



**POKFULAM DEVELOPMENT
COMPANY LIMITED**

博富臨置業有限公司

二零零八年年報

股份代號：二二五

ANNUAL REPORT 2008

Stock Code: 225

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CORPORATE INFORMATION

DIRECTORS

Wong Bing Lai (*Chairman*)
Wong Tat Chang, Abraham (*Managing Director*)
Wong Tat Kee, David
Wong Tat Sum, Samuel
Mdm. Lam Hsieh Li Chen, Linda*
Li Kwok Sing, Aubrey*
Sit Hoi Wah, Kenneth*

** Independent non-executive directors*

COMPANY SECRETARY

Tsang Man Kwok

REGISTERED OFFICE

23rd Floor, Beverly House
93-107 Lockhart Road
Wanchai
Hong Kong

PRINCIPAL BANKERS

The Bank of East Asia, Limited
DBS Bank (Hong Kong) Limited
Bank of China (Hong Kong) Limited
Wing Hang Bank, Limited

SOLICITORS

JSM
Huen & Partners Solicitors

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
35/F., One Pacific Place
88 Queensway
Hong Kong

REGISTRARS

Tricor Standard Limited
26/F., Tesbury Centre
28 Queen's Road East
Hong Kong

公司資料

董事

黃炳禮 (主席)
黃達漳 (董事總經理)
黃達琪
黃達琛
林謝麗瓊女士*
李國星*
薛海華*

** 獨立非執行董事*

公司秘書

曾文國

註冊辦事處

香港灣仔駱克道93至107號
利臨大廈23樓

主要往來銀行

東亞銀行
星展銀行(香港)
中國銀行(香港)
永亨銀行

律師

孖士打律師行
禰氏律師行

核數師

德勤 • 關黃陳方會計師行
執業會計師
香港金鐘道88號
太古廣場一座35樓

過戶及登記處

卓佳標準有限公司
香港皇后大道東28號
金鐘匯中心26樓

CHAIRMAN'S STATEMENT

PROFIT FOR THE YEAR

The consolidated net profit of the Group after taxation and minority interests for the year ended 30th September, 2008 was HK\$65.3 million, as compared to HK\$307.4 million for the previous year.

If the deferred tax credit net of revaluation deficit on investment properties of HK\$14.2 million (2007 – revaluation surplus on investment properties net of deferred tax of HK\$256.8 million) were to be excluded, the underlying net profit for the year would be HK\$51.1 million (2007 – HK\$50.6 million). The Group had benefited from the increase in rental income during the period under review. However, the mark down to market price of the listed securities held by the Group at balance sheet date had offset this increase.

DIVIDEND

The Board has recommended the payment of a final dividend of 13 cents per share to shareholders whose names appear on the Register of Members of the Company on 31st December, 2008. This, together with the interim dividend of 4 cents per share paid on 28th July, 2008, will give a total dividend of 17 cents per share for the whole year. Upon approval at the Annual General Meeting, the final dividend will be paid to shareholders on 6th January, 2009.

BUSINESS REVIEW

A. Hong Kong

The major portion of the Group's profit from operation for the financial year under review was derived from rental income of the Group's investment properties in Hong Kong. The Group's rental income had shown a 19% increase over that of the previous financial year. The increase was a reflection of the strong demand for the Group's residential and commercial properties in the period under review.

Elephant Holdings Limited (EHL), a subsidiary of the Group, had recorded a slight decline in sales revenue for the period under review. This was due to keen competition in the Public Address/Audio-Video Engineering field which is one of EHL's fields of specialty. In spite of the sales decline, EHL continued to contribute profit to the Group.

主席報告書

全年溢利

本集團截至二零零八年九月三十日止年度除稅及少數股東權益後之綜合溢利為港幣六千五百三十萬元，比較上年度溢利為港幣三億零七百四十萬元。

遞延稅項收入扣減投資物業重估虧損為港幣一千四百二十萬元(二零零七年：投資物業重估盈餘扣減遞延稅項為港幣二億五千六百八十萬元)，若撇除上述數額，年度內基本純利為港幣五千一百一十萬元(二零零七年：港幣五千零六十萬元)。過往一年，本集團受益於租金收入增長。惟於結算日本集團持有之上市證券市值下降，抵銷增加之租金。

股息

董事會現建議派發末期股息每股十三仙予二零零八年十二月三十一日登記於本公司股東名冊內之股東。上述建議之股息連同於二零零八年七月二十八日派發之中期股息每股四仙，全年之股息為每股十七仙。末期股息如在股東週年大會上通過，將於二零零九年一月六日派發予股東。

業務回顧

A. 香港

回顧本財政年度，本集團之營運溢利主要來自本集團之香港投資物業租金收入。本集團之租金收入比較上年度同期增加百份之十九，此增加反映在回顧期間本集團之住宅及商業物業有強大需求。

本集團附屬公司大象行有限公司(大象行)，在回顧期間其銷售收入有輕微減少。因大象行其中一項專業，公共廣播／視聽工程，受到激烈之競爭影響。雖然銷售減少，大象行繼續對本集團提供溢利。

CHAIRMAN'S STATEMENT (Continued)

B. Project in the Mainland

Silver Gain Plaza in Guangzhou (in which the Group has a one-third interest) - Construction of the 4-storey podium of Phase III of this project has recently been completed. Plans for an additional 15-storey office tower on top of the already completed commercial podium of Phase II of this project has recently been approved by the relevant authorities in Guangzhou. This proposed office tower will have a total floor area of 8,900 square meters. Construction of this office tower will commence upon obtaining the Construction Permit from the relevant authority after the Chinese New Year in 2009. Construction cost will be financed by bank loan and internal funding of the project company.

Residential units in Vivaldi Court of Manhattan Garden, Chao Yang District, Beijing - There had been slight improvement in the occupancy rate of the Group's properties in this project.

PROSPECTS

The financial tsunami which started in the third quarter of 2008 in the United States of America has spread to all parts of the world, leading to a downturn in the economies of China and Hong Kong. The decline in property value in Hong Kong is a reflection of this financial crisis.

In view of the above, the Group's rental income is likely to decline in the coming financial year.

In spite of the current adverse economic environment, the Group will continue to upgrade its property holdings to enhance their competitiveness in the rental market.

I take this opportunity to thank my colleagues on the Board and our staff members for their loyal service and contributions.

Wong Bing Lai
Chairman

Hong Kong, 1st December, 2008

主席報告書(續)

B. 國內項目

於廣州東銀廣場(其中本集團持有三分之一權益) - 此項目第三期之四層商業平台建築工程已於最近完成, 廣州市之有關部門最近批准額外加建一幢十五層高商業大廈於此項目內已完成之二期商業群樓上。計劃中之二期商廈總面積為八千九百平方米。大廈建築工程於取得有關部門之開工許可証後開展。預期明年農曆新年後可取得許可証。建築工程費用將由項目公司以銀行貸款及內部資金融資。

北京朝陽區京達花園威爾第閣之住宅單位 - 本集團於此項目之物業出租率有輕微改善。

業務發展

於二零零八年第三季源於美國之金融海嘯已擴散至全球各地, 使中國及香港之經濟轉壞, 香港物業價值之下降正反映此金融危機。

按上述情況, 預期本集團之物業租金收益於下個財政年度將會有很大機會下降。

雖然於現時之經濟環境不利, 本集團會持續提升所持物業之質素以增加其在物業市場之競爭力。

本人謹在此向董事會同寅及本集團各同事之忠誠服務及貢獻敬表謝忱。

主席
黃炳禮

香港, 二零零八年十二月一日

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

WONG BING LAI

*B.Sc. (Lingnan), H.D. (Hon) (Springfield), LL.D. (Hon) (Lingnan)
Chairman (Age: 91)*

Mr. Wong has been with the Group for over 30 years. He holds a Bachelor of Science degree in civil engineering from Lingnan University in China, an honorary Doctor of Humanics degree awarded by Springfield College, U.S.A. and an honorary Doctor of Laws degree awarded by Lingnan University, Hong Kong. He is one of the founders of the Group. He is the chairman of B L Wong (Holdings) Limited and Arran Investment Company Limited. He is also a director of Chinese YMCA of Hong Kong, United Christian Hospital, The Methodist Church Hong Kong, Lingnan Education Organization, Lingnan (University) College Sun Yat-sen University, YMCA College, Hong Kong Christian Service, Society of Builders Hong Kong, United Christian Nethersole Community Health Service and Hong Kong Central Hospital. He is the father of Mr. Wong Tat Chang, Abraham, Mr. Wong Tat Kee, David and Mr. Wong Tat Sum, Samuel.

WONG TAT CHANG, ABRAHAM

*B.Sc. (Cornell), Ph. D. (Calif. Berkeley)
Managing Director (Age: 57)*

Mr. Wong has been with the Group since 1981. He graduated from Cornell University with a Bachelor of Science degree in mechanical engineering and holds a Master and a Doctor of Philosophy degrees in mechanical engineering from the University of California at Berkeley. He is a director of Elephant Holdings Limited and Wah Ming Hong Holdings Limited (BVI). He is a son of Mr. Wong Bing Lai.

WONG TAT KEE, DAVID

*B. Sc., M.Sc. (Stanford), MBA (Western Ontario)
Director (Age: 56)*

Mr. Wong has been a director since 1981. He graduated from Stanford University with a Bachelor and a Master degree in mechanical engineering and also holds a Master of Business Administration degree from the University of Western Ontario. He has been involved in the building construction business in Hong Kong for over 25 years and is a director of B L Wong (Holdings) Limited and a number of private companies. He is a son of Mr. Wong Bing Lai.

WONG TAT SUM, SAMUEL

*B. Sc., B.A. (Tufts)
Director (Age: 53)*

Mr. Wong has been a director since 1981. He holds a Bachelor of Science degree in mechanical engineering and a Bachelor of Arts degree in economics from Tufts University. He has been actively involved in the building construction industry and property investment, development and management. He is a director of B L Wong (Holdings) Limited. He is a son of Mr. Wong Bing Lai.

董事及高級管理人員 個人資料

黃炳禮

主席 (91 歲)

黃先生在本集團服務超過三十年。他持有中國嶺南大學土木工程系學士學位，美國春田大學榮譽人文學博士及香港嶺南大學榮譽法學博士。他是本集團創辦人之一，同時是寶旺基業有限公司及雅蘭置業有限公司主席；並為中華基督教青年會、基督教聯合醫院、基督教循道衛理聯合會、嶺南教育機構、中山大學嶺南(大學)學院、青年會中學、香港基督教服務處、香港建築協會、基督教聯合那打素社康服務及香港港中醫院之董事。他是黃達漳先生、黃達琪先生及黃達琛先生之父親。

黃達漳

董事總經理 (57 歲)

黃先生自一九八一年起加入本集團。他畢業於美國康乃爾大學持有機械工程學士學位，並得到美國伯克來加州大學機械工程系碩士及博士學位。他是大象行有限公司及於英屬處女群島註冊之 Wah Ming Hong Holdings Limited 董事。他是黃炳禮先生之子。

黃達琪

董事 (56 歲)

黃先生自一九八一年起出任本集團董事。他畢業於美國史丹福大學持有機械工程系學士及碩士學位，並得加拿大西安大略大學工商管理系碩士學位。在香港從事建築業逾二十五年，現為寶旺基業有限公司及香港多間私人公司之董事。他是黃炳禮先生之子。

黃達琛

董事 (53 歲)

黃先生自一九八一年起出任本集團董事。他持有美國 Tufts University 機械工程系學士及經濟系文學學士學位。他積極從事樓宇建築行業及物業投資，發展及管理。他是寶旺基業有限公司董事。他是黃炳禮先生之子。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

LAM HSIEH LI CHEN, LINDA

Independent Non-executive Director (Age: 81)

Mdm. Lam was appointed as a director of the Group in 1973. She studied in Aurora College for Women, Shanghai. She is the elder of Kowloon Tong Church of the Chinese Christian and Missionary Alliance. She was the former director of China Paint Manufacture Company (1946) Limited and Arran Investment Company Limited.

LI KWOK SING, AUBREY

BSc, MBA

Independent Non-executive Director (Age: 58)

Mr. Li was appointed as an independent Non-executive Director on 30th September, 2004. He holds a Master of Business Administration degree from Columbia University and a Bachelor of Science degree in Civil Engineering from Brown University. He is the chairman of MCL Partners Limited, a Hong Kong-based financial advisory and investment firm. He has over 30 years' experience in merchant banking and commercial banking. He is currently non-executive director of five other Hong Kong listed companies, namely The Bank of East Asia Limited, Cafe de Coral Holdings Limited, China Everbright International Limited, CNPC (Hong Kong) Limited and Kowloon Development Company Limited. Mr. Li was previously a non-executive director of Value Partners China Greenchip Fund Limited and ABC Communications (Holdings) Limited until 26th March, 2007 and 18th September, 2008 respectively.

SIT HOI WAH, KENNETH

LLB (Hons.)

Independent Non-Executive Director (Age: 50)

Mr. Sit was appointed as an independent Non-executive Director on 10th October, 2005. He holds a Bachelor of Laws (Hons.) degree from the University of Hong Kong. Mr. Sit is a practising solicitor and notary public in Hong Kong. He has over 20 years' experience in the legal profession. Mr. Sit is the principal of Messrs. Kenneth Sit, Solicitors.

TSANG MAN KWOK

FCCA, CPA

Company Secretary and Group Accounting Manager (Age: 57)

Mr. Tsang has been with the Group since 1984. He is a Fellow of the Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. He is now responsible for the company secretarial, financial and accounting aspects of the Group.

董事及高級管理人員 個人資料(續)

林謝麗瓊

獨立非執行董事(81歲)

林女士自一九七三年起成為本集團董事。她於上海震旦女士文理學院肄業。她是香港九龍塘基督教中華宣道會長老。亦曾任中華製漆(一九四六)有限公司及雅蘭置業有限公司董事。

李國星

獨立非執行董事(58歲)

李先生自二零零四年九月三十日起成為本集團獨立非執行董事。他持有哥倫比亞大學商業行政碩士學位及布朗大學土木工程學士學位。他是偉業資本有限公司主席，此為一間以香港為基地之財務顧問及投資公司。他在商人銀行及商業銀行界擁有逾30年之經驗。他現為五間其他香港上市公司包括東亞銀行有限公司、大家樂集團有限公司、中國光大國際有限公司、中國(香港)石油有限公司及九龍建業有限公司之非執行董事。李先生之前為Value Partners China Greenchip Fund Limited及佳訊(控股)有限公司之非執行董事，分別直至二零零七年三月二十六日及二零零八年九月十八日終止。

薛海華

獨立非執行董事(50歲)

薛先生自二零零五年十月十日起成為本集團獨立非執行董事。他持有香港大學榮譽法律學士學位。薛先生為香港執業律師及法律公證人。他於法律專業擁有逾二十年經驗，薛先生為薛海華律師行之東主。

曾文國

公司秘書及集團會計經理(57歲)

曾先生自一九八四年為本集團服務。曾先生為英國特許公認會計師公會資深會員及香港會計師公會會計師。他負責本集團之公司秘書、財務及會計等工作。

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Pokfulam Development Company Limited (“the Company”) will be held at Kellett Room III, 3/F., The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 31st December, 2008 at 3:30 p.m. for the following purposes: –

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditor for the year ended 30th September, 2008.
2. To declare a Final Dividend for the year ended 30th September, 2008.
3. To re-elect Directors and fix their remuneration for 2009.
4. To re-appoint Auditor and authorise the Board of Directors to fix their remuneration for the year ending 30th September, 2009.

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions shown as items 5, 6, and 7 as ordinary resolutions: –

5. “THAT: –
 - (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued shares be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of the shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the existing issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly;
 - (c) for the purpose of this Resolution: –

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of: –

 - (i) the conclusion of the next Annual General Meeting of the Company;

股東週年大會通告

茲通告博富臨置業有限公司(「本公司」)謹訂於二零零八年十二月三十一日(星期三)下午三時三十分在香港銅鑼灣告士打道281號香港怡東酒店三樓怡禮閣III，召開股東週年大會，議程如下：–

- (一) 省覽及接納截至二零零八年九月三十日止年度已審核之財務報告表及董事會與核數師之報告。
- (二) 宣佈派發截至二零零八年九月三十日止年度之末期股息。
- (三) 重選董事及釐定其二零零九年酬金。
- (四) 續聘核數師及授權董事會釐定其截至二零零九年九月三十日止年度酬金。

作為特別事項，考慮及酌情通過(不論是否作出修訂)下列第五、六及七項決議案為普通決議案：–

- (五) 「動議：–
 - (a) 在本決議案(b)段規限下，一般及無條件批准董事於有關期間內行使本公司全部權力購回已發行股份；
 - (b) 根據上文(a)段所述批准在香港股份購回守則規限下可在香港聯合交易所有限公司或獲香港證券及期貨事務監察委員會及香港聯合交易所有限公司就此認可之任何其他證券交易所購回之股份總面值不得超過本公司於通過本決議案當日之現有已發行股本10%，而上述批准須受相應限制；
 - (c) 就本決議案而言：–

「有關期間」指由通過本決議案至下列日期止(以較早者為準)之期間：–

 - (i) 本公司下屆股東週年大會結束時；

NOTICE OF ANNUAL GENERAL MEETING (Continued)

股東週年大會通告(續)

- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

- (ii) 法例規定本公司舉行下屆股東週年大會之期限屆滿時；及
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案賦予之權力。」

6. “THAT: –

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and warrants which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and warrants which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to: –
 - (i) a Rights Issue;
 - (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company;

shall not exceed the aggregate of: –

- (aa) 20 per cent of the existing issued share capital of the Company at the date of passing this Resolution; and

(六)「動議: –

- (a) 在本決議案(c)段規限下，一般及無條件批准本公司董事於有關期間內行使本公司全部權力配發、發行及處置本公司股本中之額外股份，並作出或授予可能需要行使上述權力之售股建議、協議、優先認股權及認股權證；
- (b) (a)段所述批准將授權本公司董事於有關期間內作出或授予可能需於有關期間終結後始行使上述權力之售股建議、協議、優先認股權及認股權證；
- (c) 本公司董事依據(a)段之批准配發或有條件或無條件同意配發(不論依據優先認股權或其他事項)之股本總面值，並非因: –
 - (i) 配售新股；
 - (ii) 當時就向本公司及／或其任何附屬公司之行政人員及／或僱員授予或發行股份或購入本公司股份之權利而採納之任何優先認股計劃或類似安排；或
 - (iii) 根據本公司之公司組織章程細則以配發股份代替本公司股份獲派之全部或部份股息之任何實物股息或類似安排；

不得超過下列各項之總額: –

- (aa) 本公司於通過本決議案當日之現有已發行股本20%；另加

NOTICE OF ANNUAL GENERAL MEETING (Continued)

股東週年大會通告 (續)

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent of the existing issued share capital of the Company at the date of passing this Resolution), and the said approval shall be limited accordingly; and

(bb) (倘董事獲本公司股東另行通過一項普通決議案授權) 本公司於通過本決議案之後購回之股本面值(最多可達本公司於通過本決議案當日之現有已發行股本10%)，故上述批准須受相應限制；及

(d) for the purpose of this Resolution: –

(d) 就本決議案而言：–

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of: –

「有關期間」指由通過本決議案至下列日期止(以較早者為準)之期間：–

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

- (i) 本公司下屆股東週年大會結束時；
- (ii) 法例規定本公司舉行下屆股東週年大會之期限屆滿時；及
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案賦予之權力；及

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

「配售新股」指本公司董事於指定期間內向於指定記錄日期名列股東名冊之本公司各類股份持有人按其當時之持股比例發售股份之建議(惟本公司董事有權就零碎股份或就任何本港以外地域之法律或任何認可監管機構或任何證券交易所之規定而在彼等認為必須或權宜之情況下取消若干股東在此方面之權利或作出其他安排)。」

7. “THAT the Directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution No. 6 of the notice convening this Meeting in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

(七)「**動議**授權本公司董事就本會議通告所載第6項決議案(c)段(bb)分段所述之本公司股本而行使(a)段所述之本公司權力。」

By Order of the Board
Tsang Man Kwok
Secretary

承董事會命
秘書
曾文國

Hong Kong, 5th December, 2008

香港，二零零八年十二月五日

NOTICE OF ANNUAL GENERAL MEETING (Continued)

Notes:

- (1) The Register of Members will be closed from Tuesday, 23rd December, 2008 to Wednesday, 31st December, 2008 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's registrars, Tricor Standard Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Monday, 22nd December, 2008.
- (2) Any member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. All proxies must be deposited with the registered office of the Company, 23rd Floor, Beverly House, 93-107 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting.
- (3) With reference to Resolution No. 3 above, Mr. Wong Tat Chang, Abraham, Mr. Wong Tat Kee, David and Mr. Sit Hoi Wah, Kenneth, will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix II to the circular dated 5th December, 2008.
- (4) With reference to Resolutions Nos. 5, 6 and 7 above, the Directors wish to state that they have no immediate plans to repurchase any existing shares or to issue any new shares pursuant to the relevant mandate.

股東週年大會通告(續)

附註：

- (1) 本公司將由二零零八年十二月二十三日(星期二)至二零零八年十二月三十一日(星期三)(首尾兩天包括在內)，暫停辦理股票過戶登記手續，凡已購買本公司股票之人士，為確保享有收取普通股末期股息，請將購入股票連同過戶文件於二零零八年十二月二十二日(星期一)下午四時前送達香港皇后大道東28號金鐘匯中心26樓卓佳標準有限公司辦理登記。
- (2) 任何有權出席上述會議通告召開之會議及於會上投票之股東均可委派一名或多名代表代其出席會議，並於進行表決時代其投票。受委代表毋須為本公司股東。所有代表委任表格最遲須於會議指定舉行時間四十八小時前送達本公司註冊辦事處，地址為香港灣仔駱克道93-107號利臨大廈23樓。
- (3) 有關上述第3項決議案，黃達漳先生、黃達琪先生及薛海華先生將於股東週年大會上依章輪流告退，惟願膺選連任。上述董事之詳細資料已載於二零零八年十二月五日之通函附錄二。
- (4) 有關上述第5、6及7項決議案，董事擬聲明彼等暫無計劃根據有關授權購回任何現有股份，或發行任何新股份。

CORPORATE GOVERNANCE REPORT

The board of directors (“Board”) of the Company is pleased to present this Corporate Governance Report in the Group’s annual report for the year ended 30th September, 2008.

The Company recognizes the importance of high standards of corporate governance to sustain healthy growth and has taken a proactive approach in strengthening corporate governance practices in accordance with the needs of its business.

The Code on Corporate Governance Practices (“CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (“Listing Rules”) sets out the principle of good corporate governance and two levels of corporate governance practices:

- (a) code provisions which listed issuers are expected to comply with or to give considered reasons for any deviation; and
- (b) recommended best practices for guidance only, which listed issuers are encouraged to comply with or to give considered reasons for deviation.

