital 佔已發行股本之概約百份比
Lee Seng Huang 李成煌	Interests of controlled corporation *(note 1)* 受控法團之權益*(附註1)*	1,177,761,725 *(note 2)* *(附註2)*	68.64%
Joseph Tong Tang 唐登	Beneficiary of trust 信託受益人	135,000 *(note 3)* *(附註3)*	0.007%

Notes:

1. Mr. Lee Seng Huang is a trustee of Lee and Lee Trust, being a discretionary trust which owned approximately 43.32% interest in the issued share capital of Allied Group Limited ("AGL") and was therefore deemed to have interests in the shares and underlying shares of the Company in which AGL was interested.

2. These include interests in (i) 1,022,108,892 shares of the Company; and (ii) listed physically settled warrants of the Company giving rise to an interest in 155,652,833 underlying shares of the Company. The warrants of the Company entitle the holders thereof to subscribe at any time during the period from 1 June 2006 to 31 May 2009 (both days inclusive) for the fully paid shares of the Company at an initial subscription price of HK$6 per share which was adjusted to HK$5.88 per share (subject to further adjustments) effective on 20 September 2006 (the "2009 Warrants").

附註：

1. 李成煌先生為全權信託Lee and Lee Trust之一位信託人，該信託持有聯合集團有限公司(「聯合集團」)已發行股本約43.32%權益，彼因此被視作擁有聯合集團所持之本公司股份及相關股份之權益。

2. 此包括(i)於本公司1,022,108,892股股份；以及(ii)可產生155,652,833股本公司相關股份權益之以實物交收之本公司上市認股權證之權益。本公司之認股權證賦予其持有人權利，可於2006年6月1日至2009年5月31日(包括首尾兩天)之期間任何時間內按初步認購價每股6港元(已由2006年9月20日起調整至每股5.88港元(可予進一步調整))認購繳足股款之股份(「2009年認股權證」)。

3. This represents the deemed interest in 135,000 shares of the Company (the "Awarded Shares") duly granted to Mr. Joseph Tong Tang on 17 April 2008 under the EOS. The Awarded Shares are subject to a vesting scale in tranches whereby one-third of the Awarded Shares thereof shall be vested and become unrestricted from 16 April 2009; another one-third thereof shall be vested and become unrestricted from 16 April 2010; the rest of the one-third thereof shall be vested and become unrestricted from 16 April 2011.

3. 此為根據僱員股份計劃授予唐登先生的135,000股股份，當中權益被視為其所擁有。該等股份權益(「獎授股份」)已於2008年4月17日授予唐登先生。獎授股份根據歸屬比例，三分之一之獎授股份從2009年4月16日起將被歸屬及變成不受限制；另外三分之一之獎授股份從2010年4月16日起將被歸屬及變成不受限制；餘下之三分之一從2011年4月16日起將被歸屬及變成不受限制。

(b) Interests in the shares, underlying shares and debentures of associated corporations

(b) 於相聯法團股份、相關股份及債券之權益

Directors 董事	Associated corporations 相聯法團	Capacity 身份	Number of shares and underlying shares 股份及相關股份數目	Approximate % of the relevant issued share capital 佔有關已發行股本之概約百份比	Amount of debentures 債券金額
Lee Seng Huang *(note 1)* 李成煌 *(附註1)*	AGL 聯合集團	Trustee (other than a bare trustee) *(note 2)* 信託人(非被動信託人) *(附註2)*	105,776,492	43.32%	
	Allied Properties (H.K.) Limited ("APL") 聯合地產(香港)有限公司(「聯合地產」)	Interests of controlled corporation *(note 3)* 受控法團之權益 *(附註3)*	4,831,580,650 *(note 4)* *(附註4)*	85.47%	
	QHA 卓健	Interests of controlled corporation *(note 5)* 受控法團之權益 *(附註5)*	122,213,776	51.14%	
	Tian An 天安	Interests of controlled corporation *(note 6)* 受控法團之權益 *(附註6)*	642,465,041	42.51%	
	Swan Islands Limited	Interests of controlled corporation *(note 7)* 受控法團之權益 *(附註7)*			HK$1,100,000,000 *(note 7)* 1,100,000,000港元 *(附註7)*