The Company’s corporate governance practices are based on the principles and code provisions as set out in the CG Code.

Apart from the fact that the Company’s non-executive directors have no fixed term of office, the Company has complied with all the code provisions as set out in the CG Code throughout the year under review.

The Company will review periodically and improve its corporate governance practices to ensure that these continue to meet the requirements of the CG Code.

The key corporate governance principles and practices of the Company are summarised as follows:

THE BOARD

Responsibilities

The Board is responsible for the leadership and control of the Company and oversees the Group’s businesses, strategic decisions and performances. The Board has also established Board committees and has delegated to these Board committees various responsibilities set out in their terms of reference respectively.

The Board reserves for its decisions all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those may involve conflicts of interests), financial information, appointment of directors and other significant financial and operational matters.

All directors have carried out their duties in good faith and in compliance with the standards of applicable laws and regulations, and have acted in the interests of the Company and its shareholders at all times.

企業管治報告

本公司董事會（「董事會」）欣然提呈載列於截至二零零八年九月三十日止年度本集團年報內之企業管治報告。

本公司認同優良之企業管治對本公司之持續穩健發展之重要性，並採取積極進取策略，因應其業務需要而強化企業管治常規。

香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載之企業管治常規守則（「常規守則」）載列良好企業管治之原則及兩個層次之企業管治常規：

- (a) 守則條文—上市公司預期須遵守該守則條文或對任何偏離該守則條文作出經考慮之理由；及
- (b) 只屬指引之建議最佳常規—鼓勵上市公司遵守該建議最佳常規或偏離該常規時作出經考慮之理由。

本公司之企業管治常規乃按照載於常規守則內之原則及守則條文而制定。

除本公司之非執行董事並無固定任期外，本公司於回顧之年度一直遵守載於常規守則內之全部守則條文。

本公司將定期檢討及改進其企業管治常規，以確保該等常規繼續符合常規守則之規定。

本公司主要之企業管治原則及常規概述如下：

董事會

責任

董事會負責本公司之領導及監控及監察本集團之業務，策略性決定及表現。董事會亦已成立董事委員會及已授權此等董事委員會不同之責任分別載於其職權範圍內。

董事會保留對本公司所有重大事宜之決定權，包括：批准及監控所有政策事項，整體策略及預算，內部監控及風險管理系統，重大交易（特別是可能涉及利益衝突之交易），財務資料，董事任命及其他重要財務及營運事項。

所有董事均真誠地履行職責及遵守適用法律及法規之標準，並一直以本公司及其股東之利益行事。

CORPORATE GOVERNANCE REPORT (Continued)

THE BOARD (Continued)

Responsibilities (Continued)

The day-to-day management, administration and operation of the Company are delegated to the Managing Director (who is also the Chief Executive Officer within the meaning of the CG Code) and the senior management. The delegated functions and work tasks are periodically reviewed. The senior management is required to obtain prior approval from the Board for any significant transactions.

All directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulations are followed. Each director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board. All directors of the Company take decisions objectively in the interests of the Company.

Composition

The Board currently comprises seven members, consisting of four executive directors and three independent non-executive directors.

The Board of the Company comprises the following directors:

Executive Directors

Mr. Wong Bing Lai (*Chairman of the Board*)
Mr. Wong Tat Chang, Abraham
(*Managing Director and Member of Remuneration Committee*)
Mr. Wong Tat Kee, David
Mr. Wong Tat Sum, Samuel

Independent Non-executive Directors

Mdm. Lam Hsieh Li Chen, Linda (*Member of Audit Committee*)
Mr. Li Kwok Sing, Aubrey
(*Chairman of Audit Committee and
Member of Remuneration Committee*)
Mr. Sit Hoi Wah, Kenneth
(*Chairman of Remuneration Committee
and Member of Audit Committee*)

The list of directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

The relationships among the members of the Board are disclosed under "Directors' Biographical Information" on pages 5 to 6.

The Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise at all time during the year ended 30th September, 2008.

企業管治報告 (續)

董事會 (續)

責任 (續)

本公司之日常管理、行政及營運已授權予董事總經理 (其根據常規守則之定義亦為行政總裁) 及高級管理層。獲授權之職能及工作任務會定期檢討。高級管理層於任何重大交易須事先獲得董事會之批准。

所有董事均可全面及適時獲得所有有關資料以及獲得公司秘書之意見及服務，以確保董事會之程序及所有適用規則及規例均獲得遵守。每位董事一般可於適當之情況下向董事會要求尋求獨立專業意見，而費用由本公司支付。本公司所有董事均客觀地作出符合本公司利益之決定。

成員

董事會現由七位成員組成，包括四位執行董事及三位獨立非執行董事。

本公司董事會由下列董事組成：

執行董事

黃炳禮先生 (*董事會主席*)
黃達漳先生
(*董事總經理及薪酬委員會成員*)
黃達琪先生
黃達琛先生

獨立非執行董事

林謝麗瓊女士 (*審核委員會成員*)
李國星先生
(*審核委員會主席及
薪酬委員會成員*)
薛海華先生
(*薪酬委員會主席及
審核委員會成員*)

董事名單 (按類別) 已披露於本公司不時根據上市規則而刊發之所有公司通訊內。

董事會成員相互之關係已於第5頁至第6頁之「董事個人資料」內披露。

截至二零零八年九月三十日止年度內，董事會一直符合上市規則有關委任至少三名獨立非執行董事，而其中至少一位獨立非執行董事具備適當之專業資格，或會計或相關之財務管理專長之規定。

CORPORATE GOVERNANCE REPORT (Continued)

THE BOARD (Continued)

Composition (Continued)

The Company has received written annual confirmation from each independent non-executive director of his/her independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

All directors, including independent non-executive directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive directors have been invited to serve on the Audit and Remuneration Committees of the Company.

Appointment and Succession Planning of Directors

The Company has established formal, considered and transparent procedures for the appointment and succession planning of directors.

Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election.

Although the independent non-executive directors are not appointed for a specific term, all directors of the Company are subject to retirement by rotation at least once every three years in accordance with Article 119 of the Company's Articles of Association and any new director appointed to fill a casual vacancy or as an additional director shall submit himself/herself for re-election by shareholders at the first general meeting of the Company after appointment (in case of filling of casual vacancy) or the next following annual general meeting of the Company (in case of appointment of additional director) pursuant to Article 124 of the Company's Articles of Association.

The Board reviewed its own structure, size and composition regularly to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company.

Where vacancies on the Board exist, the Board will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary.

In accordance with Article 119 of the Company's Articles of Association, Messrs. Wong Tat Chang, Abraham, Wong Tat Kee, David and Sit Hoi Wah, Kenneth shall retire by rotation and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The Board recommended the re-appointment of the directors standing for re-election at the forthcoming annual general meeting of the Company.

The Company's circular dated 5th December, 2008 contains detailed information of the directors standing for re-election.

企業管治報告 (續)

董事會 (續)

成員 (續)

本公司已從每位獨立非執行董事獲得按上市規則之規定就其獨立性之年度確認書。根據上市規則所載有關獨立性之指引，本公司認為全部獨立非執行董事均屬獨立人士。

全部董事包括獨立非執行董事為董事會帶來廣泛之寶貴營商經驗、知識及專業令其運作有效率及有效。獨立非執行董事已被邀請加入本公司之審核委員會及薪酬委員會。

董事之委任及接任計劃

本公司已就董事之委任及接任計劃，成立正式、周詳及具透明度之程序。

守則條文第A.4.1條規定非執行董事應有特定任期，惟可予以重選。

雖然獨立非執行董事之委任並無特定任期，但本公司所有董事須根據本公司之組織章程細則第119條，至少每三年輪值退任一次，而根據本公司組織章程細則第124條，任何獲委任以填補空缺之新董事將須於獲委任後之本公司首屆股東大會上由股東重選，或任何作為新增董事之新董事將須於本公司下一屆之股東週年大會上由股東重選。

董事會定期檢討其本身架構，規模及組成情況，以確保擁有平衡之專長、技能及經驗適用於本公司業務之需求。

倘董事會出現職位空缺，則董事會將透過參考候選人之技能、經驗、專業知識、個人誠信及可撥出時間、本公司之需要及其他相關法定規定及規例而落實選舉程序。如有必要可聘請外界招聘代理，以進行招聘及遴選程序。

根據本公司之組織章程細則第119條，黃達漳先生、黃達琪先生及薛海華先生將於應屆股東週年大會上輪值告退，並符合資格且願膺選連任。

董事會建議重新委任願意於本公司應屆股東週年大會上膺選連任之董事。

本公司於二零零八年十二月五日之通函載有願意膺選連任之董事詳細資料。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Training for Directors

Each newly appointed director receives comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

The directors are continually updated with developments in the legal and regulatory regime and the business and market environments to facilitate the discharge of their responsibilities. Continuing briefing and professional development for directors will be arranged whenever necessary.

Board and Board Committees Meetings

Number of Meetings and Directors' Attendance

During the year ended 30th September, 2008, four regular Board meetings were held at approximately quarterly intervals for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company.

The individual attendance record of each director at the meetings of the Board, Remuneration Committee and Audit Committee during the year ended 30th September, 2008 is set out below:

Name of Directors	董事名稱	Attendance/Number of Meetings 出席次數／會議次數		
		Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會
Executive Directors				
Mr. Wong Bing Lai (Chairman of the Board)	黃炳禮先生 (董事會主席)	4/4	N/A 不適用	N/A 不適用
Mr. Wong Tat Chang, Abraham (Managing Director and Member of Remuneration Committee)	黃達漳先生 (董事總經理及薪酬 委員會成員)	4/4	1/1	N/A 不適用
Mr. Wong Tat Kee, David	黃達琪先生	4/4	N/A 不適用	N/A 不適用
Mr. Wong Tat Sum, Samuel	黃達琛先生	3/4	N/A 不適用	N/A 不適用
Independent Non-executive Directors				
Mdm. Lam Hsieh Li Chen, Linda (Member of Audit Committee)	林謝麗瓊女士 (審核委員會成員)	4/4	N/A 不適用	3/3
Mr. Li Kwok Sing, Aubrey (Chairman of Audit Committee and Member of Remuneration Committee)	李國星先生 (審核委員會主席及 薪酬委員會成員)	3/4	1/1	2/3
Mr. Sit Hoi Wah, Kenneth (Chairman of Remuneration Committee and Member of Audit Committee)	薛海華先生 (薪酬委員會主席及 審核委員會成員)	4/4	1/1	3/3

董事培訓

每位新委任之董事於首次接受委任時均會獲得全面、正式兼特為其而設之就任須知，以確保該董事對本公司之業務及運作均有適當之理解，以及完全清楚其本人按上市規則及有關監管規定所應負之責任及義務。

董事持續獲提供法律及監管制度之發展，以及業務及市場環境之最新信息，以協助履行其責任。本公司將有需要之時候安排提供持續之簡報及專業發展予董事。

董事會及董事委員會會議

會議次數及董事出席次數

於截至二零零八年九月三十日止年度，舉行了四次定期董事會會議，大約每季舉行一次，以審閱及批准財務及經營表現，以及考慮及批准本公司之整體策略及政策。

截至二零零八年九月三十日止年度內，每位董事於董事會、薪酬委員會及審核委員會之會議個人出席記錄如下：

CORPORATE GOVERNANCE REPORT

(Continued)

Practices and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to directors in advance.

Notices of regular Board meetings are served to all directors at least 14 days before the meetings. For other Board and committee meetings, reasonable notice is generally given.

Board papers are sent to all directors at least 3 days before each Board meeting or committee meeting to keep the directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each director also have separate and independent access to the senior management whenever necessary.

The senior executive will be invited to attend Board and committee meetings to give advice on business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Company.

The Company Secretary is responsible to take and keep minutes of all Board meetings and committee meetings. Draft minutes are normally circulated to directors for comment within a reasonable time after each meeting and the final version is open for directors' inspection.

According to current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a director, will be considered and dealt with by the Board at a duly convened Board meeting. The Company's Articles of Association also contain provisions requiring directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

CHAIRMAN AND MANAGING DIRECTOR

The positions of the Chairman and Managing Director are held by Mr. Wong Bing Lai and Mr. Wong Tat Chang, Abraham respectively. Their respective responsibilities are clearly defined and set out in writing.

The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the senior management, the Chairman is also responsible for ensuring that the directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings.

The Managing Director focuses on implementing objectives, policies and strategies approved and delegated by the Board. He is in charge of the Company's day-to-day management and operations. The Managing Director is also responsible for developing strategic plans and formulating the organizational structure, control systems and internal procedures and processes for the Board's approval.

企業管治報告

(續)

會議常規及程序

週年大會之日程及每次會議之草擬議程一般會預早發給董事。

定期舉行之董事會會議通告乃於董事會會議舉行前至少十四日送達予所有董事。至於其他董事會及委員會會議，一般會發出合理通知。

董事會文件會於各董事會會議及委員會會議舉行前至少三日寄發予所有董事，以通知董事本公司之最近發展及財政狀況，讓彼等達致知情決定。董事會及各董事亦可於有需要時個別獨立接觸高級管理層。

高級管理人員會被邀請出席董事會及委員會會議，以就業務發展、財務及會計事宜、遵守法規事宜、企業管治及本公司其他主要方面提供意見。

公司秘書負責編製及保存所有董事會會議及委員會會議之會議記錄。會議記錄初稿一般於該大會舉行後之合理時間內予董事傳閱以供彼等給予意見，而最終版本乃公開供董事查閱。

根據現時之董事會常規，任何涉及主要股東或董事利益衝突之重大交易將由董事會於正式召開之董事會會議上考慮及處理。本公司之組織章程細則亦載有條文，規定董事須於批准該等董事或彼等之任何聯繫人士擁有重大利益之交易之大會上放棄投票，且不計入有關會議之法定人數。

主席及董事總經理

主席及董事總經理之職位分別由黃炳禮先生及黃達濶先生擔任。彼等各自之職責已清楚界定，並以書面記載。

主席提供領導及根據良好之企業管治常規負責董事會之有效運作。憑藉高級管理層之支持，主席亦負責確保董事及時收取充足、完整及可靠之資料，並就於董事會會議上提出之事宜獲得適當簡報。

董事總經理則專注於實踐董事會所批准及委派之目標、政策及策略。彼負責本公司之日常管理及營運。董事總經理亦負責發展策略計劃，及制定組織架構、監控系統及內部程序及過程，以供董事會批准。

CORPORATE GOVERNANCE REPORT

(Continued)

企業管治報告

(續)

BOARD COMMITTEES

The Board has established two committees, namely, the Remuneration Committee and Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website at <http://www.tricor.com.hk/webservice/00225> and will be made available to shareholders upon request. Board committees shall report to the Board on their work, findings, recommendations and decisions pursuant to their terms of reference.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Remuneration Committee

The Company has established a Remuneration Committee with specific terms of reference. The Remuneration Committee comprises three members, namely Mr. Sit Hoi Wah, Kenneth (Chairman), Mr. Wong Tat Chang, Abraham and Mr. Li Kwok Sing, Aubrey, and the majority of them are independent non-executive directors.

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of all directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The Remuneration Committee met once during the year ended 30th September, 2008 and reviewed the remuneration policy and structure of the Company and remuneration packages of all directors and the senior management for the year under review.

Audit Committee

The Audit Committee comprises three independent non-executive directors (including one independent non-executive director who possesses the appropriate professional qualifications or accounting or related financial management expertise) and Mr. Li Kwok Sing, Aubrey is the Chairman of the Committee. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The main duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the qualified accountant or external auditor before submission to the Board.

董事委員會

董事會已成立兩個委員會，分別為薪酬委員會及審核委員會，以監督本公司事務之各特定方面。本公司之所有董事委員會之職權範圍均以書面界定。董事委員會之職權範圍已刊登於本公司之網站<http://www.tricor.com.hk/webservice/00225>及於股東要求時可供查閱。董事委員會將根據其職權範圍向董事會報告其工作、發現、建議及決定。

董事委員會獲提供充足資源以履行彼等之職責，並能於作出合理要求時在適當情況下尋求獨立專業意見，而費用由本公司支付。

薪酬委員會

本公司已成立具有特定職權範圍之薪酬委員會。薪酬委員會包括三位成員，分別是薛海華先生(主席)，黃達漳先生及李國星先生，而大部份之委員會成員為獨立非執行董事。

薪酬委員會的主要目的包括提議及審批薪酬政策及架構及全部董事及高級管理層之薪酬待遇。薪酬委員會亦負責設立具透明度之程序，以制定該薪酬政策及架構，並確保董事或任何聯繫人士不得參與訂定其本身之酬金。該薪酬之釐定將參考個人及本公司之表現以及市場慣例及情況。

截至二零零八年九月三十日止年度，薪酬委員會舉行了一次會議，以審閱本公司之薪酬政策及架構及回顧年度全部董事及高級管理層之薪酬待遇。

審核委員會

審核委員會由三名獨立非執行董事(包括一位具備適當之專業資格，或會計或相關之財務管理專長之獨立非執行董事)組成及李國星先生為委員會主席。審核委員會所有成員並非本公司現時之外聘核數師之前任合夥人。

審核委員會的主要職責包括如下：

- 審閱財務報告表及報告及考慮任何由合資格會計師或外聘核數師向董事會提出之重大或不尋常事項。

CORPORATE GOVERNANCE REPORT (Continued)

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

- To review the relationship with the external auditor by reference to the work performed by the auditor, its fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditor.
- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The Audit Committee held three meetings during the year ended 30th September, 2008 to review the financial results and reports, financial reporting and compliance procedures, financial control system, internal control system, risk management system and the re-appointment of the external auditor.

The Audit Committee provides supervision on the internal controls system of the Company and will report to the Board on any variance or risks identified by the management and make recommendations to the Board.

The Company's annual results for the year ended 30th September, 2008 has been reviewed by the Audit Committee.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the directors and the directors have confirmed that they have complied with the Model Code throughout the year ended 30th September, 2008.

The Company also has established written guidelines on no less exacting terms than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 30th September, 2008.

企業管治報告 (續)

董事委員會 (續)

審核委員會 (續)

- 審閱公司與外聘核數師之關係，參考外聘核數師之工作、酬金及聘用條款，並向董事會提供有關外聘核數師之委任、重新委任及罷免之建議。
- 審閱本公司之財務申報系統、內部監控系統、風險管理系統及有關程序是否足夠及有效。

截至二零零八年九月三十日止年度內，審核委員會舉行了三次會議，以檢討本公司之財務業績及報告、財務申報及合規程序、財務監控系統、內部監控系統、風險管理系統及外聘核數師之重新委任。

審核委員會監督本公司之內部監控系統，並向董事會匯報任何管理層確定之差別及風險，並向董事會作出推薦意見。

本公司截至二零零八年九月三十日止年度之年度業績已由審核委員會審閱。

進行證券交易之標準守則

本公司已採納上市規則附錄10所載之上市公司董事進行證券交易之標準守則（「標準守則」）。

經向本公司所有董事作出查詢及董事已確認截至二零零八年九月三十日止年度一直遵守標準守則。

對於可能會擁有本公司未公開而可引致股價波動資料之僱員，本公司亦已就有關僱員買賣證券事宜設定內容與標準守則相同之書面指引（「僱員書面指引」）。

本公司並無發現有任何僱員不遵守僱員書面指引。

有關財務報告表之董事責任

董事確認負責編製本公司截至二零零八年九月三十日止年度之財務報告表之責任。

CORPORATE GOVERNANCE REPORT (Continued)

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS (Continued)

The directors are responsible for overseeing the preparation of financial statements of the Company with a view to ensuring that such financial statements give a true and fair view of the state of affairs of the Group and that relevant statutory requirements and applicable accounting standards are complied with.

The Board received from the management explanation and relevant information which enable the Board to make an informed assessment for approving the financial statements.

AUDITOR'S REMUNERATION

The statement of the external auditor of the Company about its reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 27 to 28.

During the year under review, the remuneration paid to the Company's external auditor, Messrs Deloitte Touche Tohmatsu, is set out below:

Category of Services	Fee paid/payable HK\$'000
Audit services	648
Non-audit services	
– Tax and other services	177
	<u>825</u>

INTERNAL CONTROLS

During the year under review, the Board, through the Audit Committee, has conducted a review of the effectiveness of the internal control system of the Company. The review has covered the financial, operational, compliance and risk management aspect of the Company.

The Board is responsible for maintaining an adequate internal control system to safeguard shareholder investments and Company assets, and reviewing the effectiveness of such on an annual basis through the Audit Committee. The Company has developed its systems of internal control and risk management and will continue to review procedures implemented for assessing their effectiveness.

The internal control system of the Group is designed to facilitate effective and efficient operations, to ensure reliability of financial reporting and compliance with applicable laws and regulations, to identify and manage potential risks, and to safeguard assets of the Group.

企業管治報告 (續)

有關財務報告表之董事責任(續)

董事負責監察本公司之財務報告表之編製，以確保財務報告表真實及公平地反映本集團之財務狀況，並符合相關法規及適用會計準則。

董事會就管理層提供之解釋及有關資料，以便董事會作出知情評估，以供審批財務報告表。

核數師酬金

本公司外聘核數師於財務報告表作出之申報責任聲明載於第27頁至第28頁之「獨立核數師報告書」。

於回顧年度內，支付予本公司之外聘核數師德勤•關黃陳方會計師行之服務酬金載列如下：

服務之類別	已付／應付費用 港幣千元
核數服務	648
非核數服務	
– 稅務及其他服務	177
	<u>825</u>

內部監控

於回顧年度內，董事會透過審核委員會已對本公司之內部監控系統效率作出檢討。有關檢討包括本公司之財務、運作、合規及風險管理等各方面。

董事會負責維持足夠之內部監控系統，以保障股東投資及本公司資產，及透過審核委員會每年檢討內部監控系統之效率。本公司已建立其內部監控系統及風險管理及將會持續檢討已執行之情序用作評估其效率。

本集團之內部監控系統為配合有效及具效率之營運而設計，以確保財務匯報可靠及符合適用法律及規例，以識別及管理潛在之風險及保障本集團之資產。

CORPORATE GOVERNANCE REPORT (Continued)

INTERNAL CONTROLS (Continued)

The management also conducts periodic independent reviews on the operations of individual divisions to identify any irregularities and risks, develops action plans and recommendations to address the identified risks and to report to the Audit Committee on any key findings.

The Audit Committee, in turn, reports to the Board on any material issues and makes recommendations to the Board.

SHAREHOLDER RIGHTS AND INVESTOR RELATIONS

To safeguard the shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors.

The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Company's Articles of Association. Details of such rights to demand a poll and the poll procedures are included in all circulars to shareholders and will be explained during the proceedings of meetings.

Poll results will be posted on the websites of the Stock Exchange and the Company after the shareholder meeting at which voting is taken on a poll.

The general meetings of the Company provide a forum for communication between the shareholders and the Board. The Chairman of the Board as well as Chairman of the Remuneration Committee and Audit Committee or, in their absence, other members of the respective committees, and where applicable, the independent Board committee, are available to answer questions at the shareholders' meetings.

The Company continues to enhance communications and relationships with its investors. Enquiries from investors are dealt with in an informative and timely manner. Investors may write directly to the Company at its registered office for any inquiries.

企業管治報告 (續)

內部監控(續)

管理層亦對個別部門之營運進行定期獨立檢討以識別有否任何違規及風險，制訂行動計劃及提出建議以處理所識別之風險並向審核委員會報告任何主要發現。

審核委員會則向董事會報告任何重大事項並向董事會提出建議。

股東權利及與投資者之關係

為保障股東利益及權利，於股東大會上將就各重大事項(包括選舉個別董事)提呈獨立決議案。

股東之權利及要求於股東大會上以投票方式表決決議案之程序載於本公司之組織章程細則。該要求以投票方式表決之權利及程序詳情載於致股東之通函及於會議上將予以說明。

以投票方式表決之結果將於股東大會後刊登於聯交所及本公司之網頁。

本公司之股東大會提供給股東與董事會一溝通平台。董事會主席以及薪酬委員會及審核委員會之主席或如該等委員會主席未能出席，則由各委員會及(倘適用)獨立董事委員會之其他成員於股東大會上回答問題。

本公司繼續加強與投資者之溝通及關係。投資者之查詢會獲提供充分並及時之資料。如有任何查詢，投資者可直接致函本公司之註冊辦事處。

REPORT OF THE DIRECTORS

The directors present their annual report and the audited financial statements for the year ended 30th September, 2008.

PRINCIPAL ACTIVITIES

The principal activities of the Company are property investment and investment holding. The principal activities of the Company's subsidiaries and jointly controlled entity are set out in notes 19 and 21 to the financial statements respectively.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 30th September, 2008 are set out in the consolidated income statement on page 29.

An interim dividend of HK\$0.04 per share amounting to HK\$4,407,000 was paid to the shareholders during the year. The directors now recommend the payment of a final dividend of HK\$0.13 per share to the shareholders on the register of members on 31st December, 2008, amounting to HK\$14,323,000.

MANAGEMENT DISCUSSION AND ANALYSIS

Liquidity and financial resources

The Group will maintain its conservative financial approach to the funding and treasury policies. At 30th September, 2008, the shareholders' funds were HK\$1,727.7 million (2007: HK\$1,679.1 million). The increase was mainly due to current year's profit attributable to the shareholders.

At 30th September, 2008, the Group's total borrowings which were denominated in Hong Kong dollars were HK\$145 million, a decrease of HK\$30.2 million from HK\$175.2 million last year. The decrease was due to repayment of borrowings out of the net income from operating activities.

The maturity profile of the Group's total borrowings is set out as follows:

Repayable:	償還期為：
Within one year	一年內
After one year but not exceeding two years	一年後但不超過二年
After two years but not exceeding five years	二年後但不超過五年
Total borrowings	總債項

53
92
—

30.9.2008	30.9.2007
HK\$ Million	HK\$ Million
港幣百萬元	港幣百萬元
53	79.2
92	4.0
—	92.0
<u>145</u>	<u>175.2</u>

At 30th September, 2008, the Group had bank loans and overdraft of HK\$142 million, which carried interest at prime rates/HIBOR plus/minus certain basis points. At 30th September, 2008, the debt to equity ratio, based on the Group's total borrowings of HK\$145 million and its shareholders' funds of HK\$1,727.7 million, was 8.4% (2007: 10.4%).

董事會報告書

董事會謹將截至二零零八年九月三十日止年度之年報連同已審核之財務報告表呈覽。

主要業務

本公司之主要業務為物業投資及控股投資。本公司之附屬公司及共同控制公司之主要業務則分別詳列於財務報告表附註第19項及第21項內。

業績及溢利分配

本集團截至二零零八年九月三十日止年度之業績詳列於綜合收益賬第29頁。

每股港幣四仙之中期股息共港幣四百四十萬零七千元已於本年內派發予股東。董事會現建議派發末期股息每股港幣十三仙，共港幣一千四百三十二萬三千元予於二零零八年十二月三十一日登記於股東名冊內之股東。

管理層討論及分析

流動資金及財務資源

本集團將維持審慎財務方式處理資金及庫務政策。於二零零八年九月三十日，股東權益為港幣十七億二千七百七十萬元（二零零七年：港幣十六億七千九百一十萬元）。增加主要來自本年度股東應佔溢利。

於二零零八年九月三十日，本集團之總債項均為港幣借款，金額為港幣一億四千五百萬元，較上年度之港幣一億七千五百二十萬元減少港幣三千零二十萬元。減少是因為經營業務之淨收入用作償還債項。

本集團總債項之還款期組合如下：

於二零零八年九月三十日，本集團之銀行貸款及透支為港幣一億四千二百萬元，支付之利息乃按優惠利率／本地銀行同業拆息加／減若干基點計算。於二零零八年九月三十日，按本集團總債項港幣一億四千五百萬元及其股東權益港幣十七億二千七百七十萬元，負債對股東權益比率為百份之八點四（二零零七年：百份之十點四）。

REPORT OF THE DIRECTORS (Continued)

At 30th September, 2008, investment properties and properties for own use of the Group with an aggregate carrying value of HK\$1,937 million and HK\$3.6 million respectively were pledged to banks to secure the general banking facilities granted to the Group.

At 30th September, 2008, the Group had undrawn banking facilities of HK\$269 million which will provide adequate funding for the Group's operational and capital expenditure requirement.

At 30th September, 2007, the Group had contingent liabilities in respect of guarantees to the extent of HK\$17 million issued to a bank for banking facilities granted to a subsidiary of the jointly controlled entity. The guarantee was released during the year.

Employees

At 30th September, 2008, the Group had 118 employees and the employee's cost including directors' emoluments for the year amounted to approximately HK\$17.4 million (2007: HK\$16.7 million). There was no change in employment and remuneration policies of the Group and the Group does not have any share option scheme for employees.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out on page 32 and in note 29 to the financial statements respectively.

INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group and the Company are set out in note 16 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group and the Company are set out in note 17 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the financial year ended 30th September, 2008, the five largest customers of the Group accounted for less than 30% of the Group's turnover. The five largest suppliers of the Group accounted for approximately 79% of the Group's total purchases for the year and purchases from the largest supplier included therein accounted for approximately 45%.

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

董事會報告書 (續)

於二零零八年九月三十日，本集團之投資物業及自用物業分別以總額賬面值港幣十九億三千七百萬元及港幣三百六十萬元抵押予銀行作為給予本集團一般銀行信貸之保證。

於二零零八年九月三十日，本集團未提取之銀行信貸為港幣二億六千九百萬元，此金額將提供足夠資金予本集團之營運及資本開支所需。

於二零零七年九月三十日，本公司之或然負債為給予銀行達港幣一千七百萬元之擔保，作為銀行給予共同控制公司之附屬公司銀行信貸之保證。此項擔保於本年度已獲取消。

僱員

於二零零八年九月三十日，本集團有一百一十八名僱員，而本年度之僱員開支包括董事酬金約為港幣一千七百四十萬元（二零零七年：港幣一千六百七十萬元）。本集團之僱傭及酬金政策並無改變，及本集團並無僱員認購股權計劃。

儲備

本年度本集團及本公司之儲備變動分別詳列於財務報告表第32頁及附註第29項內。

投資物業

本集團及本公司之投資物業變動詳情列於財務報告表附註第16項內。

物業、裝置及設備

本集團及本公司之物業、裝置及設備之變動詳情列於財務報告表附註第17項內。

主要客戶及供應商

於截至二零零八年九月三十日止財政年度，本集團五大客戶合共佔本集團之營業額少於30%。本集團五大供應商則佔本集團全年之採購總額約79%，而其中最大供應商約佔採購額約45%。

本年度內本公司董事、其聯繫人士或就董事所知擁有本公司股本逾5%之股東概無擁有本集團任何五大供應商之權益。

REPORT OF THE DIRECTORS (Continued)

董事會報告書(續)

DIRECTORS

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

Mr. Wong Bing Lai
Mr. Wong Tat Chang, Abraham
Mr. Wong Tat Kee, David
Mr. Wong Tat Sum, Samuel
Mdm. Lam Hsieh Li Chen, Linda *
Mr. Li Kwok Sing, Aubrey *
Mr. Sit Hoi Wah, Kenneth *

* *Independent non-executive directors*

In accordance with the Company's Articles of Association, Mr. Wong Tat Chang, Abraham, Mr. Wong Tat Kee, David and Mr. Sit Hoi Wah, Kenneth, will retire by rotation from the board at the forthcoming Annual General Meeting and, being eligible, offers themselves for re-election.

DIRECTORS' INTERESTS IN SHARES

At 30th September, 2008, the interests of the directors and chief executives and their associates in the shares of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance, or otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

(a) Long position interests in the Company

董事

本年度及截至此報告書日止本公司之董事為：

黃炳禮先生
黃達漳先生
黃達琪先生
黃達琛先生
林謝麗瓊女士*
李國星先生*
薛海華先生*

* *獨立非執行董事*

根據本公司組織章程細則，黃達漳先生、黃達琪先生及薛海華先生將於即將召開之股東週年大會上依章輪流告退，惟願膺選連任。

董事之股份權益

於二零零八年九月三十日，按證券及期貨條例第352條而設之登記名冊所記錄，或按上市公司董事進行證券交易之標準守則而向本公司及香港聯合交易所有限公司發出之通知，各董事及行政總裁及彼等聯繫人士擁有本公司及其聯營公司之股份權益如下：

(a) 於本公司之好倉權益

Name of director 董事姓名	Number of ordinary shares 普通股數量			Total 總計	Percentage of the issued share capital of the Company 本公司已發行 股本之百分率
	Personal interests 個人權益	Family interests 家族權益 (note 1) (附註1)	Other interests 其他權益 (note 2) (附註2)		
Wong Tat Chang, Abraham 黃達漳	450,800	—	56,806,234	57,257,034	52.0%
Wong Tat Kee, David 黃達琪	—	—	56,806,234	56,806,234	51.6%
Wong Tat Sum, Samuel 黃達琛	500,000	28,800	56,806,234	57,335,034	52.0%
Lam Hsieh Li Chen, Linda 林謝麗瓊	104,420	—	—	104,420	0.1%

REPORT OF THE DIRECTORS (Continued)

董事會報告書 (續)

DIRECTORS' INTERESTS IN SHARES (Continued)

董事之股份權益 (續)

(b) Long position interests in Elephant Holdings Limited (“EHL”), a subsidiary of the Company

(b) 於本公司之附屬公司大象行有限公司 (「大象行」) 之好倉權益

Name of director 董事姓名	Number of ordinary shares 普通股數量			Percentage of the issued share capital of EHL 大象行已發行 股本之百分率
	Personal interests 個人權益	Other interests 其他權益 (note 2) (附註2)	Total 總計	
Wong Tat Chang, Abraham 黃達漳	10	4,784	4,794	47.9%
Wong Tat Kee, David 黃達琪	—	4,784	4,784	47.8%
Wong Tat Sum, Samuel 黃達琛	—	4,784	4,784	47.8%

Notes:

- Mr. Wong Tat Sum, Samuel is deemed to be interested in 28,800 ordinary shares of the Company, being the interest held beneficially by his spouse.
- Shares included in other interests are beneficially owned by discretionary trusts of which Messrs. Wong Tat Chang, Abraham, Wong Tat Kee, David and Wong Tat Sum, Samuel are beneficiaries and the number of shares in each of the above companies are duplicated for each of these three directors.

附註:

- 黃達琛先生視作擁有本公司28,800股普通股之權益，該權益為其配偶所擁有。
- 其他權益內之股份為酌情信託擁有，黃達漳、黃達琪及黃達琛諸位先生為該等酌情信託之受益人，而上述每間公司股份數目均為該三位董事每位所重複之權益。

Save as disclosed above, at 30th September, 2008, none of the directors or chief executives, nor their associates, had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations.

除以上所披露外，於二零零八年九月三十日，董事或行政總裁或彼等聯繫人士並無擁有本公司或其任何附屬公司之股份、相關股份及債券之任何權益或淡倉。

CONTINUING CONNECTED TRANSACTIONS

During the year, the following tenancy agreement was entered into between the Company and Elephant Holdings Limited (“Elephant”). Elephant is a non-wholly owned subsidiary of the Company owned as to 51.91% by the Company, 47.84% by discretionary trusts of which three directors of the Company are beneficiaries, 0.1% by one of the said three directors of the Company and 0.15% by two independent third parties. Therefore, Elephant is a connected person of the Company. The tenancy agreement constitutes a continuing connected transaction for the Company and is subject to the reporting and announcement requirements but exempt from the independent shareholders’ approval requirements under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

持續關連交易

於本年度，本公司與大象行有限公司 (「大象行」) 訂立下列租賃協議。大象行為本公司之非全資擁有附屬公司，本公司持有 51.91% 權益，本公司三位董事為受益人之酌情信託持有 47.84% 權益，該三位本公司董事中之一位持有 0.1% 權益及兩位獨立第三者持有 0.15% 權益。因此，大象行為本公司之關連人士。租賃協議構成本公司之持續關連交易及須遵守香港聯合交易所有限公司證券上市規則 (「上市規則」) 第 14A 章之申報及公告規定，但豁免遵守獨立股東批准規定。

REPORT OF THE DIRECTORS (Continued)

CONTINUING CONNECTED TRANSACTIONS (Continued)

On 31st July, 2008, the Company as landlord and Elephant as tenant, entered into a tenancy agreement in respect of the lease of 3/F., Beverly House, 93-107 Lockhart Road, Wanchai, Hong Kong as office for a term of three years from 1st August, 2008 to 31st July, 2011. The rent payable by Elephant to the Company is HK\$96,000 per month, exclusive of management and air-conditioning charges and rates, and the management and air-conditioning charges (subject to review at any time upon one month's notice) payable to Beverly Investment Company Limited, a wholly-owned subsidiary of the Company, is HK\$27,907 per month.

The independent non-executive directors of the Company reviewed the continuing connected transaction and confirmed that the transaction was entered into in the ordinary and usual course of business of the Company, on normal commercial terms and in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. In addition, the auditor of the Company also reviewed the continuing connected transaction and reported to the Board of Directors in accordance with Rule 14A.38 of the Listing Rules.

Details of the related party transactions are set out in note 37 to the financial statements. As these transactions are exempted continuing connected transactions, none of these connected transactions constitutes a discloseable connected transaction as defined under the Listing Rules.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than as disclosed in note 37 to the financial statements, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

SERVICE AND MANAGEMENT CONTRACTS

No director proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without the payment of compensation (other than statutory compensation).

No contracts of significance concerning the management and administration of the whole or any substantial part of the business of the Company or any of its subsidiaries were entered into during the year or subsisted at the end of the year.

ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事會報告書 (續)

持續關連交易 (續)

本公司為業主及大象行為租戶於二零零八年七月三十一日訂立關於租賃香港灣仔駱克道93-107號利臨大廈3樓作辦公室用途之租賃協議，租期為三年由二零零八年八月一日起至二零一一年七月三十一日止，大象行支付予本公司之租金為每月港幣96,000元，不包括管理及空調費及差餉，另支付予本公司之全資附屬公司，Beverly Investment Company Limited 之管理及空調費(費用可於給予一個月通知後調整)為每月港幣27,907元。

本公司之獨立非執行董事已審閱持續關連交易及並已確認該交易乃本公司之日常業務，並按一般商業條款及根據有關交易協議之條款進行，而交易條款屬公平合理，並符合本公司股東之整體利益。此外，根據上市規則第14A.38條，本公司核數師亦已審閱持續關連交易，並對董事會作出匯報。

關連人士交易詳情已載列於財務報告表附註第37項內。因該等交易為豁免之持續關連交易，該等關連交易並不構成按上市規則界定之須予披露關連交易。

董事之重大合約利益

除財務報告表附註第37項所披露外，於年結日或年內之任何時間，本公司或其任何附屬公司並無簽訂致使本公司之董事直接或間接享有重大利益之重大合約。

服務及管理合約

於即將召開之股東週年大會上擬重選連任之董事並無與本公司或其任何附屬公司簽訂該僱任公司在不作出賠償(除法定賠償外)下而不可於一年內予以終止之服務合約。

於本年度內或年結日時，本公司或其任何附屬公司並無簽訂或存有涉及其本身全部或重大部分業務之管理及行政之重大合約。

購買股份或債券之安排

本年度內本公司或其任何附屬公司並無參與任何安排，使本公司董事因取得本公司或任何其他公司之股份或債券而獲益。

REPORT OF THE DIRECTORS (Continued)

SUBSTANTIAL SHAREHOLDERS

At 30th September, 2008, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance showed that, other than the interests disclosed above in respect of directors, the following shareholder had notified the Company of relevant interests in the issued share capital of the Company:

Name	Number of ordinary shares in the Company	Percentage of the issued share capital of the Company
Madison Profits Limited	22,827,632 (Note)	20.7%

Note: These 22,827,632 shares were taken to be the corporate interests of Mdm. Kung, Nina (deceased) pursuant to the Securities and Futures Ordinance.

Save as disclosed above, the Company had not been notified by any person, not being a director, of interests or short positions in the shares and underlying shares of the Company as required to be recorded in the register pursuant to Section 336 of the Securities and Futures Ordinance.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares during the year.

RETIREMENT BENEFIT SCHEME

The Group operates the mandatory provident fund scheme ("MPF Scheme") for all qualifying employees in accordance with the Mandatory Provident Fund Schemes Ordinance (the "Ordinance"). The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees.

The Group's contributions to the MPF Scheme were calculated at 5% of the employee's monthly relevant income. Any contributions which exceed the contributions required under the Ordinance are paid to the MPF Scheme as voluntary contribution.

Contributions to the MPF Scheme for the year made by the Group amounted to HK\$629,000. At 30th September, 2008, no material forfeited contribution which arose upon employees leaving the retirement benefit scheme was available to reduce the contributions payable in future years.

Save as aforementioned, no retirement benefits were paid or are payable by the Group in respect of the year.

董事會報告書 (續)

主要股東

於二零零八年九月三十日，根據證券及期貨條例第336條之規定而保存之主要股東登記名冊所載，除以上所述之董事權益外，以下股東已通知本公司其於本公司已發行股本之有關權益：

公司名稱	本公司之普通股數量	本公司已發行股本百分率
Madison Profits Limited	22,827,632 (附註)	20.7%

附註：根據證券及期貨條例，該22,827,632股為龔如心女士(逝世)之公司權益。

除以上所披露外，根據證券及期貨條例第336條規定須予記錄於登記名冊所載，本公司並無收到任何非董事之人士持有本公司股份及相關股份權益或淡倉之通知。

買入、出售或贖回股份

本年度內本公司或其任何附屬公司並無買入、出售或贖回本公司之股份。

退休金計劃

本集團為所有合資格之僱員根據強制性公積金計劃條例(「條例」)設立強制性公積金計劃(「強積金計劃」)。強積金計劃之資產與本集團之資產分開，由信託人控制之基金管理。

本集團對強積金計劃之供款以僱員每月有關收入百分之五比率計算。任何供款超過條例所須之供款則以自願性供款存入強積金計劃。

於年內本集團向強積金計劃供款共約港幣629,000元。於二零零八年九月三十日，當僱員離開退休金計劃時，並無產生重大沒收供款可作為扣減未來數年所應付之供款。

除前述者外，本集團概無於本年度支付或應付退休福利。

REPORT OF THE DIRECTORS (Continued)

CORPORATE GOVERNANCE

The Company's corporate governance practices are set out in the Corporate Governance Report on pages 11 to 19.

AUDIT COMMITTEE

The Company's audit committee is composed of all the three independent non-executive directors of the Company. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the consolidated financial statements for the year ended 30th September, 2008 with the executive directors.

EMOLUMENT POLICY

The emoluments of employees of the Group were determined on the basis of their performance, experience and prevailing industry practices.

The Company determined the emoluments of the directors on the basis of the market competitiveness, duties and performance.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 30th September, 2008.