Directors 董事	Associated corporations 相聯法團	Capacity 身份	Number of shares and underlying shares 股份及相關股份數目	Approximate % of the relevant issued share capital 佔有關已發行股本之概約百份比	Amount of debentures 債券金額
Patrick Lee Seng Wei 李成偉	AGL 聯合集團	Beneficial owner 實益擁有人	550,000 *(note 8)* *(附註8)*	0.22%	
	APL 聯合地產	Beneficial owner 實益擁有人	3,240,000 *(note 9)* *(附註9)*	0.05%	

Notes:

1. Mr. Lee Seng Huang, by virtue of his interests in AGL and APL, was deemed to be interested in the shares of the subsidiaries of AGL and APL which are associated corporations of the Company as defined under the SFO.

   A waiver application was submitted to the Stock Exchange for exemption from disclosure in this Report of his deemed interests in the shares of other associated corporations of the Company, and the waiver was granted by the Stock Exchange on 29 August 2008.

2. Mr. Lee Seng Huang is a trustee of Lee and Lee Trust, being a discretionary trust which indirectly owned an interest in 105,776,492 shares of AGL.

3. These refer to the same interests held directly or indirectly by AGL in APL.

4. These include interests in (i) 4,169,916,590 shares of APL; and (ii) listed physically settled warrants of APL giving rise to an interest in 661,664,060 underlying shares of APL. The warrants of APL entitle the holders thereof to subscribe at any time during the period from 7 June 2006 to 6 June 2009 (both days inclusive) for fully paid shares of APL at an adjusted subscription price of HK$1 per share (subject to further adjustments) (the "APL Warrants").

附註：

1. 基於李成煌先生於聯合集團及聯合地產之權益，彼被視作擁有聯合集團及聯合地產之附屬公司之股份權益，而根據證券期貨條例之定義，該等附屬公司乃本公司之相聯法團。

   本公司已向聯交所提交一項豁免申請，以豁免於本報告內披露彼被視作於本公司此等相聯法團之股份權益。聯交所已於2008年8月29日授予該豁免。

2. 李成煌先生為全權信託Lee and Lee Trust之一位信託人，該信託間接持有聯合集團105,776,492股股份。

3. 此為聯合集團於聯合地產直接或間接持有之相同權益。

4. 此包括由聯合集團持有(i)於聯合地產的4,169,916,590股股份；及(ii)可產生聯合地產661,664,060股相關股份權益之以實物交收之聯合地產上市認股權證之權益。聯合地產之認股權證賦予其持有人權利，可於2006年6月7日至2009年6月6日(包括首尾兩天)之期間任何時間內按經調整認購價每股1港元(可予進一步調整)認購聯合地產繳足股款之股份(「聯合地產認股權證」)。

5. These refer to the interests held indirectly by APL in the shares of QHA.

6. These refer to the interest held directly by the Company in the shares of Tian An.

7. These are the bonds issued by Swan Islands Limited, a wholly-owned subsidiary of the Company, to AG Capital Holding Limited, which is a wholly-owned subsidiary of AGL, to partially settle the consideration for the acquisition of UAF Holdings Limited as disclosed in the circular of the Company dated 30 June 2006.

8. These refer to the interest in 550,000 shares of AGL.

9. These include interests in (i) 2,700,000 shares of APL; and (ii) the APL Warrants giving rise to an interest in 540,000 underlying shares of APL.

All interests stated above represent long positions. As at 30 June 2008, none of the Directors held any short positions in the shares, underlying shares of equity derivatives or debentures of the Company.

Save as disclosed above, as at 30 June 2008, neither the Directors nor the Chief Executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code").

5. 此為聯合地產於卓健間接持有股份之權益。

6. 此為本公司於天安直接持有股份之權益。

7. 此為由本公司之全資附屬公司Swan Islands Limited向聯合集團之全資附屬公司AG Capital Holding Limited發行之債券，以支付收購UAF Holdings Limited之部份代價，詳情已於本公司2006年6月30日之通函中披露。