AUDITOR

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

On behalf of the Board
Wong Bing Lai
Chairman

Hong Kong, 1st December, 2008

董事會報告書(續)

公司管治

本公司之企業管治常規載於第11頁至第19頁之企業管治報告內。

審核委員會

本公司之審核委員會由本公司全部三名獨立非執行董事組成。審核委員會已連同管理層審閱本集團所採納的會計政策及準則，並已討論審計、內部監控及財務報告，包括與執行董事共同審閱截至二零零八年九月三十日止年度之綜合財務報告表。

酬金政策

本集團之僱員酬金按僱員之表現，資歷及當時行業慣例等因素確定。

本公司按市場競爭力、職責及表現等因素確定董事酬金。

足夠之公眾持股量

截至二零零八年九月三十日止年度全年，本公司已維持足夠公眾持股量。

核數師

於將來臨之股東週年大會上，將會提出繼續委任德勤•關黃陳方會計師行為本公司核數師之決議案。

承董事會命
主席
黃炳禮

香港，二零零八年十二月一日



TO THE MEMBERS OF
POKFULAM DEVELOPMENT COMPANY LIMITED
(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Pokfulam Development Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 29 to 85, which comprise the consolidated and Company's balance sheets as at 30th September, 2008, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

致博富臨置業有限公司股東
(於香港註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核列載於第29至85頁之博富臨置業有限公司(以下簡稱「貴公司」)及其附屬公司(以下合稱「貴集團」)之綜合財務報告表。此綜合財務報告表包括於二零零八年九月三十日之綜合及貴公司之資產負債表，與截至該日止年度之綜合收益賬、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他賬項說明。

董事就綜合財務報告表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港《公司條例》編製及真實而公平地列報該等綜合財務報告表。這責任包括設計、實施及維護與編製及真實而公平地列報綜合財務報告表相關之內部控制，以使綜合財務報告表不存在由於欺詐或錯誤而導致之重大錯誤陳述；選擇和應用適當之會計政策；及按情況下作出合理之會計估計。

核數師之責任

我們之責任是根據我們之審核對該等綜合財務報告表作出意見。我們之報告僅按照香港《公司條例》第一百四十一條，為股東(作為一個團體)而編製，並不為其他任何目的。我們並不就本報告之內容對任何其他人士承擔任何義務或接受任何責任。我們已根據香港會計師公會頒佈之香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定綜合財務報告表是否不存有任何重大錯誤陳述。

INDEPENDENT AUDITOR'S REPORT (Continued)

AUDITOR'S RESPONSIBILITY (Continued)

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 30th September, 2008 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong, 1st December, 2008

獨立核數師報告書 (續)

核數師之責任(續)

審核涉及執程序以獲取有關綜合財務報告表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報告表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報綜合財務報告表相關之內部控制，以設計適當之審核程序，但並非為對公司之內部控制之效能發表意見。審核亦包括評價本公司董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報告表之整體列報方式。

我們相信，我們所獲得之審核憑證是充足和適當地為我們之審核意見提供基礎。

意見

我們認為，該等綜合財務報告表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零零八年九月三十日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港《公司條例》妥為編製。

德勤•關黃陳方會計師行
執業會計師

香港，二零零八年十二月一日

CONSOLIDATED INCOME STATEMENT

FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

綜合收益賬

截至二零零八年九月三十日止年度

		NOTES 附註	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Turnover	營業額	7	122,781	110,605
Cost of sales	銷售成本		(16,122)	(18,054)
Cost of rental and other operations	租賃及其他業務成本		(25,025)	(22,974)
			<u>81,634</u>	<u>69,577</u>
Other income	其他收入		4,937	3,202
(Decrease) increase in fair value of investments held for trading	持作買賣之投資公允 價值(減少)增加		(6,719)	9,067
(Loss) gain on fair value change of investment properties	投資物業公允價值變動 之(虧損)收益		(400)	301,800
Selling and marketing expenses	銷售及推銷費用		(1,685)	(1,574)
Administrative expenses	行政費用		(9,290)	(9,203)
Finance costs	財務支出	9	(5,699)	(9,377)
Share of loss of a jointly controlled entity	應佔共同控制公司虧損		(4,165)	(1,203)
			<u>58,613</u>	<u>362,289</u>
Profit before taxation	稅前溢利	10	58,613	362,289
Income tax credit (expense)	所得稅抵免(支出)	11	6,978	(54,130)
			<u>65,591</u>	<u>308,159</u>
Profit for the year	本年度溢利		<u>65,591</u>	<u>308,159</u>
Profit for the year attributable to Equity holders of the Company	應佔本年度溢利 本公司權益持有人		65,295	307,419
Minority interests	少數股東權益		296	740
			<u>65,591</u>	<u>308,159</u>
Dividends	股息			
Paid	已派發	12	<u>22,036</u>	<u>17,629</u>
Proposed	建議派發		<u>14,323</u>	<u>17,629</u>
			<u>HK\$ 港元</u>	<u>HK\$ 港元</u>
Earnings per share – basic	每股盈利 – 基本	13	<u>0.59</u>	<u>2.79</u>

CONSOLIDATED BALANCE SHEET

AT 30TH SEPTEMBER, 2008

綜合資產負債表

於二零零八年九月三十日結算

		NOTES 附註	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Non-current Assets	非流動資產			
Investment properties	投資物業	16	2,039,900	2,040,300
Property, plant and equipment	物業、裝置及設備	17	5,005	4,903
Prepaid lease payments	預付租賃款項	18	922	930
Interest in a jointly controlled entity	共同控制公司權益	21	6,765	3,751
Amount due from a jointly controlled entity	應收共同控制公司賬款	21	79,016	70,727
Available-for-sale investments	可供出售投資	22	8,000	8,000
			<u>2,139,608</u>	<u>2,128,611</u>
Current Assets	流動資產			
Inventories	存貨	23	6,256	7,437
Investments held for trading	持作買賣之投資	24	22,766	29,485
Trade and other receivables	業務及其他應收賬款	25	2,832	4,269
Deposits and prepayments	按金及預付款		2,457	957
Prepaid lease payments	預付租賃款項	18	8	8
Bank balances and cash	銀行結餘及現金	26	2,518	1,590
			<u>36,837</u>	<u>43,746</u>
Current Liabilities	流動負債			
Trade and other payables	業務及其他應付賬款	27	9,410	10,405
Rental and management fee deposits	租金及管理費按金	32	22,318	17,803
Provision for taxation	稅項準備		9,890	10,205
Loans from a related company, unsecured	關連公司貸款，無抵押	37	3,000	6,000
Bank loans, secured	銀行貸款，有抵押	30	44,000	68,000
Bank overdrafts, secured	銀行透支，有抵押	30	5,994	5,195
			<u>94,612</u>	<u>117,608</u>
Net Current Liabilities	流動負債淨值		<u>(57,775)</u>	<u>(73,862)</u>
			<u>2,081,833</u>	<u>2,054,749</u>
Capital and Reserves	資本及儲備			
Share capital	股本	28	110,179	110,179
Reserves	儲備		1,617,522	1,568,951
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		1,727,701	1,679,130
Minority Interests	少數股東權益		5,123	6,751
Total Equity	權益總額		<u>1,732,824</u>	<u>1,685,881</u>
Non-current Liabilities	非流動負債			
Bank loans, secured	銀行貸款，有抵押	30	92,000	96,000
Deferred taxation	遞延稅項	31	257,009	272,868
			<u>349,009</u>	<u>368,868</u>
			<u>2,081,833</u>	<u>2,054,749</u>

The financial statements on pages 29 to 85 were approved and authorised for issue by the Board of Directors on 1st December, 2008 and are signed on its behalf by:

Wong Bing Lai 黃炳禮
DIRECTOR 董事

Wong Tat Chang, Abraham 黃達漳
DIRECTOR 董事

載於第29頁至第85頁之財務報告表於二零零八年十二月一日獲董事會批准，並由以下董事代表董事會簽署：

COMPANY BALANCE SHEET

AT 30TH SEPTEMBER, 2008

公司資產負債表

於二零零八年九月三十日結算

		NOTES	2008	2007
		附註	HK\$'000 港幣千元	HK\$'000 港幣千元
Non-current Assets	非流動資產			
Investment properties	投資物業	16	1,645,500	1,645,600
Property, plant and equipment	物業、裝置及設備	17	3,035	2,835
Prepaid lease payments	預付租賃款項	18	356	359
Investments in subsidiaries	附屬公司投資	19	7,224	7,224
Amounts due from subsidiaries	應收附屬公司賬款	20	210,564	216,686
Interest in a jointly controlled entity	共同控制公司權益	21	9,054	7,187
Amount due from a jointly controlled entity	應收共同控制公司賬款	21	79,016	70,727
Available-for-sale investments	可供出售投資	22	8,000	8,000
			<u>1,962,749</u>	<u>1,958,618</u>
Current Assets	流動資產			
Trade and other receivables	業務及其他應收賬款	25	835	536
Deposits and prepayments	按金及預付款		876	325
Prepaid lease payments	預付租賃款項	18	3	3
Bank balances and cash	銀行結餘及現金	26	504	492
			<u>2,218</u>	<u>1,356</u>
Current Liabilities	流動負債			
Trade and other payables	業務及其他應付賬款	27	5,330	5,944
Rental and management fee deposits	租金及管理費按金	32	14,844	12,496
Amounts due to subsidiaries	應付附屬公司賬款	32	15,610	13,202
Provision for taxation	稅項準備		9,479	9,098
Loans from a related company, unsecured	關連公司貸款，無抵押	37	3,000	6,000
Bank loans, secured	銀行貸款，有抵押	30	40,000	65,000
Bank overdrafts, secured	銀行透支，有抵押	30	5,994	5,195
			<u>94,257</u>	<u>116,935</u>
Net Current Liabilities	流動負債淨值		<u>(92,039)</u>	<u>(115,579)</u>
			<u>1,870,710</u>	<u>1,843,039</u>
Capital and Reserves	資本及儲備			
Share capital	股本	28	110,179	110,179
Reserves	儲備	29	1,512,155	1,470,091
			<u>1,622,334</u>	<u>1,580,270</u>
Non-current liability	非流動負債			
Deferred taxation	遞延稅項	31	248,376	262,769
			<u>1,870,710</u>	<u>1,843,039</u>

Wong Bing Lai 黃炳禮
DIRECTOR 董事

Wong Tat Chang, Abraham 黃達漳
DIRECTOR 董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

綜合權益變動表

截至二零零八年九月三十日止年度

		Attributable to the equity holders of the Company 本公司權益持有人應佔權益							
		Share capital	Share premium	Translation reserve	Dividend reserve	Retained profits	Total	Minority interests	Total
		股本	股份溢價	兌換儲備	股息儲備	保留溢利	總額	少數股 東權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
THE GROUP	集團								
At 1st October, 2006	於二零零六年十月一日	110,179	35,955	1,355	13,222	1,225,664	1,386,375	6,011	1,392,386
Share of translation reserve of a jointly controlled entity	應佔共同控制公司 兌換儲備	—	—	1,088	—	—	1,088	—	1,088
Share of exchange gain which arose on long term advances	應佔長期貸款 所產生之 兌換收益	—	—	1,877	—	—	1,877	—	1,877
Total income recognised directly in equity	直接於權益確認 之總收入	—	—	2,965	—	—	2,965	—	2,965
Profit for the year	本年度溢利	—	—	—	—	307,419	307,419	740	308,159
Total recognised income for the year	本年度之總確認 收入	—	—	2,965	—	307,419	310,384	740	311,124
Final dividend for 2006 paid	支付二零零六年末期股息	—	—	—	(13,222)	—	(13,222)	—	(13,222)
Amounts set aside for payment of dividends (note 12)	撥作支付股息金額 (附註12)	—	—	—	22,036	(22,036)	—	—	—
Interim dividend for 2007 paid	支付二零零七年中期股息	—	—	—	(4,407)	—	(4,407)	—	(4,407)
At 30th September, 2007	於二零零七年九月三十日	110,179	35,955	4,320	17,629	1,511,047	1,679,130	6,751	1,685,881
Share of translation reserve of a jointly controlled entity	應佔共同控制公司 兌換儲備	—	—	1,984	—	—	1,984	—	1,984
Share of exchange gain which arose on long term advances	應佔長期貸款 所產生之 兌換收益	—	—	3,328	—	—	3,328	—	3,328
Total income recognised directly in equity	直接於權益確認 之總收入	—	—	5,312	—	—	5,312	—	5,312
Profit for the year	本年度溢利	—	—	—	—	65,295	65,295	296	65,591
Total recognised income for the year	本年度之總確認 收入	—	—	5,312	—	65,295	70,607	296	70,903
Final dividend for 2007 paid	支付二零零七年末期股息	—	—	—	(17,629)	—	(17,629)	—	(17,629)
Amounts set aside for payment of dividends (note 12)	撥作支付股息金額 (附註12)	—	—	—	18,730	(18,730)	—	—	—
Interim dividend for 2008 paid	支付二零零八年中期股息	—	—	—	(4,407)	—	(4,407)	—	(4,407)
Dividend paid to minority shareholders	支付予少數 股東股息	—	—	—	—	—	—	(1,924)	(1,924)
At 30th September, 2008	於二零零八年九月三十日	110,179	35,955	9,632	14,323	1,557,612	1,727,701	5,123	1,732,824

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

綜合現金流量表

截至二零零八年九月三十日止年度

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Operating activities	經營業務		
Profit before taxation	稅前溢利	58,613	362,289
Adjustments for:	經調整：		
Loss (gain) on fair value change of investment properties	投資物業公允價值變動之虧損(收益)	400	(301,800)
Decrease (increase) in fair value of investments held for trading	持作買賣之投資公允價值減少(增加)	6,719	(9,067)
Gain on disposal and write-off of property, plant and equipment	出售及撇銷物業、裝置及設備之收益	(179)	(5)
Depreciation of property, plant and equipment	物業、裝置及設備之折舊	1,137	1,135
Release of prepaid lease payments	預付租賃款項轉出	8	8
(Decrease) increase in allowance for doubtful debts	呆賬撥備(減少)增加	(872)	746
Imputed interest income on amount due from jointly controlled entity	應收共同控制公司賬款之名義利息收入	(3,161)	(2,113)
Interest income	利息收入	(10)	(99)
Finance costs	財務支出	5,699	9,377
Share of loss of a jointly controlled entity	應佔共同控制公司虧損	4,165	1,203
Operating cash flows before movements in working capital	流動資金變動前之經營現金流量	72,519	61,674
Decrease (increase) in inventories	存貨減少(增加)	1,181	(1,080)
Decrease in investments held for trading	持作買賣之投資減少	-	800
Decrease in trade and other receivables, deposits and prepayments	業務及其他應收賬款、按金及預付款減少	809	1,925
Increase in trade and other payables, rental and management fee deposits	業務及其他應付賬款、租金及管理費按金增加	3,520	3,133
Cash generated from operations	營業產生之現金	78,029	66,452
Interest received	已收利息	10	99
Hong Kong Profits Tax paid	已付香港利得稅	(9,196)	(5,912)
Net cash from operating activities	來自經營業務之現金淨額	68,843	60,639
Investing activities	投資業務		
Purchase of property, plant and equipment	購買物業、裝置及設備	(1,715)	(1,287)
Advance to a jointly controlled entity	共同控制公司借入款項	(6,995)	(14,000)
Proceeds on disposal of property, plant and equipment	出售物業、裝置及設備所得款項	655	54
Decrease in pledged deposits	抵押存款減少	-	15,471
Net cash (used in) from investing activities	(用於)來自投資業務現金淨額	(8,055)	238

CONSOLIDATED CASH FLOW STATEMENT

(Continued)

FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

綜合現金流量表

(續)

截至二零零八年九月三十日止年度

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Financing activities	融資業務		
Interest and other finance expenses paid	已付利息及其他財務費用	(5,699)	(9,377)
Dividends paid	已付股息	(22,036)	(17,629)
New loans from bank	銀行之新貸款	26,000	54,000
Repayment of bank loans	償還銀行貸款	(54,000)	(83,100)
Dividends paid to minority shareholders	支付予少數股東股息	(1,924)	—
Increase in bank overdrafts, secured	有抵押銀行透支增加	799	4,092
New loans from a related company	關連公司之新貸款	10,000	15,000
Repayment to a related company	償還關連公司款項	(13,000)	(24,000)
Net cash used in financing activities	用於融資業務之現金淨額	<u>(59,860)</u>	<u>(61,014)</u>
Net increase (decrease) in cash and cash equivalents	現金及現金等額淨增加(減少)	928	(137)
Cash and cash equivalents at beginning of the year	於年初之現金及現金等額	1,590	1,727
Cash and cash equivalents at end of the year	於年終之現金及現金等額	<u>2,518</u>	<u>1,590</u>
Analysis of the balances of cash and cash equivalents	現金及現金等額結餘分析		
Bank balances and cash	銀行結餘及現金	<u>2,518</u>	<u>1,590</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

1. GENERAL

The Company is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited.

The principal activities of the Group are property investment and management, property development, trading of visual and sound equipment, securities investment and investment holding.

The address of the registered office and principal place of business of the Company is disclosed in the annual report.

The financial statements are presented in Hong Kong dollar, which is the same as the functional currency of the Company.

2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”)

In the current year, the Group has applied, for the first time, the following new standard, amendments and interpretations (“new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

HKAS 1 (Amendment) HKFRS 7	Capital Disclosures Financial Instruments: Disclosures
HK(IFRIC) – Int 10	Interim Financial Reporting and Impairment
HK(IFRIC) – Int 11	HKFRS 2 – Group and Treasury Share Transactions
HKAS 39 & HKFRS 7 (Amendments)	Reclassification of Financial Assets

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

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

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

財務報告表附註

截至二零零八年九月三十日止年度

1. 一般資料

本公司為一間於香港註冊成立之公眾有限公司，其股份於香港聯合交易所有限公司上市。

本集團之主要業務為物業投資及管理、物業發展、視聽器材買賣、證券投資及控股投資。

本公司之註冊辦事處地址及主要營業地點已於年報內披露。

財務報告表以港幣呈列，港幣亦為本公司之功能貨幣。

2. 應用香港財務報告準則

於本年度，本集團首次應用下列由香港會計師公會頒佈之新準則、修訂及詮釋（「新香港財務報告準則」）。

香港會計準則第1號(修訂)	資金披露
香港財務報告準則第7號	金融工具：披露
香港(國際財務報告詮釋委員會)–詮釋第10號	中期財務申報及 減值
香港(國際財務報告詮釋委員會)–詮釋第11號	香港財務報告準則第2號– 集團及庫存股份交易
香港會計準則第39號及 香港財務報告準則 第7號(修訂)	金融資產之重新分類

採納新香港財務報告準則，並無對本會計期間或過往會計期間之業績及財務狀況之編製及呈列方式構成重大影響。因此，無須就過往期間作出調整。

本集團已追溯應用香港會計準則第1號(修訂)及香港財務報告準則第7號之披露規定。根據香港會計準則第32號之規定若干往年度呈列之資料已經移除，以及於本年度首次按香港會計準則第1號(修訂)及香港財務報告準則第7號之規定呈列有關之比較資料。

本集團並未提早應用下列已頒佈但尚未生效之新增及修訂之準則、修訂或詮釋。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

財務報告表附註(續)
截至二零零八年九月三十日止年度

2. APPLICATION OF HONG KONG FINANCIAL REPORTING
STANDARDS (“HKFRS(s)”) (Continued)

HKFRSs (Amendments)	Improvements to HKFRSs ¹
HKAS 1 (Revised)	Presentation of Financial Statements ²
HKAS 23 (Revised)	Borrowing Costs ²
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ³
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation ²
HKAS 39 (Amendment)	Eligible Hedged Items ³
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate ²
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations ²
HKFRS 3 (Revised)	Business Combinations ³
HKFRS 8	Operating Segments ²
HK(IFRIC) – Int 12	Service Concession Arrangements ⁴
HK(IFRIC) – Int 13	Customer Loyalty Programmes ⁵
HK(IFRIC) – Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction ⁴
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate ²
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation ⁶

- ¹ Effective for annual periods beginning on or after 1st January, 2009 except the amendments to HKFRS 5, effective for annual periods beginning on or after 1st July, 2009
- ² Effective for annual periods beginning on or after 1st January, 2009
- ³ Effective for annual periods beginning on or after 1st July, 2009
- ⁴ Effective for annual periods beginning on or after 1st January, 2008
- ⁵ Effective for annual periods beginning on or after 1st July, 2008
- ⁶ Effective for annual periods beginning on or after 1st October, 2008

2. 應用香港財務報告準則(續)

香港財務報告準則(修訂)	對香港財務報告準則之改善 ¹
香港會計準則第1號(經修訂)	財務報告表之呈報 ²
香港會計準則第23號(經修訂)	借貸成本 ²
香港會計準則第27號(經修訂)	綜合及獨立財務報表 ³
香港會計準則第32號及第1號(修訂)	可贖回金融工具及清盤產生之義務 ²
香港會計準則第39號(修訂)	合資格對沖項目 ³
香港財務報告準則第1號及香港會計準則第27號(修訂)	於附屬公司、共同控制公司或聯營公司之投資成本 ²
香港財務報告準則第2號(修訂)	歸屬條件及註銷 ²
香港財務報告準則第3號(經修訂)	業務合併 ³
香港財務報告準則第8號	經營分類 ²
香港(國際財務報告詮釋委員會)–詮釋第12號	服務特許權安排 ⁴
香港(國際財務報告詮釋委員會)–詮釋第13號	客戶忠誠計劃 ⁵
香港(國際財務報告詮釋委員會)–詮釋第14號	香港會計準則第19號–對界定利益資產之限制、最低資金規定及其相互作用 ⁴
香港(國際財務報告詮釋委員會)–詮釋第15號	房地產建築協議 ²
香港(國際財務報告詮釋委員會)–詮釋第16號	境外業務投資淨額對沖 ⁶

- ¹ 於二零零九年一月一日或其後開始之會計年度期間生效惟於二零零九年七月一日或其後開始之會計年度期間生效之對香港財務報告準則第5號之修訂除外。
- ² 於二零零九年一月一日或其後開始之會計年度期間生效。
- ³ 於二零零九年七月一日或其後開始之會計年度期間生效。
- ⁴ 於二零零八年一月一日或其後開始之會計年度期間生效。
- ⁵ 於二零零八年七月一日或其後開始之會計年度期間生效。
- ⁶ 於二零零八年十月一日或其後開始之會計年度期間生效。

NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

2. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (Continued)

The directors of the Company anticipate that the application of these standards, amendments or interpretations will have no material impact on the results and the financial position of the Group and the Company.

3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance. The significant accounting policies adopted are as follows:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to the balance sheet date. The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

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

財務報告表附註(續)
截至二零零八年九月三十日止年度

2. 應用香港財務報告準則(續)

本公司之董事預期應用該等準則、修訂或詮釋對本集團及本公司之業績及財務狀況並無構成重大影響。

3. 主要會計政策

本綜合財務報告表乃根據歷史成本基準編製，惟投資物業及若干金融工具則如下文之會計政策所述按公允價值計算。

本綜合財務報告表乃根據香港會計師公會頒佈之香港財務報告準則而編製。此外，本綜合財務報告表包括香港聯合交易所有限公司證券上市規則及香港公司條例之適用披露規定。採用之主要會計政策如下：

綜合賬目之基準

綜合財務報告表包括截至結算日本公司及其附屬公司之財務報告表。年內收購或出售之附屬公司之業績均由收購之有效日期起或計至出售之有效日期止(按適用)計入綜合收益賬內。

所有集團內之交易、結餘、收入及支出乃於綜合賬內對銷。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

Investments in subsidiaries

Investments in subsidiaries are stated in the Company's balance sheet at cost less any identified impairment loss.

Jointly controlled entities

A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control.

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

Investment in jointly controlled entity is included in the Company's balance sheet at cost less any identified impairment loss.

財務報告表附註(續)
截至二零零八年九月三十日止年度

3. 主要會計政策(續)

綜合賬目之基準(續)

合併附屬公司資產淨值之少數股東權益與本集團權益分開呈列。資產淨值內之少數股東權益包括於原訂業務合併日期之權益及自合併日期起少數股東應佔權益變動之數額。少數股東應佔虧損高於少數股東所佔附屬公司權益之差額將於本集團之權益扣除，惟若少數股東有具約束性責任且可作出額外投資以彌補虧損者除外。

投資附屬公司

於本公司之資產負債表內，投資附屬公司乃按成本值減除任何可識別之減值虧損。

共同控制公司

合營公司乃根據合約安排而成立，由兩名或以上之人士在共同控制之情況下進行經濟活動。

共同控制公司之業績、資產及負債乃以會計權益法計入綜合財務報告表內。根據權益法，於共同控制公司之投資乃按成本於綜合資產負債表中列賬，並就本集團應佔共同控制公司之損益及權益變動於收購後之變動作出調整，並扣除任何可識別之減值虧損。倘本集團應佔共同控制公司之虧損相等或超過其於該共同控制公司之權益(包括任何實質上構成本集團於該共同控制公司之淨投資一部份之任何長期權益)，則本集團會終止確認其應佔之進一步虧損。額外應佔之虧損乃會撥備並會確認為負債，惟僅以本集團已產生法定或推定責任或代表該共同控制公司支付之款項為限。

共同控制公司之投資按成本值減除任何可識別之減值虧損列入本公司之資產負債表內。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

財務報告表附註(續)
截至二零零八年九月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair values using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

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

Property, plant and equipment

Property, plant and equipment are stated at cost less depreciation and impairment losses.