8. 此為於聯合集團550,000股股份之權益。

9. 此包括之權益(i)聯合地產2,700,000股股份；及(ii)可產生聯合地產540,000股相關股份權益之聯合地產認股權證。

上述所有權益均屬長倉。於2008年6月30日，概無董事持有任何本公司股份、股票衍生工具之相關股份或債券之淡倉。

除上文所披露外，於2008年6月30日，本公司各董事或最高行政人員概無於本公司或其任何相聯法團(釋義見證券期貨條例第XV部)之股份、相關股份或債券中擁有須記錄於證券期貨條例第352條所規定存放之登記冊內或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須另行知會本公司及聯交所之任何權益或淡倉。

As at 30 June 2008, the following shareholders had interests in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO (the "SFO Register"):

於2008年6月30日，根據證券期貨條例第336條規定所存放之登記冊(「證券期貨條例登記冊」)，持有本公司股份及相關股份權益之股東如下:

Shareholders 股東	**Capacity** 身份	**Number of shares and underlying shares** 股份及相關股份數目	**Approximate % of the issued share capital** 佔已發行股本之概約百份比
APL 聯合地產	Interests of controlled corporation *(note 1)* 受控法團之權益 *(附註1)*	1,177,761,725 *(note 2)* *(附註2)*	68.64%
AGL 聯合集團	Interests of controlled corporation *(note 3)* 受控法團之權益 *(附註3)*	1,177,761,725 *(note 4)* *(附註4)*	68.64%
Lee and Lee Trust	Interests of controlled corporation *(note 5)* 受控法團之權益 *(附註5)*	1,177,761,725 *(note 4)* *(附註4)*	68.64%
Dubai Ventures L.L.C ("Dubai Ventures")	Beneficial owner 實益擁有人	166,000,000 *(note 6)* *(附註6)*	9.88%
Dubai Investment Group (L.L.C)	Interests of controlled corporation *(note 7)* 受控法團之權益 *(附註7)*	166,000,000 *(note 8)* *(附註8)*	9.88%
Dubai Group (L.L.C) ("Dubai Group")	Interests of controlled corporation *(note 9)* 受控法團之權益 *(附註9)*	166,000,000 *(note 8)* *(附註8)*	9.88%
Dubai Holding Investments Group LLC ("DHIG")	Interests of controlled corporation *(note 10)* 受控法團之權益 *(附註10)*	166,000,000 *(note 8)* *(附註8)*	9.88%
Dubai Holding (L.L.C) ("Dubai Holding")	Interests of controlled corporation *(note 11)* 受控法團之權益 *(附註11)*	166,000,000 *(note 8)* *(附註8)*	9.88%

Interests of Substantial Shareholders and Other Persons
主要股東及其他人士之權益

Shareholders 股東	Capacity 身份	Number of shares and underlying shares 股份及相關股份數目	Approximate % of the issued share capital 佔已發行股本之概約百份比
Dubai Investment Group Limited ("DIGL")	Interests of controlled corporation *(note 12)* 受控法團之權益*(附註12)*	168,542,000 *(note 13)* *(附註13)*	9.82%
Dubai Group Limited ("DGL")	Interests of controlled corporation *(note 14)* 受控法團之權益*(附註14)*	168,542,000 *(note 15)* *(附註15)*	9.82%
Bin Rashid Al Maktoum Mohammed	Interests of controlled corporation *(note 16)* 受控法團之權益*(附註16)*	168,542,000 *(note 15)* *(附註15)*	9.82%
Penta Investment Advisers Limited ("Penta")	Investment manager 投資經理	186,617,349 *(note 17)* *(附註17)*	10.88%
John Zwaanstra	Interests of controlled corporation *(note 18)* 受控法團之權益*(附註18)*	186,617,349 *(note 19)* *(附註19)*	10.88%
Penta Asia Fund, Ltd. (formerly as Penta Japan Fund, Ltd.) ("Penta Asia") (前稱Penta Japan Fund, Ltd.)(「Penta Asia」)	Interests of controlled corporation *(note 20)* 受控法團之權益*(附註20)*	84,170,699 *(note 21)* *(附註21)*	5.01%
Todd Zwaanstra	Trustee (other than a bare trustee) *(note 20)* 信託人(非被動信託人)*(附註20)*	84,170,699 *(note 21)* *(附註21)*	5.01%
Mercurius GP LLC ("Mercurius")	Founder of a discretionary trust *(note 22)* 全權信託之成立人*(附註22)*	84,170,699 *(note 21)* *(附註21)*	5.01%

Shareholders 股東	Capacity 身份	Number of shares and underlying shares 股份及相關股份數目	Approximate % of the issued share capital 佔已發行股本之概約百分比
COL Capital Limited ("COL") 中國網絡資本有限公司（「中國網絡」）	Interests of controlled corporation *(note 23)* 受控法團之權益*（附註23）*	104,507,469 *(note 24)* *（附註24）*	6.22%
Vigor Online Offshore Limited ("Vigor Online")	Interests of controlled corporation *(note 25)* 受控法團之權益*（附註25）*	104,507,469 *(note 26)* *（附註26）*	6.22%
China Spirit Limited ("China Spirit")	Interests of controlled corporation *(note 27)* 受控法團之權益*（附註27）*	104,507,469 *(note 26)* *（附註26）*	6.22%
Chong Sok Un 莊舜而	Interests of controlled corporation *(note 28)* 受控法團之權益*（附註28）*	105,732,469 *(note 29)* *（附註29）*	6.29%

Notes:

1. The interests were held by AP Emerald Limited ("AP Emerald"), a wholly-owned subsidiary of AP Jade Limited which in turn was a wholly-owned subsidiary of APL. APL was therefore deemed to have interests in the shares and underlying shares of the Company in which AP Emerald was interested.

2. These include interests in (i) 1,022,108,892 shares of the Company; and (ii) the 2009 Warrants giving rise to an interest in 155,652,833 underlying shares of the Company (at the adjusted subscription price of the 2009 Warrants of HK$5.88 per share).

3. AGL owned approximately 73.77% interest in the issued share capital of APL and was therefore deemed to have interests in the shares and underlying shares of the Company in which APL was interested.

4. These refer to the same interests in 1,022,108,892 shares and 155,652,833 underlying shares of the Company held by AP Emerald.

附註：

1. 該等權益由AP Jade Limited之全資附屬公司AP Emerald Limited（「AP Emerald」）持有，而AP Jade Limited則為聯合地產之全資附屬公司，因此，聯合地產被視作擁有AP Emerald所持之本公司股份及相關股份之權益。

2. 此包括(i)於本公司1,022,108,892股股份；及(ii)可產生155,652,833股（按2009年認股權證經調整認購價每股5.88港元）本公司相關股份權益之2009年認股權證之權益。

3. 聯合集團持有聯合地產已發行股本約73.77%權益，因此，被視作擁有聯合地產所持之本公司股份及相關股份之權益。

4. 此為由AP Emerald持有本公司1,022,108,892股之股份及155,652,833股相關股份之相同權益。

5. Mr. Lee Seng Hui, Ms. Lee Su Hwei and Mr. Lee Seng Huang, a Director of the Company, are trustees of Lee and Lee Trust, being a discretionary trust. They together owned approximately 43.33% interest in the issued share capital of AGL and were therefore deemed to have interests in the shares and underlying shares of the Company in which AGL was interested.

6. This represents an interest in 166,000,000 shares of the Company.

7. Dubai Investment Group (L.L.C) owned 99% interest in the issued share capital of Dubai Ventures and was therefore deemed to have an interest in the shares of the Company in which Dubai Ventures was interested.

8. This refers to the same interest in 166,000,000 shares of the Company held by Dubai Ventures.

9. Dubai Group owned 51% interest in the issued share capital of Dubai Investment Group (L.L.C) and was therefore deemed to have an interest in the shares of the Company in which Dubai Investment Group (L.L.C) was interested.

10. DHIG owned 51% interest in the issued share capital of Dubai Group and was therefore deemed to have an interest in the shares of the Company in which Dubai Group was interested.

11. Dubai Holding owned approximately 99.66% interest in the issued share capital of DHIG and was therefore deemed to have an interest in the shares of the Company in which DHIG was interested.

12. DIGL owned 49% interest in the issued share capital of Dubai Investment Group (L.L.C) and was therefore deemed to have an interest in the shares of the Company in which Dubai Investment Group (L.L.C) was interested. DIGL was also deemed to have an interest in the shares of the Company held by Dubai Ventures Group Limited ("DVGL", formerly known as Dubai Ventures Limited), a wholly-owned subsidiary of DIGL.

13. These include (i) a deemed interest in 166,000,000 shares of the Company held by Dubai Ventures; and (ii) an interest in 2,542,000 shares of the Company held by DVGL.