Depreciation is provided to write-off the cost of property, plant and equipment over their estimated useful lives on a straight line basis at the following annual rates:—

Buildings	Over the shorter of the term of the lease, or 50 years
Furniture, fixtures and equipment	12%—20%
Motor vehicles	15%—25%

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

3. 主要會計政策(續)

投資物業

投資物業為持作賺取租金及／或作資本增值之物業。於初步確認時，投資物業按成本計算，包括任何直接應佔支出。於初步確認後，投資物業按公允價值模式以公允價值計算。投資物業公允價值變動產生之損益，已包括於其產生期間之損益賬內。

於投資物業出售或當永久停止使用或預計不會從出售該物業中獲得未來經濟收益時，該投資物業會被取消確認。取消確認某項資產所產生之任何收益或虧損(按出售所得款項淨額與該資產之賬面值之差額計算)於項目被取消確認之年度計入綜合收益賬內。

物業、裝置及設備

物業、裝置及設備按成本減折舊及減值虧損列賬。

折舊乃按物業、裝置及設備之估計可用年期以直線法撇銷其成本值，採用之年率詳情如下：—

樓宇	土地契約年期，或 50年之較短者
傢俬、裝修及設備	12%—20%
車輛	15%—25%

於物業、裝置及設備項目出售或當預期持續使用該資產將不會獲得未來經濟收益時，該項目會被取消確認。取消確認該資產所產生之任何收益或虧損(按出售所得款項淨額與該項目之賬面值之差額計算)於項目被取消確認之年度計入綜合收益賬內。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment

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

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

Inventories

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

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity ("foreign currencies") are recorded in its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur, which form part of the net investment in a foreign operation, which are recognised in the foreign currency translation reserve and recognised in profit or loss on disposal of the net investment.

財務報告表附註(續)
截至二零零八年九月三十日止年度

3. 主要會計政策(續)

減值

於每個結算日，本集團審閱其資產之賬面值以釐定該等資產是否出現減值虧損之跡象。倘資產之可收回款額估計少於其賬面值，則將該資產之賬面值削減至其可收回款額。有關減值虧損則即時確認為開支。

倘減值虧損其後撥回，有關資產之賬面值會增至經修訂其估計之可收回款額，惟已增加之賬面值不可超過假設該項資產於過往年度確認為無減值虧損而釐定之賬面值。減值虧損撥回將即時確認為收入。

存貨

存貨按成本值及可變現淨值之較低者入賬。成本值以加權平均之基準計算。

外幣

於編製每個個別集團實體之財務報告表時，倘交易之貨幣(「外幣」)與實體之功能貨幣不同，則以功能貨幣(即實體經營業務之主要經濟環境之貨幣)按交易日期適用之匯率換算入賬。於每個結算日，以外幣列值之貨幣項目按結算日適用之匯率重新換算。惟外幣列值以歷史成本入賬之非貨幣項目則不予重新換算。於結算及換算貨幣項目所產生之匯兌差額，於其產生期間在損益賬內確認，惟應收或應付一項境外業務之貨幣項目匯兌差額除外，因其既無計劃結算，而結算亦不大可能發生，其為境外業務淨投資之一部份，並確認於外幣兌換儲備內及於出售淨投資時確認於損益賬內。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

財務報告表附註(續)
截至二零零八年九月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

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

Taxation

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

The tax currently payable is based on taxable profit for the period. Taxable profit differs from profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes income statement items that are never taxable or deductible.

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

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

3. 主要會計政策(續)

外幣(續)

於呈列綜合財務報告表時，本集團於境外業務之資產及負債以結算日之匯率換算為本公司之列報貨幣(即港幣)，而其收入及支出以年內之平均匯率換算。除非匯率於期間大幅波動，在該情況下，則使用交易日期之匯率。所產生之匯兌差額(如有)乃確認為權益之獨立組成部份(匯兌儲備)。該匯兌差額乃於有關境外業務出售之期間在損益賬內確認。

稅項

所得稅支出指現時應付稅項及遞延稅項之總和。

現時應付稅項按本期間之應課稅溢利計算。應課稅溢利與綜合收益賬所報溢利不同。此乃由於其不包括在其他年度應課稅或可扣減之收入或支出項目，亦不包括永不須課稅或扣減之收益賬項目。

遞延稅項指就綜合財務報告表內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者之差額，而預期須支付或可收回之稅項，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅暫時差異予以確認，而遞延稅項資產之確認，則限於可用作抵銷可能將會產生應課稅溢利之可扣減暫時差異。若因商譽或因一項既不影響應課稅溢利亦不影響會計溢利之交易(業務合併除外)而首次確認其他資產及負債而引致暫時差異，則不會確認該等資產及負債。

遞延稅項資產之賬面值將於每個結算日審閱，當全部或部分遞延稅項資產，因將來不可能再產生足夠應課稅溢利而不獲應用，該等資產賬面值將被扣減。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

Financial instruments

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

Financial assets

The Group's financial assets are classified into available-for-sale financial assets, loans and receivables or financial assets at fair value through profit or loss ("FVTPL"). All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. The accounting policies adopted in respect of each category of financial assets are set out below.

Effective interest method

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

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

財務報告表附註(續)
截至二零零八年九月三十日止年度

3. 主要會計政策(續)

稅項(續)

遞延稅項乃按預期於負債償還或資產變現期間之適用稅率計算。遞延稅項會於綜合收益賬中計入或扣除，惟若其有關直接於股本權益中計入或扣除之項目，則遞延稅項亦會於股本權益中處理。

金融工具

金融資產及金融負債於一個集團實體成為該金融工具合約之訂約者時在資產負債表確認。金融資產及金融負債初步按公允價值計算。因收購或發行金融資產及金融負債(按公允價值計入損益之金融資產及金融負債除外)之直接應佔交易成本，於初步確認時將視乎情況計入或扣除於該項金融資產或金融負債之公允價值內。因收購按公允價值計入損益之金融資產或金融負債之直接應佔交易成本，即時於損益賬確認。

金融資產

本集團之金融資產分類為可供出售之金融資產、貸款及應收款項或按公允價值計入損益之金融資產。所有定期買賣之金融資產以交易日為基準確認及取消確認。各類金融資產所採用之會計政策載列於下文。

實際利息法

實際利息法乃計算金融資產之攤銷成本以及分配相關期間之利息收入之方法。實際利率乃金融資產之預計年期或適用之較短期內準確折現估計未來現金收入(包括所有即場已支付或已收取能構成整體實際利率之費用、交易成本及其他溢價或折讓)之利率。

債務工具之收入按實際利息基準確認。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

財務報告表附註(續)
截至二零零八年九月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Available-for-sale investments

Available-for-sale investments are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments. At each balance sheet date subsequent to initial recognition, available-for-sale investments are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss. Any impairment losses on available-for-sale financial assets are recognised in profit or loss (see accounting policy on impairment loss on financial assets below).

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at each balance sheet date subsequent to initial recognition (see accounting policy on impairment loss on financial assets below).

Loans and receivables

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

可供出售投資

可供出售投資為非衍生項目，並指定為可供出售投資或未有劃分為按公允價值計入損益之金融資產、貸款及應收款項或持至到期日之投資。於初步確認後之每個結算日，可供出售投資按公允價值計算。公允價值之變動於權益內確認，直至當金融資產售出或確定出現減值時，原先確認為權益之累計損益將從權益內移除，並於損益賬內確認。任何可供出售之金融資產減值虧損於損益賬內確認(請參閱下文有關金融資產減值虧損之會計政策)。

就於活躍市場並無已報市價而其公允價值未能可靠計算之可供出售之股本投資，以及與該等非上市股本工具有關並須以交付該等工具結算之衍生工具而言，該等可供出售之股本投資及衍生工具須於初步確認後之每個結算日按成本減任何已識別減值虧損計算(請參閱下文有關金融資產減值虧損之會計政策)。

貸款及應收款項

貸款及應收款項為附帶固定或可釐定付款額之非衍生性質金融資產，且於活躍市場並無報價。於初步確認後每一個結算日，貸款及應收款項(包括業務及其他應收款項、銀行結餘、應收附屬公司及應收共同控制公司賬款)採用實際利息法按攤銷成本，減任何已識別減值虧損列賬(請參閱下文有關金融資產減值虧損之會計政策)。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at fair value through profit or loss

Financial assets at FVTPL comprise financial assets held for trading. A financial asset is classified as held for trading if:

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

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

Impairment of financial assets

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

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

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

財務報告表附註(續)
截至二零零八年九月三十日止年度

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

按公允價值計入損益之金融資產

按公允價值計入損益之金融資產包括持作買賣之金融資產。倘屬下列情況，金融資產乃分類為持作買賣：

- 收購該金融資產之目的主要是在不久將來出售；或
- 該金融資產為本集團共同管理之金融工具已識別組合之一部分，並且具有最近實際短期獲利模式；或
- 該金融資產為非指定之衍生工具及可有效作為對沖工具。

於初步確認後各結算日，按公允價值計入損益之金融資產按公允價值計算，而公允價值之變動則於產生之期間內直接於損益賬確認。於損益賬確認之收益或虧損淨額不包括於金融資產賺取之任何股息或利息。

金融資產之減值

於每個結算日，金融資產(按公允價值計入損益之金融資產除外)均進行減值跡象評估。倘有客觀證據顯示因於初步確認金融資產後發生之一項或多項事件而令金融資產之估計未來現金流量受到影響，則金融資產會予以減值。

就可供出售股本投資而言，該投資之公允價值大幅或長期低於其成本乃被視為減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據包括：

- 發行人或交易對手出現重大財政困難；或
- 違約或逾期尚未償還利息或本金；或
- 借款人有可能面臨破產或財務重組。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables and amount due from subsidiaries, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable or amount due from a subsidiary is considered uncollectible, it is written-off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

財務報告表附註(續)
截至二零零八年九月三十日止年度

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

被評估為非個別減值之若干類別金融資產(如業務應收賬款)其後按整體基準進行減值評估。應收賬款組合減值之客觀證據可包括本集團收回款項之過往經驗、組合中超越平均信貸期之延期還款數目上升、以及與拖欠應收賬款有關之國家或地區經濟狀況之可觀察轉變。

就按攤銷成本列賬之金融資產而言，倘有客觀證據顯示資產已減值時，則於損益賬內確認減值虧損，並按資產之賬面值與根據原實際利率折現之估計未來現金流量現值之差額計算。

就所有金融資產而言，金融資產之賬面值直接按減值虧損減少，惟業務應收賬款及應收附屬公司賬款除外，其賬面值會透過使用撥備賬而減少。撥備賬內之賬面值變動會於損益賬內確認。當業務應收賬款或應收一間附屬公司賬款被視為無法收回時，其則於撥備賬內撇銷。其後收回之過往已撇銷之款項，均計入損益賬內。

就按攤銷成本值計量之金融資產而言，如在往後之期間減值虧損金額減少，而有關減少在客觀上與確認減值虧損後發生之事件有關，則先前已確認之減值虧損將透過損益賬予以撥回，惟該資產於減值被撥回當日之賬面值，不得超過無確認減值下之已攤銷成本。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

財務報告表附註(續)
截至二零零八年九月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Other financial liabilities

The Group's other financial liabilities include trade and other payables, rental and management fee deposits, loans from a related company and borrowings are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

Derecognition

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

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

Revenue recognition

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

Rentals and building management fees in respect of properties under operating leases, where substantially all the risks and rewards of ownership of assets have not been transferred to the lessee, are recognised over the lease term of the respective tenancy on a straight-line basis.

3. 主要會計政策(續)

金融工具(續)

其他金融負債

本集團之其他金融負債包括業務及其他應付賬款、租金及管理費按金、關連公司貸款及債項乃其後採用實際利息法按已攤銷成本計算。

股本工具

股本工具為任何證明在扣除所有負債後本集團資產剩餘權益之合約。本公司發行之股本工具按所收取款項扣除直接發行成本記賬。

取消確認

當資產收取現金流量之權利屆滿或金融資產被轉讓及本集團已將金融資產之所有權之絕大部份風險及回報轉讓，則金融資產將被取消確認。於取消確認金融資產時，資產賬面值與所收取及應收取之代價及已直接於股本中確認之累計收益或虧損總和之差額於損益賬中確認。

當有關合約中訂明之責任已解除、註銷或屆滿時，則金融負債將被取消確認。取消確認之金融負債之賬面值與所支付及應支付代價之差額於損益賬中確認。

收入確認

收入按已收取或應收取代價之公允價值計算，及代表於日常業務過程中就提供貨品及服務應收取之款項。

根據物業之營業租賃(即絕大部份資產擁有權之風險及回報均沒有轉至承租人之租賃)，物業之租金及管理費乃以個別租約之租賃期限按直線法之基準確認。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Sale of goods is recognised when goods are delivered and title has passed.

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

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

Leasing

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

The Group as lessor

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

Retirement benefit scheme

The Group's contributions to defined contribution retirement benefit schemes are charged as expenses when employees have rendered services entitling them to the contributions.

Borrowing costs

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

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

財務報告表附註(續)
截至二零零八年九月三十日止年度

3. 主要會計政策(續)

收入確認(續)

銷售貨品按貨品付運及已將貨品權益轉至客戶時確認。

股息收入於本集團收取股息之權利成立時確認。

來自金融資產之利息收入乃參考未償還本金及適用之實際利率並按時間基準計算。有關利率指將金融資產之估計未來所收現金於估計可使用期內折現至資產賬面淨值之利率。

租賃

融資租賃指將擁有資產之風險及回報絕大部份轉嫁予承租人之租賃。而其他租賃均列作營業租賃。

本集團作為出租人

經營租賃之租金收入乃按相關租賃年期以直線法於綜合收益賬內確認。

退休金計劃

本集團向定額福利退休金計劃所作出之供款，於僱員提供服務後而享有供款時以費用入賬。

借貸成本

直接用作收購、建造或生產合資格資產之借貸成本，將資本化作為該資產之部分成本。當資產大致準備作既定用途或出售時，借貸成本資本化將終止。

所有其他借貸成本於彼等產生期間確認於損益賬。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

財務報告表附註(續)
截至二零零八年九月三十日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS

The consolidated financial statements are prepared in accordance with HKFRSs as described in note 3. In connection with the preparation of the Group's consolidated financial statements, the management is required to make assumptions and estimates about future events, and apply judgements that affect the reported amounts of assets, liabilities, revenue and expenses and the related disclosure. Based on historical experience, current trends and other factors, the management makes assumptions and best estimates which are relevant at the time when the financial statements are prepared. Management believes that the following assumption is the most critical to aid in fully understanding and evaluating the results of the Group.

Going concern basis

Although the Group and the Company had net current liabilities at the balance sheet date, the Group and the Company manages its liquidity risk by monitoring its current and expected liquidity requirements regularly and ensuring sufficient liquid cash and adequate committed lines of funding from reputable financial institutions to meet the Group's and the Company's liquidity requirements in the short and long term. The directors consider that the Group and the Company has no significant liquidity risk.

5. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group and the Company consists of debt, which includes the bank borrowings disclosed in note 30 and equity attributable to equity holders of the Company, comprising issued share capital, reserves and retained earnings.

The management of the Group and the Company reviews the capital structure on a regular basis. As a part of this review, the management of the Group and the Company considers the cost of capital and the risks associated with issued share capital and will adjust its overall capital structure through dividend payments and issuing new shares.

There were no changes on the Group's and the Company's objectives or policies on capital management during the year.

4. 關鍵之會計判斷

如附註3所述，綜合財務報告表乃根據香港財務報告準則編製。於編製本集團之綜合財務報告表時，管理層須對未來事件作出假設及估計，並作出影響資產、負債、收入及開支呈報金額以及有關披露事項之判斷。管理層根據過往經驗、目前趨勢及其他因素，於編製財務報告表時作出當時最相關之假設及最佳估計。管理層相信下列假設對全面理解及評估本集團之業績至關重要。

持續經營基準

雖然本集團及本公司於結算日有流動負債淨值，本集團及本公司管理其流動資金風險按定期監控其現時及預期流動資金需要及以確保足夠流動現金及從信譽良好之金融機構獲得充裕承諾貸款額以應付本集團及本公司之短期及長期流動資金需求。董事認為本集團及本公司並無重大之流動資金風險。

5. 資本風險管理

本集團及本公司管理其資本，以確保本集團內之實體將可持續經營，並透過優化債務及權益結餘為股東帶來最大回報。自上年度，本集團及本公司之整體策略維持不變。

本集團及本公司之資本架構包括債務，其包括附註30所披露之銀行借貸及本公司權益持有人應佔權益，包括已發行股本，儲備及保留溢利。

本集團及本公司管理層定期審閱資本結構。作為此審閱之一部份，本集團及本公司管理層考慮資金之成本及與已發行股本相關之風險，並透過支付股息及發行新股，以調整其整體資本結構。

本集團及本公司之資本管理目標及政策於年內並無改變。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

財務報告表附註(續)
截至二零零八年九月三十日止年度

6. FINANCIAL INSTRUMENTS

6. 金融工具

a. Categories of financial instruments

a. 金融工具類別

	THE GROUP		THE COMPANY	
	集團		公司	
	2008	2007	2008	2007
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元
Financial assets	金融資產			
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金 及現金等額)			
	84,366	76,586	290,919	288,441
Available-for-sale investments	可供出售 投資			
	8,000	8,000	8,000	8,000
Investments held for trading	持作買賣之 投資			
	22,766	29,485	—	—
Financial liabilities	金融負債			
Amortised cost	攤銷成本			
	176,722	203,403	84,778	107,837

b. Financial risk management objective and policies

The Group's major financial instruments include available-for-sale investments, amount due from a jointly controlled entity, amounts due from subsidiaries, investments held for trading, trade and other receivables, bank balances, trade and other payables, rental and management fee deposits, loans from a related company, amounts due to subsidiaries, bank loans and bank overdrafts. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Cash flow interest rate risk

The Group's and the Company's cash flow interest rate risk relates primarily to floating-rate bank borrowings and loan from a related company. The Group and the Company currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

b. 財務風險管理目標及政策

本集團之主要金融工具包括可供出售投資、應收共同控制公司賬款、應收附屬公司賬款、持作買賣之投資、業務及其他應收賬款、銀行結餘、業務及其他應付賬款、租金及管理費按金、關連公司貸款、應付附屬公司賬款、銀行貸款及透支。金融工具之詳情於相應之附註中披露。與該等金融工具相關之風險包括市場風險(利率風險及其他價格風險)、信貸風險及流動資金風險。減低該等風險之政策載述如下。管理層管理及監察該等風險，以確保及時和有效地實施適當之措施。

市場風險

(i) 現金流量利率風險

本集團及本公司之現金流量利率風險主要是關於浮動利率之銀行借貸及關連公司貸款。本集團及本公司現時並無利率對沖政策。然而，管理層會監控利率風險，並於需要時將考慮對沖重大利率風險。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
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6. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objective and policies
(Continued)

Market risk (Continued)

(i) Cash flow interest rate risk (Continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments (variable rate bank borrowings and loans from a related company) at the balance sheet date. For variable-rate bank borrowings and loans from a related company, the analysis is prepared assuming the amount of liability outstanding at the balance sheet date was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's and the Company's profit for the year ended 30 September 2008 would decrease/increase by approximately HK\$580,000 (2007: HK\$701,000) and decrease/increase by approximately HK\$180,000 (2007: HK\$293,000) respectively. This is mainly attributable to the Group's and the Company's exposure to interest rates on its variable-rate bank borrowings.

The Group's and the Company's sensitivity to interest rates has decreased during the current year mainly due to the decrease in variable rate debt instruments.

(ii) Other price risk

The Group is exposed to equity price risk primarily through its investments held for trading. The management manages this exposure by maintaining a portfolio of investments with different risks.

財務報告表附註(續)
截至二零零八年九月三十日止年度

6. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

(i) 現金流量利率風險(續)

敏感度分析

以下敏感度分析乃基於非衍生工具(浮息銀行借貸及關連公司貸款)於結算日所面對之利率風險而釐定。就浮息銀行借貸及關連公司貸款而言，該分析乃假設於結算日的未償還負債金額於整個年度尚未支付而編製。50基點增減為內部向關鍵管理人員報告利率風險時所採用，其代表管理層對利率合理可能變動之評估。

倘利率上升/下降50基點，而其他不確定因素保持不變，則本集團及本公司於截至二零零八年九月三十日止年度之溢利將分別減少/增加約港幣580,000元(二零零七年：港幣701,000元)及減少/增加約港幣180,000元(二零零七年：港幣293,000元)。此主要由於本集團及本公司面對浮息銀行借貸之利率風險所致。

本集團及本公司對利率之敏感度在本年度減少主要由於浮息債務工具減少所致。

(ii) 其他價格風險

本集團主要因投資於持作買賣之投資而面對股本價格風險。管理層以維持一個不同風險之投資組合管理這些風險。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

6. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objective and policies
(Continued)

Market risk (Continued)

(ii) Other price risk (Continued)

Sensitivity analysis

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

If the prices of the respective equity instruments had been 20% higher/lower, profit for the year ended 30 September 2008 increase/decrease by approximately HK\$3,801,000 (2007: increase/decrease by approximately HK\$4,864,000) as a result of the changes in fair value of held-for-trading investments.

財務報告表附註(續)
截至二零零八年九月三十日止年度

6. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

(ii) 其他價格風險(續)

敏感度分析

以下敏感度分析乃基於報告日所面對之股本價格風險而釐定。

倘若相關股本工具價格上升／下降20%，截至二零零八年九月三十日止年度溢利增加／減少約港幣3,801,000元(二零零七年：增加／減少約港幣4,864,000元)，是由於持作買賣投資之公允價值改變。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

6. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objective and policies
(Continued)

Credit risk

As at 30 September 2008, the Company's and Group's maximum exposure to credit risk which will cause a financial loss to the Company and Group due to failure to discharge an obligation by the counterparties and financial guarantees issued by the Company is arising from:

- the carrying amount of the respective recognised financial assets as stated in the Company's and consolidated balance sheet; and
- the amount of contingent liabilities to the Company disclosed in note 34.

In order to minimise the credit risk, the management of the Group and the Company has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group and the Company reviews the recoverable amount of each individual trade debt at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. Transactions with banks are limited to high credit rating financial institutions. The Group monitors its credit risk in respect of jointly controlled entity through jointly controlling its financial and operating policy decisions and reviewing its financial condition. In this regard, the directors consider that the Group's credit risk is significantly reduced.

The Group and the Company has no significant concentration of credit risk in respect of trade and other receivables, with exposure spread over a number of counterparties and customers.