14. DGL owned 100% interest in the issued share capital of DIGL and 49% interest in the issued share capital of Dubai Group. DGL was therefore deemed to have interests in the shares of the Company in which DIGL and Dubai Group were interested.

5. 李成輝先生、李淑慧小姐及本公司董事李成煌先生為全權信託Lee and Lee Trust之信託人，彼等合共持有聯合集團已發行股本約43.33%權益，因此被視作擁有聯合集團所持之本公司股份及相關股份之權益。

6. 此為於本公司166,000,000股股份之權益。

7. Dubai Investment Group (L.L.C)擁有Dubai Ventures已發行股本99%權益，因此被視作擁有Dubai Ventures所持之本公司股份之權益。

8. 此為由Dubai Ventures持有之本公司166,000,000股股份之相同權益。

9. Dubai Group擁有Dubai Investment Group (L.L.C)已發行股本51%權益，因此被視作擁有Dubai Investment Group (L.L.C)所持有本公司股份之權益。

10. DHIG擁有Dubai Group已發行股本51%權益，因此，被視作擁有Dubai Group所持之本公司股份之權益。

11. Dubai Holding擁有DHIG已發行股本約99.66%權益，因此被視作擁有DHIG所持有本公司股份之權益。

12. DIGL擁有Dubai Investment Group (L.L.C)已發行股本49%權益，因此被視作擁有Dubai Investment Group (L.L.C)所持有本公司股份之權益。DIGL亦被視作擁有其全資附屬公司Dubai Ventures Group Limited (「DVGL」，前稱Dubai Ventures Limited)所持有本公司股份之權益。

13. 此包括(i)視作Dubai Ventures持有之本公司166,000,000股股份之權益；及(ii) DVGL持有之本公司2,542,000股股份之權益。

14. DGL擁有DIGL已發行股本100%權益及Dubai Group已發行股本49%權益。DGL因此被視作擁有DIGL及Dubai Group所持之本公司股份之權益。

15. These refer to the same interests in 168,542,000 shares of the Company held by Dubai Ventures and DVGL as set out in note 13.

16. Mr. Bin Rashid Al Maktoum Mohammed owned approximately 97.40% interest in the issued share capital of Dubai Holding and 100% interest in the issued share capital of DGL. Mr. Bin Rashid Al Maktoum Mohammed was therefore deemed to have interests in the shares of the Company in which Dubai Holding and DGL were interested.

17. These include interests in (i) 143,273,352 shares of the Company; (ii) the 2009 Warrants giving rise to an interest in 127,500 underlying shares of the Company; and (iii) unlisted cash settled derivatives of the Company, giving rise to an interest in 43,216,497 underlying shares of the Company.

18. Mr. John Zwaanstra was deemed to have interests in the shares and underlying shares of the Company through his 100% interest in Penta. Mr. John Zwaanstra was also deemed to have interests in the shares and underlying shares of the Company in which Penta Asia and Mercurius were interested through his control of more than one-third of the voting power of Penta Asia and Mercurius.

19. These refer to the same interests in 143,273,352 shares of the Company and a total of 43,343,997 underlying shares of the Company held by Penta.

20. The interests were held by Penta Master Fund, Ltd. ("Penta Master"), a wholly-owned subsidiary of Penta Asia. Mr. Todd Zwaanstra was deemed to have interests in the shares and underlying shares of the Company in which Penta Master was interested pursuant to his control of more than one-third of the voting power of Penta Asia as trustee of the Mercurius Partners Trust ("Mercurius Trust"), being a discretionary trust.

21. These duplicated parts of the interests of Penta and Mr. John Zwaanstra, and included an interest in (i) 57,752,534 shares of the Company; (ii) the 2009 Warrants giving rise to an interest in 87,674 underlying shares of the Company; and (iii) the unlisted cash settled derivatives of the Company, giving rise to an interest in 84,170,699 underlying shares of the Company.

22. Mercurius was the founder of the Mercurius Trust and was therefore deemed to have interests in the shares and underlying shares of the Company in which Mr. Todd Zwaanstra and Mercurius Trust were interested.