財務報告表附註(續)
截至二零零八年九月三十日止年度

6. 金融工具(續)

b. 財務風險管理目標及政策(續)

信貸風險

於二零零八年九月三十日，因對手未能履行責任及本公司及本集團已發行金融擔保，而令本公司及本集團蒙受財務損失，本公司所承擔之最高信貸風險乃產生自：

- 本公司及綜合之資產負債表所列各項已確認金融資產之賬面值；及
- 於附註34披露之本公司或然負債金額。

為將信貸風險減至最低，本集團及本公司之管理層已委任了一隊負責釐定信貸額度、信貸批准及其他監察程序之團隊，以確保能跟進追收逾期債款。此外，本集團及本公司於每個結算日審閱各項業務應收款項之可收回數額，以確保為不可收回數額作出足夠之減值虧損。與銀行之交易只限於高信貸評級之財務機構。本集團監控共同控制公司之信貸風險是透過共同管理其財務及營運政策決定及審閱其財務狀況。就此而言，董事認為本集團之信貸風險已明顯減少。

本集團及本公司之業務及其他應收賬款並無重大集中之信貸風險，因風險分散於多名交易對手及客戶。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

財務報告表附註(續)
截至二零零八年九月三十日止年度

6. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objective and policies
(Continued)

Liquidity risk

The Group's and the Company's objective is to maintain a balance between continuity of funding and the flexibility through the use of bank and other borrowings. The Group and the Company also monitors the current and expected liquidity requirements and its compliance with lending covenants regularly to ensure it maintains sufficient working capital and adequate committed lines of funding to meet its liquidity requirement.

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

Liquidity and interest risk tables

THE GROUP

	Within 1 year or on demand	More than 1 year but less than 2 years 1年以 上，但不 超過2年	More than 2 years but less than 5 years 2年以 上，但不 超過5年	Total undiscounted cash flows 未折現現金 流量總額	Carrying amount 賬面值
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
2008					
Non-derivative financial liabilities					
Trade and other payables	9,410	—	—	9,410	9,410
Rental and management fee deposits	22,318	—	—	22,318	22,318
Bank borrowings at variable rates	48,955	95,330	—	144,285	136,000
Bank overdrafts at variable rates	5,994	—	—	5,994	5,994
Loan from a related company	3,000	—	—	3,000	3,000
	89,677	95,330	—	185,007	176,722

6. 金融工具(續)

b. 財務風險管理目標及政策(續)

流動資金風險

本集團及本公司之目標乃透過使用銀行及其他借貸，令資金之持續性與靈活性之間維持平衡。本集團及本公司亦監察現時及預期流動資金需求，並定期監察其符合借款契約規定，以確保其維持充裕之營運資金及充足而穩定之資金來源，以滿足其流動資金需求。

下表詳列本集團及本公司金融負債之餘下合約期限。該表乃根據本集團及本公司被要求還款之最早日期之金融負債未折現現金流量而編製。該表包括利息及主要現金流量。

流動資金及利息風險表

集團

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財務報告表附註(續)
截至二零零八年九月三十日止年度

6. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objective and policies
(Continued)

Liquidity risk (Continued)

Liquidity and interest risk tables (Continued)

THE GROUP (Continued)

2007

Non-derivative financial liabilities

	Within 1 year or on demand 1年內或 應要求 HK\$'000 港幣千元	More than 1 year but less than 2 years 1年以 上，但不 超過2年 HK\$'000 港幣千元	More than 2 years but less than 5 years 2年以 上，但不 超過5年 HK\$'000 港幣千元	Total undiscounted cash flows 未折現現金 流量總額 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
Trade and other payables	10,405	—	—	10,405	10,405
Rental and management fee deposits	17,803	—	—	17,803	17,803
Bank borrowings at variable rates	76,810	9,126	96,913	182,849	164,000
Bank overdrafts at variable rates	5,195	—	—	5,195	5,195
Loan from a related company	6,000	—	—	6,000	6,000
	116,213	9,126	96,913	222,252	203,403

二零零七年

非衍生金融負債

業務及其他應付賬款

租金及管理費按金

浮息銀行借貸

浮息銀行透支

關連公司貸款

6. 金融工具(續)

b. 財務風險管理目標及政策(續)

流動資金風險(續)

流動資金及利息風險表(續)

集團(續)

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

財務報告表附註(續)
截至二零零八年九月三十日止年度

6. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objective and policies
(Continued)

Liquidity risk (Continued)

Liquidity and interest risk tables (Continued)

THE COMPANY

2008

Non-derivative financial liabilities

	Within 1 year or on demand 1年內或 應要求 <u>HK\$'000</u> 港幣千元	More than 1 year but less than 2 years 1年以 上，但不 超過2年 <u>HK\$'000</u> 港幣千元	More than 2 years but less than 5 years 2年以 上，但不 超過5年 <u>HK\$'000</u> 港幣千元	Total undiscounted cash flows 未折現現金 流量總額 <u>HK\$'000</u> 港幣千元	Carrying amount 賬面值 <u>HK\$'000</u> 港幣千元
Trade and other payables	5,330	–	–	5,330	5,330
Rental and management fee deposits	14,844	–	–	14,844	14,844
Amounts due to subsidiaries	15,610	–	–	15,610	15,610
Bank borrowings at variable rates	41,480	–	–	41,480	40,000
Bank overdrafts at variable rates	5,994	–	–	5,994	5,994
Loan from a related company	3,000	–	–	3,000	3,000
	<u>86,258</u>	<u>–</u>	<u>–</u>	<u>86,258</u>	<u>84,778</u>

二零零八年

非衍生金融負債

業務及其他應付賬款	5,330	–	–	5,330	5,330
租金及管理費按金	14,844	–	–	14,844	14,844
應付附屬公司賬款	15,610	–	–	15,610	15,610
浮息銀行借貸	41,480	–	–	41,480	40,000
浮息銀行透支	5,994	–	–	5,994	5,994
關連公司貸款	3,000	–	–	3,000	3,000
	<u>86,258</u>	<u>–</u>	<u>–</u>	<u>86,258</u>	<u>84,778</u>

6. 金融工具(續)

b. 財務風險管理目標及政策(續)

流動資金風險(續)

流動資金及利息風險表(續)

公司

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STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

財務報告表附註(續)
截至二零零八年九月三十日止年度

6. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objective and policies
(Continued)

Liquidity risk (Continued)

Liquidity and interest risk tables (Continued)

THE COMPANY (Continued)

	Within 1 year or on demand 1年內或 應要求 HK\$'000 港幣千元	More than 1 year but less than 2 years 1年以 上，但不 超過2年 HK\$'000 港幣千元	More than 2 years but less than 5 years 2年以 上，但不 超過5年 HK\$'000 港幣千元	Total undiscounted cash flows 未折現現金 流量總額 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
2007					
Non-derivative financial liabilities					
Trade and other payables	業務及其他應付賬款 5,944	—	—	5,944	5,944
Rental and management fee deposits	租金及管理費按金 12,496	—	—	12,496	12,496
Amounts due to subsidiaries	應付附屬公司賬款 13,202	—	—	13,202	13,202
Bank borrowings at variable rates	浮息銀行借貸 68,523	—	—	68,523	65,000
Bank overdrafts at variable rates	浮息銀行透支 5,195	—	—	5,195	5,195
Loan from a related company	關連公司貸款 6,000	—	—	6,000	6,000
	111,360	—	—	111,360	107,837

c. Fair value

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

- The fair value of financial assets with standard terms and conditions and are traded on active liquid markets are determined with reference to quoted market prices.
- The fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using the relevant prevailing market rates.

6. 金融工具(續)

b. 財務風險管理目標及政策(續)

流動資金風險(續)

流動資金及利息風險表(續)

公司(續)

	Within 1 year or on demand 1年內或 應要求 HK\$'000 港幣千元	More than 1 year but less than 2 years 1年以 上，但不 超過2年 HK\$'000 港幣千元	More than 2 years but less than 5 years 2年以 上，但不 超過5年 HK\$'000 港幣千元	Total undiscounted cash flows 未折現現金 流量總額 HK\$'000 港幣千元	Carrying amount 賬面值 HK\$'000 港幣千元
2007					
Non-derivative financial liabilities					
Trade and other payables	業務及其他應付賬款 5,944	—	—	5,944	5,944
Rental and management fee deposits	租金及管理費按金 12,496	—	—	12,496	12,496
Amounts due to subsidiaries	應付附屬公司賬款 13,202	—	—	13,202	13,202
Bank borrowings at variable rates	浮息銀行借貸 68,523	—	—	68,523	65,000
Bank overdrafts at variable rates	浮息銀行透支 5,195	—	—	5,195	5,195
Loan from a related company	關連公司貸款 6,000	—	—	6,000	6,000
	111,360	—	—	111,360	107,837

c. 公允價值

金融資產及負債之公允價值釐定如下：

- 受標準條款及條件規管及於活躍流動市場交易之金融資產之公允價值乃參考市場報價釐定。
- 其他金融資產及金融負債之公允價值是根據普遍採納之定價模式，以有關之通行市場利率按折現現金流量分析釐定。

NOTES TO THE FINANCIAL
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6. FINANCIAL INSTRUMENTS (Continued)

c. Fair value (Continued)

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

7. TURNOVER

An analysis of the Group's turnover is as follows:

Property rentals	物業租金
Building management fees	物業管理費
Sale of goods	銷售貨品
Others	其他

財務報告表附註(續)
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6. 金融工具(續)

c. 公允價值(續)

董事認為按攤銷成本於綜合財務報告表列賬之金融資產及金融負債之賬面值與其公允價值相若。

7. 營業額

本集團之營業額分析如下：

	2008	2007
	<i>HK\$'000</i>	<i>HK\$'000</i>
	港幣千元	港幣千元
Property rentals	84,357	70,625
Building management fees	5,467	4,974
Sale of goods	27,293	29,297
Others	5,664	5,709
	<u>122,781</u>	<u>110,605</u>

8. SEGMENT INFORMATION

Business segment

The businesses based upon which the Group reports its primary segment information are as follows:

Property investment and management	—	letting and management of commercial and residential properties
Trading of goods	—	trading of visual and sound equipment
Securities investment	—	dealings in listed securities
Investment holding	—	investment in unlisted equity securities for long term strategic purposes

8. 分類資料

業務分類

本集團呈報其主要分類資料時依據之業務如下：

物業投資及管理	—	商業及住宅物業租賃及管理
貨物買賣	—	視聽器材買賣
證券投資	—	上市證券買賣
控股投資	—	投資於長期及策略性用途之非上市股本證券

NOTES TO THE FINANCIAL
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財務報告表附註(續)
截至二零零八年九月三十日止年度

8. SEGMENT INFORMATION (Continued)

Business segment (Continued)

Segment information about these businesses is presented below:

Revenue and results

Year ended 30th September, 2008

		Property investment and management 物業投資及管理	Trading of goods 貨物買賣	Securities investment 證券投資	Investment holding 控股投資	Eliminations 對銷	Consolidated 綜合
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
REVENUE	收入						
External	對外	89,824	27,293	2,464	3,200	—	122,781
Inter-segment	分類間	1,282	—	—	—	(1,282)	—
		<u>91,106</u>	<u>27,293</u>	<u>2,464</u>	<u>3,200</u>	<u>(1,282)</u>	<u>122,781</u>
Segment results	分類業績	74,695 (note) (附註)	572	(4,279)	3,200	—	74,188
Other income	其他收入						3,166
Unallocated corporate expenses	未能分攤 總部費用						(8,877)
Finance costs	財務支出						(5,699)
Share of loss of a jointly controlled entity	應佔共同控制 公司虧損						(4,165)
Profit before taxation	稅前溢利						58,613
Income tax credit	所得稅抵免						6,978
Profit for the year	本年度溢利						<u>65,591</u>

Note: Segment results of property investment and management division include loss on fair value change of investment properties of HK\$400,000.

8. 分類資料(續)

業務分類(續)

該等業務之分類資料呈報如下：

收入及業績

截至二零零八年九月三十日止年度

附註：物業投資及管理組別之分類業績包括投資物業公允價值變動之虧損港幣400,000元。

NOTES TO THE FINANCIAL
STATEMENTS (Continued)
FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

財務報告表附註(續)
截至二零零八年九月三十日止年度

8. SEGMENT INFORMATION (Continued)

Business segment (Continued)

Balance sheet

At 30th September, 2008

		Property investment and management 物業投資及管理	Trading of goods 貨物買賣	Securities investment 證券投資	Investment holding 控股投資	Consolidated 綜合
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
ASSETS	資產					
Segment assets	分類資產	2,047,501	9,317	22,766	8,000	2,087,584
Interest in a jointly controlled entity	共同控制公司權益					85,781
Unallocated corporate assets	未能分攤總部資產					3,080
Consolidated total assets	綜合總資產					2,176,445
LIABILITIES	負債					
Segment liabilities	分類負債	26,915	4,798	10	4	31,727
Unallocated corporate liabilities	未能分攤總部負債					411,894
Consolidated total liabilities	綜合總負債					443,621

Other information

Year ended 30th September, 2008

其他資料

截至二零零八年九月三十日止年度

		Property investment and management 物業投資及管理	Trading of goods 貨物買賣
		HK\$'000 港幣千元	HK\$'000 港幣千元
Capital additions	新增資本支出	1,346	10
Depreciation and amortisation	折舊及攤銷	704	59
Reversal of allowance for doubtful debts	呆賬撥備 撥回	—	(872)
Gain on disposal and write-off of property, plant and equipment	出售及撇銷物業、裝置及 設備之收益	(179)	—

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截至二零零八年九月三十日止年度

8. SEGMENT INFORMATION (Continued)

Business segment (Continued)

Revenue and results

Year ended 30th September, 2007

		Property investment and management 物業投資及管理	Trading of goods 貨物買賣	Securities investment 證券投資	Investment holding 控股投資	Eliminations 對銷	Consolidated 綜合
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
REVENUE	收入						
External	對外	75,599	29,297	4,109	1,600	—	110,605
Inter-segment	分類間	1,198	—	—	—	(1,198)	—
		<u>76,797</u>	<u>29,297</u>	<u>4,109</u>	<u>1,600</u>	<u>(1,198)</u>	<u>110,605</u>
Segment results	分類業績	363,754 <i>(note)</i> <i>(附註)</i>	1,735	12,352	1,600	—	379,441
Other income	其他收入						2,209
Unallocated corporate expenses	未能分攤 總部費用						(8,781)
Finance costs	財務支出						(9,377)
Share of loss of a jointly controlled entity	應佔共同控制 公司虧損						(1,203)
Profit before taxation	稅前溢利						362,289
Income tax expense	所得稅支出						(54,130)
Profit for the year	本年度溢利						<u>308,159</u>

Note: Segment results of property investment and management division include gain on fair value change of investment properties of HK\$301,800,000.

8. 分類資料(續)

業務分類(續)

收入及業績

截至二零零七年九月三十日止年度

附註：物業投資及管理組別之分類業績包括投資物業公允價值變動之收益港幣301,800,000元。

NOTES TO THE FINANCIAL
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財務報告表附註(續)
截至二零零八年九月三十日止年度

8. SEGMENT INFORMATION (Continued)

Business segment (Continued)

Balance sheet

At 30th September, 2007

		Property investment and management 物業投資及管理	Trading of goods 貨物買賣	Securities investment 證券投資	Investment holding 控股投資	Consolidated 綜合
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
ASSETS	資產					
Segment assets	分類資產	2,046,329	11,448	29,485	8,000	2,095,262
Interest in a jointly controlled entity	共同控制公司權益					74,478
Unallocated corporate assets	未能分攤總部資產					2,617
Consolidated total assets	綜合總資產					2,172,357
LIABILITIES	負債					
Segment liabilities	分類負債	24,569	3,625	10	4	28,208
Unallocated corporate liabilities	未能分攤總部負債					458,268
Consolidated total liabilities	綜合總負債					486,476

Other information

Year ended 30th September, 2007

Capital additions	新增資本支出			454	244
Depreciation and amortisation	折舊及攤銷			473	37
Gain on disposal and write-off of property, plant and equipment	出售及撤銷物業、裝置及設備之收益			(5)	—
Allowance for doubtful debts	呆賬撥備			—	746

Geographical segment

More than 90% of the Group's turnover, profit before taxation, assets and liabilities were derived from and located in Hong Kong and, therefore, no geographical segments are presented.

8. 分類資料(續)

業務分類(續)

資產負債表

於二零零七年九月三十日結算

其他資料

截至二零零七年九月三十日止年度

	Property investment and management 物業投資及管理	Trading of goods 貨物買賣
	HK\$'000 港幣千元	HK\$'000 港幣千元
Capital additions	454	244
Depreciation and amortisation	473	37
Gain on disposal and write-off of property, plant and equipment	(5)	—
Allowance for doubtful debts	—	746

地區分類資料

本集團超過百分之九十之營業額、稅前溢利、資產及負債乃來自及位於香港，因此並無地區分類資料呈列。

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財務報告表附註(續)
截至二零零八年九月三十日止年度

9. FINANCE COSTS

Interest on:	利息：
Bank loans and overdrafts	銀行貸款及透支
Other loans wholly repayable within five years	須於五年內全部償還之 其他貸款

2008	2007
HK\$'000	HK\$'000
港幣千元	港幣千元
5,545	8,830
154	547
5,699	9,377
5,699	9,377

10. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging (crediting):	稅前溢利已扣除(計入) 下列項目：
Auditors' remuneration	核數師酬金
Release of prepaid lease payments	預付租賃款項轉出
Gain on disposal and write-off of property, plant and equipment	出售及撇銷物業、裝置及 設備之收益
Depreciation on property, plant and equipment	物業、裝置及設備 折舊
Staff costs (including directors' emoluments)	僱員開支(包括 董事酬金)
Imputed interest income on amount due from a jointly controlled entity	應收共同控制公司賬款 之名義利息收入
Bank interest income	銀行利息收入
Dividends from listed securities	上市公司證券股息
Foreign exchange gain, net	外幣匯兌收益，淨值
Direct operating expenses arising from investment properties that generated rental income during the year	本年度產生租金 收入之投資物業 直接經營 費用

9. 財務支出

10. 稅前溢利

2008	2007
HK\$'000	HK\$'000
港幣千元	港幣千元
690	663
8	8
(179)	(5)
1,137	1,135
17,441	16,688
(3,161)	(2,113)
(10)	(99)
(2,464)	(3,123)
(4)	(80)
8,623	7,774
8,623	7,774

Included in staff costs are contributions to the Mandatory Provident Fund Scheme totalling HK\$629,000 (2007: HK\$630,000).

Rental income from investment properties less outgoing amounts to HK\$75,734,000 (2007: HK\$62,851,000).

包括於僱員開支為強制性公積金計劃之供款共港幣629,000元(二零零七年：港幣630,000元)。

投資物業之租金收入減支銷為港幣75,734,000元(二零零七年：港幣62,851,000元)。

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財務報告表附註(續)
截至二零零八年九月三十日止年度

11. INCOME TAX CREDIT (EXPENSE)

11. 所得稅抵免(支出)

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
The income tax credit (expense) comprises Hong Kong Profits Tax:	所得稅抵免(支出)包括香港利得稅：		
Company and subsidiaries	本公司及附屬公司		
Current tax	本年度稅項	(8,881)	(7,714)
Deferred tax (note 31)	遞延稅項(附註31)	15,859	(46,416)
		<u>6,978</u>	<u>(54,130)</u>

Hong Kong Profits Tax is calculated at 16.5% (2007: 17.5%) on the estimated assessable profits for the year. On 26 June 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 which includes the reduction in corporate profits tax rate by 1% to 16.5% effective from the year of assessment 2008-2009. The effect of such decrease has been reflected in measuring the current and deferred tax for the year ended 30 September 2008.

香港利得稅乃以年內估計之應課稅溢利按16.5%(二零零七年:17.5%)之稅率計算撥備。於二零零八年六月二十六日,香港立法會通過《二零零八年收入條例草案》,當中包括由二零零八/二零零九年課稅年度開始,調低公司利得稅稅率1%至16.5%。調低稅率之影響已經在計量截至二零零八年九月三十日止年度之當期及遞延稅項時反映。

The income tax (credit) expense can be reconciled to the profit before taxation per the consolidated income statement as follows:

所得稅(抵免)支出可與綜合收益賬之稅前溢利對賬如下:

		2008	2007
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Profit before taxation	稅前溢利	58,613	362,289
Tax at Hong Kong Profits	以香港利得稅率16.5%		
Tax rate of 16.5% (2007: 17.5%)	(二零零七年:17.5%)計算之稅項	9,671	63,400
Tax effect of non-deductible expenses	不能扣稅支出之稅務影響	240	126
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(989)	(7,786)
Tax effect of current year's tax loss not recognised	未確認之本年度稅項虧損之稅務影響	36	508
Tax effect of utilisation of tax losses not recognised in prior years	運用往年未確認稅項虧損之稅務影響	(874)	(2,276)
Overprovision in prior year	過往年度撥備之高估	(144)	-
Effect of share of loss of jointly controlled entity	應佔共同控制公司虧損之影響	687	211
Effect on deferred tax arising from change in tax rate	因稅率改變而產生之遞延稅項之影響	(15,592)	-
Others	其他	(13)	(53)
Income tax (credit) expense	所得稅(抵免)支出	<u>(6,978)</u>	<u>54,130</u>

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財務報告表附註(續)
截至二零零八年九月三十日止年度

12. DIVIDENDS

12. 股息

		2008 <i>HK\$'000</i> 港幣千元	2007 <i>HK\$'000</i> 港幣千元
Dividend paid:	已付股息：		
Interim dividend	中期股息		
HK4 cents (2007: HK4 cents) per ordinary share	每股普通股 4 港仙 (二零零七年：4 港仙)	4,407	4,407
Final dividend in respect of 2007	二零零七年末期股息	17,629	—
Final dividend in respect of 2006	二零零六年末期股息	—	13,222
		<u>22,036</u>	<u>17,629</u>
Dividend proposed:	建議派發股息：		
Final dividend	末期股息		
HK13 cents (2007: HK16 cents) per ordinary share	每股普通股 13 港仙 (二零零七年：16 港仙)	<u>14,323</u>	<u>17,629</u>

The final dividend of HK13 cents (2007: HK16 cents) per share has been proposed by the directors and is subject to approval by the shareholders in annual general meeting.

董事建議派發末期股息每股 13 港仙(二零零七年：16 港仙)，及須於股東週年大會內股東通過才可作實。

13. EARNINGS PER SHARE

13. 每股盈利

The calculation of the basic earnings per share is based on the profit attributable to the equity holders of the Company for the year of HK\$65,295,000 (2007: HK\$307,419,000) and on 110,179,385 (2007: 110,179,385) ordinary shares in issue during the year.

每股基本盈利之計算法乃根據年內本公司權益持有人應佔溢利港幣 65,295,000 元(二零零七年：港幣 307,419,000 元)，並按年內已發行 110,179,385 (二零零七年：110,179,385) 股普通股計算。

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14. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to the seven (2007: seven) directors of the Company are as follows:

14. 董事酬金

本公司7位(二零零七年:7位)董事之已付或應付酬金如下:

		Fees	Basic salaries, allowances and benefits-in-kind	Contributions to retirement benefit scheme	Total
		袍金	底薪、津貼及實物利益	退休金計劃之供款	總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Year ended 30th September, 2008	截至二零零八年九月三十日止年度				
Wong Bing Lai	黃炳禮	90	1,185	—	1,275
Wong Tat Chang, Abraham	黃達漳	45	1,481	44	1,570
Wong Tat Kee, David	黃達琪	45	—	—	45
Wong Tat Sum, Samuel	黃達琛	45	—	—	45
Lam Hsieh Li Chen, Linda	林謝麗瓊	45	11	—	56
Li Kwok Sing, Aubrey	李國星	45	66	—	111
Sit Hoi Wah, Kenneth	薛海華	45	22	—	67
		<u>360</u>	<u>2,765</u>	<u>44</u>	<u>3,169</u>
Year ended 30th September, 2007	截至二零零七年九月三十日止年度				
Wong Bing Lai	黃炳禮	80	1,408	—	1,488
Wong Tat Chang, Abraham	黃達漳	40	1,411	43	1,494
Wong Tat Kee, David	黃達琪	40	—	—	40
Wong Tat Sum, Samuel	黃達琛	40	—	—	40
Lam Hsieh Li Chen, Linda	林謝麗瓊	40	10	—	50
Li Kwok Sing, Aubrey	李國星	40	60	—	100
Sit Hoi Wah, Kenneth	薛海華	40	20	—	60
		<u>320</u>	<u>2,909</u>	<u>43</u>	<u>3,272</u>

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15. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2007: two) were directors of the Company whose emoluments have been included in note 14 above. For the remaining three individuals, two (2007: two) are individually below HK\$1,000,000, and one (2007: one) is over HK\$1,000,000 and below HK\$1,500,000. Their emoluments are analysed as follows:

		<u>2008</u>	<u>2007</u>
		<i>HK\$'000</i>	<i>HK\$'000</i>
		港幣千元	港幣千元
Basic salaries, allowances and benefits-in-kind	底薪、津貼及實物利益	2,535	2,351
Performance related bonus	與表現有關之獎金	287	180
Contributions to retirement benefit scheme	退休金計劃之供款	79	77
		<u>2,901</u>	<u>2,608</u>

16. INVESTMENT PROPERTIES

FAIR VALUE	公允價值
At 1st October, 2006	二零零六年十月一日
Net increase in fair value recognised in the consolidated income statement	於綜合收益賬確認之公允價值淨增加
At 30th September, 2007	二零零七年九月三十日
Net decrease in fair value recognised in the consolidated income statement	於綜合收益賬確認之公允價值淨減少
At 30th September, 2008	二零零八年九月三十日

15. 職員酬金

集團內5名薪酬最高之職員包括2名(二零零七年: 2名)本公司董事, 其酬金已列於上文附註第14項, 其餘3名, 2名(二零零七年: 2名)之個別酬金均不多於港幣1,000,000元, 及1名(二零零七年: 1名)之酬金多於港幣1,000,000元及低於港幣1,500,000元。其酬金分析如下:

		<u>2008</u>	<u>2007</u>
		<i>HK\$'000</i>	<i>HK\$'000</i>
		港幣千元	港幣千元
Basic salaries, allowances and benefits-in-kind	底薪、津貼及實物利益	2,535	2,351
Performance related bonus	與表現有關之獎金	287	180
Contributions to retirement benefit scheme	退休金計劃之供款	79	77
		<u>2,901</u>	<u>2,608</u>

16. 投資物業

	THE GROUP	THE COMPANY
	集團	公司
	<i>HK\$'000</i>	<i>HK\$'000</i>
	港幣千元	港幣千元
At 1st October, 2006	1,738,500	1,395,400
Net increase in fair value recognised in the consolidated income statement	301,800	250,200
At 30th September, 2007	2,040,300	1,645,600
Net decrease in fair value recognised in the consolidated income statement	(400)	(100)
At 30th September, 2008	<u>2,039,900</u>	<u>1,645,500</u>

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16. INVESTMENT PROPERTIES (Continued)

16. 投資物業(續)

(a) An analysis of the investment properties is set out below:

(a) 投資物業分析載列如下：

	THE GROUP 集團		THE COMPANY 公司	
	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Investment properties				
In Hong Kong				
On long-term leases	1,960,600	1,961,300	1,645,500	1,645,600
On medium-term leases	62,500	61,500	—	—
In the People's Republic of China (the "PRC")				
on long-term leases	16,800	17,500	—	—
	<u>2,039,900</u>	<u>2,040,300</u>	<u>1,645,500</u>	<u>1,645,600</u>

(b) All of the Group's property interests in land held under operating leases to earn rentals are measured using the fair value model and are classified and accounted for as investment properties. The Group's investment properties at 30th September, 2008 and 2007 are stated at fair value which has been arrived at on the basis of a valuation carried out on that date by DTZ Debenham Tie Leung Limited, which is a firm of independent qualified professional valuers not connected with the Group, a member of the Hong Kong Institute of Surveyors and has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation, which conforms to Valuation Standards on Properties of the Hong Kong Institution of Surveyor, was arrived at by reference to market evidence of recent transaction prices for similar properties and rental rates.

(b) 根據營業租賃方式持有以賺取租金之所有本集團土地物業權益按公允價值模式計算及分類列作投資物業。於二零零八年及二零零七年九月三十日本集團之投資物業按公允價值列賬，該等投資物業之公允價值乃根據戴德梁行有限公司於該日期進行估值達致。該公司為一間與本集團並無關連之獨立合資格專業估值師，為香港測量師學會會員及於評估有關地區之同類物業方面具備合適資格及近期經驗。該估值符合香港測量師學會之物業估值標準，乃經參考同類物業最近交易價之市場憑證及租值後達致。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、裝置及設備

		Buildings in Hong Kong on long- term lease 長期契約 之香港樓宇	Furniture, fixtures and equipment 傢俬、 裝修及設備	Motor vehicles 車輛	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
THE GROUP	集團				
COST	成本值				
At 1st October, 2006	二零零六年十月一日	5,269	24,821	2,746	32,836
Additions	添置	—	698	589	1,287
Disposals and write-offs	出售及撇銷	—	(298)	(261)	(559)
At 30th September, 2007	二零零七年九月三十日	5,269	25,221	3,074	33,564
Additions	添置	—	1,356	359	1,715
Disposals and write-offs	出售及撇銷	—	(369)	(839)	(1,208)
At 30th September, 2008	二零零八年九月三十日	5,269	26,208	2,594	34,071
DEPRECIATION	折舊				
At 1st October, 2006	二零零六年十月一日	2,434	23,963	1,639	28,036
Provided for the year	是年折舊	105	397	633	1,135
Eliminated on disposals and write-offs	於出售及撇銷時 撇除	—	(282)	(228)	(510)
At 30th September, 2007	二零零七年九月三十日	2,539	24,078	2,044	28,661
Provided for the year	是年折舊	105	650	382	1,137
Eliminated on disposals and write-offs	於出售及撇銷時 撇除	—	(335)	(397)	(732)
At 30th September, 2008	二零零八年九月三十日	2,644	24,393	2,029	29,066
CARRYING VALUES	賬面值				
At 30th September, 2008	二零零八年九月三十日	2,625	1,815	565	5,005
At 30th September, 2007	二零零七年九月三十日	2,730	1,143	1,030	4,903

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17. PROPERTY, PLANT AND EQUIPMENT (Continued)

17. 物業、裝置及設備(續)

		Buildings in Hong Kong on long- term lease 長期契約 之香港樓宇	Furniture, fixtures and equipment 傢俬、 裝修及設備	Motor vehicles 車輛	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
THE COMPANY		公司			
COST		成本值			
At 1st October, 2006	二零零六年十月一日	1,995	13,247	2,538	17,780
Additions	添置	—	386	589	975
Disposals and write-offs	出售及撇銷	—	(212)	(261)	(473)
At 30th September, 2007	二零零七年九月三十日	1,995	13,421	2,866	18,282
Additions	添置	—	1,256	359	1,615
Disposals and write-offs	出售及撇銷	—	(263)	(839)	(1,102)
At 30th September, 2008	二零零八年九月三十日	1,995	14,414	2,386	18,795
DEPRECIATION		折舊			
At 1st October, 2006	二零零六年十月一日	905	12,556	1,433	14,894
Provided for the year	是年折舊	40	304	634	978
Eliminated on disposals and write-offs	於出售及撇銷時 撇除	—	(197)	(228)	(425)
At 30th September, 2007	二零零七年九月三十日	945	12,663	1,839	15,447
Provided for the year	是年折舊	40	516	382	938
Eliminated on disposals and write-offs	於出售及撇銷時 撇除	—	(228)	(397)	(625)
At 30th September, 2008	二零零八年九月三十日	985	12,951	1,824	15,760
CARRYING VALUES		賬面值			
At 30th September, 2008	二零零八年九月三十日	1,010	1,463	562	3,035
At 30th September, 2007	二零零七年九月三十日	1,050	758	1,027	2,835

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18. PREPAID LEASE PAYMENTS

The prepaid lease payments represent leasehold interest in land in Hong Kong held under long leases and are analysed for reporting purposes as:

18. 預付租賃款項

預付租賃款項指長期契約之香港土地租賃權益及作為報告用途之分析如下：

		THE GROUP 集團		THE COMPANY 公司	
		2008	2007	2008	2007
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Current assets	流動資產	8	8	3	3
Non-current assets	非流動資產	922	930	356	359
		<u>930</u>	<u>938</u>	<u>359</u>	<u>362</u>

19. INVESTMENTS IN SUBSIDIARIES

19. 附屬公司投資

		THE COMPANY 公司	
		2008	2007
		HK\$'000 港幣千元	HK\$'000 港幣千元
Unlisted shares, at cost	非上市股份，按成本值	7,224	7,224
Fair value adjustment on non-current interest-free amounts due from subsidiaries deemed as contribution to subsidiaries	非流動免息應收附屬公司賬款之公允價值調整視作對附屬公司之注資	16,073	12,177
Less: impairment loss	減：減值虧損	(16,073)	(12,177)
		<u>7,224</u>	<u>7,224</u>

None of the subsidiaries had any debt securities in issue at the balance sheet date.

於結算日，並無附屬公司持有任何已發行之債務證券。

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19. INVESTMENTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries at 30th September, 2008 and 2007, which are incorporated and operating principally in Hong Kong unless otherwise stated, are as follows:

19. 附屬公司投資(續)

於二零零八及二零零七年九月三十日
附屬公司之資料如下。除特別註明外，
所有附屬公司均在香港註冊及經營：

Name of subsidiary 附屬公司名稱	Paid up issued ordinary share capital 已繳付發行 普通股本資料		Proportion of nominal value of paid-up issued ordinary share capital held 所佔已繳付發行 普通股本票面值之比例		Principal activities 主要業務
	Number of shares 股數	Par value 票面值	Directly 直接 %	Indirectly 間接 %	
Avery Limited	10,000	HK\$1	100	—	Property investment 物業投資
Avery Property Agency Limited	10,000	HK\$1	100	—	Inactive 暫無營業
Beverly Investment Company Limited	360,000	HK\$10	100	—	Property management 物業管理
Double Mark Enterprises Limited (ii) 偉晉企業有限公司(ii)	2	HK\$1	—	100	Property investment 物業投資
Dynabest Development Inc. (i)	10	US\$1	—	100	Investment holding 控股投資
Elephant Holdings Limited 大象行有限公司	10,000	HK\$100	51.91	—	Trading of visual and sound equipment and investment holding 視聽器材買賣 及控股投資
Elephant Radio (China) Company Limited 大象行(中國)有限公司	2	HK\$1	—	51.91	Provision of consultancy services 顧問服務
First Madison Holdings Limited (i)	10	US\$1	100	—	Investment holding 控股投資
Marsbury Base Limited	10	HK\$1	100	—	Provision of trustee and nominee services 代理及信託服務
Metropoint Holdings Limited 展順集團有限公司	10,000	HK\$1	100	—	Investment holding 控股投資
Monte Bella International Holdings Limited (i)	10	US\$1	100	—	Investment holding 控股投資
Pacific Limited	100,000	HK\$1	100	—	Property investment 物業投資
Patricus Limited	10,000	HK\$1	100	—	Property investment and securities investment 物業投資及證券投資
Pokfulam Property Management Limited 寶富臨物業管理有限公司	10,000	HK\$1	100	—	Property management 物業管理

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19. INVESTMENTS IN SUBSIDIARIES (Continued)

19. 附屬公司投資(續)

Name of subsidiary 附屬公司名稱	Paid up issued ordinary share capital 已繳付發行 普通股本資料		Proportion of nominal value of paid-up issued ordinary share capital held 所佔已繳付發行 普通股本票面值之比例		Principal activities 主要業務
	Number of shares 股數	Par value 票面值	Directly 直接 %	Indirectly 間接 %	
Premium Wealth Company Limited	2	HK\$1	100	—	Inactive 暫無營業
Supreme Universal Limited 卓興環球有限公司	2	HK\$1	100	—	Inactive 暫無營業
Well Vantage Company Limited (ii) 展賜有限公司(ii)	2	HK\$1	—	100	Property investment 物業投資
Wellmake Holdings Limited 勝威集團有限公司	10,000	HK\$1	100	—	Property investment 物業投資
Welshston Limited	10,000	HK\$1	100	—	Property investment 物業投資
Worldwide Music Limited 雍樂有限公司	200,000	HK\$1	—	51.91	The trading of visual and sound equipment 視聽器材買賣

Notes:

- (i) Incorporated in the British Virgin Islands
(ii) Operating principally in the PRC

附註：

- (i) 在英屬處女群島註冊
(ii) 主要在中國經營

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20. AMOUNTS DUE FROM SUBSIDIARIES

20. 應收附屬公司賬款

		THE COMPANY 公司	
		2008	2007
		HK\$'000 港幣千元	HK\$'000 港幣千元
Amounts due from subsidiaries	應收附屬公司賬款	375,994	384,999
Less: allowances	減：撥備	(165,430)	(168,313)
		<u>210,564</u>	<u>216,686</u>

Movement in the allowance

撥備之變動

		THE COMPANY 公司	
		2008	2007
		HK\$'000 港幣千元	HK\$'000 港幣千元
At beginning of the year	於年初	168,313	245,768
(Decrease) increase in allowance recognised	確認之撥備(減少)增加	(2,883)	2,873
Amounts written off as uncollectible	不能收回之金額撤銷	—	(80,328)
At end of the year	於年終	<u>165,430</u>	<u>168,313</u>

The amounts due from subsidiaries are unsecured and are not expected to be repaid within twelve months from the balance sheet date. Other than the amounts due from subsidiaries with fair value on initial recognition of HK\$150,263,000 (2007: HK\$127,925,000) determined based on an effective interest rate of 2.6% (2007: 4.5%) per annum on initial recognition, the remaining balances are interest bearing at market rate.

應收附屬公司賬款為無抵押及預期將不會在於結算日後十二個月內償還。除於初步確認時之應收附屬公司賬款以公允價值港幣150,263,000元(二零零七年：港幣127,925,000元)按於初步確認時之實際年利率2.6%(二零零七年：4.5%)釐定外，餘下之結餘按市場利率支付利息。

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21. INTEREST IN A JOINTLY CONTROLLED ENTITY

21. 共同控制公司權益

		THE GROUP 集團		THE COMPANY 公司	
		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Cost of unlisted investments	非上市投資成本值	3	3	—	—
Fair value adjustments on non-current interest-free amount due from the jointly controlled entity	非流動免息應收共同控制公司賬款之公允價值調整	9,054	7,187	9,054	7,187
Share of post-acquisition losses and reserves	應佔收購後之虧損及儲備	(2,292)	(3,439)	—	—
		<u>6,765</u>	<u>3,751</u>	<u>9,054</u>	<u>7,187</u>
Amount due from the jointly controlled entity	應收共同控制公司賬款	<u>79,016</u>	<u>70,727</u>	<u>79,016</u>	<u>70,727</u>
		<u>85,781</u>	<u>74,478</u>	<u>88,070</u>	<u>77,914</u>

The investment in the jointly controlled entity represents a 33 $\frac{1}{3}$ % interest in the issued capital of Silver Gain Development Limited ("Silver Gain"), a company incorporated in Hong Kong. Silver Gain is principally engaged in the development of a commercial/residential complex in Guangzhou, the PRC, through a subsidiary established in the PRC named Guangzhou Garden Plaza Development Company Limited.

The amount due from the jointly controlled entity is unsecured, interest free, and is not expected to be repaid within twelve months from the balance sheet date. The fair value on initial recognition of the amounts due from a jointly controlled entity is determined based on an effective interest rate of 2.6% (2007: 4.5%) per annum on initial recognition.

投資於共同控制公司代表百分之三十三又三份一權益於銀利發展有限公司(「銀利」)(於香港註冊之公司)之已發行股本。銀利透過一間於中國成立之附屬公司(名為「廣州市東銀房地產有限公司」)主要發展一項位於中國廣州市之商住中心。

應收共同控制公司賬款為無抵押及免息，及預期將不會在於結算日後十二個月內還款。於初步確認時之應收共同控制公司賬款之公允價值按於初步確認時之實際年利率2.6%(二零零七年：4.5%)釐定。

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21. INTEREST IN A JOINTLY CONTROLLED ENTITY (Continued)

Consolidated financial information regarding Silver Gain and its subsidiary is set out below:

		2008 <i>HK\$'000</i> 港幣千元	2007 <i>HK\$'000</i> 港幣千元
Turnover	營業額	16,236	13,713
Expenses	費用	(28,731)	(17,322)
Loss for the year	本年度虧損	<u>(12,495)</u>	<u>(3,609)</u>
Loss for the year attributable to the Group	本集團應佔之本年度虧損	<u>(4,165)</u>	<u>(1,203)</u>
		2008 <i>HK\$'000</i> 港幣千元	2007 <i>HK\$'000</i> 港幣千元
Financial position	財務狀況		
Non-current assets	非流動資產	140,277	88,707
Current assets	流動資產	216,379	171,121
Current liabilities	流動負債	(86,140)	(36,174)
Non-current liabilities	非流動負債	<u>(250,219)</u>	<u>(212,401)</u>
Net assets	資產淨值	<u>20,297</u>	<u>11,253</u>
Net assets attributable to the Group	本集團應佔資產淨值	<u>6,765</u>	<u>3,751</u>

At the balance sheet date, the amount of the outstanding capital commitments of the subsidiary of the jointly controlled entity which is attributable to the Group was HK\$49,623,000 (2007: HK\$26,585,000) in respect of the cost of development of the commercial/residential complex contracted for but not provided in its consolidated financial information.

21. 共同控制公司權益(續)

關於銀利及其附屬公司之綜合財務資料載列如下：

		2008 <i>HK\$'000</i> 港幣千元	2007 <i>HK\$'000</i> 港幣千元
Turnover	營業額	16,236	13,713
Expenses	費用	(28,731)	(17,322)
Loss for the year	本年度虧損	<u>(12,495)</u>	<u>(3,609)</u>
Loss for the year attributable to the Group	本集團應佔之本年度虧損	<u>(4,165)</u>	<u>(1,203)</u>
		2008 <i>HK\$'000</i> 港幣千元	2007 <i>HK\$'000</i> 港幣千元
Financial position	財務狀況		
Non-current assets	非流動資產	140,277	88,707
Current assets	流動資產	216,379	171,121
Current liabilities	流動負債	(86,140)	(36,174)
Non-current liabilities	非流動負債	<u>(250,219)</u>	<u>(212,401)</u>
Net assets	資產淨值	<u>20,297</u>	<u>11,253</u>
Net assets attributable to the Group	本集團應佔資產淨值	<u>6,765</u>	<u>3,751</u>

於結算日，本集團應佔共同控制公司之附屬公司之未清付資本承擔金額為已訂約但尚未於綜合財務資料內撥備之商住中心發展成本港幣49,623,000元(二零零七年：港幣26,585,000元)。

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22. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments as at 30th September, 2008 and 2007 comprises:

Unlisted equity investments, at cost 非上市股本投資，按成本值
Less: Impairment losses 減：減值虧損

The above unlisted investments represent investments in unlisted equity securities issued by private entities incorporated in Hong Kong. They are measured at cost less impairment at each balance sheet date because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

23. INVENTORIES

Trading inventories 買賣之存貨

The cost of inventories recognised as an expense during the year was HK\$16,122,000 (2007: HK\$17,254,000).

24. INVESTMENTS HELD FOR TRADING

Equity securities at fair value based on 股本證券之公允價值按
quoted market bid prices 市場所報之買入價釐定
Listed both in Hong Kong 於香港及海
and overseas 外上市
Listed in Hong Kong 於香港上市

22. 可供出售投資

於二零零八年及二零零七年九月三十日
可供出售投資包括：

THE GROUP AND THE COMPANY 集團及公司	
2008 & 2007	
HK\$'000 港幣千元	
	16,126
	(8,126)
	<u>8,000</u>

上述非上市投資為在香港註冊之私人實體所發行之非上市股本證券投資。彼等於各結算日按成本扣除減值計算，因合理之公允價值估計範圍很大，本公司董事認為其公允價值不能可靠計算。

23. 存貨

THE GROUP 集團	
2008	2007
HK\$'000 港幣千元	HK\$'000 港幣千元
6,256	7,437

本年度存貨成本港幣16,122,000元(二零零七年：港幣17,254,000元)確認為支出。

24. 持作買賣之投資

THE GROUP 集團	
2008	2007
HK\$'000 港幣千元	HK\$'000 港幣千元
22,487	28,734
279	751
<u>22,766</u>	<u>29,485</u>

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25. TRADE AND OTHER RECEIVABLES

For sales of goods, the Group allows an average credit period of 30 days to its trade customers. Rentals receivable from tenants are payable on presentation of invoices.

25. 業務及其他應收賬款

對於銷售貨品，本集團向其貿易客戶提供平均30日之信貸期。租戶之應收租金須於發票發出時支付。

		THE GROUP 集團		THE COMPANY 公司	
		2008	2007	2008	2007
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Trade receivables	業務應收賬款	2,939	5,375	835	526
Less: accumulated impairment	減：累積減值	(318)	(1,190)	—	—
		2,621	4,185	835	526
Other receivables	其他應收賬款	211	84	—	10
Total trade and other receivables	業務及其他應收賬款總額	2,832	4,269	835	536

The following is an aged analysis of trade receivables at the balance sheet date:

於結算日，業務應收賬款之賬齡分析如下：

		THE GROUP 集團		THE COMPANY 公司	
		2008	2007	2008	2007
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
0-30 days	0—30日	1,936	3,553	803	526
31-60 days	31—60日	100	82	11	—
61-90 days	61—90日	186	99	12	—
Over 90 days	超過90日以上	399	451	9	—
		2,621	4,185	835	526

Before accepting any new customer, the Group will assess the potential customer's credit quality. Limits attributed to customers are reviewed once a year. The majority of the Group's trade receivables that are neither past due nor impaired have the best credit quality with reference to respective settlement history.