15. 此為列載於附註13由Dubai Ventures及DVGL持有之本公司168,542,000股股份之相同權益。

16. Bin Rashid Al Maktoum Mohammed先生擁有Dubai Holding已發行股本約97.40%權益及DGL已發行股本100%權益。Bin Rashid Al Maktoum Mohammed先生因此被視作擁有Dubai Holding及DGL所持之本公司股份之權益。

17. 此包括(i)於本公司143,273,352股股份；(ii)可產生127,500股本公司相關股份權益之2009年認股權證；及(iii)可產生43,216,497股本公司相關股份權益之本公司非上市以現金交收之衍生工具之權益。

18. John Zwaanstra先生持有Penta100%之權益，因此被視作擁有該等本公司股份及相關股份之權益。John Zwaanstra先生透過其控制Penta Asia及Mercurius逾三分之一之投票權亦被視作擁有Penta Asia及Mercurius所持之本公司股份及相關股份之權益。

19. 此為由Penta持有之本公司143,273,352股股份及合共43,343,997股本公司相關股份之相同權益。

20. 該等權益由Penta Asia之一間全資附屬公司Penta Master Fund, Ltd.(「Penta Master」)所持有。由於Todd Zwaanstra先生作為Mercurius Partners Trust (「Mercurius Trust」，為一項全權信託)之信託人控制Penta Asia逾三分之一之投票權，故Todd Zwaanstra先生被視作擁有Penta Master所持之本公司股份及相關股份之權益。

21. 此為Penta及John Zwaanstra先生部份重複之權益，並包括(i) 57,752,534股本公司股份；(ii)可產生87,674股本公司相關股份權益之2009年認股權證；及(iii)可產生84,170,699股本公司相關股份權益之本公司非上市以現金交收之衍生工具之權益。

22. Mercurius為Mercurius Trust之成立人，因此被視作擁有Todd Zwaanstra先生及Mercurius Trust所持之本公司股份及相關股份之權益。

23. The interests were held by Honest Opportunity Limited ("Honest Opportunity"), Sparkling Summer Limited ("Sparkling Summer") and Gold Chopsticks Limited ("Gold Chopsticks"). Honest Opportunity and Sparkling Summer were wholly-owned subsidiaries of Classic Fortune Limited ("Classic Fortune") while Gold Chopsticks was a wholly-owned subsidiary of Besford International Limited ("Besford"). Classic Fortune and Besford were in turn wholly-owned subsidiaries of COL. COL was therefore deemed to have interests in the shares and underlying shares of the Company in which Honest Opportunity, Sparkling Summer and Gold Chopsticks were interested.

24. These include interests in (i) 91,834,000 shares of the Company; and (ii) the 2009 Warrants giving rise to an interest in 12,673,469 underlying shares of the Company (at the adjusted subscription price of the 2009 Warrants of HK$5.88 per share).

25. Vigor Online owned approximately 38.56% interest in the issued share capital of COL and was therefore deemed to have interests in the shares and underlying shares of the Company in which COL was interested.

26. These refer to the same interests in 91,834,000 shares and 12,673,469 underlying shares of the Company held by Honest Opportunity, Sparkling Summer and Gold Chopsticks.

27. China Spirit owned 100% interest in the issued share capital of Vigor Online and was therefore deemed to have interests in the shares and underlying shares of the Company in which Vigor Online was interested.

28. Ms. Chong Sok Un owned 100% interest in the issued share capital of China Spirit and was therefore deemed to have interests in the shares and underlying shares of the Company in which China Spirit was interested. Additionally, Ms. Chong Sok Un was deemed to have an interest in the shares of the Company held by Bilistyle Investments Limited ("Bilistyle") through her 100% interest in Bilistyle.

29. These include interests (i) in 91,834,000 shares and 12,673,469 underlying shares of the Company held by Honest Opportunity, Sparkling Summer and Gold Chopsticks; and (ii) an interest in 1,225,000 shares of the Company held by Bilistyle.

23. 此權益由Honest Opportunity Limited(「Honest Opportunity」)、Sparkling Summer Limited(「Sparkling Summer」)及Gold Chopsticks Limited(「Gold Chopsticks」)持有。Honest Opportunity及Sparkling Summer為Classic Fortune Limited(「Classic Fortune」)之全資附屬公司,而Gold Chopsticks為Besford International Limited(「Besford」)之全資附屬公司。Classic Fortune及Besford則為中國網絡之全資附屬公司。因此,中國網絡被視作擁有Honest Opportunity、Sparkling Summer及Gold Chopsticks所持之股份及相關股份之權益。

24. 此包括(i)91,834,000股本公司股份;及(ii)可產生12,673,469股(按2009年認股權證經調整認購價每股5.88港元)本公司相關股份權益之2009年認股權證之權益。

25. Vigor Online持有中國網絡已發行股本約38.56%權益,因此被視作擁有中國網絡所持之本公司股份及相關股份之權益。

26. 此為由Honest Opportunity、Sparkling Summer及Gold Chopsticks持有本公司91,834,000股股份及12,673,469股相關股份之相同權益。

27. China Spirit持有Vigor Online已發行股本100%權益,因此被視作擁有Vigor Online所持之本公司股份及相關股份之權益。

28. 莊舜而女士擁有China Spirit已發行股本100%權益,因此,被視作擁有China Spirit所持股份及相關股份之權益。此外,莊舜而女士透過彼於Bilistyle Investments Limited (「Bilistyle」)擁有100%所權益而被視作擁有Bilistyle所持股份之權益。

29. 此包括(i)Honest Opportunity、Sparkling Summer及Gold Chopsticks所持91,834,000股股份及12,673,469股相關股份;及(ii)Bilistyle所持1,225,000股股份之權益。

All interests stated above represent long positions. As at 30 June 2008, no short positions were recorded in the SFO Register of the Company.

Save as disclosed above, as at 30 June 2008, the Directors are not aware of any other persons who have interests or short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would require to be disclosed to the Company pursuant to Part XV of the SFO.

上述所有權益均屬長倉。於2008年6月30日，根據本公司之證券期貨條例登記冊所載，並無淡倉記錄。

除上文所披露外，於2008年6月30日，董事根據證券期貨條例第XV部所規定本公司須予披露，並無察覺任何人於本公司或其任何相聯法團(釋義見證券期貨條例第XV部)之股份、相關股份或債券中擁有權益或淡倉。

CODE ON CORPORATE GOVERNANCE PRACTICES

During the six months ended 30 June 2008, the Company has applied the principles, and complied with the applicable code provisions, of the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange, except for certain deviations which are summarised below:

(a) Code Provision A.2.1

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer ("CEO") should be separated and should not be performed by the same individual.

Under the current organisation structure of the Company, the functions of a CEO are performed by the Executive Chairman, Mr. Lee Seng Huang, in conjunction with another Executive Director, Mr. Joseph Tong Tang, and a senior executive, Mr. Christophe Lee Kin Ping. The Executive Chairman oversees the management of the corporate administrative functions, as well as the Group's interest in its principal investment in UAF (whose day-to-day management lies with its designated Managing Director). Mr. Joseph Tong Tang acts as the CEO of Wealth Management, Capital Markets & Brokerage and Asset Management is headed by Mr. Christophe Lee Kin Ping.

The Board believes that this structure spreads the workload that would otherwise be borne by an individual CEO, allowing the fast growing businesses of the Group to be overseen by the appropriately qualified and experienced senior executives in those fields. Further, it can enhance communications and speed up decision making processes across the Company.

企業管治常規守則

於截至2008年6月30日止六個月期間，除下列簡述的部份外，本公司已應用及遵守聯交所證券上市規則(「上市規則」)附錄14所載之企業管治常規守則(「企業管治守則」)的適用守則條文：

(a) 守則條文A.2.1

企業管治守則之守則條文A.2.1規定主席及行政總裁之角色應有所區分及不可由同一人出任。

根據現行本公司之組織架構，行政總裁之職能由執行主席李成煌先生聯同另一名執行董事唐登先生以及一名高級行政人員李建平先生履行。執行主席監察公司之行政管理以及集團於亞洲聯合財務之主要投資之權益(其日常管理工作由其委派之董事總經理履行)，唐登先生則擔任財富管理、資本市場及經紀業務之行政總裁，而資產管理業務乃由李建平先生主管。

董事會相信，此架構將原應由單一行政總裁承擔之工作量分散，讓集團迅速發展之業務由稱職且具相關事務上具資深經驗之高級行政人員管理。此舉更可加強本公司之內部溝通及加快決策過程。

(b) Code Provisions B.1.3 and C.3.3

Code provisions B.1.3 and C.3.3 of the CG Code stipulate that the terms of reference of the remuneration committee and audit committee should include, as a minimum, those specific duties as set out in the respective code provisions.