於接納任何新客戶前，本集團將評估潛在客戶之信貸質素。給予客戶之信貸上限每年審閱一次。參考個別之償還賬款歷史，本集團大部份之業務應收賬款既無逾期亦無減值，並擁有最高信貸質素。

Included in the Group's and the Company's trade receivable balances are debtors with aggregate carrying amount of HK\$1,694,000 (2007: HK\$1,487,000) and HK\$835,000 (2007: HK\$526,000) respectively which are past due at the reporting date for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

包括於本集團及本公司之業務應收賬款結餘內之應收款項總賬面值分別為港幣1,694,000元(二零零七年：港幣1,487,000元)及港幣835,000元(二零零七年：港幣526,000元)。其已於報告日到期，惟本集團並無就此作出減值虧損撥備。本集團並無就該等結餘持有任何抵押品。

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25. TRADE AND OTHER RECEIVABLES (Continued)

Aging of trade receivables which are past due but not impaired:

1-30 days	1-30 日
31-60 days	31-60 日
61-90 days	61-90 日
Over 90 days	超過90 日以上

THE GROUP 集團		THE COMPANY 公司	
2008	2007	2008	2007
HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元
1,009	855	803	526
100	82	11	—
186	99	12	—
399	451	9	—
<u>1,694</u>	<u>1,487</u>	<u>835</u>	<u>526</u>

The Group has provided fully for all receivables with evidences show that the receivables are not recovered.

已逾期但並無減值之業務應收賬款之賬齡如下：

本集團已為證據顯示不可收回之應收賬款作出全數撥備。

Movement in the allowance for doubtful debts:

At beginning of the year	於年初	1,190	444	—	—
(Decrease) increase in allowance recognised in profit or loss	確認於損益賬之撥備(減少)增加	(872)	746	—	—
At end of the year	於年終	<u>318</u>	<u>1,190</u>	<u>—</u>	<u>—</u>

呆賬撥備之變動：

THE GROUP 集團		THE COMPANY 公司	
2008	2007	2008	2007
HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元
1,190	444	—	—
(872)	746	—	—
<u>318</u>	<u>1,190</u>	<u>—</u>	<u>—</u>

26. BANK BALANCES AND CASH

Bank balances carry interest rates at market rates which range from 0.69% to 1.44% (2007: 2.53% to 3.55%) per annum.

26. 銀行結餘及現金

銀行結餘之利率按市場年利率介乎 0.69% 至 1.44% (二零零七年：2.53% 至 3.55%)。

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27. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade payables at the balance sheet date:

0-30 days
31-60 days
Over 90 days

Other payables

0-30 日
31-60 日
超過 90 日 以上

其他應付賬款

		THE GROUP 集團		THE COMPANY 公司	
		2008	2007	2008	2007
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
		733	1,408	80	428
		26	—	—	—
		229	57	33	34
		988	1,465	113	462
		8,422	8,940	5,217	5,482
		9,410	10,405	5,330	5,944

27. 業務及其他應付賬款

於結算日，業務應付賬款之賬齡分析如下：

28. SHARE CAPITAL

Ordinary shares of HK\$1 each
Authorised

Issued and fully paid

普通股每股港幣 1 元
法定

已發行及繳足

28. 股本

		THE GROUP AND THE COMPANY 集團及公司	
		2008 & 2007	
		Number of shares 股份數量	Nominal value 票面值
			HK\$'000 港幣千元
		200,000,000	200,000
		110,179,385	110,179

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29. RESERVES

29. 儲備

		Share premium 股份溢價	Dividend reserve 股息儲備	Retained profits 保留溢利	Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
THE COMPANY	公司				
At 1st October, 2006	於二零零六年十月一日	35,955	13,222	1,171,744	1,220,921
Profit for the year	本年度溢利	—	—	266,799	266,799
Final dividend for 2006 paid	已付二零零六年末期股息	—	(13,222)	—	(13,222)
Amounts set aside for payment of dividends (note12)	撥作支付股息金額 (附註12)	—	22,036	(22,036)	—
Interim dividend for 2007 paid	已付二零零七年中期股息	—	(4,407)	—	(4,407)
At 30th September, 2007	於二零零七年九月三十日	35,955	17,629	1,416,507	1,470,091
Profit for the year	本年度溢利	—	—	64,100	64,100
Dividend for 2007 paid	已付二零零七年末期股息	—	(17,629)	—	(17,629)
Amounts set aside for payment of dividends (note12)	撥作支付股息金額 (附註12)	—	18,730	(18,730)	—
Interim dividend for 2008 paid	已付二零零八年中期股息	—	(4,407)	—	(4,407)
At 30th September, 2008	於二零零八年九月三十日	35,955	14,323	1,461,877	1,512,155

The Company's reserves available for distribution to shareholders as at 30th September, 2008 represent the retained profits of HK\$1,461,877,000 (2007: HK\$1,416,507,000) and dividend reserve of HK\$14,323,000 (2007: HK\$17,629,000).

本公司於二零零八年九月三十日之可分配予股東之儲備為保留溢利港幣1,461,877,000元(二零零七年:港幣1,416,507,000元)及股息儲備港幣14,323,000元(二零零七年:港幣17,629,000元)。

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30. BANK LOANS AND OVERDRAFTS

30. 銀行貸款及透支

		THE GROUP		THE COMPANY	
		集團		公司	
		2008	2007	2008	2007
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Secured bank loans repayable	有抵押銀行貸款之還款期				
Within one year	於一年內	44,000	68,000	40,000	65,000
After one year but not exceeding two years	於一年後但不超過二年	92,000	4,000	—	—
After two years but not exceeding five years	於二年後但不超過五年	—	92,000	—	—
		<u>136,000</u>	<u>164,000</u>	<u>40,000</u>	<u>65,000</u>
Less: Amount due within one year included in current liabilities	減：列入流動負債內於一年內償還金額	(44,000)	(68,000)	(40,000)	(65,000)
		<u>92,000</u>	<u>96,000</u>	<u>—</u>	<u>—</u>
Secured bank overdrafts	已抵押銀行透支	<u>5,994</u>	<u>5,195</u>	<u>5,994</u>	<u>5,195</u>

The bank loans and overdrafts carry interest at prime rates/HIBOR plus/minus certain basis points and are denominated in the functional currencies of the relevant group entities.

The effective interest rates of the borrowings are ranging from 2.00% to 6.16% (2007: from 4.56% to 6.16%) per annum.

銀行貸款及透支以最優惠利息／本地銀行同業拆息加／減若干基點計算利息及以有關集團實體之功能貨幣列值。

借貸之實際年利率介乎2.00%至6.16% (二零零七年：4.56%至6.16%)。

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31. DEFERRED TAXATION

The deferred tax liabilities (assets) recognised during the year and at the balance sheet date in respect of temporary differences are attributable to the following:

31. 遞延稅項

本年度內及於結算日有關暫時差異而確認之遞延稅項負債(資產)分配如下：

		Investment properties	Property, plant and equipment	Trading securities	Tax losses	Total
		投資物業	物業、裝置及設備	買賣證券	稅項虧損	總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
THE GROUP	集團					
At 1st October, 2006	二零零六年十月一日	224,697	(51)	3,198	(1,392)	226,452
Charged (credit) to consolidated income statement	於綜合收益賬扣除(抵免)	47,202	20	1,443	(2,249)	46,416
At 30th September, 2007	二零零七年九月三十日	271,899	(31)	4,641	(3,641)	272,868
Effect of change in tax rate	稅率變更之影響	(15,537)	2	(265)	208	(15,592)
Charged (credit) to consolidated income statement	於綜合收益賬扣除(抵免)	1,226	80	(1,068)	(505)	(267)
At 30th September, 2008	二零零八年九月三十日	257,588	51	3,308	(3,938)	257,009
				Property, plant and equipment		Total
				物業、裝置及設備		總計
				投資物業		總計
		HK\$'000 港幣千元		HK\$'000 港幣千元		HK\$'000 港幣千元
THE COMPANY	公司					
At 1st October, 2006	二零零六年十月一日		218,339	48		218,387
Charged (credit) to income statement	於收益賬扣除(抵免)		44,393	(11)		44,382
At 30th September, 2007	二零零七年九月三十日		262,732	37		262,769
Effect of change in tax rate	稅率變更之影響		(15,013)	(2)		(15,015)
Charged to income statement	於收益賬扣除		535	87		622
At 30th September, 2008	二零零八年九月三十日		248,254	122		248,376

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31. DEFERRED TAXATION (Continued)

At the balance sheet date, the Group had unused tax losses of HK\$88,461,000 (2007: HK\$90,482,000) available for offset against future profits. A deferred tax asset has been recognised in respect of such tax losses of HK\$23,866,000 (2007: HK\$20,806,000). No deferred tax asset has been recognised on the tax losses of HK\$64,595,000 (2007: HK\$69,676,000) due to the unpredictability of future profit streams. The tax losses available may be carried forward indefinitely.

32. OTHER FINANCIAL LIABILITIES

Other financial liabilities represent rental and management fee deposits and amounts due to subsidiaries. The amounts due to subsidiaries are interest free, unsecured and repayable on demand.

33. COMMITMENTS

At the balance sheet date, the Group and the Company had outstanding commitments in respect of property cost of HK\$3,290,000 (2007: HK\$3,118,000) and HK\$172,000 (2007: Nil) respectively contracted for but not provided in the Group's and the Company's financial statements.

34. CONTINGENT LIABILITIES

At the balance sheet date:

- (a) the Company had contingent liabilities in respect of guarantees to the extent of HK\$153,000,000 (2007: HK\$153,000,000) issued to banks for banking facilities granted to certain subsidiaries. The extent of banking facilities utilised by the subsidiaries amounted to HK\$96,000,000 (2007: HK\$99,000,000).
- (b) At 30th September, 2007, the Company had contingent liabilities in respect of guarantees to the extent of HK\$17,000,000 issued to a bank for banking facilities granted to a subsidiary of the jointly controlled entity. The extent of banking facilities utilised by that subsidiary of the Company's jointly controlled entity amounted to HK\$6,000,000. The guarantee was released during the year.

As the fair value of the pledged assets is significantly greater than the loan balances, the directors consider that the fair value of the financial guarantee is immaterial and therefore the Company has not recognised the financial guarantee contracts in the Group and the Company's balance sheet on initial recognition.

財務報告表附註(續)
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31. 遞延稅項(續)

於結算日，本集團有未動用之稅項虧損港幣88,461,000元(二零零七年：港幣90,482,000元)可用以抵銷日後溢利。有關稅項虧損港幣23,866,000元(二零零七年：港幣20,806,000元)之遞延稅項資產已作出確認。稅項虧損港幣64,595,000元(二零零七年：港幣69,676,000元)，由於日後可獲溢利難以預測，故此並無作出遞延稅項資產確認。可動用之稅項虧損可無限期結轉。

32. 其他財務負債

其他財務負債為租金及管理費按金及應付附屬公司賬款。應付附屬公司賬款為免息、無抵押及於要求時償還。

33. 承擔

於結算日，本集團及本公司之未清付承擔為已訂約但尚未有於本集團及本公司之財務報告表撥備之物業成本分別為港幣3,290,000元(二零零七年：港幣3,118,000元)及港幣172,000元(二零零七年：無)。

34. 或然負債

於結算日：

- (a) 本公司之或然負債為給予銀行達港幣153,000,000元(二零零七年：港幣153,000,000元)之擔保，作為銀行給予若干附屬公司銀行信貸之保證。附屬公司已動用之銀行信貸達港幣96,000,000元(二零零七年：港幣99,000,000元)。
- (b) 於二零零七年九月三十日，本公司之或然負債為給予銀行達港幣17,000,000元之擔保，作為銀行給予共同控制公司之附屬公司銀行信貸之保證。本公司之共同控制公司之該附屬公司已動用之銀行信貸達港幣6,000,000元。此項擔保於本年度已獲取消。

因抵押資產之公允價值大幅高於貸款之結餘，董事認為金融擔保之公允價值並不重大，因此本公司於初步確認時，並沒有就有關金融擔保合約確認於本集團及本公司之資產負債表內。

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財務報告表附註(續)
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35. PLEDGED ASSETS

At the balance sheet date:

- (a) investment properties, buildings and prepaid lease payments of the Group with aggregate carrying amount of approximately HK\$1,937,200,000 (2007: HK\$1,940,000,000) and HK\$3,554,000 (2007: HK\$3,667,000) respectively were pledged to banks to secure the general banking facilities granted to the Group.
- (b) investment properties, buildings and prepaid lease payments of the Company with an aggregate carrying amount of HK\$1,630,100,000 (2007: HK\$1,631,300,000) and HK\$1,370,000 (2007: HK\$1,050,000) respectively were pledged to banks to secure the general banking facilities granted to the Group.
- (c) the amount due from a subsidiary to the Company of approximately HK\$329,000,000 (2007: HK\$330,000,000) was subordinated to the bank loan granted to this subsidiary.

36. LEASE ARRANGEMENTS

At the balance sheet date, the Group's and the Company's investment properties with an aggregate carrying amount of HK\$1,961,000,000 (2007: HK\$1,843,000,000) and HK\$1,608,000,000 (2007: HK\$1,534,000,000) respectively were leased out under operating leases for periods ranging from one to three years, a substantial portion of which does not have renewal options granted to the lessees. At the balance sheet date, the Group and the Company had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases:

35. 資產抵押

於結算日：

- (a) 本集團之投資物業·樓宇及預付租賃款項分別以總賬面值約港幣1,937,200,000元(二零零七年：港幣1,940,000,000元)及港幣3,554,000元(二零零七年：港幣3,667,000元)抵押予銀行作為給予本集團一般銀行信貸之保證。
- (b) 本公司之投資物業·樓宇及預付租賃款項分別以總賬面值港幣1,630,100,000元(二零零七年：港幣1,631,300,000元)及港幣1,370,000元(二零零七年：港幣1,050,000元)抵押予銀行作為給予本集團一般銀行信貸之保證。
- (c) 本公司應收一間附屬公司之賬款金額約港幣329,000,000元(二零零七年：港幣330,000,000元)乃從屬於銀行給予此附屬公司之貸款。

36. 租賃安排

於結算日，本集團及本公司按營業租賃租出之投資物業總賬面值分別為港幣1,961,000,000元(二零零七年：港幣1,843,000,000元)及港幣1,608,000,000元(二零零七年：港幣1,534,000,000元)。租賃期介乎一年至三年及大部份之租賃都沒有給予承租人續租之選擇權。於結算日，本集團及本公司已與租戶訂立合約，根據不可取消之營業租賃，將來最低應收租金收入如下：

		THE GROUP 集團		THE COMPANY 公司	
		2008	2007	2008	2007
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Within one year	一年內	48,578	49,510	38,481	40,794
In more than one year but not more than two years	一年以上 至二年	7,845	6,999	7,381	6,050
In more than two years but not more than three years	二年以上 至三年	422	—	1,381	—
		<u>56,845</u>	<u>56,509</u>	<u>47,243</u>	<u>46,844</u>

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FOR THE YEAR ENDED 30TH SEPTEMBER, 2008

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37. RELATED PARTY TRANSACTIONS

37. 關連人士交易

		THE GROUP AND THE COMPANY 集團及公司			
Name of related company 關連公司名稱		Advances outstanding 未清還貸款		Interests charged 支付之利息	
		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元	2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
B. L. Wong & Co., Ltd. ("BLWCL")	寶旺有限公司 (「寶旺」)	3,000	6,000	154	547

During the year, BLWCL made unsecured short term advances to the Group which are unsecured, carry interest at HIBOR plus 0.7% per annum and are repayable on demand.

本年度，寶旺給予本集團無抵押短期貸款，該貸款為無抵押，而利息按本地銀行同業拆息年利率加0.7%計算及於要求時償還。

The Company's directors, Mr. Wong Bing Lai, Mr. Wong Tat Kee, David and Mr. Wong Tat Sum, Samuel, are directors and shareholders of BLWCL. Mr. Wong Tat Chang, Abraham, a director of the Company, is also a shareholder of BLWCL.

本公司董事，黃炳禮先生、黃達琪先生及黃達琛先生為寶旺之董事及股東。本公司之董事黃達漳先生亦是寶旺之股東。

Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

主要管理層之酬金

於本年度內，董事及其他主要管理層成員之酬金如下：

		2008 HK\$'000 港幣千元	2007 HK\$'000 港幣千元
Short-term benefits	短期福利	5,947	5,760
Post-employment benefits	退休福利	123	120
		<u>6,070</u>	<u>5,880</u>

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

董事及主要管理人員之薪酬乃由薪酬委員會按其個人之表現及市場趨勢而釐定。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

(A) CONSOLIDATED RESULTS 綜合業績

		2004 <i>HK\$'000</i> 港幣千元	2005 <i>HK\$'000</i> 港幣千元	2006 <i>HK\$'000</i> 港幣千元	2007 <i>HK\$'000</i> 港幣千元	2008 <i>HK\$'000</i> 港幣千元
Turnover	營業額	78,488	92,262	105,531	110,605	122,781
Profit for the year	本年度溢利	18,160	232,306	150,385	308,159	65,591
Profit for the year attributable to:	應佔本年度溢利：					
Equity holders of the Company	本公司權益持有人	23,293	231,156	148,684	307,419	65,295
Minority interests	少數股東權益	(5,133)	1,150	1,701	740	296
		18,160	232,306	150,385	308,159	65,591

(B) CONSOLIDATED NET ASSETS 綜合資產淨值

		2004 <i>HK\$'000</i> 港幣千元	2005 <i>HK\$'000</i> 港幣千元	2006 <i>HK\$'000</i> 港幣千元	2007 <i>HK\$'000</i> 港幣千元	2008 <i>HK\$'000</i> 港幣千元
Total assets	總資產	1,508,379	1,707,687	1,861,519	2,172,357	2,176,445
Total liabilities	總負債	(329,309)	(478,102)	(469,133)	(486,476)	(443,621)
Net assets	資產淨值	1,179,070	1,229,585	1,392,386	1,685,881	1,732,824
Equity attributable to equity holder of the Company	本公司權益持有人應佔權益	1,201,128	1,250,493	1,386,375	1,679,130	1,727,701
Minority interest	少數股東權益	(22,058)	(20,908)	6,011	6,751	5,123
Total	總值	1,179,070	1,229,585	1,392,386	1,685,881	1,732,824

In addition, no restatement of consolidated financial statements for 2004 was made for the adoption of new Hong Kong Financial Reporting Standards issued by the HKICPA that are effective for the Group's financial year beginning 1st October, 2005 as the directors of the Company considered it is not practicable to do so.

此外，本集團並無採納由香港會計師公會頒佈及於二零零五年十月一日開始之本集團財政年度生效之新香港財務報告準則，而重列二零零四年之綜合財務報告表，由於本公司董事認為並不切實可行。

PARTICULARS OF PROPERTIES HELD FOR INVESTMENT

投資物業資料

Particulars of investment properties which are wholly owned by the Group are as follows:

本集團全資擁有之投資物業資料如下：

Property 物業	Existing use 現時用途	Lease term 年期	Number of car parking spaces 車位數目	Approximate gross floor area 樓面面積約數 (square meters) (平方米)	
<i>In Hong Kong</i>	<i>於香港</i>				
Beverly House 93-107 Lockhart Road Hong Kong (The Remaining Portion of Inland Lot Nos. 3517-3519, 2785 and 3222)	利臨大廈 香港駱克道 93至107號 (內地段3517號至 3519號、2785號及 3222號之餘段)	Commercial 商業	Long lease 長期契約	43	8,347
Scenic Villas Apartments K and L on Ground to 14th Floor of Block A-4 2-28 Scenic Villa Drive Hong Kong (630/4,490th shares of and in the Remaining Portion of Inland Lot No. 2596)	美景臺 A-4座K1至K15及L1至 L15之單位 香港美景徑 2至28號 (內地段2596號餘段之 630/4,490份)	Residential 住宅	Long lease 長期契約	30	6,410
Scenic Villas Apartments D on Ground to 13th Floor of Block B2 2-28 Scenic Villa Drive Hong Kong (294/4,490th shares of and in the Remaining Portion of Inland Lot No. 2596)	美景臺 B-2座D1至D14 之單位 香港美景徑 2至28號 (內地段2596號餘段之 294/4,490份)	Residential 住宅	Long lease 長期契約	14	2,510
Scenic Villas The Lower Ground Floor of Block A-3 and part of Car Port Area under Block A-4 2-28 Scenic Villa Drive Hong Kong (Certain shares of the Remaining Portion of Inland Lot No. 2596)	美景臺 A-3座地下 低層及部份A-4座 停車位 香港美景徑 2至28號 (內地段2596號餘段之 若干部份)	Commercial 商業	Long lease 長期契約	25	314
3-4 Headland Road Hong Kong (Rural Building Lot Nos. 681-682)	香港赫蘭道 3至4號 (市郊地段681號至 682號)	Residential 住宅	Long lease 長期契約	18	3,556

PARTICULARS OF PROPERTIES
HELD FOR INVESTMENT (Continued)

投資物業資料(續)

Property 物業		Existing use 現時用途	Lease term 年期	Number of car parking spaces 車位數目	Approximate gross floor area 樓面面積約數 (square meters) (平方米)
<i>In Hong Kong (Continued)</i>		<i>於香港(續)</i>			
Wylar Centre Phase 2 13/F and 14/F 200 Tai Lin Pai Road Kwai Chung New Territories (364/11,152nd shares of and in the Remaining Portion of Kwai Chung Town Lot No. 130)	偉倫中心2期 13樓及14樓 香港 新界葵涌 大連排道 200號 (葵涌市地段130號餘 段之364/11,152份)	Industrial 工業	Medium lease 中期契約	5	4,760
1/F, 88A Pok Fu Lam Road Hong Kong (1/8th shares of and in the Remaining Portion of Inland Lot No. 2580)	香港薄扶林道 88號A1樓 (內地段2580號餘段 之1/8份)	Residential 住宅	Long lease 長期契約	1	155
Kennedy Court No. 7A Shiu Fai Terrace Nos. 134-136 Kennedy Road Hong Kong (Section B of Inland Lot No. 2071)	顯輝豪庭 香港堅尼地道 134號至136號 肇輝臺7A號 (內地段2071號之B段)	Residential 住宅	Long lease 長期契約	30	4,102
<i>In the People's Republic of China</i>		<i>於中華人民共和國</i>			
Units E and F on 1/F to 3/F and 5/F to 9/F, Vivaldi Court Manhattan Garden Chao Yang District Beijing	北京朝陽區 京達花園 威爾第閣 一至三層及 五至九層 E及F之單位	Residential 住宅	Long lease 長期契約	—	1,987