The terms of reference of the Remuneration Committee adopted by the Company are in compliance with the code provision B.1.3, except that the Remuneration Committee should review (as opposed to determine under the code provision) and make recommendations to the Board on the remuneration packages of the Executive Directors only and not senior management (as opposed to Executive Directors and senior management under the code provision).

The terms of reference of the Audit Committee adopted by the Company are in compliance with the code provision C.3.3, except that the Audit Committee should (i) recommend (as opposed to implement under the code provision) the policy on the engagement of the external auditor to supply non-audit services; (ii) scrutinise (as opposed to ensure under the code provision) whether management has discharged its duty to have an effective internal control system; (iii) promote (as opposed to ensure under the code provision) the coordination between the internal and external auditors; and (iv) check (as opposed to ensure under the code provision) whether the internal audit function is adequately resourced.

(b) 守則條文B.1.3及C.3.3

企業管治守則之守則條文B.1.3及C.3.3規定薪酬委員會及審核委員會在權責範圍方面應最低限度包括該等條文所載之特定職責。

本公司已採納之薪酬委員會之權責範圍乃遵照守則條文B.1.3之規定，惟薪酬委員會僅就執行董事(不包括高級管理層(而非守則條文所述之所有執行董事及高級管理人員)之薪酬待遇作出檢討(而非守則條文所述之釐定)，並僅向董事會提出建議。

本公司已採納之審核委員會之權責範圍乃遵照守則條文C.3.3之規定，惟審核委員會僅(i)就委聘外聘核數師提供非核數服務之政策作出建議(而非守則條文所述之執行)；(ii)監察(而非守則條文所述之確保)管理層是否已履行其職責建立有效之內部監控系統；(iii)推動(而非守則條文所述之確保)內部和外聘核數師之工作得到協調；及(iv)檢視(而非守則條文所述之確保)內部稽核功能是否獲得足夠資源運作。

The Board considers that the Remuneration Committee and the Audit Committee should continue to operate according to the terms of reference adopted by the Company. The Board will review the terms at least annually and make appropriate changes if considered necessary.

董事會認為薪酬委員會及審核委員會應繼續根據本公司採納之權責範圍運作。董事會將最少每年檢討該等權責範圍一次，並在其認為需要時作出適當更改。

The reasons for the above deviations are set out in the "Corporate Governance Report" contained in the Company's annual report for the financial year ended 31 December 2007.

上述偏離行為之理由載於本公司截至2007年12月31日止財政年度之年報中「企業管治報告」內。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

董事進行證券交易之行為準則

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have fully complied with the required standard as set out in the Model Code throughout the period under review.

本公司已採納上市規則附錄10所載之標準守則，作為其董事進行證券交易之行為準則。經本公司明確查詢後，所有董事確認彼等於回顧期內已完全遵守標準守則內所訂之標準。

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the period under review.

本公司或其任何附屬公司概無於回顧期內購買、出售或贖回本公司任何上市證券。

Audit Committee Review
審核委員會之審閱

The Audit Committee of the Company has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a general review of the unaudited condensed consolidated financial report for the six months ended 30 June 2008. In carrying out this review, the Audit Committee has relied on a review conducted by the Group's external auditor in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants, and on the interim results announcement of the listed associate, as well as reports obtained from management. The Audit Committee has not undertaken detailed independent audit checks.

本公司之審核委員會連同管理層已審閱集團所採納之會計原則及慣例，並就內部監控及財務報告事項進行商討，包括對集團截至2008年6月30日止六個月之未經審核簡明綜合中期財務報告作出概括之審閱。而審核委員會乃依賴集團外聘核數師根據香港會計師公會頒佈之香港審閱工作準則2410號「獨立核數師對中期財務資料的審閱」所作之審閱、上市聯營公司之中期業績公佈，以及管理層之報告作出上述審閱。審核委員會並無進行詳細之獨立核數審查。

On behalf of the Board
Lee Seng Huang
Executive Chairman

Hong Kong, 12 September 2008

承董事會命
執行主席
李成煌

香港，2008年9月12日

新鴻基有限公司

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